BASE PROSPECTUS

DATED 10 JUNE 2026

This document is a Base Prospectus issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules published by the MFSA and in accordance with the provisions of the Prospectus Regulation in respect of an:

UNSECURED BOND ISSUANCE PROGRAMME OF A MAXIMUM OF €115,000,000

by

INTERNATIONAL HOTEL INVESTMENTS p.l.c.

A PUBLIC LIMITED LIABILITY COMPANY REGISTERED IN MALTA
WITH COMPANY REGISTRATION NUMBER C 26136

THIS BASE PROSPECTUS HAS BEEN APPROVED BY THE MFSA, AS THE COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE MFSA HAS AUTHORISED THE ADMISSIBILITY OF THE BONDS ISSUED FROM TIME TO TIME UNDER THE PROGRAMME AS LISTED FINANCIAL INSTRUMENTS. THIS MEANS THAT THE MFSA HAS APPROVED THIS BASE PROSPECTUS AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY, AND CONSISTENCY AS PRESCRIBED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHOULD NOT, HOWEVER, BE CONSIDERED AS AN ENDORSEMENT OF THE ISSUER, OR THE QUALITY OF THE BONDS THAT ARE THE SUBJECT OF THIS BASE PROSPECTUS. IN PROVIDING THIS AUTHORISATION, THE MFSA DOES NOT GIVE ANY CERTIFICATION REGARDING THE POTENTIAL RISKS IN INVESTING IN ANY INSTRUMENT ISSUED BY THE ISSUER, AND SUCH AUTHORISATION SHOULD NOT BE DEEMED, OR BE CONSTRUED, AS A REPRESENTATION OR WARRANTY AS TO THE SAFETY OF INVESTING IN SUCH INSTRUMENT.

THE MFSA ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THIS BASE PROSPECTUS OR THE APPLICABLE FINAL TERMS, MAKES NO REPRESENTATIONS AS TO THEIR ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM, OR IN RELIANCE UPON, THE WHOLE OR ANY PART OF THE CONTENTS OF THIS BASE PROSPECTUS AND APPLICABLE FINAL TERMS, INCLUDING ANY LOSSES INCURRED BY INVESTING IN THE BONDS.

A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY LISTED FINANCIAL INSTRUMENTS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN INVESTING IN THE BONDS AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OWN FINANCIAL ADVISOR.

APPROVED BY THE BOARD OF DIRECTORS

Alfred Pisani **Simon Naudi**

in their capacity as Directors and for and on behalf of
Frank Xerri de Caro, Hamad Mubarak Mohd Buamim, Douraid Zaghouani, Joseph Pisani,
Moussa Atiq Ali, Richard Cachia Caruana, Mohamed Mahmoud Alzarouq Shawsh and Alfred Camilleri

Manager & Registrar

BOV
Bank of Valletta

Sponsor

MZ INVESTMENTS

Legal Counsel

CAMILLERI PREZIOSI
ADVOCATES

IMPORTANT INFORMATION

THIS BASE PROSPECTUS CONTAINS INFORMATION ON: (I) THE ISSUER AND THE BUSINESS OF THE GROUP OF WHICH IT FORMS PART; AND (II) THE PROGRAMME, IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS RULES, THE ACT, AND THE PROSPECTUS REGULATION.

NO BROKER, DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORISED BY THE ISSUER, OR ITS DIRECTORS, TO ISSUE ANY ADVERTISEMENT, OR TO GIVE ANY INFORMATION, OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THIS BASE PROSPECTUS AND THE APPLICABLE FINAL TERMS OTHER THAN THOSE CONTAINED IN THIS BASE PROSPECTUS, THE APPLICABLE FINAL TERMS, AND IN THE DOCUMENTS REFERRED TO IN THIS BASE PROSPECTUS AND THE APPLICABLE FINAL TERMS, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY THE ISSUER, ITS DIRECTORS, OR ADVISORS.

THE MFSA ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THIS BASE PROSPECTUS AND APPLICABLE FINAL TERMS, MAKES NO REPRESENTATIONS AS TO THEIR ACCURACY OR COMPLETENESS, AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM, OR IN RELIANCE UPON, THE WHOLE OR ANY PART OF THE CONTENTS OF THIS BASE PROSPECTUS OR ANY APPLICABLE FINAL TERMS.

IT IS THE RESPONSIBILITY OF ANY PERSON IN POSSESSION OF THIS BASE PROSPECTUS AND THE APPLICABLE FINAL TERMS, AND ANY PERSON WISHING TO APPLY FOR THE BONDS, TO INFORM THEMSELVES OF, AND TO OBSERVE AND COMPLY WITH, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTION. PROSPECTIVE INVESTORS SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF APPLYING FOR ANY BONDS AND ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRIES OF THEIR NATIONALITY, RESIDENCE, OR DOMICILE.

THIS BASE PROSPECTUS AND THE APPLICABLE FINAL TERMS DO NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR BONDS: (I) BY ANY PERSON IN ANY JURISDICTION IN WHICH SUCH OFFER OR INVITATION IS NOT AUTHORISED OR IN WHICH THE PERSON MAKING SUCH OFFER OR INVITATION IS NOT QUALIFIED TO DO SO; OR (II) BY ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION. THE DISTRIBUTION OF THIS BASE PROSPECTUS AND APPLICABLE FINAL TERMS IN CERTAIN JURISDICTIONS MAY BE RESTRICTED AND, ACCORDINGLY, PERSONS INTO WHOSE POSSESSION THEY ARE RECEIVED ARE REQUIRED TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, SUCH RESTRICTIONS.

SAVE FOR THE OFFERING IN THE REPUBLIC OF MALTA, NO ACTION HAS BEEN OR WILL BE TAKEN BY THE ISSUER THAT WOULD PERMIT A PUBLIC OFFERING OF THE BONDS AND, OR THE DISTRIBUTION OF THIS BASE PROSPECTUS (OR ANY PART THEREOF), THE APPLICABLE FINAL TERMS, AND, OR ANY OFFERING MATERIAL IN ANY COUNTRY OR JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. ACCORDINGLY, NO BONDS MAY BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS BASE PROSPECTUS, THE APPLICABLE FINAL TERMS, NOR ANY ADVERTISEMENT OR OTHER OFFERING MATERIAL MAY BE DISTRIBUTED OR PUBLISHED IN ANY JURISDICTION, EXCEPT UNDER CIRCUMSTANCES THAT WILL RESULT IN COMPLIANCE WITH ANY APPLICABLE LAWS AND REGULATIONS. PERSONS INTO WHOSE POSSESSION THIS BASE PROSPECTUS AND, OR THE APPLICABLE FINAL TERMS MAY COME MUST INFORM THEMSELVES ABOUT, AND OBSERVE, ANY SUCH RESTRICTIONS ON THE DISTRIBUTION OF THIS BASE PROSPECTUS, THE APPLICABLE FINAL TERMS, AND THE OFFERING AND SALE OF THE BONDS.

THIS BASE PROSPECTUS, THE APPLICABLE FINAL TERMS, AND, OR ANY OTHER DOCUMENT PRODUCED IN RELATION TO THE ISSUER, AND, OR THE BONDS AND, OR THE PROGRAMME, AND, OR THE OFFERING, SALE, OR DELIVERY OF THE BONDS MAY NOT BE TAKEN AS AN IMPLICATION: (I) THAT THE INFORMATION CONTAINED IN SUCH DOCUMENTS IS ACCURATE AND COMPLETE SUBSEQUENT TO THEIR RESPECTIVE DATE OF ISSUE; OR (II) THAT THERE HAS BEEN NO MATERIAL ADVERSE CHANGE IN THE FINANCIAL POSITION OR PERFORMANCE OF THE ISSUER, AND, OR THE GROUP SINCE SUCH DATE; OR (III) THAT ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE MATTERS CONTAINED IN THE AFOREMENTIONED DOCUMENTS IS ACCURATE AT ANY TIME SUBSEQUENT TO THE DATE ON WHICH IT IS SUPPLIED OR, IF DIFFERENT, THE DATE INDICATED IN THE DOCUMENT CONTAINING THE SAME.

THIS BASE PROSPECTUS IS VALID FOR A PERIOD OF 12 MONTHS FROM THE DATE HEREOF. THE ISSUER IS NOT OBLIGED TO PUBLISH A SUPPLEMENT TO THIS BASE PROSPECTUS IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES, OR MATERIAL INACCURACIES WHICH ARISE FOLLOWING THE LAPSE OF THE PERIOD OF VALIDITY OF THIS BASE PROSPECTUS, PROVIDED THAT THE ISSUER SHALL NOT BE OBLIGED TO SUPPLEMENT THIS BASE PROSPECTUS SHOULD THE AFORESAID SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES, OR MATERIAL INACCURACIES ARISE OR BE NOTED FOLLOWING, IN THE CASE OF EACH SERIES AND, OR TRANCHE OF BONDS ISSUED UNDER THE APPLICABLE FINAL TERMS, THE LATER OF THE CLOSING OF THE OFFER PERIOD OR THE TIME WHEN TRADING ON THE OFFICIAL LIST BEGINS. THE MFSA IS NOT REQUIRED TO APPROVE THE INDIVIDUAL FINAL TERMS (AND SUMMARIES THEREOF) THAT MAY BE ISSUED PURSUANT TO THIS BASE PROSPECTUS FROM TIME TO TIME IN RESPECT OF ONE OR MORE SERIES AND, OR TRANCHES OF BONDS.

A COPY OF THIS BASE PROSPECTUS HAS BEEN SUBMITTED TO THE MFSA IN SATISFACTION OF THE CAPITAL MARKETS RULES, THE MALTA STOCK EXCHANGE IN SATISFACTION OF THE MALTA STOCK EXCHANGE BYE-LAWS, AND HAS BEEN DULY FILED WITH THE REGISTRAR OF COMPANIES AT THE MALTA BUSINESS REGISTRY IN ACCORDANCE WITH THE ACT.

STATEMENTS MADE IN THIS BASE PROSPECTUS ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THEREIN.

ALL THE ADVISORS TO THE ISSUER NAMED IN THIS BASE PROSPECTUS UNDER THE HEADING "ADVISORS" IN SECTION 5.4 OF THIS BASE PROSPECTUS HAVE ACTED, AND ARE ACTING, EXCLUSIVELY FOR THE ISSUER IN RELATION TO THIS BASE PROSPECTUS AND HAVE NO CONTRACTUAL, FIDUCIARY, OR OTHER OBLIGATION TOWARDS ANY OTHER PERSON, AND WILL ACCORDINGLY NOT BE RESPONSIBLE TO ANY INVESTOR OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THIS BASE PROSPECTUS, ANY SUPPLEMENT THEREOF, ANY APPLICABLE FINAL TERMS, OR ANY OTHER DOCUMENT ENTERED INTO IN RELATION TO THE PROGRAMME.

THE CONTENTS OF THE ISSUER'S WEBSITES, OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE ISSUER'S WEBSITES, DO NOT FORM PART OF THIS BASE PROSPECTUS UNLESS SUCH CONTENTS ARE INCORPORATED BY REFERENCE INTO THIS BASE PROSPECTUS. ACCORDINGLY, NO RELIANCE OUGHT TO BE MADE BY ANY INVESTOR ON ANY INFORMATION OR OTHER DATA CONTAINED IN SUCH WEBSITES AS THE BASIS FOR A DECISION TO INVEST IN THE BONDS.

THE DIRECTORS CONFIRM THAT WHERE INFORMATION INCLUDED IN THIS BASE PROSPECTUS HAS BEEN SOURCED FROM A THIRD PARTY, SUCH INFORMATION HAS BEEN ACCURATELY REPRODUCED AND AS FAR AS THE DIRECTORS ARE AWARE AND ARE ABLE TO ASCERTAIN FROM INFORMATION PUBLISHED BY THAT THIRD PARTY, NO FACTS HAVE BEEN OMITTED WHICH WOULD RENDER THE REPRODUCED INFORMATION INACCURATE OR MISLEADING.

THE VALUE OF INVESTMENTS CAN GO UP OR DOWN AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER ALL THE INFORMATION CONTAINED IN THIS BASE PROSPECTUS AS A WHOLE AND THE APPLICABLE FINAL TERMS AND SHOULD CONSULT THEIR OWN FINANCIAL AND OTHER PROFESSIONAL ADVISORS BEFORE DECIDING TO MAKE AN INVESTMENT IN THE BONDS.

CONTENTS

1. DEFINITIONS 5
2. OVERVIEW OF THE PROGRAMME 8
3. RISK FACTORS 9
   3.1 Forward-looking Statements 9
   3.2 Risks relating to the Dependence of the Company on the Business of the Group 10
   3.3 Risks relating to the Business of the Group 10
   3.4 Risks relating to the Bonds 16
4. PERSONS RESPONSIBLE, AUTHORISATION STATEMENT AND CONSENT FOR USE OF BASE PROSPECTUS 18
   4.1 Persons Responsible and Authorisation Statement 18
   4.2 Consent required in Connection with the Use of the Base Prospectus by the Authorised Financial Intermediaries 18
5. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT, ADVISORS AND AUDITORS OF THE ISSUER 19
   5.1 Directors of the Issuer 19
   5.2 Company Secretary of the Issuer 19
   5.3 Senior Management of the Issuer 20
   5.4 Advisors to the Issuer 20
   5.5 Auditors of the Issuer 20
6. INFORMATION ABOUT THE ISSUER 20
   6.1 Historical Development of the Issuer 20
   6.2 Organisational Structure and Major Assets of the Group 21
7. BUSINESS OVERVIEW 23
   7.1 Principal Activities 23
   7.2 Business Development Strategy 28
   7.3 ESG Strategy 30
   7.4 Management Contracts under the Corinthia Brand 30
8. TREND INFORMATION AND FINANCIAL PERFORMANCE 32
   8.1 Trend Information 32
   8.2 Historical Financial Information 38
   8.3 Key Financial Review 38
9. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES 42
   9.1 The Board of Directors of the Issuer 42
   9.2 Curriculum Vitae of the Issuer's Senior Management 43
10. MANAGEMENT STRUCTURE 44
   10.1 General Management Structure 44
   10.2 Hotel Operations 44
   10.3 Property Audit 44
   10.4 Conflict of Interest 44
11. BOARD PRACTICES OF THE ISSUER 44
   11.1 Audit Committee 44
   11.2 Internal Audit 45
   11.3 Nomination and Remuneration Committees 45
12. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS 45
13. MAJOR SHAREHOLDERS 45
14. LEGAL AND ARBITRATION PROCEEDINGS 45
15. ADDITIONAL INFORMATION 46
   15.1 Share Capital of the Issuer 46
   15.2 Memorandum and Articles of Association of the Issuer 46
16. MATERIAL CONTRACTS 46
17. TERMS AND CONDITIONS 46
   17.1 General Terms and Conditions 46
   17.2 Ancillary Terms and Conditions 47
   17.3 Status and Ranking of the Bonds 49
   17.4 Negative Pledge 50
   17.5 Events of Default 50
   17.6 Rights of Bondholders 51
   17.7 Transferability of the Bonds 51
   17.8 Payments 51
   17.9 Yield 51
   17.10 Redemption 51
   17.11 Bondholders' Meetings 52
18. FORM OF FINAL TERMS 53
19. TAXATION 57
   19.1 Malta Tax on Interest 57
   19.2 Maltese Taxation of Capital Gains on Transfers of the Bonds 57
   19.3 Duty on Documents and Transfers 57
   19.4 Exchange of Information 58
20. THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST 58
21. AUTHORISATION, LISTING AND ADMISSION TO TRADING 59
22. NOTICES 59
23. DOCUMENTS AVAILABLE FOR INSPECTION 59
ANNEX I – FINANCIAL ANALYSIS SUMMARY 60

1. DEFINITIONS

In this Base Prospectus the following words and expressions shall bear the following meanings except where the context otherwise requires:

Act or **Companies Act**	the Companies Act (Cap. 386 of the Laws of Malta);
AHCT	Alinmaa Holding Company for Tourism & Real Estate Investments, a company registered under the laws of Libya and having its registered office at Al-Hamamat St., Al Madina Alsiahya, Tripoli, Libya;
Applicant	any person or persons who apply to subscribe for the Bonds;
Application/s	any application to subscribe for the Bonds made by an Applicant/s in accordance with the terms of the applicable Final Terms;
AUCC	Arab Union Contracting Company, a company registered under the laws of Libya and having its registered office at Level 21, General Department, Tripoli Tower, Tower 1, Tripoli, Libya;
Authorised Financial Intermediary/ies	the financial intermediary/ies whose details shall be annexed to the applicable Final Terms;
Bond Issue	the issue of the Bonds pursuant to the Programme;
Bondholder/s	any holder/s of Bonds;
Base Prospectus	this document in its entirety, together with any supplement(s);
Bonds	the bonds to be issued by the Issuer in terms of the Programme;
Capital Markets Rules	the capital markets rules issued by the Malta Financial Services Authority in terms of the Financial Markets Act, as may be amended from time to time;
CDI	Corinthia Developments International Limited, a company registered under the laws of Malta with company registration number C 70440 and having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta;
CHL	Corinthia Hotels Limited, a company registered under the laws of Malta with company registration number C 26086 and having its registered office at 1, Europa Centre, Floriana FRN 1400, Malta;
Company, IHI or **Issuer**	International Hotel Investments p.l.c., a company registered under the laws of Malta with company registration number C 26136 and having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta;
Corinthia Brand	any and all intellectual property associated with the Corinthia brand for hotel and property operations, the legal and beneficial ownership of which is held by CHL;
Corinthia Group	CPHCL and the companies in which CPHCL has a controlling interest;
Corinthia Oasis	Corinthia Oasis Company Limited, a company registered under the laws of Malta with company registration number C 48380 and having its registered office at 22, Europa Centre, John Lopez Street, Floriana, FRN 1400, Malta;
Corinthia Parlamento SRL	CORINTHIA PARLAMENTO SRL, a company registered under the laws of Italy, with company registration number RM-1677995 and having its registered office at Piazza del Parlamento 18, cap 00186, Rome (RM), Italy;
CPHCL	CPHCL Company Limited, a company registered under the laws of Malta with company registration number C 257 and having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta;
CREV	CREV Limited, a company registered under the laws of Malta with company registration number C 113036 and having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta;
CSD	the Central Securities Depository of the Malta Stock Exchange, having its address at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
Directors or **Board** or **Board of Directors**	the directors of the Issuer whose names are set out in section 5.1 of this Base Prospectus under the heading "Directors of the Issuer";
Euro or **€**	the lawful currency of the Republic of Malta;
Final Terms	the final terms issued by the Issuer from time to time in the form set out in this Base Prospectus;
Financial Markets Act	the Financial Markets Act (Cap. 345 of the laws of Malta);
GHA	GHA Holdings Limited, an exempted company incorporated under the laws of the Cayman Islands with company registration number 338838 and having its registered office at the offices of Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands;

Group	the Issuer (as parent company) and its Subsidiaries;
GSR	Golden Sands Resort Limited, a company registered under the laws of Malta with company registration number C 30569 and having its registered office at The Radisson SAS Golden Sands Resort & Spa, Golden Bay, Limits of Mellieħa MLH 5510, Malta;
IHI BH HoldCo	IHI BH HoldCo Limited, a company registered under the laws of Malta with company registration number C 110872 and having its registered office at 22, Europa Centre, John Lopez Street, Floriana, Malta;
IHGH	Island Hotels Group Holdings p.l.c., a company registered under the laws of Malta with company registration number C 44855 and having its registered office at 22, Europa Centre, John Lopez Street, Floriana FRN 1400, Malta, which company has been struck off the Registry of Companies following a merger by amalgamation with the Issuer;
IHGH Group	IHGH (as parent company) and its subsidiaries prior to 29 December 2017, on which date IHGH was struck off the Registry of Companies following a merger by amalgamation with the Issuer;
Interest	the applicable rate of interest on the Series of Bonds, as specified in the applicable Final Terms;
Interest Commencement Date/s	the Issue Date or such other date as may be specified in the relevant Final Terms;
Interest Payment Date/s	the date/s specified in the applicable Final Terms for when interest on the relevant Series falls due;
Investment 105 Holdco S.a.r.l	a private limited liability company (*société à responsabilité limitée)* incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 11, Boulevard de la Foire, L-1528 Luxembourg and registered with the Luxembourg Trade and Companies Register under number B303582, a company fully owned by Orion Real Estate Fund VI;
Issue Date/s	the date of issue of a Tranche of Bonds, as specified in the applicable Final Terms;
Issue Price	the issue price in respect of each Tranche as set out in the relevant Final Terms;
Istithmar	Istithmar Hotels FZE, a company registered under the laws of Dubai with company registration number 01256L and having its registered office at PO Box 262080, Level 38, Al Shatha Tower, Media City, Dubai, United Arab Emirates;
Jeddah Central Development Company	Jeddah Central Development Company, a single shareholder joint stock company registered under the laws of the Kingdom of Saudi Arabia with company registration number 4030360093 and having its registered office at 7051, Prince Sultan – As Salamah District, Unit No 9959, Jeddah 23525 – 2661, Kingdom of Saudi Arabia;
KNIH	Kuwaiti National Investment Holding Limited, a company registered under the laws of the Abu Dhabi Global Market with commercial registration number 9388 and having its address at Unit 8, 3rd Floor, Al Maryah Tower, Abu Dhabi, United Arab Emirates;
LAFICO	Libyan Foreign Investment Company, a company registered under the laws of Libya with company registration number 9481 and having its registered office at Baghdad Street, Al Dahra Area, Tripoli City, Libya;
Malta Stock Exchange or **MSE**	Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act (Cap. 345 of the laws of Malta) with company registration number C 42525 and having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
Manager & Registrar	Bank of Valletta p.l.c., a public limited liability company with company registration number C 2833 and having its registered office at 58, Zachary Street, Valletta, VLT 1130, Malta;
Medina Tower JSC (Libya) or **MTJSC**	Medina Tower Joint Stock Company for Real Estate and Development, a joint stock investment company registered under the commercial laws of Libya (in accordance with Law No. 5 (1997) as amended by Law No. 7 (2004) and Law No. 9 (2010)) with privatisation and investment board number 343 and having its registered office at Tripoli Tower, Suite 107, Tower 2, Level 10, Tripoli, Libya;
Memorandum and Articles of Association	the memorandum and articles of association of the Issuer in force at the time of publication of this Base Prospectus. The terms "**Memorandum**", "**Articles**" and "**Articles of Association**" shall be construed accordingly;
MFSA or **Malta Financial Services Authority**	the Malta Financial Services Authority, appointed as the competent authority, in terms of the Financial Markets Act, to approve prospectuses for the purposes of any offer of securities to the public in Malta;

MIH	Mediterranean Investments Holding p.l.c., a company registered under the laws of Malta with company registration number C 37513 and having its registered office situated at 22, Europa Centre, Floriana FRN 1400, Malta;
NLI	NLI Holdings Limited, a company registered under the laws of Jersey with company registration number 100582 and having its registered office at First Floor, Durell House, 28 New Street, St. Helier, Jersey, JE 2 3RA, United Kingdom;
NREC	National Real Estate Company K.P.S.C a company registered under the laws of the State of Kuwait with commercial registration number 19628 and having its address at Plot 00014A, Block 8, 58th floor, Building Al-Hamra Tower-Alhamar Real Estate Co, Al Shuhada Street, Sharq, Kuwait;
Offer Period	the period during which each Tranche will be on offer for subscription, details of which will be specified in the applicable Final Terms;
Official List	the list prepared and published by the MSE as its official list in accordance with the MSE Bye-Laws;
Palm City Residences	the Palm City Residences, a property operated by PCL (as defined below) and situated in Janzour, Libya, as described in sub-section 7.1 of this Base Prospectus;
PCL	Palm City Ltd, a company registered under the laws of Malta with company registration number C 34113 and having its registered office at 22, Europa Centre, John Lopez Street, Floriana FRN 1400, Malta;
Programme	the unsecured bond programme of up to €115,000,000 being made by the Issuer pursuant to this Base Prospectus (and any supplement thereto) and the applicable Final Terms;
Prospectus Regulation	Regulation (EU) No. 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and in accordance with the provisions of Commission Delegated Regulation No. 2019/979 and Commission Delegated Regulation No. 2019/980 issued thereunder;
PWL	Palm Waterfront Ltd, a company registered under the laws of Malta with company registration number 57155 and having its registered office at 22, Europa Centre, John Lopez Street, Floriana FRN1400, Malta;
QP	QPM Limited, a company registered under the laws of Malta with company registration number C 26148 and having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta;
Redemption Date	means the redemption of a Series of Bonds, as specified in the applicable Final Terms;
Redemption Value	the nominal amount of each Bond to be paid on the Redemption Date;
Series or **Series of Bonds**	one or more Tranches, which are expressed to be consolidated and forming a single series and identical in all respects, except for the Issue Date, the Interest Commencement Date, the first Interest Payment Date and the Issue Price;
Sponsor	M.Z. Investment Services Limited, a company registered under the laws of Malta with company registration number C 23936 and having its registered office at 63, MZ House, St Rita Street, Rabat RBT 1523, licensed by the MFSA and a member of the MSE;
Subsidiary	an entity over which the parent has control. In terms of the International Financial Reporting Standards (IFRS) as adopted by the European Union, a group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. The term "**Subsidiaries**" shall be construed accordingly;
Terms and Conditions	the terms and conditions of the Bonds contained in section 17 of this Base Prospectus; and
Tranche or **Tranche of Bonds**	a tranche of Bonds forming part of a Series of Bonds which may from time to time be issued by the Issuer, in accordance with the provisions of this Base Prospectus and the applicable Final Terms.

Unless it appears otherwise from the context:

a. words importing the singular shall include the plural and *vice versa*;
b. words importing the masculine gender shall include the feminine gender and *vice versa*;
c. the word "*may*" shall be construed as permissive and the word "*shall*" shall be construed as imperative;
d. all references in this Base Prospectus to "*Malta*" shall be construed as defined in article 124 (1) of the Constitution of Malta;
e. any phrase introduced by the terms "*including*", "*include*", "*in particular*" or any similar expression is illustrative only and does not limit the sense of the words preceding those terms; and
f. any reference to a law, legislative act, and, or other legislation shall mean that particular law, legislative act and, or legislation as in force at the time of issue of this Base Prospectus.

2. OVERVIEW OF THE PROGRAMME

This overview must be read as an introduction to this Base Prospectus and any decision to invest in any Bonds should be based on a consideration of this Base Prospectus as a whole including the documents incorporated by reference. The following overview does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Base Prospectus and, in relation to the terms and conditions of any Series of Bonds, the applicable Final Terms.

This overview constitutes a general description of the Programme for the purposes of article 25(1) of the Commission Delegated Regulation (EU) No 2019/980. Words and expressions defined in this Base Prospectus have the same meanings in this overview.

Issuer:	International Hotel Investments p.l.c.
Issuer Legal Entity Identifier (LEI):	529900LVB0R279MUX376
Sponsor:	M.Z. Investment Services Limited
Manager & Registrar:	Bank of Valletta p.l.c.
Description:	Bond Issuance Programme
Risk factors:	There are certain factors that may affect the Issuer's ability to fulfil its obligations under Bonds issued under the Programme. These are set out under "Risk Factors" (section 3) below.
Programme size:	Up to €115,000,000
Issuance in Series:	Bonds may be issued in Series. Each Series may comprise one or more Tranches which will all be subject to identical terms, except that the Issue Date, Interest Commencement Date, first Interest Payment Date, and Issue Price may be different in respect of different Tranches within the Series. Application will be made in respect of the admission to trading of individual Tranches on the Official List.
Final Terms:	Each Tranche that may be issued under the Programme will be issued on the terms set out in the Terms and Conditions as completed by the relevant Final Terms.
Distribution:	The Bonds may be distributed by way of offers to the public, placement agreements, and, or intermediaries' offers via Authorised Financial Intermediaries, for their own account, or on account of their underlying clients. The method of distribution of each Tranche will be stated in the applicable Final Terms. Subject to the restrictions and conditions set out in this Base Prospectus, the categories of prospective investors to which the Bonds are intended to be offered are retail and non-retail investors in Malta. There are no restrictions on the free transferability of the Bonds.
Status of the Bonds:	The Bonds will constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer and shall, at all times, rank *pari passu* without any preference among themselves and, save for such exceptions as may be provided by applicable law, without priority or preference to all present and future unsecured obligations of the Issuer.
Form:	The Bonds will be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained by the CSD on behalf of the Issuer.
Denomination:	All Bonds issued under the Programme will have a denomination of €100.
Currency:	Euro (€).
Redemption Date/s:	The redemption date for each Series of Bonds will be determined by the Issuer and specified in the relevant Final Terms.
Issue Price:	At par (€100 per Bond).
Interest:	Interest on the Bonds shall accrue at a fixed rate, as shall be set out in the relevant Final Terms.
Taxation:	Unless the Issuer is instructed by a Bondholder to receive the interest gross of any withholding tax, or if the Bondholder does not fall within the definition of "recipient" in terms of article 41(c) of the Income Tax Act, interest shall be paid to such person net of a final withholding tax, currently at the rate of 15% (10% in the case of certain types of collective investment schemes – in this case there is no option to receive the interest gross of the withholding tax) of the gross amount of the interest, pursuant to article 33 of the Income Tax Act. Bondholders who do not fall within the definition of a "recipient" do not qualify for the said rate and should seek advice on the taxation of such income as special rules may apply. For further information, see section 19 of this Base Prospectus, entitled "Taxation".
Listing and admission to trading:	The MFSA has authorised the admissibility of the Bonds to be issued under the Programme to be admitted to listing and trading on the Official List.

Governing law:	The Bonds, all the rights and obligations of the Bondholder and the Issuer, and any non-contractual obligations arising out of or in connection therewith, will be governed by, and construed in accordance with, Maltese law.
Jurisdiction:	The Maltese courts shall have exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Bonds.
Underwriting:	The Bonds will not be underwritten.
No credit rating:	The Issuer shall not obtain any credit rating in respect of any of the Bonds.
Use of proceeds:	The precise use/s of proceeds for a given Tranche shall be stated in the applicable Final Terms.

3. RISK FACTORS

3.1 GENERAL

PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER WITH THEIR OWN FINANCIAL AND OTHER PROFESSIONAL ADVISORS THE FOLLOWING RISK FACTORS AND OTHER INVESTMENT CONSIDERATIONS, AS WELL AS ALL THE OTHER INFORMATION CONTAINED IN THE BASE PROSPECTUS, BEFORE MAKING ANY INVESTMENT DECISION WITH RESPECT TO THE ISSUER. SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR, AND THE ISSUER IS NOT IN A POSITION TO EXPRESS ANY VIEWS ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING.

THE RISK FACTORS BELOW ARE DIVIDED INTO: (I) RISKS RELATING TO THE BUSINESS OF THE GROUP AND (II) RISKS RELATING TO THE BONDS. IN TURN, THE RISKS RELATING TO BUSINESS OF THE GROUP HAVE BEEN CATEGORISED UNDER THE FOLLOWING MAIN CATEGORIES, ACCORDING TO WHETHER THE RISK FACTORS RELATE TO: (I) ECONOMIC RISKS; (II) RISKS RELATING TO THE GROUP'S FINANCING AND INVESTMENT STRATEGIES; (III) BUSINESS AND OPERATIONAL RISKS; AND (IV) LEGAL, REGULATORY AND COMPLIANCE RISKS.

THE RISK FACTOR FIRST APPEARING UNDER EACH CATEGORY CONSTITUTES THAT RISK FACTOR WHICH THE DIRECTORS HAVE ASSESSED TO BE THE MOST MATERIAL RISK FACTOR UNDER SUCH CATEGORY AS AT THE DATE OF THIS BASE PROSPECTUS. SUBSEQUENT RISK FACTORS IN THE SAME SUB-CATEGORY ARE NOT RANKED IN ORDER OF MATERIALITY OR PROBABILITY OF OCCURRENCE. IN MAKING THEIR ASSESSMENT OF MATERIALITY, THE DIRECTORS HAVE EVALUATED THE COMBINATION OF: (I) THE PROBABILITY THAT THE RISK FACTOR OCCURS; AND (II) THE EXPECTED MAGNITUDE OF THE ADVERSE EFFECT ON THE FINANCIAL CONDITION AND PERFORMANCE, OPERATIONAL PERFORMANCE, AND BUSINESS AND, OR TRADING PROSPECTS OF THE GROUP, IF THE RISK FACTOR WERE TO MATERIALISE.

IF ANY OF THE RISKS DESCRIBED BELOW WERE TO MATERIALISE, THEY COULD HAVE A SERIOUS EFFECT ON THE ISSUER'S AND, OR GROUP'S FINANCIAL RESULTS, FINANCIAL CONDITION, OPERATIONAL PERFORMANCE, AND BUSINESS AND, OR AND TRADING PROSPECTS, AS WELL AS THE ABILITY OF THE ISSUER TO FULFIL ITS OBLIGATIONS UNDER THE BONDS TO BE ISSUED IN TERMS OF THE BASE PROSPECTUS. THE RISKS AND UNCERTAINTIES DISCUSSED BELOW ARE THOSE IDENTIFIED AS SUCH BY THE DIRECTORS AS AT THE DATE OF THIS BASE PROSPECTUS, BUT THESE RISKS AND UNCERTAINTIES MAY NOT BE THE ONLY ONES THAT THE ISSUER AND, OR GROUP FACES OR COULD FACE. ADDITIONAL RISKS AND UNCERTAINTIES, INCLUDING THOSE WHICH THE DIRECTORS ARE NOT CURRENTLY AWARE OF, OR THAT THE DIRECTORS CURRENTLY DEEM IMMATERIAL, INDIVIDUALLY OR CUMULATIVELY, MAY WELL RESULT IN A MATERIAL IMPACT ON THE FINANCIAL RESULTS, FINANCIAL CONDITION, OPERATIONAL PERFORMANCE AND, OR TRADING PROSPECTS OF THE ISSUER AND, OR THE GROUP.

THIS BASE PROSPECTUS AND THE APPLICABLE FINAL TERMS, THE DOCUMENTATION INCORPORATED BY REFERENCE HEREIN, AND, OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH BONDS ISSUED BY THE ISSUER: (I) IS NOT INTENDED TO PROVIDE THE BASIS FOR ANY CREDIT OR OTHER EVALUATION; (II) IS NOT AND SHOULD NOT BE CONSIDERED AS A RECOMMENDATION BY THE ISSUER, THE DIRECTORS, ANY OF THE ADVISORS LISTED IN SECTION 5.4 BELOW, OR ANY OF THE AUTHORISED FINANCIAL INTERMEDIARIES THAT ANY RECIPIENT OF THIS BASE PROSPECTUS, THE DOCUMENTATION INCORPORATED BY REFERENCE HEREIN, OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION THEREWITH, SHOULD PURCHASE ANY SECURITIES ISSUED BY THE ISSUER, INCLUDING THE BONDS - PROSPECTIVE INVESTORS SHOULD MAKE THEIR OWN EVALUATION OF ALL RISK FACTORS AND SHOULD CONSIDER ALL OTHER SECTIONS IN THIS BASE PROSPECTUS; AND (III) CONTAIN STATEMENTS THAT ARE, OR MAY BE DEEMED TO BE, "FORWARD-LOOKING STATEMENTS".

3.1 Forward-looking Statements

Forward-looking statements can be identified by the use of forward-looking terminology, including the terms "*believes*", "*estimates*", "*forecasts*", "*projects*", "*anticipates*", "*expects*", "*envisages*", "*intends*", "*may*", "*will*", or "*should*" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements relate to matters that are not historical facts. They appear in a number of places within this Base Prospectus and include statements regarding the intentions, beliefs or current expectations of the Issuer and, or the Directors concerning, amongst other things, the Issuer's strategy and business plans, financial condition and performance, results of operations, liquidity, prospects, investments, and the markets in which it operates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur, in the future. Forward-looking statements are not a guarantee of future performance and should therefore not be construed as such. The Issuer's actual operational results, financial condition and performance, and trading prospects may differ materially from the impression created by the forward-looking statements contained in this Base Prospectus. In addition, even if the operational results, financial condition and performance, and trading prospects of the Issuer are consistent with the forward-looking statements contained in this Base Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to, those factors identified under this section and elsewhere in this Base Prospectus.

All forward-looking statements contained in this Base Prospectus are made only as at the date hereof. Subject to applicable legal and regulatory obligations, the Issuer and the Directors expressly disclaim any obligations to update or revise any forward-looking statement contained herein to reflect any change in expectations with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

3.2 Risks relating to the Dependence of the Company on the Business of the Group

As further described in section 7 of this Base Prospectus, IHI carries on the business of an investment company in connection with the ownership, development and operation of hotels, residential and commercial real estate. The Company holds investments in subsidiary and associate companies through which it furthers the business of the Group.

As an investment and holding company of the Group, the Company is ultimately dependent upon the operations and performance of its Subsidiaries and their respective operations. The financial position and performance of the Company is directly affected by the financial and operational results of its Subsidiaries and any other entities it may establish or acquire in the future, and the risks faced by the Company are those risks that are inherent or attributable to the operations and business of its Subsidiaries and such other entities. In the event that any one or more of the Subsidiaries underperforms in any one financial year, such underperformance may adversely affect the financial and operational results of the Group and, in turn, the Issuer, and may negatively inpact the value of the securities issued by the Issuer from time to time and, or the ability of the Issuer to meet its obligations towards holders of its securities.

3.3 Risks relating to the Business of the Group

3.3.1 Economic Risks

3.3.1.1 Risks relating to the political, economic, and social environment of the emerging markets in which part of the Group's operations are based

The Group has part of its operations situated in emerging markets. Emerging markets present economic and political conditions which differ from those of more developed markets, thereby possibly resulting in less social, political, and economic stability, which could render investments in such markets riskier than investments in more developed markets. Businesses in emerging markets may not be operating in a market-oriented economy as is generally associated with developed markets. The emerging markets in which part of the Group's operations are situated are undergoing and may continue to undergo substantial political, economic, and social reform, and the implications and consequences of reform may not be entirely clear at the outset. As the political, economic, and social environments in certain countries in which the Group operates remain subject to continuing development, investments in these countries are characterised by a degree of uncertainty. Any unexpected changes in the political, social, economic, or other conditions in these countries may have an adverse effect on any investments made. The consequences may be profound and accordingly prospective investors should take into account the unpredictability associated therewith.

As set out in section 7 of this Base Prospectus, the Group is in the process of significantly widening its geographic footprint in the coming years through several investments in new jurisdictions. While this would decrease reliance on any one specific jurisdiction, the Group would remain, in part, susceptible to specific country risks more often associated with emerging markets. Such risks that may have a material impact on the Group's business, operating results, cash flows and financial condition include: acts of warfare and civil clashes; political, social and economic instability; government intervention in the market including tariffs, protectionism and subsidies; changes in regulatory, taxation and legal structures; difficulties and delays in obtaining permits and consents for operations and developments; inconsistent governmental action and, or lack or poor condition of infrastructure. Furthermore, the legal and judicial systems of certain countries in which the Group operates may be different from those which some investors may be more familiar with in certain civil and common law jurisdictions, and investors in Malta may consider such systems as not providing, in various aspects, the level of comfort for investment which they are used to under the Maltese legal system or other civil and common law jurisdictions. Accordingly, they may consider that the Issuer may face difficulties in enforcing its legal rights relating to the properties owned in such countries.

The room rates and occupancy levels of hotels forming part of the Group could be adversely impacted by the events set out in this risk factor, all of which could have the effect of reducing domestic or international travel and consequently decreasing the demand for hotel rooms, which may have an adverse impact on the Group's operations and financial results. At present two jurisdictions in which the Group has substantial investments, Libya and the Russian Federation, are subject to an unstable political, economic, and social environment, whereas the Group's interests in the Middle East may be impacted by the ongoing Iran War.

3.3.1.2 Risks relating to the political, economic, and social environment in Libya

The continued instability and state of uncertainty prevailing since the 2011 uprising continues to have a negative effect on travel to Libya and consequently on the performance and operation of the Group's hotel in Tripoli.

Whilst the Issuer is registered in Malta, it is the sole shareholder of the company owning the Corinthia Hotel Tripoli, it is a 25% investee in a joint stock company, MTJSC, in respect of the proposed Medina Tower development project, and it is a 55% investee in a Libyan joint stock company set up in Libya to develop a site in Benghazi, Libya. While the Commercial Centre adjoining the Corinthia Hotel Tripoli is fully tenanted and the Issuer is expected to increase its focus on preparatory works for the development of the Medina Tower project, occupancy at the Corinthia Hotel Tripoli remains weak and works on the Benghazi project remain on hold. Accordingly, the Issuer is susceptible to the political and economic risks that may, from time to time, influence Libya's prospects. Negative political or economic factors and trends in or affecting Libya could have a material impact on the business and financial position of the Issuer and other interests of the Corinthia Group in the territory.

Security concerns resulting from the above, as well as social unrest and lack of clarity on the political situation have also brought about a decline in investor confidence, investment (including foreign direct investment) and capital spending. Such factors could have an adverse effect on the operations of the Group as well as on its business, financial condition, and results of operations.

3.3.1.3 Risks relating to the political, economic, and social environment in the Russian Federation

As a result of Russia's invasion of Ukraine, and the resulting economic sanctions imposed on Russia, as well as those imposed by Russia, the general economic conditions in Russia where the Corinthia Group carries out part of its business could be adversely impacted. These sanctions include: a Russian measure prohibiting any measures to cease business operations in Russia; an EU ban on business transactions with certain specified natural and legal persons; a ban on any importation of Russian energy and defence industries; and EU measures resulting in the freezing of funds and economic resources of certain specified natural and legal persons. The measures also prohibit the direct or indirect import, export or transfer of all defence-related material and establish a ban for dual-use goods and technology for military use or military-end users in Russia. The EU sanctions further curtail Russian access to certain sensitive technologies that can be used in the Russian energy sector, for instance in oil production and exploration. As of 30 September 2024, companies registered in EU Member States that maintain a presence in Russia can no longer rely on the "partner countries" exemption, and instead, are required to obtain, or rely on, a licence to provide business services and, or software to their Russian entities. Additionally, on 23 October 2025, Article 5n of Regulation (EU) 833/2014 was amended, introducing a ban on the provision of services directly related to tourism in Russia. The prohibition covers services offered via websites and apps that enable users to book accommodation directly related to tourism in Russia. As a result of said prohibition, the Group is no longer able to offer tourism services to tourists in Russia in connection with the St Petersburg hotel and accept or process accommodation bookings via Corinthia's website or app for said hotel. This may have a material adverse effect on the operations and financial results of IHI St Petersburg and the Group.

Accordingly, the Corinthia Group is susceptible to the political and economic risks that may, from time to time, influence Russia's prospects. Any unexpected changes in the political, social, economic, or other conditions in Russia may have an adverse effect on the operations and financial results of the Corinthia Group and on any investments made by the Corinthia Group in the region.

Additionally, although a derogation has been issued by the Malta Sanctions Monitoring Board for the Maltese directors sitting on the board of IHI St Petersburg LLC, a wholly owned subsidiary of the Company and operator of the Corinthia Hotel St Petersburg, to continue occupying such role, there can be no guarantee that such derogation will remain in place. Should this derogation be lifted, thereby prohibiting Maltese directors from sitting on the board of IHI St Petersburg LLC, this may have an adverse effect on the operations and financial results of IHI St Petersburg LLC and the Group.

3.3.1.4 Risks relating to the political, economic, and social environment in the Middle East as a result of the 2026 Iran War

On the morning of 28 February 2026, the United States and Israel launched air strikes on Iran, eliminating Supreme Leader Ayatollah Ali Hosseini Khamenei. Iran responded with retaliatory missile and drone strikes on Gulf states including the UAE, Qatar, Bahrain, Kuwait and Saudi Arabia, as well as Israel and Cyprus, and announced a closure of the Strait of Hormuz. Military operations, including strikes involving the United States, Israel, and Iran, have intensified regional instability across the Gulf Cooperation Council and wider Middle East region. There is a risk of temporarily reduced occupancies across the Middle East following strikes on and by Iran that may have a protracted impact on regional travel. The Group has concluded or is actively pursuing management agreements and development commitments in Qatar, Saudi Arabia, and the UAE, all jurisdictions in the proximity of active conflict zones. Any sustained escalation of regional hostilities, associated travel restrictions, or reputational deterioration of the Middle East as a luxury travel destination could materially delay or frustrate the opening of these properties, reduce projected management fee income, and adversely affect the Group's development strategy and financial projections in the region.

Escalating tensions in parts of the Middle East may have a negative impact on the region's tourism industry, with airlines cancelling schedules, tour operators revising itineraries and travellers adopting a wait-and-see approach. Such disruptions, particularly if prolonged or recurring, may directly reduce the volume of guests able to reach properties in, or in transit through, the affected region, and may, in the lead-up to, and following the opening of, the Group's pipeline properties in the Middle East, cause a sustained suppression of advance bookings across said properties. Beyond direct travel disruption, a deterioration in traveller confidence, even in destinations geographically removed from the conflict, could affect booking volumes across the Group's broader portfolio, which relies, in part, on long-haul international guests including those transiting from, or based in, Gulf states.

Sustained regional conflict may further disrupt global supply chains for construction materials, specialist equipment, and associated logistics relevant to the Group's ongoing and committed development projects. Material and equipment procurement for luxury hotel developments may be subject to delays or cost escalation resulting from conflict-driven disruption to shipping routes, including through the Red Sea corridor, and related increases in freight costs and insurance premia on cargo.

Regional geopolitical instability may additionally adversely affect the valuations attributed to the Group's investment properties and hotel assets in or near conflict-affected areas. Where the Group is party to development agreements or management contracts that are dependent upon third-party developer financing in affected jurisdictions, any reduction in investor appetite for luxury real estate in the Gulf and wider Middle East region could impair the viability or timeline of those projects.

3.3.1.5 Natural disasters, contagious disease, terrorist activity, war, and broader geopolitical conflict have in the past adversely affected the hotel industry and similar events could adversely affect the industry in the future

Natural disasters, the spread of contagious disease, industrial action, travel-related accidents, terrorist activity and war, and the targeting of hotels and popular tourist destinations in particular, have had a significant negative impact on the hotel industry globally and such events could have a similarly negative impact in the future.

Events such as the aforementioned in locations where the Group owns or operates hotels could directly or indirectly affect travel patterns and reduce the number of business and leisure travellers in affected countries and reduce the demand for hotel accommodation at the Group's hotels. In addition, concerns about air travel safety could substantially decrease the overall amount of air travel, including premium business travel, which is generally associated with the highest average daily rates at hotels. Such a decrease could have an adverse impact on occupancy levels in hotels owned or operated by the Group.

The ongoing military conflict between Russia and Ukraine has heightened humanitarian and economic concerns. It has also significantly impacted global commodity and financial markets, leading to supply chain disruptions and increases in the price of energy, oil, gas, and raw materials. There is a risk that the economic effects of Russia's continued military action against Ukraine could precipitate a recession in parts of the global economy, which would adversely affect the Group's businesses, results of operations and financial position. The continuation or escalation of the conflict between Russia and Ukraine, including the extension of the conflict to other countries in the region, could lead to further increases in energy prices (particularly gas prices, if supplies to Europe remain interrupted) and heightened inflationary pressures. This could lead to further increases in interest rates, impact financial market stability in the Eurozone and worsen the current cost of living crisis of potential guests of the hotels which it owns and, or manages.

Additionally, the outbreak of the 2026 Iran War on 28 February 2026 has introduced a further and distinct source of global commodity market disruption. The Strait of Hormuz, through which a significant proportion of global oil and liquefied natural gas exports transit, is situated within the zone of active hostilities. Any disruption to the flow of hydrocarbons through this corridor, whether through military action, retaliatory measures, or the imposition of sanctions, could cause material and sustained increases in global oil and gas prices, with consequential inflationary effects on energy costs, transportation, supply chain logistics, and construction materials relevant to the Group's development programme. Elevated energy prices resulting from the 2026 Iran War compound the inflationary pressures already attributable to the Russia–Ukraine conflict and may exacerbate the cost-of-living pressures bearing upon the Group's potential guests, particularly in Europe.

The exact duration and effects of both the war in Ukraine and the 2026 Iran War, and the financial and economic consequences they will have on international travel and the local hospitality and tourism industry, are inherently difficult to predict with any degree of accuracy. The two conflicts, subsisting simultaneously, may produce compounding macroeconomic effects, including sustained energy price inflation, tightening financial conditions, and suppressed consumer confidence, that are greater in combination than either conflict would produce in isolation. Consequently, the Group's business, operations, and financial performance remain susceptible to the risk of an increased aversion or reduced appetite to travel directly or indirectly related to the effects of the war in Ukraine and the 2026 Iran War, as well as to the broader macroeconomic consequences of sustained geopolitical instability across multiple regions simultaneously.

Moreover, actual or threatened war, terrorist activity, political unrest, civil strife, and other geopolitical uncertainty may also reduce overall demand for business and leisure travel. Furthermore, because hotels in major city centres tend to be more vulnerable to these types of events and concerns, and most of the hotels owned and operated by the Group are located in city centres, the occurrence of any of these events or increasing concerns about these events could have a material adverse impact on the business, financial condition, results of operations and prospects of the Group.

*3.3.1.6 Currency fluctuations and other regional economic developmen*ts may have a material adverse effect on the Issuer's business, financial condition, and results of operations

The Issuer's operations are exposed, in the case of transactions not denominated in Euro, to foreign currency risk on transactions, receivables and borrowings that are denominated in a currency other than the Euro. As a result, exchange gains or losses may arise on the realisation of amounts receivable and the settlement of amounts payable in currencies which are not Euro-denominated.

The Issuer's financial statements, which are presented in Euro, can be affected by foreign exchange fluctuations through both: translation risk, which is the risk that the financial statements for a particular period or as of a certain date depend on the prevailing exchange rates of the various currencies against the Euro; and transaction risk, which is the risk that the currency of the costs and liabilities fluctuates in relation to the currency of its revenue and assets, which fluctuation may adversely affect its operating performance.

The occurrence of any of the risks specified herein, or an increased level of concern in relation thereto, could have a material adverse effect on the business, financial condition, results of operations and prospects of the Group.

3.3.2 Risks relating to the Group's Financing and Investment Strategies

3.3.2.1 The Group's indebtedness could adversely affect its financial position

Whilst the Board has adopted a debt reduction strategy in relation to cash generation forecasts and other metrics, the Group has a material amount of debt, amounting to *circa* €748 million as at 31 December 2025, and it expects to incur additional debt in connection with its future growth in terms of acquisitions and developments. The Group is also dependent on the Issuer's ability, where applicable, to successfully roll over its current bonds listed on the Official List. A substantial portion of the Group's generated cash flows will be required to make principal and interest payments on the Group's debt. Substantial borrowings under bank credit facilities are expected to be at variable interest rates, which could cause the Group to be vulnerable to increases in interest rates.

The agreements regulating the Issuer's bank debt may impose significant financial covenants on the Issuer. These covenants could limit the Issuer's ability to obtain future financing, make capital expenditure, withstand a future downturn in business or economic conditions generally or otherwise inhibit the ability to conduct necessary corporate activities. A substantial portion of the cash flow generated from the Subsidiaries' operations is utilised to repay their debt obligations pursuant to the terms of the facilities provided. The financial covenants to which such facilities are subject give rise to a reduction in the amount of cash available for distribution to the Issuer which would otherwise be available for funding of the Issuer's working capital, capital expenditure, development costs and other general corporate costs, or for the distribution of dividends. The Issuer may in certain cases also be required to provide guarantees for debt contracted by its Subsidiaries. Defaults under financing agreements could lead to the enforcement of security over property, where applicable, and, or cross-defaults under other financing agreements.

3.3.2.2 The Group may not be able to realise the benefits it expects from investments made in its properties under development

The Issuer's business, either directly or through subsidiaries or associated entities, consists of the acquisition, development, and operation of mixed-use real estate projects, comprising hotels, residences, offices, and retail spaces. Property acquisition and development projects are subject to a number of specific risks, including the inability to identify appropriate opportunities or source adequate resources, cost overruns, insufficiency of resources to complete the projects, sales transactions not materialising at the prices and the tempo envisaged resulting in a liquidity strain, rental of commercial areas not being effected at the prices and within the timeframes envisaged, higher interest costs, and the erosion of revenue generation. If these risks were to materialise, they would have an adverse impact on the Issuer's revenue generation, cash flows, and financial performance.

Renovating, refurbishing, or otherwise improving existing properties to maintain the standards of the Corinthia Brand, and acquiring and developing new and commercially viable properties, is key to the Group's business and growth strategy. The development and, or improvement of the Group's properties in the future presents a number of risks, including: market disruption or oversupply, which may result in the Group being unable to achieve appropriate room rates or sell residential units at the prices it anticipates, potentially requiring changes in the Group's pricing strategy that could result in significant losses or charges; and construction delays, cost overruns, lender financial defaults or "acts of God" such as earthquakes, hurricanes, floods or fires, which could increase overall project costs or result in project cancellations.

Furthermore, the Group is subject to various counter-party risks, including the risk of counter-parties, such as contractors and subcontractors engaged in the demolition, excavation, construction and finishing of developments in which the Group may be involved, and prospective lessors and, or purchasers defaulting on their obligations with the Group. Such parties (which may include both third parties as well as related parties) may default or fail to perform on their obligations to the Group due to insolvency, lack of liquidity, market or economic downturns, operational failure or other reasons which are beyond the Group's control. If such risks, many of which are common to the real estate industry, were to materialise, they could have an adverse impact on the Group's revenue generation, cash flows and financial performance.

The Group's ability to realise the full benefits that it expects from investments made in properties will depend in turn on its ability to assess and minimise these risks in an efficient and cost-effective manner. No assurance can be given that the Group will be able to deal with these risks in an efficient and cost-effective manner.

3.3.2.3 The Group may not be able to obtain the capital it requires for development or improvement of existing or new properties on commercially reasonable terms, or at all

The Group may not be able to secure sufficient financing for its current and future investments. No assurance can be given that sufficient financing will be available on commercially reasonable terms or within the timeframes required by the Group, also taking into account the need from time to time for the Group's hotel properties to undergo renovation, refurbishment or other improvements in the future. Any weakness in the capital markets may limit the Group's ability to raise capital for completion of projects that have commenced or for development of future properties. Failure to obtain, or delays in obtaining, the capital required to complete current or future developments and refurbishment projects on commercially reasonable terms, including increases in borrowing costs or decreases in loan availability, may limit the Group's growth and materially and adversely affect its business, financial condition, results of operations and prospects.

In addition, the Group may be exposed to a variety of financial risks associated with the unpredictability inherent in financial markets, including market risks, credit risk and interest rate risk, all of which could have adverse effects on the financial performance of the Group. Specifically, interest rate risk refers to the potential changes in the value of financial assets and liabilities in response to changes in the level of interest rates and their impact on cash flows. The Group may be exposed to the risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows if any future borrowings are made under bank credit facilities set at variable interest rates. Although in such a case the Group seeks to hedge against interest rate fluctuations, this may not always be economically practicable.

Furthermore, the possibility of hedging may become more difficult in the future due to the unavailability or limited availability of hedging counter-parties. An increase in interest rates which is not hedged may have a material adverse effect on the Group's business, financial condition, and results of operations.

3.3.2.4 The Group may not be able to realise the benefits it expects from acquisitions, joint ventures, investments and strategic alliances

The Group has been involved in a number of acquisitions, joint ventures, investments and strategic alliances, the most recent investments being: (i) the signing of a memorandum of understanding with Jeddah Central Development Company in March 2023 to explore cooperation in developing and operating assets within the Jeddah Marina district and the signing of a hotel management agreement in May 2023 to operate a luxury resort in the Maldives; (ii) in December 2022, CHL signed an agreement for the management and operation of a luxury Corinthia hotel to be built in Diriyah; and (iii) in April 2021 CHL signed an agreement for the management and operation of the luxury Corinthia Hotel New York (see sections 5.2 and 5.4 of this Base Prospectus for further detail on the key investments made by the Group). The Group expects to continue to enter into similar transactions as part

of its long-term business strategy. Such transactions involve significant challenges and risks, including, the transaction failing to achieve the Group's business strategy; the Group not realising a satisfactory return on the investment; the potential occurrence of difficulties in integrating new employees, business systems, and technology; or the transaction diverting management's attention from the Group's other businesses.

The success of acquisitions, joint ventures, and strategic alliances will depend in part on the Group's ability to provide efficient integration from an operational and financial point of view. It may take longer than expected to realise the full benefits from transactions, such as increased revenue, enhanced efficiencies, increased market share, and improved market capitalisation, or the benefits may ultimately be smaller than anticipated or not realised at all. In addition, making such acquisitions requires significant costs for legal and financial advice and can take management's focus away from achieving other strategic objectives.

