

K.A. Holdings Limited

Report & Consolidated Financial  
Statements

31 December 2025

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## Director's report

The director presents his report together with the audited financial statements of K.A. Holdings Limited (‘the company’) and its subsidiary (‘the group’) for the year ended 31 December 2025.

The group comprises the company and its subsidiary KA Finance plc, which was incorporated on 22 April 2019 to act as a financing company for the group.

### Principal activities

The group's principal activity is the rental of its investment properties to third parties and the raising of finance for related parties. The company's principal activity is to act as the group's holding company and to earn rental income from renting out its investment properties to third parties.

### Review of business

The group owns two properties in Mriehel, Centris I and Centris II. Throughout this financial year, Centris I maintained a 95% occupancy level whilst Centris II maintained a 100% occupancy level. The buildings primarily accommodate tenants from the financial services and IT sectors, with additional businesses operating in recruitment, catering and medical aesthetics, amongst others.

All contracts entered by the company are for periods between 2 and 15 years. The contracts also stipulate a yearly increase in rent payable by the tenants in line with the inflation index. During the year under review, the company generated total rental income from its investment properties at Mriehel of € 1,935,500 (2024: € 1,708,240).

With respect to the group's other properties, the Swieqi property maintained a steady stream of rental income throughout the financial year of € 211,419 (2024: € 227,890). During 2023, a resolution was taken to sell the Gzira properties to raise further finance for a planned new investment. During 2024, the company sold one of the properties with the other property being sold during the financial year under review.

In 2019, the group obtained funding through MTF Prospects by issuing € 6,000,000 4.75% secured callable bonds due between 2026 and 2029. In accordance with its Company Admission Document (CAD), these bond funds have been used to finance the projects of the Group. In line with the subsidiary's commitment toward CAD obligated dated 24 July 2019, Section 21.24, included in the Group's current assets are cash and cash equivalents amounting to € 1,115,265 (2024: € 1,119,808) of which, € 750,000 are being held as sinking fund to meet such obligations.

In line with the company announcements issued during this financial year, the company has acquired a site in Ross Street, St. Julians which it intends to convert into a three-star hotel. All required permits are in hand and works on demolition and excavation were in progress as a year-end.

The company has undertaken a property revaluation exercise, related to Mriehel and Swieqi properties, during the financial year-end 2025 recognising gains arising from the increases in fair value of investment properties. As a result, total equity as at the end of the year for the company amounted to € 24,712,079 (2024: € 22,783,285) while the total equity of the group amounted to € 24,689,900 (2024: € 22,759,748).

**Key performance indicators**

	<b>Group</b>	<b>Company</b>
	<b>2025</b>	<b>2025</b>
	€	€
Operating profit	2,206,440	2,204,350
Finance costs	449,035	449,035
Net profit after tax	1,930,152	1,928,794
Total equity and liabilities	41,646,801	40,931,134

The Board of Directors considers the group to have all the resources needed to continue operating indefinitely and continues to adopt a going concern basis in the preparation of these financial statements.

**Principal risks**

The main risks that the company and the group are exposed to are listed in a summarised format below:

**Risks related to the property and rental market**

The company is in the business of property development and rental. This economic sector exposes the group to fluctuations in the property and real estate markets. Generally, there are several factors that commonly affect the real estate markets, many of which are beyond the control of the group. These could adversely affect the economic performance and value of properties. Changes in general economic conditions, general industry trends, the cyclical nature of the real estate market and changes in local market conditions have a direct impact on this economic segment. The outlook appears to be very demanding as the property market is somewhat overheating in view of the present extensive development across the Maltese islands. This includes the rental of office space. This latter development is leading to a lowering of prices and a corresponding reduction in revenue.

The company is reliant on rental income streams, with the rental of office spaces being the major business. The property rental market in Malta, including both commercial and residential properties, is very competitive and very sensitive to economic pressures. This may have an adverse impact on the financial performance and condition of the group.

The director is also monitoring recent developments internationally, in particular to how markets are reacting to rising geopolitical tensions and whether conflicts in the Middle East might have an impact on business in Malta. While remaining cautiously optimistic, the company and management will continue to observe the situation abroad and the related impact it may have locally to be able to mitigate timely against such risks.

**Development risk**

The company is subject to risks associated with the development of real estate, including the risk relating to project financing, time and cost over-runs, and the risk of insufficiency of resources. Suspension of work for any reason and the possibility of legal disputes would also have a negative impact on the group's financial performance and bottom-line figures.

**Events after the end of the reporting period**

There have been no events subsequent to year-end which require adjustment to, or disclosure in, the financial statements or notes thereto.

**Dividends**

No payment of dividend is being proposed, and all profits will be transferred to retained earnings.

**Directors**

The company's and the group's directors during the year were:

Mr. Kurt Philip Abela (Director of K.A. Holdings Limited & KA Finance plc)  
Dr. Etienne Borg Cardona (Independent Non-Executive Director of KA Finance plc)  
Mr. John Soler (Independent Non-Executive Director of KA Finance plc)

The present company and group directors remain in office.

**Disclosure of information to the auditor**

At the date of making this report, the directors confirm the following:

- as far as each director is aware, there is no relevant information needed by the independent auditor in connection with preparing the audit report of which the independent auditor is unaware; and
- each director has taken all steps that he ought to have taken as a director in order to make himself aware of any relevant information needed by the independent auditor in connection with preparing the audit report and to establish that the independent auditor is aware of that information.

**Auditor**

Grant Thornton has intimated its willingness to continue in office and a resolution proposing its reappointment will be put to the Annual General Meeting.

Approved by the director on 7 April 2026 and signed by:



**Kurt Philip Abela**  
Director

## **Statement of director's responsibilities**

The Companies Act, Cap. 386 requires the director to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and its group as at the end of the financial year and of the profit or loss of the company and its group for that year. In preparing these financial statements, the director is required to:

- adopt the going concern basis unless it is inappropriate to presume that the company and the group will continue in business;
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- account for income and charges relating to the accounting period on the accruals basis;
- value separately the components of asset and liability items; and
- report comparative figures corresponding to those of the preceding accounting period.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and the group and to enable him to ensure that the financial statements have been properly prepared in accordance with the Companies Act, Cap. 386. This responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. He is also responsible for safeguarding the assets of the company and the group and for taking reasonable steps for the prevention and detection of fraud and other irregularities.



