

GPH Malta Finance plc

**Condensed Interim Report and
Interim Financial Statements
(unaudited)**

For the period ended 30 September 2024

GPH Malta Finance plc
Condensed Interim Financial Statements
For the period ended 30th September 2024

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GPH Malta Finance plc

Directors, officer and other information

Directors: Mehmet Kutman (*Chairman*)
Aysegul Bensef
Jerome Bernard Jean Auguste Bayle
Taddeo Scerri
Stephen Xuereb

Secretary: Jean Carl Farrugia

Registered office: Vault 1, Upper Floor,
Pinto Wharf,
Valletta Waterfront,
Floriana, FRN1913,
Malta.

*Country of
Incorporation:* Malta

*Company registration
number:* C 103534

Auditor: PKF Assurance (Malta) Limited,
15, Level 3,
Mannarino Road,
Birkirkara, BKR 9080,
Malta.

Principal Bankers: APS Bank plc
APS Centre,
Tower Street,
Birkirkara, BKR 4012
Malta.

GPH Malta Finance plc

Interim directors' report

For the period ended 30 September 2024

The directors of GPH Malta Finance plc (the "Company") hereby present the interim report and the unaudited condensed interim financial statements for the period ended on 30th September 2024 in terms of Chapter 5 of the Capital Market rules issued by the Listing Authority – Malta Financial Services Authority and the Prevention of Financial Markets Abuse Act, 2005. The condensed financial statements have been prepared for six months, starting from 01 April 2024 till 30 September 2024, with comparatives showing a twelve-month period for Company's inception till 30 September 2023. These were prepared in accordance with International Financial Reporting Standards as adopted for use in the EU for interim financial statements (International Accounting Standard 34, 'Interim Financial Reporting').

Principal activity

The Company has been incorporated on the 22 October 2022 in terms of the Companies Act (Cap. 386 of the laws of Malta). The Company's principal activity is to act as a finance company through which funds are raised to be used by Global Ports Holding plc ("the intermediate parent company") and other companies forming part of the Group of Companies (the "Group"). The Group principally specialises in the cruise and maritime industry worldwide. The funding shall be used by the Group to continue to finance their future projects. The Company does not itself carry on any trading activity other than for the purpose of funding the Group.

Performance review

As at 30 September 2024, the Company had €17,650,000 in loans receivable from Global Ports Holding plc, which forms part of the wider Group of companies. The funds financed to Global Ports Holding plc generated an accrued interest income of €653,050. On the other hand, the Company had €18,144,000 in borrowings, being the bond issue in March 2023. These funds brought about an accrued interest expense of €495,419. This resulted into a net interest income for the period of €157,631, which serves to cover the majority of the operating expenses for the Company's financing activities.

It is important to point out that the accrued interest expense is relatively lower than the norm given that there was an over-accrual in last year's financial statements, which is being rectified during the current financial year. Without the over-accrual, the accrued interest expense would have amounted to € 567,000, and the net interest income would have amounted to € 86,050. The bondholders received their annual interest payment on 10th March 2024, just before the end of the last financial period.

The Company registered a profit before taxation of €82,067 during the period. At the end of the financial period, shareholders' funds amounted to €253,782. The Company ended with a net current asset position of €240,443, which underlines the Company's capability to meet its short-term dues.

Going Concern

In July 2024, Global Ports Holding plc ("GPH") resolved to delist its shares from the London Stock Exchange. Accordingly, Global Yatirim Holding A.Ş. ("GIH") – which is the ultimate parent company of the Group – made a cash offer to all minority shareholders and the shares of GPH were delisted on 9th August 2024. The Directors expect the present level of activity of the Company to be sustained in the foreseeable future, in line with the projected inflows and outflows. As required by Listing Rule 5.62, upon consideration of the performance of the debtor company, together with an assessment on its delisting and the recoverability of the loans disbursed, the directors of the Company are of the opinion that the Company can continue as a going-concern for the foreseeable future.

GPH Malta Finance plc

Interim directors' report (continued)

For the period ended 30 September 2024

Principal risks and uncertainties

The Company is mainly dependent on the business prospects of Global Ports Holding plc and other Group companies, and consequently, the operating results of the Group have a direct effect on the Company's financial position and performance, including the ability of the Company to meet its payment obligations under the issued bond. The Company's assets consist principally of the loan advanced to the related companies and the accrued interest thereon. Therefore, the ability of these companies to affect payments to the Company under such loans will depend on their respective cash flows and earnings.

Financial risk management

Note 10 to the interim financial statements provides details in connection with the Company's financial risk management, objectives and policies, and the financial risks to which it is exposed.

Results and dividends

The result for the period ended 30 September 2024 is shown in the interim statement of profit or loss and other comprehensive income on page 4. The Company registered a profit after tax for the period of €70,286. No interim dividend is being recommended.

Statement Pursuant to Capital Markets Rule 5.75.3 Issued by the Malta Financial Services Authority

We confirm that, to the best of our knowledge and that of the management of the Company, the unaudited condensed interim financial statements give a true and fair view of the financial position of the Company as at 30 September 2024, and of its financial performance and its cash flows for the six-month period then ended, in accordance with International Financial Reporting Standards as adopted by the EU applicable to interim financial reporting (IAS 34). Furthermore, the Interim Directors' Report includes a fair review of the information required in terms of Capital Markets Rules 5.81 to 5.84.