There is no assurance that these risks or other unforeseen factors will not offset the intended benefits of any transaction, in whole or in part.

3.3.2.5 Risks relating to the disposal of real estate assets

The Company may from time to time seek to dispose of non-core properties and other properties which are mature in terms of gains to be made and properties which do not fit the Corinthia Brand standards, with a view to generating additional capital for investment, improving its cashflows, or generating profits for distribution, or because a property may be under-performing financial targets or be deemed suitable for disposal. There can be no assurance that, in such cases, the properties forming part of the Group's portfolio will be transferred and disposed of at the carrying value held by the Group at the time, or at their estimated value at any other time before a potential transaction. It may be difficult to dispose of the Group's properties at their carrying values on account of: (a) market conditions; (b) the size or value of the overall portfolio; (c) the specialised nature of the properties in question; (d) specific local market conditions or regulatory risks; or (e) other local or international economic factors influencing the Group's operations or assets. In such cases it may prove necessary to dispose of properties at values which represent discounts to book values or earlier property valuation reports, in order to satisfy other commercial demands of the Group and deliver the long-term strategic objectives of the Group. Such risks may have a material adverse effect on the Issuer's and the Group's business, financial condition, and results of operations.

3.3.3 Business and Operational Risks

3.3.3.1 Risks common to the hospitality and tourism industry

The Group's hospitality operations and the results thereof are subject to a number of internal and external factors that could adversely affect its business, many of which are common to the hospitality and tourism industry and beyond the Group's control.

The following factors may have a negative impact on the hospitality sector of the Issuer's and the Group's business:

a) changes in travel patterns or seasonal variations, as well as consumer preferences concerning price, quality, location, and type of hospitality packages, any increase in or the imposition of new taxes or surcharges or other expenses relating to air travel and fuel, and cutbacks and stoppages on airlines or sea travel routes bound for countries in which the Group operates hotels, as well as the imposition of travel restrictions, bans or other measures by the relevant authorities which could have a bearing on the number of visitors arriving at such destinations;
b) changes in laws and regulations affecting, directly or indirectly, the Group's property (re-)development business, including with respect to zoning and planning, health and safety, environmental concerns, and fiscal policies, as well as the related costs of compliance;
c) changes in laws and regulations affecting, directly or indirectly, the tourism and hospitality industry;
d) increases in operating costs due to general market conditions, inflation, employment costs, workers' compensation and healthcare related costs, utility costs, increased taxes and insurance costs which could impact margins and could therefore impact the viability (or otherwise) of the operations of the Group;
e) socio-demographical changes (ageing markets, family life-cycles and changing structures), and economical changes (recessions, increase in oil prices and exchange rates); and
f) changes in the sales terms and conditions of main sales channels, the respective fees and commissions payable to online travel agents; the termination, non-renewal and, or the renewal on less favourable terms of agreements entered into with local or international intermediaries, or other material agreements such as management or operation agreements, services agreements, travel agent or platform booking agreements, and other distribution channel agreements.

The impact of any of these factors (or a combination of them) may adversely impact room rates and occupancy levels at the Group's hotels, or otherwise cause a reduction in its revenue or profitability, which could have a material adverse effect on the Issuer's and the Group's business, financial condition, and results of operations.

3.3.3.2 The Group's key senior personnel and management have been and remain material to its growth

The Group believes that its growth is partially attributable to the efforts and abilities of the members of its executive management team and other key personnel. If one or more of the members of this team were unable or unwilling to continue in their present position, the Group might not be able to replace them within the short term, which could have a material adverse effect on the Group's business, financial condition, and results of operations.

In common with many businesses, the Group will be relying heavily on the contacts and expertise of its senior management teams and other key personnel. Although no single person is solely instrumental in fulfilling the Group's business objectives, there is no guarantee that these objectives will be achieved to the degree expected following the possible loss of key personnel. The loss of the services of any of the key personnel could have, in the short term, a material adverse effect on the Group's business.

3.3.3.3 Litigation risk

All industries, including the real estate development industry, are subject to legal claims, with or without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation and dispute resolution process, there can be no assurance that the resolution of any particular legal proceeding or dispute will not have a material adverse effect on the Group's future cash flow, results of operations or financial condition.

3.3.3.4 The Group's insurance policies

Historically, the Group has maintained insurance at levels determined by the Group, following advice from industry experts, to be appropriate in the light of the cost of cover and the risk profiles of the business in which the Group operates. With respect to losses for which the Group is covered by its policies, it may be difficult and may take time to recover such losses from insurers. In addition, the Group may not be able to recover the full amount claimed from the insurer. No assurance can be given that the Group's current insurance coverage would be sufficient to cover all potential losses, regardless of the cause, nor can any assurance be given that an appropriate coverage would always be available at acceptable commercial rates.

3.3.3.5 Competition risk

The business of the Group is susceptible to strong and increasing local and global competition, influenced by a variety of determining factors including price, variety and quality of services, availability, reliability, after-sales service and logistical arrangements, and the fluctuations in demand and supply in respect of both competing or substitute goods and services. A decline in the relative competitive strength of the Group could adversely affect the Group's results of its operations, financial condition, and its prospects.

In particular, the Group may be compelled by the strength of its competitors that are able to supply goods and services at lower prices, to reduce its own prices. The ability of the Group to maintain or increase its profitability will in turn be dependent on its ability to offset such decreases in the prices and margins of its goods and services.

3.3.3.6 The Group's reliance on non-proprietary software systems and third-party information technology providers

To varying degrees, the Group is reliant upon the efficient and uninterrupted operations of its computer systems, software and telecommunications networks, access to the internet, as well as the systems and services of other third parties for the running of its business and is exposed to the risk of failure of such systems. Whilst the Group has service agreements and disaster recovery plans with third party providers of these systems to ensure their continuity and stability, there can be no assurance that the service or systems will not be disrupted. Disruption to those technologies or systems and, or lack of resilience in operational availability could adversely affect the efficiency of the Group's business, financial condition and, or operating results.

3.3.3.7 A significant portion of the Issuer's operating expenses are fixed, which may impede them from reacting quickly to changes in its revenue

A significant portion of the Issuer's costs is fixed and the Issuer's operating results are vulnerable to short-term changes in revenues. The Issuer's inability to react quickly to changes in revenue by reducing operating expenses could have a material adverse effect on its business, financial condition and results of operations.

3.3.3.8 Liquidity risk

The lack of liquidity and alternative uses of real estate investments could significantly limit the Issuer's ability to respond to adverse changes in the performance of its properties thereby potentially harming their respective financial condition. Furthermore, the Issuer's ability to sell, in a timely fashion, one or more of its properties in response to changing economic, financial and investment conditions, is limited.

The real estate market is affected by many factors, such as general economic conditions, availability of financing, interest rate movements and other factors, including supply and demand, that are beyond the Issuer's control.

3.3.3.9 The Issuer is exposed to the risk of failure of the Group's proprietary reservations system and increased competition in reservations infrastructure

The Group has its own proprietary website and central reservation system to serve as a central repository for all the Group's hotel room inventories. The underlying technology is third party dependent however the system provides an electronic link between multiple sales channels, including Group websites, third-party internet intermediaries and travel agents, Group reservation offices and the Group's hotels. Lack of resilience or failure of the central reservation system could lead to service disruption and may result in significant interruption in processing room bookings and reservations, which could negatively impact revenues. There can be no assurance that the continued stability of this system will not be disrupted. In addition, inadequate investment in this system or failure to maintain an effective e-commerce strategy may adversely affect the Group's competitiveness and its market share, thereby materially adversely affecting the business, financial condition, results of operations, and prospects of the Issuer.

3.3.3.10 Risks relating to the failure to implement environmental, social and governance considerations in the Group's business model

There is a growing expectation for enterprises to implement sustainability risks and consider sustainability factors in their day-to-day management and decision-making process. With an increased emphasis on environmental, social and governance (**"ESG"**) considerations at global level, the implementation of sustainability factors in the Issuer's business model is likely to come under increased scrutiny by investors, regulators, and the public at large. ESG considerations for the purposes of the Group's business may include, but are not limited to, energy performance, energy and resource efficiency, waste management, energy and water use, the use of renewables, as well as social and employment considerations of workers and the health and safety thereof.

In particular, risks relating to the impact of climate change, through physical and transition channels, including but not limited to, physical risks related to severe weather events, the rise in sea level, and other natural disasters; and transition risks attributable to regulatory, technological, and market or pricing changes, could have economic, operational and financial impacts on the Group, and accordingly the failure by the Group to manage these risks over the short, medium, and long term could have a material adverse effect on the Group's business operations, financial performance and prospects.

From a governance perspective, risks may arise relating to lack of skilful management or good governance within the Group and the inadequacy of proper control. Said risks cover a wide spectrum of areas including financial crime, regulatory compliance, fraud, systems, and processes which would in turn affect income and capital. Failure to manage these risks may result in negative impacts on the Group's business and reputation.

Should the Group fail to operate its business in each sector in a sustainable manner, the failure to implement sustainable factors in the Group's business operations may also have a material adverse effect on the Group's reputation and the Corinthia Brand, as well as its relationship with clients, suppliers, business partners, and other stakeholders. This in turn may have a material adverse impact on the Group's business activities, revenues, financial condition, and operations.

3.3.3.11 Risks relating to the ability to obtain necessary planning and development permits and maintaining ongoing compliance therewith

The Group has a number of pending planning authority applications and may seek to secure planning approvals by the competent planning and environment authorities from time to time. There can be no certainty that a planning application will result in planning approvals being granted, or that if granted, such will not be on unduly onerous or restrictive terms. Review, scrutiny and, or even opposition to the Group's proposed developments, and, or appeals lodged against the Group's applications for planning and development permits may also cause, or oblige, the Group to adjust development plans on any pending or future projects, which adjustments may result in increased costs. In other instances, such adjustments may be so extensive as to render the development project unfeasible, as a result of which the Group may have to abandon its development project altogether, in which case it may be unable to recover any or all of the development costs, charges and other expenses incurred prior to such abandonment. If any delays or refusals in obtaining the necessary planning permissions (including the issuance of full development permits) were to materialise, this could have an adverse effect on the business, financial condition, and profitability of the Group. Moreover, the Group is susceptible to the risks relating to its ability to continue to adhere with all terms and conditions of its permits, licences, and any authorisations, at all times, the inability of which may expose the Group to the imposition of penalties, sanctions or other punitive measures, as well as the risk of temporary suspension or permanent closure of its establishments and the revocation of such permits, licences and, or other authorisations.

3.3.4 Legal, Regulatory and Compliance Risks

3.3.4.1 Risks relating to the collection, processing, and storage of personal data

Whenever personal data is collected, processed, and stored by the Company and the Group, the activity conducted is subject to the rules governing the processing of personal data in terms of the Data Protection Act (Cap. 586 of the laws of Malta), any subsidiary legislation issued thereunder, and the General Data Protection Regulation (EU) 2016/679.

The Issuer and the Group are subject to a number of obligations concerning the processing of personal data under such regulation which, if breached, could result in the Company being liable to fines that could affect the financial position of the Company. To this end, the Group has appointed a Group Data Protection Officer who is the liaising person for data subjects and the regulator.

Breach of data privacy legislation could result in the Group being subject to claims by its customers, for infringement of privacy rights. Should any such claims be brought, the Group could face administrative proceedings (including criminal proceedings) initiated against it by data protection regulators which could result in penalties of up to the higher of €20 million or 4% of Group turnover. In addition, any inquiries made, or proceedings initiated by the relevant regulator, could lead to negative publicity which could materially adversely affect its reputation and, as a result, its business, earnings and, or financial condition. The more restricted ability to collect and use personal data in a way that is of commercial use to the Group could also adversely impact the Group's business.

3.3.4.2 Risks relative to changes in laws

The Group is subject to taxation, environmental, and health and safety laws and regulations. As with any business, the Group is at risk in relation to changes in laws and regulations and the timing and effects of changes in the laws and regulations to which it is subject, including changes in the interpretation thereof which cannot be predicted. No assurance can be given as to the impact of any possible judicial decision or change in law or administrative practice after the date of the Prospectus upon the business and operations of Group companies.

3.4 Risks relating to the Bonds

3.4.1 Suitability

An investment in the Bonds may not be suitable for all recipients of this Base Prospectus and prospective investors are urged to consult an investment advisor licensed under the Investment Services Act (Cap. 370 of the laws of Malta) as to the suitability or otherwise of an investment in the Bonds before making an investment decision. In particular, such advice should be sought with a view to ascertaining that each prospective investor:

a. has sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference in this Prospectus or any applicable supplement;

b. has sufficient financial resources and liquidity to bear all the risks associated with an investment in the Bonds, including where the currency for principal or interest payments is different from the prospective investor's currency and that the Bonds meet the investment objectives of the prospective investor;
c. understands thoroughly the terms of the Bonds and is familiar with the behaviour of any relevant indices and financial markets; and
d. is able to evaluate possible scenarios relating to economic conditions, interest rates and other factors that may affect its investment and its ability to bear the applicable risks.

An informed investment decision can only be made by investors after they have read and fully understood the risk factors associated with an investment in the Bonds and the inherent risks associated with the Issuer's business. In the event that an investor does not seek professional advice and, or does not read and fully understand the provisions of this Base Prospectus, there is a risk that such investor may acquire an investment which is not suitable for his or her risk profile.

3.4.2 Subsequent changes in interest rates and the potential impact of inflation

The Bonds shall carry fixed interest rates. Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds. Investors should also be aware that the price of fixed rate bonds should theoretically move adversely to changes in interest rates. When prevailing market interest rates are rising, their prices decline and conversely, if market interest rates are declining, the prices of fixed rate bonds rise. This is called market risk since it arises only if a Bondholder decides to sell the Bonds before maturity on the secondary market.

The coupon payable on the Bonds is a nominal interest rate. The real interest rate is computed by subtracting inflation from the nominal interest rate, the result of which indicates the real return on the Bond coupons. In a period of high inflation, an investor's real return on the Bonds will be lower than the Bonds' nominal interest rate and thus undermine an investor's expected return. Furthermore, an increase in inflation may result in a decrease in the traded price of the Bonds on the secondary market.

3.4.3 No prior market for the Bonds

Prior to the Bond Issue and admission of the Bonds to listing and trading, there has been no public market for the Bonds within or outside Malta. Due to the absence of any prior market for the Bonds, there can be no assurance that the price of the Bonds will correspond to the price at which the Bonds will trade in the market subsequent to the Bond Issue. The market price of the Bonds could be subject to significant fluctuations in response to numerous factors, including the occurrence of any of the risk factors identified in this section 3 of the Base Prospectus.

3.4.4 Orderly and liquid secondary market

The existence of an orderly and liquid market for the Bonds depends on a number of factors, including but not limited to the presence of willing buyers and sellers of the Bonds at any given time and the general economic conditions in the market in which the Bonds are traded. Such factors are dependent upon the individual decisions of investors and the general economic conditions of the market, over which the Issuer has no control. Accordingly, there can be no assurance that an active secondary market for the Bonds will develop, or, if it develops, that it will continue. Furthermore, there can be no assurance that an investor will be able to trade in the Bonds at all.

3.4.5 Future public offers

No prediction can be made about the effect which any future public offerings of the Issuer's securities (including but not limited to the effects arising out of a change in the cash flow requirements of the Issuer or other commitments of the Issuer vis-à-vis the new security holders), or any takeover or merger activity involving the Issuer (including but not limited to a delisting, in full or in part, of the Bonds), will have on the market price of the Bonds prevailing from time to time.

3.4.6 The Status of the Bonds

The Bonds, as and when allotted, shall constitute the general, direct, unconditional and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any priority or preference among themselves and with other unsecured debt, present and future, if any, of the Issuer.

This means that any secured or privileged debts of the Issuer shall rank at all times ahead of the obligations of the Issuer under the Bonds, as a result of which the Bondholders may not be able to recover all or part of their investment in the Bonds in the case of insolvency or an equivalent situation, whether in full or in part. Furthermore, subject to the negative pledge clause (section 17.4 of this Base Prospectus) third party security interests may be registered which will rank in priority to the Bonds against the assets of the Issuer, as the case may be, for so long as such security interests remain in effect, which registration may further impede the ability of the Bondholders to recover their investment upon enforcement of such security interests, whether in full or in part.

3.4.7 Conditions precedent

The attention of prospective investors in the Bonds is drawn to section 17.2 of this Base Prospectus, which provides that the issue and allotment of the Bonds is conditional upon the Bonds being admitted to the Official List.

3.4.8 Currency of reference

A Bondholder will bear the risk of any adverse fluctuations in exchange rates between the currency of denomination of the Bonds (€) and the Bondholder's currency of reference, if different. Such adverse fluctuations may impair the return of investment of the Bondholder in real terms after taking into account the relevant exchange rate.

3.4.9 Continuing obligations

After the Bonds are admitted to trading on the Official List, the Issuer must remain in compliance with certain requirements. The Malta Financial Services Authority has the authority to suspend trading of the Bonds if, *inter alia*, it comes to believe that such a suspension is required for the protection of investors or of the integrity or reputation of the market. Furthermore, the Malta Financial Services Authority may discontinue the listing of the Bonds if, *inter alia*, it is satisfied that, owing to special circumstances, normal regular dealings in the Bonds are no longer possible, or upon the request of the Issuer or the MSE. Any such trading suspensions or listing revocations or discontinuations described above, could have a material adverse effect on the liquidity and value of the Bonds.

3.4.10 Amendments to the Terms and Conditions of the Bonds

The Terms and Conditions contain provisions for calling a Bondholders' Meeting to consider matters affecting their interests generally. In the event that the Issuer wishes to amend any of the Terms and Conditions it shall call a Bondholders' Meeting in accordance with the provisions of section 17.11 of this Base Prospectus. These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority.

3.4.11 Changes in law

The Terms and Conditions are based on Maltese law in effect as at the date of this Base Prospectus. No assurance can be given as to the impact of any possible judicial decision or change in Maltese law or administrative practice after the date of this Base Prospectus.

4. PERSONS RESPONSIBLE, AUTHORISATION STATEMENT AND CONSENT FOR USE OF BASE PROSPECTUS

4.1 Persons Responsible and Authorisation Statement

The Directors, whose details appear under section 5.1 of this Base Prospectus, are responsible for the information contained in this Base Prospectus. To the best of the knowledge and belief of the Directors, who have all taken reasonable care to ensure that such is the case, the information contained in this Base Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

This Base Prospectus has been approved by the MFSA as the competent authority in Malta for the purposes of the Prospectus Regulation. The MFSA has only approved this Base Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval should not be considered as an endorsement of the Issuer and, or the Bonds. Investors should make their own assessment as to the suitability of investing in the Bonds.

4.2 Consent required in Connection with the Use of the Base Prospectus by the Authorised Financial Intermediaries

For the purposes of any subscription for Bonds through any of the Authorised Financial Intermediaries in terms of this Base Prospectus and the relevant Final Terms and any subsequent resale, placement, or other offering of Bonds by such Authorised Financial Intermediaries in circumstances where there is no exemption from the requirement to publish a prospectus under the Prospectus Regulation, the Issuer consents to the use of this Base Prospectus and the relevant Final Terms (and accepts responsibility for the information contained therein) with respect to any such subsequent resale, placement, or other offering of Bonds, provided that this consent is limited only:

a) in respect of Bonds subscribed for through Authorised Financial Intermediaries during such periods as set out in the relevant Final Terms when a subscription of Bonds is possible; and, or
b) any resale or placement of the Bonds taking place in Malta.

None of the Issuer, the Sponsor, the Manager & Registrar, nor any of their respective advisors take any responsibility for any of the actions of any Authorised Financial Intermediary, including their compliance with applicable conduct of business rules or other local regulatory requirements or other securities law requirements in relation to a resale, placement, or other offering of the Bonds.

Other than as set out above, neither the Issuer, the Sponsor, nor the Manager & Registrar has authorised (nor do they authorise or consent to the use of the Prospectus in connection with) the making of any public offer of the Bonds by any person in any circumstance. Any such unauthorised offers are not made on behalf of the Issuer, the Sponsor, or the Manager & Registrar and neither the Issuer, the Sponsor, nor the Manager & Registrar have any responsibility or liability for the actions of any person making such offers.

Investors should enquire whether an intermediary is considered to be an Authorised Financial Intermediary in terms of the Prospectus. If the investor is in doubt as to whether it can rely on the Prospectus and, or who is responsible for its contents, it should obtain legal advice.

No person has been authorised to give any information or to make any representation not contained in or inconsistent with this Base Prospectus and, or the relevant Final Terms. If given or made, it must not be relied upon as having been authorised by the Issuer, the Sponsor and, or the Manager & Registrar. The Issuer does not accept responsibility for any information not contained in this Base Prospectus and, or in the relevant Final Terms.

In the event of a resale, placement, or other offering of the Bonds by an Authorised Financial Intermediary, such Authorised Financial Intermediary shall be responsible for providing information to investors on the terms and conditions of the resale, placement, or other offering at the time such resale, placement, or other offering is made.

Any resale, placement, or other offering of the Bonds to an investor by an Authorised Financial Intermediary will be made in accordance with any terms and other arrangements in place between such Authorised Financial Intermediary and such investor, including as to price, allocations, and settlement arrangements. Where such information is not contained in this Base Prospectus and, or the relevant Final Terms, it will be the responsibility of the applicable Authorised Financial Intermediary at the time of such resale, placement, or other offering to provide the investor with that information, and none of the Issuer, the Sponsor, nor the Manager & Registrar have any responsibility or liability for such information.

Any Authorised Financial Intermediary using this Base Prospectus and the relevant Final Terms in connection with a resale, placement, or other offering of the Bonds subsequent to the Bond Issue on the conditions set out herein shall, limitedly for the period of 60 days from the date of the Base Prospectus and, or the relevant Final Terms, publish on its website a notice to this effect. The consent provided herein shall no longer apply following the lapse of such period.

Any new information with respect to Authorised Financial Intermediaries unknown at the time of the publication of this Base Prospectus or the relevant Final Terms will be made available by the Issuer through a company announcement, which will be made available on the Issuer's website: www.corinthiagroup.com. Company announcements issued by the Issuer will also be available on the MSE's Official Appointed Mechanism: https://www.borzamalta.com.mt/officially-appointed-mechanism

5. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT, ADVISORS AND AUDITORS OF THE ISSUER

5.1 Directors of the Issuer

Name	Designation	Date of Appointment
Alfred Pisani Maltese I.D. Card: 0126839M	Chairman and Executive Director	29 March 2000
Frank Xerri de Caro Maltese ID Card: 0122646M	Senior Non-Executive Director	2 July 2004
Hamad Mubarak Mohd Buamin Emirati Passport N.: AA0389064	Independent Non-Executive Director	31 December 2013
Douraid Zaghouani French Passport N.: 23FV08410	Non-Executive Director	3 November 2014
Joseph Pisani Maltese ID Card: 0672637M	Non-Executive Director	22 December 2014
Moussa Atiq Ali Libyan Passport N.: AB297028	Non-Executive Director	23 July 2021
Richard Cachia Caruana Maltese I.D. Card: 0139255M	Senior Independent Non-Executive Director	9 June 2022
Mohamed Mahmoud Alzarouq Shawsh Libyan Passport N.: AB517189	Independent Non-Executive Director	4 July 2022
Alfred Camilleri Maltese I.D. Card: 0404059M	Independent Non-Executive Director	13 June 2023
Simon Naudi Maltese ID Card: 0499467M	Managing Director and Chief Executive Officer	18 January 2024

The business address of the Directors is the same as that of the Issuer.

The *curriculum vitae* of each of the Directors are set out in section 9.1.4 of this Base Prospectus.

5.2 Company Secretary of the Issuer

The Company Secretary of the Issuer is Stephen Bajada (Maltese I.D. Card: 0207570M). The business address of the company secretary is the same as that of the Issuer.

5.3 Senior Management of the Issuer

The Chairman, the Managing Director & Chief Executive Officer, and other senior members of the executive team, are responsible for the Issuer's day-to-day management. Alfred Pisani is the Chairman of the Company. Simon Naudi holds the posts of Managing Director & Chief Executive Officer. Neville Fenech holds the post of Group Chief Financial Officer. Michael Izzo is the Group Chief Strategy Officer. Clinton Fenech is the Company's General Counsel.

5.4 Advisors to the Issuer

The persons listed hereunder have advised and assisted the Directors in the drafting and compilation of this Base Prospectus.

Legal Counsel

Name: Camilleri Preziosi
Address: Level 3, Valletta Buildings, South Street,
Valletta VLT 1103, Malta

Sponsor

Name: M.Z. Investment Services Limited
Address: 63, MZ House, St. Rita Street,
Rabat RBT 1523, Malta

Financial Advisors

Name: PwC Advisory Services Malta Limited
Address: 78, Mill Street, Zone 5, Central Business District,
Qormi CBD 5090, Malta

Manager & Registrar

Name: Bank of Valletta p.l.c.
Address: 58, Zachary Street,
Valletta VLT 1130, Malta

5.5 Auditors of the Issuer

Name: PricewaterhouseCoopers
Address: 78, Mill Street, Zone 5, Central Business District,
Qormi CBD 5090, Malta

The annual statutory consolidated financial statements of the Issuer for the financial years ended 31 December 2023, 2024, and 2025 were audited by PricewaterhouseCoopers. PricewaterhouseCoopers is a firm of certified public accountants holding a warrant to practice the profession of accountant in terms of the Accountancy Profession Act (Cap. 281 of the laws of Malta). The Accountancy Board registration number of PricewaterhouseCoopers is AB/26/84/38.

6. INFORMATION ABOUT THE ISSUER

6.1 Historical Development of the Issuer

Full legal and commercial name of the Issuer	International Hotel Investments p.l.c.
Registered address	22, Europa Centre, Triq John Lopez, Floriana FRN 1400, Malta
Place of registration and domicile	Malta
Company registration number	C 26136
Legal Entity Identifier ('LEI')	529900LVB0R279MUX376
Date of registration	29 March 2000
Legal form	The Issuer is lawfully existing and registered as a public limited liability company in terms of the Act.
Telephone number	+356 21 233 141
Email	ihi@corinthia.com
Website	www.corinthiagroup.com

Unless otherwise incorporated by reference herein, the information on the Issuer's website does not form part of the Base Prospectus.

The Issuer was established and promoted by the Corinthia Group as the principal vehicle for the international expansion of the Group's hotels and mixed-use developments.

In 2000, following a successful initial public offering, the Issuer's shares were listed on the Official List. As at the date hereof, CPHCL holds directly 57.81% of the issued share capital of the Issuer, whilst Istithmar and LAFICO both act as strategic investors in the company with direct holdings of 21.69% and 10.85% respectively. The remaining shares in the Issuer are held by the general investing public. LAFICO also owns 50% of CPHCL, whilst up to approximately half of its direct holding of 10.85% in the Issuer is subject to a call option in favour of CPHCL.

6.2 Organisational Structure and Major Assets of the Group

The Group's organisational structure has expanded over the years in line with the Group's development phases and growth. The Group's organisational structure allows the Issuer to keep the strategic direction and development of the Group as its primary focus, whilst allowing the respective boards and management teams of the Subsidiaries to focus on achieving the Group's operational objectives. CHL, the hotel management company, provides the necessary support, expertise, and guidance to the Subsidiaries with respect to the operation of each hotel.

The Group has adopted an autonomous organisational structure for each hotel property and operation. The Group's philosophy is based on the ownership of each hotel property through a company established in the jurisdiction where the hotel is located.

As the holding company of the Group, the Issuer is ultimately dependent upon the operations and performance of its Subsidiaries and their respective operations.

The following diagram summarises the structure of the Group and the position of the Issuer within the Group:

The following table provides a list of the principal assets and operations of the Issuer as at 30 April 2026:

International Hotel Investments p.l.c.
Principal Assets and Operations

	Location	% ownership	No. of hotel rooms
Owned and managed hotels			
Corinthia Hotel London	UK	50	283
Corinthia Hotel Lisbon	Portugal	28	518
Corinthia Hotel Budapest	Hungary	100	414
Corinthia Grand Hotel Astoria Brussels	Belgium	50	126
Radisson Blu Resort & Spa Golden Sands	Malta	100	329
Corinthia Hotel Tripoli	Libya	100	300
Corinthia Hotel St George's Bay	Malta	100	248
Corinthia Hotel St Petersburg	Russia	100	388
Radisson Blu Resort St Julian's	Malta	100	252
Verdi St George's Bay Marina	Malta	100	200
Corinthia Palace Hotel & Spa	Malta	100	147
Leased and managed hotel			
Corinthia Hotel Rome	Italy	n/a	60
Corinthia Borgo Perolla Tuscany	Italy	n/a	80
Owned hotel – leased to third parties			
Grand Hotel Prague Towers	Czech Republic	100	539
Managed hotels			
Verdi Hotel Prague	Czech Republic	n/a	441
Verdi Budapest Aquincum	Hungary	n/a	310
Verdi Hotel Tunis	Tunisia	n/a	309
Vivaldi Malta, powered by Verdi Hotels	Malta	n/a	263
Verdi Gzira Promenade	Malta	n/a	106
Verdi Santarem	Portugal	n/a	105
The Surrey Corinthia Hotel New York	USA	n/a	100
Corinthia Hotel & Residences Doha *(2026)*	Qatar	n/a	110
Corinthia Grand Hotel Du Boulevard Bucharest	Romania	n/a	30
Corinthia Hotel & Residences Riyadh *(2027)*	Saudi Arabia	n/a	85
Corinthia Hotel Maldives *(2028)*	Maldives	n/a	63
Corinthia Hotel & Residences Dubai *(2030)*	United Arab Emirates	n/a	125
Corinthia Lake Como *(2028)*	Italy	n/a	58
Corinthia Hotel & Residences Chengdu *(2032)*	China	n/a	150
Investment properties			
Tripoli Commercial Centre	Libya	100	n/a
St Petersburg Commercial Centre	Russia	100	n/a
Corinthia Oasis	Malta	100	n/a
Site in Tripoli	Libya	100	n/a
Craven House, London (office building)	United Kingdom	100	n/a
Palm City Residences *(2026)*	Libya	25	413
Total			**6,552**

7. BUSINESS OVERVIEW

IHI carries on the business of an investment company in connection with the ownership, development and operation of hotels, residential and commercial real estate. The Company holds investments in subsidiary and associate companies through which it furthers the business of the Group.

The entire issued share capital of the Issuer is listed on the Official List.

7.1 Principal Activities

Since its incorporation in 2000, the Group has achieved the following milestones:

2000: IHI was incorporated on 29 March 2000 and immediately acquired the Corinthia Hotel situated in St George's Bay, Malta, and the derelict shell of the Grand Hotel Royal in Budapest.
2001: IHI acquired the four star Alfa Hotel in Lisbon, including four unfinished floors, on 16 August 2001.
2002: IHI acquired the Corinthia Hotel, St Petersburg on 16 January 2002 together with adjoining buildings for development.
2003: IHI closed the Alfa Hotel, Lisbon on 24 February 2003 for refurbishment and extension.
2004: IHI inaugurated the Corinthia Hotel, Budapest on 30 April 2004. The Corinthia Hotel, Lisbon re-opened as a five star hotel on 1 May 2004.
2006: IHI inaugurated 26 penthouse apartments situated at the Corinthia Hotel, Budapest.
2007: IHI acquired, in May 2007, the Corinthia Hotel, Prague, and the Corinthia Hotel & Commercial Centre, Tripoli.
2008: IHI completed, in May 2009, the extension of the Corinthia Hotel, St Petersburg by increasing the inventory by a further 105 bedrooms, together with a retail mall and office complex.
2009: In April 2009, IHI and its joint venture partners acquired the landmark Metropole Building and 10, Whitehall Place in London from the Crown Estate and initiated plans to develop a luxury hotel and 12 residential apartments.
2011: The Corinthia Hotel, London commenced operations in April 2011 while the residential apartments achieved practical completion in November 2012 (in March 2014, 11 of the 12 residential apartments were sold on the open market, whilst the remaining penthouse apartment was sold in August 2021).
2012: IHI acquired the Marina Hotel in St. Julian's, Malta, on 13 February 2012.
2015: In the second half of 2015, IHI acquired the IHGH Group, owner of the five-star Radisson Blu Resort in St Julian's and joint owner of the Radisson Blu Resort & Spa, Golden Sands. The IHG group assets also included Island Caterers Ltd and the Costa Coffee franchise in Malta and the East of Spain.
2016: In April 2016 NLI acquired the entire issued share capital of Hotel Astoria S.A., the company owning the derelict Grand Hotel Astoria in Brussels.
2017: IHI and IHGH merged by way of amalgamation to the effect that IHI acquired all the assets and liabilities of IHGH. As a result of the merger, IHGH was struck-off the Registry of Companies;
2018: IHI acquired the Corinthia Palace Hotel & Spa business in Attard through a newly formed subsidiary from its ultimate parent CPHCL.
2018: NLI converted 22 rooms at the Corinthia Hotel London into 11 suites.
2019: IHI purchased the entire issued share capital and the businesses of Corinthia Caterers Limited (formerly named FCCL Limited) and Catermax Limited.
2019: IHI purchased a 10% shareholding in the entire issued share capital of the companies owning the land lease and buildings at 10 Tverskaya Street, Moscow.
2019: IHI Benelux B.V. commenced the development of a derelict building with a footprint measure *circa* 1,500 square meters into a car park and office space behind the Corinthia Hotel St Petersburg.
2019: CHL entered into a preliminary lease agreement for a building in Rome opening in 2024.
2021: CHL engaged to operate and manage a hotel building in New York City once it reopens in 2024 following extensive refurbishment set to result in 70 guest rooms, 30 suites and 14 luxury residences.
2021: Group acquired the remaining 50% shareholding in GSR.
2022: CHL entered into an agreement to operate a hotel, residential serviced villas, and five dining outlets under development at Diriyah expected to be concluded in 2027.
2022: CHL entered into an agreement to operate the Verdi Hotel on the Strand, Gzira, Malta.
2023: CHL entered into an agreement to operate a luxury resort in the Maldives expected to be concluded in 2027.
2024: IHI leased the Corinthia Hotel Prague to a third party local specialist operator as from 1 April 2024.
2024: NLI opened the Corinthia Hotel Brussels.
2024: CHL commenced soft opening operations at The Surrey, a Corinthia Hotel in New York.
2024: The Marina Hotel St George's Bay (IHI-owned) and the Aquincum Hotel Budapest (CPHCL-owned) were rebranded as Verdi St George's Bay, Marina and Verdi Budapest, Aquincum respectively, with the Tunis Hotel (CPHCL-owned) joining the Verdi brand in 2025.
2025: CHL commenced soft opening operations at the Corinthia Bucharest.
2025: CHL and QP each entered into agreements relating to a landmark, mixed-use 102-storey project to be developed on Dubai's main thoroughfare, comprising two linked towers occupying 320,000sqm of floor area rising and 500 metres on a prominent location on Sheikh Zayed Road.
2025: The Group formed a joint venture ('Gilded Triumvirate LP') for the purposes of realising an investment opportunity in Beverly Hills, Los Angeles, in California, USA, which investment covers the ownership of a minority stake in two contiguous hotels: the Maison Hotel and the Mosaic Hotel.
2025: CREV was established on 1 September 2025 with a view to consolidating the Group's development expertise within a dedicated corporate structure. CREV's principal activity is to identify, evaluate and execute real estate acquisition and development opportunities, and to manage and deliver projects on behalf of investors internationally.
2025: IHI formed a joint venture for the purpose of transferring a 72% stake in the Corinthia Hotel Lisbon to a European hotel investor (Orion Real Estate Fund VI), leaving IHI with a 28% interest in the joint venture following completion, expected in the first half of 2026.
2026: CHL entered into a management agreement to operate a luxury resort to be developed in Lake Como, Italy (Corinthia Lake Como). Construction is expected to begin following final approvals, with operations targeted for late 2028.
2026: In March 2026 CHL commenced operations at the Corinthia Rome.

2026: CHL entered into a management agreement to operate a luxury resort to be developed in Chengdu, China. Construction is expected to commence following the receipt of final approvals, with the resort targeted to begin operations in late 2032.
2026: IHI entered into a 30-year lease agreement to operate a luxury resort to be developed in Perolla, Tuscany, Italy (Corinthia Tuscany). Construction has commenced, with the resort targeted to begin operations in late 2030.
2026: IHI and CPHCL entered into a share purchase agreement in order to acquire the entire shareholding held by KNIH in the issued share capital of MIH. Following completion of the share transfer on or by 30 June 2026, CPHCL's shareholding in MIH will increase to 75%, whilst IHI will acquire a 25% share in MIH.

Revenue and earnings are derived primarily from the operation of owned hotels. A secondary source of income and earnings is rental income of residential and commercial premises, particularly in Tripoli and St Petersburg, and rental income of the Grand Hotel Prague in Prague. Additional revenue streams include fees earned by CHL, a wholly owned subsidiary of IHI, from hotels owned by IHI itself or managed pursuant to management contracts with CPHCL and other third parties, project managements services provided through QP, and catering services provided through Corinthia Caterers, Catermax, and Costa Coffee. The Group also derives income from CREV, a wholly owned subsidiary of IHI, which specialises in the origination, financing and development of real estate projects. As at the date of this Base Prospectus, CHL manages ten hotels either owned (fully or partly) or leased by the Group, two hotels owned by CPHCL, and six third party properties. A further seven hotels are, as at the date hereof, under development and will, upon completion, be managed by CHL:

Hotels to be managed by CHL	**Owner**	**Opening Date**
Corinthia Hotel & Residences Doha	Third Party	Opening 2026
Corinthia Hotel & Residences Riyadh	Third Party	Opening 2027
Corinthia Hotel Maldives	Third Party	Opening 2028
Corinthia Oasis	100% owned through Corinthia Oasis	Opening 2027
Corinthia Dubai	Third Party	Opening 2030
Corinthia Lake Como	Third Party	Opening 2028
Corinthia Chengdu	Third Party	Opening 2032
Corinthia Tuscany	Third Party	Opening 2030

Further detail on the most recent management agreements may be found in section 7.4 of this Base Prospectus.

QP, a wholly owned subsidiary of IHI, primarily generates fee income from project management, architectural, structural, and other similar services. QP offers a range of project construction, mechanical and electrical engineering, building services, valuation, and cost management services to a number of international clients in various countries. It provides services to the Group as well as to its third-party client base.

The remainder of this section provides a timeline of key investments made by the Group.

i. Libya

Palm City Residences

Since incorporation, MIH, through its subsidiary PCL, has been involved in the development and operation of the Palm City Residences, an oceanfront gated complex, located in Janzour, Libya, consisting of 413 residential units, ranging from one-bedroom apartments to four-bedroom fully detached villas with private pools, constructed on a plot of land measuring 171,000m² and enjoying a 1.3km shorefront (including beach area). The village-type complex offers a host of amenities and leisure facilities that include a piazza, supermarket, a variety of retail shops, a laundry, a health clinic and a number of catering outlets and cafes. The development also features numerous indoor and outdoor sports facilities, including a fully equipped gym, a squash court, tennis courts, an indoor pool, water sports facilities and an outdoor swimming pool.

The Palm City Residences project was completed in late 2009, and by 2010, all the residences were operational. MIH's principal objectives was focused on the management and operations of Palm City Residences through PCL, and on securing medium to long-term lease contracts with a view to achieving a stabilised occupancy rate. The occupancy rate and revenue generation varied during the initial years of operation as Libya experienced a number of political changes. However, in recent years, the occupancy rate has strengthened and demonstrated resilience, with average rental rates per unit increasing from €8,907 per unit per month in 2022 to €9,576 in 2024, and average occupancy increasing from 51.6% in 2022 to 60.6% in 2024. As at the end of 2025, leases with a duration of one year or more accounted for 89% of all contracts, compared to 78% at the end of 2021, reflecting a strengthening medium- to long-term occupancy outlook at Palm City Residences.

Medina Tower

In 2010, MTJSC was set up for the purpose of owning and developing the Medina Tower. The shareholders of MTJSC are MIH, IHI, AUCC and AHCT, having a shareholding of 25% each. The parcel of land over which this project will be developed measures *circa* 13,000m² and is situated in Tripoli's main high street. The architectural concept stems from a 4-storey podium that will include a mix of residential, retail, commercial and conference space. A curved tower rises from the sixth level and peaks at the 40th level, where a double height restaurant will complete the property. The development will comprise a total gross floor area of *circa* 199,000m².

The project designs of the Medina Tower are complete and all development approvals have been obtained from the relevant authorities. With respect to the financing of the project, the equity contribution for the first phase of this project has been fully paid up and represents 40% of the project's capital requirements. The remaining 60% of funding is expected to be sourced from a Libyan financial institution pursuant to a sanction letter that has been approved but will require reactivation once the project resumes. As at the date of this Base Prospectus, the project is on hold pending improved stability and prospects in Libya.

Palm Waterfront

PWL is a wholly-owned subsidiary of MIH and will be primarily engaged in the development and operation of the Palm Waterfront site which is located in Shuhada Sidi Abuljalil, Janzour, Libya, adjacent to the Palm City Residences pursuant to a build-operate-transfer agreement entered into with CPHCL in December 2013. The arrangement gives PWL the right to develop the Palm Waterfront site. Furthermore, PWL is entitled to manage and operate the Palm Waterfront for a period of 80 years from 5 December 2013.

Palm Waterfront will be constructed on a total site area of 64,000m². The development will comprise a lifestyle address with various uses and facilities, including: a 150-room 4-star hotel with food and beverage and health and leisure facilities; 332 different sized residential apartments all overlooking the marina and open sea; 3,400m² of office space; 4,000m² of commercial and entertainment facilities; and a 117-berth yacht marina with facilities.

MIH is currently engaged with the competent authority in Libya to apply for and obtain a permit to construct the project, following which, once the situation on the ground improves, it will issue the respective tender packages for works to commence on site. This project has been temporarily placed on hold in view of the prevailing situation in Libya.

Benghazi project

In addition to the aforementioned, IHI has a 55% equity participation in Libya Hotels Development and Investment JSC, a company set up in Libya that acquired a derelict building formerly known as the El-Jazeera Hotel and adjoining site in Benghazi, Libya. The remaining 45% equity participation in Libya Hotels Development and Investment JSC is held by LAFICO. Libya Hotels Development and Investment JSC will eventually develop a mixed-use project consisting of a 228-room five-star hotel, 2,000m² of retail space and 10,000m² of office space. It is anticipated that the funding required for the project, if and once resumed, will be sourced from a combination of equity injected by the shareholders and appropriate bank financing. Works on the project in Benghazi are also on hold in view of the prevailing situation in Libya.

Investment in MIH

On 13 April 2026, IHI and CPHCL entered into a share purchase agreement with, *inter alia*, KNIH, pursuant to which each of IHI and CPHCL agreed to purchase and acquire the entire shareholding held by KNIH in the issued share capital of MIH, consisting of 24,001,000 ordinary "B" shares (representing 50% of the aggregate issued share capital of MIH). Specifically, IHI and CPHCL have each agreed to purchase from KNIH 12,000,500 "B" Shares at a price of €37,000,000 each. In addition to the above, the share purchase agreement contemplates the purchase and acquisition by IHI of one (1) ordinary share in each of MIH's subsidiaries, namely, PWL and PCL, from NREC, at a price of €1.00 per share.

As at the date of this Base Prospectus, CPHCL holds 50% of the aggregate issued share capital of MIH, and therefore, as a result of said transaction, CPHCL's shareholding in MIH will increase to 75%, whilst IHI will be purchasing and acquiring a 25% share in MIH. Upon entry into the share purchase agreement, IHI and CPHCL paid a 10% advance payment. Completion of the transaction is subject to the fulfilment of the conditions precedent on or before 30 June 2026 or such other date as the parties to the share purchase agreement may mutually agree in writing.

ii. United Kingdom

Corinthia Hotel London

The Corinthia Hotel London is located in the Metropole Building and 10 Whitehall Place, acquired by IHI and its joint venture partners from the Crown Estate in April 2009. Following the acquisition, IHI initiated plans to develop a luxury hotel and 12 residential apartments on the site, with the hotel commencing operations in April 2011. The residential apartments achieved practical completion in November 2012; 11 of the 12 apartments were sold in March 2014, and the remaining penthouse was sold in August 2021. The hotel is situated near Trafalgar Square and is held through NLI Holdings Ltd, a joint venture vehicle. IHI holds a 50% controlling shareholding in that joint venture, with the remaining 50% held by LAFICO. The hotel comprises 283 rooms and is both owned and managed by the Group. In 2018, NLI converted 22 rooms at the hotel into 11 suites, and further capital expenditure relating to additional room-to-suite conversions was carried out during 2024.

Craven House

In August 2022, CHL completed the acquisition of a central London office block, Craven House, for a purchase price of £9.5 million. CHL had been renting space within the building in the five years preceding the acquisition. The property is located across the road from the Corinthia Hotel London and lies at the eastern end of Northumberland Avenue, occupying a prominent position, at the junction of Craven Street and Northumberland Avenue.

The Property benefits from good transport links, with Charing Cross and Embankment Stations within proximity and Waterloo station within a short walking distance. The property is also within short walking distance to Covent Garden, providing leisure, retail, restaurants, and theatres. The property, which although not listed falls within the Trafalgar Conservation Area, occupies a prominent corner site with dual aspect and is comprised of basement, ground (lower and upper), first to sixth floors, with access to all floors provided either by the main stairs, or a four-passenger lift. The offices are a mixture of open plan, meeting rooms or cellular in configuration, over a total floor area of 9,431 square feet. The property is a freehold building.

A complete refurbishment of the building was completed in September 2023. As at the date of this Base Prospectus, the first to the fifth floor are occupied by CHL, the sixth floor is occupied by members of the Group's executive team, and the basement, ground and mezzanine floors have been leased out to QP.

iii. Belgium

Corinthia Grand Hotel Astoria

On 11 April 2016, NLI acquired the entire issued share capital of the Belgian hotel-owning company, Hotel Astoria S.A., resulting in the acquisition by NLI of the Grand Hotel Astoria in Brussels. The Grand Hotel Astoria was built in 1910 by a Belgian aristocratic family and by the time it was acquired by its last owners in 2007 it was being operated as a 145-room hotel. Upon its acquisition by the hotel's former owners in 2007, it was closed with a view to carrying out extensive refurbishment. In 2016, IHI, with its partners, acquired the building and set its sights on re-developing the building into a 126-bedroom property with a reconfigured bedroom inventory, to ensure that all bedrooms are larger than 45m², of which 30% will be junior suites or suites.

A planning permit was issued in December 2017 for the restoration of the historic ground floor and façade of the original hotel, as well as the reconstruction of all upper floors, adjoining land and town houses. The permit is a major gain in additional volumes and floors, for a total built up area of 16,000m². All non-historic, dangerous structures and areas have since been carefully demolished in close collaboration with the local authorities and agreement has been reached on a methodology for the rebuilding of the property and renovation of all historic areas of the ground floor and the imposing, listed façade. A local contractor was appointed for the main construction contract in December 2020. QP was charged with project management, whilst the corporate resources of IHI, CHL and CDI collectively provided services as owner's representatives and operators, handling all matters of financing, contracting, oversight, value engineering and design signoffs.

The Grand Hotel Astoria reopened on 9 December 2024 following extensive reconstruction and refurbishment. The hotel, a Belle Époque landmark originally opened in 1910, now featuring 126 rooms and suites, and a spa, reaffirms its position as the cornerstone of Belgian hospitality, including partnerships with two, Michelin-starred, Belgian chefs namely Christophe Hardiquest and David Martin, with dining concepts; Le Petit bon bon and Palais Royal. The subterranean 1,200m² spa features treatments by Sisley and a fitness centre by training instructor Paul Tucker. QP handled design and project management whereas CHL assumed the responsibility to manage the operation at the highest levels of luxury travel. The all-in total investment of the Group in the project, including design, construction and fit out, as well as land, finance costs and all pre-opening costs, was around €156 million, which equates to €1.2 million per bedroom, an industry metric which should be well regarded when viewed against comparable projects across Europe. The project was funded through a combination of debt funding and contributions from shareholders.

iv. Hungary

Corinthia Hotel Budapest

In 2000, IHI acquired the derelict shell of the Grand Hotel Royal in Budapest, and the Corinthia Hotel Budapest was inaugurated on 30 April 2004. In 2006, IHI inaugurated 26 penthouse apartments at the hotel. The hotel comprises 414 rooms and is 100% owned and managed by the Group, held through IHI Hungary Zrt, a wholly owned Group entity incorporated in Hungary. The Group's board has approved general modernisation works at the hotel, with capital expenditure of approximately €10 million planned for each of FY26 and FY27.

v. Russia

Corinthia Hotel St Petersburg

The Corinthia Hotel St Petersburg continues to perform well in spite of the current situation in Russia, recording revenue growth of 25% in 2025. Additionally, the commercial centre continues to operate at full occupancy since 2025.

Corinthia Hotel Moscow – terminated

In September 2025, CHL terminated the hotel management agreement dated 10 September 2021 which was due to be implemented in relation to the future Corinthia hotel project in Moscow which had been entered between CHL, as operator, and "Specialised Developer" Luxe Hotel LLC (a Russian limited liability company with company registration number: OGRN 1037739658857), the company established to acquire the property in Moscow. Additionally, IHI sold its 10% shareholding in "Specialised Developer" Luxe Hotel LLC.

vi. Italy

Corinthia Hotel Rome

In October 2019, CHL entered into a preliminary lease agreement in relation to a building in central Rome, which has since been redeveloped into Corinthia Rome, a 60-room ultra-luxury hotel featuring a number of suites and top of the range bedrooms, two restaurants, bars, lounges, a spa, and other amenities, all arranged around a central garden forming part of the property. The property, being the former seat of the Bank of Italy in Parliament Square, was extensively reconstructed and refurbished by a third-party investor, while CDI was contracted to support in the delivery of the project construction and refurbishment works.

The preliminary lease was formally assigned from CHL to Corinthia Parlamento SRL, a wholly owned subsidiary of IHI, and the lease was granted and registered at the cadastral registry in Rome on 23 February 2026. Upon the completion of the development and obtaining the necessary permits for the operation of the hotel, the property owner granted IHI a 40-year lease. Under this arrangement, Corinthia Parlamento SRL retains all revenues, incurs all operating costs and retains all profits after paying the agreed rent. The rent payable by Corinthia Parlamento SRL is fixed with a reference to a percentage of revenue, with a guaranteed minimum of €6.4 million per annum as of the fifth year of operation.

The hotel officially opened its doors in March 2026. The Group has committed €13 million towards the development of the hotel, which amount was financed through the net bond proceeds of a bond issue pursuant to a prospectus dated 28 October 2021, and other general funding available, and has been used for the following purposes: (i) the pre-opening budget costs, including, for the recruitment of personnel, marketing and concessions; (ii) the acquisition of supplies and operating equipment; and (iii) a capital expenditure contribution of €7,500,000 towards the general cost of works for the development of the hotel payable over two years.

Corinthia Borgo Perolla Tuscany

In March 2026, IHI entered into a preliminary lease agreement in relation to the development and operation of a new project in Borgo di Perolla, Tuscany. While designs are underway and the works are set to commence in 2028, the resort is targeted to open its doors in 2030. The resort will lie at the heart of a 13th century estate set on grounds spanning a 1,300 hectare landscape. The development will restore and repurpose historic structures into a refined and authentic luxury resort under the Corinthia Brand.

The resort will feature 80 keys, including suites housed in the main building and a collection of private villas and bungalows, featuring a collection of restaurants and dedicated wellness spaces, including a restored historic chapel. The project will also feature a Corinthia branded residence component comprising a number of hotel-serviced villas that the owner will sell, generating branding fees for Corinthia.

Upon the completion of the development and obtaining the necessary permits for the operation of the hotel, IHI will enter into a 30-year lease. Similar to the arrangement in relation to the Corinthia Rome hotel, IHI will retain all revenue, incur all operating costs and will retain all profits after paying the agreed rent. Rent is fixed with a reference to a percentage of revenue, with a guaranteed minimum of €4.9 million per annum as of the fifth year of operation.

While all costs relating to the development of the project will be borne by the owner, IHI has committed a contribution of €2 million toward the cost of the operating supplies and equipment and a €2 million bank guarantee toward its performance and the timely payment of minimum rent.

vii. Malta

Corinthia Palace Attard

In April 2018, IHI acquired the Corinthia Palace Hotel & Spa in Attard through a newly formed subsidiary from its ultimate parent CPHCL. Since its acquisition, IHI embarked on a significant improvement to the hotel's amenities, spa and gym facilities and food and beverage facilities, at a total cost of €7.1 million. Approximately €5 million of the costs to refurbish the Corinthia Palace Hotel & Spa Malta was raised from a bond issue pursuant to a prospectus dated 28 October 2021. The Corinthia Palace is near completion in its refurbishment programme of a significant portion of its guest room inventory. As at the date of this Base Prospectus, a total of 74 rooms have been renovated and redesigned as part of this initiative.

Radisson Blu Resort & Spa Golden Sands

The Radisson Blu Resort & Spa Golden Sands commenced operations in October 2005 and is located on a cliff's edge overlooking Golden Bay beach on the Northern coast of Malta. IHI fully owns the Golden Sands resort, having increased its holding from 50% to 100% in February 2021. Title to the site is in the form of temporary *utile dominium* which expires in 2114. The five-star resort comprises a total of 338 keys, various food and beverage outlets and is equipped with a 1,000m² spa and leisure centre, four pools, a tennis court, and a private sandy beach.

In FY2020, the Radisson Blu Resort & Spa Golden Sands ceased the vacation ownership sales operations and placed the Azure Resorts Group into liquidation. Existing timeshare members will continue to enjoy their entitlement until the end of their term.

Additional floors at the Radisson Blu Resort, Corinthia St George's Bay Hotel and Verdi St George's Bay Hotel

On 29 January 2026, the Planning Authority approved three outline development permits submitted by the Group allowing for the development of two additional floors to its three hotels in St George's Bay (The Radisson Blu Resort, Corinthia St George's Bay Hotel, Verdi St George's Bay Hotel), paving the way for a total of 252 new hotel rooms.

Under the approved permits, the Radisson Blu Resort will rise from five to seven storeys, adding 74 new rooms; while the Corinthia St George's Bay Hotel and the Verdi St George's Bay Hotel will rise from six to eight storeys, adding 77 and 101 new rooms respectively. The permits, as approved, are the consequence of a Height Limitation Adjustment Policy for Hotels issued by the Planning Authority in June 2014, which policy addresses cases where existing hotels are constrained by planning constraints, including height limits, which prevent them from maximising their economic potential. It allows such hotel developments to exceed the local plan's building height limitation by up to two additional floors.

Corinthia Oasis (formerly known as the Hal Ferh Project)

As at the date of this Base Prospectus, Corinthia Oasis, a subsidiary of IHI, holds, under title of emphyteusis, a plot of land measuring 83,530m² located adjacent to the Radisson Blu Resort & Spa, Golden Sands, Malta (the "**Hal Ferh Site**"). Hal Ferh Site was granted to IHGH in 2009 under title of perpetual emphyteusis. In 2020, the said company acquired the perpetual *directum dominium* from the Government of Malta and redeemed the ground-rent to which the site was subject, resulting in the site being held on a freehold basis. In terms of the deed of emphyteusis, the site may be used for tourism development which includes accommodation, ancillary and supporting facilities. Said deed permitted the continued use of the site for hospitality and, furthermore, included a mechanism for the owner to convert a portion of the area to other uses, including allowance for a partial change in land-use in order to include a pre-determined volume of residences, whilst retaining tourism as the principal use.

A planning permit was issued on 26 February 2026 for the development of a resort over the Hal-Ferh Site. The regeneration project will include a 161-key luxury resort hotel, a top-tier spa and wellness centre, 25 low-rise detached hotel-serviced villas, and a host of ancillary resort amenities. The total development volume amounts to 25,000m², of which 16,000m² is allocated to the hotel resort and 9,000m² to the residential component.

As part of the project, Corinthia Oasis completed in 2022 an adjacent 330-space public car park for use by the local community, administered by the Scouts Association. The resort's own parking requirements will be catered for via an underground carpark located within the site itself and by parking facilities located under the residences.

Demolition works, clearance of site, carting away and dumping of material, in line with planning authority permit requirements have been completed, as originally issued under permit number PA/03134/19. Such preparatory works are also included under permit issued under permit number PA/5420/21. These works were funded through a bond issue pursuant to a prospectus dated 28 October 2021. The full restoration of the neighbouring British built chapel was also completed in 2023.

viii. United States of America

Beverly Hills

On 27 January 2025, IHI formed a joint venture with third parties for the purposes of realising an investment opportunity in Beverly Hills, California, whose principal business is the ownership of an office block and two hotels, the Maison 140 Hotel and the Mosaic Hotel, located in Beverly Hills, California. CREV originated and manages the execution of the transaction and has been appointed to act as asset manager.