**Kurt Philip Abela**  
Director

Registered address:  
'Project Technik'  
Cannon Road  
Qormi QRM 9032  
Malta

7 April 2026

## Statements of comprehensive income

	Notes	Group		Company	
		2025	2024	2025	2024
		€	€	€	€
Rental income		2,146,919	1,936,130	2,146,919	1,936,130
Other income		428,025	473,635	428,025	473,635
Administrative expenses		(368,504)	(474,716)	(370,594)	(445,636)
<b>Operating profit</b>		<b>2,206,440</b>	<b>1,935,049</b>	<b>2,204,350</b>	<b>1,964,129</b>
Fair value gains on investment properties	8	819,957	-	819,957	-
Finance costs	5	(449,035)	(435,328)	(449,035)	(435,328)
<b>Profit before tax</b>	6	<b>2,577,362</b>	<b>1,499,721</b>	<b>2,575,272</b>	<b>1,528,801</b>
Tax expense	7	(647,210)	(284,312)	(646,478)	(283,780)
<b>Profit for the year</b>		<b>1,930,152</b>	<b>1,215,409</b>	<b>1,928,794</b>	<b>1,245,021</b>

## Statements of financial position

	Notes	Group		Company	
		2025	2024	2025	2024
		€	€	€	€
<b>Assets</b>					
<b>Non-current</b>					
Investment properties	8	39,612,476	35,261,305	39,612,476	35,261,305
Investment in subsidiary	9	-	-	49,999	49,999
Financial assets at fair value through other comprehensive income	10	36,736	36,736	36,736	36,736
Trade and other receivables	11	88,571	82,901	88,571	82,901
Deferred tax asset	18	153,019	89,133	153,019	89,133
		<b>39,890,802</b>	<b>35,470,075</b>	<b>39,940,801</b>	<b>35,520,074</b>
<b>Current</b>					
Trade and other receivables	11	640,734	379,432	632,757	371,387
Cash and cash equivalents	12	1,115,265	1,191,808	357,576	1,137,867
Assets included in disposal group classified as held for sale	13	-	375,102	-	375,102
		<b>1,755,999</b>	<b>1,946,342</b>	<b>990,333</b>	<b>1,884,356</b>
<b>Total assets</b>		<b>41,646,801</b>	<b>37,416,417</b>	<b>40,931,134</b>	<b>37,404,430</b>

## Statements of financial position – continued

	Notes	Group		Company	
		2025	2024	2025	2024
		€	€	€	€
<b>Equity</b>					
Share capital	14	150,000	150,000	150,000	150,000
Revaluation reserves		18,228,151	18,347,523	18,228,151	18,347,523
Retained earnings		6,311,748	4,262,224	6,333,928	4,285,762
<b>Equity attributable to the owners of the parent</b>		<b>24,689,899</b>	<b>22,759,747</b>	<b>24,712,079</b>	<b>22,783,285</b>
Non-controlling interest		1	1	-	-
<b>Total equity</b>		<b>24,689,900</b>	<b>22,759,748</b>	<b>24,712,079</b>	<b>22,783,285</b>
<b>Liabilities</b>					
<b>Non-current</b>					
Borrowings	15	4,938,710	1,722,973	4,938,710	1,722,973
Debt securities in issue	16	5,947,805	5,933,473	-	-
Trade and other payables	17	1,267,691	1,963,412	6,600,453	7,950,216
Deferred tax liability	18	3,225,234	2,877,141	3,225,234	2,877,141
		<b>15,379,440</b>	<b>12,496,999</b>	<b>14,764,397</b>	<b>12,550,330</b>
<b>Current</b>					
Borrowings	15	519,298	382,267	519,298	382,267
Debt securities in issue	16	101,507	101,507	-	-
Trade and other payables	17	668,987	890,008	647,808	902,679
Liabilities included in disposal group classified as held for sale	13	-	530,000	-	530,000
Current tax liability		287,669	255,888	287,552	255,869
		<b>1,577,461</b>	<b>2,159,670</b>	<b>1,454,658</b>	<b>2,070,815</b>
<b>Total liabilities</b>		<b>16,956,901</b>	<b>14,656,669</b>	<b>16,219,055</b>	<b>14,621,145</b>
<b>Total equity and liabilities</b>		<b>41,646,801</b>	<b>37,416,417</b>	<b>40,931,134</b>	<b>37,404,430</b>

The financial statements on pages 6 to 32 were approved, authorised for issue on 7 April 2026 and signed by:



**Kurt Philip Abela**  
 Director

## Statements of changes in equity

	Share capital €	Revaluation reserves €	Retained earnings €	Equity attributable to the owners of the parent €	Non-controlling interest €	Total equity €
<b>Group</b>						
At 1 January 2025	150,000	18,347,523	4,262,224	22,759,747	1	22,759,748
Profit for the year	-	-	1,930,152	1,930,152	-	1,930,152
Transfer of revaluation gain – net	-	(119,372)	119,372	-	-	-
<b>At 31 December 2025</b>	<b>150,000</b>	<b>18,228,151</b>	<b>6,311,748</b>	<b>24,689,899</b>	<b>1</b>	<b>24,689,900</b>
At 1 January 2024	150,000	18,366,873	3,027,465	21,544,338	1	21,544,339
Profit for the year	-	-	1,215,409	1,215,409	-	1,215,409
Transfer of revaluation gain – net	-	(19,350)	19,350	-	-	-
<b>At 31 December 2024</b>	<b>150,000</b>	<b>18,347,523</b>	<b>4,262,224</b>	<b>22,759,747</b>	<b>1</b>	<b>22,759,748</b>

Retained earnings include current and prior period results as disclosed in the statements of comprehensive income.

## Statements of changes in equity – continued

	Share capital €	Revaluation reserves €	Retained earnings €	Total equity €
<b>Company</b>				
At 1 January 2025	150,000	18,347,523	4,285,762	22,783,285
Profit for the year	-	-	1,928,794	1,928,794
Transfer of revaluation gain – net	-	(119,372)	119,372	-
<b>At 31 December 2025</b>	<b>150,000</b>	<b>18,228,151</b>	<b>6,333,928</b>	<b>24,712,079</b>
At 1 January 2024	150,000	18,366,873	3,021,391	21,538,264
Profit for the year	-	-	1,245,021	1,245,021
Transfer of revaluation gain – net	-	(19,350)	19,350	-
<b>At 31 December 2024</b>	<b>150,000</b>	<b>18,347,523</b>	<b>4,285,762</b>	<b>22,783,285</b>

Retained earnings include current and prior period results as disclosed in the statements of comprehensive income.

## Statements of cash flows

	Notes	Group		Company	
		2025	2024	2025	2024
		€	€	€	€
<b>Operating activities</b>					
Profit before tax		2,577,362	1,499,721	2,575,272	1,528,801
Adjustments	19	(525,820)	213,737	(525,820)	213,737
Net changes in working capital	19	(1,183,714)	(314,174)	(1,886,006)	(373,193)
Income tax paid		(331,222)	(384,142)	(330,588)	(383,370)
<b>Net cash generated from (used in) operating activities</b>		<b>536,606</b>	<b>1,015,142</b>	<b>(167,142)</b>	<b>985,975</b>
<b>Investing activities</b>					
Additions to investment properties	8	(3,411,472)	(484,305)	(3,411,472)	(484,305)
Proceeds from sale of held for sale asset		-	749,445	-	749,445
<b>Net cash (used in) generated from investing activities</b>		<b>(3,411,472)</b>	<b>265,140</b>	<b>(3,411,472)</b>	<b>265,140</b>
<b>Financing activities</b>					
Net proceeds (repayment) of bank borrowings	26	3,352,768	(397,257)	3,352,768	(397,257)
Interest paid	26	(554,445)	(428,541)	(554,445)	(428,541)
<b>Net cash generated from (used in) financing activities</b>		<b>2,798,323</b>	<b>(825,798)</b>	<b>2,798,323</b>	<b>(825,798)</b>
Net change in cash and cash equivalents		(76,543)	454,484	(780,291)	425,317
Cash and cash equivalents, beginning of year		1,191,808	737,324	1,137,867	712,550
<b>Cash and cash equivalents, end of year</b>	12	<b>1,115,265</b>	<b>1,191,808</b>	<b>357,576</b>	<b>1,137,867</b>

# Notes to the financial statements

## **1 Nature of operations**

K.A. Holdings Limited ('the company') and its subsidiary ('the group') are principally engaged in developing and renting out investment properties to third parties and raising finance for related parties.