The Maison 140 Hotel comprises a 16,875 square foot site located along S Lasky Drive in Beverly Hills, California. A three-story, 44-roomed hotel is constructed over the site together with a parking area containing a total of 46 parking spaces. The Maison 140 Hotel was built and opened to the public in 1937 and has since gone through several renovations. The Mosaic Hotel comprises an 11,250 square foot site located along South Spalding Drive in Beverly Hills, California. A four-storey, 49-room hotel is constructed over the site together with a parking area containing a total of 35 parking spaces. The Mosaic Hotel was built and opened to the public in 1959 and has since gone through several renovations. Following the acquisition of the two hotels by GT Hotel Owner LLC, the hotels were leased to BH Hotel Tenant, LLC, an affiliate of IHI. As at the date of this Base Prospectus, the Maison 140 Hotel and Mosaic Hotel are operated by a third party, a Los Angeles-based hospitality operator Palisociety, pursuant to hotel management agreements, effective in February 2025, under their existing brand identities, and under the oversight of CREV. The term of the management agreements is five years, subject to one mutual 12-month extension.

The office block consists of two office buildings having direct access to Spalding Drive and Wilshire Boulevard, respectively, in Beverly Hills, California. The two office buildings are connected by means of a skybridge and comprise approximately 60,000 square feet of rentable space. One office building, built in 2014 over a 12,200 square foot site, is primarily used for the parking of vehicles, a reception area, as well as an office space measuring 9,260 square feet, together with bathrooms and a mechanical space. The second office, built in 1958, contains over 35,000 square feet of interior space with numerous offices and meeting rooms, as well as a lounge, restaurant space and a 7000 square foot deck space at roof level.

On 24 February 2025, GT Hotel Owner LLC (as lessor) and BH Hotel Tenant, LLC, entered into a lease agreement whereby the lessee agreed to lease the two hotels for a period of five (5) years for a fixed annual rent of $3 million, subject to an annual increase at the rate of 3% of the prior year's fixed rent. Furthermore, on 3 February 2025, the Group entered into a separate joint venture to lease the office block (excluding a portion of the third floor of the Office Block measuring 7,611m^2) for an initial annual rent of $3 million. The term of the office lease shall expire on 31 December 2034.

The IHI Group, the Gores Group (a global investment firm based in Beverly Hills), and the Action Real Estate Group from Kuwait, formed a joint venture for the purposes of realizing the investment in Beverly Hills, namely Gilded Triumvirate LP (BV 3782). Golden Triangle p.l.c. (C 112217) was incorporated for the purposes of tapping into the capital markets and financing the acquisition of the two hotels and the office block through a bond issue pursuant to a prospectus dated 6 June 2025.

ix. Portugal

Corinthia Hotel Lisbon

Until recently, Alfa Investimentos Lda (a fully-owned subsidiary of the Company) was the 100% owner of the 518-room five-star Corinthia Hotel located in Lisbon, Portugal ("Corinthia Hotel Lisbon"), acquired in 2001 for €45 million.

The Corinthia Hotel Lisbon had embarked on a comprehensive renovation project with a total of €20.6 million (*circa* €40,000 per key) invested in the asset. The works included the full refurbishment of the room inventory, a continuous upkeeping of the technical facilities as well as an extensive renovation of the F&B outlets and soft renovation of the meeting rooms. The full refurbishment of the room inventory, initially accounting for 518 keys, commenced in 2016 and was completed on a rolling basis through to H1 2024. The works were deployed floor by floor, allowing the Corinthia Hotel Lisbon to maintain its operations throughout the period. The renovation of the guestrooms amounted to *circa* €13.2 million (*circa* €25,600 per key).

Further to the entry into a framework agreement on 31 December 2025, on 1 April 2026 IHI sold a 72% share in the Corinthia Hotel Lisbon to Orion Real Estate Fund VI, an experienced investor in the European hotel sector, subsequent to which IHI holds a 28% shareholding interest in the hotel. CHL will continue. to manage and operate the hotel under the Corinthia Brand.

7.2 Business Development Strategy

The Group's business strategy is to focus on achieving positive and sustainable financial results, and appreciation in the value of the Group's properties and investments. In the execution of the Group's strategy, management aims to provide a high-quality service at each hotel and treat customers to a unique hospitality experience. Through the provision of a better quality offering the brand value is further enhanced, and occupancy levels and average room rates are improved. Moreover, it enables the Group to target higher-yielding customers, in particular those from the leisure and conference & event segments.

Electronic booking portals have become an important source for generating room reservations. In this respect, the Group is continuously optimising its website 'Corinthia.com', further developing its online reservation system and investing in online marketing.

From a cost perspective, the outcome of the pandemic and the consequences of the war in Ukraine have caused an increase in inflation which has adversely impacted operating costs, mainly higher payroll, energy bills and an increase in cost of supplies. Management took this as an opportunity to reassess the Group's cost structures and implement better controls over operating costs and energy-efficient measures.

At the time of this Base Prospectus, the Group's business strategy is based on three main pillars, these being: (i) the maximisation of revenue and profitability from its hotel operations and other businesses, (ii) the disposal of non-core properties and other properties which are mature in terms of gains to be made and properties which do not fit the Corinthia Brand standards, and (iii) putting the Corinthia flag on luxury third-party-owned properties and being ready to have a minority investment in such properties when the right opportunity presents itself. The Group aims to grow its business in line with these pillars through:

Acquisitions, joint ventures, and developments

Management remains active in growing the Group's portfolio of hotel and mixed-use properties by acquisition, particularly if these entail a potential for capital appreciation.

Furthermore, other mixed-use properties described in section 7.4 below, earmarked for development in the coming years, are expected to generate positive returns for the Group. Management remains active in the pursuit of new investment opportunities, if available at attractive prices and subject to funding, and in the case of investment through joint ventures, subject to agreeing mutually acceptable terms with existing or prospective partners.

In 2016, the Issuer launched CDI, a development company with a remit to plan and execute acquisitions and developments in the hotel and real estate sector, whether for the Company or third parties. CDI has originated various off-market projects, in cities and resorts such as Moscow, New York, Miami, Rome and Bucharest.

In 2019, CHL acquired a 10% shareholding in GHA. Since the said acquisition, it increased its shareholding in GHA to 13.1% and as at the date of December 2024 its shareholding stands at 11.8% as a result of additional entities becoming shareholders. GHA is a company that owns the Global Hotel Alliance of which CHL has been a member alongside 39 other hotel participant brands in addition to its separate shareholding in the platform. The ownership of GHA comprises founding shareholders Kempinski, Oracle, Pan Pacific, Minor Hotels, and a Small World. GHA has demonstrated impressive growth, adding luxury brands consistently, with a current member base of 40 upmarket and luxury brands or 800 upmarket and luxury hotels in 100 countries, and total discovery members of 28 million. Members within the alliance are members of and have exposure to the Corinthia Brand. GHA provides a low-cost full-service loyalty program, GHA DISCOVERY, on a unique multi-brand technology platform, allowing brands to retain loyal customers and attract new business from members enrolled by other brands around the world.

In 2024, IHI entered into a partnership with Kuwaiti-based conglomerate Action Real Estate Company to explore development and investment opportunities for luxury hotels and real estate at prime locations in the Americas and beyond. Action Real Estate Company, whose chairman is Sheikh Mubarak A. M. Al Sabah, is a diverse group with interests ranging from oil services to hospitality.

In 2025, CREV, a wholly owned subsidiary of IHI, was established with a view to consolidating the Group's real estate and development expertise within a dedicated corporate structure. CREV's principal activity is to identify, evaluate and execute real estate acquisition and development opportunities, and to manage and deliver projects on behalf of investors internationally. Since its inception, CREV has originated projects in Turks & Caicos, Beverly Hills and Los Cabos, Mexico. While its projects might not be fully realised, its ability to tap into real estate opportunities and raise external funding from renowned institutional investors worldwide provides a strong foundation for the company's future growth.

Management contracts

The Group has increasingly focused to expanding the provision of management services and the Corinthia Brand to third-party hotel developers and owners. When originally set up, CHL's activities were limited to the management of hotels that were owned by the Corinthia Group. In recent years, however, CHL has signed hotel management agreements with third-party owners to operate hotels in, *inter alia*, Bucharest, Doha, New York, Riyadh, Como, Chengdu, Dubai and the Maldives. CHL continues to actively pursue the negotiation and conclusion of a number of management agreements with third party hotel owners and it is expected that this company shall accelerate its growth path significantly in the forthcoming years. The Group's objective is to further expand the number of hotels, in Europe and internationally, operated under the Corinthia Brand.

Where attractive opportunities arise, the Group, through CHL, will seek to expand its portfolio of hotels under the Corinthia Brand by entering into agreements to manage hotels for third party owners. Management believes that the strength of the Corinthia Brand, its reservation system and online presence, and the quality of its existing operations, place it in a good position to establish such relationships, which are expected to gather momentum in the short to medium term. This diversification is aimed at improving the Group's profitability, cash generation capabilities and return on investment, as well as reducing the overall risk profile of the Issuer.

Further information on the most recent management agreements can be found in section 7.4 of this Base Prospectus.

Asset divestment

The Group's strategic plan also comprises the divestment of assets located in secondary markets and that have achieved their mature stage of development, to maintain appropriate levels of cash flow, to fund future growth opportunities and, or to create value for shareholders. In line with this strategy, IHI put the Corinthia Hotel Lisbon on the market and, further to the entry into a framework agreement on 31 December 2025, on 1 April 2026, IHI sold a 72% share in the Corinthia Hotel Lisbon to Orion Real Estate Fund VI, an experienced investor in the European hotel sector, subsequent to which IHI holds a 28% shareholding interest in the hotel. The real estate asset and its operating business were valued at €150 million. The net proceeds to IHI totalled to €90 million, after taking into account IHI's €18 million investment in the joint venture, the repayment of existing IHI debt secured by the Corinthia Lisbon property, and other balancing amounts. IHI has determined to allocate these funds towards the full repayment of other IHI Group loans, the payment of a dividend, and to consider other investments in furthering the worldwide expansion of the IHI Group and its Corinthia Brand.

The Group had previously put the Corinthia Hotel in Prague on the market. The sale of this property had almost been completed, however the deal had come to a halt due to the pandemic. The Group has since deferred a potential sale until a lowering of interest rates translates into healthy valuations which would exceed book values. In the interim, as from 1 April 2024, IHI entered into a short term 5-year lease of the property with a third-party local specialist operator and secured an appropriate return on this investment whilst retaining the right to terminate early in the event of a sale. IHI will kickstart the process in 2026 to explore opportunities in the market in this respect.

Moreover, the Group has recently completed the refurbishment of seven premium apartments, collectively known as Pinheiro Chagas Residences, situated in an affluent residential area in central Lisbon. The apartment block was acquired at the same time as the Alfa Hotel (now the Corinthia Hotel Lisbon) and have since been meticulously transformed into a luxury apartment block at an overall cost of *circa* €1.2 million. As at the date of this Base Prospectus, all seven apartments have been sold at a cumulative value of *circa* €6.5 million.

Acquisition of intellectual property

During 2018, CHL acquired rights to use the Corinthia Brand in all respects. The acquired rights are in addition to the rights previously held by IHI on the acquisition of the Corinthia Brand in 2010. As at 31 December 2025, the Corinthia Brand is recognised in the statement of financial position as an intangible asset amounting to €19.6 million.

IHI has taken active steps to protect the significant goodwill that has become inherent in the Corinthia name and has registered its intellectual property rights in several jurisdictions. The Corinthia Brand acquisition has proved to be an important part of the Group's strategy to capitalise on the re-positioning of the Corinthia Brand as a global luxury hotel brand.

Moreover, the Group has decided to expand into the upper 4-star and lower 5-star segment through the rollout of the Verdi Hotels brand. In 2022, CHL announced the launch of a second brand within its portfolio. The first Hotel Verdi to open its doors was a LAFICO-owned 106-room hotel (the Verdi Gzira Promenade) situated opposite Manoel Island in Gzira, Malta. Furthermore, over the course of 2024 and 2025, the Marina Hotel St George's Bay, the Aquincum Hotel Budapest, Panorama Hotel Prague and Ramada Plaza Tunis were rebranded and relaunched as Verdi St George's Bay, Marina, Verdi Budapest, Aquincum, Verdi Prague and Verdi Tunis respectively. With the opening of the Corinthia Hotel London in 2011, CHL had the opportunity and need to rationalise its portfolio and it was decided that the Corinthia brand should be positioned at a luxury level and, as a result, hotels would retain the Corinthia branding only if certain criteria could be met. This therefore also required a process of de-flagging (e.g., Marina, Aquincum, Prague) and reflagging (e.g., Ramada Plaza Tunis, Marina, and Aquincum have all been rebranded as Verdi hotels, while the Prague Hotel has been de-flagged and leased to a local operator).

In November 2024 the Group took over the management of the 263 Vivaldi Hotel, a four-star hotel situated at Triq Dragonara, St. Julians, Malta, on a white label basis.

7.3 ESG Strategy

The Group has further taken a strategic decision to intensify and holistically coordinate its sustainability efforts and has thereby introduced a new role in 2022: Head of Sustainability. The Head of Sustainability is responsible for building on the Group's sustainability policies and initiatives, whilst creating a consolidated, structured, and measurable approach towards fulfilling the Group's ESG obligations. This role will be fundamental for the Group to develop a sustainability strategy, covering all areas of organisational conduct by developing a framework within which action plans will be established for each business unit, and a methodology for the measurement of progress will be introduced. In 2023, the Group set up a Sustainability Committee comprising of representatives of all major internal stakeholders. The Committee, together with the Head of Sustainability, identified easily attainable opportunities and set up a number of focus groups (F&B, drinking water, low energy rooms and waste) to investigate and take actions in this regard. The activities of these focused groups resulted in the following:

(i) food waste monitoring trial using camera recognition with AI technology;
(ii) internal bottling of drinking water for a restaurant as a trial;
(iii) development of waste conversions methodology to align waste reporting; and
(iv) cooking oil filtering trial, which is now being adopted in other hotels.

Overall, the Head of Sustainability is responsible for driving the Group's sustainability agenda, ensuring that sustainability is embedded in the Group's culture and operations to deliver tangible results that contribute to a more sustainable future. The aim is to have a comprehensive, realistic, modern strategy that would serve as a road map for the Group's sustainability journey. As a living document, the strategy is subject to periodic reviews to take into account and adapt to the ever-changing geopolitical, economic, regulatory, environmental, and operational landscapes. This adaptable approach ensures that the Group's sustainability efforts remain relevant and effective, paving the way for a sustainable future.

7.4 Management Contracts under the Corinthia Brand

As further explained in section 7.2 of this Base Prospectus, alongside the management of hotels owned and, or leased by the Group, the Group, through CHL, has expanded its activities to include the provision of management services under the Corinthia Brand to third party hotel developers and owners. CHL is a full-service management company with in-house skills and capabilities supporting the Corinthia Brand and operations. It has a track record of driving performance improvements across the Corinthia Group's existing assets, and assets owned by third parties. It ensures consistent service levels and performance across the properties and is scaled to support future growth of Corinthia.

CHL's management contracts are entered into and structured for a term ranging between 20 and 25 years, with key commercial terms including management fees based on total turnover, marketing and reservation fees based on room revenue, and incentive fees based on total turnover. It is an efficient use of capital and resource with minimal capital outlay required for each new management contract and a cost-effective way to gain in-depth knowledge of various markets.

The most recent management contracts of the Group are described hereunder:

(a) Corinthia Bucharest

In March 2018, CHL entered into a management agreement with the owners of the property formerly known as the Grand Hotel du Boulevard to manage the Corinthia Hotel Bucharest once redeveloped. The hotel has since been refurbished by its property owners, with IHI's involvement, through QP, which was engaged to manage the refurbishment project in all technical aspects. The hotel features 30 luxury suites as well as the fully restored Grand Ballroom and various dining and leisure venues. On 24 March 2025, CHL officially commenced operations at the Corinthia Hotel Bucharest.

(b) Corinthia Hotel & Residences Doha

In October 2020, CHL entered into an agreement with UDC, the Qatari owner and master developer of The Pearl in Doha, an offshore collection of reclaimed islands on which a spectacular city comprising commercial, yachting, hospitality, social and residential developments are now largely complete and occupied, save for one island, the Gewan Island, to be managed and operated as a luxury Corinthia hotel resort. CHL has been entrusted to guide the design development and eventually manage a series of properties on Gewan, including a Corinthia Hotel, Golf Club, Beach Club, Yacht Club, residential villas for sale and more recently, on the main island of the Pearl. The Corinthia Hotel resort will be built on a site having an area of 13,000m². The development will also include luxury branded villas, a golf course, and a beach and yacht club, all of which will be managed by CHL. CHL has a team on the ground including a General Manager and is of late focused on the Yacht Club, which opened its doors in October 2022. Construction works are now focused on the adjoining 100-room Corinthia Hotel and beach club, as well as the completion of 18 branded villas being sold with the hotel. The villas were completed in 2024 and an opening target date for the hotel has been set for the end of 2026.

On 5 March 2024, CHL entered into a technical services and pre-opening agreement with UDC to develop a property situated on the Pearl Qatar (known as "VB-25") situated in Viva Bahriya near to Al Mutahidah Towers, on which it intends to construct and finish the Viva Bahriya Tower 25 on a plot area of 7,180m² being a development that will consist of *circa* 170 serviced apartments, restaurants, lounges, amenities, back-of-house, landscape, car parking, common areas to be managed by the operator under the Corinthia Brand. UDC has mandated QP to assist the owner, its architects, engineers and consultants in the architectural design, interior design, structural engineering, and building services engineering and cost management of VB-25.

(c) The SURREY, a Corinthia Hotel

In April 2021, a subsidiary of CHL incorporated in Delaware (CHL Surrey, Inc.) entered into a hotel management agreement in relation to a building redeveloped into a 100-room ultra-luxury hotel in downtown New York City. The hotel opened in October 2024 following extensive refurbishment resulting in 70 guest rooms, 30 suites, and 14 luxury residences all of which have been sold and are serviced by the hotel. The hotel officially opened in October 2024, having released a portion of its guest rooms and partnered up with Casa Tua for the club and restaurant offering. The full complement of 100 bedrooms was achieved in March 2025, and the finishing touches on the sold 14 residences was completed in March 2025.

In terms of the hotel management agreement, entered into for an initial term of 25 years from the commencement of operation, subject to an extension, CHL has been appointed as the sole and exclusive manager of the hotel to provide management services and to supervise, direct and control the operation and the marketing of the hotel. Pursuant to the agreement, CHL was required to make a payment of a premium of $12 million, $8 million of which was financed through a bond issue pursuant to a prospectus dated 28 October 2021.

(d) Corinthia Hotel Riyadh

On 17 November 2022, CHL entered into a technical and pre-opening services agreement and a 20-year hotel management agreement with Diriyah Gate Company Limited ("**DGCL**"), a company incorporated under the laws of the Kingdom of Saudi Arabia and committed to delivering the Diriyah Gate development project. Diriyah Gate is a $20 billion heritage and tourism project spearheaded by Diriyah Gate Development Authority. The development will be home to 100,000 people and aims to attract 25 million visitors annually. It will comprise museums, shopping, restaurants and hotels and will be a world-class hub for education, recreation, culture, retail and hospitality. DGCL is fully owned by the Saudi Arabia Public Investment Fund, the government of Saudi Arabia's sovereign wealth fund, which has made a commitment to inject into DGCL funds to ensure that DGCL can fulfil its commitments and obligations, including the Diriyah Gate development, which, amongst other hotel developments, includes the Corinthia Hotel Riyadh. The Corinthia Hotel will be an ultra-luxury venue, located on the main luxury shopping street of the newly redeveloped historic city and surrounded by several other luxury hotels. The Corinthia property will have a built-up area of 28,662m² spread across three basements and three floors above ground level and which will comprise approximately 85 hotel rooms and suites and ten Corinthia branded residences which will have access to hotel services. A target opening is set for 2027.

(e) Corinthia Hotel Maldives

In May 2023, CHL entered into a technical and pre-opening services agreement and a hotel management agreement in relation to a resort to be built on a lagoon known as Lagoon 19 located in Kaafu Atoll, Maldives, which agreement was amended and restated in 2024 and 2026. Works on the first phase of the reclamation of the development of the resort have been completed. The resort, which received approval from the Maldives Ministry of Tourism in August 2024, is to be known as the Corinthia Maldives, and will feature a mix of 63 beach and water villas structured as an island resort extending on a main island of *circa* 150,000m², reclaimed over a submerged atoll, in proximity of Male. Upon its anticipated opening in December 2028, the resort will consist of an aquatic-inspired architecture with the main pavilion and independent water-edge villas on the main island and wellness facilities on the smaller island. The resort will include multiple restaurants operated with internationally renowned brands, water sports and jetty access, staff accommodation, and full ancillary supporting facilities.

(f) Corinthia Hotel Dubai

In November 2024, CHL entered into a technical and pre-opening services agreement and a hotel management agreement in relation to the development and eventual operation of a Corinthia branded city hotel that will comprise 125 rooms, 96 branded apartments, including multiple food and beverage facilities, spa and gym, and a signature roof top club & restaurant, situated within the Dubai International Financial Centre. Development works are set to commence, and the target opening is set for 2028. In August 2024, QP was engaged as project manager and eventually further engaged as interior designer in September 2024 to support the transformation of the Dubai hotel and branded residences development for the owner.

(g) Corinthia Lake Como

In November 2025, CHL entered into a technical and pre-opening services agreement and a hotel management agreement with RoundShield, the European private credit and tactical opportunities platform of Harrison Street and a leading global investment manager, in relation to a resort to be developed in Lake Como, Italy. The resort, to be known as the Corinthia Lake Como, will be constructed adjacent to the grounds of Italy's second-oldest golf course, in the alpine village of Menaggio, and will feature 58 guestrooms, three branded residences, spa and wellness facilities and multiple dining experiences, and access to the golf club. The redevelopment and asset management of the project will be carried out by Kervis SGR S.p.A. on behalf of the Putter Fund, which is fully invested and controlled by a RoundShield entity. Construction is expected to commence following receipt of final planning approvals, with operations targeted to begin in late 2028.

(h) Corinthia Chengdu & Residences

In February 2026, CHL entered into a technical and pre-opening services agreement and a hotel management agreement with the owner of the site, Chengdu Shilong Industry Co., a company incorporated under the laws of China and engaged in real estate and development and operations, for the development and management of a new project comprising approximately 150 guestrooms and suites and 60 branded residences in Chengdu, China. The hotel will occupy a new 225 sqm mixed-use tower located in the city's Gaoxin District, within the high-tech South Central Activity Zone. The hotel is owned principally by Zangge Mining Co, Ltd and its main business sectors are mining resources, production and sale of potassium chloride, production and sale of battery-grade lithium carbonate, and investment in trading businesses. Construction has commenced and operations are targeted to begin in late 2032.

8. TREND INFORMATION AND FINANCIAL PERFORMANCE

8.1 Trend Information

Geopolitical tensions in the Middle East are likely to produce mixed effects on the hospitality sector in 2026. In the immediate term, some European markets (including the United Kingdom) could benefit as travellers avoid the region and redirect leisure travel to locations perceived as stable and safe, potentially supporting hotel occupancy and room rates across key markets. At the same time, heightened tensions may result in higher oil and jet fuel prices, raising airfares and disrupting international flight routes that transit Middle Eastern airspace. Such factors could reduce long-haul tourism and lead to more volatile booking patterns. Overall, while certain European markets may experience short-term gains from redirected travel demand, prolonged instability could dampen international travel.

Save for the matter disclosed hereinabove, there has been no material adverse change in the prospects of the Issuer since 31 December 2025, being the date of its last published audited financial statements, to the date of this Base Prospectus.

There has been no significant change in the financial performance of the Group since 31 December 2025, being the end of the last financial period for which financial information has been published, to the date of this Base Prospectus.

The following is an overview of the most significant recent trends affecting the Issuer and the major markets in which the Group owns, leases and operates hospitality assets:

(a) Belgium[1]

The Belgian economy grew by 1% in 2025, mainly driven by robust private consumption. However, investment slowed down and the contribution of net exports remained negative. Real GDP increased by 0.2% in the first quarter of 2026. However, decreasing consumer confidence points to a slowdown in the second quarter of 2026.

Private consumption is expected to weaken over the 2026-2027 forecast period, reflecting reduced purchasing power stemming from higher inflation and lower growth in social benefits. The saving rate is set to remain stable at 12% of disposable income in 2026 and 2027. Investment is projected to grow modestly, weighed down by tighter financial conditions, uncertainty stemming from geopolitical tensions, and the surge in energy prices. Household investment is expected to decline further in 2026, as building permits continue their downward trend. Exports are expected to slightly recover as of 2026. At the same time, imports are also projected to pick up, in particular due to defence-related deliveries. As a result, net exports are set to continue contributing negatively to GDP also in 2027. Overall, real GDP growth is projected to decelerate to 0.7% in 2026, before increasing to 0.9% in 2027.

Employment is forecast to increase gradually over the 2026-2027 forecast period, underpinned by reforms aimed at extending careers, through the pension reform, notably the bonus-malus system, and reintegrating long-term sick employees into the labour market. Unemployment is projected to slightly increase to 6.6% in 2026, from 6.2% in 2025, before declining to 6.5% in 2027, as the

[1] **Source**: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en

two-year cap on unemployment benefits duration is expected to increase the number of active job-seekers. Wage growth is set to moderate over the 2026-2027 forecast period, mainly due to more stable inflation compared to previous years and the cap on the indexation of higher wages.

Headline inflation, based on the Harmonised Index of Consumer Price ("HICP"), is projected to rise from 3% in 2025 to 3.4% in 2026. Energy inflation is expected to rise as a result of the conflict in the Middle East. Services inflation is set to remain elevated, fuelled by rising prices for service vouchers, higher university tuition fees, and VAT increases on certain products. HICP inflation is projected to ease to 2.6% in 2027 as energy and non-energy industrial goods prices are expected to decelerate. However, this slowdown is forecast to be partly offset by higher services prices.

In 2025, the general government deficit increased significantly to 5.2% of GDP, up from 4.4% in 2024. This was driven by a strong decline in revenues, mainly from income and wealth taxes, in combination with higher expenditure in particular on defence and social benefits. The deficit is projected to stabilise at 5.2% of GDP in 2026 mainly due to measures taken by the federal and regional governments to contain spending and increase revenue. Higher expenditure on defence and interest payments is expected to partly offset reductions in current spending on social benefits, subsidies, and public sector wages. The decrease in current spending stems from a range of reforms and consolidation measures targeting pensions and labour market reintegration. At the same time, revenue as a percentage of GDP is projected to increase as a consequence of fiscal measures on VAT, capital gains tax, and financial sector taxation.

In 2027, the deficit is forecast to widen again to 5.4% of GDP, driven by higher expenditure. The decline in other current revenue and capital transfers following the end of the Recovery and Resilience Facility ("RRF") is mirrored by lower expenditure. On the revenue side, various measures broadly offset each other. In terms of expenditure, the expected increase in defence spending and interest payments is only partially offset by a decline in intermediate consumption and public sector wages. The latter reflects slower growth in public sector employees and the partial wage indexation. Defence spending is projected to increase gradually from 1.4% of GDP in 2025 to 1.8% in 2027, taking into account the delivery timelines for military equipment.

General government gross debt stood at 107.9% of GDP as at the end of 2025. The structurally high general government deficits are the main driver of the projected increase in the debt-to-GDP ratio to 112.8% by 2027.

(b) Czech Republic[2]

Czech Republic's real GDP grew by 2.6% in 2025, driven by both domestic and external demand. Growth is expected to slow down to 1.8% in 2026, under the impact of the energy price shock and a negative contribution from net exports. However, growth is projected to pick up to 2.4% in 2027, supported by solid household and government consumption, investment, and improvements in the contribution from net exports.

Household consumption was the main driver of growth in the second half of 2025, and this trend is set to continue over the 2026-2027 forecast period. Consumer confidence has improved markedly since April 2025, but was impacted by increased uncertainty and higher energy prices in April 2026. Despite these recent developments, household consumption is forecast to expand by close to 3% in both 2026 and 2027, supported by further growth in real wages and a gradual decline in households' saving rates. In 2025, household consumption surpassed 2019 levels for the first time, following a protracted decline during the COVID-19 pandemic and the energy crisis between 2021 and 2022. Household saving rates are projected to gradually moderate, but will remain well above the historic average, due to elevated consumer uncertainty as well as to structurally larger asymmetries in the distribution of disposable income. Investment is expected to contribute positively to growth, expanding at a brisk pace in 2026 and 2027 following an increased absorption of EU funds, recovery in residential construction, and higher demand, both domestic and foreign-based, in some industrial segments.

Exports are expected to grow in 2026 and 2027, driven by fiscal expansion and higher defence spending in some key trading partners. At the same time, US tariffs, higher energy costs, and economic uncertainty are expected to weigh on export growth, especially in 2026. The strong expansion in domestic demand is expected to lead to rapid imports growth, resulting in a negative contribution of net exports to economic growth in 2026, before turning slightly positive in 2027.

The unemployment rate is projected to pick up gradually, from 2.8% in 2025 to 3.2% by 2027, though it will remain among the lowest in the EU. The recent structural changes affecting the Czech economy are reflected in employment, with higher female participation and employment in services, matched by a decline in manufacturing employment. Nominal wage growth is projected to remain markedly above inflation but is expected to gradually decline, from the 6.5% recorded in 2025 to 5.5% in 2026 and 4.9% in 2027.

HICP inflation is projected to accelerate, from 2.3% in 2025 to 2.7% in 2026, and 2.8% in 2027. The energy price shock is pushing inflation higher, directly impacting energy inflation and subsequently passing through to the other HICP components. In 2026, price increases in transport fuels and gas are expected to outweigh the decline in electricity prices due to the government taking over the payment of the renewable energy fee from consumers. Energy inflation is expected to accelerate in 2027, due to a delayed pass-through to consumer prices. Services inflation is projected to moderate in 2026, reflecting the slowing wage growth, following the same trend in 2027. Core inflation excluding energy and food is forecast above HICP inflation in 2026, at 3%, before edging down to 2.5% in 2027.

General government deficit increased marginally to 2.1% of GDP in 2025 from 2% in 2024, on the back of higher employee pay and increased government subsidies for renewable energy sources, partially offset by higher GDP growth. Public investment increased in 2025 as percentage of GDP, supported also by the completion of projects financed by the EU. The budget deficit is forecast to increase to 2.8% of GDP in 2026, turning the fiscal stance from neutral to expansionary. The revenue-to-GDP ratio is projected to decrease, reflecting the full phase-out of the tax on energy companies' windfall profits. Expenditure is set to stay

[2] **Source**: European Commission, Directorate-General for Economic and Financial Affairs, 'European Economic Forecast, Spring 2026', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en

broadly unchanged as a percentage of GDP, with the growth of social benefits stabilising due to reduced pension indexation, while government employee salaries are expected to rise in line with nominal wage increases. The untargeted temporary reduction in excises on diesel taken in response to the outbreak of the war in the Middle East amounts to less than 0.1% of GDP in 2026.

The deficit is expected to rise to 2.9% in 2027. The revenue-to-GDP ratio is set to decline on the back of decreasing capital transfers from the EU, broadly offset by a decline in spending on social benefits and public investment. Public debt remains low compared to the EU average, as debt-to-GDP ratio is forecast to rise from 44.3% in 2025 to 47.2% by 2027, driven by the negative primary balance, partly offset by GDP growth.

(c) Hungary[3]

Real GDP growth stood at 0.5% in 2025, supported by strong consumption which benefited from substantial wage increases and a decline in household savings. In contrast, investment declined, and exports remained sluggish due to the weak performance of manufactured goods and business services. Economic activity increased in the first quarter of 2026 by 0.8% quarter-on-quarter, due to an increase in industrial production and sustained strong performance of services.

GDP growth is forecast to gain momentum in 2026 and 2027, to 1.8% and 2.1% respectively, underpinned by domestic demand and exports, as well as improved confidence. Consumption is expected to remain a key growth driver in 2026, supported by strong wage growth and fiscal measures. However, consumption is set to moderate in 2027 as wage growth slows down.

Investment is set to gradually recover and increase by 3.9% in 2027, driven by public investment and a pick-up in construction, supported by elevated housing demand and improving business sentiment. Export growth is projected to increase, boosted by the launch of assembly facilities in the automotive industry and the expected recovery in external demand. At the same time, elevated energy prices are set to deteriorate the terms of trade in 2026, and the current account balance is forecast to shift from a surplus of 1.7% of GDP in 2025 to a deficit of 0.2% in 2026 before returning to surplus again, of 0.5% of GDP, in 2027.

The unemployment rate declined marginally to 4.4% in 2025, from 4.5% in 2024, although the number of job vacancies fell. The unemployment rate is forecast to remain stable over the 2026-2027 forecast period, as labour hoarding decreases in line with the economic recovery. Nominal wage growth is set to remain elevated in 2026, driven by an 11% increase in the minimum wage, wage hikes in the public sector, and an overall tight labour market. However, wage growth is expected to moderate in 2027 as the one-off public-sector wage hike fades out.

HICP inflation averaged 4.4% in 2025, compared to 3.7% in 2024, with HICP excluding energy and food reaching 5.9%. However, by March 2026, HICP inflation declined to 2.1% owing to a decline in food inflation, modest repricing of services, and fuel price regulations which limited the impact of rising oil prices due to the conflict in the Middle East. Moreover, inflationary pressures from strong domestic demand and high wage growth were largely offset by currency appreciation. As such, HICP inflation is forecast to decrease to 3.1% by 2027, from the forecast of 3.2% in 2026, driven by the moderation of energy prices and easing wage pressures.

The budget deficit narrowed from 5.1% of GDP in 2024 to 4.7% in 2025, largely due to falling interest expenditure, reflecting lower coupons on inflation-linked bonds, and cuts to public investment. In 2026, the deficit is projected to widen to 6.2% of GDP, driven by new measures targeting households and expenditure slippages. Income tax revenue is expected to decline due to the continued phasing-in of the personal income tax exemption for mothers and an increase in the family tax allowance, totalling an estimated 0.6% of GDP. In addition, the gradual introduction of a 14th month pension and new housing support measures for households and public workers are expected to increase the deficit by around 0.5% of GDP.

Further public sector wage increases, along with bonuses for military and law enforcement employees paid in January 2026 that are estimated at 0.5% of GDP, are projected to drive continued strong public wage growth. Current expenditure overruns should further add to the deficit. These are expected to be only partially offset by the extension of sectoral taxes on windfall profits into 2026 and an increase in the bank tax. Public investment is projected to increase after two years of decline. Overall, the fiscal stance is expected to be strongly expansionary in 2026.

In 2027, the deficit is projected to remain elevated at 5.8% of GDP, in part due to the increasing cost of already legislated income tax measures and the 14th month pension, alongside the expiry of sectoral taxes. Interest expenditure is projected to remain broadly stable as a share of GDP. As such, the fiscal stance is projected to be contractionary in 2027 relative to 2026.

The debt-to-GDP ratio is projected to increase over the 2026-2027 forecast period, from 74.6% in 2025 to 76.8% by 2027. The forecast increase to 75.1% of GDP in 2026 reflects the large deficit but is almost counterbalanced by the revaluation of foreign-denominated debt due to recent currency appreciation. In 2027, a stronger increase is forecast on the back of the persistently high deficit.

(d) Italy[4]

In 2025, real GDP grew by 0.5%, driven by a robust expansion in domestic demand but held back by foreign demand. Household consumption rose by 1.1% on the back of strong employment and wage growth, while investment grew by 3.5%. Residential construction activity contracted further, following a sharp decline in 2024, due to the protracted phasing out of tax credits for housing renovation. In contrast, non-residential construction and investment in equipment and intangibles rose steadily, buoyed by RRF funding. Growth in imports of goods and services outpaced that of exports, particularly in goods trade.

The conflict in the Middle East is expected to affect all components of demand. Private consumption is set to decelerate, owing to a reduction in real disposable income, despite a slight drop in the saving rate. Investment growth is projected to slow compared to 2025, as housing construction falls slightly. The RRF continues to support investment in infrastructure and equipment, although

[3] **Source**: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en
[4] **Source**: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en

the latter is set to be dampened by geopolitical tensions and rising interest rates. The impact of US tariffs and disruptions in some export markets due to the conflict in the Middle East is anticipated to further upset the goods export outlook while reducing imports. Net exports are thus expected to subtract from GDP growth over the 2026-2027 forecast period, albeit less than in 2025.

In 2027, real GDP is forecast to accelerate slightly to 0.6%, from the forecast 0.5% in 2026, as the inflationary shock eases and trade flows increase. Private consumption growth is expected to remain subdued, while investment is expected to be constrained by a slowdown in construction activity and equipment purchases following the expiry of the RRF. Net exports are set to contribute positively to GDP growth, as exports increase in line with foreign demand and imports, particularly of investment goods, decelerate.

Employment growth slowed in 2025 and is projected to remain modest over the 2026-2027 forecast period. With declining working-age population and stabilising participation rates, the unemployment rate is set to fall further to 5.7% in 2026 and 2027 from 6.1% in 2025. Wage growth is expected to moderate to below 3%, as renewed inflationary pressures are not fully passed through to wages, amid softening labour demand and the lagged, partial indexation of wage contracts.

The sharp monthly increase in energy prices as from March 2026 is expected to quickly pass through to other goods and services, driving HICP inflation to 3.2% in 2026 from 1.7% in 2025. However, the assumed moderation of energy commodity prices over the 2026-2027 forecast period is expected to bring HICP inflation below 2% in 2027, even as food and services inflation remains elevated.

In 2025, the government deficit declined to 3.1% of GDP, down from 3.4% in 2024. This improvement reflects an increase of 30 basis points of GDP in the primary surplus, which reached 0.8% of GDP, while interest expenditure remained stable at 3.9% of GDP. The strengthening of the primary balance was mainly driven by higher current revenues. In particular, a rise in social security contributions followed the 2025 changes to the tax wedge, which replaced the cuts in employee social security contributions with a permanent reduction in personal income taxation. Despite these changes, income tax revenues continued to grow, supported by favourable labour market conditions, alongside increased tax revenues from financial assets and VAT. At the same time, capital expenditure exceeded expectations, with investment spending reaching 3.8% of GDP, supported by the implementation of RRF projects, subsidies for firms' green and digital investments, and spending on housing renovation tax credits, which amounted to 0.4% of GDP, significantly higher than anticipated by the government (0.05% of GDP).

In 2026, the deficit is projected to narrow marginally, to 2.9% of GDP. Interest expenditure is set to increase by 30 basis points of GDP, due to rising yields, particularly on inflation-linked bonds. Tax revenues are expected to increase in line with nominal GDP. The 2026 budget introduced changes to income taxation, including a further cut to the labour tax wedge for middle income earners, to be fully compensated by increases in taxes for financial institutions and insurance companies. On the expenditure side, the decrease in subsidies to investments is partially compensated by further public investment, strengthened by RRF funds, and primary current expenditure. The energy support measures introduced before 4 May 2026 – amounting to 0.06% of GDP – have been entirely financed by budgetary savings.

The deficit is projected to remain stable at 2.9% of GDP in 2027. The lagged effects of higher inflation are expected to push up current expenditure, particularly on pensions, while the phase-out of RRF-related projects will lead to lower capital expenditure.

The government debt-to-GDP ratio is set to reach 139.2% by the end of 2027, from 137.1% in 2025. The increase is driven by a debt-increasing interest-growth-rate differential and large stock-flow adjustments related to the housing renovation tax credits affecting the deficit in previous years, while the debt-reducing impact of primary surpluses remains limited.

(e) Libya[5]

Libya's economic performance during the first nine months of 2025 has been marked by a strong rebound in overall GDP driven primarily by the recovery and expansion of the oil sector. Following the 2024 Central Bank of Libya crisis – which triggered a sharp contraction in oil GDP and a slowed overall GDP growth – oil production surged during the first nine months of 2025, averaging 1.3 million barrels per day, an increase of 17% year-on-year. With the strong performance in oil activity, the non-oil sectors remained robust, supported by both private and public consumption. Despite persistent structural, security, and political challenges, these trends reflect the positive impact of increased investments and ongoing maintenance in oil projects, alongside gradual improvements in security conditions.

On the fiscal front, public finances have shown improvement, with the Government of National Unity's fiscal surplus widening to 3.6% of GDP during the first nine months of 2025, compared to 0.7% in the same period of 2024. This was achieved despite softer oil prices, as higher oil production and the April 2024 devaluation of the Libyan dinar boosted hydrocarbon revenues by 33%, offsetting declines in tax revenues. However, public expenditure continued to rise, driven by increases in the wage bill and subsidies, while capital spending declined sharply. In the external sector, the merchandise trade surplus contracted by 16% in the first half of 2025, reflecting lower oil export receipts and higher imports, particularly for development and reconstruction projects.

Looking ahead, the economy is projected to register strong growth in 2025. Real GDP is projected to grow by 13.3% in 2025, driven primarily by the boost of oil sector activities by 17.4%, and moderate to 3.5% in 2026 and 3.9% in 2027 as oil output stabilises. The non-oil GDP is also expected to remain robust, growing by 6.8%, supported by resilient private and public consumption. The fiscal position is anticipated to improve, with the fiscal surplus reaching 3.8% of GDP in 2025 and averaging 3.5% in the medium term. Meanwhile, the current account deficit is expected to narrow to 2% of GDP in 2025, before returning to a surplus of 3% by 2027 as oil receipts recover.

However, the outlook faces significant downside and upside risks. The main challenges stem from persistent political fragmentation, institutional divisions, and the absence of a unified national budget, all of which undermine macro-fiscal management and economic stability. Externally, a sharper-than-expected slowdown in global growth or further declines in oil prices could adversely affect fiscal and external balances. Conversely, improvements in political stability or a recovery in global oil demand could boost economic prospects. In the medium term, the primary challenge remains diversifying the economy and reducing dependence on hydrocarbons, while climate-related shocks and regional instability add further layers of risk to Libya's economic trajectory.

---

[5] **Source**: World Bank Group, 'Libya Economic Monitor: Setting the Path Towards Accountability and Transparency in Public Financial Management', 1 November 2025, available at: https://openknowledge.worldbank.org/server/api/core/bitstreams/86fffd45-7610-4a69-bb3c-9fa1dbfa6664/content.

(f) Malta[6]

Following a 4% expansion in 2025, real GDP is expected to grow by 3.7% in 2026, despite heightened economic uncertainty. This growth is driven by robust private and public consumption, and is further underpinned by a solid performance in key export sectors.

Malta's robust economic performance is rooted in its strong services sectors, such as recreational, professional, IT, and financial services. The contribution of net exports to growth is positive, resulting from large net positive services trade outweighing the negative balance of trade in goods. The growth of the tourism sector outperformed expectations in 2025 and is expected to maintain momentum in 2026, despite the increased geopolitical uncertainty.

As real wages are forecast to continue increasing, private consumption is set to grow by 3.3% in 2026 and 3.5% in 2027. After a strong increase by 5.9% in 2025, government consumption growth is expected to slow down to 4.6% in 2026 and 3.9% in 2027, still providing a notable contribution to GDP growth. After a small contraction in 2025, investment is expected to return to growth by 2% in 2026 and 4% in 2027 on account of stronger public investment. Real GDP growth is forecast to slow somewhat to 3.6% in 2027, reflecting expectations of more pronounced effects of labour shortages and an expected slowdown in external demand.

Employment grew by 3.9% in 2025, underpinned by inflows of foreign workers. This, however, did not lead to decreasing labour shortages, as vacancy rates continued to increase. Employment growth is expected to slow to 3.2% in 2026 and 3.1% in 2027 in line with the moderation in economic activity. The unemployment rate is expected to remain very low at 3%. After the majority of collective wage agreements in the public sector were finalised, the nominal wage growth per employee averaged 4.2% in 2025 and is forecast to moderate to 3.5% in 2026 and 2.1% in 2027.

Inflation is expected to pick up to 2.7% in 2026 after reaching 2.4% in 2025, as the international energy prices shock indirectly drives up transport, food, and services inflation. The direct effect on local energy inflation of global energy prices increases is neutralised by the measures of the Maltese authorities to keep retail energy prices unchanged. HICP inflation is expected to drift lower to 2.3% in 2027.

In 2025, the general government deficit fell to 2.2% of GDP from 3.4% in 2024. This was due to strong government revenue growth, driven by nominal GDP growth and significant tax windfalls. Government expenditure continued to increase significantly, with substantial increases in the government's wage bill and intermediate consumption, as well as a one-off expenditure arising from a court decision.

In 2026, the government deficit is forecast to remain stable at 2.2% of GDP. Weaker growth in income tax intakes is foreseen due to the reduction in personal income tax rates. Government expenditure is expected to continue increasing significantly in 2026, including as a result of the higher cost of energy subsidies. The deficit is set to fall to 2.1% of GDP in 2027, as public sector wage growth is expected to moderate while subsidies and intermediate consumption as a share of GDP are also expected to decrease.

The public debt-to-GDP ratio is expected to stabilise at 46.2% over the 2026-2027 forecast period compared to 45.9% in 2024 and 46.4% in 2025.

(g) Portugal[7]

Portugal's economy faced a series of unexpected shocks at the beginning of 2026, starting with severe storms in January and February, followed by a steep surge in energy prices in March and April. Consequently, the economic sentiment deteriorated and GDP growth slowed from 0.9% quarter-on-quarter in Q4 2025 to a preliminarily estimated standstill in Q1 2026. Although retail sales remained resilient, consumer confidence dropped to a two-year low. However, the business sentiment indicators, particularly in the services sector, regained ground after a dip in January, pointing to the resilience of the economy. Overall, domestic demand continued to contribute positively to growth in Q1 2026, despite the slowdown from the previous quarter, while the contribution of net exports remained negative.

Economic growth is projected to gradually improve in quarter-on-quarter terms over the 2026-2027 forecast period, helped by repair works following the storm damage and the expected peak in the use of RRF funds in 2026. However, elevated energy prices are still set to weigh negatively, particularly in Q2 2026. In full-year terms, growth is forecast to drop only marginally from 1.9% in 2025 to 1.7% in 2026, before rebounding slightly to 1.8% in 2027. Investments are projected to benefit substantially from the RRF cycle in 2026, partly offsetting the negative investment sentiment in the private sector. In 2027, the steep fall in RRF-related investments is projected to be partly offset by a rebound in EU structural funds and improving sentiment in the private sector. The current account surplus is forecast to move very close to a balanced position in 2026 and 2027, as imports are set to continue growing faster than exports while the negative energy price effect in 2026 is only expected to be partly recovered in 2027.

After a strong increase in 2025, employment growth is projected to moderate in 2026, reflecting the weaker economic outlook and slower migration inflows, which are expected to limit labour supply. Wage growth is also projected to slow down but to continue exceeding inflation, as the labour market remains relatively tight amid a record-high employment rate. Despite the country's low job vacancy rate overall, significant labour shortages are reported in construction, IT, and medical services. Unemployment is forecast to edge down from 6% in 2025 to 5.9% in 2026 and 5.8% in 2027. Unit labour costs are set to moderate, broadly in line with developments in main trading partners.

HICP inflation increased from 2.2% in 2025 to 2.7% year-on-year in March 2026 due to a steep rise in international energy prices. The main transmission channel was limited to fuel prices while wholesale electricity prices remained comparatively low in Portugal, benefiting from the high level of water reservoirs and the high share of renewables in the domestic power production. HICP inflation

[6] **Source**: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/document/download/34538512-fff6-451a-8bbc-4c8d60e4d132_en?filename=ip327_en.pdf.
[7] **Source**: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/document/download/34538512-fff6-451a-8bbc-4c8d60e4d132_en?filename=ip327_en.pdf.

is expected to peak in Q2 2026 and to gradually recede afterwards as the spike in energy prices is set to have only a moderate lagged effect on energy-intensive goods and services. In full-year terms, HICP inflation is forecast to reach 3% in 2026 before decreasing to 2.3% in 2027. Core inflation excluding energy and food is set to increase at a slower pace to 2.4% in both 2026 and 2027.

The budget balance in 2025 turned out better than expected, with Portugal recording a surplus of 0.7% of GDP. This outcome was driven by lower-than-initially budgeted capital expenditure, also related to RRF loans, despite a 30 basis points increase compared to 2024. In addition, tax revenues and social contributions each grew by 20 basis points of GDP, benefitting from the sustained economic activity and dynamic labour market, whereas interest expenditure was 10 basis points of GDP lower.

The general government surplus is forecast to slip into a deficit of 0.1% of GDP in 2026 and 0.4% of GDP in 2027. In 2026, the expected decline reflects the impact of government support measures taken in response to the series of storms in January and February. The decline of the general government balance in 2026 and 2027 also results from previously introduced balance-deteriorating measures such as reductions in personal and corporate income tax rates.

Public debt fell from 93.5% of GDP in 2024 to 89.7% of GDP in 2025. Over the 2026-2027 forecast period, the downward trend is projected to continue, albeit at a slower pace. Indeed, public debt is forecast to reach 87.6% of GDP in 2026 and 86% of GDP in 2027 on the back of persisting primary balance surpluses and favourable growth-interest rate differentials.

(h) Russia[8]

Russian economic growth slowed sharply to 1% in 2025, from 4.9% in 2024, as the country's full-scale war in Ukraine increasingly took its toll domestically. Growth slowed in all GDP components, with investment growth down to -0.4%. Accordingly, the Russian economy is by now two-tiered, with a military industrial complex that remains supported by government contracts and has access to preferential lending, while civilian industries are crowded out. Growth in both private and government consumption roughly halved in 2025 compared to 2024. Relatively resilient private consumption in particular was key in preventing an even more marked deceleration in economic activity in 2025, as a persistently tight labour market continued to drive real wage increases. The macroeconomic imbalances that built over the last few years have widened, exacerbated by sanctions from the EU and its allies, as reflected in particular by the deteriorating fiscal situation and rising private debt levels.

High-frequency indicators point to a continued weak performance in the first quarter of 2026. Real year-on-year GDP growth dropped to -0.3% in Q1 2026, after two extraordinarily weak months in January with -1.8% year-on-year growth and in February with -1.1%. The manufacturing Purchasing Managers' Index has remained in contractionary territory since June 2025, decreasing again to 48.1 points in April 2026. Business confidence dropped to its lowest value since late 2022. On the household side, retail sales growth slowed in January and February to around 2%, but picked up again in March at 6.2%, supported by solid real wage growth in early 2026.

The surge of hydrocarbon prices caused by the conflict in the Middle East is set to support Russian GDP through different channels, however, much of the effect of the windfall gains is expected to be muted as structural weaknesses persist. Investment is forecast to start growing slowly again due to improved monetary conditions and the hydrocarbon windfall gains, although most of the latter is expected to be used to meet the established federal budget deficit targets and to reduce the corporate debt burden. Private consumption growth is forecast to moderate further, as wage growth is set to slow despite the oil price boom, and consumer sentiment worsens. Only a slight increase in export volumes is forecast, as oil production is close to potential and limited by OPEC+ quotas. Overall, GDP growth is projected to pick up to 1.3% in 2026 before slowing to 1.1% in 2027.

Partly driven by a 2 percentage points VAT hike, the disinflationary process observed since March 2025 halted in January 2026, when inflation rose 40 basis points to 6% year-on-year, to remain broadly unchanged in February 2026 and March 2026. The labour market remains tight, with average unemployment in 2025 at a historic low of 2.2% and projected to only edge up marginally to 2.4% by 2027. Continued military spending, paired with the projected limited pickup in economic activity due to the increase in oil and gas prices, is set to exert further upward price pressures. First round price effects of the commodity shock are expected to be largely muted due to fuel subsidies. For these reasons the central bank has so far only cautiously cut its policy interest rate, resulting in still high real interest rates. In sum, inflation is expected to stay on its downward trajectory, averaging 5.7% in 2026 and 4.8% in 2027.

Russia ran its largest federal budget deficit since the pandemic in 2025 at 3.2% of GDP, as low global oil prices, a strong Ruble, and Western sanctions weighed on federal oil and gas revenues, which fell by 24% year-on-year. In Q1 2026, oil and gas revenues slumped even more drastically, by 45% year-on-year. The conflict in the Middle East materially changed that situation as Russia's official federal budget for 2026 and 2027 seems more attainable. However, budgeted expenditures in the context of Russia's ongoing war in Ukraine seem unrealistically low and are expected to see upward deviations. In combination, these forces would result in a projected general government deficit of 2.2% for 2026 and 2.8% for 2027, which would cause general government gross debt to increase to 18.9% in 2026 and 21.2% in 2027.

(i) United Kingdom[9]

Real GDP grew by 1.4% in 2025, driven primarily by domestic demand. Gross fixed capital formation expanded by 3.4%, reflecting a pickup in both public and private investment, and public consumption rose by 1.7%. Private consumption was more muted, at 1%, as households continued to rebuild their balance sheets. Net exports subtracted from growth as imports expanded more quickly than exports. The energy price shock that emerged in early 2026 is expected to have a notable but transitory impact on both growth and inflation, as the UK enters this period in a materially different position than in 2022. Gas demand has fallen since the last energy crisis and the transmission into broader electricity prices has been reduced. Moreover, second-round effects on inflation are expected to be low as the labour market has loosened, the output gap is assessed as negative, and the fiscal stance is restrictive rather than supportive, all of which point to demand-side weakness.

---

[8] **Source**: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en

[9] **Source**: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en

GDP growth is projected at 0.7% in 2026. Private consumption is expected to slow to 0.6% as real incomes are weakened by higher energy and food prices. Investment growth is set to moderate to 1.1%, with business investment dampened by persistent uncertainty and weaker external demand. Export growth is expected to slow to 0.7% as external conditions deteriorate, while imports decelerate more sharply in line with the weak domestic demand. Conversely, public consumption is set to continue to support activity, at 1.8%. Growth is projected to recover to 1.2% in 2027 as the energy shock unwinds and household consumption strengthens. The saving rate, which stood at 9.8% of disposable income in 2025, is expected to ease only gradually to 8.4% by 2027, as households remain cautious in the face of elevated inflation and uncertainty.

The labour market continued to loosen through 2025, with unemployment rising to 4.8% from 4.3% in 2024. The unemployment rate is projected to reach 5.2% in 2026, before edging back to 5% in 2027. Employment is expected to contract slightly in 2026, consistent with weaker activity and the continued unwinding of labour hoarding accumulated post-pandemic, growing modestly by 0.3% in 2027. Compensation per employee is projected to decelerate sharply, from 5.7% in 2025 to 2.9% in 2026 and 2.7% in 2027, reflecting easing wage pressures as slack accumulates. Similarly, unit labour cost growth is expected to moderate from 5.9% in 2025 to 2% in 2026 and 1.8% in 2027.

Inflation, as measured by the Consumer Price Index which includes costs of owner-occupied housing ("CPIH"), is projected at 3.2% in 2026, before falling to 1.9% in 2027, reflecting the pass-through of higher oil and food prices. Overall, underlying inflation continues to be sticky as services inflation in particular has shown limited progress in coming down. Furthermore, household inflation expectations have risen markedly recently following the upsurge in the price of oil, thus raising the risk of a slower return to target.

The general government deficit is projected to narrow from 5.5% in 2025 to 4.9% in 2026 and 4.5% in 2027. Frozen personal income tax thresholds provide most of the revenue increase as higher nominal wages push employees into higher tax bands. On the expenditure side, inflation-linked welfare spending is set to rise steadily in 2026, partially offsetting the revenue gains. The energy relief package announced in response to the recent energy shock is expected to be targeted at vulnerable households and materially smaller than the largely universal support measures deployed in 2022. This is consistent with the government's commitment to the fiscal rule and to preserving market confidence after the gilt market dislocation of autumn 2022. Despite the declining deficit, general government gross debt continues to rise, from 102.2% of GDP in 2025 to 103.8% in 2026 and 104.9% in 2027, as primary balances remain insufficient to stabilise the debt ratio at prevailing interest costs.

8.2 Historical Financial Information

The historical financial information relating to the Issuer for the three financial years ended 31 December 2023, 2024, and 2025 as audited by PricewaterhouseCoopers are set out in the consolidated financial statements of the Issuer. The said financial statements were prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board and endorsed by the European Union. Such audited consolidated financial statements are available for inspection as set out in section 23 of this Base Prospectus. The audit reports of these three financial years do not contain any qualification, modification of opinion, disclaimers or emphasis of matter.

Historical financial information covering financial years ended 31 December 2023, 31 December 2024, and 31 December 2025, is being incorporated by reference as per below. The financial information about the Issuer may be obtained from the Issuer's website https://corinthiagroup.com/investors/financial-report/.

	Page number in Annual Report	**Page number in Annual Report**	**Page number in Annual Report**
Information incorporated by reference in this Base Prospectus	Financial year ended 31 December 2023	Financial year ended 31 December 2024	Financial year ended 31 December 2025
Income Statement	FS46 – FS47	FS48 – FS49	FS49 – FS50
Statement of Financial Position	FS48 – FS49	FS50 – FS51	FS51 – FS52
Statement of Cash Flows	FS51 – FS52	FS53 – FS54	FS54 – FS55
Notes to the Financial Statements	FS58 – FS138	FS60 – FS139	FS61 – FS147
Independent Auditor's Report	FS139 – FS150	FS140 – FS152	FS148 – FS168

There were no significant changes to the financial or trading position of the Group since the end of the financial period to which the last annual financial information relates.

8.3 Key Financial Review

The tables and discussion included in this section 8.3 contain certain alternative performance measures (as defined by the European Securities and Markets Authority), including EBITDA (earnings before interest, tax, depreciation and amortisation), which the Group's management and other competitors in the industry use. These non-IFRS financial measures are presented as supplemental information as: (i) they represent measures which the Directors believe may be relevant for certain investors, securities analysts, and other parties in assessing the Group's operating and financial performance, and may contribute to a fuller understanding of the Group's cash generation capacity and the growth of its business; and (ii) they may be used by the Group's management as a basis for strategic planning and forecasting.

With reference to the historical information presented below, EBITDA is equivalent to 'operating results before depreciation and fair value gains /(losses)' as presented in the audited and interim financial statements.

International Hotel Investments p.l.c. Statement of Total Comprehensive Income For the financial year 31 December	2023 €'000	2024 €'000	2025 €'000
Revenue	287,773	306,788	335,340
Costs of providing services	(151,241)	(158,082)	(177,748)
Gross profit	**136,532**	**148,706**	**157,592**
Marketing and administrative expenses	(58,825)	(68,649)	(76,782)
Other operating costs	(17,382)	(17,677)	(18,893)
EBITDA	**60,325**	**62,380**	**61,917**
Depreciation and amortisation	(27,592)	(28,468)	(29,791)
Adjusted operating profit	**32,733**	**33,912**	**32,126**
Adjustments in value of property and intangible assets	5,018	12,434	18,374
Changes in value of indemnification assets	-	-	(968)
Other operational exchange gains / (losses)	(1,246)	812	432
Operating profit	**36,505**	**47,158**	**49,964**
Share of net profit / (loss) of associates and joint ventures	(25)	(15)	332
Net finance costs	(37,488)	(42,689)	(42,096)
Other	(3,118)	(2,112)	1,053
Profit / (loss) before tax	**(4,126)**	**2,342**	**9,253**
Taxation	(7,177)	(3,588)	1,954
Profit / (loss) for the year	**(11,303)**	**(1,246)**	**11,207**
Other comprehensive income / (expense)			
Gross surplus on revaluation of hotel properties	62,495	75,894	8,403
Other effects, currency translation differences, and taxation	(32,736)	(620)	(10,943)
	29,759	**75,274**	**(2,540)**
Total comprehensive income for the year	**18,456**	**74,028**	**8,667**

Statement of Comprehensive Income

In FY2025, IHI generated revenue of €335.34 million, representing an increase of 9.31% over the €306.79 million figure recorded in FY2024. The year-on-year improvement was principally driven by stronger revenue across the Group's main operating segment, hotel operations, where revenue increased by 7.22% to €280.79 million (FY2024: €261.88 million). Project management services, provided by QP, and catering revenue also trended higher, by 30.27% and 6.16% to €13.26 million (FY2024: €10.18 million) and €20.86 million (FY2024: €19.65 million), respectively. Rental income also increased, moving from €12.94 million in FY2024 to €15.65 million in FY2025. Conversely, income from hotel management services drifted marginally lower to €19.05 million compared to €19.47 million in FY2024.

Costs of providing services increased by 12.44%, from €158.08 million in FY2024 to €177.75 million in FY2025. As the increase in costs exceeded the rate of revenue growth, gross profit rose by a more modest 5.98% to €157.59 million from €148.71 million in the prior year.

Marketing and administrative expenses increased by 11.85%, to €76.78 million (FY2024: €68.65 million), whilst other operating costs increased by 6.88% to €18.89 million (FY2024: €17.68 million). As a result, EBITDA decreased marginally by 0.74% to €61.92 million compared to €62.38 million in FY2024. The reported EBITDA performance was materially affected by pre-opening and ramp-up costs relating to the Corinthia Grand Hotel Astoria Brussels and Corinthia Hotel Rome.

Depreciation and amortisation increased by 4.65% to €29.79 million (FY2024: €28.47 million).

Operating profit increased to €49.96 million from €47.16 million in FY2024, representing year-on-year growth of 5.95%. This improvement was driven by the higher positive adjustment in the value of property and intangible assets, which amounted to €18.37 million compared to €12.43 million in FY2024. The FY2025 fair value adjustment comprised €13.30 million in relation to Grand Hotel Prague Towers, €4 million in relation to the Tripoli Commercial Centre, and €1.07 million in relation to Craven House in London. This positive fair value movement more than offset the negative €0.97 million movement in indemnification assets and the reduction in other operational exchange gains to €0.43 million from €0.81 million in FY2024.

The Group's share of results from associates and joint ventures improved from a marginal loss of €0.02 million in FY2024 to a profit of €0.33 million in FY2025. Net finance costs decreased slightly to €42.10 million from €42.69 million. Other income amounted to €1.05 million compared to an expense of €2.11 million in FY2024.

Overall, profit before tax improved significantly to €9.25 million compared to €2.34 million in FY2024. The Group recognised a tax credit of €1.95 million in FY2025, compared to a tax charge of €3.59 million in the prior year. Consequently, IHI reported a profit for the year of €11.21 million compared to a loss of €1.25 million in FY2024.

Within other comprehensive items, the Group recorded an expense of €2.54 million, compared to an income of €75.27 million in FY2024, notwithstanding a gross surplus on revaluation of hotel properties of €8.40 million. The latter comprised an increase of €12.11 million on Radisson Blu Resort St Julian's, €12 million on Corinthia Oasis, €3.96 million on Corinthia Hotel St Petersburg, and €1 million on Corinthia Hotel Lisbon. These gains were, however, partially offset by a €20.66 million fair value loss on Corinthia Hotel London.

Other effects within comprehensive items comprised currency translation differences and taxation, which amounted to a negative €10.94 million compared to a negative €0.62 million in FY2024. Within this movement, the Group recorded a combined currency translation loss of €10.30 million, relative to a gain of €15.05 million registered in FY2024. The weakening of the Pound Sterling against the Euro resulted in a translation loss on the Group's investments in London. This was partially offset by the strengthening of the Russian Rouble in relation to the Group's operations in Russia. As a result, total comprehensive income decreased materially to €8.67 million from €74.03 million in FY2024.

International Hotel Investments p.l.c.
Statement of Cash Flows

For the financial year 31 December	**2023**	**2024**	**2025**
	€'000	**€'000**	**€'000**
Net cash from operating activities	54,593	53,070	81,507
Net cash used in investing activities	(54,066)	(68,017)	(24,055)
Net cash from / (used in) financing activities	19,180	(5,067)	(29,305)
Net movement in cash and cash equivalents	**19,707**	**(20,014)**	**28,147**
Cash and cash equivalents at beginning of year	55,740	78,533	62,448
Effect of translation to the presentation currency	3,086	3,929	(6,730)
Cash and cash equivalents at end of year	**78,533**	**62,448**	**83,865**

Statement of Cash Flows

In FY2025, the Group registered a marked improvement in cash generation from operating activities, with net cash inflows increasing by €28.44 million to €81.51 million compared to €53.07 million in FY2024. This stronger operating cash flow performance was achieved despite a decline in pre-working capital operating cash flows, which eased to €61.35 million from €62.98 million in FY2024. On the other hand, IHI recorded a material working capital release of €23.94 million compared to an outflow of €7.73 million in FY2024, albeit this was partly offset by higher tax payments of €3.77 million compared to €2.18 million in the prior year.

Net cash used in investing activities declined sharply to €24.06 million in FY2025 from €68.02 million in FY2024, representing a year-on-year reduction in investment cash outflows of €43.96 million. This was principally attributable to a much lower level of net capital expenditure, which amounted to €24.75 million in FY2025 compared to €69.71 million in FY2024, with the latter particularly impacted by the Group's investment in the Corinthia Grand Hotel Astoria Brussels. Interest received increased to €2.35 million from €1.69 million in FY2024, partly offset by a €1.66 million outflow in respect of financial assets.

Net cash used in financing activities increased substantially to €29.31 million in FY2025, compared to just €5.07 million in FY2024. This movement was mostly driven by an outflow of €17.41 million in relation to a repayment of other financial liabilities, comprising advances from CPHCL, compared to an inflow of €8.51 million in FY2024. Other negative year-on-year movements during the year amounted to €58.20 million, relating to leases, interest, and debt securities, although these were partly offset by higher bank borrowings, which generated a net inflow of €46.31 million compared to €42.92 million in FY2024.

Overall, the Group generated a positive net movement in cash and cash equivalents of €28.15 million in FY2025, compared to a net cash outflow of €20.01 million in FY2024. As a result, cash and cash equivalents increased from €62.45 million as at the end of FY2024 to €83.87 million as at the end of FY2025, notwithstanding a negative translation effect of €6.73 million.

International Hotel Investments p.l.c.
Statement of Financial Position

As at 31 December	**2023**	**2024**	**2025**
	€'000	**€'000**	**€'000**
ASSETS			
Non-current assets			
Intangible assets	46,395	45,972	44,488
Indemnification assets	17,168	17,168	14,973
Investment property	161,635	253,492	276,622
Property, plant and equipment	1,341,845	1,262,807	1,251,113
Right-of-use assets	14,810	12,601	23,557
Financial assets	9,494	9,807	3,386
Investments in associates and joint ventures	5,034	5,207	6,092
Trade and other receivables	453	11,012	9,350
Deferred tax assets	20,761	27,870	26,090
	1,617,595	**1,645,936**	**1,655,671**
Current assets			
Inventories	14,535	19,187	17,505
Financial assets	110	86	68
Trade and other receivables	48,707	58,216	59,937
Tax assets	228	189	327
Cash and cash equivalents	87,084	71,656	92,623
Assets classified as held for sale	-	147,330	145,942
Assets placed under trust management	77	77	77
	150,741	**296,741**	**316,479**
Total assets	**1,768,336**	**1,942,677**	**1,972,150**
EQUITY			
Capital and reserves			
Called up share capital	615,685	615,685	615,685
Reserves and other components of equity	48,317	105,006	125,413
Accumulated losses	(50,728)	(46,361)	(25,577)
Minority interest	223,074	236,046	203,522
	836,348	**910,376**	**919,043**
LIABILITIES			
Non-current liabilities			
Bank borrowings	332,844	382,581	377,367
Bonds	297,769	253,275	173,106
Lease liabilities	13,221	11,582	21,302
Other financial liabilities	24,623	33,224	11,813
Deferred tax liabilities	110,992	133,969	122,965
Trade and other payables	8,134	26,010	11,638
	787,583	**840,641**	**718,191**
Current liabilities			
Bank overdraft	8,551	9,208	8,758
Bank borrowings	29,845	31,731	74,512
Bonds	10,362	44,953	114,825
Lease liabilities	2,715	2,174	4,303
Other financial liabilities	91	-	4,000
Trade and other payables	90,606	100,460	123,959
Current tax liabilities	2,235	3,134	4,559
	144,405	**191,660**	**334,916**
Total liabilities	**931,988**	**1,032,301**	**1,053,107**
Total equity and liabilities	**1,768,336**	**1,942,677**	**1,972,150**

Statement of Financial Position

In FY2025, the Group's total assets increased by €29.47 million to €1.97 billion from €1.94 billion as at the end of FY2024. The increase was mainly driven by higher investment property (+€23.13 million to €276.62 million), cash and cash equivalents (+€20.97 million to €92.62 million), and right-of-use assets (+€10.96 million to €23.56 million). These positive movements were partly offset by reductions in other items, with the most material being property, plant, and equipment ("PPE"), which dropped by €11.69 million to €1.25 billion, and financial assets, which declined by €6.44 million to €3.45 million.

Total equity expanded by €8.67 million to €919.04 million, from €910.38 million as at the end of FY2024. The improvement in equity base was mainly attributable to the increase in reserves and other components of equity, which rose by €20.41 million to €125.41 million, together with the reduction in accumulated losses to €25.58 million from €46.36 million as at 31 December 2024. These positive movements were partly offset by a decline in minority interest, which decreased by €32.52 million to €203.52 million, reflecting the impact of the total comprehensive expense attributable to NLI.

Total liabilities increased by €20.81 million to €1.05 billion in FY2025 from €1.03 billion as at the end of FY2024. The increase was primarily attributable to higher debt, which rose by €21.26 million to just under €790 million, and trade and other payables, which edged higher by €9.13 million to €135.60 million. On the other hand, tax liabilities contracted by €9.58 million year-on-year to €127.52 million.

9. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES

Alfred Pisani, an Executive Director, is the Chairman of the Company. Simon Naudi holds the post of Group Chief Executive Officer & Managing Director of the Company. Neville Fenech holds the post of Group Chief Financial Officer. Michael Izzo is the Group Chief Strategy Officer. Clinton Fenech is the Company's General Counsel. Stephen Bajada holds the post of Company Secretary. The Chairman, Managing Director & Chief Executive Officer, and other senior members of the executive team are responsible for the Issuer's day-to-day management.

9.1 The Board of Directors of the Issuer

The Issuer is currently managed by a Board consisting of ten Directors entrusted with its overall direction and management, including the establishment of strategies for future development. Its responsibilities include the oversight of the Issuer's internal control procedures and financial performance, and the review of the Issuer's business risks, thus ensuring such risks are adequately identified, evaluated, managed and minimised. All the Directors have access to independent professional advice at the expense of the Issuer, should they so require.

The Chairman of the Board of Directors and the Managing Director & Chief Executive Officer, together with the Group's executive team, are responsible for acquisitions and development and are entrusted with the Issuer's day-to-day management. The business address of each Director is the registered office of the Issuer.

9.1.1 Executive Directors

The Chairman of the Board of Directors and the Managing Director & Chief Executive Officer are mainly responsible for the identification and execution of new investment opportunities and the funding of the Issuer's acquisitions. They are also responsible for ensuring the establishment of appropriate management contracts of the hotel properties in the case of operational properties, and negotiating and awarding project contracts in the case of the development or refurbishment of new properties. Members of the Board of Directors are also directors or officers of other subsidiary companies within the Group, bringing with them the necessary proficiency and experience in this industry sector, and providing their expertise throughout the entire Group. They are supported in this role by several third-party consultants and other officers of the Issuer.

9.1.2 Non-Executive Directors

The Non-Executive Directors' main function is to monitor the operations and performance of the Chairman and the Managing Director & Chief Executive Officer, as well as to review any investment opportunities that are proposed by the executives. All proposed acquisitions of the Issuer are brought to the Board for approval. Four Non-Executive Directors sitting on the Board are independent Directors.

9.1.3 Boards of Subsidiary Companies

Each hotel property is owned through a subsidiary company located in the jurisdiction where that hotel property is located, and is required to comply with all the laws and regulations of that jurisdiction. Accordingly, a board of directors is entrusted with the responsibility of the direction and management of each Subsidiary within the strategic parameters established by the Board. In some jurisdictions, the Issuer has adopted the structure of a dual board in line with the requirements of the legislation of those jurisdictions. These involve the concept of a board of directors that is entrusted with setting the policies and strategies of the company to be implemented by management in the day-to-day operations and executive decisions, and a supervisory board that is entrusted with monitoring the policy implementation within the company by management.

The board of each Subsidiary is, within the strategic parameters established by the Board, autonomous in the determination of the appropriate policies for the respective hotels and is entrusted with handling the relations with the hotel operating company. Each hotel, in turn, has its own management structure and employees who carry out the function of implementing the policies and directions of the Subsidiary boards under the direction of the hotel operating company.

9.1.4 *Curriculum Vitae of Directors*

Alfred Pisani is the founder of the Corinthia Group and has been the Chairman and Chief Executive Officer since the inception of Corinthia in 1962. He was responsible for the construction of the Group's first hotel, the Corinthia Palace Hotel & Spa in Attard. He has led the Corinthia Group from a one-hotel company to a diversified group having significant interests. Such interests vary from equity participations, management or both in several geographical areas and include interests in five hotels in Malta, two hotels in each of Turkey, Hungary and Portugal, nine hotels in the Czech Republic, and one in each of Libya, Tunisia, the United Kingdom, the Russian Federation, Sudan and Dubai. Mr Pisani is also the Chairman of the Issuer.

Simon Naudi is the Managing Director and Group Chief Executive Officer. Mr Naudi joined the Group in 1997 and was primarily responsible for asset management, acquisitions and developments across Europe, the Gulf, North Africa, and the USA. This included the acquisition, development and launch of the flagship Corinthia Hotel & Residences in London, as well as other luxury hotels and real estate under development in Brussels, Rome, Bucharest, New York, Riyadh, the Maldives, and Doha. Up until 2023, Mr Naudi was also the Chief Executive Officer of CHL.

Richard Cachia Caruana joined the Board in 2022 as an independent Director. Mr Cachia Caruana has occupied senior positions within the Maltese Government and the European Union. In particular, he was Malta's Chief Negotiator for its EU accession negotiations, a long-serving Chief of Staff to the Maltese Prime Minister and Member of the EU's Committee of Permanent Representatives. Mr Cachia Caruana is currently the Chairperson of the Issuer's Audit Committee and its Remuneration and Nominations Committee.

Frank Xerri de Caro joined the Board as an independent non-executive director in 2005, having previously been General Manager of Bank of Valletta p.l.c., besides serving on the Boards of several major financial, banking and insurance institutions.

Hamad Mubarak Mohd Buamim is President and CEO of the Dubai Chamber of Commerce and Industry and serves as the Deputy Chairman of the ICC World Chambers Federation in Paris. He is a member of the board of directors of the United Arab Emirates Central Bank, Chairman of National General Insurance and a board member of Union Properties. He previously served as Chairman of Emirates Financial Services, Chairman of Emirates NBD Capital and board member of Emirates NBD Bank and Network International. Mr Buamim holds a degree in electrical engineering magna cum laude from the University of Southern California, Los Angeles and an MBA with honours in finance from the University of Missouri, Kansas City.

Douraid Zaghouani is Chief Operating Officer of the Investment Corporation of Dubai (the "ICD"). In this role, he supports the CEO Office in corporate strategy development and is responsible for the efficient operational management of the organisation, with the aim of optimising business performance. He manages the areas of strategy, government relations, marketing, corporate communications, legal and compliance, finance and funding, risk and information technology. Prior to joining ICD Mr Zaghouani was with Xerox for more than 25 years during which period he held a number of senior general management, sales and marketing roles in both Europe and North America. He has also been Chairman of the board of several Xerox companies, his last appointment being Corporate Officer and President, Channel Partners Operations for Xerox based in New York. Mr Zaghouani has a degree in civil engineering from the Ecole Nationale des Travaux Publics de L'Etat and is also a graduate in business administration from the ESSEC business school in Paris.

Joseph Pisani is a founder director and member of the main board of CPHCL since 1962, and has served on a number of boards of Subsidiary companies. He served as Chairman of the Monitoring Committee of CPHCL and IHI from 2000 to 2014. He was educated at St Edward's College and the University of Malta.

Moussa Alhassan Atiq Ali has been the General Manager of LAFICO since 13 June 2021. He has previously occupied the post of Managing Director of the Libya Africa Investment Portfolio. He also occupied the position of Legal Consultant at the Libyan Investment Authority.

Mohamed Mahmoud Shawsh joined the Board in 2022. Mr Shawsh holds the position of Chief Investment Officer at LAFICO. Prior to taking up this position in 2021, Mr Shawsh occupied several senior positions within subsidiaries of LAFICO and International Companies including BP Exploration, Libya. He is experienced in digital transformation, financial investments and risk management. Mr Shawsh holds a bachelor's degree in Accounting and Finance from the National Institute of Business Administration in Tripoli and a high diploma in accounting and finance, from the High Institute of Administrative and Financial Occupations, Tripoli.

Alfred Camilleri joined the Board in June 2023. Mr Camilleri holds a BA (Hons) Public Administration and M.Sc (Economics) and has a long and varied career in statistics and in national and international financial, budgetary and economic affairs. He was active in national and European economic and financial policy circles. Additionally, Mr Camilleri is a visiting lecturer at the University of Malta.

9.2 *Curriculum Vitae* of the Issuer's Senior Management

In addition to the abovementioned Managing Director & Chief Executive Officer, the Issuer's Senior Management is composed of the following persons:

Stephen Bajada was appointed as Company Secretary of the Issuer in 2024. Mr Bajada joined the Group in 1998 and has held several key positions and performed duties in various aspects of the business including that of company secretary of MIH, company secretary of several Corinthia Group entities, and directorships of Corinthia subsidiaries. His involvement also includes other facets of the business particularly insurance procurement for all group entities. Mr Bajada holds a Bachelor's degree in business management from the University of Malta and is a member of the Forum of Company Secretaries.

Clinton Fenech joined the Group in 2008. Dr Fenech holds a Doctorate in Law from the University of Malta and a Masters in Corporate and Finance Law from University College London. Dr Fenech was admitted to the Chamber of Advocates in Malta in 1997 and admitted as a solicitor of the Supreme Court of England and Wales in 2000. Dr Fenech articled at Ashurst, London where he was from 1998 to 2006. From 2006 to 2008, Dr Fenech was a member of Gide Loyrette Nouel's corporate finance team in London. Dr Fenech is responsible for legal matters relating to acquisitions, finance and related corporate matters of the Group.

Neville Fenech has held the position of Group Chief Financial Officer since 2019. Mr Fenech is a fellow of the Chartered Association of Certified Accountants of the United Kingdom and of the Malta Institute of Accountants. Mr Fenech holds a bachelor's degree in Business Management and an MBA from the University of Malta. Mr Fenech joined the Corinthia Group in 2000 as finance manager responsible for all financial and accounting matters of a number of companies within the Corinthia Group. In 2017, he was promoted to the post of IHI Chief Financial Officer and later in 2019 to Group Chief Financial Officer and is responsible for the Group's financial reporting.

Michael Izzo is currently the Group Chief Strategy Officer, whose work focuses on strategy and asset management. His extensive experience spans finance, acquisitions, development and construction, hospitality operations, asset management, and funding. With 30 years of experience in the hospitality and real estate sectors, he has a long-standing tenure at Corinthia, where he has held key positions in the Corinthia Group ranging from Director of Finance to Managing Director.

10. MANAGEMENT STRUCTURE

10.1 General Management Structure

The Directors have appointed Simon Naudi as the Managing Director & Chief Executive Officer of the Issuer and, together with the Chairman of the Board of Directors, they are the only executive officers of the Issuer. The Issuer has recruited a number of executives that were previously employed by CPHCL and recruited new executives in line with the requirements of the management structure. The executives support the Managing Director & Chief Executive Officer of the Issuer in fulfilling his role as officer of the Issuer.

10.2 Hotel Operations

Day-to-day hotel operations are the responsibility of CHL, the Group's hotel operating company that directs each Subsidiary's management and staff in day-to-day operations. The responsibility of the operational performance of each hotel is that of the operating company, whose performance is monitored and evaluated on a regular basis by the board of each Subsidiary which in turn reports on performance and operations to the Board.

10.3 Property Audit

Regular property audits are carried out by QP. These audits, which are unannounced, comprise a full review of each property twice a year when a physical inspection of the building and the assets is undertaken by experienced engineers. A detailed report is submitted to the owners including a review of the maintenance systems and quality of the maintenance works and recommendations on the replacement of plant and equipment.

10.4 Conflict of Interest

Alfred Pisani, in addition to sitting on the Board of Directors, also acts as director of CPHCL. Simon Naudi, Neville Fenech, and Michael Izzo, in addition to occupying the posts of Chief Executive Officer, Chief Financial Officer, and Chief Strategy Officer, respectively, of the Issuer, provide management services to CPHCL pursuant to a management support services agreement between IHI and CPHCL. Accordingly, conflicts of interest could potentially arise in relation to transactions involving both the Issuer and CPHCL. Frank Xerri de Caro and Joseph Pisani sit on the board of directors of other companies forming part of the Group, and conflicts of interest could potentially arise in relation to transactions involving the Issuer and any of such other Group companies.

The Audit Committee has the task of ensuring that any such potential conflicts of interest are handled in the best interests of the Issuer and in compliance with the Capital Markets Rules. To the extent known or potentially known to the Issuer as at the date of this Base Prospectus, there are no other potential conflicts of interest between any duties of the Directors, as the case may be, and of executive officers of the Issuer and their private interests and, or their other duties, which require disclosure in terms of the Regulation.

11. BOARD PRACTICES OF THE ISSUER

11.1 Audit Committee

The Audit Committee's primary objective is to assist the Board in fulfilling its oversight responsibilities over the financial reporting processes, financial policies and internal control structure. The Committee oversees the conduct of the internal and external audit and acts to facilitate communication between the Board, management, the external auditors and the internal audit team. The internal and external auditors are invited to attend the Audit Committee meetings. The Audit Committee reports directly to the Board of Directors.

The terms of reference of the Audit Committee include support to the Board of Directors in its responsibilities in dealing with issues of risk, control and governance, and associated assurance. The Board has set formal terms of establishment and the terms of reference of the Audit Committee which set out its composition, role and function, the parameters of its remi, as well as the basis for the processes that it is required to comply with.

Briefly, the Committee is expected to deal with and advise the Board on:

(a) its monitoring responsibility over the financial reporting processes, financial policies and internal control structures;
(b) maintaining communications on such matters between the Board, management and the external auditors; and
(c) preserving the Company's assets by assessing the Company's risk environment and determining how to deal with those risks.

In addition, the Audit Committee also has the role and function of evaluating any proposed transaction to be entered into by the Company and a related party, to ensure that the execution of any such transaction is at arm's length, on a commercial basis and ultimately in the best interests of the Company.

The Committee is made up entirely of Non-Executive Directors (a majority of whom are considered independent of the Issuer), who are appointed for a period of three years. Richard Cachia Caruana, an independent Non-Executive Director, acts as Chairman, whilst Joseph Pisani (non-executive director), Frank Xerri de Caro (independent non-executive director), Alfred Camilleri (independent non-executive director) and Mohamed Mahmoud Shawsh (independent non-executive director) act as members. The Issuer's Company Secretary, Stephen Bajada, acts as secretary to the Committee. In compliance with the Capital Markets Rules, Mohamed Mahmoud Shawsh is considered by the Board to be the Director competent in accounting and, or auditing matters.

11.2 Internal Audit

The role of the internal auditor is to carry out systematic risk-based reviews and appraisals of the operations of the Issuer (as well as of the subsidiaries and associates of the Group) for the purpose of advising management and the Board, through the Audit Committee, on the efficiency and effectiveness of internal management policies, practices and controls. The function is expected to promote the application of best practices within the organisation.

The internal auditor reports directly to the Audit Committee.

11.3 Nomination and Remuneration Committees

The Nomination and Remuneration Committee is charged with enhancing the quality of nominees to the Board and ensuring the integrity of the nominating process, and with proposing the remuneration package of directors and senior executives of the Issuer and its subsidiaries. The Committee's responsibilities include making recommendations to the Board annually with respect to the composition, size and needs of the Board, recommending criteria for Board membership, including the minimum qualifications for a nominee and the qualities and skills that the Committee believes are necessary or desirable for a Board member to possess, and proposing adequate remuneration packages.

The Committee is made up of Alfred Camilleri (who acts as chairman of the Committee) whilst Mohamed Mahmoud Shawsh, Richard Cachia Caruana, and Joseph Pisani act as members. The Issuer's Secretary, Stephen Bajada, acts as secretary to the Committee.

12. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

The Issuer is subject to, and supports, the Code of Principles of Good Corporate Governance (the "**Code**") forming part of the Capital Markets Rules. The Issuer is confident that the adoption of the Code has resulted in positive effects accruing to the Issuer.

The Board considers that during the financial year ended 31 December 2024, the Company was in compliance with the Code save as set out hereunder.

As at 29 April 2025, being the date of approval of the latest Annual Report, the Company was not fully in compliance with the said Code specifically by virtue of the following:

- **Principle 7 "Evaluation of the Board's Performance"**: under the present circumstances, the Board does not consider it necessary to appoint a committee to carry out a performance evaluation of its role, as the Board's performance is evaluated on an ongoing basis by, and is subject to the constant scrutiny of, the Board itself, the Company's shareholders, the market and the rules by which the Issuer is regulated as a listed company.

- **Principle 9 "Conflicts between Shareholders"**: currently there is no established mechanism disclosed in the Memorandum and Articles of Association to trigger arbitration in the case of conflict between the minority shareholders and the controlling shareholders. In any such cases should a conflict arise, the matter is dealt with in the Board meetings and through the open channel of communication between the Issuer and the minority shareholders via the Office of the Company Secretary.

13. MAJOR SHAREHOLDERS

As at the date of this Base Prospectus, CPHCL holds 355,988,463 shares equivalent to 57.81%, Istithmar holds 133,561,548 shares equivalent to 21.69% and LAFICO holds 66,780,771 shares equivalent to 10.85% of the Issuer's total issued share capital (half of this 10.85% is subject to a call option in favour of CPHCL). As far as the Issuer is aware, no persons hold an indirect shareholding in excess of 5% of its total issued share capital.

The Issuer adopts measures in line with the Code to ensure that the relationship with CPHCL, LAFICO and Istithmar is retained at arm's length, including adherence to rules on related party transactions requiring the sanction of the Audit Committee.

14. LEGAL AND ARBITRATION PROCEEDINGS

There is no governmental, legal or arbitration proceedings against the Issuer, including any pending or threatened proceedings, which the Issuer is aware of and considers could have significant effects on the financial position or profitability of the Issuer or the Group.

15. ADDITIONAL INFORMATION

15.1 Share Capital of the Issuer

The authorised share capital of the Issuer is €1,000,000,000. The issued share capital is €615,684,920 divided into 615,684,920 ordinary shares of a nominal value of €1 each, fully paid up.

The Issuer's ordinary shares were first admitted to the Official List on 2 June 2000, and trading commenced on 5 June 2000.

More than 10% of the Issuer's authorised share capital remains unissued. However, in terms of the Memorandum and Articles of Association, none of such capital shall be issued in such a way as would effectively alter the control of the Issuer or nature of its business without the prior approval of the shareholders in general meeting. Pursuant to resolutions proposed as special business at the 26th Annual General Meeting of the Issuer held on 9 June 2026, the Directors have been granted, *inter alia*, renewal of their authority to issue and allot shares in the Company for a further period of five years, and a waiver of the pre-emption rights of existing shareholders under Article 4.1 of the Memorandum and Articles of Association, permitting the Directors to issue and allot up to 384,315,080 new ordinary shares directly to one or more investors without first offering such shares to existing shareholders in proportion to their existing holdings. Such issuance, if effected, would not, of itself, result in a change of control of the Issuer.

There is no capital of the Issuer which is currently under option, save for half of the 10.85% of the issued share capital of the Issuer (66,780,771 ordinary shares) that LAFICO bought from Istithmar on 22 April 2010, which is currently subject to a call option in favour of CPHCL.

15.2 Memorandum and Articles of Association of the Issuer

15.2.1 Objects

The Memorandum and Articles of Association are registered with the Registry of Companies at the Malta Business Registry. A full list of the objects for which the Issuer is established is set out in Clause 3 of the Memorandum of Association. These objects include:

(a) To carry on the business of a finance and investment company in connection with the ownership, development, operation, and financing of hotels, resorts, leisure facilities, mixed-use properties and tourism related activities and such other activities as may from time to time be ancillary or complementary to the foregoing whether in Malta or overseas;
(b) To borrow and raise money for the purpose of its business and to secure the repayment of the money borrowed by hypothecation or other charge upon the whole or part of the movable and immovable assets or property of the Issuer present and future;
(c) To invest the capital and other moneys of the company in the purchase or subscription of any stocks, equity securities, debentures, bonds or other securities; and
(d) To issue bonds, commercial paper or other instruments creating or acknowledging indebtedness and the sale or offer thereof to the public.

A copy of the Memorandum and Articles of Association may be inspected during the lifetime of this Base Prospectus at the registered office of the Issuer and at the Malta Business Registry.

16. MATERIAL CONTRACTS

The Issuer has not entered into any material contracts which are not in the ordinary course of its business which could result in any member of the Group being under an obligation or entitlement that is material to the Issuer's ability to meet its obligations to security holders in respect of the securities being issued pursuant to, and described in, this Base Prospectus.

17. TERMS AND CONDITIONS

The following is the text of the terms and conditions (**"Terms and Conditions"**) which, as supplemented by the provisions of the relevant Final Terms, shall be applicable to the Bonds.

All Applicants (or purchasers from time to time on the secondary market) of the Bonds are deemed to have knowledge, accept and be bound by these Terms and Conditions as completed by the relevant Final Terms.

17.1 General Terms and Conditions

Under the Programme, the Issuer may from time-to-time issue Bonds in one or more Series in accordance with the terms and conditions set out in this Base Prospectus and the applicable Final Terms. The maximum aggregate principal amount of the Bonds from time to time outstanding under the Programme will not exceed €115,000,000.

Bonds may be issued in one or more Series composed of one or more Tranches. Tranches of Bonds issued under a Series shall be identical in all respects except for the Issue Date, the Interest Commencement Date, the first Interest Payment Date, and, or the Issue Price. Tranches forming part of the respective Series of Bonds may be issued and offered under the Programme for a period of up to 12 months from the date of approval of this Base Prospectus. Application will be made in respect of the admission to trading of individual Tranches on the Official List. All Bonds issued under the Programme will have a denomination of €100.

The Bonds may be issued on a continuing basis and may be distributed by way of offers to the public, placement agreements, and, or intermediaries' offers via Authorised Financial Intermediaries, for their own account, or on account of their underlying clients. The method of distribution of each Tranche will be stated in the applicable Final Terms. Subject to the restrictions and conditions set out in this Base Prospectus, the categories of prospective investors to which the Bonds are intended to be offered are retail and non-retail investors in Malta. There are no restrictions on the free transferability of the Bonds.

The Issuer shall notify the public of the method of publication of the Final Terms by means of electronic publication on the website of the MSE (www.borzamalta.com.mt), or, in addition, and at the option of the Issuer, on the website of the Issuer (www.corinthiagroup.com). Any notice so given will be deemed to have been validly given on the date of such publication.

The Bonds will be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained by the CSD on behalf of the Issuer. There will be entered in such electronic register, the names, addresses, identity card numbers (in the case of natural persons), registration numbers (in the case of companies) and MSE account numbers of the Bondholders together with particulars of the Bonds held by them. A copy of the Bondholder's entry in the CSD's electronic register will, at all reasonable times during business hours, be available for inspection by the Bondholders at the registered office of the Issuer. Title to the Bonds shall be evidenced by an entry in the CSD Register. Each Bondholder consents to the Issuer having a right to obtain, from the CSD, any available information on the Bondholders including contact details and their holdings of Bonds.

The CSD will issue, upon request by a Bondholder, a statement of holdings evidencing such Bondholder's entitlement to the Bonds held in the electronic register at the CSD.

The Programme and the publication of the Programme were authorised by a resolution of the Board of Directors passed on the 25 May 2026.

17.2 Ancillary Terms and Conditions

The following additional terms and conditions shall apply to all Bonds issued under the Programme:

(a) the issue and allotment of the Bonds is conditional upon the relevant Tranche being admitted to the Official List by no later than the Issue Date and such other conditions as may be specified in the Final Terms. In the event that the Bonds are not admitted to the Official List by the date indicated, the Issuer undertakes to procure that any application monies received by the Manager & Registrar from Authorised Financial Intermediaries will be returned without interest by direct credit into the Applicant's or Authorised Financial Intermediary's bank account, as applicable, as indicated by the Applicant or Authorised Financial Intermediary in the respective Application, or placement agreement or subscription agreement, as applicable, for the eventual refund to the Applicant. Save as aforesaid, the Applicants shall have no right of recourse against the Issuer in the event that the Bonds are not admitted to the Official List by the date indicated in the relevant Final Terms;

(b) by applying to subscribe for Bonds, an Applicant is thereby confirming to the Issuer (through the Manager & Registrar) and the Authorised Financial Intermediary through whom the application is made, as applicable, that the Applicant's remittance will be honoured on first presentation and agrees that, if such remittance is not so honoured on its first presentation, the Issuer (through the Manager & Registrar) reserves the right to invalidate the relative application. Furthermore, the Applicant will not be entitled to receive a registration advice or to be registered in the register of Bondholders, unless the Applicant makes payment in cleared funds and such consideration is accepted by the respective Authorised Financial Intermediary and, or Manager & Registrar, as applicable, which acceptance shall be made in the absolute discretion of the Authorised Financial Intermediary and, or Manager & Registrar and may be on the basis that the Applicant indemnifies the Authorised Financial Intermediary and, or Issuer and, or Manager & Registrar against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of the Applicant's remittance to be honoured on first presentation;

(c) the contract created by the Issuer (through the Manager & Registrar)'s acceptance of an Application filed by a prospective bondholder shall be subject to all the terms and conditions set out in this Base Prospectus, the applicable Final Terms and the Memorandum and Articles of Association of the Issuer. It is the responsibility of investors wishing to apply for the Bonds to inform themselves as to the legal requirements of so applying, including any requirements relating to external transaction requirements in Malta and any exchange control in the countries of their nationality, residence or domicile;

(d) any Application signed on behalf of another person, whether legal or natural, will be deemed to have duly bound the person signing such Application, who will be deemed also to have given the confirmations, warranties and undertakings contained in these Terms and Conditions on their behalf. Such representative may be requested to submit the relative power of attorney or resolution, or a copy thereof, duly certified by a lawyer or notary public if so required by the Issuer, but it shall not be the duty or responsibility of the Issuer to ascertain that such representative is duly authorised to appear on the Application;

(e) in the case of joint Applicants, reference to the Bondholder in the Application and in this Base Prospectus is a reference to each Bondholder, and liability therefor is joint and several. In respect of a Bond held jointly by several persons, the joint holders shall nominate one of their number as their representative, and his name will be entered in the register maintained by the CSD with such designation. Such person shall, for all intents and purposes, be deemed to be the registered holder of the Bond so held. In the absence of such nomination, and until such nomination is made, the person first named in the register maintained by the CSD in respect of such Bond shall, for all intents and purposes, be deemed to be the registered holder of the Bond so held;

(f) in respect of a Bond held subject to usufruct, the name of the bare owner and the usufructuary shall be entered in the register. The Issuer shall be entitled to request any documents deemed necessary concerning the bare owner/s and the usufructuary/ies. The usufructuary shall, for all intents and purposes, be deemed vis-à-vis the Issuer to be the holder of the Bond/s so held and shall have the right to receive interest on the Bond/s and to vote at meetings of the Bondholders, but shall not, during the continuance of the Bond/s, have the right to dispose of the Bond/s so held without the consent of the bare owner, and shall not be entitled to the repayment of principal on the Bond (which shall be due to the bare owner);

(g) applications in the name and for the benefit of minors shall be allowed provided that the Applicant already holds an account with the MSE and are signed by both parents or the legal guardian/s. Any Bonds allocated pursuant to such an Application shall be registered in the name of the minor as Bondholder, with interest and redemption monies payable to the parents / legal guardian/s signing the Application until such time as the minor attains the age of 18 years, following which all interest and redemption monies shall be paid directly to the registered holder, provided that the Issuer has been duly notified in writing of the fact that the minor has attained the age of 18 years;

(h) legal entities, including corporates or corporate entities or associations of persons, applying for the Bonds need to have a LEI which needs to be valid and unexpired, at least, until the admission to listing of the Bonds. Without a valid LEI, the Application will be cancelled by the Manager & Registrar and, or the Authorised Financial Intermediary (as applicable) and subscription monies will be returned to the Applicant;

(i) by completing and delivering an Application, the Applicant:

(1) accepts to be irrevocably contractually committed to acquire the number of Bonds allocated to such Applicant at the Issue Price and, to the fullest extent permitted by law, accepts not to exercise any rights to rescind or terminate, or otherwise withdraw from such commitment and irrevocable offer to purchase, and to pay the consideration for, the number of Bonds specified in the Application submitted by the Applicant (or any smaller number of Bonds for which the Application is accepted) at the Issue Price (as applicable) being made subject to the provisions of this Base Prospectus, the applicable Final Terms, the Application and the Memorandum and Articles of Association of the Issuer;

(2) agrees and acknowledges to have had the opportunity to read this Base Prospectus (and any supplement thereto, if any), the applicable Final Terms and any other document entered into in relation to the Programme, and to be deemed to have had notice of all information and representations concerning the Issuer and the issue of the Bonds contained therein;

(3) warrants that the information submitted by the Applicant in the Application is true and correct in all respects. All applications need to include a valid MSE account number in the name of the Applicant/s. Failure to include an MSE account number will result in the Application being cancelled by the Manager & Registrar acting on behalf of the Issuer (in its capacity as the Registrar) and subscription monies will be returned to the Applicant. In the event of a discrepancy between the personal details (including name and surname and the Applicant's address) appearing on the Application and those held by the MSE in relation to the MSE account number indicated on the Application, the details held by the MSE shall be deemed to be the correct details of the Applicant;

(4) acknowledges the processing of any personal data for the purposes specified in the privacy notice published by the Issuer, which is available on the Issuer's website at www.corinthiagroup.com/investors. The Applicant (and any Bondholder acquiring Bonds on the secondary market) hereby acknowledges that the processing of personal data may validly take place, even without the Applicant's (or the Bondholder's) consent, in the circumstances set out in the Data Protection Act (Cap. 586 of the laws of Malta) (the "DPA"), the General Data Protection Regulation (GDPR) (EU) 2016/679 ("GDPR"), and any applicable subsidiary legislation, as may be amended from time to time. The Applicant (and any Bondholder acquiring Bonds on the secondary market) hereby confirm that he has been provided with and read the privacy notice;

(5) authorises the Issuer (or its service providers, including the CSD and/or the Sponsors and/or Manager & Registrar) and, or the relevant Authorised Financial Intermediary, as applicable, to process the personal data that the Applicant provides in the Application, for all purposes necessary and subsequent to the Bond Issue applied for, in accordance with the DPA and the GDPR. The Applicant has the right to request access to and rectification of the personal data relating to him/her in relation to the Bond Issue. Any such requests must be made in writing and sent to the Issuer and the CSD at the MSE. The requests must be signed by the Applicant to whom the personal data relates;

(6) confirms that in making such Application no reliance was placed on any information or representation in relation to the Issuer or the issue of the Bonds other than what is contained in the Base Prospectus and the relevant Final Terms, and accordingly agree/s that no person responsible solely or jointly for the Base Prospectus and the relevant Final Terms, or any part thereof, will have any liability for any such other information or representation;

(7) agrees that any refund of unallocated Application monies, without interest, will be paid by direct credit, at the Applicant's own risk, to the bank account as indicated in the Application. The Issuer and the Manager & Registrar shall not be responsible for any loss or delay in transmission or any charges in connection therewith;

(8) agrees that the registration advice and other documents and any monies returnable to the Applicant may be retained pending clearance of his remittance and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 373 of the laws of Malta) and regulations made thereunder, and that such monies will not bear interest;

(9) agrees to provide each of the Authorised Financial Intermediaries or the Issuer, as the case may be, with any information which it/they may request in connection with the Application;

(10) agrees that all applications, acceptances of applications and contracts resulting therefrom will be governed, and construed, in accordance with Maltese law, and to submit to the jurisdiction of the Maltese courts, and agrees that nothing shall limit the right of the Issuer to bring any action, suit or proceedings arising out of or in connection with any such applications, acceptance of applications and contracts resulting therefrom in any manner permitted by law in any court of competent jurisdiction;

(11) warrants that, where an Applicant signs and submits an Application on behalf of another person or on behalf of a corporation or corporate entity or association of persons, the Applicant is duly authorised to do so and such person, corporation, corporate entity, or association of persons will also be bound accordingly and will be deemed also to have given the confirmations, warranties and undertakings contained in the Terms and Conditions. The Applicant further undertakes to submit a power of attorney or any other documentation to the satisfaction of the Issuer evidencing authority to sign and submit the Application, together with copies thereof duly certified by a lawyer or notary public if so required by the Issuer;

(12) warrants, in connection with the Application, to have observed all applicable laws, obtained any requisite governmental and, or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with his/her Application in any territory, and that the Applicant has not taken any action which will or

may result in the Issuer, an Authorised Financial Intermediary, the Sponsor and, or the Manager & Registrar acting in breach of the regulatory or legal requirements of any territory in connection with the issue of the Bonds and, or his/her Application;

(13) warrants that all applicable exchange control or other such regulations (including those relating to external transactions) have been duly and fully complied with;

(14) represents that the Applicant is not a U.S. person (as such term is defined in Regulation S under the Securities Act of 1933 of the United States of America, as amended) as well as not to be accepting the invitation set out in this Base Prospectus from within the United States of America, its territories or its possessions, or any area subject to its jurisdiction (the "**United States**"), or on behalf or for the account of anyone within the United States or anyone who is a U.S. person;

(15) agrees that the advisors to the Bond Issue (listed in section 5.4 of this Base Prospectus) will owe the Applicant no duties or responsibilities concerning the Bonds or the suitability of the Applicant;

(16) agrees that all documents in connection with the issue of the Bonds will be sent at the Applicant's own risk and may be sent by electronic mail, by post or courier (at the discretion of the Issuer) at the address (or, in the case of joint applications, the address of the first named Applicant) as set out in the Application;

(17) renounces to any rights the Applicant may have to set off any amounts that the Applicant may at any time owe the Issuer against any amount due under the terms of these Bonds;

(18) in the event that an Applicant has not been allocated any Bonds or has been allocated a number of Bonds which is less than the number applied for, the Applicant shall receive a full refund or, as the case may be, the balance of the price of the Bonds applied for but not allocated, without interest, by credit transfer to such account indicated in the Application, at the Applicant's sole risk. The Issuer or the Manager & Registrar shall not be responsible for any charges, loss or delays arising in connection with such direct credit transfer;

(19) for the purposes of the Prevention of Money Laundering and Funding of Terrorism Regulations (Subsidiary Legislation 373.01 of the laws of Malta), as amended from time to time, the Authorised Financial Intermediaries are under a duty to communicate, upon request, all information about clients as is mentioned in Articles 1.2(d) and 2.4 of the 'Members' Code of Conduct' appended as Appendix 3.6 to Chapter 3 of the MSE Bye-Laws, irrespective of whether the said appointed Authorised Financial Intermediaries are MSE Members or not. Such information shall be held and controlled by the MSE in terms of the DPA and the GDPR as may be amended from time to time, for the purposes and within the terms of the MSE Data Protection Policy as published from time to time;

(20) it shall be incumbent on the respective Authorised Financial Intermediary to ascertain that all other applicable regulatory requirements relating to subscription and holding of Bonds by an Applicant are complied with, including without limitation the obligation to comply with all applicable requirements set out in Regulation (EU) No. 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No. 648/2012, as well as applicable MFSA Rules for investment services providers;

(21) subject to all other terms and conditions set out in this Base Prospectus, the Issuer reserves the right to reject, in whole or in part, or to scale down, any application for the Bonds, for any reason whatsoever, including but not limited to multiple or suspected multiple Applications or any Application which in the opinion of the Issuer is not properly completed in all respects in accordance with the instructions or is not accompanied by the required documents. Both original and electronic copies of the Application submitted to the Manager & Registrar by Authorised Financial Intermediaries will be accepted;

(22) no person receiving a copy of this Base Prospectus, the applicable Final Terms, or an Application in any territory other than Malta may treat the same as constituting an invitation or offer to such person, nor should such person in any event use such Application, unless, in the relevant territory, such an invitation or offer could lawfully be made to such person or such Application could lawfully be used without contravention of any registration or other legal requirements. The Issuer, having considered the circumstances, has formed the view (due to the onerous requirements involved in the registration of the Base Prospectus and the relevant Final Terms in any territory other than Malta and, or compliance with the relevant legal or regulatory requirements) not to send Applications to prospective investors outside Malta, except where, *inter alia*, in the absolute discretion of the Issuer, it is satisfied that such action would not result in a contravention of any applicable legal or regulatory requirement in the relevant jurisdiction; and

(23) subscription for Bonds by persons resident in, or who are citizens of, or who are domiciled in, or who have a registered address in, a jurisdiction other than Malta, may be affected by the law of the relevant jurisdiction. Those persons should consult their professional advisors (including tax and legal advisors) as to whether they require any governmental or other consents, or need to observe any other formalities, to enable them to subscribe for the Bonds. It is the responsibility of any person (including, without limitation, nominees, custodians, depositaries and trustees) outside Malta wishing to participate in the Bond Issue, to satisfy himself as to full observance of the applicable laws of any relevant jurisdiction, including, but not limited to, obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any transfer or other taxes (of any nature whatsoever) due in such territories. The Issuer shall not accept any responsibility for the non-compliance by any person of any applicable laws or regulations of foreign jurisdictions.

17.3 Status and Ranking of the Bonds

The Bonds, as and when issued and allotted, shall constitute the general, direct, unconditional, and unsecured obligations of the Issuer and shall, at all times, rank *pari passu*, without any priority or preference among themselves and, save for such exceptions as may be provided by applicable law, without priority or preference to all present and future unsecured obligations of the Issuer.

This means that any secured or privileged debts of the Issuer shall rank at all times ahead of the obligations of the Issuer under the Bonds, as a result of which the Bondholders may not be able to recover their investment in the Bonds in the case of insolvency or an equivalent situation, whether in full or in part. Furthermore, subject to the negative pledge clause set out in section 17.4 below, third-party security interests may be registered which will rank in priority to the Bonds against the assets of the Issuer, as the case may be, for so long as such security interests remain in effect, which registration may further impede the ability of the Bondholders to recover their investment upon enforcement of such security interests, whether in full or in part.

17.4 Negative Pledge

The Issuer undertakes, for as long as any principal or interest under the Bonds or any of the Bonds remains outstanding, not to create or permit to subsist any Security Interest (as defined below), other than a Permitted Security Interest (as defined below), upon the whole or any part of their respective present or future assets or revenues, to secure any Financial Indebtedness (as defined below) of the Issuer, unless at the same time or prior thereto the Issuer's indebtedness under the Bonds is secured equally and rateably therewith, and the instrument creating such Security Interest so provides.

"**Financial Indebtedness**" means any indebtedness in respect of: (A) monies borrowed; (B) any debenture, bond, note, loan stock or other security; (C) any acceptance credit; (D) the acquisition cost of any asset to the extent payable before or after the time of acquisition or possession by the party liable where the advance or deferred payment is arranged primarily as a method of raising finance for the acquisition of that asset; (E) leases entered into primarily as a method of raising finance for the acquisition of the asset leased; (F) amounts raised under any other transaction having the commercial effect of borrowing or raising of money; (G) any guarantee, indemnity or similar assurance against financial loss of any person;

"**Security Interest**" means any privilege, hypothec, pledge, lien, charge or other encumbrance or real right which grants rights of preference to a creditor over the assets of the Issuer;

"**Permitted Security Interest**" means: (A) any Security Interest arising by operation of law; (B) any Security Interest securing temporary bank loans or overdrafts in the ordinary course of business; (C) any other Security Interest (in addition to (A) and (B) above) securing Financial Indebtedness of the Issuer, in an aggregate outstanding amount not exceeding 80% of the difference between the value of the Unencumbered Assets of the Issuer and the aggregate principal amount of Bonds outstanding at the time.

Provided that the aggregate Security Interests referred to in (B) and (C) above do not result in the Unencumbered Assets of the Issuer being less than the aggregate principal amount of the Bonds still outstanding together with one (1) year's interest thereon;

"**Unencumbered Assets**" means assets which are not subject to a Security Interest.

17.5 Events of Default

The Bonds shall become immediately due and repayable at their principal amount together with accrued interest, if any, upon the happening of any of the following events ("**Events of Default**"):

17.5.1 the Issuer fails to effect payment of interest under the Bonds (irrespective of the Tranche) on an Interest Payment Date and such failure continues for a period of 60 days after written notice thereof has been given to the Issuer by any Bondholder; or

17.5.2 the Issuer fails to pay the principal amount on any Bond (irrespective of the Tranche) on the Redemption Date, and such failure continues for a period of 60 days after written notice thereof has been given to the Issuer by any Bondholder; or

17.5.3 the Issuer fails to duly perform or otherwise breaches any other material obligation contained in the Prospectus and such failure continues for a period of 60 days after written notice thereof has been given to the Issuer by any Bondholder; or

17.5.4 in terms of article 214(5) of the Act, a Court order or other judicial process is levied or enforced upon or sued out against any part of the property of the Issuer and is not paid out, withdrawn or discharged within one month; or

17.5.5 the Issuer stops or suspends payments (whether of principal or interest) with respect to all or any class of its debts or announces an intention to do so; or

17.5.6 the Issuer is unable, or admits in writing its inability, to pay its debts as they fall due within the meaning of article 214(5) of the Act, or otherwise becomes insolvent; or

17.5.7 the Issuer ceases or announces an intention to cease or threatens to cease, to carry on its business or a substantial part of its business; or

17.5.8 any material indebtedness of the Issuer is not paid when properly due or becomes properly due and payable or any creditor of the Issuer (as the case may be) becomes entitled to declare any such material indebtedness properly due and payable prior to the date when it would otherwise have become properly due or any guarantee or indemnity of the Issuer in respect of indebtedness is not honoured when properly due and called upon; PROVIDED THAT for the purposes of this provision, material indebtedness shall mean an amount exceeding €25 million; or

17.5.9 the Issuer repudiates, or does or causes or permits to be done any act or thing evidencing an intention to repudiate the Bonds; or

17.5.10 it becomes unlawful at any time for the Issuer to perform all or any of its obligations under the Bonds; or

17.5.11 all of the undertakings, assets, rights or revenues of, or shares or other ownership interests in, the Issuer are seized, nationalised, expropriated or compulsorily acquired by or under the authority of any government.

Upon any such declaration being made as aforesaid the said principal monies and interest accrued under the Bonds shall be deemed to have become immediately payable at the time of the event which shall have happened as aforesaid.

17.6 Rights of Bondholders

A Bondholder shall have such rights as are, pursuant to the terms and conditions of this Base Prospectus and the applicable Final Terms, attached to the Bonds, including:

(a) the repayment of capital;
(b) the payment of interest;
(c) the right to attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions; and
(d) the enjoyment of all such other rights attached to the Bonds emanating from this Base Prospectus and applicable Final Terms.

17.7 Transferability of the Bonds

The Bonds are freely transferable and, once admitted to the Official List, shall be transferable only in whole (in multiples of €100) in accordance with the rules and regulations of the MSE applicable from time to time.

Any person becoming entitled to a Bond in consequence of the death or bankruptcy of a Bondholder may, upon such evidence being produced as may from time to time properly be required by the Issuer or the CSD, elect either to be registered himself as holder of the Bond or to have some person nominated by him registered as the transferee thereof. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the CSD a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by transferring the Bond, or procuring the transfer of the Bond, in favour of that person.

All transfers and transmissions are subject in all cases to any pledge (duly constituted) of the Bonds and to any applicable laws and regulations.

The cost and expenses of effecting any registration of transfer or transmission, except for the expenses of delivery by any means other than regular mail (if any) and except, if the Issuer shall so require, the payment of a sum sufficient to cover any tax, duty or other governmental charge or insurance charges that may be imposed in relation thereto, will be borne by the transferee.

The Issuer will not register the transfer or transmission of Bonds for a period of 15 days preceding the due date for any payment of interest on the Bonds.

17.8 Payments

Payment of the principal amount of Bonds will be made in Euro (€) by the Issuer to the person in whose name such Bonds are registered, with interest accrued up to the Redemption Date, by means of direct credit transfer into such bank account as the Bondholder may designate from time to time, provided such bank account is denominated in Euro (€). Such payment shall be effected within seven days of the Redemption Date. The Issuer shall not be responsible for any loss or delay in transmission. Upon payment of the applicable Redemption Value on the Redemption Date, the Bonds shall be redeemed, and the appropriate entry made in the electronic register of the Bonds at the CSD.