The company's principal activity is to act as the group's holding company. It also develops and rents out its investment properties to third parties.

## **2 General information, statement of compliance with International Financial Reporting Standards (IFRS)**

### **2.1 General information and statement of compliance with IFRS**

K.A. Holdings Limited is registered as a private limited liability company under the Companies Act, Cap. 386 with registration number C 56023. The company is incorporated and domiciled in Malta. The address of the company's registered office, which is also its principal place of business, is 'Project Technik', Cannon Road, Qormi QRM 9032, Malta.

The financial statements of the company and the consolidated financial statements of the group have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union (EU), and in accordance with the Companies Act, Cap. 386.

The financial statements are presented in euro (€), which is also the functional currency of the company and the group. The amounts presented in the financial statements have been rounded to the nearest euro.

### **2.2 Going concern**

The directors have a reasonable expectation that the company and the group have adequate resources to continue operating for the foreseeable future. For this reason, the directors consider it is appropriate to continue to adopt the going concern basis in preparing these financial statements.

## **3 New or revised Standards or Interpretations**

### **3.1 New Standards adopted as at 1 January 2025**

Some accounting pronouncements which have become effective from 1 January 2025 and have therefore been adopted do not have a significant impact on the company's and the group's financial results or position.

Amendments that are effective for the first time in 2025 and could be applicable to the company and the group are:

- Lack of Exchangeability (Amendments to IAS 21).

These amendments do not have a significant impact on these financial statements and therefore the disclosures have not been made.

### **3.2 Standards, amendments and Interpretations to existing Standards that are not yet effective and have not been adopted early by the company and the company**

At the date of authorisation of these financial statements, several new, but not yet effective, Standards and amendments to existing Standards, and Interpretations have been published by the International Accounting Standard Board (IASB) or International Financial Reporting Interpretations Committee (IFRIC). None of these Standards or amendments to existing Standards have been adopted early by the company and the group and no Interpretations have been issued that are applicable and need to be taken into consideration by the company and the group at either reporting date.

Standards and amendments that are not yet effective and have not been adopted early by the company and the group include:

- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and 7)
- Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7)
- Annual Improvements to IFRS Accounting Standards—Volume 11
- IFRS 19 ‘Subsidiaries without Public Accountability: Disclosures’
- Amendments to IFRS 19 ‘Subsidiaries without Public Accountability: Disclosures’

These Standards and amendments are not expected to have a significant impact on the financial statements in the period of initial application and therefore no disclosures have been made.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement.

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 ‘Presentation of Financial Statements’. The adoption of IFRS 18 ‘Presentation and Disclosure in financial statements’, effective for periods commencing on or after 1 January 2027, is expected to have a material impact on the presentation of the financial statements, and therefore relevant disclosures are included below.

Although IFRS 18 includes many of the requirements of IAS 1, it introduces new requirements to better structure financial statements and to provide more detailed and useful information to investors, including:

- two new subtotals defined in the statement of profit or loss, namely (1) operating profit and (2) profit or loss before financing and income taxes
- the classification of all income and expenses within the statement of profit or loss in one of five categories
- a new requirement to disclose performance measures defined by management, and
- an improvement in the principles related to the aggregation and disaggregation of information in the financial statements and accompanying notes.

IFRS 18 will be applied retrospectively with specific transitional provisions.

The company and the group are currently working to identify all of the impacts that IFRS 18 will have on the primary financial statements and notes to the financial statements.

Other new Standards, amendments and Interpretations not adopted in the current year have not been disclosed as they are not expected to have a material impact on the company’s financial statements.

#### **4 Material accounting policies**

An entity should disclose its material accounting policies. Accounting policies are material and must be disclosed if they can be reasonably expected to influence the decisions of users of the financial statements.

Management has concluded that the disclosure of the group's material accounting policies below are appropriate.

##### **4.1 Overall considerations and basis of preparation**

The financial statements have been prepared on an accrual basis and under the historical cost convention except for investment properties which are measured at fair value. Monetary amounts are expressed in euro (€).

The financial statements are presented in accordance with IAS 1 '*Presentation of financial statements*' (Revised 2007).

The accounting policies applied by the company and the group are consistent with those used in previous years.

##### **4.2 Basis of consolidation**

The group's financial statements consolidate those of the parent company and its subsidiary as of 31 December 2025. Its subsidiary has a reporting date of 31 December.

The parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. K.A. Holdings Limited obtains and exercises control through voting rights.

All transactions and balances between group companies are eliminated on consolidation, including unrealised gains and losses on transactions between group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment losses from the group perspective. Amounts reported in the financial statements of the subsidiary have been adjusted where necessary to ensure consistency with the accounting policies adopted by the group.

Profit or loss and other comprehensive income or loss of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Non-controlling interest, presented as part of equity, represents the portion of a subsidiary's profit or loss and net assets that is not held by the group. The group attributes the profit or loss of a subsidiary between the owners of the parent and the non-controlling interest based on their respective ownership interests.

The consolidated financial statements have been prepared from the financial statements of the companies comprising the group as reported in note 9 of these financial statements.

### **4.3 Income and expense recognition**

Revenue is measured by reference to the fair value of consideration received or receivable by the group for services provided, excluding value added tax (VAT) and trade discounts.

To determine whether to recognise revenue, the group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligation(s)
5. Recognising revenue when/as performance obligation(s) is/are satisfied.

Revenue from contracts with customers is recognised when control of the group's services is transferred to the customer at an amount that reflects the consideration to which the group expects to be entitled in exchange for those services.

The group evaluates all contractual arrangements it enters into and evaluates the nature of the promised goods or services, and rights and obligations under the arrangement, in determining the nature of its performance obligations. Where such performance obligations are capable of being distinct and are distinct in the context of the contract, the consideration to which the group expects to be entitled under the arrangement is allocated to each performance obligation based on their relative stand-alone selling prices. Revenue is recognised at an amount equal to the transaction price allocated to the specific performance obligation when it is satisfied, either at a point in time or over time, as applicable, based on the pattern of transfer of control.

Dividend income is recognised at the time the right to receive payment is established.

Administrative expenses are recognised in the statements of comprehensive income upon utilisation of the service or at the date they are incurred.

Interest income and expenses are reported on an accruals basis using the effective interest method and are presented within 'finance income' and 'finance costs' in the statements of comprehensive income.

### **4.4 Borrowing costs**

Borrowing costs primarily comprise interest on the group's borrowings. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that it is necessary to complete and prepare the asset for its intended use or sale. Borrowing costs are expensed in the period in which they are incurred and reported within 'finance costs' in the statements of comprehensive income.

### **4.5 Investment properties**

Investment properties are properties held to earn rentals or for capital appreciation or both. Investment properties are recognised as an asset when it is probable that the future economic benefits that are associated with the investment properties will flow to the entity and the cost can be measured reliably. Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value at the end of the reporting period. Gains or losses arising from changes in the fair value of investment properties are recognised in the statements of comprehensive income in the period in which they arise within 'fair value gains (losses) on investment properties'.