In the case of Bonds held subject to usufruct, payment will be made against the joint instructions of all bare owners and usufructuaries. Before effecting payment, the Issuer and, or the CSD shall be entitled to request any legal documents deemed necessary concerning the entitlement of the bare owner/s and the usufructuary/ies to payment of the Bonds.

Payment of interest on a Bond will be made to the person in whose name such Bond is registered at the close of business of the register cut-off date as specified in the applicable Final Terms (the "**Register Cut-Off Date**"), by means of a direct credit transfer into such bank account as the Bondholder may designate, from time to time, which is denominated in Euro. Such payment shall be effected within seven days of the applicable Interest Payment Date. The Issuer shall not be responsible for any loss or delay in transmission.

All payments with respect to the Bonds are subject in all cases to any applicable fiscal or other laws and regulations prevailing in Malta. In particular, but without limitation, all payments of principal and interest by or on behalf of the Issuer in respect of the Bonds shall be made net of any amount which the Issuer is or may become compelled by law to deduct or withhold for or on account of any present or future taxes, duties, assessments or other government charges of whatsoever nature imposed, levied, collected, withheld or assessed by or within the Republic of Malta or any authority thereof or therein having power to tax.

No commissions or expenses shall be charged by the Issuer to Bondholders in respect of such payments.

In terms of article 2156 of the Civil Code (Cap. 16 of the laws of Malta), the right of Bondholders to bring claims for payment of interest and repayment of the principal on the Bonds is barred by the lapse of five years.

17.9 Yield

The gross yield of each Tranche calculated on the basis of the Interest, the Issue Price, and the Redemption Value of the Bonds, shall be set out in the Final Terms.

17.10 Redemption

Unless previously purchased and cancelled, the Bonds will be redeemed at their nominal value (together with interest accrued to the date fixed for redemption) on the Redemption Date.

Subject to the provisions of this section 17.10, the Issuer may at any time purchase Bonds in the open market or otherwise at any price. Any purchase by tender shall be made available to all Bondholders alike. All Bonds repurchased by the Issuer shall be cancelled forthwith and may not be reissued or re-sold.

17.11 Bondholders' Meetings

The Issuer may, from time to time, call meetings of Bondholders for the purpose of consultation with Bondholders or for the purpose of obtaining the consent of Bondholders on matters which in terms of this Base Prospectus require the approval of a Bondholders' meeting, including *inter alia* to effect any change to the Terms and Conditions of the Bonds and, or the applicable Final Terms in respect of one or more Tranches.

In the event that the Issuer is desirous of amending the Final Terms of one particular Tranche, it is only the Bondholders of that particular Tranche (the "Affected Bondholders") who shall be entitled to attend, and vote at, a meeting summoned for this purpose. Where the approval of the Bondholders is required for a particular matter, such resolution shall be passed at a Bondholders' meeting. Meetings of Bondholders and Affected Bondholders shall be summoned and conducted in the manner prescribed hereunder.

A meeting of Bondholders or Affected Bondholders, as applicable, shall be held at the written request of the Issuer. The meeting of Bondholders or Affected Bondholders, as applicable, shall be called by the Directors by giving all Bondholders or Affected Bondholders listed on the register of Bondholders as at a date being not more than 30 days preceding the date scheduled for the meeting, not less than 14 days' notice in writing. Said notice may be given by electronic mail, by post or by courier at the discretion of the Issuer, and shall set out the time, place and date set for the meeting and the matters to be discussed or decided thereat, including, if applicable, sufficient information on any amendment of the Base Prospectus or the terms and conditions of a Tranche that is proposed to be voted upon at the meeting and seeking approval of the Bondholders or the Affected Bondholders.

Following a meeting of Bondholders held in accordance with the provisions contained hereunder, the Issuer shall, acting in accordance with the resolution(s) taken at the meeting, communicate to the Bondholders whether the necessary consent to the proposal made by the Issuer has been granted or withheld. Subject to having obtained the necessary approval by the Bondholders in accordance with the provisions of this section at a meeting called for that purpose as aforesaid, any such decision shall subsequently be given effect to by the Issuer.

Each Bond shall entitle the holder thereof to one vote. A meeting of Bondholders or Affected Bondholders, as applicable, shall only validly and properly proceed to business if there is a quorum present at the commencement of the meeting. For this purpose, a quorum shall be constituted by at least two Bondholders or Affected Bondholders (as the case may be) present, in person or by proxy, representing not less than:

(i) 50% in nominal value of the Bonds then in issue, in the case of a meeting of all Bondholders; or
(ii) 50% in nominal value of the Bonds then in issue in a particular Tranche held by the Affected Bondholders, in the case of a meeting of Affected Bondholders.

If a quorum is not present within 30 minutes from the time scheduled for the commencement of the meeting as indicated on the notice convening same, the meeting shall stand adjourned to a place, date and time as shall be communicated by the Directors to the Bondholders present at that meeting. The Issuer shall within two days from the date of the original meeting publish by way of a company announcement the date, time and place where the adjourned meeting is to be held. An adjourned meeting shall be held not earlier than seven days, and not later than 15 days, following the original meeting. At an adjourned meeting the number of Bondholders present, in person or by proxy, shall constitute a quorum and only the matters specified in the notice calling the original meeting shall be placed on the agenda of, and shall be discussed at, the adjourned meeting.

Any person who, in accordance with the Memorandum and Articles of Association of the Issuer, is to chair the annual general meetings of shareholders shall also chair meetings of Bondholders.

Once a quorum is declared present by the chairman of the meeting, the meeting may then proceed to business and address the matters set out in the notice convening the meeting. In the event of decisions being required at the meeting, the directors or their representative shall present to the Bondholders or Affected Bondholders the reasons why it is deemed necessary or desirable and appropriate that a particular decision is taken. The meeting shall allow reasonable and adequate time to Bondholders or Affected Bondholders to present their views to the Issuer and the other Bondholders present at the meeting. The meeting shall then put the matter as proposed by the Issuer to a vote of the Bondholders or Affected Bondholders present at the time at which the vote is being taken, and any Bondholders or Affected Bondholders taken into account for the purpose of constituting a quorum who are no longer present for the taking of the vote shall not be taken into account for the purpose of such vote. The voting process shall be managed by the company secretary of the Issuer.

Unless otherwise specified in this Base Prospectus, the proposal placed before a meeting of Bondholders or Affected Bondholders shall only be considered approved if at least 65% in nominal value of the Bondholders or Affected Bondholders, as applicable, present at the meeting at the time when the vote is being taken, in person or by proxy, shall have voted in favour of the proposal. A matter decided at a duly convened Bondholders' meeting is binding on all Bondholders or Affected Bondholders, as the case may be, irrespective of whether they are present or not.

Save for the above, the rules generally applicable to proceedings at general meetings of shareholders of the Issuer shall *mutatis mutandis* apply to meetings of Bondholders.

The amendment or waiver of any of the Terms and Conditions of the Bond Issue contained in this Base Prospectus may only be made with the approval of Bondholders at a meeting called and held for that purpose in accordance with the terms hereof.

Representatives of the Issuer have the right to attend the Bondholders' Meeting. The Bondholders' Meeting may resolve that the Issuer's representatives may not participate in particular matters. The Issuer has the right to be present when voting takes place.

FORM OF FINAL TERMS

dated [●]

UNSECURED BOND ISSUANCE PROGRAMME OF A MAXIMUM OF €115,000,000

Series No: [●]

Tranche No: [●]

ISIN: [●]

[amount of Bonds]

issued by:

INTERNATIONAL HOTEL INVESTMENTS p.l.c.

A PUBLIC LIMITED LIABILITY COMPANY REGISTERED UNDER THE LAWS OF MALTA
WITH COMPANY REGISTRATION NUMBER C 26136

PART A – CONTRACTUAL TERMS

Capitalised terms used herein which are not defined shall have the definitions assigned to them in the Base Prospectus dated 10 June 2026 which was approved by the MFSA in Malta on 10 June 2026 which constitutes a base prospectus for the purposes of the Prospectus Regulation.

This document constitutes the Final Terms of the Bonds described herein for the purposes of article 8 of the Prospectus Regulation and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Tranche of Bonds under these Final Terms is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the issue of this Tranche of Bonds is annexed to these Final Terms.

The Base Prospectus is available for viewing at the office of the Issuer and on the websites of: (a) the MFSA during a period of 12 months from the date of approval of the Base Prospectus; and (b) the Issuer (https://corinthiagroup.com/investors/) and copies may be obtained free of charge from the registered office of the Issuer (22, Europa Centre, Floriana FRN 1400, Malta). A summary of this individual issue is annexed to these Final Terms.

The following is a description of the main terms of the Bonds:

1.	**Issuer**	International Hotel Investments p.l.c.
2.	**(i) Series Number** **(ii) Tranche Number** **(iii) ISIN**	[●] [●] [●]
3.	**Specified Currency**	Euro (€)
4.	**Aggregate nominal amount:** **(i) Series** **(ii) Tranche**	 [●] [●]
5.	**(i) Issue Price of Tranche** **(ii) Net proceeds**	[●] [●]
6.	**Specified Denomination**	[●]
7.	**Number of Bonds offered for subscription**	[●]
8.	**Status of the Bonds**	[●]
9.	**(i) Issue Date** **(ii) Interest Commencement Date**	[●] [●]
10.	**Redemption Date**	[●]
11.	**Redemption Value**	[●]
12.	**Register Cut-Off Date**	[●]
INTEREST		
13.	**Interest**	[●]
14.	**Interest Payment Date/s**	[●]
GENERAL PROVISIONS		
15.	**Taxation**	As per section 19 ("*Taxation*") of the Base Prospectus.

PURPOSE OF FINAL TERMS

These Final Terms comprise the Final Terms required for the offer for subscription, issue, and admission to trading on the Official List of the Tranche of Bonds described herein pursuant to the Programme of a maximum of €115,000,000 of the Issuer in terms of the Base Prospectus dated 10 June 2026.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Board of Directors by: [●]

PART B - OTHER INFORMATION

1. Definitions
[●]

2. Admission to Listing and Trading	
Admission to Listing	The Bonds were authorised as admissible to listing on the Official List.
Admission to Trading	Application has been made to the MSE for the Bonds being issued pursuant to these Final Terms to be admitted to trading thereon. The Bonds are expected to be admitted to the MSE with effect from [●] and trading is expected to commence on [●].
Previous admission to trading	[●]
Estimate of total expenses relating to Admission to Trading	[●]
Dates of the corporate authorisations for issuance of the Bonds:	[●]

3. Reasons for the Offer, Estimated Net Proceeds and Total Expenses	
Reasons for the Offer / Use of Proceeds	[●]
Estimated Expenses	[●]
Estimated Net Proceeds	[●]
Conditions to which the Offer is subject	[●]

4. Yield	
Yield	[●]
Method of calculating the yield	[●]

5. Expected Timetable	
Offer period	[●]
Announcement of basis of acceptance	[●]
Refund of unallocated monies, if any	[●]
Commencement of interest	[●]
Expected date of admission of the Bonds to listing	[●]
Issue date of the Bonds	[●]
Expected date of commencement of trading in the Bonds	[●]

The Issuer reserves the right to shorten or extend the Offer Period in which case events set out in steps [●] above shall be brought forward or moved backwards (as the case may be); and the revised dates will be communicated by the Issuer by company announcement, without the requirement to amend these Final Terms.

6. Method of Distribution and Allocation	
Categories of potential investors to which the Bonds are offered	[●]
Plan of Distribution and Allotment	[●]
Reservation of Tranche, or part thereof, in favour of specific class or investors	[●]
Minimum amount of application	[●]
Description of application process	[●]

Allocation policy	**[●]**
Results of the offer	**[●]**
Selling Commission	**[●]**

7. Interests of Natural and Legal Persons involved in the Issue

[●]

ANNEX I - ISSUE SPECIFIC SUMMARY
[●]

ANNEX II - LIST OF AUTHORISED FINANCIAL INTERMEDIARIES
[●]

19. TAXATION

Investors and prospective investors are urged to seek professional advice as regards both Maltese and any foreign tax legislation which may be applicable to them in respect of the Bonds, including their acquisition, holding and transfer as well as on any income derived therefrom or on any gains derived on the transfer of such Bonds. The following is a summary of the anticipated tax treatment applicable to Bondholders in so far as taxation in Malta is concerned. This information does not constitute legal or tax advice and does not purport to be exhaustive.

Kindly note that the below overview is limited to the key Malta tax considerations. Investors and prospective investors are advised to seek counsel from their tax advisors outside Malta, where any foreign tax considerations may be relevant.

The information below is based on an interpretation of tax law and practice relative to the applicable legislation, as known to the Issuer at the date of the Base Prospectus, in respect of a subject on which no official guidelines exist. Investors are reminded that tax law and practice and their interpretation, as well as the levels of tax on the subject matter referred to in the preceding paragraph, may change from time to time.

This information is being given solely for the general information of investors. The precise implications for investors will depend, among other things, on their particular circumstances and on the classification of the Bonds from a Maltese tax perspective, and professional advice in this respect should be sought accordingly.

19.1 Malta Tax on Interest

Since interest is payable in respect of a Bond which is the subject of a public issue, unless the Issuer is instructed by a Bondholder to receive the interest gross of any withholding tax, or if the Bondholder does not fall within the definition of "recipient" in terms of Article 41(c) of the Income Tax Act (Cap. 123 of the laws of Malta, hereinafter the "**Income Tax Act**"), interest shall be paid to such Bondholder net of a final withholding tax, currently at the rate of fifteen per cent (15%) (ten per cent (10%) in the case of certain types of collective investment schemes) of the gross amount of the interest, pursuant to Article 33 of the Income Tax Act. Bondholders who do not fall within the definition of a "recipient" do not qualify for the said rate and should seek advice on the taxation of such income as special rules may apply.

Article 41(c) of the Income Tax Act defines the term "Recipient", which includes, *inter alia*, a person resident in Malta during the year in which investment income is payable, and EU/EEA nationals (and their spouse where applicable) who are not resident in Malta for Maltese tax purposes but who apply (at their option) the tax rates applicable to Maltese residents on the basis that the income that arises in Malta is at least 90% of their worldwide income.

This withholding tax is considered as a final tax and a Maltese resident individual Bondholder is not obliged to declare the interest so received in his or her income tax return (to the extent that the interest is paid net of tax). No person, whether corporate or non-corporate, shall be charged to further tax in Malta in respect of such income and the tax deducted shall not be available as a credit against the recipient's tax liability or available as a refund, as the case may be.

The Issuer is required to submit to the Maltese Commissioner for Tax and Customs the tax withheld by the fourteenth day following the end of the month in which the payment is made. The Issuer will also render an account to the Maltese Commissioner for Tax and Customs of all amounts so deducted, including the identity of the recipient.

In the case of a valid election made by an eligible Bondholder resident in Malta to receive the interest due without the deduction of final tax, interest will be paid gross and such person will be obliged to declare the interest so received in his Maltese income tax return and be subject to tax on such interest at the standard rates applicable to such Bondholder at that time. Additionally, in this latter case, the Issuer will advise the Maltese Commissioner for Tax and Customs on an annual basis in respect of all interest paid gross and of the identity of all such recipients. Any such election made by a resident Bondholder at the time of subscription may be subsequently changed by giving notice in writing to the Issuer. Such election or revocation will be effective within the time limit set out in the Income Tax Act.

In terms of article 12(1)(c) of the Income Tax Act, Bondholders who are not resident in Malta satisfying the applicable conditions set out in the Income Tax Act are exempt from Maltese income tax on the interest received and will receive interest gross, subject to the requisite declaration/evidence being provided to the Issuer in terms of law.

19.2 Maltese taxation of capital gains on transfers of the Bonds

As the Bonds do not fall within the definition of "securities" in terms of article 5(1)(b) of the Income Tax Act, that is, "shares and stocks and such like instrument that participate in any way in the profits of the company and whose return is not limited to a fixed rate of return", to the extent that the Bonds are held as capital assets by the Bondholders, no tax on capital gains is chargeable in respect of transfer of the Bonds. Such Bondholders should seek advice on any foreign tax implications that may be applicable to them.

19.3 Duty on Documents and Transfers

In terms of the Duty on Documents and Transfers Act (Cap. 364 of the laws of Malta), Maltese stamp duty is chargeable, *inter alia*, on the transfer *inter vivos* or transmission *causa mortis* of marketable securities. A marketable security is defined in the said legislation as "a holding of share capital in any company and any document representing the same".

Consequently, the Bonds should not be treated as constituting marketable securities within the meaning of the legislation and, therefore, the transfer or transmission thereof should not be chargeable to Maltese stamp duty.

Furthermore, even if the Bonds are considered marketable securities for the purposes of the Duty on Documents and Transfers Act, in terms of article 50 of the Financial Markets Act (Cap. 345 of the laws of Malta), since the Bonds constitute financial instruments of a quoted company (as defined in such Act), redemptions and transfers of the Bonds should, in any case, be exempt from Maltese stamp duty.

INVESTORS AND PROSPECTIVE INVESTORS ARE URGED TO SEEK PROFESSIONAL ADVICE AS REGARDS BOTH MALTESE AND ANY FOREIGN TAX LEGISLATION APPLICABLE TO THE ACQUISITION, HOLDING, AND DISPOSAL OF BONDS AS WELL AS INTEREST PAYMENTS MADE BY THE ISSUER. THE ABOVE IS A SUMMARY OF THE ANTICIPATED TAX TREATMENT APPLICABLE TO THE BONDS AND TO BONDHOLDERS. THIS INFORMATION, WHICH DOES NOT CONSTITUTE LEGAL OR TAX ADVICE, REFERS ONLY TO BONDHOLDERS WHO DO NOT DEAL IN SECURITIES IN THE COURSE OF THEIR NORMAL TRADING ACTIVITY.

19.4 Exchange of Information

In terms of applicable Maltese legislation, the Issuer and, or its agent may be required to collect and forward certain information (including, but not limited to, information regarding payments made to certain Bondholders) to the Maltese Commissioner for Tax and Customs. The Maltese Commissioner for Tax and Customs will, or may, in turn, automatically or on request, forward the information to other relevant tax authorities subject to certain conditions.

Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU, 2015/2376, 2016/881, 2016/2258, 2018/822, 2020/876 and 2021/514) provides for the implementation of the Common Reporting Standard ("**CRS**") into Maltese legislation. The CRS has been proposed by the OECD as a new global standard for the automatic exchange of financial account information between tax authorities in participating jurisdictions. CRS has been transposed into Maltese legislation by virtue of the Cooperation with Other Jurisdictions on Tax Matters Regulations, Subsidiary Legislation 123.127 ("**CRS Legislation**"). Malta-based financial institutions ("**FIs**") (defined as such for the purposes of CRS) are obliged to identify and report to the Maltese tax authorities financial accounts held by a Reportable Person, as defined under the CRS Legislation, and certain entities with one or more Controlling Persons, as defined under the CRS Legislation, which is classified as a Reportable Person. Financial information relating to Bonds and the holders of the Bonds may fall within the purview of CRS and may be subject to reporting and information exchange provisions.

In particular with respect to CRS, the following information will be reported annually by the FIs to the Maltese competent authority in respect of each reportable account maintained by the FIs: i. The name, address, jurisdiction of tax residence, tax identification number ("TIN") and date and place of birth (in the case of an individual); ii. The account number (or functional equivalent in the absence of an account number); iii. The account balance or value as of the end of the relevant calendar year or other appropriate reporting period or, if the account was closed during such year or period, the closure of the account; iv. The total gross amount paid or credited to the account holder with respect to the account during the calendar year or other appropriate reporting period with respect to which the FI is the obligor or debtor, including the aggregate amount of any redemption payments made to the account holder during the calendar year or other appropriate reporting period.

The Maltese tax authorities shall by automatic exchange framework for reciprocal information exchange, communicate to the other competent authority on an annual basis, any relevant information that may fall to be classified as reportable, and *vice versa*.

The Foreign Tax Compliance Act ("FATCA") has been implemented into Maltese law through the Exchange of Information (United States of America) (FATCA) Order, Subsidiary Legislation 123.156 ("FATCA Legislation"). Under the FATCA Legislation, FIs in Malta (defined as such for the purposes of FATCA) are obliged to identify and report financial accounts held by Specified U.S. persons, as defined under the FATCA Legislation, and certain non-U.S. entities which are controlled by U.S. Controlling Persons, as defined under the FATCA Legislation, to the Maltese tax authorities. The Maltese Government and the Government of the U.S. shall annually exchange the information obtained pursuant to the Order on an automatic basis. Non-compliance may result in a punitive 30% withholding tax on distributions captured by FATCA. Financial account information in respect of holders of the Bonds could fall within the scope of FATCA and they may therefore be subject to reporting obligations.

In particular, FIs reserve the right to store, use, process, disclose and report any required information including all current and historical data related to the past and, or present account/s held by Reportable Persons, including, but not limited to, the name, address, date of birth, place of birth and US TIN, the details of any account transactions, the nature, balances and compositions of the assets held in the account, to the Maltese competent authority.

FIs reserve the right to request any information and or documentation required, in respect of any financial account, in order to comply with the obligations imposed under FATCA and CRS and any referring legislation. In the case of failure to provide satisfactory documentation and, or information, FIs may take such action as it thinks fit, including without limitation, the closure of the financial account.

INVESTORS AND PROSPECTIVE INVESTORS ARE URGED TO SEEK PROFESSIONAL ADVICE AS REGARDS BOTH MALTESE AND ANY FOREIGN TAX LEGISLATION APPLICABLE TO THE ACQUISITION, HOLDING AND DISPOSAL OF BONDS AS WELL AS INTEREST PAYMENTS MADE BY THE ISSUER. THE ABOVE IS A SUMMARY OF THE ANTICIPATED TAX TREATMENT APPLICABLE TO THE BONDS AND TO BONDHOLDERS. THIS INFORMATION, WHICH DOES NOT CONSTITUTE LEGAL OR TAX ADVICE, REFERS ONLY TO BONDHOLDERS WHO DO NOT DEAL IN SECURITIES IN THE COURSE OF THEIR NORMAL TRADING ACTIVITY.

20. THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST

Save for the financial analysis summary annexed to this Base Prospectus as Annex I, this Base Prospectus does not contain any statement or report attributed to any person as an expert.

The financial analysis summary has been included in the form and context in which it appears with the authorisation of the Sponsor, who has given and has not withdrawn its consent to the inclusion of such report herein. The author of the financial analysis summary is Mr Evan Mohnani CPA, MA (Financial Services) - Head Corporate Broking Unit at M.Z. Investment Services Limited.

M.Z. Investment Services Limited does not have any material interest in the Issuer.

The sourced information contained in section 8 of this Base Prospectus has been accurately reproduced and, as far as the Issuer is aware and is able to ascertain from the published information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

21. AUTHORISATION, LISTING AND ADMISSION TO TRADING

The establishment of the Programme was authorised by the Board of Directors on 25 May 2026.

The MFSA has authorised the Programme as admissible to listing on the Official List pursuant to the Capital Markets Rules by virtue of a letter dated 10 June 2026. Application will be made to list each Tranche of the Bonds on the Official List and to be admitted to trading on the regulated market of the MSE.

22. NOTICES

Notices will be mailed to Bondholders at their registered addresses and shall be deemed to have been served at the expiration of 24 hours after the letter containing the notice is posted, and in proving such service it shall be sufficient to prove that a prepaid letter containing such notice was properly addressed to such Bondholder at his registered address and posted.

23. DOCUMENTS AVAILABLE FOR INSPECTION

For the duration period of this Base Prospectus the following documents (or copies thereof) shall be available for inspection at the registered address of the Issuer:

(a) Memorandum and Articles of Association;
(b) Audited consolidated financial statements of the Issuer for the years ended 31 December 2023, 2024 and 2025; and
(c) Financial analysis summary prepared by the Sponsor and dated 10 June 2026.

These documents are also available for inspection in electronic form on the Issuer's website https://www.corinthiagroup.com/investors/.

FINANCIAL ANALYSIS SUMMARY

10 JUNE 2026

ISSUER

INTERNATIONAL HOTEL INVESTMENTS P.L.C.

(C 26136)

Prepared by:

MZ INVESTMENTS

M.Z. Investment Services Limited
63, MZ House, St Rita Street, Rabat RBT 1523, Malta

E info@mzinvestments.com W mzinvestments.com

MZ INVESTMENTS

The Board of Directors
International Hotel Investments p.l.c.
22, Europa Centre
Floriana FRN 1400
Malta

10 June 2026

Dear Board Members,

Financial Analysis Summary

In accordance with your instructions, and in line with the requirements of the MFSA Listing Policies, we have compiled the Financial Analysis Summary (the "**Analysis**") set out on the following pages and which is being forwarded to you together with this letter.

The purpose of this Analysis is that of summarising key financial data appertaining to International Hotel Investments p.l.c. (the "**Issuer**", "**Group**", or "**IHI**"). The data is derived from various sources or is based on our own computations as follows:

(a) Historical information for the most recent three financial years ended 31 December 2023, 31 December 2024, and 31 December 2025 has been extracted from the respective audited consolidated annual financial statements.

(b) The forecast and projected information for the financial years ending 31 December 2026 and 31 December 2027 has been provided by the Group.

(c) Our commentary on the financial performance, cash flows, and financial position of the Issuer is based on explanations provided by IHI.

(d) The ratios quoted in this Analysis have been computed by applying the definitions set out in Part 4 – Explanatory Definitions.

(e) Relevant financial data in respect of the companies included in Part 3 – Comparative Analysis has been extracted from public sources such as websites of the companies concerned, financial statements filed with the Malta Business Registry, as well as other sources providing financial information.

This Analysis is meant to assist investors by summarising the more important financial information of the Group. This Analysis does not contain all data that is relevant to investors and is meant to complement, and not replace, the contents of the full Prospectus. Furthermore, it does not constitute an endorsement by our firm of any securities of the Issuer and should not be interpreted as a recommendation to invest or not invest in any of the Issuer's securities. We will not accept any liability for any loss or damage arising out of the use of this Analysis, and no representation or warranty is provided in respect of the reliability of the information contained in the Prospectus. As with all investments, investors are encouraged to seek professional advice before investing in the Issuer's securities.

Yours faithfully,

Evan Mohnani
Head of Corporate Broking

M.Z. Investment Services Limited is regulated by the Malta Financial Services Authority and licensed to conduct investment services business in terms of the Investment Services Act (Cap. 370 of the Laws of Malta). MZ Investments is a member of the Malta Stock Exchange and an enrolled Tied Insurance Intermediary for MAPFRE MSV Life p.l.c. under the Insurance Distribution Act (Cap. 487 of the Laws of Malta).

Company Registration Number: C 23936 I VAT Number: MT 1529 8424

TABLE OF CONTENTS

PART 1 – INFORMATION ABOUT THE ISSUER....63

1. KEY ACTIVITIES....63
2. DIRECTORS AND SENIOR MANAGEMENT....66
3. ORGANISATIONAL STRUCTURE....66
4. SEGMENT INFORMATION....67
5. INFORMATION RELATING TO THE ISSUER'S SECURITIES....74
6. RELATED PARTY DEBT SECURITIES....74
7. ECONOMIC UPDATE....75

PART 2 – FINANCIAL REVIEW....83

8. FINANCIAL ANALYSIS....83
9. VARIANCE ANALYSIS....91

PART 3 – COMPARATIVE ANALYSIS....95

PART 4 – EXPLANATORY DEFINITIONS....97

PART 1 – INFORMATION ABOUT THE ISSUER

1. KEY ACTIVITIES

International Hotel Investments p.l.c. carries on the business of an investment company in relation to the ownership, development, and operation of hotels, as well as residential and commercial real estate across several countries. It generates revenue primarily from the operation of own hotels, whilst additional income is derived from the following sources:

i) Corinthia Hotels Limited ("**CHL**"), which manages and operates a number of hotel properties owned by IHI, related parties, and independent third parties.

ii) Real estate activities, through rental income generated from the lease of commercial centres situated in Tripoli and St Petersburg, as well as Grand Hotel Prague Towers.[1]

iii) Catering services provided through the operation of Corinthia Caterers Limited, Catermax Limited, and Costa Coffee Malta.

iv) Project management, engineering, and related architectural and structural services, provided through QPM Limited ("**QP**").[2]

v) Origination, financing, and development of real estate projects, provided through CREV Limited ("**CREV**").[3]

IHI owns the Corinthia brand in all respects, and its business strategy is based on three main pillars, namely: (i) maximising revenue and earnings from hotel operations and other businesses; (ii) disposing of non-core properties and mature assets that no longer fit within the Group's strategy; and (iii) extending the Corinthia brand to luxury properties that are mostly or entirely owned by independent third parties, through management agreements, leases, and real estate developments in which IHI may not necessarily be the lead investor.

An important initiative spearheaded by the Group in recent years has been its expansion into the upper four-star and lower five-star segments of the market through the establishment of the Verdi Hotels brand. In addition to owning and managing the Verdi St George's Bay Marina, IHI manages six Verdi-branded hotels located in the Czech Republic (Panorama by Verdi Hotels), Hungary (Verdi Hotel Budapest), Tunisia (Verdi Hotel Tunis), Malta (Vivaldi by Verdi Hotels and Verdi Gżira Hotel), and Portugal (Verdi Santarém). Of these six properties, two are owned by IHI's parent company, CPHCL Company Limited ("CPHCL"), namely Verdi Hotel Budapest and Verdi Hotel Tunis. At present, the Group is holding discussions to affiliate Verdi Hotels with a major collection franchise, with the aim of further strengthening the brand's marketing and distribution platform.

[1] Formerly operated as the Corinthia Hotel Prague prior to its rebranding. On 1 April 2024, the Group leased the property to an independent specialist operator for a five-year period, whilst retaining the right to terminate the lease agreement early in the event of a sale. In early 2026, IHI recommenced the process of exploring potential opportunities to sell this property.
[2] During 2025, the Group launched DesignEQ within the QP brand, a luxury hospitality design studio with a fully operational and bespoke base in London and a strengthened dual hub in Dubai, supporting the Group's expanding activity across the Middle East, particularly the United Arab Emirates, and North Africa.
[3] Previously, Corinthia Developments International Limited.

The following table lists the Group's principal assets and operations:

International Hotel Investments p.l.c.
Principal Assets and Operations

	Location	% ownership	No. of hotel rooms	Asset Value 2023 €'000	2024 €'000	2025 €'000	*Notes*
Owned and managed hotels							
Corinthia Hotel London	United Kingdom	50	283	536,218	580,091	534,036	*(1)*
Corinthia Hotel Lisbon	Portugal	28	518	119,091	143,988	145,073	*(2)*
Corinthia Hotel Budapest	Hungary	100	414	116,025	112,600	111,426	*(3)*
Corinthia Grand Hotel Astoria Brussels	Belgium	50	126	82,118	124,709	130,121	*(1)*
Radisson Blu Resort & Spa Golden Sands	Malta	100	329	68,000	91,001	90,308	
Corinthia Hotel Tripoli	Libya	100	300	65,400	70,888	69,255	
Corinthia Hotel St George's Bay	Malta	100	248	56,039	55,562	54,598	*(4)*
Corinthia Hotel St Petersburg	Russia	100	388	53,458	56,945	68,018	
Radisson Blu Resort St Julian's	Malta	100	252	46,000	45,069	55,999	*(4)*
Verdi St George's Bay Marina	Malta	100	200	34,800	34,239	33,758	*(4)*
Corinthia Palace Hotel & Spa	Malta	100	147	31,482	31,223	31,179	
Owned hotel – leased to third parties							
Grand Hotel Prague Towers	Czech Republic	100	539	87,980	96,563	109,959	*(5)*
Leased and managed hotels							
Corinthia Hotel Rome	Italy	n/a	60	n/a	n/a	n/a	*(6)*
Corinthia Borgo di Perolla Tuscany *(2030)*	Italy	n/a	80	n/a	n/a	n/a	
Managed hotels							
Panorama by Verdi Hotels	Czech Republic	n/a	441	n/a	n/a	n/a	
Verdi Hotel Budapest	Hungary	n/a	310	n/a	n/a	n/a	
Verdi Hotel Tunis	Tunisia	n/a	309	n/a	n/a	n/a	
Vivaldi by Verdi Hotels	Malta	n/a	263	n/a	n/a	n/a	
Verdi Gżira Hotel	Malta	n/a	106	n/a	n/a	n/a	
Verdi Santarém	Portugal	n/a	105	n/a	n/a	n/a	
The Surrey Corinthia Hotel New York	USA	n/a	100	n/a	n/a	n/a	*(7)*
Corinthia Grand Hotel Du Boulevard Bucharest	Romania	n/a	30	n/a	n/a	n/a	
Corinthia Hotel & Residences Doha *(2026)*	Qatar	n/a	110	n/a	n/a	n/a	*(8)*
Corinthia Hotel & Residences Riyadh *(2027)*	Saudi Arabia	n/a	85	n/a	n/a	n/a	*(9)*
Corinthia Hotel & Residences Dubai *(2028)*	United Arab Emirates	n/a	125	n/a	n/a	n/a	*(10)*
Corinthia Hotel Maldives *(2028)*	Maldives	n/a	63	n/a	n/a	n/a	
Corinthia Resort Lake Como *(2028)*	Italy	n/a	58	n/a	n/a	n/a	*(11)*
Corinthia Hotel & Residences Chengdu *(2032)*	China	n/a	150	n/a	n/a	n/a	*(12)*
Investment properties							
Tripoli Commercial Centre	Libya	100	n/a	83,260	86,300	90,300	
St Petersburg Commercial Centre	Russia	100	n/a	38,316	36,829	42,432	
Corinthia Oasis	Malta	100	n/a	30,817	48,200	60,484	*(13)*
Site in Tripoli	Libya	100	n/a	29,500	29,500	29,500	
Craven House, London *(office building)*	United Kingdom	100	n/a	11,333	11,675	12,033	*(14)*
Pinhiero Chagas Residences	Portugal	100	n/a	6,386	3,342	-	*(15)*
Mediterranean Investments Holding p.l.c.	Libya	25	413	n/a	n/a	n/a	*(16)*
Total			**6,552**	**1,496,223**	**1,658,724**	**1,668,479**	

Notes:

*(1) Although Corinthia Hotel London and Corinthia Grand Hotel Astoria Brussels are each 50% indirectly owned by IHI, both are under the control and management of the Group and are therefore fully consolidated in the financial statements of the Issuer. The remaining 50% shareholding in Corinthia Hotel London and Corinthia Grand Hotel Astoria Brussels is indirectly owned by Libyan Foreign Investment Company ("**LAFICO**") through NLI Holdings Limited ("**NLI**").*

(2) On 1 April 2026, IHI sold a 72% shareholding in Corinthia Hotel Lisbon to Orion Real Estate Fund VI, an experienced investor in the European hotel sector. CHL will continue to manage and operate the hotel under the Corinthia brand through a 20-year management agreement.

(3) The property includes an additional 26 penthouse apartments, known as 'Royal Residences', which are not included in the room count.

(4) On 29 January 2026, the Group obtained an outline development permit from the Planning Authority for the addition of two storeys at Corinthia Hotel St George's Bay, Radisson Blu Resort St Julian's, and Verdi St George's Bay Marina, which would allow for the creation of an additional 252 rooms in aggregate, namely 74 new rooms for Radisson Blu Resort St Julian's, and 77 and 101 additional rooms for Corinthia Hotel St George's Bay and Verdi St George's Bay Marina, respectively.

(5) Asset value includes unutilised land situated adjacent to the hotel.

(6) The 7,000 sqm building, located in Parliament Square, formerly served as the seat of the Bank of Italy. The hotel is leased for a period of 40 years and commenced operations in early March 2026.

(7) The property also includes 14 additional luxury residences that have been sold but are serviced by the hotel.
(8) Additional 18 hotel-serviced villas earmarked for sale are not included in the room count.
(9) Additional 10 hotel-serviced villas earmarked for sale are not included in the room count.
(10) Additional 96 branded residences earmarked for sale are not included in the room count.
(11) Room count excludes three additional branded residences.
(12) Additional 60 branded residences earmarked for sale are not included in the room count.
(13) The 83,530 sqm site at Golden Bay, located in an area known as Ħal-Ferħ in Għajn Tuffieħa in close proximity to the Radisson Blu Resort & Spa Golden Sands, is in the process of being developed into a low-rise 161-key luxury resort, supported by a top-tier wellness centre, food and beverage outlets, an underground car park, as well as 25 detached serviced villas and bungalows earmarked for sale. The overall project is aimed at maintaining a highly landscaped surrounding that is very sensitive to the area's natural character and rural environment. Indeed, the development will only cover circa 30% of the total site area, with around 16,000 sqm allocated to the hotel resort and approximately 9,000 sqm to the residential component.
(14) The office building was acquired in August 2022 and is currently fully occupied by the Group.
(15) The apartment block comprises seven upmarket units. The last remaining unit was sold in FY2025.
*(16) The acquisition of a 25% equity stake in Mediterranean Investments Holding p.l.c. ("**MIH**") is expected to be concluded by 30 June 2026 for a total consideration of €37 million. The investment will be funded through debt financing from APS Bank p.l.c., which is intended to be repaid principally through dividends to be received by IHI from MIH. In FY2025, MIH generated revenue of €33.50 million, EBITDA of €23.83 million, and profit after tax of €19.72 million. MIH closed FY2025 with total assets of €315.26 million, net assets of €220.13 million, and net debt of €38.25 million.*

1.1 OTHER ASSETS

BENGHAZI PROJECT

IHI has been at the core of efforts to assemble a project to develop a 228-room five-star Corinthia hotel, 2,000 sqm of retail space, and 10,000 sqm of office space on a prime site in Benghazi, Libya. In recent months, IHI has signed an MOU with the local authorities to kickstart the project, and retain a 10% shareholding at no new cost, besides being awarded the contracts for design, project management, asset management and hotel operations.

MEDINA TOWERS PROJECT

IHI owns 25% of the share capital of Medina Towers Joint Stock Company ("**MTJSC**") which is an entity set up for the purpose of owning and developing the Medina Towers project in Tripoli. The other shareholders of MTJSC are MIH, Arab Union Contracting Company, and Alinmaa Holding Company, each holding a 25% equity stake.

The parcel of land over which the project will be developed measures circa 13,000 sqm and is situated in Tripoli's main high street. The architectural concept stems from a four-storey podium that will include a mix of residential, retail, commercial and conference space. A curved tower rises from the sixth level and peaks at the 40th level, where a double height restaurant will complete the project. The development will comprise a total gross floor area of circa 199,000 sqm. The execution of this project is currently on hold.

IHI's direct and indirect shareholding interest in the Medina Towers project will increase from 25% to 31.25% once the Group concludes the acquisition of a 25% equity stake in MIH for €37 million by 30 June 2026. In addition to its 25% direct shareholding in the Medina Towers project, MIH wholly operates the **Palm City Residences** located in Janzour, Libya, through a build-operate-transfer agreement with CPHCL expiring in 2071. The shorefront gated village comprises 413 units ranging from one-bedroom apartments to four-bedroom semi-detached villas. It offers a host of amenities and leisure facilities including a piazza, a supermarket, a variety of retail shops, a laundry, a health clinic, and several catering outlets and cafeterias. The complex also features numerous indoor and outdoor sports facilities, including a fully equipped gym, a squash court, tennis courts, an indoor pool, water sports facilities, and an outdoor swimming pool.

In addition, MIH plans to develop the **Palm Waterfront** project, adjacent to the Palm City Residences, pursuant to an 80-year build-operate-transfer agreement with CPHCL. The site has a footprint of circa 64,000 sqm and the planned development will include a 150 room 4-star hotel, 332 residential units for lease or sale, 3,400 sqm of office space, 4,000 sqm of commercial and entertainment facilities, as well as a 117-berth yacht marina with facilities. The execution of this project is currently on hold.

GILDED TRIUMVIRATE LP

The Group has a 4% effective shareholding interest in Gilded Triumvirate LP, which, in turn, owns two contiguous hotels and an office block in Beverly Hills, California ("**Beverly Hills operations**").

The Hôtel Lili, previously known as The Maison 140 Hotel, and the Mosaic Hotel, which together comprise 93 rooms, are operated by Palisociety, an independent hotel management company, under the oversight of CREV, and are leased to the Group for a five-year period, extendable by a further twelve months, with effect from February 2025. On the other hand, the office block is predominantly leased to a joint venture that is 50%-owned by IHI until 31 December 2034. It comprises two buildings connected by a skybridge and offers around 5,574 sqm of total rentable area. One of the office buildings is primarily used for vehicle parking and includes a reception area, as well as office space measuring circa 860 sqm. The second building comprises various offices and meeting rooms, together with a lounge, restaurant space, and a roof-level deck measuring circa 650 sqm.

Gilded Triumvirate LP holds a 75% equity stake in Golden Triangle p.l.c., which, in turn, has €42 million in debt securities listed and traded on the Regulated Main Market (Official List) of the Malta Stock Exchange. The remaining 25% equity stake in Golden Triangle p.l.c. is held by IHI. The bonds were issued in the first half of 2025, and the net proceeds were advanced to Gilded Triumvirate LP to finance the acquisition of the Maison 140 Hotel, the Mosaic Hotel, and the office block.

2. DIRECTORS AND SENIOR MANAGEMENT

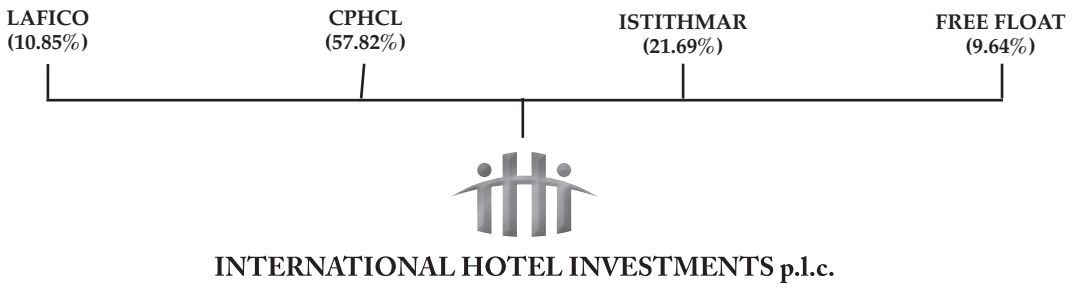
The Board of Directors of IHI comprises the following ten individuals who are responsible for the overall development, strategic direction, and risk management of the Group:

Alfred Pisani	Chairman and Executive Director
Simon Naudi	Managing Director and Chief Executive Officer
Frank Xerri de Caro	Non-Executive Director
Joseph Pisani	Non-Executive Director
Moussa Atiq Ali	Non-Executive Director
Douraid Zaghouani	Non-Executive Director
Richard Cachia Caruana	Senior Independent Non-Executive Director
Alfred Camilleri	Independent Non-Executive Director
Hamad Mubarak Mohd Buamin	Independent Non-Executive Director
Mohamed Mahmoud Alzarouq Shawsh	Independent Non-Executive Director

The Chief Executive Officer, together with the Chairman, is responsible for managing IHI's assets and subsidiary businesses covering all aspects relating to investments, development, and operations, as well as for identifying and executing new investment opportunities. The other key members of the Group's senior management team are Neville Fenech (Chief Financial Officer), Michael Izzo (Chief Strategy Officer), Clinton Fenech (General Counsel), and Stephen Bajada (Company Secretary).

3. ORGANISATIONAL STRUCTURE

The diagram below provides a condensed illustration of IHI's organisational structure. A complete list of the companies forming part of the Group is included in Section 17, 'Investments in Subsidiaries', and Section 18, 'Other Investments', of the Annual Report and Financial Statements for the financial year ended 31 December 2025, which is also available at: https://www.corinthiagroup.com/investors/.



IHI's shares have been listed on the Regulated Main Market (Official List) of the Malta Stock Exchange since 2 June 2000. CPHCL holds 355,988,463 shares, equivalent to 57.82% of IHI's total issued share capital. Istithmar Hotels FZE and LAFICO are both strategic investors in the Group, holding 133,561,548 shares and 66,780,771 shares, equivalent to 21.69% and 10.85% of IHI's total issued share capital, respectively.[4] The remaining 9.64% of the Group's issued share capital is held by the general public.

The Group's organisational structure has expanded considerably over the years in line with IHI's growth and development. The current organisational structure allows the Issuer to keep its strategic direction and development in focus whilst allowing the respective boards and management teams of the Group's various subsidiaries to focus on achieving IHI's operational objectives. Indeed, the Issuer has an autonomous organisational structure for each hotel property and operation. Furthermore, IHI's philosophy is based on the ownership of each hotel property through a company established in the jurisdiction where the hotel is located.

[1] Istithmar Hotels FZE is ultimately owned by the Government of Dubai whilst LAFICO is owned by the State of Libya. LAFICO also owns 50% of CPHCL, whilst up to approximately half of its direct holding of 10.85% in IHI is subject to a call option in favour of CPHCL.

4. SEGMENT INFORMATION

4.1 HOTEL OPERATIONS

Hotel Operations For the financial year 31 December	2023 Actual €'000	2024 Actual €'000	2025 Actual €'000	2026 Forecast €'000	2027 Projection €'000
Revenue:					
London	92,326	95,774	88,795	96,830	104,297
Malta	70,298	74,782	77,230	81,638	79,398
Rome				17,077	31,274
Brussels			14,946	23,195	30,532
Budapest	21,870	26,936	28,908	30,124	29,182
St Petersburg	11,954	14,157	17,735	20,507	20,265
Tripoli	4,413	9,408	8,482	10,307	18,597
Beverly Hills			5,537	6,769	8,168
Lisbon	31,977	38,005	39,157	8,727	-
Prague*	16,287	2,815			
	249,125	**261,877**	**280,790**	**295,174**	**321,713**
EBITDA:					
London	22,677	22,757	21,204	20,417	24,088
Malta	15,457	16,149	19,276	20,331	19,210
Rome				2,295	10,148
Brussels			(10,522)	(1,523)	2,470
Budapest	4,128	5,944	6,177	6,497	5,297
St Petersburg	3,180	5,016	6,707	7,580	7,374
Tripoli	(389)	2,620	1,771	1,928	7,605
Beverly Hills			1,363	1,743	2,991
Lisbon	8,414	10,187	11,444	1,746	
Prague*	1,954	(824)			
	55,421	**61,849**	**57,420**	**61,014**	**79,183**
EBITDA Margin *(%)* :					
London	24.56	23.76	23.88	21.09	23.10
Malta	21.99	21.59	24.96	24.90	24.19
Rome				13.44	32.45
Brussels			(70.40)	(6.57)	8.09
Budapest	18.88	22.07	21.37	21.57	18.15
St Petersburg	26.60	35.43	37.82	36.96	36.39
Tripoli	(8.81)	27.85	20.88	18.71	40.89
Beverly Hills			24.62	25.75	36.62
Lisbon	26.31	26.80	29.23	20.01	n/a
Prague*	12.00	(29.27)			
	22.25	**23.62**	**20.45**	**20.67**	**24.61**

** Hotel was leased to third parties as from 1 April 2024.*

The Group's hotel operations segment reported a stronger revenue performance in **FY2025**, as total income increased by 7.22%, from €261.88 million in FY2024 to €280.79 million in FY2025, mainly reflecting the first full-year contribution from the Corinthia Grand Hotel Astoria Brussels and the initial revenue contribution from the Beverly Hills operations. These increases were, however, partly offset by the loss of operating income from the Group's hotel in Prague, which was leased to third parties as from 1 April 2024, as well as the weaker revenue performance of Corinthia Hotel London and, to a much lesser extent, Corinthia Hotel Tripoli. EBITDA declined by 7.16%, from €61.85 million in FY2024 to €57.42 million in FY2025, principally due to the absorption of Corinthia Grand Hotel Astoria Brussels, resulting in a drop in the EBITDA margin to 20.45% from 23.62% in FY2024.

Corinthia Hotel London remained the largest revenue contributor, although revenue declined by 7.29%, from €95.77 million in FY2024 to €88.80 million. This reduction was driven by unfavourable currency movements, as well as lower occupancy and average daily rate ("ADR"), reflecting increased competition in the London market following the entry of new operators. EBITDA, however, decreased at a slightly lower rate of 6.82%, from €22.76 million to €21.20 million, with the EBITDA margin improving marginally from 23.76% in FY2024 to 23.88% in FY2025, as the Group implemented a number of cost-reduction initiatives to mitigate the negative financial impact.

The hotels in **Malta** achieved a 3.27% increase in revenue in FY2025 to €77.23 million, compared to €74.78 million in FY2024. However, EBITDA improved at a much stronger rate of 19.36%, from €16.15 million to €19.28 million, resulting in a notable increase in the EBITDA margin from 21.59% to 24.96%. This growth was driven mainly by the Radisson Blu Resort & Spa Golden Sands and the Corinthia Palace Hotel & Spa. The former registered higher occupancy at a significantly improved ADR following the continued purchase of timeshare room nights, enabling the benefit of the higher rates to flow directly to the Group. Meanwhile, although occupancy at Corinthia Palace Hotel & Spa declined slightly year-on-year, this was offset by a higher ADR following the recent renovation of rooms and the conversion of a number of rooms into suites.[5]

Corinthia Grand Hotel Astoria Brussels generated revenue of €14.95 million in FY2025, representing its first full year of operations following its opening in late 2024. However, the hotel reported a negative EBITDA of €10.52 million which included one-time significant pre-opening costs. The EBITDA loss also reflected the launch and initial operating phase of the hotel, including the impact of market penetration and the time required for the asset to reach a more stabilised level of trading in a completely untapped luxury market segment in Brussels.

Corinthia Hotel Budapest registered revenue growth of 7.32%, from €26.94 million in FY2024 to €28.91 million in FY2025. EBITDA increased at a slower pace, by 3.92%, from €5.94 million to €6.18 million, resulting in the EBITDA margin narrowing from 22.07% to 21.37%. During the year, the hotel continued to be highly active in the meetings, incentives, conferences, and exhibitions market, whilst additional focus was also directed towards leisure tourism.

Corinthia Hotel St Petersburg performed strongly in FY2025, with revenue rising by 25.27% to €17.74 million (FY2024: €14.16 million), whilst EBITDA increased by 33.71% to €6.71 million (FY2024: €5.02 million). As a result, the EBITDA margin improved from 35.43% to 37.82%, effectively placing the hotel as the highest EBITDA margin hotel asset of the Group. The hotel's performance was underpinned by higher ADR denominated in Rouble, along with a favourable exchange rate. In euro terms, ADR increased by circa 25%, supported by a modest occupancy increase of around 2 percentage points.

Corinthia Hotel Tripoli reported a weaker performance in FY2025, primarily due to a notable drop in occupancy, with revenue decreasing by 9.84%, from €9.41 million to €8.48 million. EBITDA declined more sharply by 32.40%, from €2.62 million to €1.77 million, whilst the EBITDA margin contracted from 27.85% to 20.88%, despite an improvement of around 7% in ADR.

The **Beverly Hills** operations started in March 2025 and generated revenue of €5.54 million and EBITDA of €1.36 million, representing an EBITDA margin of 24.62%.

Corinthia Hotel Lisbon continued to contribute positively, with revenue increasing by 3.03% to €39.16 million in FY2025, compared to €38.01 million in FY2024, and EBITDA rising by 12.34% to €11.44 million, from €10.19 million in the prior year. The EBITDA margin improved year-on-year from 26.80% to 29.23%, reflecting a stronger operating performance supported by a higher ADR, albeit at a marginally lower occupancy level.

In **FY2026**, revenue from the hotel operations segment is forecast to increase by 5.12% to €295.17 million, whilst EBITDA is expected to grow by 6.26% to €61.01 million. As a result, the overall EBITDA margin is forecast to improve to 20.67%. The forecast improvement is expected to be driven by the first contribution from Corinthia Hotel Rome which was inaugurated in March 2026, as well as the continued growth of Corinthia Grand Hotel Astoria Brussels as this hotel progresses through its market penetration phase. On the other hand, revenue and EBITDA from Corinthia Hotel Lisbon are expected to drop sharply, to €8.73 million and €1.75 million, respectively, following the reduction in the Group's ownership of the hotel from 100% to 28% as from 1 April 2026.

Corinthia Hotel London is expected to register a rebound in revenue of 9.05% to €96.83 million. However, EBITDA is forecast to decline by 3.71% to €20.42 million, with the EBITDA margin falling to 21.09%. This anticipated deterioration in profitability reflects cost and inflationary pressures, notwithstanding the expected recovery in revenue. Furthermore, the hotel's operations are expected to be somewhat disrupted by a planned €7.65 million investment programme relating to the continued refurbishment and upgrading of certain rooms into suites, together with the refurbishment of the hotel's Crystal Lounge and five to six meeting rooms.

The Group's hotel operations in **Malta** are forecast to continue improving across all five hotels in FY2026, with revenue expected to increase by 5.71% to €81.64 million and EBITDA forecast to rise by 5.47% to €20.33 million. The EBITDA margin is projected to remain broadly stable at 24.90%.

[5] In Q1 2026, Corinthia Palace Hotel & Spa was included in the prestigious Virtuoso global network and the American Express Hotel Collection. Virtuoso is the leading global network of agencies specialising in luxury and experiential travel, while the American Express Hotel Collection is a curated programme of hotels available to eligible American Express cardholders. Inclusion in these programmes is subject to stringent eligibility criteria, including exceptional service standards and curated guest experiences.

Corinthia Hotel Rome is forecast to contribute revenue of €17.08 million and EBITDA of €2.30 million, representing an EBITDA margin of 13.44%, during its first period of operations of around nine months.

Corinthia Grand Hotel Astoria Brussels is forecast to increase revenue by 55.19% to €23.20 million in FY2026. Although the hotel is still expected to report negative EBITDA of €1.52 million, this would represent a substantial improvement year-on-year reflecting the gradual normalisation of operations following the initial market penetration phase.

Corinthia Hotel Budapest is forecast to grow revenue by 4.21% to €30.12 million, whilst EBITDA is expected to increase by 5.18% to €6.50 million, with the EBITDA margin improving slightly to 21.57%.

Corinthia Hotel St Petersburg is expected to continue growing in FY2026, with revenue forecast to increase by 15.63% to €20.51 million and EBITDA projected to rise by 13.02% to €7.58 million. However, the EBITDA margin is expected to ease slightly to 36.96%.

The performance of **Corinthia Hotel Tripoli** is forecast to recover notably in FY2026, with revenue increasing by 21.52% to €10.31 million and EBITDA rising by 8.87% to €1.93 million, although the EBITDA margin is expected to decline further to 18.71%.

The Group's **Beverly Hills** operations are forecast to generate revenue of €6.77 million and EBITDA of €1.74 million, representing an EBITDA margin of 25.75%, during the first full year of contribution to the Group.

In **FY2027**, revenue from hotel operations is projected to increase by almost 9% to €321.71 million. EBITDA is projected to increase at a stronger rate of 28.48% to €79.18 million, resulting in a significant improvement in the overall EBITDA margin to 24.61%. The projected improvement reflects a stronger EBITDA contribution from Corinthia Hotel Rome during its first full twelve-month period of operations, the expected turnaround of Corinthia Grand Hotel Astoria Brussels into positive EBITDA, and a notable EBITDA recovery in London and Tripoli, partly offset by lower projected EBITDA contributions from Malta, Budapest, and St Petersburg, as well as the absence of consolidated income from Corinthia Hotel Lisbon.

Corinthia Hotel London is projected to grow its revenue by 7.71% to €104.30 million, with EBITDA rising by 17.98% to €24.09 million and the EBITDA margin improving by just over 2 percentage points to 23.10%, following the completion of the refurbishment investment programme in FY2026.

The Group's hotels in **Malta**, by contrast, are projected to report a 2.74% decline in revenue to €79.40 million and EBITDA contracting by 5.51% to €19.21 million. The EBITDA margin is projected to decrease to 24.19%. This expected drop in business is attributable to the major refurbishment programme at Corinthia Hotel St George's Bay.

Corinthia Hotel Rome is projected to generate revenue of €31.27 million in FY2027, representing a year-on-year increase of 83.14%, as the hotel benefits from its first full year of operations. EBITDA is projected to surge markedly to €10.15 million, with the EBITDA margin improving substantially to 32.45%.

Corinthia Grand Hotel Astoria Brussels is projected to continue with its progression beyond the initial market penetration period, with revenue increasing by 31.63% to €30.53 million. EBITDA is expected to turn positive at €2.47 million, resulting in an EBITDA margin of 8.09%.

Corinthia Hotel Budapest is projected to experience a 3.13% decline in revenue to €29.18 million in FY2027. Furthermore, EBITDA is expected to contract by 18.47% to €5.30 million, with the EBITDA margin projected to fall to 18.15%, reflecting the impact of a planned €20 million refurbishment programme.