Investment properties are derecognised on disposal or when they are permanently withdrawn from use and no future economic benefits are expected from their disposal. Gains or losses on derecognition represent the difference between the net disposal proceeds, if any, and the carrying amount and are recognised in the statements of comprehensive income in the period of derecognition.

Rental income and operating expenses from investment properties are reported within 'rental income' and 'administrative expenses' respectively.

#### **4.6 Investment in subsidiary**

Investment in the subsidiary is included in the company's statement of financial position at cost less any impairment loss that may have arisen. Income from the investment is recognised only to the extent of distributions received by the company from post-acquisition profits. Distributions received in excess of such profits are regarded as a recovery of the investment and are recognised as a reduction from the cost of the investment.

At the end of each reporting period, the company reviews the carrying amount of its investment in subsidiary to determine whether there is any indication of impairment and, if any such indication exists, the recoverable amount of the investment is estimated. An impairment loss is the amount by which the carrying amount of an investment exceeds its recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value-in-use. An impairment loss that has been previously recognised is reversed if the carrying amount of the investment exceeds its recoverable amount.

An impairment loss is reversed only to the extent that the carrying amount of the investment does not exceed the carrying amount that would have been determined if no impairment loss had been previously recognised. Impairment losses and reversals are recognised immediately in the statements of comprehensive income.

#### **4.7 Financial instruments**

##### **Recognition and derecognition**

Financial assets and financial liabilities are recognised when the group or the company become a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled, or expired.

##### **Classification and initial measurement of financial assets**

Except for those trade and other receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets are classified into the following categories:

- amortised cost;
- fair value through profit or loss (FVTPL); and
- fair value through other comprehensive income (FVOCI).

The company and the group does not have any financial assets categorised as FVTPL in the periods presented.

The classification is determined by both:

- the entity's business model for managing the financial asset; and
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in the statements of comprehensive income are presented within 'finance costs' or 'finance income'.

### **Subsequent measurement of financial assets**

#### *Financial assets at amortised cost*

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

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

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The company and the group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

#### *Financial assets at FVOCI*

The company and the group accounts for financial assets at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objective it is "hold to collect" the associated cash flows and sell; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All fair value gains in respect of those assets are recognised in other comprehensive income and accumulated in the equity investment reserve, and these are not recycled to profit or loss.

### **Impairment of financial assets**

IFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of the requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under IFRS 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at FVTPL.

The group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1'); and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month ECL' are recognised for the first category while 'lifetime expected credit losses are recognised for the second category.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

#### *Trade and other receivables*

The company and the group makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the company and the group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The company and the group assesses impairment of trade and other receivables on a collective basis as they possess shared credit risk characteristics. They have been grouped based on the days past due.

### **Classification and measurement of financial liabilities**

The group's financial liabilities include borrowings, debt securities in issue and trade and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the company designates a financial liability at FVTPL.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in the statements of comprehensive income are included within 'finance costs' or 'finance income'.

### **4.8 Income taxes**

Tax expense recognised in the statements of comprehensive income comprises the sum of deferred tax and current tax not recognised in the other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income. This is assessed based on the company's and the group's forecast of future operation results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit.

In addition, tax losses available to be carried forward are assessed for the recognition of deferred tax assets.

Deferred tax assets and liabilities are offset only when the company and the group has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

#### **4.9 Cash and cash equivalents**

For the purpose of the statement of financial position and statement of cash flows, cash and cash equivalents comprise demand deposits with banks.

#### **4.10 Non-current assets and liabilities classified as held for sale**

Non-current assets classified as held for sale are presented separately and measured at the lower of the carrying amounts immediately prior to their classification as held for sale and their fair value less costs to sell. However, some held for sale assets such as financial assets or deferred tax assets, continue to be measured in accordance with the group's relevant accounting policy for those assets. Once classified as held for sale, the assets are not subject to depreciation or amortisation.

#### **4.11 Equity**

Share capital represents the nominal value of shares that have been issued.

Revaluation reserves pertain to the fair value gains and losses from the remeasurement of investment properties net of deferred tax and is not available for distribution to the company's shareholders.

Retained earnings include all current and prior period results as disclosed in the statements of comprehensive income.

#### **4.12 Fair value**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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

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

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

#### **4.13 Provisions and contingent liabilities**

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources from the group and the amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events, such as legal disputes or onerous contracts.

Restructuring provisions are recognised only if a detailed formal plan for the restructuring has been developed and implemented, or management has at least announced the plan's main features to those affected by it. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

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

Any reimbursement that the group is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. All provisions are reviewed at each reporting period and adjusted to reflect the current best estimate of management.

#### **4.14 Significant management judgements, estimates and assumptions**

When preparing the consolidated financial statements, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expense. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable and reliable in the circumstances, the results of which form the basis of making the judgements about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying adjustments are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

##### **Significant management estimates**

###### **Fair value of investment properties**

The group carries its investment properties at fair value, with changes in fair value being recognised in the statements of comprehensive income as they arise. This is based on market valuations performed by independent professional architects. The valuation of the properties is based on the direct knowledge of the site, the Maltese construction and property markets, the area within which these properties are located, as well as the experience of the architect in such valuations and analysis of data available on the property market.

In a year where market valuations are not performed by an independent professional architect, an assessment of the fair value of investment properties is performed internally to reflect market conditions.

**5 Finance costs**

The following amounts have been included in the statements of comprehensive income for the reporting periods presented:

	Group		Company	
	2025	2024	2025	2024
	€	€	€	€
Interest on bank borrowings	149,703	135,996	149,703	135,996
Interest on debt securities in issue	299,332	299,332	299,332	299,332
	<b>449,035</b>	<b>435,328</b>	<b>449,035</b>	<b>435,328</b>

**6 Profit before tax**

The profit before tax is stated after charging:

	Group		Company	
	2025	2024	2025	2024
	€	€	€	€
Directors' remuneration	96,000	80,997	36,000	36,000
Auditor's remuneration	14,450	16,582	5,850	8,221

**7 Tax expense**

The relationship between the expected tax expense based on the effective tax rate of 35% (2024: 35%) and the actual tax expense recognised in the statements of comprehensive income can be reconciled as follows:

	Group		Company	
	2025	2024	2025	2024
	€	€	€	€
Profit before tax	2,577,362	1,499,721	2,575,272	1,528,801
Tax rate	35%	35%	35%	35%
<b>Expected tax expense</b>	<b>(902,077)</b>	<b>(524,902)</b>	<b>(901,345)</b>	<b>(535,080)</b>
Tax effect of:				
- Movement in fair value of properties	286,985	-	286,985	-
- Deferred tax on investment properties	(348,093)	(38,743)	(348,093)	(38,743)
- Non-deductible expenses	(129,801)	(142,008)	(129,801)	(131,298)
- Rental income taxed at reduced rates	429,384	387,226	429,384	387,226
- Effect of sale of property	15,014	33,939	15,014	33,939
- Others	1,378	176	1,378	176
<b>Actual tax expense, net</b>	<b>(647,210)</b>	<b>(284,312)</b>	<b>(646,478)</b>	<b>(283,780)</b>
<b>Comprising:</b>				
Current tax expense	(363,003)	(334,700)	(362,271)	(334,168)
Deferred tax expense (note 18)	(284,207)	50,388	(284,207)	50,388
	<b>(647,210)</b>	<b>(284,312)</b>	<b>(646,478)</b>	<b>(283,780)</b>

**8 Investment properties**

	Group		Company	
	2025	2024	2025	2024
	€	€	€	€
<b>Fair value</b>				
Balance at 1 January	35,261,305	34,777,000	35,261,305	34,777,000
Additions	3,411,472	484,305	3,411,472	484,305
Capitalised interest	119,742		119,742	-
Increase in fair value	819,957	-	819,957	-
<b>Balance at 31 December</b>	<b>39,612,476</b>	<b>35,261,305</b>	<b>39,612,476</b>	<b>35,261,305</b>

The company owns property in the localities of Mriehel, Swieqi and St. Julian's. The fair value of the properties in Mriehel, office buildings known as Centris I and II, which are being leased out by the company, is € 14.3 million and € 18.2 million, respectively (2024: € 13.9 million and € 17.9 million, respectively). The fair value of the properties was determined based on a valuation performed by an independent valuer in December 2025.

The property located in Swieqi was completed in 2022. The fair value of the property was determined using the valuation method of an independent valuer in December 2025. At 31 December 2025, the fair value of the Swieqi property is assessed at € 3.6 million (2024: € 3.2 million).

The properties located in Gzira were held for sale as at 31 December 2024 (note 13).

During the current year, the company acquired a new property in St. Julian's for a total consideration of € 2.9 million. As at 31 December 2025, the carrying amount of this property amounted to € 3,562,476 (2024: € nil).

The rental income of € 2,146,919 (2024: € 1,936,130) is shown in the statements of comprehensive income and does not include any amounts from variable lease payments. Direct operating expenses of € 338,325 (2024: € 383,755) are reported within administrative expenses, none of which is incurred on vacant properties that did not generate rental income.

Although the risks associated with rights that the group retains in underlying assets are not considered to be significant, the group employs strategies to further minimise these risks, for example, the collection of a security deposit on signing of lease contract.

The lease contracts are non-cancellable for a period known as 'di fermo' stipulated in each contract that can vary from 1 year to 5 years from commencement of the lease.

**9 Investment in subsidiary**

	2025	2024
	€	€
At 1 January/ 31 December	<b>49,999</b>	<b>49,999</b>

On 22 April 2019, the company incorporated KA Finance plc and invested the amount of € 49,999 for a 99.99% ownership.

The company has unquoted investments in the below subsidiary:

Name of company	Description of shares held	% Holding	2025 €	2024 €	Nature of business
KA Finance plc	49,999 ordinary shares of € 1 each	99.99	49,999	49,999	Raising finance for related parties

The registered office of KA Finance plc is Project Technik, Canon Road, Qormi QRM 9032, Malta.

## 10 Financial assets at fair value through other comprehensive income

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
Balance at 1 January/31 December	<b>36,736</b>	<b>36,736</b>	<b>36,736</b>	<b>36,736</b>

The company has unquoted investments in the following companies:

Name	Nature of business	% ownership	
		2025	2024
Biff Limited	Construction, reconstruction, alterations, furnishing, maintenance and other services related to the building and construction industry	7	7
Refill Limited	Holding shares or other interests in, or securities of any other company	33	33

The registered office of Biff Limited is Lead Business Centre, Triq L-Intrapriza, Zone 4, Central Business District, Birkirkara CBD 4080, Malta. The registered office of Refill Limited is 'Project Technik', Cannon Road, Qormi QRM 9032, Malta.

## 11 Trade and other receivables

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
<b>Non-current</b>				
Amounts owed by related parties	88,571	82,901	88,571	82,901
<b>Financial assets</b>	<b>88,571</b>	<b>82,901</b>	<b>88,571</b>	<b>82,901</b>
<b>Current</b>				
Trade receivables	129,168	49,259	129,168	49,259
Other receivables	29,000	18,499	29,000	18,499
Amounts owed by related parties	445,036	-	445,036	-
<b>Financial assets</b>	<b>603,204</b>	<b>67,758</b>	<b>603,204</b>	<b>67,758</b>
Advance payments	-	290,000	-	290,000
Prepayments	37,530	21,674	29,553	13,629
<b>Trade and other receivables – current</b>	<b>640,734</b>	<b>379,432</b>	<b>632,757</b>	<b>371,387</b>
<b>Total trade and other receivables</b>	<b>729,305</b>	<b>462,333</b>	<b>721,328</b>	<b>454,288</b>

The carrying value of short-term receivables is considered a reasonable approximation of fair value.

Amounts owed by related parties are unsecured, interest-free and have no fixed repayment date, except for € 445,036 (2024: € nil) which is repayable on demand.

## **12 Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position and the statement of cash flows include the following component:

	<b>Group</b>		<b>Company</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	€	€	€	€
Cash at bank	1,115,265	1,191,808	357,576	1,137,867

Cash and cash equivalents held in the group's book at year-end include the amount of € 750,000 held in a sinking fund in line with the CAD obligations dated 24 July 2019 Section 21.24.

## **13 Assets and liabilities held for sale**

In prior years, the director resolved to sell the Gzira properties in order to generate the financing needed for a planned investment in another property.

On 31 August 2023, the company entered into an agreement for a promise of sale of its property in Triq Sir William Reid, Gzira, for a total consideration of € 530,000, of which € 200,000 was received in 2024 and € 330,000 was received in 2023. The execution of sale was signed on 23 January 2025.

On 27 November 2023, the company entered into an agreement for a promise of sale of its property in Triq Charles Cameron, Gzira. The property was sold on 28 November 2024 for total consideration of € 574,735.

The carrying amounts of assets and liabilities in this disposal group are summarised below:

	<b>2025</b>	<b>2024</b>
	€	€
Property at Triq Sir William Reid, Gzira	-	375,102
<b>Assets classified as held for sale</b>	<b>-</b>	<b>375,102</b>
<b>Consideration received on sale of investment properties</b>	<b>-</b>	<b>530,000</b>

## **14 Share capital**

The share capital of the company consists only of ordinary shares with a par value of € 1. All shares are equally eligible to receive dividends and repayment of capital and represent one vote at the shareholders' meeting of the company.

	<b>2025</b>	<b>2024</b>
	€	€
<b>Shares issued and fully paid at 31 December</b>		
150,000 ordinary shares of € 1 each	<b>150,000</b>	<b>150,000</b>
<b>Shares authorised at 31 December</b>		
150,000 ordinary shares of € 1 each	<b>150,000</b>	<b>150,000</b>

**15 Borrowings**

	Group		Company	
	2025	2024	2025	2024
	€	€	€	€
<b>Bank borrowings</b>				
Amounts falling due within one year	519,298	382,267	519,298	382,267
Amounts due after more than one year	4,938,710	1,722,973	4,938,710	1,722,973
<b>Total borrowings</b>	<b>5,458,008</b>	<b>2,105,240</b>	<b>5,458,008</b>	<b>2,105,240</b>

The company's Bank of Valletta facilities comprise of a loan of € 2,500,000 and € 150,000. The € 2,500,000 loan is secured by general hypothecary guarantee over the company's assets, special hypothec on Block Centric built over plots C and D, Triq il-Palazz l-Ahmar, Santa Venera and a pledge on comprehensive insurance policy covering the full replacement property to be hypothecated. The loan bears interest at 5.25% per annum. The loan is repayable over 15 years through 180 monthly repayments of € 20,193 inclusive of interest. Starting January 2020, the repayment of principal amounting to € 242,316 is done every January of each year. Starting September 2024, the remaining balance of loan is payable by 1 monthly instalment of € 46,377 and 88 monthly instalments of € 17,997 inclusive of interest.