Corinthia Hotel St Petersburg is projected to remain a high-margin contributor, notwithstanding a marginal decline in revenue of 1.18% to €20.27 million and a 2.72% reduction in EBITDA to €7.37 million. Its EBITDA margin is projected to remain strong at 36.39%.

Corinthia Hotel Tripoli is projected to record a significant improvement in performance in FY2027, with revenue increasing by 80.43% to €18.60 million and EBITDA rising sharply to €7.61 million. This would result in a marked improvement in the EBITDA margin to 40.89%.

The Group's operations in **Beverly Hills** are also projected to improve, with revenue increasing by 20.67% to €8.17 million and EBITDA rising by 71.60% to almost €3 million. The EBITDA margin is projected to strengthen considerably to 36.62%.

4.2 HOTEL MANAGEMENT SERVICES

CHL manages and operates several hotels, the majority of which are currently owned by IHI. However, in recent years, the Group placed considerable emphasis on entering into, and successfully concluding, several agreements across various countries for the management and operation of properties owned by independent third parties.

Management contracts are typically structured for a term of 20 years. Key commercial terms generally include management fees based on total turnover, marketing and reservation fees based on rooms revenue, and incentive fees based on gross operating profit. In addition, CHL makes efficient use of capital and resources, reflecting the minimal capital outlay involved, if any, in each new management contract, whilst providing a cost-effective means of gaining in-depth knowledge of various hotel markets. The services offered by CHL focus on the following areas of expertise:

(i) ***Operations*** – comprises the design and development of new hotels under development, as well as responsibility for overall operations and support to general managers, engineering, standards, quality, and sustainability.
(ii) ***Finance*** – covers procurement and information technology.
(iii) ***Human resources*** – involves organisational culture and people management.
(iv) ***Commercial*** – covers revenue management, sales, public relations, marketing, distribution, and loyalty programmes.
(v) ***Business growth*** – includes sourcing new opportunities and negotiating agreements for the management of new Corinthia hotels.

Separately, CHL also holds a minority stake in GHA Holdings Limited ("GHA"), the owner of the Global Hotel Alliance, of which CHL is a member alongside more than 50 other hotel brands. GHA has achieved strong growth over the years and today serves as an umbrella for over 950 upscale and luxury hotels worldwide. It provides a low-cost, full-service loyalty programme, GHA DISCOVERY, through a unique multi-brand technology platform that enables brands to retain loyal customers and attract new business from members enrolled by other brands.

The following table summarises the financial performance of CHL between FY2023 and FY2025, together with the forecast and projections for FY2026 and FY2027, respectively:

Hotel Management Services **For the financial year 31 December**	**2023** **Actual** **€'000**	**2024** **Actual** **€'000**	**2025** **Actual** **€'000**	**2026** **Forecast** **€'000**	**2027** **Projection** **€'000**
Revenue:					
Owned hotels	14,916	16,700	15,083	15,572	18,592
Third party owned hotels	1,808	2,196	3,399	6,727	10,075
Other[1]	279	575	563	2,626	2,760
	17,003	**19,471**	**19,045**	**24,925**	**31,427**
EBITDA[2]	**2,759**	**609**	**(992)**	**1,407**	**9,747**
EBITDA margin *(%)*	**16.23**	**3.13**	**(5.21)**	**5.64**	**31.01**

[1] *Includes Corinthia Hotel Lisbon as from 1 April 2026.*
[2] *Includes one-time costs related to the pre-opening of new hotels.*

The hotel management services segment reported a marginal contraction in revenue in FY2025 to €19.05 million from €19.47 million in FY2024. Revenue from owned hotels declined by 9.68% to €15.08 million compared to €16.70 million in FY2024. This decline was mainly attributable to Corinthia Hotel London which registered a weaker performance during the year, although this was partly offset by growth achieved across most other owned hotels and the twelve-month income from Corinthia Grand Hotel Astoria Brussels. In contrast, revenue from third-party owned hotels surged by 54.78%, from €2.20 million in FY2024 to €3.40 million in FY2025, reflecting organic growth from existing and already managed hotels, together with new income generated from The Surrey Corinthia Hotel New York, which opened in October 2024, and Corinthia Grand Hotel Du Boulevard Bucharest, which opened in March 2025. Other revenue remained broadly unchanged year-on-year at €0.56 million.

Despite the marginal reduction in total revenue, the segment registered a more pronounced decline at EBITDA level, moving to a negative €0.99 million in FY2025 from a positive €0.61 million in FY2024. The weaker EBITDA performance was mainly influenced by the pre-opening, launch, and ramp-up costs incurred in relation to the Corinthia Grand Hotel Astoria Brussels and, to a lesser extent, Corinthia Hotel Rome. As a result, whilst the segment continued to benefit from a broader and growing management platform, profitability in FY2025 remained materially impacted by the cost absorption associated with recently opened and ramping-up properties.

In **FY2026**, the hotel management services segment is forecast to register a strong recovery, with total revenue expected to increase by 30.87% to €24.93 million. Revenue from owned hotels is projected to increase by 3.24% to €15.57 million, reflecting improved performance across all markets, including London, together with the new income from Corinthia Hotel Rome which opened in March 2026. Revenue from third-party owned hotels is expected to almost double, reaching €6.73 million, whilst other revenue is forecast to rise materially to €2.63 million, including income from the management and operation of Corinthia Hotel Lisbon.

At EBITDA level, the segment is forecast to return to profitability in FY2026, with EBITDA expected to amount to €1.41 million. Accordingly, the EBITDA margin is expected to rebound to 5.64% reflecting the expected increase in revenue, the increased market penetration of newly opened hotels, and the gradual normalisation of costs following the pre-opening, launch, and ramp-up expenses incurred in the preceding years.

In **FY2027**, the positive trajectory is projected to strengthen, with total revenue expected to increase by a further 26.09% to €31.43 million. Revenue from owned hotels is projected to rise by 19.39% to €18.59 million, with growth mostly driven by Corinthia Hotel London. Meanwhile, income from third-party owned hotels is expected to exceed €10 million, fuelled by the full twelve-month income from Corinthia Hotel Rome compared to circa nine-month contribution in FY2026, the twelve-month income from Corinthia Hotel & Residences Doha, which is expected to open in late 2026, and the initial income from Corinthia Hotel & Residences Riyadh. Other revenue is projected to remain relatively stable at €2.76 million.

The segment's profitability is projected to improve substantially in FY2027, with EBITDA increasing to €9.75 million and the EBITDA margin rising to 31.01%, reflecting a broader portfolio of managed hotels with a progressively higher level of recurring income from independently owned properties, as well as improved market penetration and performance.

4.2.1 UPCOMING MANAGED HOTELS

CORINTHIA HOTEL & RESIDENCES DOHA (2026)

In Q3 2020, CHL entered into an agreement with United Development Company ("**UDC**"), the Qatari owner and master developer of The Pearl Island in Doha, to manage and operate a luxury Corinthia hotel situated within UDC's newest flagship real estate development, namely Gewan Island. Corinthia Hotel & Residences Doha occupies a footprint of around 13,000 sqm and will feature 110 guestrooms, a 1,000-person banquet hall, several restaurants, and a luxury spa facility. The development also includes branded villas earmarked for sale, a golf course, a yacht club, and a beach club, all of which are managed by CHL. The yacht club and the golf course commenced operations in October 2022, whilst the villas were completed in 2024.

Separately, in Q1 2024, CHL entered into a technical services and pre-opening agreement with UDC in relation to **Viva Bahriya Tower 25**, a development situated on The Pearl Island. The project covers a footprint of circa 7,180 sqm and comprises around 170 serviced apartments, restaurants, lounges, and car parking facilities, all of which are to be managed under the Corinthia brand. UDC also mandated QP to assist with the architectural design, interior design, structural and building services engineering, and cost management of the project.

CORINTHIA HOTEL & RESIDENCES RIYADH (2027)

In Q3 2022, CHL entered into a technical and pre-opening services agreement, as well as a 20-year management agreement, with Diriyah Gate Company Limited ("DGCL") in relation to a new ultra-luxury Corinthia hotel within the Diriyah Gate development in Riyadh, Saudi Arabia. DGCL is wholly owned by the Public Investment Fund of Saudi Arabia, which serves as the sovereign wealth fund of the Saudi Arabian government.

Diriyah Gate is a USD20 billion heritage and tourism project aimed at attracting 25 million visitors annually. Located on the principal luxury shopping street within Diriyah Gate, Corinthia Hotel & Residences Riyadh will have a built-up area of more than 28,000 sqm and will comprise 85 rooms and suites, as well as ten serviced residences earmarked for sale.

CORINTHIA HOTEL & RESIDENCES DUBAI (2028)

In Q4 2024, CHL entered into a technical and pre-opening services agreement, as well as a hotel management agreement, in relation to the development and operation of a Corinthia city hotel situated within the Dubai International Financial Centre. The project will comprise 125 rooms, 96 branded apartments, multiple food and beverage outlets, a spa and gym, and a signature rooftop club and restaurant. QP is also involved in this project as project manager and interior designer.

CORINTHIA HOTEL MALDIVES (2028)

In Q2 2023, CHL entered into a technical and pre-opening services agreement, as well as a 20-year hotel management agreement, with Maarah Pvt Ltd, which forms part of Niro Investment Group and, in turn, exclusively holds the head lease to a lagoon located in Kaafu Atoll, Maldives.

Corinthia Hotel Maldives will be an island resort built on reclaimed land. The project will feature 63- beach and water villas, state-of-the-art wellness facilities, multiple fitness spaces, and a selection of five restaurants operated in collaboration with internationally renowned brands. The development has an aquatic-inspired design, with the main pavilion and independent water-edge villas situated on the principal island, whilst the wellness facilities will be located on smaller islands.

CORINTHIA RESORT LAKE COMO (2028)

In Q4 2025, CHL entered into a technical and pre-opening services agreement, as well as a hotel management agreement, with RoundShield Partners LLP, a European private credit and tactical opportunities platform that forms part of Harrison Street Asset Management, in relation to a resort to be developed in Lake Como, Italy.

Located adjacent to the grounds of Italy's second-oldest golf course in the alpine village of Menaggio, Corinthia Resort Lake Como will comprise 58 guestrooms, three branded residences, spa and wellness facilities, multiple dining venues, and access to the golf club.

CORINTHIA BORGO DI PEROLLA TUSCANY (2030)

In Q1 2026, IHI announced that it entered into contractual arrangements to develop, lease, and operate a new luxury Corinthia resort in Borgo di Perolla, Tuscany, Italy.

Set in the heart of the Tuscan countryside, the Corinthia Borgo di Perolla will transform a collection of vintage historic buildings into a luxury resort experience that brings together heritage, nature, and contemporary elegance. The resort lies at the heart of the 13th-century Perolla Estate, a 13 million sqm landscape of sustainably managed woodland, olive groves, and vineyards, and enriched by historic sites. Set within easy reach of the medieval town of Massa Marittima, the coast, the beaches of Castiglione della Pescaia and Punta Ala, and the region's celebrated hot springs, the setting combines rural seclusion with exceptional access to some of Tuscany's most desirable attractions.

The development is being undertaken in partnership with the project's investor and entrepreneur Gaetano Buglisi and his BGenera Group, whose vision is to create a sustainable Tuscan retreat of enduring value. Designed by Milan-based alErta design studio, Corinthia Borgo di Perolla Tuscany will sensitively restore and repurpose historic structures into a refined, village-style retreat, rooted in authenticity and a strong connection to its surroundings. Design works are underway following which works will commence to launch the hotel by 2030. The resort will feature 80 keys, including suites, private villas, dedicated wellness, event spaces, including a restored historic chapel, together with a carefully curated collection of restaurants and amenities celebrating local cuisine and seasonal produce. A branded residential component will further strengthen the appeal of Borgo di Perolla, Tuscany, as a long-term lifestyle destination.

CORINTHIA CHENGDU & RESIDENCES (2032)

In Q1 2026, CHL entered into a technical and pre-opening services agreement, as well as a hotel management agreement, with Chengdu ShiLong Industry Co. for the development and management of a new 150-room Corinthia hotel. The project is located at the intersection of the Jiaozi Financial District and the Dayuan Business District, and will also comprise 60 branded residences.

4.3 REAL ESTATE ACTIVITIES

The Group has a portfolio of commercial real estate mainly comprising the commercial centres located in Tripoli (rentable area of 7,555 sqm) and St Petersburg (rentable area of 12,422 sqm), and the Grand Hotel Prague Towers.

Real Estate Activities **For the financial year 31 December**	**2023** **Actual** **€'000**	**2024** **Actual** **€'000**	**2025** **Actual** **€'000**	**2026** **Forecast** **€'000**	**2027** **Projection** **€'000**
Rental Income	9,710	12,940	15,651	15,855	15,815
EBITDA:					
Tripoli Commercial Centre	6,769	4,603	5,396	5,701	5,815
St Petersburg Commercial Centre	1,180	2,387	3,364	3,514	3,690
Grand Hotel Prague Towers	-	3,557	5,170	5,353	5,366
Other	(104)	(232)	(255)	78	78
	7,845	**10,315**	**13,675**	**14,646**	**14,949**
EBITDA margin *(%)*	**80.79**	**79.71**	**87.37**	**92.37**	**94.52**

The real estate segment registered a stronger performance in **FY2025**, with rental income increasing by almost 21% to €15.65 million compared to €12.94 million in FY2024. Segment EBITDA increased at a faster pace, rising by 32.57%, to €13.68 million from €10.32 million in FY2024. As a result, the EBITDA margin improved materially to 87.37% compared to 79.71% in the prior year, reflecting the degree of operating leverage inherent in the rental business model.

The performance in FY2025 was particularly positively impacted by the full twelve-month contribution from Grand Hotel Prague Towers, compared to nine months of income in FY2024, together with an improved contribution from both the Tripoli Commercial Centre and the St Petersburg Commercial Centre. EBITDA from Grand Hotel Prague Towers increased by 45.35% year-on-year to €5.17 million compared to €3.56 million in FY2024. Meanwhile, EBITDA from the Tripoli Commercial Centre increased by 17.23% to €5.40 million (FY2024: €4.60 million), whilst the St Petersburg Commercial Centre recorded an increase of 40.93% to €3.36 million (FY2024: €2.39 million). The latter was also boosted by the appreciation of the Russian Rouble.

In **FY2026**, rental income is forecast to increase marginally by 1.30% to €15.86 million. Segment EBITDA is projected to rise by 7.10% to €14.65 million, whilst the EBITDA margin is expected to improve further to 92.37%. The projected improvement in profitability is mainly underpinned by continued stable income generation from the segment's principal real estate assets, with both the Tripoli Commercial Centre and the St Petersburg Commercial Centre expected to remain virtually fully occupied throughout the year.

EBITDA from the Tripoli Commercial Centre is forecast to increase by 5.65% to €5.70 million, whilst EBITDA from the St Petersburg Commercial Centre is projected to rise by 4.46% to €3.51 million. Grand Hotel Prague Towers is also expected to register further growth, with EBITDA forecast to increase by 3.54% to €5.35 million.

In **FY2027**, rental income is projected to remain broadly stable at €15.82 million. Segment EBITDA is projected to increase by 2.07% to €14.95 million. Consequently, the EBITDA margin is expected to improve to 94.52%, reflecting the continued strong profitability of the segment and the expectation that the principal commercial centres will remain virtually fully occupied throughout the projection period.

The projected growth in FY2027 is expected to be mainly driven by the two commercial centres. EBITDA from the Tripoli Commercial Centre is projected to increase by 2% to €5.82 million, whilst EBITDA from the St Petersburg Commercial Centre is forecast to rise by 5.01% to €3.69 million. Grand Hotel Prague Towers is projected to remain broadly stable, with EBITDA increasing marginally by 0.24% to €5.37 million.

4.4 PROJECT MANAGEMENT & DEVELOPMENT

Although wholly owned by the Issuer, QP and DesignEQ operate at arm's length from IHI. Over the years, QP has expanded internationally across various countries and, during FY2025, accelerated its strategic shift towards open-market competitiveness, with third-party work representing 83% of turnover and international revenue growing by 72% year-on-year to account for 56% of total revenue.

In this context, **QP** delivered a milestone year in FY2025, achieving record revenue of €13.26 million, up by 30.27% year-on-year. Furthermore, EBITDA rose markedly to €2.56 million from €1.89 million in FY2024, whilst the EBITDA margin advanced by 70 basis points to 19.27%, as QP scaled its delivery capacity to meet a broader and more complex global project portfolio, thereby solidifying its position as a diversified, internationally competitive, professional services platform.

CREV also delivered a standout year in FY2025, as it concluded a USD145 million ultra-prime Beverly Hills assemblage. As part of this process, CREV secured a new Kuwaiti equity partner, was key in raising €42 million through debt securities listed on the Regulated Main Market (Official List) of the Malta Stock Exchange issued by Golden Triangle p.l.c., and structured a joint venture with The Gores Group. Following the establishment of the Beverly Hills operations, CREV initiated the process leading to the future development of a flagship Corinthia Hotel & Residences property in Beverly Hills.

During FY2025, CREV also made further progress on its resort project on Grace Bay in Turks & Caicos, securing key land rights over a prime site, agreeing a development framework with the government, and submitting the project for outline planning. The development is being pursued through a joint venture with the US family owning the land, with CREV co-developing the project alongside the local landowner. The project is expected to comprise a luxury 67-room Corinthia hotel, together with 11 villas and 74 apartments for sale, principally targeting the US market.

Another major new opportunity in Los Cabos, Mexico, is also gathering pace and is expected to further strengthen the Group's development pipeline. In this regard, CREV entered into a preliminary agreement for a significant hotel and residential project, comprising a luxury Corinthia hotel together with approximately 600 villas and residences for sale within a golf and beach resort. CREV is expected to participate as a partner in the project and is currently negotiating the terms of an equity investment into the development vehicle, which will in turn partner with the local landowners to carry the extensive project forward. Preliminary agreements are already in place to secure 90% of the project's USD72 million equity requirement, alongside the Group's token equity contribution. Once implemented, the project is expected to generate development fees, promote income, and a hotel management agreement for CHL, thereby supporting the Group's strategy of expanding its income streams through capital-light development and management opportunities in high-end international destinations.

4.5 CATERING

Event catering services are provided under the Group's Corinthia Caterers and Catermax brands, as well as through the operation of the Costa Coffee franchise in Malta. The catering segment reported revenue of €20.86 million in FY2025, representing an increase of 6.16% over the prior year (FY2024: €19.65 million). However, at EBITDA level, the catering business reported a decline in profitability to €0.59 million compared to €0.80 million in FY2024.

For FY2026 and FY2027, the Group expects this business segment to generate revenue in excess of €20 million and EBITDA of around €0.80 million per annum.

5. INFORMATION RELATING TO THE ISSUER'S SECURITIES

The Issuer has five bonds which are listed on the Regulated Main Market (Official List) of the Malta Stock Exchange. The key information relating to these bonds is provided in the table below:

Security ISIN	Security	Symbol Code	Amount Outstanding	Market Price*
MT0000111303	4.00% International Hotel Investments p.l.c. Secured 2026	IH26A	€ 55,000,000	99.87%
MT0000111311	4.00% International Hotel Investments p.l.c. Unsecured 2026	IH26B	€ 60,000,000	99.89%
MT0000111337	3.65% International Hotel Investments p.l.c. Unsecured 2031	IH31A	€ 80,000,000	93.00%
MT0000111345	6.00% International Hotel Investments p.l.c. Unsecured 2033	IH33A	€ 60,000,000	103.00%
MT0000111352	5.30% International Hotel Investments p.l.c. Unsecured 2035	IH35A	€ 35,000,000	100.05%
			€ 290,000,000	

** As at 21 May 2026*

The authorised share capital of IHI is €1 billion. The issued share capital amounts to €615,684,920, divided into 615,684,920 ordinary shares with a nominal value of €1.00 each, all of which are fully paid up. The key market data relating to IHI's shares is set out in the table below:

International Hotel Investments p.l.c.
Key Market Data
For the financial year 31 December 2025

Total number of shares in issue ('000)	*[A]*	615,685
Share price as at 21 May 2026 (€)	*[B]*	0.510
Market capitalisation (€'000)	*[A multiplied by B]*	313,999
Shareholders' funds (€'000)	*[C]*	715,521
Net asset value per share (€)	*[C divided by A]*	1.1622
Price-to-net asset value (times)	*[A multiplied by B] divided by [C]*	0.44
Profit for the year attributable to the owners of the company (€'000)	*[D]*	20,784
Earnings per share (€)	*[D divided by A]*	0.0338
Price-to-earnings ratio (times)	*[A multiplied by B] divided by [D]*	15.11
Gross dividend per share (€)*	*[E]*	0.0300
Gross dividend yield based on share price as at 21 May 2026 (%)	*[E] divided by [B]*	5.88

** Gross interim dividend in respect of the 2026 financial year. Where applicable, given that the dividend was paid out of the untaxed account, a withholding tax of 15% applies to individuals resident in Malta.*

6. RELATED PARTY DEBT SECURITIES

The table below provides a list of the outstanding debt securities of the entities related to the Group that are listed on the Regulated Main Market (Official List) of the Malta Stock Exchange:

Security ISIN	Security	Symbol Code	Amount Outstanding	Market Price*
MT0000101270	5.35% CPHCL Finance p.l.c. Unsecured & Guaranteed 2035	CF35A	€ 45,000,000	101.25%
MT0002891209	5.30% Golden Triangle p.l.c. Secured & Guaranteed 2030	GT30A	€ 42,000,000	101.00%
MT0000371303	5.25% Mediterranean Investments Holding p.l.c. Unsecured & Guaranteed 2027	MI27A	€ 30,000,000	100.00%
MT0000371311	5.85% Mediterranean Investments Holding p.l.c. Unsecured & Guaranteed 2028	MI28A	€ 20,000,000	101.70%

** As at 21 May 2026*

7. ECONOMIC UPDATE[6]

The following provides an overview of the most significant macroeconomic trends affecting IHI's principal markets.

7.1 BELGIUM[7]

The Belgian economy grew by 1% in 2025, mainly driven by robust private consumption. However, investment slowed down and the contribution of net exports remained negative. Real GDP increased by 0.2% in the first quarter of 2026. However, decreasing consumer confidence points to a slowdown in the second quarter of 2026.

Private consumption is expected to weaken over the 2026-2027 forecast period, reflecting reduced purchasing power stemming from higher inflation and lower growth in social benefits. The saving rate is set to remain stable at 12% of disposable income in 2026 and 2027. Investment is projected to grow modestly, weighed down by tighter financial conditions, uncertainty stemming from geopolitical tensions, and the surge in energy prices. Household investment is expected to decline further in 2026, as building permits continue their downward trend. Exports are expected to slightly recover as of 2026. At the same time, imports are also projected to pick up, in particular due to defence-related deliveries. As a result, net exports are set to continue contributing negatively to GDP also in 2027. Overall, real GDP growth is projected to decelerate to 0.7% in 2026, before increasing to 0.9% in 2027.

Key Economic Indicators	**2023 Actual**	**2024 Actual**	**2025 Actual**	**2026 Projection**	**2027 Projection**
Belgium					
Real GDP growth *(%, year-on-year)*	1.60	1.10	1.00	0.70	0.90
Inflation - HICP *(%, year-on-year)*	2.30	4.30	3.00	3.40	2.60
Unemployment (%)	5.50	5.70	6.20	6.60	6.50
Current account balance *(% of GDP)*	0.10	(0.40)	(2.30)	(2.60)	(2.60)
General fiscal balance *(% of GDP)*	(4.10)	(4.40)	(5.20)	(5.20)	(5.40)
Gross public debt *(% of GDP)*	102.50	103.90	107.90	110.50	112.80

Source: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026.

Employment is forecast to increase gradually over the 2026-2027 forecast period, underpinned by reforms aimed at extending careers, through the pension reform, notably the bonus-malus system, and reintegrating long-term sick employees into the labour market. Unemployment is projected to slightly increase to 6.6% in 2026, from 6.2% in 2025, before declining to 6.5% in 2027, as the two-year cap on unemployment benefits duration is expected to increase the number of active job-seekers. Wage growth is set to moderate over the 2026-2027 forecast period, mainly due to more stable inflation compared to previous years and the cap on the indexation of higher wages.

Headline inflation, based on the Harmonised Index of Consumer Price ("HICP"), is projected to rise from 3% in 2025 to 3.4% in 2026. Energy inflation is expected to rise as a result of the conflict in the Middle East. Services inflation is set to remain elevated, fuelled by rising prices for service vouchers, higher university tuition fees, and VAT increases on certain products. HICP inflation is projected to ease to 2.6% in 2027 as energy and non-energy industrial goods prices are expected to decelerate. However, this slowdown is forecast to be partly offset by higher services prices.

In 2025, the general government deficit increased significantly to 5.2% of GDP, up from 4.4% in 2024. This was driven by a strong decline in revenues, mainly from income and wealth taxes, in combination with higher expenditure in particular on defence and social benefits. The deficit is projected to stabilise at 5.2% of GDP in 2026 mainly due to measures taken by the federal and regional governments to contain spending and increase revenue. Higher expenditure on defence and interest payments is expected to partly offset reductions in current spending on social benefits, subsidies, and public sector wages. The decrease in current spending stems from a range of reforms and consolidation measures targeting pensions and labour market reintegration. At the same time, revenue as a percentage of GDP is projected to increase as a consequence of fiscal measures on VAT, capital gains tax, and financial sector taxation.

[6] This section is based on information available at the time of publication of the source consulted and is subject to continuous developments as macroeconomic conditions, policies, and external factors evolve.

[7] **Source:** European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en

In 2027, the deficit is forecast to widen again to 5.4% of GDP, driven by higher expenditure. The decline in other current revenue and capital transfers following the end of the Recovery and Resilience Facility ("**RRF**") is mirrored by lower expenditure. On the revenue side, various measures broadly offset each other. In terms of expenditure, the expected increase in defence spending and interest payments is only partially offset by a decline in intermediate consumption and public sector wages. The latter reflects slower growth in public sector employees and the partial wage indexation. Defence spending is projected to increase gradually from 1.4% of GDP in 2025 to 1.8% in 2027, taking into account the delivery timelines for military equipment.

General government gross debt stood at 107.9% of GDP as at the end of 2025. The structurally high general government deficits are the main driver of the projected increase in the debt-to-GDP ratio to 112.8% by 2027.

7.2 CZECH REPUBLIC[8]

Czech Republic's real GDP grew by 2.6% in 2025, driven by both domestic and external demand. Growth is expected to slow down to 1.8% in 2026, under the impact of the energy price shock and a negative contribution from net exports. However, growth is projected to pick up to 2.4% in 2027, supported by solid household and government consumption, investment, and improvements in the contribution from net exports.

Household consumption was the main driver of growth in the second half of 2025, and this trend is set to continue over the 2026-2027 forecast period. Consumer confidence has improved markedly since April 2025, but was impacted by increased uncertainty and higher energy prices in April 2026. Despite these recent developments, household consumption is forecast to expand by close to 3% in both 2026 and 2027, supported by further growth in real wages and a gradual decline in households' saving rates. In 2025, household consumption surpassed 2019 levels for the first time, following a protracted decline during the COVID-19 pandemic and the energy crisis between 2021 and 2022. Household saving rates are projected to gradually moderate, but will remain well above the historic average, due to elevated consumer uncertainty as well as to structurally larger asymmetries in the distribution of disposable income. Investment is expected to contribute positively to growth, expanding at a brisk pace in 2026 and 2027 following an increased absorption of EU funds, recovery in residential construction, and higher demand, both domestic and foreign-based, in some industrial segments.

Key Economic Indicators	2023 Actual	2024 Actual	2025 Actual	2026 Projection	2027 Projection
Czech Republic					
Real GDP growth *(%, year-on-year)*	-	1.30	2.60	1.80	2.40
Inflation - HICP *(%, year-on-year)*	12.00	2.70	2.30	2.70	2.80
Unemployment (%)	2.60	2.60	2.80	3.10	3.20
Current account balance *(% of GDP)*	0.10	2.10	1.70	0.40	0.80
General fiscal balance *(% of GDP)*	(3.70)	(2.00)	(2.10)	(2.80)	(2.90)
Gross public debt *(% of GDP)*	42.20	43.30	44.30	45.80	47.20

Source: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026.

Exports are expected to grow in 2026 and 2027, driven by fiscal expansion and higher defence spending in some key trading partners. At the same time, US tariffs, higher energy costs, and economic uncertainty are expected to weigh on export growth, especially in 2026. The strong expansion in domestic demand is expected to lead to rapid imports growth, resulting in a negative contribution of net exports to economic growth in 2026, before turning slightly positive in 2027.

The unemployment rate is projected to pick up gradually, from 2.8% in 2025 to 3.2% by 2027, though it will remain among the lowest in the EU. The recent structural changes affecting the Czech economy are reflected in employment, with higher female participation and employment in services, matched by a decline in manufacturing employment. Nominal wage growth is projected to remain markedly above inflation but is expected to gradually decline, from the 6.5% recorded in 2025 to 5.5% in 2026 and 4.9% in 2027.

HICP inflation is projected to accelerate, from 2.3% in 2025 to 2.7% in 2026, and 2.8% in 2027. The energy price shock is pushing inflation higher, directly impacting energy inflation and subsequently passing through to the other HICP components. In 2026, price increases in transport fuels and gas are expected to outweigh the decline in electricity prices due to the government taking over the payment of the renewable energy fee from consumers. Energy inflation is expected to accelerate in 2027, due to a delayed pass-through to consumer prices. Services inflation is projected to moderate in 2026, reflecting the slowing wage growth, following the same trend in 2027. Core inflation excluding energy and food is forecast above HICP inflation in 2026, at 3%, before edging down to 2.5% in 2027.

[8] **Source:** European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en

General government deficit increased marginally to 2.1% of GDP in 2025 from 2% in 2024, on the back of higher employee pay and increased government subsidies for renewable energy sources, partially offset by higher GDP growth. Public investment increased in 2025 as percentage of GDP, supported also by the completion of projects financed by the EU. The budget deficit is forecast to increase to 2.8% of GDP in 2026, turning the fiscal stance from neutral to expansionary. The revenue-to-GDP ratio is projected to decrease, reflecting the full phase-out of the tax on energy companies' windfall profits. Expenditure is set to stay broadly unchanged as a percentage of GDP, with the growth of social benefits stabilising due to reduced pension indexation, while government employee salaries are expected to rise in line with nominal wage increases. The untargeted temporary reduction in excises on diesel taken in response to the outbreak of the war in the Middle East amounts to less than 0.1% of GDP in 2026.

The deficit is expected to rise to 2.9% in 2027. The revenue-to-GDP ratio is set to decline on the back of decreasing capital transfers from the EU, broadly offset by a decline in spending on social benefits and public investment. Public debt remains low compared to the EU average, as debt-to-GDP ratio is forecast to rise from 44.3% in 2025 to 47.2% by 2027, driven by the negative primary balance, partly offset by GDP growth.

7.3 HUNGARY[9]

Real GDP growth stood at 0.5% in 2025, supported by strong consumption which benefited from substantial wage increases and a decline in household savings. In contrast, investment declined, and exports remained sluggish due do the weak performance of manufactured goods and business services. Economic activity increased in the first quarter of 2026 by 0.8% quarter-on-quarter, due to an increase in industrial production and sustained strong performance of services.

GDP growth is forecast to gain momentum in 2026 and 2027, to 1.8% and 2.1%, respectively, underpinned by domestic demand and exports, as well as improved confidence. Consumption is expected to remain a key growth driver in 2026, supported by strong wage growth and fiscal measures. However, consumption is set to moderate in 2027 as wage growth slows down.

Investment is set to gradually recover and increase by 3.9% in 2027, driven by public investment, a pick-up in construction, supported by elevated housing demand and improving business sentiment. Export growth is projected to increase, boosted by the launch of assembly facilities in the automotive industry and the expected recovery in external demand. At the same time, elevated energy prices are set to deteriorate the terms of trade in 2026, and the current account balance is forecast to shift from a surplus of 1.7% of GDP in 2025 to a deficit of 0.2% in 2026 before returning to surplus again, of 0.5% of GDP, in 2027.

The unemployment rate declined marginally to 4.4% in 2025, from 4.5% in 2024, although the number of job vacancies fell. The unemployment rate is forecast to remain stable over the 2026-2027 forecast period, as labour hoarding decreases in line with the economic recovery. Nominal wage growth is set to remain elevated in 2026, driven by an 11% increase in the minimum wage, wage hikes in the public sector, and an overall tight labour market. However, wage growth is expected to moderate in 2027 as the one-off public-sector wage hike fades out.

Key Economic Indicators	2023 Actual	2024 Actual	2025 Actual	2026 Projection	2027 Projection
Hungary					
Real GDP growth *(%, year-on-year)*	(0.80)	0.70	0.50	1.80	2.10
Inflation - HICP *(%, year-on-year)*	17.00	3.70	4.40	3.20	3.10
Unemployment (%)	4.10	4.50	4.40	4.50	4.40
Current account balance *(% of GDP)*	0.10	1.90	1.70	(0.20)	0.50
General fiscal balance *(% of GDP)*	(7.00)	(5.10)	(4.70)	(6.20)	(5.80)
Gross public debt *(% of GDP)*	73.30	73.50	74.60	75.10	76.80

Source: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026.

HICP inflation averaged 4.4% in 2025, compared to 3.7% in 2024, with HICP excluding energy and food reaching 5.9%. However, by March 2026, HICP inflation declined to 2.1% owing to a decline in food inflation, modest repricing of services, and fuel price regulations which limited the impact of rising oil prices due to the conflict in the Middle East. Moreover, inflationary pressures from strong domestic demand and high wage growth were largely offset by currency appreciation. As such, HICP inflation is forecast to decrease to 3.1% by 2027, from the forecast of 3.2% in 2026, driven by the moderation of energy prices and easing wage pressures.

[8] **Source:** European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en

The budget deficit narrowed from 5.1% of GDP in 2024 to 4.7% in 2025, largely due to falling interest expenditure, reflecting lower coupons on inflation-linked bonds, and cuts to public investment. In 2026, the deficit is projected to widen to 6.2% of GDP, driven by new measures targeting households and expenditure slippages. Income tax revenue is expected to decline due to the continued phasing-in of the personal income tax exemption for mothers and an increase in the family tax allowance, totalling an estimated 0.6% of GDP. In addition, the gradual introduction of a 14th month pension and new housing support measures for households and public workers are expected to increase the deficit by around 0.5% of GDP.

Further public sector wage increases, along with bonuses for military and law enforcement employees paid in January 2026 that are estimated at 0.5% of GDP, are projected to drive continued strong public wage growth. Current expenditure overruns should further add to the deficit. These are expected to be only partially offset by the extension of sectoral taxes on windfall profits into 2026 and an increase in the bank tax. Public investment is projected to increase after two years of decline. Overall, the fiscal stance is expected to be strongly expansionary in 2026.

In 2027, the deficit is projected to remain elevated at 5.8% of GDP, in part due to the increasing cost of already legislated income tax measures and the 14th month pension, alongside the expiry of sectoral taxes. Interest expenditure is projected to remain broadly stable as a share of GDP. As such, the fiscal stance is projected to be contractionary in 2027 relative to 2026.

The debt-to-GDP ratio is projected to increase over the 2026-2027 forecast period, from 74.6% in 2025 to 76.8% by 2027. The forecast increase to 75.1% of GDP in 2026 reflects the large deficit but is almost counterbalanced by the revaluation of foreign-denominated debt due to recent currency appreciation. In 2027, a stronger increase is forecast on the back of the persistently high deficit.

7.4 ITALY[10]

In 2025, real GDP grew by 0.5%, driven by a robust expansion in domestic demand but held back by foreign demand. Household consumption rose by 1.1% on the back of strong employment and wage growth, while investment grew by 3.5%. Residential construction activity contracted further, following a sharp decline in 2024, due to the protracted phasing out of tax credits for housing renovation. In contrast, non-residential construction and investment in equipment and intangibles rose steadily, buoyed by RRF funding. Growth in imports of goods and services outpaced that of exports, particularly in goods trade.

The conflict in the Middle East is expected to affect all components of demand. Private consumption is set to decelerate, owing to a reduction in real disposable income, and despite a slight drop in the saving rate. Investment growth is projected to slow compared to 2025, as housing construction falls slightly. The RRF continues to support investment in infrastructure and equipment, although the latter is set to be dampened by geopolitical tensions and rising interest rates. The impact of US tariffs and disruptions in some export markets due to the conflict in the Middle East is anticipated to further upset the goods export outlook while reducing imports. Net exports are thus expected to subtract from GDP growth over the 2026-2027 forecast period, albeit less than in 2025.

In 2027, real GDP is forecast to accelerate slightly to 0.6%, from the forecast 0.5% in 2026, as the inflationary shock eases and trade flows increase. Private consumption growth is expected to remain subdued, while investment is expected to be constrained by a slowdown in construction activity and equipment purchases following the expiry of the RRF. Net exports are set to contribute positively to GDP growth, as exports increase in line with foreign demand and imports, particularly of investment goods, decelerate.

Employment growth slowed in 2025 and is projected to remain modest over the 2026-2027 forecast period. With declining working-age population and stabilising participation rates, the unemployment rate is set to fall further to 5.7% in 2026 and 2027 from 6.1% in 2025. Wage growth is expected to moderate to below 3%, as renewed inflationary pressures are not fully passed through to wages, amid softening labour demand and the lagged, partial indexation of wage contracts.

The sharp monthly increase in energy prices as from March 2026 is expected to quickly pass through to other goods and services, driving HICP inflation to 3.2% in 2026 from 1.7% in 2025. However, the assumed moderation of energy commodity prices over the 2026-2027 forecast period is expected to bring HICP inflation below 2% in 2027, even as food and services inflation remains elevated.

Key Economic Indicators	**2023 Actual**	**2024 Actual**	**2025 Actual**	**2026 Projection**	**2027 Projection**
Italy					
Real GDP growth *(%, year-on-year)*	0.90	0.80	0.50	0.50	0.60
Inflation - HICP *(%, year-on-year)*	5.90	1.10	1.70	3.20	1.80
Unemployment (%)	7.70	6.50	6.10	5.70	5.70
Current account balance *(% of GDP)*	0.20	1.00	1.20	0.50	0.60
General fiscal balance *(% of GDP)*	(7.10)	(3.40)	(3.10)	(2.90)	(2.90)
Gross public debt *(% of GDP)*	133.90	134.70	137.10	138.50	139.20

Source: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026.

[10] **Source:** European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en.

In 2025, the government deficit declined to 3.1% of GDP, down from 3.4% in 2024. This improvement reflects an increase of 30 basis points of GDP in the primary surplus, which reached 0.8% of GDP, while interest expenditure remained stable at 3.9% of GDP. The strengthening of the primary balance was mainly driven by higher current revenues. In particular, a rise in social security contributions followed the 2025 changes to the tax wedge, which replaced the cuts in employee social security contributions with a permanent reduction in personal income taxation. Despite these changes, income tax revenues continued to grow, supported by favourable labour market conditions, alongside increased tax revenues from financial assets and VAT. At the same time, capital expenditure exceeded expectations, with investment spending reaching 3.8% of GDP, supported by the implementation of RRF projects, subsidies for firms' green and digital investments, and spending on housing renovation tax credits, which amounted to 0.4% of GDP, significantly higher than anticipated by the government (0.05% of GDP).

In 2026, the deficit is projected to narrow marginally, to 2.9% of GDP. Interest expenditure is set to increase by 30 basis points of GDP, due to rising yields, particularly on inflation-linked bonds. Tax revenues are expected to increase in line with nominal GDP. The 2026 budget introduced changes to income taxation, including a further cut to the labour tax wedge for middle income earners, to be fully compensated by increases in taxes for financial institutions and insurance companies. On the expenditure side, the decrease in subsidies to investments is partially compensated by further public investment, strengthened by RRF funds, and primary current expenditure. The energy support measures introduced before 4 May 2026 – amounting to 0.06% of GDP – have been entirely financed by budgetary savings.

The deficit is projected to remain stable at 2.9% of GDP in 2027. The lagged effects of higher inflation are expected to push up current expenditure, particularly on pensions, while the phase-out of RRF-related projects will lead to lower capital expenditure.

The government debt-to-GDP ratio is set to reach 139.2% by the end of 2027, from 137.1% in 2025. The increase is driven by a debt-increasing interest-growth-rate differential and large stock-flow adjustments related to the housing renovation tax credits affecting the deficit in previous years, while the debt-reducing impact of primary surpluses remains limited.

7.5 LIBYA[11]

Libya's economic performance during the first nine months of 2025 has been marked by a strong rebound in overall GDP driven primarily by the recovery and expansion of the oil sector. Following the 2024 Central Bank of Libya crisis – which triggered a sharp contraction in oil GDP and a slowed overall GDP growth – oil production surged during the first nine months of 2025, averaging 1.3 million barrels per day, an increase of 17% year-on-year. With the strong performance in oil activity, the non-oil sectors remained robust, supported by both private and public consumption. Despite persistent structural, security, and political challenges, these trends reflect the positive impact of increased investments and ongoing maintenance in oil projects, alongside gradual improvements in security conditions.

Key Economic Indicators	2022 Actual	2023 Actual	2024 Actual	2025 Forecast	2026 Projection	2027 Projection
Libya						
Real GDP growth *(%, year-on-year)*	(8.30)	10.20	1.90	13.30	3.50	3.90
Oil GDP growth (%, year-on-year)	*(17.00)*	*17.80*	*(5.50)*	*17.40*	*3.80*	*3.70*
Non-Oil GDP growth (%, year-on-year)	*7.90*	*(0.60)*	*14.30*	*6.80*	*2.90*	*4.00*
Inflation - CPI *(%, year-on-year)*	4.50	2.40	2.10	2.10	2.10	2.00
Current account balance *(% of GDP)*	22.20	4.20	(4.30)	(2.00)	(0.80)	2.80
General fiscal balance *(% of GDP)*	2.70	(0.10)	0.10	3.80	3.30	4.10

Source: World Bank Group, '*Libya Economic Monitor: Setting the Path Towards Accountability and Transparency in Public Financial Management* ', 1 November 2025.

On the fiscal front, public finances have shown improvement, with the Government of National Unity's fiscal surplus widening to 3.6% of GDP during the first nine months of 2025, compared to 0.7% in the same period of 2024. This was achieved despite softer oil prices, as higher oil production and the April 2024 devaluation of the Libyan dinar boosted hydrocarbon revenues by 33%, offsetting declines in tax revenues. However, public expenditure continued to rise, driven by increases in the wage bill and subsidies, while capital spending declined sharply. In the external sector, the merchandise trade surplus contracted by 16% in the first half of 2025, reflecting lower oil export receipts and higher imports, particularly for development and reconstruction projects.

Looking ahead, the economy is projected to register strong growth in 2025. Real GDP is projected to grow by 13.3% in 2025, driven primarily by the boost of oil sector activities by 17.4%, and moderate to 3.5% in 2026 and 3.9% in 2027 as oil output stabilizes. The non-oil GDP is also expected to remain robust, growing by 6.8%, supported by resilient private and public consumption. The fiscal position is anticipated to improve, with the fiscal surplus reaching 3.8% of GDP in 2025 and averaging 3.5% in the medium term. Meanwhile, the current account deficit is expected to narrow to 2% of GDP in 2025, before returning to a surplus of 3% by 2027 as oil receipts recover.

However, the outlook faces significant downside and upside risks. The main challenges stem from persistent political fragmentation, institutional divisions, and the absence of a unified national budget, all of which undermine macro-fiscal management and economic stability. Externally, a sharper-than-expected slowdown in global growth or further declines in oil prices could adversely affect fiscal and external balances. Conversely, improvements in political stability or a recovery in global oil demand could boost economic prospects. In the medium term, the primary challenge remains diversifying the economy and reducing dependence on hydrocarbons, while climate-related shocks and regional instability add further layers of risk to Libya's economic trajectory.

[110] **Source:** World Bank Group, '*Libya Economic Monitor: Setting the Path Towards Accountability and Transparency in Public Financial Management*', 1 November 2025, available at: https://openknowledge.worldbank.org/server/api/core/bitstreams/86fffd45-7610-4a69-bb3c-9fa1dbfa6664/content.

7.6 MALTA[12]

Following a 4% expansion in 2025, real GDP is expected to grow by 3.7% in 2026, despite heightened economic uncertainty. This growth is driven by robust private and public consumption, and is further underpinned by a solid performance in key export sectors.

Malta's robust economic performance is rooted in its strong services sectors, such as recreational, professional, IT, and financial services. The contribution of net exports to growth is positive, resulting from large net positive services trade outweighing the negative balance of trade in goods. The growth of the tourism sector outperformed expectations in 2025 and is expected to maintain momentum in 2026, despite the increased geopolitical uncertainty.

As real wages are forecast to continue increasing, private consumption is set to grow by 3.3% in 2026 and 3.5% in 2027. After a strong increase by 5.9% in 2025, government consumption growth is expected to slow down to 4.6% in 2026 and 3.9% in 2027, still providing a notable contribution to GDP growth. After a small contraction in 2025, investment is expected to return to growth by 2% in 2026 and 4% in 2027 on account of stronger public investment. Real GDP growth is forecast to slow somewhat to 3.6% in 2027, reflecting expectations of more pronounced effects of labour shortages and an expected slowdown in external demand.

Employment grew by 3.9% in 2025, underpinned by inflows of foreign workers. This, however, did not lead to decreasing labour shortages, as vacancy rates continued to increase. Employment growth is expected to slow to 3.2% in 2026 and 3.1% in 2027 in line with the moderation in economic activity. The unemployment rate is expected to remain very low at 3%. After the majority of collective wage agreements in the public sector were finalised, the nominal wage growth per employee averaged 4.2% in 2025 and is forecast to moderate to 3.5% in 2026 and 2.1% in 2027.

Inflation is expected to pick up to 2.7% in 2026 after reaching 2.4% in 2025, as the international energy prices shock indirectly drives up transport, food, and services inflation. The direct effect on local energy inflation of global energy prices increases is neutralised by the measures of the Maltese authorities to keep retail energy prices unchanged. HICP inflation is expected to drift lower to 2.3% in 2027.

Key Economic Indicators	2023 Actual	2024 Actual	2025 Actual	2026 Projection	2027 Projection
Malta					
Real GDP growth *(%, year-on-year)*	10.60	6.20	4.00	3.70	3.60
Inflation - HICP *(%, year-on-year)*	5.60	2.40	2.40	2.70	2.30
Unemployment (%)	3.50	3.20	3.10	3.00	3.10
Current account balance *(% of GDP)*	5.80	6.50	8.30	6.30	6.10
General fiscal balance *(% of GDP)*	(4.40)	(3.40)	(2.20)	(2.20)	(2.10)
Gross public debt *(% of GDP)*	46.90	45.90	46.40	46.20	46.20

Source: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026.

In 2025, the general government deficit fell to 2.2% of GDP from 3.4% in 2024. This was due to strong government revenue growth, driven by nominal GDP growth and significant tax windfalls. Government expenditure continued to increase significantly, with substantial increases in the government's wage bill and intermediate consumption, as well as a one-off expenditure arising from a court decision.

In 2026, the government deficit is forecast to remain stable at 2.2% of GDP. Weaker growth in income tax intakes is foreseen due to the reduction in personal income tax rates. Government expenditure is expected to continue increasing significantly in 2026, including as a result of the higher cost of energy subsidies. The deficit is set to fall to 2.1% of GDP in 2027, as public sector wage growth is expected to moderate while subsidies and intermediate consumption as a share of GDP are also expected to decrease.

The public debt-to-GDP ratio is expected to stabilise at 46.2% over the 2026-2027 forecast period compared to 45.9% in 2024 and 46.4% in 2025.

7.7 PORTUGAL[13]

Portugal's economy faced a series of unexpected shocks at the beginning of 2026, starting with severe storms in January and February, followed by a steep surge in energy prices in March and April. Consequently, the economic sentiment deteriorated and GDP growth slowed from 0.9% quarter-on-quarter in Q4 2025 to a preliminarily estimated standstill in Q1 2026. Although retail sales remained resilient, consumer confidence dropped to a two-year low. However, the business sentiment indicators, particularly in the services sector, regained ground after a dip in January, pointing to the resilience of the economy. Overall, domestic demand continued to contribute positively to growth in Q1 2026, despite the slowdown from the previous quarter, while the contribution of net exports remained negative.

[12] **Source:** European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en

[13] **Source:** European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en

Economic growth is projected to gradually improve in quarter-on-quarter terms over the 2026-2027 forecast period, helped by repair works following the storm damage and the expected peak in the use of RRF funds in 2026. However, elevated energy prices are still set to weigh negatively, particularly in Q2 2026. In full-year terms, growth is forecast to drop only marginally from 1.9% in 2025 to 1.7% in 2026, before rebounding slightly to 1.8% in 2027. Investments are projected to benefit substantially from the RRF cycle in 2026, partly offsetting the negative investment sentiment in the private sector. In 2027, the steep fall in RRF-related investments is projected to be partly offset by a rebound in EU structural funds and improving sentiment in the private sector. The current account surplus is forecast to move very close to a balanced position in 2026 and 2027, as imports are set to continue growing faster than exports while the negative energy price effect in 2026 is only expected to be partly recovered in 2027.

Key Economic Indicators	**2023 Actual**	**2024 Actual**	**2025 Actual**	**2026 Projection**	**2027 Projection**
Portugal					
Real GDP growth *(%, year-on-year)*	3.10	2.20	1.90	1.70	1.80
Inflation - HICP *(%, year-on-year)*	5.30	2.70	2.20	3.00	2.30
Unemployment (%)	6.50	6.50	6.00	5.90	5.80
Current account balance *(% of GDP)*	0.40	2.00	1.00	0.10	0.20
General fiscal balance *(% of GDP)*	1.10	0.60	0.70	(0.10)	(0.40)
Gross public debt *(% of GDP)*	96.90	93.50	89.70	87.60	86.00

Source: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026.

After a strong increase in 2025, employment growth is projected to moderate in 2026, reflecting the weaker economic outlook and slower migration inflows, which are expected to limit labour supply. Wage growth is also projected to slow down but to continue exceeding inflation, as the labour market remains relatively tight amid a record-high employment rate. Despite the country's low job vacancy rate overall, significant labour shortages are reported in construction, IT, and medical services. Unemployment is forecast to edge down from 6% in 2025 to 5.9% in 2026 and 5.8% in 2027. Unit labour costs are set to moderate, broadly in line with developments in main trading partners.

HICP inflation increased from 2.2% in 2025 to 2.7% year-on-year in March 2026 due to a steep rise in international energy prices. The main transmission channel was limited to fuel prices while wholesale electricity prices remained comparatively low in Portugal, benefiting from the high level of water reservoirs and the high share of renewables in the domestic power production. HICP inflation is expected to peak in Q2 2026 and to gradually recede afterwards as the spike in energy prices is set to have only a moderate lagged effect on energy-intensive goods and services. In full-year terms, HICP inflation is forecast to reach 3% in 2026 before decreasing to 2.3% in 2027. Core inflation excluding energy and food is set to increase at a slower pace to 2.4% in both 2026 and 2027.

The budget balance in 2025 turned out better than expected, with Portugal recording a surplus of 0.7% of GDP. This outcome was driven by lower-than-initially budgeted capital expenditure, also related to RRF loans, despite a 30 basis points increase compared to 2024. In addition, tax revenues and social contributions each grew by 20 basis points of GDP, benefitting from the sustained economic activity and dynamic labour market whereas interest expenditure was 10 basis points of GDP lower.

The general government surplus is forecast to slip into a deficit of 0.1% of GDP in 2026 and 0.4% of GDP in 2027. In 2026, the expected decline reflects the impact of government support measures taken in response to the series of storms in January and February. The decline of the general government balance in 2026 and 2027 also results from previously introduced balance-deteriorating measures such as reductions in personal and corporate income tax rates.

Public debt fell from 93.5% of GDP in 2024 to 89.7% of GDP in 2025. Over the 2026-2027 forecast period, the downward trend is projected to continue, albeit at a slower pace. Indeed, public debt is forecast to reach 87.6% of GDP in 2026 and 86% of GDP in 2027 on the back of persisting primary balance surpluses and favourable growth-interest rate differentials.

7.8 RUSSIA[14]

Russian economic growth slowed sharply to 1% in 2025, from 4.9% in 2024, as the country's full-scale war in Ukraine increasingly took its toll domestically. Growth slowed in all GDP components, with investment growth down to -0.4%. Accordingly, the Russian economy is by now two-tiered, with a military industrial complex that remains supported by government contracts and has access to preferential lending, while civilian industries are crowded out. Growth in both private and government consumption roughly halved in 2025 compared to 2024. Relatively resilient private consumption in particular was key in preventing an even more marked deceleration in economic activity in 2025, as a persistently tight labour market continued to drive real wage increases. The macroeconomic imbalances that built over the last few years have widened, exacerbated by sanctions from the EU and its allies, as reflected in particular by the deteriorating fiscal situation and rising private debt levels.

[14] **Source:** European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en

High-frequency indicators point to a continued weak performance in the first quarter of 2026. Real year-on-year GDP growth dropped to -0.3% in Q1 2026, after two extraordinarily weak months in January with -1.8% year-on-year growth and in February with -1.1%. The manufacturing Purchasing Managers' Index has remained in contractionary territory since June 2025, decreasing again to 48.1 points in April 2026. Business confidence dropped to its lowest value since late 2022. On the household side, retail sales growth slowed in January and February to around 2%, but picked up again in March at 6.2%, supported by solid real wage growth in early 2026.

The surge of hydrocarbon prices caused by the conflict in the Middle East is set to support Russian GDP through different channels, however, much of the effect of the windfall gains is expected to be muted as structural weaknesses persist. Investment is forecast to start growing slowly again due to improved monetary conditions and the hydrocarbon windfall gains, although most of the latter is expected to be used to meet the established federal budget deficit targets and to reduce the corporate debt burden. Private consumption growth is forecast to moderate further, as wage growth is set to slow despite the oil price boom and consumer sentiment has worsened. Only a slight increase in export volumes is forecast, as oil production is close to potential and limited by OPEC+ quotas. Overall, GDP growth is projected to pick up to 1.3% in 2026 before slowing to 1.1% in 2027.

Key Economic Indicators	**2023 Actual**	**2024 Actual**	**2025 Actual**	**2026 Projection**	**2027 Projection**
Russia					
Real GDP growth *(%, year-on-year)*	4.10	4.90	1.00	1.30	1.10
Inflation - CPI *(%, year-on-year)*	5.90	8.40	8.70	5.70	4.80
Unemployment (%)	3.20	2.50	2.20	2.30	2.40
Current account balance *(% of GDP)*	2.40	2.90	1.70	3.80	2.10
General fiscal balance *(% of GDP)*	(2.20)	(1.60)	(3.20)	(2.20)	(2.80)
Gross public debt *(% of GDP)*	15.20	14.80	17.50	18.90	21.20

Source: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026.

Partly driven by a 2 percentage points VAT hike, the disinflationary process observed since March 2025 halted in January 2026, when inflation rose 40 basis points to 6% year-on-year, to remain broadly unchanged in February 2026 and March 2026. The labour market remains tight, with average unemployment in 2025 at a historic low of 2.2% and projected to only edge up marginally to 2.4% by 2027. Continued military spending, paired with the projected limited pickup in economic activity due to the increase in oil and gas prices, is set to exert further upward price pressures. First round price effects of the commodity shock are expected to be largely muted due to fuel subsidies. For these reasons the central bank has so far only cautiously cut its policy interest rate, resulting in still high real interest rates. In sum, inflation is expected to stay on its downward trajectory, averaging 5.7% in 2026 and 4.8% in 2027.

Russia ran its largest federal budget deficit since the pandemic in 2025 at 3.2% of GDP, as low global oil prices, a strong Ruble, and Western sanctions weighed on federal oil and gas revenues, which fell by 24% year-on-year. In Q1 2026, oil and gas revenues slumped even more drastically, by 45% year-on-year. The conflict in the Middle East materially changed that situation as Russia's official federal budget for 2026 and 2027 seems more attainable. However, budgeted expenditures in the context of Russia's ongoing war in Ukraine seem unrealistically low and are expected to see upward deviations. In combination, these forces would result in a projected general government deficit of 2.2% for 2026 and 2.8% for 2027, which would cause general government gross debt to increase to 18.9% in 2026 and 21.2% in 2027.