The € 150,000 loan relates to COVID-19 assistance from Malta Development Bank through Bank of Valletta. The loan bears interest at 2.50% per annum for the first two years and the aggregate of 2.75% and the 3 month variable Euribor rate from the third year onwards and is repayable over 6 years through monthly repayments of € 2,468 inclusive of interest for the first 18 months following 6 months moratorium period and 48 monthly repayments of € 2,481 inclusive of interest for the final 4 years. Starting September 2024, the remaining balance of loans are repayable by 23 monthly instalments of € 2,805 inclusive of interest.

On 5th March 2021, the company signed a sanction letter with FCM Bank Limited, for the opening of bank loan facilities amounting to up to € 1,000,000 and € 200,000. The first loan was obtained to end finance finishing costs at Centris II, while the second loan was obtained to end finance finishes and furniture costs for the Swieqi apartments. The loan bears interest at 2.31% over the bank's base rate per annum. The loan is to be settled in full within a maximum of 84 months from the first drawdown. Capital moratorium for the initial 12 months will be given. Thereafter, the facilities are reduced to 16,989 (2024: € 16,148) and € 3,356 (2024: € 3,189) respectively, per month. The loans are secured by general hypothec over the present and future assets of K.A. Holdings Limited and special hypothec and privileged over Il-Giardino, Triq il-Hawt, Swieqi.

In April 2025, the company withdrew another loan from Bank of Valletta of € 1,400,000. The purpose of this loan is to settle the short-term amounts due to the group's related parties and to settle capital creditors that relate to the construction of Centris II. This loan is repayable over 10 years through 120 monthly instalments of € 15,071.13 inclusive of interest. The loan bears interest at 3.10% per annum.

In September 2025, the company signed a sanction letter with FCM Bank Limited for 4 additional loans. The purpose of Loan III which amounts to € 2,030,000 is to refinance facilities held with IZOLA Bank plc which was originally sanctioned to acquire a property in Triq ir-Ross, St. Julian's. This loan has a moratorium on capital repayments for the first 24 months from first drawdown, thereafter this is to be reduced through monthly repayments of € 14,100 inclusive of interest.

The purpose of Loan IV amounting to € 3,185,000 is to finance by invoice the development of this property into a 60-room hotel, including furniture. This loan has a moratorium on capital repayments for the first 24 months from first drawdown, thereafter this is to be reduced through monthly repayments of € 22,100 inclusive of interest.

Loan V amounting to € 335,000 is to be used to finance on a pro-rate basis by invoice the furnishings of the same property into a 60-room hotel, including furniture. This loan has a moratorium on capital repayments for the first 24 months from first drawdown, thereafter this is to be reduced through monthly repayments of € 4,200 inclusive of interest.

Loan VI amounting to € 1,000,000 is to be used to finance the company's operations as well as those of a related party. This loan has a moratorium on capital repayments for the first 24 months from first drawdown, thereafter this is to be reduced through monthly repayments of € 7,000 inclusive of interest.

The carrying value of borrowings is considered a reasonable approximation of fair value.

## 16 Debt securities in issue

	Group		Company	
	2025	2024	2025	2024
	€	€	€	€
<b>4.75% Secured Callable Bonds redeemable 2026 – 2029</b>				
Amounts falling due within one year	101,507	101,507	-	-
Amounts falling due after more than one year	5,947,805	5,933,473	-	-
	<b>6,049,312</b>	<b>6,034,980</b>	-	-

By virtue of Company Admission Document dated 24 July 2019, KA Finance plc has issued € 6,000,000 4.75% Secured Callable Bonds of nominal value of € 100 per bond. Unless previously re-purchased or cancelled, the bonds are redeemable at their nominal value on 23 August 2029 with early redemption from 23 August 2026 at the option of KA Finance plc.

The bonds have been admitted on Prospects MTF, a multilateral trading facility operated by the Malta Stock Exchange on 28 August 2019 with trading in the bonds commencing on 30 August 2019. The carrying amount of the bonds is € 6,049,312 (2024: € 6,034,980). The market value of the debt securities on the last day before the reporting date was € 5,700,000 (2024: € 5,877,000).

Interest is payable on the 23 August of each year at the rate of 4.75% per annum, payable annually in arrears on each interest payment date.

Transaction costs of € 143,696 directly related to the bond issue are being amortised over the life of the bond.

On 31 December 2025, proceeds from the bond issuance of € 5,856,304 were advanced to K.A. Holdings Limited.

The bond is secured by a special hypothec on Centris II, Triq il-Palazz l-Ahmar, Mriehel.

The bonds are guaranteed by K.A. Holdings Limited.

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

	2025 €	2024 €
<b>4.75% Secured Callable Bonds redeemable 2026 – 2029</b>		
Original face value of bonds issued	6,000,000	6,000,000
Gross amount of bond issue costs	(143,696)	(143,696)
<b>Net proceeds from issuance</b>	<b>5,856,304</b>	<b>5,856,304</b>
<b>Amortisation of bond issue costs</b>		
Accumulated amortisation at 1 January	77,169	62,837
Amortisation charge for the year	14,332	14,332
<b>Accumulated amortisation at 31 December</b>	<b>91,501</b>	<b>77,169</b>
Unamortised bond issue costs	(52,195)	(66,527)
<b>Interest accrued as at 31 December</b>	<b>101,507</b>	<b>101,507</b>
<b>Amortised cost and carrying amount</b>	<b>6,049,312</b>	<b>6,034,980</b>

## 17 Trade and other payables

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
<b>Non-current</b>				
Amounts owed to related parties	212,320	898,243	5,545,082	6,885,047
Due to shareholder	452,377	452,377	452,377	452,377
Security deposits	602,994	559,462	602,994	559,462
Other creditors	-	53,330	-	53,330
<b>Financial liabilities</b>	<b>1,267,691</b>	<b>1,963,412</b>	<b>6,600,453</b>	<b>7,950,216</b>
<b>Current</b>				
Trade payables	171,969	205,952	171,958	205,952
Amounts owed to related parties	-	213,174	-	281,287
Accrued expenses	41,578	77,278	29,058	28,718
<b>Financial liabilities</b>	<b>213,547</b>	<b>496,404</b>	<b>201,016</b>	<b>515,957</b>
Statutory payables	144,570	121,171	135,922	114,289
Deferred income	310,870	272,433	310,870	272,433
<b>Trade and other payables - current</b>	<b>668,987</b>	<b>890,008</b>	<b>647,808</b>	<b>902,679</b>
<b>Total trade and other payables</b>	<b>1,936,678</b>	<b>2,853,420</b>	<b>7,248,261</b>	<b>8,852,895</b>

Financial liabilities are carried at their nominal value, which is considered a reasonable approximation of fair value.