7.9 UNITED KINGDOM[15]

Real GDP grew by 1.4% in 2025, driven primarily by domestic demand. Gross fixed capital formation expanded by 3.4%, reflecting a pickup in both public and private investment, and public consumption rose by 1.7%. Private consumption was more muted, at 1%, as households continued to rebuild their balance sheets. Net exports subtracted from growth as imports expanded more quickly than exports. The energy price shock that emerged in early 2026 is expected to have a notable but transitory impact on both growth and inflation, as the UK enters this period in a materially different position than in 2022. Gas demand has fallen since the last energy crisis and the transmission into broader electricity prices has been reduced. Moreover, second-round effects on inflation are expected to be low as the labour market has loosened, the output gap is assessed as negative, and the fiscal stance is restrictive rather than supportive, all of which point to demand-side weakness.

[15] **Source:** European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026, available at: https://economy-finance.ec.europa.eu/publications/european-economic-forecast-spring-2026_en

Key Economic Indicators	2023 Actual	2024 Actual	2025 Actual	2026 Projection	2027 Projection
United Kingdom					
Real GDP growth *(%, year-on-year)*	0.30	1.10	1.40	0.70	1.20
Inflation - CPIH *(%, year-on-year)*	6.80	3.30	3.90	3.20	1.90
Unemployment (%)	4.00	4.30	4.80	5.20	5.00
Current account balance *(% of GDP)*	(3.60)	(3.00)	(2.40)	(2.70)	(2.60)
General fiscal balance *(% of GDP)*	(6.00)	(6.10)	(5.50)	(4.90)	(4.50)
Gross public debt *(% of GDP)*	98.80	99.80	102.20	103.80	104.90

Source: European Commission, Directorate-General for Economic and Financial Affairs, '*European Economic Forecast, Spring 2026*', 21 May 2026.

GDP growth is projected at 0.7% in 2026. Private consumption is expected to slow to 0.6% as real incomes are weakened by higher energy and food prices. Investment growth is set to moderate to 1.1%, with business investment dampened by persistent uncertainty and weaker external demand. Export growth is expected to slow to 0.7% as external conditions deteriorate, while imports decelerate more sharply in line with the weak domestic demand. Conversely, public consumption is set to continue to support activity, at 1.8%. Growth is projected to recover to 1.2% in 2027 as the energy shock unwinds and household consumption strengthens. The saving rate, which stood at 9.8% of disposable income in 2025, is expected to ease only gradually to 8.4% by 2027, as households remain cautious in the face of elevated inflation and uncertainty.

The labour market continued to loosen through 2025, with unemployment rising to 4.8% from 4.3% in 2024. The unemployment rate is projected to reach 5.2% in 2026, before edging back to 5% in 2027. Employment is expected to contract slightly in 2026, consistent with weaker activity and the continued unwinding of labour hoarding accumulated post-pandemic, growing modestly by 0.3% in 2027. Compensation per employee is projected to decelerate sharply, from 5.7% in 2025 to 2.9% in 2026 and 2.7% in 2027, reflecting easing wage pressures as slack accumulates. Similarly, unit labour cost growth is expected to moderate from 5.9% in 2025 to 2% in 2026 and 1.8% in 2027.

Inflation, as measured by the Consumer Price Index which includes costs of owner-occupied housing ("CPIH"), is projected at 3.2% in 2026, before falling to 1.9% in 2027, reflecting the pass-through of higher oil and food prices. Overall, underlying inflation continues to be sticky as services inflation in particular has shown limited progress in coming down. Furthermore, household inflation expectations have risen markedly recently following the upsurge in the price of oil, thus raising the risk of a slower return to target.

The general government deficit is projected to narrow from 5.5% in 2025 to 4.9% in 2026 and 4.5% in 2027. Frozen personal income tax thresholds provide most of the revenue increase as higher nominal wages push employees into higher tax bands. On the expenditure side, inflation-linked welfare spending is set to rise steadily in 2026, partially offsetting the revenue gains. The energy relief package announced in response to the recent energy shock is expected to be targeted at vulnerable households and materially smaller than the largely universal support measures deployed in 2022. This is consistent with the government's commitment to the fiscal rule and to preserving market confidence after the gilt market dislocation of autumn 2022. Despite the declining deficit, general government gross debt continues to rise, from 102.2% of GDP in 2025 to 103.8% in 2026 and 104.9% in 2027, as primary balances remain insufficient to stabilise the debt ratio at prevailing interest costs.

PART 2 – FINANCIAL REVIEW

8. FINANCIAL ANALYSIS

The historical information is extracted from the audited consolidated annual financial statements of IHI for the years ended 31 December 2023, 31 December 2024, and 31 December 2025.

The forecast and projected information for the financial years ending 31 December 2026 and 31 December 2027 has been provided by the Group and is based on future events and assumptions which the Issuer believes to be reasonable. However, actual outcomes may be adversely affected by unforeseen circumstances, and the variation between forecasts and projections with actual results could be material.

The estimates presented in this Analysis assume that the carrying values of the Group's hotels and investment properties will not be revalued upwards or impaired, and therefore no adjustments have been made as to possible uplifts or impairments in value of assets which can materially affect the values in the Statement of Comprehensive Income and the Statement of Financial Position.

THE GROUP'S OPERATIONS IN LIBYA

Note 5 to the 2025 Annual Report and Financial Statements outlines the significant uncertainties and judgments associated with the valuation of the Group's assets in Libya. These uncertainties directly affect the projected cash flows from related operations, which are themselves influenced by the timing of a recovery in the country. As a result, various plausible scenarios could materially impact the financial performance of the Group's operations in Libya and the valuation of the associated assets. This matter is considered fundamental to stakeholders due to the potential effects that these uncertainties could have on the valuation of the Group's assets in Libya and the recoverability of certain debtors. As at 31 December 2025, the Group's assets in Libya were carried at €193.52 million[16] (31 December 2024: €191.89 million), whilst the aggregate amount of inventories and trade receivables, net of provisions, stood at €3.70 million (31 December 2024: €3.80 million).

THE GROUP'S OPERATIONS IN RUSSIA

Note 5 to the 2025 Annual Report and Financial Statements also addresses the prevailing circumstances in Russia and the higher element of uncertainties surrounding the valuation of the Group's assets in this country. Following the military conflict that erupted between Russia and Ukraine in February 2022, international sanctions were imposed on Russia, along with countersanctions introduced by the Russian government. These measures continue to evolve, making it challenging to assess their full impact on the Group. To navigate these complexities, the Group has engaged international legal advisors to help manage the implications of the sanctions.

The Corinthia Hotel St Petersburg and adjoining commercial centre have remained fully operational despite the adverse circumstances. However, future operational income remains uncertain, as the level of business activity depends on the duration and developments of the conflict. Additionally, the ongoing situation has led to increased volatility in the Rouble exchange rate, which may further influence the valuation and contribution amounts reported in the Group's financial statements.

As at 31 December 2025, the Group's assets in Russia were carried at €110.45 million, compared to just over €100 million as at the end of FY2024, despite the sale during FY2025 of the Group's 10% shareholding in a mixed-use real estate project in Moscow, which was concluded at a profit. CHL also terminated the hotel management agreement associated with this project.

[16] These comprise Corinthia Hotel Tripoli (€69.25 million), Tripoli Commercial Centre (€90.30 million) and the adjoining site (€29.50 million), as well as the investment in MTJSC (€4.47 million).

International Hotel Investments p.l.c. Statement of Total Comprehensive Income For the financial year 31 December	2023 Actual €'000	2024 Actual €'000	2025 Actual €'000	2026 Forecast €'000	2027 Projection €'000
Revenue	287,773	306,788	335,340	365,999	398,007
Costs of providing services	(151,241)	(158,082)	(177,748)	(187,016)	(184,771)
Gross profit	**136,532**	**148,706**	**157,592**	**178,983**	**213,236**
Marketing and administrative expenses	(58,825)	(68,649)	(76,782)	(80,474)	(86,413)
Other operating costs	(17,382)	(17,677)	(18,893)	(22,854)	(24,683)
EBITDA	**60,325**	**62,380**	**61,917**	**75,655**	**102,140**
Depreciation and amortisation	(27,592)	(28,468)	(29,791)	(37,094)	(36,619)
Adjusted operating profit	**32,733**	**33,912**	**32,126**	**38,561**	**65,521**
Adjustments in value of property and intangible assets	5,018	12,434	18,374	-	-
Changes in value of indemnification assets	-	-	(968)	-	-
Other operational exchange gains / (losses)	(1,246)	812	432	-	-
Operating profit	**36,505**	**47,158**	**49,964**	**38,561**	**65,521**
Share of net profit / (loss) of associates and joint ventures	(25)	(15)	332	2,235	4,755
Net finance costs	(37,488)	(42,689)	(42,096)	(45,543)	(45,348)
Other	(3,118)	(2,112)	1,053	2,298	-
Profit / (loss) before tax	**(4,126)**	**2,342**	**9,253**	**(2,449)**	**24,928**
Taxation	(7,177)	(3,588)	1,954	2,959	(6,283)
Profit / (loss) for the year	**(11,303)**	**(1,246)**	**11,207**	**510**	**18,645**
Other comprehensive income / (expense)					
Gross surplus / (impairment) on revaluation of hotel properties	62,495	75,894	8,403	-	-
Other effects, currency translation differences, and taxation	(32,736)	(620)	(10,943)	-	-
	29,759	**75,274**	**(2,540)**	**-**	**-**
Total comprehensive income for the year	**18,456**	**74,028**	**8,667**	**510**	**18,645**

International Hotel Investments p.l.c. Key Financial Ratios	FY2023 Actual	FY2024 Actual	FY2025 Actual	FY2026 Forecast	FY2027 Projection
Gross profit margin (%) *(Gross profit / revenue)*	47.44	48.47	46.99	48.90	53.58
EBITDA margin (%) *(EBITDA / revenue)*	20.96	20.33	18.46	20.67	25.66
Operating profit margin (%) *(Adjusted operating profit / revenue)*	11.37	11.05	9.58	10.54	16.46
Net profit margin (%) *(Profit after tax / revenue)*	(3.93)	(0.41)	3.34	0.14	4.68
Return on equity (%) *(Profit after tax / average equity)*	(1.37)	(0.14)	1.23	0.06	2.05
Return on assets (%) *(Profit after tax / average assets)*	(0.66)	(0.07)	0.57	0.03	0.93
Return on invested capital (%) *(Adjusted operating profit / average invested capital)*	2.28	2.20	1.99	2.30	3.76
Interest cover (times) *(EBITDA / net finance costs)*	1.61	1.46	1.47	1.66	2.25

STATEMENT OF COMPREHENSIVE INCOME

In **FY2025**, IHI generated revenue of €335.34 million, representing an increase of 9.31% over the €306.79 million figure recorded in FY2024. The year-on-year improvement was principally driven by stronger revenue across the Group's main operating segment, hotel operations, where revenue increased by 7.22% to €280.79 million (FY2024: €261.88 million). Project management services, provided by QP, and catering revenue also trended higher, by 30.27% and 6.16% to €13.26 million (FY2024: €10.18 million) and €20.86 million (FY2024: €19.65 million), respectively. Rental income also increased, moving from €12.94 million in FY2024 to €15.65 million in FY2025. Conversely, income from hotel management services drifted marginally lower to €19.05 million compared to €19.47 million in FY2024.

Costs of providing services increased by 12.44%, from €158.08 million in FY2024 to €177.75 million in FY2025. As the increase in costs exceeded the rate of revenue growth, gross profit rose by a more modest 5.98% to €157.59 million from €148.71 million in the prior year. Consequently, the gross profit margin contracted to just under 47% compared to 48.47% in FY2024.

Marketing and administrative expenses increased by 11.85%, to €76.78 million (FY2024: €68.65 million), whilst other operating costs increased by 6.88% to €18.89 million (FY2024: €17.68 million). As a result, EBITDA decreased marginally by 0.74% to €61.92 million compared to €62.38 million in FY2024. The EBITDA margin consequently declined to 18.46% from 20.33% in FY2024.

The reported EBITDA performance was materially affected by pre-opening and ramp-up costs relating to the Corinthia Grand Hotel Astoria Brussels and Corinthia Hotel Rome. In aggregate, these costs amounted to €12.75 million in FY2025, compared to €7.40 million in FY2024. Excluding these costs, normalised EBITDA increased from €69.78 million in FY2024 to €74.66 million in FY2025, representing an increase of just over 7%.

Depreciation and amortisation increased by 4.65% to €29.79 million (FY2024: €28.47 million). Consequently, adjusted operating profit declined by 5.27% to €32.13 million compared to €33.91 million in FY2024. The adjusted operating profit margin decreased to 9.58% from 11.05% in FY2024, reflecting the weaker reported EBITDA together with the higher depreciation and amortisation charge. The return on invested capital ("ROIC") also eased to 1.99% compared to 2.20% in FY2024.

Operating profit increased to €49.96 million from €47.16 million in FY2024, representing year-on-year growth of 5.95%. This improvement was driven by the higher positive adjustment in the value of property and intangible assets, which amounted to €18.37 million compared to €12.43 million in FY2024. The FY2025 fair value adjustment comprised €13.30 million in relation to Grand Hotel Prague Towers, €4 million in relation to the Tripoli Commercial Centre, and €1.07 million in relation to Craven House in London. This positive fair value movement more than offset the negative €0.97 million movement in indemnification assets and the reduction in other operational exchange gains to €0.43 million from €0.81 million in FY2024.

The Group's share of results from associates and joint ventures improved from a marginal loss of €0.02 million in FY2024 to a profit of €0.33 million in FY2025. Net finance costs decreased slightly to €42.10 million from €42.69 million, whilst the interest cover ratio remained broadly stable at 1.47 times. Other income amounted to €1.05 million compared to an expense of €2.11 million in FY2024.

Overall, profit before tax improved significantly to €9.25 million compared to €2.34 million in FY2024. The Group also recognised a tax credit of €1.95 million in FY2025, compared to a tax charge of €3.59 million in the prior year. Consequently, IHI reported a profit for the year of €11.21 million compared to a loss of €1.25 million in FY2024. The net profit margin improved to 3.34%, whilst the return on equity ("**ROE**") and the return on assets ("**ROA**") moved to 1.23% and 0.57%, respectively.

Within other comprehensive items, the Group recorded an expense of €2.54 million, compared to an income of €75.27 million in FY2024, notwithstanding a gross surplus on revaluation of hotel properties of €8.40 million. The latter comprised an increase of €12.11 million on Radisson Blu Resort St Julian's, €12 million on Corinthia Oasis, €3.96 million on Corinthia Hotel St Petersburg, and €1 million on Corinthia Hotel Lisbon. These gains were, however, partially offset by a €20.66 million fair value loss on Corinthia Hotel London.

Other effects within comprehensive items comprised currency translation differences and taxation, which amounted to a negative €10.94 million compared to a negative €0.62 million in FY2024. Within this movement, the Group recorded a combined currency translation loss of €10.30 million, relative to a gain of €15.05 million registered in FY2024. The weakening of the Pound Sterling against the Euro resulted in a translation loss on the Group's investments in London. This was partially offset by the strengthening of the Russian Rouble in relation to the Group's operations in Russia. As a result, total comprehensive income decreased materially to €8.67 million from €74.03 million in FY2024.

For **FY2026,** IHI is forecasting revenue growth of 9.14% to just under €366 million. The increase is expected to be driven by hotel operations, where revenue is forecast to rise by 5.12% to €295.17 million, hotel management services, where revenue is forecast to increase by 30.87% to €24.93 million, and project management services, where revenue is expected to surge to €25.16 million. Rental income is expected to remain broadly stable at €15.86 million, whilst catering revenue is projected to ease slightly to €20.46 million.

Gross profit is forecast to increase by 13.57% to €178.98 million, outpacing the projected increase in revenue. Accordingly, the gross profit margin is expected to improve to 48.90%.

Despite an aggregate increase of 8% in marketing, administrative and other operating costs to €103.33 million, EBITDA is forecast to rise by 22.19% to €75.66 million, whilst the EBITDA margin is expected to improve to 20.67%. This anticipated improvement reflects both revenue growth and a more effective operating cost structure, with the positive operating leverage expected to offset the forecast increase in overheads.

Adjusted operating profit is projected to increase by 20.03% to €38.56 million, notwithstanding a considerable rise in depreciation and amortisation to €37.09 million, reflecting higher charges on the Group's newest investments. The adjusted operating profit margin and ROIC are forecast to edge higher to 10.54% and 2.30%, respectively.

In the absence of any fair value adjustments, which amounted to €18.37 million in FY2025, operating profit is expected to trend lower year-on-year in FY2026. Meanwhile, the share of profit from associates and joint ventures is expected to increase markedly to €2.24 million, reflecting the first contributions from Corinthia Hotel Lisbon (28% shareholding) and MIH (25% shareholding). Net finance costs are expected to increase to €45.54 million, however, the interest cover is projected to improve to 1.66 times, supported by the stronger EBITDA base.

After accounting for other gains of €2.30 million, mainly related to the sale of the Group's 10% shareholding in a mixed-use real estate project in Moscow, IHI is forecast to register a loss before tax of €2.45 million. However, in view of the projected tax credit of €2.96 million, the Group is expected to register a profit for the year of €0.51 million. The net profit margin is therefore forecast at 0.14%, whilst ROE and ROA are expected to stand at 0.06% and 0.03%, respectively.

In FY2027, the Group is projecting further revenue growth of 8.75% to €398.01 million. Hotel operations are expected to remain the principal contributor, with revenue projected to increase by almost 9% to €321.71 million. Hotel management services are forecast to grow by 26.09% to €31.43 million, whilst project management revenue is projected to remain broadly stable at €25 million. Catering revenue is expected to amount to €20.87 million, in line with the prior year, whilst rental income is projected at €15.82 million.

Gross profit is projected to rise by 19.14% to €213.24 million, with the gross profit margin improving materially to 53.58%. Despite an aggregate increase of 7.52% in marketing, administrative, and other operating costs to €111.10 million, EBITDA is expected to surge by just over 35% to €102.14 million, resulting in an EBITDA margin of 25.66%.

After accounting for depreciation and amortisation charges of €36.62 million, adjusted operating profit is projected to reach €65.52 million, representing growth of nearly 70% over the FY2026 forecast. Accordingly, the adjusted operating profit margin is projected to strengthen significantly to 16.46%, whilst ROIC is anticipated to rise to 3.75%.

The share of profit from associates and joint ventures is expected to increase further to €4.76 million, reflecting a full twelve-month contribution from Corinthia Hotel Lisbon and MIH, with both associates also projected to perform better year-on-year. Meanwhile, net finance costs are set to remain stable at €45.35 million, whilst interest cover is projected to improve notably to 2.25 times on the back of the solid growth in EBITDA.

Overall, the Group is projecting profit before tax of €24.93 million. After accounting for a tax charge of €6.28 million, profit for the year is expected to amount to €18.65 million, which would translate into a net profit margin of 4.68%, and a ROE and ROA of 2.04% and 0.92%, respectively.

International Hotel Investments p.l.c. **Statement of Cash Flows** **For the financial year 31 December**	**2023** **Actual** **€'000**	**2024** **Actual** **€'000**	**2025** **Actual** **€'000**	**2026** **Forecast** **€'000**	**2027** **Projection** **€'000**
Net cash from operating activities	54,593	53,070	81,507	64,461	100,911
Net cash from / (used in) investing activities	(54,066)	(68,017)	(24,055)	34,646	(56,464)
Net cash from / (used in) financing activities	19,180	(5,067)	(29,305)	(144,453)	(31,825)
Net movement in cash and cash equivalents	**19,707**	**(20,014)**	**28,147**	**(45,346)**	**12,622**
Cash and cash equivalents at beginning of year	55,740	78,533	62,448	83,865	38,519
Effect of translation to the presentation currency	3,086	3,929	(6,730)	-	-
Cash and cash equivalents at end of year	**78,533**	**62,448**	**83,865**	**38,519**	**51,141**
Net capital expenditure*	56,452	69,710	24,745	(32,958)	59,940
Free cash flow	**(1,859)**	**(16,640)**	**56,762**	**97,419**	**40,971**

** Calculated as gross capital expenditure minus the proceeds from the disposal of fixed and, or intangible assets.*

STATEMENT OF CASH FLOWS

In FY2025, the Group registered a marked improvement in cash generation from operating activities, with net cash inflows increasing by €28.44 million to €81.51 million compared to €53.07 million in FY2024. This stronger operating cash flow performance was achieved despite a decline in pre-working capital operating cash flows, which eased to €61.35 million from €62.98 million in FY2024. On the other hand, IHI recorded a material working capital release of €23.94 million compared to an outflow of €7.73 million in FY2024, albeit this was partly offset by higher tax payments of €3.77 million compared to €2.18 million in the prior year.

Net cash used in investing activities declined sharply to €24.06 million in FY2025 from €68.02 million in FY2024, representing a year-on-year reduction in investment cash outflows of €43.96 million. This was principally attributable to a much lower level of net capital expenditure, which amounted to €24.75 million in FY2025 compared to €69.71 million in FY2024, with the latter particularly impacted by the Group's investment in the Corinthia Grand Hotel Astoria Brussels. Interest received increased to €2.35 million from €1.69 million in FY2024, partly offset by a €1.66 million outflow in respect of financial assets.

Free cash flow improved significantly in FY2025, turning positive at €56.76 million compared to a negative free cash flow position of €16.64 million in FY2024. This shift was driven by the combined effect of stronger operating cash inflows and a much lower net capital expenditure requirement.

Net cash used in financing activities increased substantially to €29.31 million in FY2025, compared to just €5.07 million in FY2024. This movement was mostly driven by an outflow of €17.41 million in relation to a repayment of other financial liabilities, comprising advances from related parties, compared to an inflow of €8.51 million in FY2024. Other outflows during the year amounted to €58.20 million, relating to leases, interest, and debt securities, although these were partly offset by higher bank borrowings, which generated a net inflow of €46.31 million compared to €42.92 million in FY2024.

Overall, the Group generated a positive net movement in cash and cash equivalents of €28.15 million in FY2025, compared to a net cash outflow of €20.01 million in FY2024. As a result, cash and cash equivalents increased from €62.45 million as at the end of FY2024 to €83.87 million as at the end of FY2025, notwithstanding a negative translation effect of €6.73 million.

In **FY2026**, the Group is forecast to generate net cash from operating activities of €64.46 million, representing a year-on-year decrease of €17.05 million. This anticipated reduction is mainly attributable to an adverse working capital movement of €10.80 million, compared to the significant working capital release recorded in FY2025. On the other hand, before working capital and tax adjustments, the Group's underlying operating cash flow base is forecast to increase by €16.61 million year-on-year to just under €78 million.

Net cash from investing activities is forecast to turn positive at €34.65 million, boosted by the proceeds from the sale of the 72% shareholding in Corinthia Hotel Lisbon and the first dividend from MIH, which are expected to more than offset capital expenditure of around €94 million. The latter includes the acquisition of a 25% shareholding interest in MIH, as well as various projects relating to the renovation or refurbishment of the Group's hotel properties, including those located in Attard, Budapest, London, and St Petersburg, together with the new projects led by CREV in Turks & Caicos and Los Cabos, Mexico.

Financing cash flows are forecast to register a substantial net outflow of €144.45 million, mainly attributable to a net repayment of bank borrowings of €42.43 million, together with lease payments of €28.56 million, interest payments of €43.21 million, dividends of €18.47 million, and an €11.78 million repayment of other borrowings.

Overall, the Group is forecast to record a net decrease in cash and cash equivalents of €45.35 million, resulting in a year-end balance of €38.52 million.

In **FY2027**, net cash from operating activities is projected to increase markedly to €100.91 million, representing a year-on-year increase of €36.45 million. This improvement is expected to be supported by stronger profitability as well as a working capital release of €6.90 million, marginally offset by higher tax payments of €7.76 million.

Net cash used in investing activities is projected at €56.46 million, comprising net capital expenditure of nearly €60 million, partly offset by dividend income of around €3.50 million. Free cash flow is projected to remain positive at €40.97 million. During the year, the Group expects to remain active in further upgrading its hotel properties, including those located in Budapest and St George's Bay, whilst also supporting its new ventures and partnerships in Italy and other international markets.

Net cash used in financing activities is projected to narrow to €31.83 million. Bank borrowings are projected to generate a net inflow of €21.71 million, whilst lease and interest payments are expected to amount to €13.53 million and €40 million, respectively.

Overall, the Group is projecting a positive net movement in cash and cash equivalents of €12.62 million, resulting in a year-end balance of €51.14 million.

International Hotel Investments p.l.c.
Statement of Financial Position

As at 31 December	2023 Actual €'000	2024 Actual €'000	2025 Actual €'000	2026 Forecast €'000	2027 Projection €'000
ASSETS					
Non-current assets					
Intangible assets	46,395	45,972	44,488	43,472	42,488
Indemnification assets	17,168	17,168	14,973	14,973	14,973
Investment property	161,635	253,492	276,622	275,439	275,439
Property, plant and equipment	1,341,845	1,262,807	1,251,113	1,282,092	1,303,262
Right-of-use assets	14,810	12,601	23,557	162,664	148,657
Financial assets	9,494	9,807	3,386	3,386	3,386
Investments in associates and joint ventures	5,034	5,207	6,092	65,246	66,525
Trade and other receivables	453	11,012	9,350	12,605	19,605
Deferred tax assets	20,761	27,870	26,090	27,490	27,490
	1,617,595	**1,645,936**	**1,655,671**	**1,887,367**	**1,901,825**
Current assets					
Inventories	14,535	19,187	17,505	19,490	22,599
Financial assets	110	86	68	87	87
Trade and other receivables	48,707	58,216	59,937	62,917	64,005
Tax assets	228	189	327	32	32
Cash and cash equivalents	87,084	71,656	92,623	48,467	60,536
Assets classified as held for sale	-	147,330	145,942	-	-
Assets placed under trust management	77	77	77	77	77
	150,741	**296,741**	**316,479**	**131,070**	**147,336**
Total assets	**1,768,336**	**1,942,677**	**1,972,150**	**2,018,437**	**2,049,161**
EQUITY					
Capital and reserves					
Called up share capital	615,685	615,685	615,685	615,685	615,685
Reserves and other components of equity	48,317	105,006	125,413	125,413	125,451
Accumulated losses	(50,728)	(46,361)	(25,577)	(38,672)	(17,775)
Minority interest	223,074	236,046	203,522	202,915	200,701
	836,348	**910,376**	**919,043**	**905,341**	**924,062**
LIABILITIES					
Non-current liabilities					
Bank borrowings	332,844	382,581	377,367	392,117	354,253
Bonds	297,769	253,275	173,106	286,134	286,548
Lease liabilities	13,221	11,582	21,302	146,956	141,732
Other financial liabilities	24,623	33,224	11,813	10,000	10,000
Deferred tax liabilities	110,992	133,969	122,965	118,988	113,973
Trade and other payables	8,134	26,010	11,638	21,878	18,538
	787,583	**840,641**	**718,191**	**976,073**	**925,044**
Current liabilities					
Bank overdraft	8,551	9,208	8,758	9,948	9,395
Bank borrowings	29,845	31,731	74,512	24,580	84,982
Bonds	10,362	44,953	114,825	-	-
Lease liabilities	2,715	2,174	4,303	8,775	8,015
Other financial liabilities	91	-	4,000	-	-
Trade and other payables	90,606	100,460	123,959	85,337	85,738
Current tax liabilities	2,235	3,134	4,559	8,383	11,925
	144,405	**191,660**	**334,916**	**137,023**	**200,055**
Total liabilities	**931,988**	**1,032,301**	**1,053,107**	**1,113,096**	**1,125,099**
Total equity and liabilities	**1,768,336**	**1,942,677**	**1,972,150**	**2,018,437**	**2,049,161**
Total debt	*720,021*	*768,728*	*789,986*	*878,510*	*894,925*
Net debt	*632,860*	*696,995*	*697,286*	*829,966*	*834,312*
Invested capital (total equity plus net debt)	*1,469,208*	*1,607,371*	*1,616,329*	*1,735,307*	*1,758,374*

International Hotel Investments p.l.c. Key Financial Ratios	FY2023 Actual	FY2024 Actual	FY2025 Actual	FY2026 Forecast	FY2027 Projection
Net debt-to-EBITDA (times) *(Net debt / EBITDA)*	10.49	11.17	11.26	10.97	8.17
Net debt-to-equity (times) *(Net debt / total equity)*	0.76	0.77	0.76	0.92	0.90
Net gearing (%) *(Net debt / net debt and total equity)*	43.07	43.36	43.14	47.83	47.45
Debt-to-assets (times) *(Total debt / total assets)*	0.41	0.40	0.40	0.44	0.44
Leverage (times) *(Total assets / total equity)*	2.11	2.13	2.15	2.23	2.22
Current ratio (times) *(Current assets / current liabilities)*	1.04	1.55	0.94	0.96	0.74

STATEMENT OF FINANCIAL POSITION

In **FY2025**, the Group's total assets increased by €29.47 million to €1.97 billion from €1.94 billion as at the end of FY2024. The increase was mainly driven by higher investment property (+€23.13 million to €276.62 million), cash and cash equivalents (+€20.97 million to €92.62 million), and right-of-use assets (+€10.96 million to €23.56 million). These positive movements were partly offset by reductions in other items, with the most material being property, plant, and equipment ("PPE"), which dropped by €11.69 million to €1.25 billion, and financial assets, which declined by €6.44 million to €3.45 million.

Total equity expanded by €8.67 million to €919.04 million, from €910.38 million as at the end of FY2024, corresponding to a leverage multiple of 2.15 times. The improvement in equity base was mainly attributable to the increase in reserves and other components of equity, which rose by €20.41 million to €125.41 million, together with the reduction in accumulated losses to €25.58 million from €46.36 million as at 31 December 2024. These positive movements were partly offset by a decline in minority interest, which decreased by €32.52 million to €203.52 million, reflecting the impact of the total comprehensive expense attributable to NLI.

Total liabilities increased by €20.81 million to €1.05 billion in FY2025 from €1.03 billion as at the end of FY2024. The increase was primarily attributable to higher debt, which rose by €21.26 million to just under €790 million, and trade and other payables, which edged higher by €9.13 million to €135.60 million. On the other hand, tax liabilities contracted by €9.58 million year-on-year to €127.52 million.

As net debt remained broadly stable at €697.29 million, and in view of the stronger equity base, net debt-to-equity and net gearing trended lower year-on-year to 0.76 times and 43.14%, respectively. On the other hand, the net debt-to-EBITDA multiple increased marginally to 11.26 times from 11.17 times in FY2024, whilst the debt-to-assets ratio remained unchanged at 0.40 times. The current ratio weakened to 0.94 times from 1.55 times as at the end of FY2024, reflecting a sharper increase in current liabilities than the 6.65% growth in current assets. This was mainly due to the reclassification of certain funding obligations, including a bank facility secured on Corinthia Hotel Lisbon.

In **FY2026**, total assets are forecast to increase further by €46.29 million to €2.02 billion. The increase is expected to be driven principally by right-of-use assets, which are forecast to reach €162.66 million, mostly due to the commencement of the lease of Corinthia Hotel Rome. Other material increases are expected within investments in associates and joint ventures, mainly due to the new investment in MIH and the reclassification of Corinthia Hotel Lisbon following the sale of a 72% shareholding. PPE is also expected to increase significantly, by €30.98 million to €1.28 billion, reflecting the Group's continued commitment to upgrading its hotel properties in line with the market. On the other hand, apart from the sale of Corinthia Hotel Lisbon, the other major forecast negative movement is expected to relate to cash and cash equivalents.

Total equity is forecast to decline by €13.70 million to €905.34 million, largely reflecting the gross dividend of €0.03 per share declared on 24 April 2026. As total assets are expected to increase whilst equity declines, leverage is forecast to rise to 2.23 times.

Total liabilities are forecast to increase by almost €60 million to €1.11 billion in FY2026. The increase is expected to be mainly driven by lease liabilities, which are forecast to rise sharply to €155.73 million from €25.61 million as at the end FY2025. Conversely, other components of debt are expected to drop by €41.60 million, whilst other declines are forecast within trade and other payables and tax liabilities. Total debt is forecast to increase to €878.51 million, reflecting the significant increase in lease liabilities despite the projected reduction in bank borrowings, bonds, and other financial liabilities. Net debt is forecast to rise to €829.97 million, whilst invested capital is expected to increase to €1.74 billion from €1.62 billion as at the end of FY2025.

The forecast increase in net debt, together with the expected contraction in equity, is forecast to lead to an increase in the net debt-to-equity multiple and net gearing ratio, to 0.92 times and 47.83%, respectively. Similarly, debt-to-assets is projected to trend higher to 0.44 times. Conversely, net debt-to-EBITDA is forecast to improve to 10.97 times, as EBITDA growth is expected to more than compensate for the increase in net debt.

In **FY2027**, total assets are projected to increase by a further €30.72 million to €2.05 billion. The increase is expected to be driven principally by higher cash balances, PPE, and trade and other receivables. Cash and cash equivalents are projected to reach €60.54 million. PPE is projected to rise by €21.17 million to €1.30 billion, reflecting a number of new refurbishment investments in hotel properties, whilst trade and other receivables are projected to increase by €8.09 million to €83.61 million. Conversely, right-of-use assets are expected to decrease by €14.01 million to €148.66 million, reflecting the depreciation charge for the year.

Total equity is projected to increase by €18.72 million to €924.06 million. This improvement is expected to be driven by a €20.90 million reduction in accumulated losses to €17.78 million, reflecting the projected stronger profitability. Reserves and other components of equity are forecast to edge minimally higher to €125.45 million, whilst minority interest is projected to decline slightly to €200.70 million. Despite the increase in equity, leverage is projected to remain broadly stable at 2.22 times.

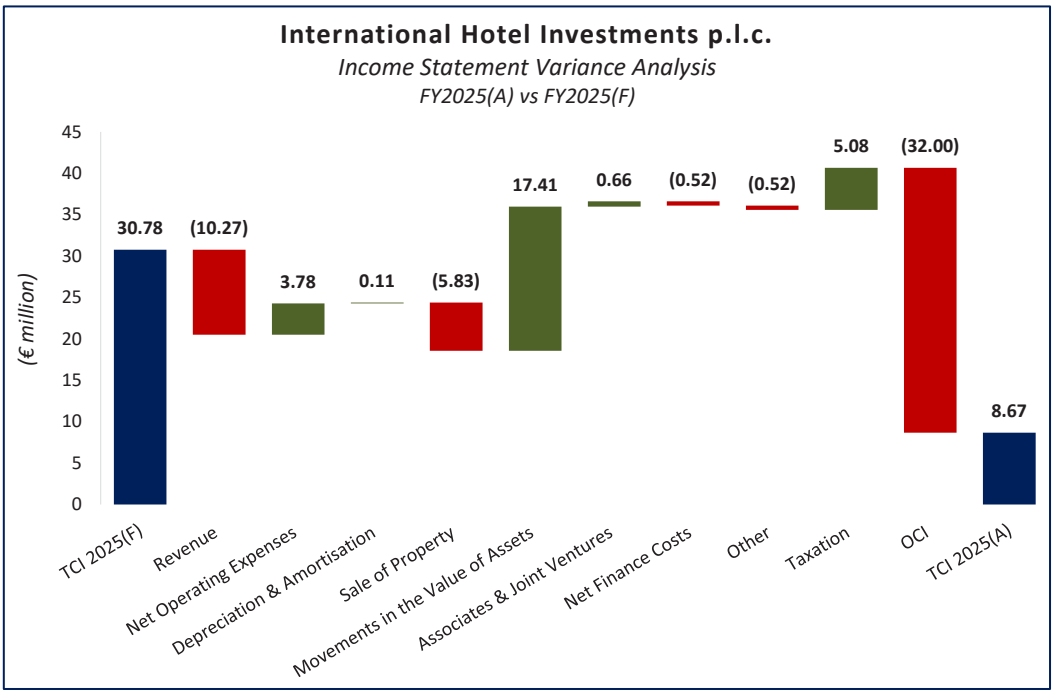
Total liabilities are projected to increase by €12 million to €1.13 billion in FY2027. The increase is expected to be driven principally by higher bank borrowings to €448.63 million, partly offset by reductions in lease liabilities, tax liabilities, and trade and other payables. Total debt is projected to increase by €16.42 million to €894.93 million, whilst net debt is projected to rise by only €4.35 million to €834.31 million, supported by the higher cash balance. Invested capital is projected to increase by €23.07 million to €1.76 billion.

The net debt-to-EBITDA multiple is forecast to improve materially to 8.17 times, indicating the Group's stronger earnings relative to its net debt. The net debt-to-equity multiple is projected to ease slightly to 0.90 times, whilst net gearing is expected to decline marginally to 47.45%. However, the debt-to-assets ratio is projected to remain unchanged at 0.44 times, reflecting stable indebtedness relative to the Group's asset base. Meanwhile, the current ratio is projected to weaken to 0.74 times, from 0.96 times estimated as at the end of FY2026, as some of the Group's bank borrowings approach repayment.

9. VARIANCE ANALYSIS

The following is an analysis of the major variances between the forecast financial information for the year ended 31 December 2025, as included in the Analysis dated 30 June 2025, and the audited consolidated annual financial statements for the same period, published on 24 April 2026.

International Hotel Investments p.l.c. **Statement of Total Comprehensive Income** **For the financial year 31 December**	**2025 Actual €'000**	**2025 Forecast €'000**
Revenue	335,340	345,609
Costs of providing services	(177,748)	(179,257)
Gross profit	**157,592**	**166,352**
Marketing and administrative expenses	(76,782)	(78,370)
Other operating costs	(18,893)	(19,580)
EBITDA	**61,917**	**68,402**
Depreciation and amortisation	(29,791)	(29,900)
Adjusted operating profit	**32,126**	**38,502**
Net gains from the sale of property and businesses	-	5,834
Adjustments in value of property and intangible assets	18,374	-
Changes in value of indemnification assets	(968)	-
Other operational exchange gains	432	-
Operating profit	**49,964**	**44,336**
Share of net profit / (loss) of associates and joint ventures	332	(325)
Net finance costs	(42,096)	(41,576)
Other	1,053	2,003
Profit before tax	**9,253**	**4,438**
Taxation	1,954	(3,125)
Profit for the year	**11,207**	**1,313**
Other comprehensive income / (expense)		
Gross surplus / (impairment) on revaluation of hotel properties	8,403	-
Other effects, currency translation differences, and taxation	(10,943)	29,462
	(2,540)	**29,462**
Total comprehensive income for the year	**8,667**	**30,775**



STATEMENT OF COMPREHENSIVE INCOME

In FY2025, IHI generated revenue of €335.34 million, which was 2.97% below the forecast of €345.61 million. The adverse revenue variance was primarily attributable to hotel operations, which generated €280.79 million compared to the forecast of €289.49 million, representing a shortfall of 3%. Hotel management services and project management also performed below expectations, with revenue amounting to €19.05 million and €13.26 million, respectively, compared to the corresponding forecasts of €22.91 million and €14.92 million. These negative variances were partly mitigated by stronger-than-forecast rental income, which amounted to €15.65 million compared to €14.79 million forecast, representing a positive variance of 5.80%. Moreover, the Group recorded higher catering revenue of €20.86 million compared to the forecast of €20.16 million, resulting in a favourable variance of 3.46%.

Although costs of providing services were lower than forecast by 0.84%, this saving was not sufficient to offset the weaker revenue performance. As a result, gross profit amounted to €157.59 million compared to the forecast of €166.35 million, representing an adverse variance of 5.27%.

Marketing costs and administrative expenses amounted to €76.78 million, which was 2.03% lower than the forecast of €78.37 million. Other operating costs were also lower than expected, amounting to €18.89 million compared to the forecast of €19.58 million, resulting in a favourable variance of 3.51%. These cost savings partially absorbed the weaker gross profit performance. Nevertheless, EBITDA amounted to €61.92 million, which was 9.48% lower than the forecast of €68.40 million. However, after excluding pre-opening and ramp-up costs of €12.75 million incurred in FY2025 in relation to the Corinthia Grand Hotel Astoria Brussels and Corinthia Hotel Rome, normalised EBITDA amounted to €74.66 million, representing a positive variance of 9.15% over the forecast EBITDA figure.

Depreciation and amortisation amounted to €29.79 million, broadly in line with the forecast of €29.90 million. Consequently, adjusted operating profit amounted to €32.13 million compared to the forecast of €38.50 million, representing an adverse variance of 16.56%.

Although the Group did not realise any gains from sale of property in FY2025, reflecting the slight delay in the partial sale of Corinthia Hotel Lisbon which was concluded on 1 April 2026, the financial performance of IHI in FY2025 was boosted by positive fair value adjustments of €18.37 million on property. This favourable variance was partly reduced by changes in the value of indemnification assets, which had not been forecast, whilst other operational exchange gains amounted to €0.43 million compared to nil forecast. As a result, operating profit reached €49.96 million compared to the forecast of €44.34 million, representing a favourable variance of 12.69%.

The share of results from associates and joint ventures also moved favourably relative to forecast, with the Group recognising a net share of profit of €0.33 million compared to a forecast net loss of €0.33 million. Net finance costs amounted to €42.10 million compared to the forecast of €41.58 million, representing an adverse variance of just 1.25%. Meanwhile, other income amounted to €1.05 million compared to the forecast of €2 million, resulting in an adverse variance of €0.95 million.

Overall, profit before tax amounted to €9.25 million compared to the forecast of €4.44 million, representing a favourable variance of €4.82 million. Taxation was more favourable than forecast, with the Group recognising a positive tax movement of €1.95 million compared to a forecast tax charge of €3.13 million, resulting in a favourable variance of €5.08 million. Consequently, profit for the year amounted to €11.21 million compared to the forecast of €1.31 million, representing a favourable variance of €9.89 million.

At the level of other comprehensive income, the Group recorded a gross surplus on the revaluation of hotel properties of €8.40 million. However, other effects were negative at €10.94 million, compared to a forecast positive movement of €29.46 million. As a result, total comprehensive income for the year amounted to €8.67 million compared to the forecast of €30.78 million, representing an adverse variance of €22.11 million. Therefore, whilst the Group exceeded the forecast profit for the year, total comprehensive income was materially below forecast due to the negative variance recorded within other comprehensive income.

International Hotel Investments p.l.c. Statement of Cash Flows For the financial year 31 December	2025 Actual €'000	2025 Forecast €'000
Net cash from operating activities	81,507	62,371
Net cash from / (used in) investing activities	(24,055)	106,278
Net cash used in financing activities	(29,305)	(82,365)
Net movement in cash and cash equivalents	**28,147**	**86,284**
Cash and cash equivalents at beginning of year	62,448	62,448
Effect of translation to the presentation currency	(6,730)	1,190
Cash and cash equivalents at end of year	**83,865**	**149,922**
Net capital expenditure*	24,745	(101,818)
Free cash flow	**56,762**	**164,189**

** Calculated as gross capital expenditure minus the proceeds from the disposal of fixed and, or intangible assets.*

STATEMENT OF CASH FLOWS

In FY2025, IHI generated net cash from operating activities of €81.51 million, which was €19.14 million higher than the forecast of €62.37 million. The positive variance was mainly driven by a working capital release of €23.94 million, compared to a forecast working capital outflow of €9.44 million, resulting in a positive variance of €33.37 million. This was, however, partly offset by lower underlying profitability after excluding non-cash items, as well as a higher-than-expected tax outflow of €3.77 million.

Net cash used in investing activities amounted to €24.06 million, compared to a forecast net inflow of €106.28 million, resulting in a material adverse variance of €130.33 million. This variance was principally attributable to proceeds from the sale of assets, which amounted to only €2.39 million compared to the forecast of €136.37 million, mainly due to the slight delay in the partial sale of Corinthia Hotel Lisbon which was concluded on 1 April 2026. Meanwhile, although capital expenditure was lower than forecast, amounting to €27.13 million compared to €34.56 million and therefore representing a favourable variance of €7.42 million, this was not sufficient to offset the substantial shortfall in asset disposal proceeds. The variance was also negatively affected by financial assets, which resulted in an actual cash outflow of €1.66 million compared to a forecast inflow of €3.52 million, resulting in an adverse variance of €5.17 million. On the other hand, interest received was stronger than forecast at €2.35 million compared to €0.94 million.

From a free cash flow perspective, the Group generated positive free cash flow of €56.76 million compared to a forecast free cash flow of €164.19 million, translating into an adverse variance of €107.43 million. This mainly reflected the variance in net capital expenditure, which amounted to €24.75 million compared to the forecast inflow of €101.82 million, primarily due to the slight delay in the partial sale of Corinthia Hotel Lisbon.

Net cash used in financing activities amounted to €29.31 million, compared to a forecast outflow of €82.37 million, representing a favourable variance of €53.06 million. This was mainly attributable to bank borrowings, which generated a net cash inflow of €46.31 million compared to a forecast net outflow of €6.15 million, reflecting the delayed repayment of the existing loans relating to Corinthia Hotel Lisbon which were settled in the first half of 2026. Interest paid was also lower than forecast at €43.87 million compared to €57.47 million, representing a favourable variance of €13.60 million. These favourable movements were partly offset by a higher outflow on advances from related parties, which amounted to €17.41 million compared to the forecast of €4 million. Lease payments were broadly in line with forecast, at €3.60 million compared to €4.07 million.

Overall, the Group recorded a net increase in cash and cash equivalents of €28.15 million in FY2025 compared to the forecast net increase of €86.28 million, representing an adverse variance of €58.14 million. Moreover, the effect of foreign exchange translation was negative €6.73 million compared to a forecast positive movement of €1.19 million. Consequently, cash and cash equivalents at the end of the year amounted to €83.87 million compared to the forecast of €149.92 million, representing an adverse variance of €66.06 million.

STATEMENT OF FINANCIAL POSITION

The principal driver of the variances within the Statement of Financial Position related to the slight delay in the partial sale of Corinthia Hotel Lisbon, which was concluded on 1 April 2026. The Group ended FY2025 with total assets of €1.97 billion, €49.26 million higher than the forecast of €1.92 billion. Compared to the forecasts, the Group held Corinthia Hotel Lisbon as an asset held for sale and also closed the year with lower balances in cash, PPE, investments in associates and joint ventures, and trade and other receivables.

Total equity amounted to €919.04 million as at 31 December 2025, €22.11 million below the forecast of €941.15 million. Reserves and other components of equity stood at €125.41 million, which was €9.17 million above the forecast of €116.25 million. However, this positive variance was outweighed by higher accumulated losses and lower minority interest. The former amounted to €25.58 million compared to the forecast of €17.86 million, representing an adverse variance of €7.72 million. Minority interest stood at €203.52 million compared to the forecast of €227.08 million, resulting in a negative variance of €23.56 million.

Total liabilities amounted to €1.05 billion as at the end of FY2025, €71.37 million higher than the forecast of €981.74 million. This variance was mainly driven by higher bank borrowings and higher trade and other payables. Bank borrowings amounted to €460.64 million compared to the forecast of €412.09 million, representing an adverse variance of €48.54 million. Trade and other payables amounted to €135.60 million compared to €104.68 million forecast, resulting in a negative variance of €30.92 million. These adverse movements were partly offset by lower other financial liabilities which amounted to €15.81 million compared to the forecast of €29.22 million, representing a favourable variance of €13.41 million. Total debt was higher than forecast by €37.92 million whilst net debt amounted to €697.29 million compared to the forecast of €597.43 million.

International Hotel Investments p.l.c. **Statement of Financial Position** **As at 31 December**	**2025** **Actual** **€'000**	**2025** **Forecast** **€'000**
ASSETS		
Non-current assets		
Intangible assets	44,488	45,670
Indemnification assets	14,973	15,371
Investment property	276,622	260,445
Property, plant and equipment	1,251,113	1,272,554
Right-of-use assets	23,557	20,792
Financial assets	3,386	3,720
Investments in associates and joint ventures	6,092	24,882
Trade and other receivables	9,350	17,408
Deferred tax assets	26,090	27,704
	1,655,671	**1,688,546**
Current assets		
Inventories	17,505	17,006
Financial assets	68	87
Trade and other receivables	59,937	62,581
Tax assets	327	32
Cash and cash equivalents	92,623	154,560
Assets classified as held for sale	145,942	-
Assets placed under trust management	77	77
	316,479	**234,343**
Total assets	**1,972,150**	**1,922,889**
EQUITY		
Capital and reserves		
Called up share capital	615,685	615,685
Reserves and other components of equity	125,413	116,245
Accumulated losses	(25,577)	(17,858)
Minority interest	203,522	227,079
	919,043	**941,151**
LIABILITIES		
Non-current liabilities		
Bank borrowings	377,367	388,173
Bonds	173,106	172,996
Lease liabilities	21,302	17,931
Other financial liabilities	11,813	29,223
Deferred tax liabilities	122,965	121,572
Trade and other payables	11,638	11,506
	718,191	**741,401**
Current liabilities		
Bank overdraft	8,758	4,638
Bank borrowings	74,512	19,282
Bonds	114,825	115,000
Lease liabilities	4,303	4,820
Other financial liabilities	4,000	-
Trade and other payables	123,959	93,170
Current tax liabilities	4,559	3,427
	334,916	**240,337**
Total liabilities	**1,053,107**	**981,738**
Total equity and liabilities	**1,972,150**	**1,922,889**
Total debt	*789,986*	*752,063*
Net debt	*697,286*	*597,426*
Invested capital (total equity plus net debt)	*1,616,329*	*1,538,577*

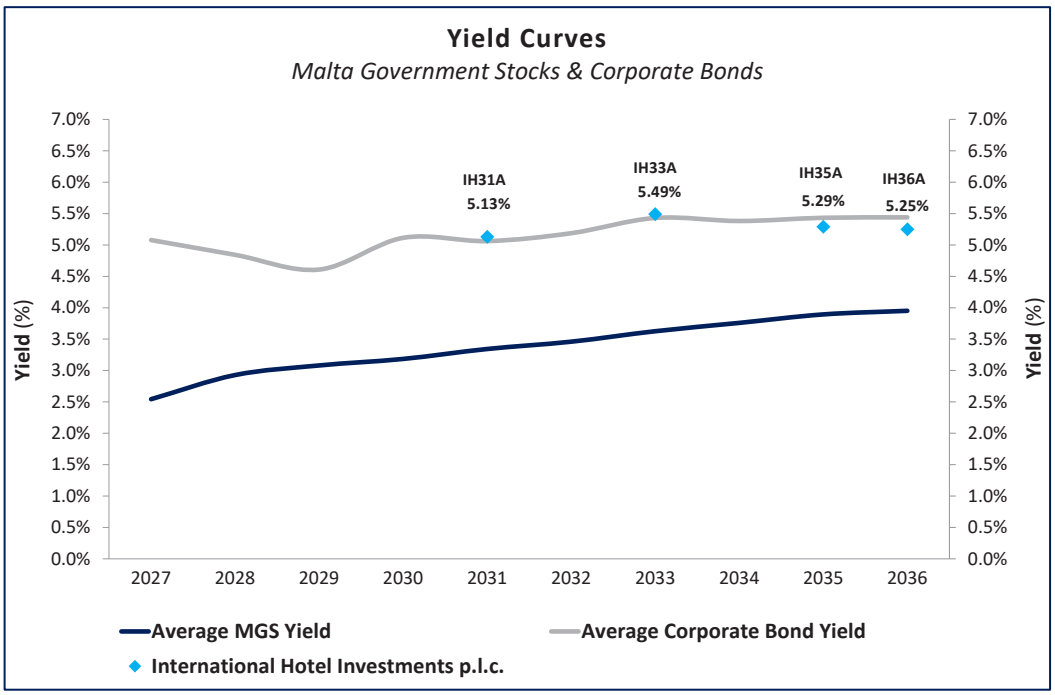
PART 3 – COMPARATIVE ANALYSIS

The table below provides a comparison between the Group and its bonds with other debt issuers and their respective debt securities listed on the Regulated Main Market (Official List) of the Malta Stock Exchange. Although there are significant variances between the activities of the Group and those of other debt issuers (including different industries, principal markets, competition, capital requirements etc.), and material differences between the risks associated with the Group's business/es and those of other debt issuers, the comparative analysis illustrated in the table below serves as an indication of the relative financial strength and creditworthiness of the Group.

Comparative Analysis*	Amount Issued	Yield-to-Maturity / Worst	Interest Cover	Net Debt-to-EBITDA	Net Gearing	Debt-to-Assets
	(€'000)	*(%)*	*(times)*	*(times)*	*(%)*	*(times)*
4.00% International Hotel Investments p.l.c. Secured 2026	55,000	4.59	1.47	11.26	43.14	0.40
5.00% Dizz Finance p.l.c. Unsecured & Guaranteed 2026	8,000	13.16	0.90	15.02	89.77	0.54
3.75% Premier Capital p.l.c. Unsecured 2026	32,696	7.57	9.72	2.54	71.95	0.61
4.00% International Hotel Investments p.l.c. Unsecured 2026	60,000	4.13	1.47	11.26	43.14	0.40
3.25% AX Group p.l.c. Unsecured 2026	15,000	7.60	3.81	4.88	39.07	0.35
4.00% Hili Finance Company p.l.c. Unsecured & Guaranteed 2027	50,000	3.97	4.45	4.66	68.88	0.59
4.35% SD Finance plc Unsecured & Guaranteed 2027	65,000	4.33	5.41	2.98	30.68	0.33
4.00% Eden Finance p.l.c. Unsecured & Guaranteed 2027	40,000	4.55	4.03	5.76	26.30	0.24
5.25% Mediterranean Investments Holding p.l.c. Unsecured & Guaranteed 2027	30,000	5.24	9.25	1.60	14.80	0.16
4.00% Stivala Group Finance p.l.c. Secured & Guaranteed 2027	45,000	5.23	4.91	5.15	21.67	0.20
4.75% Best Deal Properties Holding p.l.c. Secured & Guaranteed 2025-2027	5,783	4.73	n/a	9.43	76.67	0.72
4.75% Gap Group p.l.c. Secured & Guaranteed 2025-2027	12,355	4.73	n/a	0.30	4.28	0.17
3.85% Hili Finance Company p.l.c. Unsecured & Guaranteed 2028	40,000	5.48	4.45	4.66	68.88	0.59
5.85% Mediterranean Investments Holding p.l.c. Unsecured & Guaranteed 2028	20,000	5.00	9.25	1.60	14.80	0.16
5.75% PLAN Group p.l.c. Secured & Guaranteed 2028	12,000	4.91	5.65	7.37	55.40	0.54
5.75% Best Deal Properties Holding p.l.c. Secured & Guaranteed 2027-2029	15,000	4.98	n/a	9.43	76.67	0.72
5.00% Hili Finance Company p.l.c. Unsecured & Guaranteed 2029	80,000	4.65	4.45	4.66	68.88	0.59
3.65% Stivala Group Finance p.l.c. Secured & Guaranteed 2029	15,000	4.90	4.91	5.15	21.67	0.20
3.80% Hili Finance Company p.l.c. Unsecured & Guaranteed 2029	80,000	4.61	4.45	4.66	68.88	0.59
3.75% AX Group p.l.c. Unsecured 2029	10,000	4.21	3.81	4.88	39.07	0.35
6.25% GPH Malta Finance p.l.c. Unsecured & Guaranteed 2030	18,144	5.67	3.04	5.76	92.40	0.82
5.25% ACMUS p.l.c. Secured 2028-2030	19,000	5.24	3.88	475.77	80.85	0.76
5.10% PLAN Group p.l.c. Secured & Guaranteed 2030	28,200	4.84	5.65	7.37	55.40	0.54
5.20% SD Finance plc Unsecured & Guaranteed 2031 S1 T1	33,000	5.19	5.41	2.98	30.68	0.33
5.35% MM Star Malta Finance p.l.c. Secured & Guaranteed 2029-2031	35,000	5.35	1.20	10.80	75.65	0.70
3.65% International Hotel Investments p.l.c. Unsecured 2031	80,000	5.13	1.47	11.26	43.14	0.40
3.50% AX Real Estate p.l.c. Unsecured 2032	40,000	5.13	3.19	7.66	51.19	0.46
5.35% Best Deal Properties Holding p.l.c. Unsecured 2032	7,000	5.04	n/a	9.43	76.67	0.72
5.50% MM Triton Malta Finance p.l.c. Secured & Guaranteed 2032	45,000	5.12	1.40	9.39	71.50	0.67
5.80% GPH Malta Finance plc Unsecured & Guaranteed 2032	15,000	5.70	3.04	5.76	92.40	0.82
5.00% Mariner Finance p.l.c. Unsecured 2032	36,930	4.81	4.52	5.45	46.94	0.46
5.00% Hili Finance Company p.l.c. Unsecured & Guaranteed 2033	60,000	4.69	4.45	4.66	68.88	0.59
5.85% AX Group p.l.c. Unsecured 2033	40,000	5.51	3.81	4.88	39.07	0.35
6.00% International Hotel Investments p.l.c. Unsecured 2033	60,000	5.49	1.47	11.26	43.14	0.40
4.50% The Ona p.l.c. Secured & Guaranteed 2028-2034	16,000	5.11	3.62	7.48	73.09	0.68
5.35% Hal Mann Vella Group p.l.c. Secured 2031-2034	23,000	5.35	2.40	9.18	48.21	0.43
5.30% International Hotel Investments p.l.c. Unsecured 2035	35,000	5.29	1.47	11.26	43.14	0.40
5.50% Juel Group p.l.c. Secured & Guaranteed 2035	32,000	5.50	2.55	5.93	51.80	0.46
5.35% CPHCL Finance p.l.c. Unsecured & Guaranteed 2035	45,000	5.18	1.36	12.35	42.84	0.40
5.50% Finestday Malta p.l.c. Secured & Guaranteed 2036	25,000	5.50	1.69	8.85	58.21	0.55
5.25% International Hotel Investments p.l.c. Unsecured 2036 S1 T1	30,000	5.25	1.47	11.26	43.14	0.40

**As at 21 May 2026*

Sources: *(i) Malta Stock Exchange; (ii) M.Z. Investment Services Limited; and (iii) the most recent audited annual financial statements of the respective Issuers and, or Guarantors, except for MM Triton Malta Finance p.l.c. (FY2026[F]) and Finestday Malta p.l.c. (FY2027[P]).*



The closing market price of the **3.65% International Hotel Investments p.l.c. unsecured bonds 2031** (IH31A) as at 21 May 2026 was 93.00%. This translated into a yield-to-maturity ("YTM") of 5.13%, representing a premium of 7 basis points over the average YTM of 5.06% of other local corporate bonds maturing in the same year. The spread over the corresponding average Malta Government Stock ("MGS") yield of 3.34% stood at 179 basis points.

The closing market price of the **6.00% International Hotel Investments p.l.c. unsecured bonds 2033** (IH33A) as at 21 May 2026 was 103.00%. This translated into a YTM of 5.49%, representing a premium of 6 basis points over the average YTM of 5.43% of other local corporate bonds maturing in the same year. The spread over the corresponding average MGS yield of 3.63% stood at 186 basis points.

The closing market price of the **5.30% International Hotel Investments p.l.c. unsecured bonds 2035** (IH35A) as at 21 May 2026 was 100.05%. This translated into a YTM of 5.29%, representing a discount of 14 basis points to the average YTM of 5.43% of other local corporate bonds maturing in the same year. The spread over the corresponding average MGS yield of 3.89% stood at 140 basis points.

The new **5.25% International Hotel Investments p.l.c. unsecured bonds 2036 S1 T1** (IH36A) have been priced at a discount of 19 basis points to the average YTM of 5.44% of other local corporate bonds maturing in the same year as at 21 May 2026. The premium over the corresponding average MGS yield of equivalent maturity (3.95%) stood at 130 basis points.

PART 4 – EXPLANATORY DEFINITIONS

STATEMENT OF COMPREHENSIVE INCOME	
Revenue	Total incom generated from business activities.
EBITDA	Earnings before interest, tax, depreciation, and amortisation. It is a metric used for gauging operating performance excluding the impact of capital structure. EBITDA is usually interpreted as a loose proxy for operating cash flows.
Adjusted operating profit / (loss)	Profit (or loss) from core operations, excluding movements in the fair value of investment property, share of results of associates and joint ventures, net finance costs, and taxation.
Operating profit / (loss)	Profit (or loss) from operating activities, including movements in the fair value of investment property but excluding the share of results of associates and joint ventures, net finance costs, and taxation.
Share of results of associates and joint ventures	Share of profit (or loss) from entities in which the company does not have a majority shareholding.
Profit / (loss) after tax	Net profit (or loss) registered from all business activities.
PROFITABILITY RATIOS	
EBITDA margin	EBITDA as a %age of revenue.
Operating profit margin	Operating profit (or loss) as a %age of total revenue.
Net profit margin	Profit (or loss) after tax as a %age of total revenue.
Return on equity	Measures the rate of return on net assets and is computed by dividing the net profit (or loss) for the year by average equity.
Return on assets	Measures the rate of return on assets and is computed by dividing the net profit (or loss) for the year by average assets.
Return on invested capital	Measures the rate of return from operations and is computed by dividing operating profit (or loss) for the year by the average amount of equity and net debt.
STATEMENT OF CASH FLOWS	
Net cash from / (used in) operating activities	The amount of cash generated (or consumed) from the normal conduct of business.
Net cash from / (used in) investing activities	The amount of cash generated (or consumed) from activities related to the acquisition, disposal, and/or development of long-term assets and other investments.
Net cash from / (used in) financing activities	The amount of cash generated (or consumed) that have an impact on the capital structure, and thus result in changes to share capital and borrowings.
Free cash flow	Represents the amount of cash generated (or consumed) from operating activities after considering any amounts of net capital expenditure.
STATEMENT OF FINANCIAL POSITION	
Non-current assets	These represent long-term investments which full value will not be realised within the next twelve months. Such assets, which typically include property, plant, equipment, and investment property, are capitalised rather than expensed, meaning that the amortisation of the cost of the asset takes place over the number of years for which the asset will be in use. This is done instead of allocating the entire cost to the accounting year in which the asset was acquired.
Current assets	All assets which could be realisable within a twelve-month period from the date of the Statement of Financial Position. Such amounts may include development stock, accounts receivable, cash and bank balances.
Non-current liabilities	These represent long-term financial obligations which are not due within the next twelve months, and typically include long-term borrowings and debt securities.
Current liabilities	Liabilities which fall due within the next twelve months from the date of the Statement of Financial Position, and typically include accounts payable and short-term debt.
Total equity	Represents the residual value of the business (assets minus liabilities) and typically includes the share capital, reserves, as well as retained earnings.

FINANCIAL STRENGTH / CREDIT RATIOS	
Interest cover	Measures the extent of how many times a company can sustain its net finance costs from EBITDA.
Net debt-to-EBITDA	Measures how many years it will take a company to pay off its net interest-bearing liabilities (including lease liabilities) from EBITDA, assuming that net debt and EBITDA are held constant.
Net debt-to-equity	Shows the proportion of net debt (including lease liabilities) to the amount of equity.
Net gearing	Shows the proportion of equity and net debt used to finance a company's business and is calculated by dividing net debt by the level of invested capital.
Debt-to-assets	Shows the degree to which a company's assets are funded by debt and is calculated by dividing all interest-bearing liabilities (including lease liabilities) by total assets.
Leverage	Shows how many times a company is using its equity to finance its assets.
Current ratio	Measures the extent of how much a company can sustain its short-term liabilities from its short-term assets.

FINAL TERMS

DATED 21 OCTOBER 2026

UNSECURED BOND ISSUANCE PROGRAMME OF A MAXIMUM OF €115,000,000

Series No: 2

Tranche No: 1

ISIN: MT0000111386

€30,000,000 5.45% Unsecured Bonds 2034

issued by:

INTERNATIONAL HOTEL INVESTMENTS p.l.c.

A PUBLIC LIMITED LIABILITY COMPANY REGISTERED UNDER THE LAWS OF MALTA
WITH COMPANY REGISTRATION NUMBER C 26136

PART A – CONTRACTUAL TERMS

Capitalised terms used herein which are not defined shall have the definitions assigned to them in the Base Prospectus dated 10 June 2026 and which was approved by the MFSA in Malta on 10 June 2026 which constitutes a base prospectus for the purposes of the Prospectus Regulation.

This document constitutes the Final Terms of the Bonds described herein for the purposes of article 8 the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Tranche of Bonds under these Final Terms is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the issue of this Tranche of Bonds is annexed to these Final Terms.

The Base Prospectus is available for viewing at the office of the Issuer and on the websites of: (a) the MFSA; and (b) the Issuer (www.corinthiagroup.com) and copies may be obtained free of charge from the registered office of the Issuer (22, Europa Centre, Triq John Lopez, Floriana FRN 1400, Malta). A summary of this individual issue is annexed to these Final Terms (Annex I).

The following is a description of the main terms of the Bonds:

1.	**Issuer**	International Hotel Investments p.l.c.
2.	**(i) Series Number** **(ii) Tranche Number** **(iii) ISIN**	2 1 MT0000111386
3.	**Specified Currency**	Euro (€)
4.	**Aggregate nominal amount:** **(i) Series** **(ii) Tranche**	 up to €85,000,000 (being the balance of the €115,000,000 Programme not already issued under Series 1 Tranche 1) which may be issued solely in Tranches forming part of this Series 2 or in combination with Tranche/s forming part of one or more separate Series. €30,000,000
5.	**(i) Issue Price of Tranche** **(ii) Net proceeds**	€100 in respect of each Bond. A maximum of €30,000,000.
6.	**Specified Denomination**	€100 in respect of each Bond, subject to the minimum subscription amounts set out hereunder.
7.	**Number of Bonds offered for subscription**	Up to 300,000.
8.	**Status of the Bonds**	the Bonds will constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer and shall, at all times, rank *pari passu* without any preference among themselves and, save for such exceptions as may be provided by applicable law, without priority or preference to all present and future unsecured obligations of the Issuer.
9.	**(i) Issue Date** **(ii) Interest Commencement Date**	10 December 2026 2 December 2026
10.	**Redemption Date**	2 December 2034
11.	**Redemption Value**	Redemption at par.
12.	**Register Cut-Off Date**	15 days prior to the Interest Payment Date.
INTEREST		
13.	**Interest**	5.45%
14.	**Interest Payment Date/s**	2 December of each year between and including each of the years 2027 and the year 2034, provided that if any such date is not a Business Day, the next following day that is a Business Day.
GENERAL PROVISIONS		
15.	**Taxation**	As per section 19 ("*Taxation*") of the Base Prospectus.

PURPOSE OF FINAL TERMS

These Final Terms comprise the Final Terms required for the offer for subscription, issue, and admission to trading on the Official List of the Tranche of Bonds described herein pursuant to the Programme of a maximum of €115,000,000 of the Issuer in terms of the Base Prospectus dated 10 June 2026.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Board of Directors of International Hotel Investments p.l.c. by:

Alfred Pisani **Simon Naudi**

in their capacity as Directors and for and on behalf of
Frank Xerri de Caro, Hamad Mubarak Mohd Buamim, Douraid Zaghouani, Joseph Pisani,
Moussa Atiq Ali, Richard Cachia Caruana, Mohamed Mahmoud Alzarouq Shawsh and Alfred Camilleri

PART B - OTHER INFORMATION

1. Definitions

Application Form	the form of application of subscription for the Bonds, a specimen of which is contained in Annex III of these Final Terms;
Cash Top-Up	the difference between the Maturing Bondholder's holding in Maturing Bonds and the minimum application amount of €2,000 in Bonds, where the Maturing Bondholder elects to subscribe for Bonds by way of Maturing Bond Transfer;
Cut-Off Date	close of business of 22 October 2026 (trading session of 20 October 2026);
Maturing Bonds	the 4% International Hotel Investments p.l.c. unsecured bonds 2026 (ISIN: MT0000111311) redeemable on 20 December 2026, issued by the Issuer by virtue of a prospectusdated 21 November 2016, amounting as at the date of these Final Terms to €60,000,000;
Maturing Bonds Redemption Date	20 December 2026;
Maturing Bond Transfer	the subscription for Bonds by a Maturing Bondholder settled, after submitting the pre-printed Application Form, received by mail directly from the Issuer, by the transfer to the Issuer of all or part of the Maturing Bonds held by such Maturing Bondholder as at the Cut-Off Date;
Maturing Bondholders	the holders of the Maturing Bonds as at the Cut-Off Date;
Offer Period	the period between 2 November 2026 and 20 November 2026 (or such earlier or later date as may be determined by the Issuer) during which the Bonds will be available for subscription by Maturing Bondholders; and
Series 2 Tranche 1	up to €30,000,000 issued as Tranche 1 forming part of Series 2.

2. Admission to Listing and Trading

Admission to Listing	The Bonds were authorised as admissible to listing on the Official List by virtue of a letter of the MFSA dated 10 June 2026.
Admission to Trading	Application has been made to the MSE for the Bonds being issued pursuant to these Final Terms to be admitted to trading thereon. The Bonds are expected to be admitted to the MSE with effect from 10 December 2026 and trading is expected to commence on 11 December 2026.
Previous admission to trading	Not applicable.
Estimate of total expenses relating to Admission to Trading	Approximately €30,000.
Date of corporate authorisations for issuance of the Bonds	The Board of Directors authorised the Bond Issue pursuant to a resolution passed on 25 May 2026.

3. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

Reasons for the Offer / Use of Proceeds	The proceeds from the Bond Issue shall be used by the Issuer to acquire for redemption and cancellation a maximum amount of €30,000,000 in Maturing Bonds from Maturing Bondholders subscribing for Bonds by way of Maturing Bond Transfer. In the event that the Bond Issue is not fully subscribed, the Issuer shall proceed with the listing of the Bonds so subscribed for and shall apply the proceeds received in the manner set out above. The remaining amounts required by the Issuer for the redemption of the Maturing Bonds, which shall not have been raised through the Bond Issue, shall be financed from the Group's general cash flow and, or banking facilities.
Estimated Expenses	Approximately €500,000, which amount shall be borne by the Issuer.
Estimated Net Proceeds	Approximately €30,000,000.
Conditions to which the Offer is subject	The Bond Issue is conditional upon the Bonds being admitted to the Official List.

4. Yield

Yield	5.45%
Method of calculating the yield	The gross yield to maturity, calculated on the basis of the rate of Interest on the Bonds, the Issue Price of Series 2 Tranche 1, and the Redemption Value (at par) of Series 2 Tranche 1 of the Bonds at the Redemption Date is 5.45%.

5. Expected Timetable

1	Application Forms mailed to Maturing Bondholders	26 October 2026
2	Offer Period for Maturing Bondholders	2 November 2026 to 20 November 2026, both days included
3	Intermediaries' Offer date	25 November 2026
4	Commencement of interest on the Bonds	2 December 2026
5	Announcement of basis of acceptance	2 December 2026
6	Refunds of unallocated monies (if any) and dispatch of allotment letters	10 December 2026
7	Expected date of admission of the Bonds to listing	10 December 2026
8	Expected date of commencement of trading in the Bonds	11 December 2026

The Issuer reserves the right to anticipate or extend the Offer Period referred to in (2) above depending on the total level of subscription in the Bond Issue, in which case: (a) some or all of the events set out in steps (3) to (8) above shall be brought forward or moved backwards (as the case may be) provided that the Intermediaries' Offer referred to in (3) above shall not take place in the event that the Bond Issue exceeds €30,000,000; and (b) the revised dates will be communicated by the Issuer by company announcement, without the requirement to amend these Final Terms.

6. Method of Distribution and Allocation

Categories of potential investors to which the Bonds are offered	The Bonds are open for subscription by all categories of investors.
Plan of Distribution and Allotment	The Bonds will be available for subscription by all categories of investors as detailed hereunder: (i) Maturing Bondholders up to the amount of Maturing Bonds held as at the Cut-Off Date and subject to any Cash Top-Up as and if applicable; (ii) Maturing Bondholders electing to subscribe for Bonds in excess of their Maturing Bonds, including any Cash-Top-Up as and if applicable ("**Excess Bonds**"). Accordingly, in the event that the aggregate value of the Applications received from Maturing Bondholders transferring all or part of the Maturing Bonds held by them as at the Cut-Off Date through the Maturing Bond Transfer (including Cash Top-Up, where applicable) is equal to or in excess of €30,000,000, Maturing Bondholders applying for Excess Bonds shall not get any allocation of Bonds; and (iii) in the event that following the allocations made pursuant to paragraphs (i) and (ii) above there shall still remain unallocated Bonds, the Issuer shall offer such remaining Bonds to Authorised Financial Intermediaries through an Intermediaries' Offer. Subscription agreements received from Authorised Financial Intermediaries shall be allocated in accordance with the allocation policy as determined by the Issuer, acting through the Manager & Registrar. In the event that the aggregate value of Bonds applied for by Maturing Bondholders by way of Maturing Bond Transfer exceeds the aggregate amount of Bonds available for subscription as aforesaid, then the Issuer, acting through the Manager & Registrar, shall scale down each Application Form in accordance with an allocation policy without priority or preference between them. In such event, the Intermediaries' Offer shall not take place. The issue and allotment of the Bonds is conditional upon the Bonds being admitted to the Official List by no later than 10 December 2026. In the event that the Bonds are not admitted to the Official List by the date indicated, any Application monies will be returned without interest by direct credit into the Applicant's bank account. By no later than 2 December 2026, the Issuer shall announce the result of the Bond Issue through a company announcement. The registration advice and other documents and any monies returnable to Applicants may be retained pending clearance of the remittance and any verification of identity as required by the Prevention of Money Laundering Act (Cap. 373 of the laws of Malta), and regulations made thereunder. Such monies shall not bear interest while retained as aforesaid. Dealings in the Bonds shall not commence prior to the Bonds being admitted to the Official List.
Reservation of Tranche, or part thereof, in favour of specific class of investors	Reservation of Series 2 Tranche 1 in favour of Maturing Bondholders.
Minimum amount of application	The minimum subscription amount shall be €2,000 per Application and in multiples of €100 thereafter. Authorised Financial Intermediaries subscribing to the Bonds through nominee accounts for and on behalf of clients shall apply the minimum subscription amount of €2,000 to each underlying client.

Description of application process	The Series 2 Tranche 1 Bonds shall be subscribed to in their entirety by Maturing Bondholders through the submission of Application Forms through any of the Authorised Financial Intermediaries listed in Annex II of these Final Terms. The Application Forms will be pre-printed and mailed on or around 26 October 2026 to the Maturing Bondholders. Maturing Bondholders wishing to subscribe to the Bonds must submit their duly completed Application Form to any of the Authorised Financial Intermediaries during the Offer Period. In the event that following the allocations made to Maturing Bondholders there still remains unallocated Bonds, such unallocated Bonds shall form part of an Intermediaries' Offer.
Allocation policy	The Issuer shall allocate the total Bonds amounting to €30,000,000 on the basis of the following policy: a. Maturing Bondholders will be allocated such number of Bonds equivalent to the Maturing Bond Transfer subject to any Cash Top-Up as and if applicable; b. The balance of the Bonds not subscribed for by Maturing Bondholders limitedly by means of a Maturing Bond Transfer including any Cash Top-Up as and if applicable shall be allocated to Maturing Bondholders in respect of any Excess Bonds without priority or preference subject to an allocation policy as determined by the Issuer. Accordingly, in the event that the aggregate value of the Applications received from Maturing Bondholders transferring all or part of the Maturing Bonds held by them as at the Cut-Off Date through Maturing Bond Transfer (including Cash Top-Up, where applicable) is equal to or in excess of €30,000,000, Maturing Bondholders applying for Excess Bonds shall not get any allocation of Bonds; and c. In the event that following the allocations made pursuant to paragraphs (a) and (b) above there shall still remain unallocated Bonds, the Issuer shall offer such remaining Bonds to Authorised Financial Intermediaries through an Intermediaries' Offer. Subscription agreements received from Authorised Financial Intermediaries shall be allocated in accordance with the allocation policy as determined by the Issuer, acting through the Manager & Registrar. In the event that the aggregate value of Bonds applied for by Maturing Bondholders by way of Maturing Bond Transfer exceeds the aggregate amount of Bonds available for subscription as aforesaid, then the Issuer, acting through the Manager & Registrar, shall scale down each Application Form in accordance with an allocation policy without priority or preference between them. In such event, the Intermediaries' Offer referred to in (c) above shall not take place.
Results of the Offer	The results of the Offer shall be communicated by the Issuer through a company announcement on its website by latest 2 December 2026.
Selling Commission	1.25%.

7. Interests of Natural and Legal Persons involved in the Offer

Save for the subscription for Bonds by Authorised Financial Intermediaries (which includes M.Z. Investment Services Limited as Sponsor and Bank of Valletta p.l.c. as Manager & Registrar), and any fees payable in connection with the Bond Issue to the advisors listed in section 5.1 of the Base Prospectus, in so far as the Issuer is aware, no person involved in the Bond Issue has an interest, conflicting or otherwise, material to the Bond Issue.

ANNEX I – ISSUE SPECIFIC SUMMARY

This summary is issued in accordance with the provisions of the Prospectus Regulation and the Capital Markets Rules. Capitalised terms used but not otherwise defined in this Summary shall have the meanings assigned to them in the "Definitions" section of the Base Prospectus and the Final Terms, as the case may be.

1. INTRODUCTION AND WARNINGS

Prospective investors are hereby warned that:

(a) this summary should be read as an introduction to the Base Prospectus and the Final Terms;

(b) any decision to invest in the Bonds should be based in consideration of the Base Prospectus and the Final Terms as a whole by the prospective investor;

(c) a prospective investor may lose all or part of the capital invested in subscribing for Bonds;

(d) where a claim relating to the information contained in the Base Prospectus or the Final Terms is brought before a court, the plaintiff investor might, under Maltese law, have to bear the costs of translating the Base Prospectus and the Final Terms before the legal proceedings are initiated; and

(e) civil liability attaches only to those persons who have tabled the summary including any translation thereof and who applied for its notification, but only if the summary, when read together with the other parts of the Base Prospectus and the Final Terms, is misleading, inaccurate or inconsistent; or does not provide key information in order to aid investors when considering whether to invest in the Bonds.

International Securities Identification Number (ISIN) of the Bonds: MT0000111386

Full legal and commercial name of the Issuer	International Hotel Investments p.l.c.
Registered address	22, Europa Centre, Triq John Lopez, Floriana FRN 1400, Malta
Registration number	C 26136
Legal Entity Identification (LEI) Number	529900LVB0R279MUX376
Date of Registration	29 March 2000
Telephone number	+356 2123 3141
Email	ihi@corinthia.com
Website	www.corinthiagroup.com

The Base Prospectus has been approved by the MFSA, which is the competent authority in Malta for the purposes of the Prospectus Regulation, on 10 June 2026. The MFSA has only approved the Base Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval should not be considered as an endorsement of the Issuer or of the quality of the Bonds.

The address of the MFSA is Malta Financial Services Authority, Triq l-Imdina, Zone 1, Central Business District, Birkirkara CBD 1010, Malta. Its telephone number is (+356) 2144 1155 and its website is www.mfsa.mt.

2. KEY INFORMATION ON THE ISSUER

2.1 Who is the Issuer of the securities?

2.1.1 Domicile and legal form, its LEI and country of incorporation

The Issuer is International Hotel Investments p.l.c., a public limited liability company registered in Malta in terms of the Companies Act. The legal entity identifier (LEI) of the Issuer is 529900LVB0R279MUX376.

2.1.2 Principal Activities of the Issuer

The Issuer is an investment company which carries on business relating to the ownership, development and operation of hotels, residential and commercial real estate. The Issuer holds investments in subsidiary and associate companies through which it furthers the business of the Group.

Revenue and earnings are derived primarily from the operation of owned hotels. A secondary source of income and earnings is rental income of residential and commercial premises, and rental income of the Grand Hotel Prague in Prague. Additional revenue streams include fees earned by CHL, a wholly owned subsidiary of IHI, through fees earned from hotels owned by IHI itself or managed pursuant to management contracts with CPHCL and other third parties, project managements services provided through QP, and catering services provided through Corinthia Caterers, Catermax, and Costa Coffee, each a wholly-owned subsidiary of the Issuer. The Group also derives income from CREV, a wholly owned subsidiary of IHI, which specialises in the origination, financing and development of real estate projects.

As the holding company, the Issuer is ultimately dependent upon the operations and performance of its Subsidiaries and their respective operations.

2.1.3 Major Shareholders of the Issuer

As at the date of this Summary, CPHCL holds 355,988,463 shares equivalent to 57.81% of the Issuer's total issued share capital, Istithmar holds 133,561,548 shares equivalent to 21.69% of the Issuer's total issued share capital, and LAFICO holds 66,780,771 shares equivalent to 10.85% of the Issuer's total issued share capital (half of this 10.85% is subject to a call option in favour of CPHCL). The remaining shares in the Issuer are held by the general investing public. The entire issued share capital of the Issuer is admitted to the Official List.

2.1.4 Board of Directors of the Issuer

The Board of Directors of the Issuer is composed of the following persons: Alfred Pisani (Chairman and Executive Director), Richard Cachia Caruana (Senior Independent Non-Executive Director), Frank Xerri de Caro (Senior Non-Executive Director), Hamad Mubarak Mohd Buamin (Independent Non-Executive Director), Mohamed Mahmoud Alzarouq Shawsh (Independent Non-Executive Director), Douraid Zaghouani (Non-Executive Director), Joseph Pisani (Non-Executive Director), Moussa Atiq Ali (Non-Executive Director), Alfred Camilleri (Independent Non-Executive Director), and Simon Naudi (Managing Director and Chief Executive Officer).

2.1.5 Statutory Auditors

The auditors of the Issuer as of the date of this Summary and for the financial years ended 31 December 2023, 2024, and 2025 are PricewaterhouseCoopers of 78, Mill Street, Qormi CBD 5090, Malta. The Accountancy Board registration number of PricewaterhouseCoopers is AB/26/84/38.

2.2 What is the key financial information regarding the Issuer?

The key financial information regarding the Issuer is set out below:

Income Statement **For the year ended 31 December**	**2023** **(€'000)**	**2024** **(€'000)**	**2025** **(€'000)**	**6-mth period ended 30 Jun'25 (€'000**	**6-mth period ended 30 Jun'26 (€'000)**
Operating profit	36,505	47,158	49,964	5,972	360

Statement of Financial Position **As at 31 December**	**2023** **(€'000)**	**2024** **(€'000)**	**2025** **(€'000)**		**30 Jun'26** **(€'000)**
Net debt	632,860	696,995	697,286		799,710

Statement of Cash Flows **For the year ended 31 December**	**2023** **(€'000)**	**2024** **(€'000)**	**2025** **(€'000)**	**6-mth period ended 30 Jun'25 (€'000**	**6-mth period ended 30 Jun'26 (€'000)**
Net cash from operating activities	54,593	53,070	81,507	27,045	13,193
Net cash from/(used in) financing activities	19,180	(5,067)	(29,305)	14,515	(80,454)
Net cash from/(used in) investing activities	(54,066)	(68,017)	(24,055)	(10,672)	67,816

2.3 What are the key risks that are specific to the Issuer?

The most material risk factors specific to the Issuer, which may negatively impact the operations and financial position of the Issuer should the circumstances mentioned therein materialise, are as follows:

2.3.1 Risks relating to the dependence of the Company on the business of the Group

As an investment and holding company of the Group, the Company is ultimately dependent upon the operations and performance of its Subsidiaries and their respective operations. The financial position and performance of the Company is directly affected by the financial and operational results of its Subsidiaries and such other entities, and the risks faced by the Company are those risks that are inherent or attributable to the operations and business of its Subsidiaries and any other entities it may establish or acquire in the future. In the event that any one or more of the Subsidiaries underperforms in any one financial year, such underperformance may adversely affect the financial and operational results of the Group and, in turn, the Issuer, and may impact negatively the value of the securities issued by the Issuer from time to time and, or the ability of the Issuer to meet its obligations towards holders of its securities.

2.3.2 Risks relating to the political, economic and social environment of the emerging markets in which part of the Group's operations are based

The Group has part of its operations situated in emerging markets. Emerging markets present economic and political conditions which differ from those of more developed markets, thereby possibly resulting in less social, political and economic stability, which could render investments in such markets riskier than investments in more developed markets. The room rates and occupancy levels of hotels forming part of the Group could be adversely impacted by such events, all of which could have the effect of reducing domestic or international travel and consequently decreasing the demand for hotel rooms, which may have an adverse impact on the Group's operations and financial results. At present two jurisdictions in which the Group has substantial investments, Libya and the Russian Federation, are subject to an unstable political, economic and social environment, whereas the Group's interests in the Middle East may be impacted by the ongoing Iran War. Furthermore, in the case of transactions not denominated in Euro, currency fluctuations resulting from regional economic developments to which the Group is exposed may also have a material adverse effect on its business, financial condition and results of operations.

2.3.3 Natural disasters, contagious disease, terrorist activity, war, and broader geopolitical conflict have in the past adversely affected the hotel industry and similar events could adversely affect the industry in the future

Natural disasters, the spread of contagious disease, industrial action, travel-related accidents, terrorist activity and war, and the targeting of hotels and popular tourist destinations in particular, have had a significant negative impact on the hotel industry globally and such events could have a similarly negative impact in the future. The ongoing Russia–Ukraine conflict, as well as the outbreak of the 2026 Iran War, subsisting simultaneously, may produce compounding macroeconomic effects, including sustained energy price inflation, tightening financial conditions, and suppressed consumer confidence, that are greater in combination than either conflict would produce in isolation. Events such as the aforementioned in locations where the Group owns or operates hotels could directly or indirectly affect travel patterns and reduce the number of business and leisure travellers in affected countries and reduce the demand for hotel accommodation at the Group's hotels.

2.3.4 Risks common to the hospitality and tourism industry

The Group's hospitality operations and the results thereof are subject to a number of internal and external factors beyond the Group's control that could have a negative impact on the hospitality sector of the Issuer's and the Group's business, including, but not limited to: (a) changes in travel patterns or seasonal variations, as well as consumer preferences; (b) changes in laws and regulations affecting directly or indirectly the Group's property (re-) development business, the tourism industry, and the hospitality industry; (c) increases in operating costs due to general market conditions, inflation, employment costs, workers' compensation and healthcare related costs, utility costs, increased taxes and insurance costs; (d) socio-demographical changes and economic changes; and (f) changes in the sales terms and conditions of main sales channels. The impact of any of these factors (or a combination of them) may adversely impact room rates and occupancy levels at the Group's hotels, or otherwise cause a reduction in its revenue or profitability, which could have a material adverse effect on the Issuer's and the Group's business, financial condition and results of operations.

2.3.5 The Group may not be able to realise the benefits it expects from acquisitions, joint ventures, investments and strategic alliances

The Group has been involved in a number of acquisitions, joint ventures and strategic alliances relevant to its business, and has pursued a number of investment opportunities including but not limitedly in respect of properties under development. Such transactions involve significant challenges and risks, such as: the transaction failing to achieve the Group's business strategy; the Group not realising a satisfactory return on the investment; the potential occurrence of difficulties in integrating new employees, business systems, and technology; or the transaction diverting management's attention from the Group's other businesses. The success of acquisitions, joint ventures and strategic alliances will depend in part on the Group's ability to provide efficient integration from an operational and financial point of view. Specifically with respect to investments in properties under development, the Group is exposed to a number of specific risks, including the inability to identify appropriate opportunities or source adequate resources, cost overruns, insufficiency of resources to complete the projects, sales transactions not materialising at the prices and the tempo envisaged resulting in a liquidity strain, rental of commercial areas not being effected at the prices and within the timeframes envisaged, higher interest costs, and the erosion of revenue generation. If any of these risks were to materialise, they would have an adverse impact on the Issuer's revenue generation, cash flows and financial performance.

2.3.6 The Group may not be able to obtain the capital it requires for development or improvement of existing or new properties on commercially reasonable terms, or at all

No assurance can be given that sufficient financing for the Group's current and future investments will be available on commercially reasonable terms or within the timeframes required by the Group. Failure to obtain, or delays in obtaining, the capital required to complete current or future developments and refurbishment projects on commercially reasonable terms, including increases in borrowing costs or decreases in loan availability, may limit the Group's growth and materially and adversely affect its business, financial condition, results of operations and prospects. In addition, the Group may be exposed to a variety of financial risks associated with the unpredictability inherent in financial markets, including market risks, credit risk and interest rate risk, all of which could have adverse effects on the financial performance of the Group.

2.3.7 The Group's indebtedness could adversely affect its financial position

The Group has a material amount of debt and it expects to incur additional debt in connection with its future growth in terms of acquisitions and developments. The Group is also dependent on the Issuer's ability, where applicable, to successfully roll over its current bonds listed on the Official List. A substantial portion of the cash flow generated from the Subsidiaries' operations is utilised to repay their debt obligations pursuant to the terms of the facilities provided. The financial covenants to which such facilities are subject give rise to a reduction in the amount of cash available for distribution to the Issuer which would otherwise be available for funding of the Issuer's working capital, capital expenditure, development costs and other general corporate costs, or for the distribution of dividends. The Issuer may in certain cases also be required to provide guarantees for debt contracted by its Subsidiaries. Defaults under financing agreements could lead to the enforcement of security over property, where applicable, and, or cross-defaults under other financing agreements.

2.3.8 The Group's key senior personnel and management have been and remain material to its growth

The Group believes that its growth is partially attributable to the efforts and abilities of the members of its executive management team and other key personnel. If one or more of the members of this team were unable or unwilling to continue in their present position, the Group might not be able to replace them within the short term, which could have a material adverse effect on the Group's business, financial condition and results of operations.

2.3.9 Liquidity risk

The lack of liquidity and alternative uses of real estate investments could significantly limit the Issuer's ability to respond to adverse changes in the performance of its properties thereby potentially harming their respective financial condition. Furthermore, the Issuer's ability to sell, in a timely fashion, one or more of its properties in response to changing economic, financial and investment conditions, is limited.

2.3.10 Competition risk

The business of the Group is susceptible to strong and increasing local and global competition, influenced by a variety of determining factors including price, variety and quality of services, availability, reliability, after-sales service and logistical arrangements, and the fluctuations in demand and supply in respect of both competing or substitute goods and services. A decline in the relative competitive strength of the Group could adversely affect the Group's results of its operations, financial condition, and its prospects.

3. KEY INFORMATION ON THE SECURITIES

3.1 What are the main features of the securities?

(i) Series Number **(ii) Tranche Number** **(ii) ISIN**	2 1 MT0000111386
Specified Currency	Euro (€)
Aggregate nominal amount:	up to €30,000,000
(i) Issue Price of Tranche **(ii) Net proceeds**	€100 in respect of each Bond a maximum of €30,000,000
Denomination	€100 in respect of each Bond, subject to the minimum subscription amounts set out hereunder.
Number of Bonds offered for subscription	up to 300,000
(i) Issue Date **(ii) Interest Commencement Date**	10 December 2026 2 December 2026
Redemption Date	2 December 2034
Redemption Value	Redemption at par
Register Cut-Off Date	15 days prior to the Interest Payment Date
Interest	5.45%
Interest Payment Date/s	2 December of each year between and including each of the years 2027 and the year 2034, provided that if any such date is not a Business Day, the next following day that is a Business Day.
Rights	the only rights attached to the Bonds are the rights to: (a) the repayment of capital; (b) the payment of interest; (c) attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions; and (d) the enjoyment of all such other rights attached to the Bonds emanating from the Base Prospectus and these Final Terms.
Status	the Bonds constitute the general, direct, unconditional, and unsecured obligations of the Issuer and shall at all times rank *pari passu* without any priority or preference among themselves and with other unsecured debt of the Issuer, present and future, if any. The payment obligations of the Issuer under the Bonds shall, save for such obligations as may be mandatorily preferred by law, at all times rank at least equally with all the Issuer's present and future unsecured and unsubordinated obligations.
Form	the Bonds will be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained by the CSD on behalf of the Issuer.
Transferability	the Bonds shall be freely transferable and once admitted on the Official List of the MSE, shall be transferable only in whole, that is, in multiples of €100.

3.2 Where will the securities be traded?

Application has been made to the Malta Stock Exchange for the Bonds to be listed and traded on the Official List.

3.3 What are the key risks that are specific to the securities?

3.1.1 Suitability

An investment in the Bonds may not be suitable for all recipients of the Base Prospectus and prospective investors are urged to read and fully understand the Base Prospectus and the Final Terms, and to consult an independent investment advisor before making an investment decision, with a view to ascertaining that an investment in the Bonds is suitable for the investor's risk profile.

3.1.2 Subsequent changes in interest rates and potential impact of inflation

The Bonds shall carry fixed interest rates. Consequently, investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds. When prevailing market interest rates rise, their prices decline and conversely, if market interest rates are declining, the prices of fixed rate bonds rise. The coupon payable on the Bonds is a nominal interest rate. The real interest rate is computed by subtracting inflation from the nominal interest rate, the result of which indicates the real return on the Bond coupons. In a period of high inflation, an investor's real return on the Bonds will be lower than the Bonds' nominal interest rate and thus undermine an investor's expected return. Furthermore, an increase in inflation may result in a decrease in the traded price of the Bonds on the secondary market.

3.1.3 Status of the Bonds

Any secured or privileged debts of the Issuer shall rank at all times ahead of the obligations of the Issuer under the Bonds, as a result of which the Bondholders may not be able to recover their investment in the Bonds in the case of insolvency or an equivalent situation, whether in full or in part. Furthermore, subject to the negative pledge covenant made by the Issuer towards Bondholders, third party security interests may be registered which will rank in priority to the Bonds against the assets of the Issuer, as the case may be, for so long as such security interests remain in effect, which registration may further impede the ability of the Bondholders to recover their investment upon enforcement of such security interests, whether in full or in part.

3.1.4 No prior market for the Bonds

Prior to the Bond Issue and admission to listing and trading, there has been no public market, nor trading record, for the Bonds within or outside Malta. Due to the absence of any prior market for the Bonds, there can be no assurance that the price of the Bonds will correspond to the price at which the Bonds will trade in the market subsequent to the Bond Issue.

3.1.5 Orderly and liquid secondary market

The existence of an orderly and liquid market for the Bonds depends on a number of factors, including but not limited to the presence of willing buyers and sellers of the Bonds at any given time and the general economic conditions in the market in which the Bonds are traded. Such factors are dependent upon the individual decisions of investors and the general economic conditions of the market, over which the Issuer has no control.

4. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET

4.1 Under which conditions and timetable can I invest in this security?

Method of Distribution, Allotment and Allocation

The Issuer shall allocate the total Bonds amounting to €30,000,000 on the basis of the following policy:

(i) Maturing Bondholders up to the amount of Maturing Bonds held as at the Cut-off Date and subject to any Cash Top-Up as and if applicable;

(ii) the balance of the Bonds not subscribed for by Maturing Bondholders limitedly by means of a Maturing Bond Transfer including any Cash Top-Up as and if applicable shall be allocated to Maturing Bondholders in respect of any Excess Bonds without priority or preference subject to an allocation policy as determined by the Issuer. Accordingly, in the event that the aggregate value of the Applications received from Maturing Bondholders transferring all or part of the Maturing Bonds held by them as at the Cut-Off Date through Maturing Bond Transfer (including Cash Top-Up, where applicable) is equal to or in excess of €30,000,000, Maturing Bondholders applying for Excess Bonds shall not get any allocation of Bonds; and

(iii) in the event that following the allocations made pursuant to paragraphs (i) and (ii) above there shall still remain unallocated Bonds, the Issuer shall offer such remaining Bonds to Authorised Financial Intermediaries through an Intermediaries' Offer. Subscription agreements received from Authorised Financial Intermediaries shall be allocated in accordance with the allocation policy as determined by the Issuer, acting through the Manager & Registrar.

In the event that the aggregate value of Bonds applied for by Maturing Bondholders by way of Maturing Bond Transfer exceeds the aggregate amount of Bonds available for subscription as aforesaid, then the Issuer, acting through the Manager & Registrar, shall scale down each Application Form in accordance with an allocation policy without priority or preference between them. In such event, the Intermediaries' Offer shall not take place.

The issue and allotment of the Bonds is conditional upon the Bonds being admitted to the Official List by no later than 10 December 2026. In the event that the Bonds are not admitted to the Official List by the date indicated, any Application monies will be returned without interest by direct credit into the Applicant's bank account.

By not later than 2 December 2026, the Issuer shall announce the result of the Bond Issue through a company announcement. Dealings in the Bonds shall not commence prior to the Bonds being admitted to the Official List.

Application for the Bonds

The Bonds shall be subscribed to by Maturing Bondholders through the submission of Application Forms through any of the Authorised Financial Intermediaries listed in Annex II of these Final Terms. Maturing Bondholders wishing to subscribe to the Bonds must submit their duly completed Application Form to any of the Authorised Financial Intermediaries during the Offer Period.

Expected Timetable of the Bond Issue

1	Application Forms mailed to Maturing Bondholders	26 October 2026
2	Offer Period for Maturing Bondholders	2 November 2026 to 20 November 2026, both days included
3	Intermediaries' Offer date	25 November 2026
4	Commencement of interest on the Bonds	2 December 2026
5	Announcement of basis of acceptance	2 December 2026
6	Refunds of unallocated monies (if any) and dispatch of allotment letters	10 December 2026
7	Expected date of admission of the Bonds to listing	10 December 2026
8	Expected date of commencement of trading in the Bonds	11 December 2026

The Issuer reserves the right to anticipate or extend the Offer Period referred to in (2) above depending on the total level of subscription in the Bond Issue, in which case: (a) some or all of the events set out in steps (3) to (8) above shall be brought forward or moved backwards (as the case may be) provided that the Intermediaries' Offer referred to in (3) above shall not take place in the event that the Bond Issue exceeds €30,000,000; and (b) the revised dates will be communicated by the Issuer by company announcement, without the requirement to amend these Final Terms.

4.2 Why is this prospectus being produced?

The proceeds from the Bond Issue shall be used by the Issuer to acquire for redemption and cancellation a maximum amount of €30,000,000 in Maturing Bonds from Maturing Bondholders subscribing for Bonds by way of Maturing Bond Transfer. The Bond Issue expenses are expected to amount to approximately €500,000 and shall be borne by the Issuer.

In the event that the Bond Issue is not fully subscribed, the Issuer shall proceed with the listing of the Bonds so subscribed for and shall apply the net proceeds received in the manner set out above.

The remaining amounts required by the Issuer for the redemption of the Maturing Bonds, which shall not have been raised through the Bond Issue, shall be financed from the Group's general cash flow and, or banking facilities.

4.3 Underwriting agreement

The Bond Issue is not subject to any underwriting agreement on a firm commitment basis.

4.4 Interests of Natural and Legal Persons involved in the Offer

Save for the subscription for Bonds by Authorised Financial Intermediaries (which includes M.Z. Investment Services Limited as Sponsor and Bank of Valletta p.l.c. as Manager & Registrar), and any fees payable in connection with the Bond Issue to M.Z. Investment Services Limited as Sponsor and Bank of Valletta p.l.c. as Manager & Registrar, in so far as the Issuer is aware, no person involved in the Bond Issue has an interest, conflicting or otherwise, material to the Bond Issue.

ANNEX II - LIST OF AUTHORISED FINANCIAL INTERMEDIARIES

Name	Address	Telephone
APS Bank p.l.c.	APS Centre, Tower Street, Birkirkara BKR 4012	2122 6644
Bank of Valletta p.l.c.	Premium Banking Centre, 475, Triq il-Kbira San Guzepp, St Venera SVR 1011 (Applications accepted at all Branches, Wealth Management and Investment Centres)	2275 1732
Calamatta Cuschieri Investment Services Limited	Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034	2568 8688
CiliaFormosa Financial Advisors Ltd	Triq id-Delu, Mosta MST 3355	2226 0200
Curmi & Partners Ltd	Finance House, Princess Elizabeth Street, Ta' Xbiex XBX 1102	2134 7331
Finco Treasury Management Limited	The Bastions, Emvin Cremona Street, Floriana FRN 1281	2122 0002
Hogg Capital Investments Limited	NuBis Centre, Mosta Road, Lija LJA 9012	2132 2872
HSBC Bank Malta p.l.c.	116, Archbishop Street, Valletta VLT 1444	2380 2380
Jesmond Mizzi Financial Advisors Limited	16 Central Business Hub, Level 3, Mdina Road, Attard ATD 9036	2122 4410
Lombard Bank Malta p.l.c.	67, Republic Street, Valletta VLT 1117	2558 1112
MeDirect Bank (Malta) p.l.c.	The Centre, Tigne` Point, Sliema TPO 0001	2557 4400
Michael Grech Financial Investment Services Limited	The Brokerage, Level 0A, St Marta Street, Victoria, Gozo VCT 2551	2258 7000
MZ Investment Services Limited	63, St Rita Street, Rabat RBT 1523	2145 3739
Rizzo, Farrugia & Co (Stockbrokers) Ltd	Airways House, Fourth Floor, High Street, Sliema SLM 1551	2258 3000

ANNEX III – SPECIMEN APPLICATION FORM

INTERNATIONAL HOTEL INVESTMENTS P.L.C.
€30,000,000 5.45% UNSECURED BONDS 2034
APPLICATION FORM - MATURING BONDHOLDERS

This Application Form is not transferable and entitles you to subscribe for the 5.45% International Hotel Investments p.l.c. Unsecured Bonds 2034 as a Maturing Bondholder (as defined in the final terms dated 21 October 2026 (the "**Final Terms**")).

A APPLICANT *(see notes 2 to 8)*

		I.D. CARD / PASSPORT	MSE A/C NO.
DOCUMENT TYPE	COUNTRY OF ISSUE	DATE OF BIRTH	NATIONALITY
LEI (Legal Entity Identifier) *(If applicant is NOT an Individual)*		PLEASE REGISTER ME FOR E-PORTFOLIO ☐	MOBILE NO. *(mandatory for e-portfolio)*

B ADDITIONAL (JOINT) APPLICANTS *(see note 3)* *(please use Addendum to Application Form if space is not sufficient)*

TITLE (Mr/Mrs/Ms/...)	FULL NAME AND SURNAME		I.D. CARD/PASSPORT NO.
DOCUMENT TYPE	COUNTRY OF ISSUE	DATE OF BIRTH	NATIONALITY

C DECISION MAKER/MINOR'S PARENTS / LEGAL GUARDIAN(S) / USUFRUCTUARY/IES *(see notes 4 ,7 & 8)* *(to be completed **ONLY** if applicable)*

TITLE (Mr/Mrs/Ms/...)	FULL NAME AND SURNAME		I.D. CARD/PASSPORT NO.
DOCUMENT TYPE	COUNTRY OF ISSUE	DATE OF BIRTH	NATIONALITY
TITLE (Mr/Mrs/Ms/...)	FULL NAME AND SURNAME		I.D. CARD/PASSPORT NO.
DOCUMENT TYPE	COUNTRY OF ISSUE	DATE OF BIRTH	NATIONALITY

D I/WE APPLY TO PURCHASE AND ACQUIRE

BOX 1 - Nominal Value of Maturing Bonds

BOX 2 - Amount of Bonds applied for in addition to the nominal holding in the Maturing Bonds payable in full upon allocation under the Terms and Conditions of the Bonds set out in the Final Terms (minimum subscription of €2,000 and in multiples of €100 thereafter).

BOX 3 - I/We wish to purchase and acquire the amount set out in Box 3 in Bonds at the Bond Issue price (at par) pursuant to a base prospectus dated 10 June 2026 (the "**Base Prospectus**") and the Final Terms

AMOUNT IN FIGURES **Box 1**
€

AMOUNT ADDED IN FIGURES **Box 2**
€

AMOUNT IN WORDS

TOTAL AMOUNT IN FIGURES **Box 3**
€

E RESIDENT - FINAL WITHHOLDING TAX ("FWT") DECLARATION *(see notes 9)* *(to be completed ONLY if the Applicant is a resident of Malta)*

☐ I/We elect to receive interest NET of FWT ☐ I/We elect to receive interest GROSS (i.e. without FWT)

F NON-RESIDENT - DECLARATION FOR TAX PURPOSES *(see notes 2 & 10)* *(to be completed ONLY if the Applicant is a non-resident)*

TAX COUNTRY	CITY OF BIRTH
T.I.N. (Tax Identification Number)	COUNTRY OF BIRTH

☐ **NOT** resident in Malta but resident in the European Union ☐ **NOT** resident in Malta and **NOT** resident in the European Union

G INTEREST, REFUND AND REDEMPTION MANDATE *(see notes 11 & 12)* *(completion of this panel is **MANDATORY**)*

BANK	IBAN

I/We have fully understood the instructions for completing this Application Form, and am/are making this Application solely on the basis of the Base Prospectus and Final Terms, and subject to its Terms and Conditions of the Bonds as contained therein which I/we fully accept.
I/We hereby authorise the Company to forward the details to the Malta Stock Exchange for the purposes of registering the Bonds in my/our MSE account, to register for the e-portfolio (where applicable) and to enable the reporting of all necessary transaction and personal information provided in this Application Form in compliance with Article 26 of MiFIR (Markets in Financial Instruments Regulation) to the Malta Financial Services Authority as competent authority ("**Transaction Reporting**"). Furthermore, I/we understand and acknowledge that the Company may require additional information for Transaction Reporting purposes and agree that such information will be provided.

Signature/s of Applicant/s
(Parent/s or legal guardian/s are/is to sign if Applicant is a minor)
(All parties are to sign in the case of a joint Application)
(Bare owner/s and usufructuary/ies to sign in the case of holdings of Bonds that are subject to usufruct)

Date

AUTHORISED FINANCIAL INTERMEDIARY'S STAMP	AUTHORISED FINANCIAL INTERMEDIARY'S CODE	APPLICATION NUMBER

SPECIMEN

Notes on how to complete this Application Form and other information

The following notes are to be read in conjunction with the Base Prospectus and the Final Terms regulating the Bond Issue

This Application Form is not transferable and entitles you to a preferential treatment as holder of the 4.00% International Hotel Investments p.l.c. Unsecured Bonds 2026 (the "**Maturing Bonds**") and is to be submitted as a method of payment where the Applicant selects to apply for the 5.45% International Hotel Investments p.l.c. Unsecured Bonds 2034 (the "**Bond/s**") so as to transfer to the Issuer all or part of the holding in the Maturing Bonds held by the Applicant as at the Cut-Off Date, the nominal value of which is set out in Box 1 of Panel D. By submitting this signed Application Form, Maturing Bondholders shall be deemed to:

i. cause the transfer of the said Maturing Bonds in the Issuer's name in consideration of the issue of Bonds; and
ii. engage, at the Issuer's cost, the services of such brokers or intermediaries as may be necessary to fully and effectively vest title in the said Maturing Bonds in the Issuer and fully and effectively vest title in the appropriate number of Bonds in the Applicant.

1. This Application is governed by the Terms and Conditions of the Bonds contained in section 19 of the Base Prospectus. Capitalised terms not defined herein shall, unless the context otherwise requires, have the meaning ascribed to them in the Base Prospectus and/or the Final Terms.

2. The Application Form is to be completed in BLOCK LETTERS. For applicants who are non-residents In Malta for tax purposes, the relative box in Panel F must be completed.

3. The MSE account number pertaining to the Maturing Bondholders has been preprinted in Panel A and reflects the MSE account number on the bond register of the Maturing Bonds held at the CSD as at 22 October 2026 (trading session of 20 October 2026). If an MSE account pertains to more than one person (including spouses), the full details of all individuals must be given in Panels A and B but the first named bondholder shall, for all intents and purposes, be deemed to be the registered holder of the Bonds (*vide* note 6 below). Applications by more than two persons are to use the Addendum to the Application Form.

   Upon submission of an Application Form, Bondholders who opt to have an online e-portfolio facility (by marking the relative box in Panel A), will receive by mail at their registered address a handle code to activate the new e-portfolio login. Registration for the e-Portfolio facility requires a mobile number to be provided on the Application Form. The Bondholder's statement of holdings evidencing entitlement to Bonds held in the register kept by the CSD and registration advices evidencing movements in such register will be available through the said e-portfolio facility on *https://eportfolio.borzamalta.com.mt/*. Further details on the e-portfolio may be found on *https://eportfolio.borzamalta.com.mt/Help*.

4. Applications in the name and for the benefit of minors shall be allowed provided that the applicant already holds an account with the MSE. Any Bonds allocated pursuant to such an Application shall be registered in the name of the minor as Bondholder, with interest and redemption proceeds payable to the parents or legal guardian/s signing the Application Form until such time as the minor attains the age of eighteen (18) years, following which all interest and redemption proceeds shall be payable directly to the registered holder, provided that the Company has been duly notified in writing of the fact that the minor has attained the age of eighteen (18) years. Panel C must be inserted with full details of the parents/legal guardians.

5. In the case of a body corporate, a valid Legal Entity Identifier ("**LEI**") needs to be inserted in Panel A. **Failure to include a valid LEI code, will result in the Application being cancelled by the Registrar**. Applications must be signed by duly authorised representatives indicating the capacity in which they are signing.

6. **MATURING BONDHOLDERS ARE TO NOTE THAT ANY SECURITIES ALLOTTED TO THEM WILL BE RECORDED BY THE MALTA STOCK EXCHANGE IN THE MSE ACCOUNT QUOTED ON THIS APPLICATION FORM EVEN IF THE DETAILS OF SUCH MSE ACCOUNT NUMBER, AS HELD BY THE CSD OF THE MALTA STOCK EXCHANGE, DIFFER FROM ANY OR ALL OF THE DETAILS APPEARING OVERLEAF. A SEPARATE REQUEST BY THE APPLICANT TO CHANGE THESE DETAILS AS RECORDED AT THE MSE, WILL HAVE TO BE EFFECTED.**

7. Where a decision to invest is taken by a third party authorised to transact on behalf of the Applicant (a "**decision maker**") such as an individual that holds a power of attorney to trade on the Applicant's account or applications under a discretionary account, details of the decision maker need to be included in Panel C.

8. Where an MSE account number is held subject to usufruct, Panel C needs to be completed and both the bare owner/s and the usufructuary/ies are to sign this Application Form.

9. Only Applicants who hold a valid official Maltese Identity Card or companies registered in Malta will be treated as resident in Malta. In such a case the Applicant may elect to have final withholding tax, currently 15%, deducted from interest payments in which case such interest need not be declared in the Applicant's income tax return. The Applicant may elect to receive the interest gross (i.e. without deduction of final withholding tax), but will be obliged to declare interest so received in the tax return. The Company will render an account to the Maltese Commissioner for Revenue of all interest paid, all amounts of tax deducted by the payor in respect of the interest paid and of the identity of all such recipients. Interest received by non-resident Applicants is not taxable in Malta and non-residents will receive interest gross. Authorised entities applying in the name of a prescribed fund will have final withholding tax (currently 10%), deducted from interest payments.

   In terms of section 19.1 of the Base Prospectus, unless the Company is otherwise instructed by a Bondholder, or if the Bondholder does not fall within the definition of "recipient" in terms of article 41(c) of the Income Tax Act (Cap. 123 of the laws of Malta), interest shall be paid to such person net of final withholding tax, (currently 15%) of the gross amount of interest, pursuant to article 33 of the Income Tax Act (Cap. 123 of the laws of Malta).

10. Non-residents of Malta should note that payment of interest to individuals and certain residual entities residing in another EU Member State is reported on an annual basis to the Director General Inland Revenue, Malta, who will in turn exchange the information with the competent tax authority of the Member State where the recipient of interest is resident. This exchange of information takes place in terms of the Council Directive 2014/107/EU, of 9 December 2014 amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation.

    The contents of Notes 9 and 10 above do not constitute tax advice by the Company and Applicants are to consult their own independent tax advisors in case of doubt.

11. Interest, refund and redemption proceeds will be credited to the account indicated in Panel G or as otherwise amended by the Bondholder/s during the term of the Bond.

12. The Offer Period will open at 08:30 hours on 2 November 2026 and will close at 12:00 hours on 20 November 2026. The Issuer reserves the right anticipate or extend the Offer Period depending on the level of subscription in the Bond Issue. Application for Bonds may be lodged with any Authorised Financial Intermediary listed in Annex II of the Final Terms and must be accompanied by the relevant subscription amount in Euro. Remittances by post are made at the risk of the Applicant and the Company, the Registrar and Authorised Financial Intermediaries disclaim all responsibility for any such remittances not being received by the date of closing of the subscription lists. If any Application is not accepted after the closure of the Offer Period or is accepted for fewer Bonds than those applied for, the monies equivalent to the number of Bonds not being accepted will be returned by direct credit into the IBAN specified in panel G.

13. By completing and delivering an Application Form you (as the Applicant(s)) acknowledge that:
    a. the Company or its duly appointed agents including the CSD and the Registrar, may process the personal data that you provide in the Application Form in accordance with the Data Protection Act (Cap. 586 of the laws of Malta) and the General Data Protection Regulation (GDPR) (EU) 2016/679 as amended from time to time;
    b. the Company may process such personal data for all purposes necessary for and related to the Bonds applied for; and
    c. you, as the Applicant, have the right to request access to and rectification of the personal data relating to you, as processed by the Company.

    Any such requests must be made in writing and addressed to the Company. The request must be signed by yourself as the Applicant to whom the personal data relates.

The value of investments can go up or down and past performance is not necessarily indicative of future performance. The nominal value of the Bonds on offer will be repayable in full upon redemption. An investor should consult a financial advisor, licensed under the Investment Services Act (Cap. 370 of the laws of Malta), for advice.

SPECIMEN

INTERNATIONAL HOTEL INVESTMENTS p.l.c.