Amounts owed to related parties and due to shareholder are unsecured, interest-free and have no fixed date of repayment, except for an amount due by the group of € nil (2024: € 213,174), and by the company of € nil (2024: € 281,287), which are repayable on demand.

Included in the company's amounts owed to related parties are amounts due to KA Finance plc of € 5,332,762 (2024: € 5,986,804) which are secured, repayable after more than 5 years and bear interest equal to that of the interest payable on debt securities in issue.

Security deposits are amounts received from tenants in connection to the properties being leased out by the company. These are to be repaid upon termination of the lease agreements and are presented within non-current trade and other payables in the statements of financial position.

## **18 Deferred tax asset (liability)**

Deferred tax asset (liability) arising from temporary difference is summarised as follows:

	1 January €	Recognised in profit or loss €	31 December €
<b>2025</b>			
Investment properties	(2,877,141)	(348,093)	(3,225,234)
Unused tax losses	83,100	63,886	146,986
Trade and other receivables	6,033	-	6,033
	<b>(2,788,008)</b>	<b>(284,207)</b>	<b>(3,072,215)</b>
<b>2024</b>			
Investment properties	(2,838,396)	(38,745)	(2,877,141)
Unused tax losses	-	83,100	83,100
Trade and other receivables	-	6,033	6,033
	<b>(2,838,396)</b>	<b>50,388</b>	<b>(2,788,008)</b>

## **19 Cash flow adjustments and changes in working capital**

The following cash flow adjustments and changes in working capital have been made to profit for the year to arrive at operating cash flow:

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
<b>Adjustments:</b>				
Finance costs	449,035	435,328	449,035	435,328
Fair value gains on investment properties	(819,957)	-	(819,957)	-
Gain on sale of asset held for sale	(154,898)	(221,591)	(154,898)	(221,591)
	<b>(525,820)</b>	<b>213,737</b>	<b>(525,820)</b>	<b>213,737</b>
<b>Net changes in working capital:</b>				
Change in trade and other receivables	(266,972)	164,820	(267,040)	166,447
Change in trade and other payables	(916,742)	(478,994)	(1,618,966)	(539,640)
	<b>(1,183,714)</b>	<b>(314,174)</b>	<b>(1,886,006)</b>	<b>(373,193)</b>

## **20 Related party transactions**

The group's related parties include its directors, shareholders, key management personnel and other companies ultimately owned by the same shareholders.

Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantee was given or received. Transactions with related companies are generally affected on a cost-plus basis. Outstanding balances are usually settled in cash. Amounts owed by/to related parties are shown separately in notes 11 and 17.

## 20.1 Transactions with key management personnel

The company and group's key management personnel are considered to be the directors. Transactions with key management personnel consist of their remuneration. The directors' remuneration is separately disclosed in note 6.

## 20.2 Transactions with related parties

	Group		Company	
	2025	2024	2025	2024
	€	€	€	€
Finishing works charged by related party	113,922	89,527	113,922	89,527
Wages charged by related party	62,288	89,277	62,288	89,277
Management fees	-	-	108,091	77,438
Recharges	-	-	14,332	14,332
Finance costs	-	-	285,000	285,000

## 21 Contingent liabilities

	Group		Company	
	2025	2024	2025	2024
	€	€	€	€
Guarantees given on behalf of related company	500,000	1,272,124	500,000	1,272,124
	<b>500,000</b>	<b>1,272,124</b>	<b>500,000</b>	<b>1,272,124</b>

## 22 Fair value measurement of non-financial assets

The fair values of the company's investment properties located in Mriehel and Swieqi totaling € 36.05 million as at 31 December 2025 were determined based on a valuation performed by an independent, professionally qualified property architect and is classified within Level 3 of the fair value hierarchy. The significant inputs and assumptions are developed in close consultation with management. The valuation process and fair value changes are reviewed by the director at each reporting date.

The valuation was carried out using a market approach that reflects observed prices for recent market transactions for similar properties and incorporates adjustments for factors specific to the property in question, including the condition of property, the interest held, the nature and conditions prevalent in the market at the date of valuation, location, permissible use, size and age. The properties were revalued on 31 December 2025.

The significant unobservable input is the adjustment for factors specific to the property in question. The extent and direction of this adjustment depends on the number and characteristics of the observable market transactions in similar properties that are used as the starting point for valuation. Although this input is a subjective judgement, management considers that the overall valuation would not be materially affected by reasonably possible alternative assumptions.

## 23 Risk management objectives and policies

The company and the group is exposed to credit risk, liquidity risk and market risk through its use of financial instruments. The group's risk management is coordinated by the directors.

The financial risks to which the group may be exposed are described below.

### 23.1 Credit risk

The company and the group's exposure to credit risk is limited to the carrying amount of financial assets recognised at the end of the reporting period, as summarised below:

	Notes	Group		Company	
		2025 €	2024 €	2025 €	2024 €
<b>Classes of financial assets – carrying amounts</b>					
Financial assets at fair value through other comprehensive income	10	36,736	36,736	36,736	36,736
Amounts owed by related parties	11	88,571	82,901	88,571	82,901
Trade and other receivables	11	603,204	67,758	603,204	67,758
Cash and cash equivalents	12	1,115,265	1,191,808	357,576	1,137,867
		<b>1,843,776</b>	<b>1,379,203</b>	<b>1,086,087</b>	<b>1,325,262</b>

The company's and the group's management considers that the above financial assets that are not impaired for each of the reporting dates under review are of good credit quality, including those that are past due.

None of the company and the group's financial assets are secured by collateral or other credit enhancements.

The company's and the group's concentration on credit risk arising from trade receivables and amounts owed by related parties are considered limited as there were no indications that these counterparties are unable to meet their obligations. Management considers these to be of good credit quality. Management does not consider these receivables to have deteriorated in credit quality and the effect of management's estimate of the 12-month credit loss has been determined to be insignificant to the results of the group.

Cash at bank is placed with reliable financial institutions. The credit risk on liquid funds is limited because the counterparties are banks with high credit-rating assigned by international credit-rating agencies.

### 23.2 Liquidity risk

The company's and the group's exposure to liquidity risk arises from its obligations to meet its financial liabilities, which comprise borrowings, debt securities in issue and trade and other payables (see notes 15, 16 and 17). The group has the financial support of its shareholders and related parties to ensure the availability of an adequate amount of funding to meet the group's obligations when they become due. The group's exposure to liquidity risk is therefore limited.

At 31 December 2025, the company's and the group's financial liabilities have contractual maturities which are summarised below:

	Notes	Current	Non-current		Total €
		Within 1 year €	Within 2 to 5years €	More than 5 years €	
Bank borrowings	15	519,298	1,605,853	887,037	3,012,188
Debt securities in issue	16	285,000	6,855,000	-	7,140,000
Trade and other payables	17	213,547	-	1,267,691	1,481,238
		<b>1,017,845</b>	<b>8,460,853</b>	<b>2,154,728</b>	<b>11,633,426</b>

At 31 December 2024, the company's and the group's financial liabilities have contractual maturities as summarised below:

	Notes	Current Within 1 year €	Non-current Within 2 to 5 years €	More than 5 years €	Total €
<b>Classes of financial liabilities – carrying amounts</b>					
Bank borrowings	15	493,764	1,732,614	228,798	2,455,176
Debt securities in issue	16	285,000	7,140,000	-	7,425,000
Trade and other payables	17	496,404	-	1,963,412	2,459,816
		<b>1,275,168</b>	<b>8,872,614</b>	<b>2,192,210</b>	<b>12,339,992</b>

### 23.3 Foreign currency risk

Due to the fact that the company and the group does not have any foreign currency transactions, it is not exposed to currency fluctuations.

### 23.4 Interest rate risk

The company's and the group's exposure to interest rate risk is limited to the variable interest rate of bank borrowings. Management concluded that exposure to interest rate risk at the end of the reporting period is not significant.

### 23.5 Summary of financial assets and liabilities by category

The carrying amounts of the group's and the company's financial assets and liabilities as recognised at the end of the reporting periods under review may also be categorised as follows. See note 4.7 for explanations about how the category of financial instruments affects their subsequent measurement.

	Group		Company	
	2025 €	2024 €	2025 €	2024 €
<b>Non-current assets</b>				
Financial assets at fair value through other comprehensive income	36,736	36,736	36,736	36,736
Financial assets measured at amortised cost:				
- Amounts owed by related parties	88,571	82,901	88,571	82,901
	<b>125,307</b>	<b>119,637</b>	<b>125,307</b>	<b>119,637</b>
<b>Current assets</b>				
Financial assets measured at amortised cost:				
- Trade and other receivables	603,204	67,758	603,204	67,758
- Cash and cash equivalents	1,115,265	1,191,808	357,576	1,137,867
	<b>1,718,469</b>	<b>1,259,566</b>	<b>960,780</b>	<b>1,205,625</b>
<b>Non-current liabilities</b>				
Financial liabilities measured at amortised cost:				
- Bank borrowings	4,938,710	1,722,973	4,938,710	1,722,973
- Debt securities in issue	5,947,805	5,933,473	-	-
- Trade and other payables	1,267,691	1,963,412	6,600,453	7,950,216
	<b>12,154,206</b>	<b>9,619,858</b>	<b>11,539,163</b>	<b>9,673,189</b>
<b>Current liabilities</b>				
Financial liabilities measured at amortised cost:				
- Bank borrowings	519,298	382,267	519,298	382,267
- Debt securities in issue	101,507	101,507	-	-
- Trade and other payables	213,547	496,404	201,016	515,957
	<b>834,352</b>	<b>980,178</b>	<b>720,314</b>	<b>898,224</b>

## 24 Ultimate controlling party

The ultimate controlling party is Mr Kurt Philip Abela who owns 99.9% of the shares.

## 25 Capital management policies and procedures

The company's and the group's capital management objectives are to ensure its ability to continue as a going concern and to provide an adequate return to shareholders and benefits to other stakeholders by pricing products and services commensurately with the level of risk and maintaining an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid, issue new shares or sell assets to reduce debt.

The company and the group monitors the level of debt, which includes bank borrowings, debt securities in issue and trade and other payables less cash and bank balances against total capital on an ongoing basis. The directors consider the group's gearing level at year-end to be appropriate for its business.

## 26 Reconciliation of liabilities arising from financing activities

The changes in the group's liabilities arising from financing activities can be classified as follows:

	Short-term borrowings €	Long-term borrowings €	Debt securities €	Total €
<b>At 1 January 2025</b>	<b>382,267</b>	<b>1,722,973</b>	<b>5,933,473</b>	<b>8,038,713</b>
<b>Cash flows</b>				
- Interest paid	-	(269,445)	(285,000)	(554,445)
- Net proceeds	-	3,352,768	-	3,352,768
<b>Non-cash</b>				
- Interest charged	-	149,703	285,000	434,703
- Capitalised interest	-	119,742	-	119,742
- Reclassification	137,031	(137,031)	-	-
- Amortisation of transaction costs	-	-	14,332	14,332
<b>At 31 December 2025</b>	<b>519,298</b>	<b>4,938,710</b>	<b>5,947,805</b>	<b>11,405,813</b>
	Short-term borrowings €	Long-term borrowings €	Debt securities €	Total €
<b>At 1 January 2024</b>	<b>386,273</b>	<b>2,116,224</b>	<b>5,919,141</b>	<b>8,421,638</b>
<b>Cash flows</b>				
- Repayment	(397,257)	-	-	(397,257)
- Interest paid	-	(143,541)	(285,000)	(428,541)
<b>Non-cash</b>				
- Interest charged	-	143,541	285,000	428,541
- Reclassification	393,251	(393,251)	-	-
- Amortisation of transaction costs	-	-	14,332	14,332
<b>At 31 December 2024</b>	<b>382,267</b>	<b>1,722,973</b>	<b>5,933,473</b>	<b>8,038,713</b>

## 27 Post-reporting date events

No adjusting or significant non-adjusting events have occurred between the end of the reporting period and the date of authorization of these financial statements.

## Independent auditor's report

To the shareholders of K.A. Holdings Limited

### Report on the audit of the financial statements

#### Opinion

We have audited the financial statements of K.A. Holdings Limited ('the company') and the consolidated financial statements of the group, set out on pages 6 to 32 which comprise the statements of financial position as at 31 December 2025, the statements of comprehensive income, the statements of changes in equity and the statements of cash flows for the year then ended, and notes to the financial statements, including material accounting policies information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the company and the group as at 31 December 2025, and of their financial performance and their cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU), and have been properly prepared in accordance with the requirements of the Companies Act, Cap. 386 ('the Act').

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISA). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company and of the group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements of the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act, Cap. 281 that are relevant to our audit of the financial statements in Malta. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Other information

The director is responsible for the other information. The other information comprises the director's report shown on pages 2 to 4, and the statement of director's responsibilities shown on page 5, which we obtained prior to the date of this auditor's report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

With respect to the director's report, we also considered whether the director's report includes the disclosures required by Article 177 of the Act.

Based on the work we have performed, in our opinion:

- the information given in the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the director's report has been prepared in accordance with the Act.

In addition, in light of the knowledge and understanding of the company and of the group and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the director's report and other information that we obtained prior to the date of this auditor's report. We have nothing to report in this regard.

#### **Responsibilities of the director for the financial statements**

The director is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS as adopted by the EU and are properly prepared in accordance with the provisions of the Act, and for such internal control as the director determines is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

In preparing the financial statements, the director is responsible for assessing the company's and the group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the director either intends to liquidate the company and the group or to cease operations, or have no realistic alternative but to do so.

The director is responsible for overseeing the company's and the group's financial reporting process.

#### **Auditor's responsibilities for the audit of the financial statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's and the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's and the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company and the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

**Report on other legal and regulatory requirements**

We also have responsibilities under the Companies Act, Cap. 386 to report to you if, in our opinion:

- adequate accounting records have not been kept;
- the financial statements are not in agreement with the accounting records; or
- we have not received all the information and explanations we require for our audit.

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

The Principal on the audit resulting in this independent auditor's report is Alex Brincat.



Alex Brincat (Principal) for and on behalf of

**GRANT THORNTON**  
**Certified Public Accountants**

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7 April 2026