The unaudited condensed interim financial statements attached to this report have been reviewed in terms of ISRE2410 'Review of interim financial information' performed by the independent auditor of the Company. The comparative figures included represent a twelve-month period since the previous financial year was the Company's first period since its inception.

Subsequent Events

There have been no events after the reporting period that would require adjustments to or disclosure in the condensed interim financial statements.

Approved by the board of directors and signed on its behalf on 14 November 2024 by:


Mehmet Kutman
Chairman


Stephen Xuereb
Director

GPH Malta Finance plc

Condensed Interim Statement of Profit or Loss and Other Comprehensive Income

For the period ended 30 September 2024

		Apr 2024 to Sep 2024 (unaudited)	Oct 2022 to Sep 2023 (unaudited)
	Note	€	€
Finance income		653,050	659,091
Finance costs		(495,419)	(602,791)
Net finance income		157,631	56,300
Administrative expenses		(75,564)	(96,734)
Profit/(Loss) before tax		82,067	(40,434)
Taxation		(11,781)	14,152
Profit/(Loss) for the period		70,286	(26,282)
Total comprehensive income/(expense) for the period		70,286	(26,282)
Basic and diluted earnings per share	6	0.28	(0.11)

The accompanying notes on pages 8 to 12 are an integral part of these condensed interim financial statements.

GPH Malta Finance plc

Condensed Interim Statement of Financial Position

As at 30 September 2024

		Sep 2024 (unaudited)	Sep 2023 (unaudited)
	Note	€	€
ASSETS			
Non-current assets			
Loans receivable	7	17,650,000	17,650,000
Deferred tax asset		-	14,152
		17,650,000	17,664,152
Current assets			
Loans and other receivables		654,300	659,091
VAT receivable		6,189	37,482
Cash and cash equivalents		245,904	37,498
		906,393	734,071
Total assets		18,556,393	18,398,223
EQUITY AND LIABILITIES			
Equity			
Share capital		250,000	250,000
Retained Earnings/(Accumulated Losses)		3,782	(26,282)
Total equity		253,782	223,718
Non-current liabilities			
Debt securities in issue	8	17,636,661	17,562,618
Current liabilities			
Trade and other payables		665,950	611,887
Total liabilities		18,302,611	18,174,505
Total Equity and Liabilities		18,556,393	18,398,223

The accompanying notes on pages 8 to 12 are an integral part of these condensed interim financial statements, which were authorised for issue by the board of directors on 14 November 2024 and were signed on its behalf by:


Mehmet Kutman
Chairman


Stephen Xuereb
Director

GPH Malta Finance plc

Condensed Interim Statement of Cash Flows

For the period ended 30 September 2024

	Apr 2024 to Sep 2024 (unaudited)	Oct 2022 to Sep 2023 (unaudited)
Note	€	€
Cash flows from operating activities		
Profit/(Loss) before tax for the period	82,067	(40,434)
Adjustments for:		
Amortisation of bond issue costs	38,253	35,791
Finance income	(653,050)	(659,091)
Finance costs	567,000	602,791
Changes in:		
Loans and other receivables	(619,936)	(696,573)
Trade and other payables	574,302	611,887
Net cash used in operating activities	(11,364)	(145,629)
Cash flows from investing activities		
Loans to group companies	-	(17,650,000)
Net cash flows used in investing activities	-	(17,650,000)
Cash flows from financing activities		
Proceeds from issuance of share capital	-	250,000
Proceeds from issuance of bonds	-	18,144,000
Bond issuance costs	-	(560,873)
Net cash flows used in financing activities	-	17,833,127
Net increase in cash and cash equivalents	(11,364)	37,498
Cash and cash equivalents as at beginning of the period	257,268	-
Cash and cash equivalents as at end of the period	245,904	37,498

The accompanying notes on pages 8 to 12 are an integral part of these condensed interim financial statements.

GPH Malta Finance plc

Condensed Interim Statement of Changes in Equity

For the period ended 30 September 2024

	Share Capital	Accumulated Losses	Total
	€	€	€
(Unaudited)			
Balance as at 22 October 2022	-	-	-
Issuance of share capital	250,000	-	250,000
Total comprehensive expense for the year	-	(26,282)	(26,282)
Balance as at 30 September 2023	250,000	(26,282)	223,718
Balance as at 01 April 2024	250,000	(66,504)	183,496
Total comprehensive income for the year	-	70,286	70,286
Balance as at 30 September 2024	250,000	3,782	253,782

The accompanying notes on pages 8 to 12 are an integral part of these condensed interim financial statements.

GPH Malta Finance plc

Notes to the Condensed Interim Financial Statements

For the period ended 30 September 2024

1 Reporting entity and basis of accounting

GPH Malta Finance plc (the “Company”) is a public limited liability company domiciled and incorporated in Malta, having company registration number C-103534. The Company’s registered office is Vault 1, Upper Floor, Pinto Wharf, Valletta Waterfront, Malta.

The Company has been setup to act as a finance company through which Global Ports Holding plc and other Group companies, would continue to finance their future projects. The Company does not itself carry on any trading activity other than for the purpose of funding the Group.

By virtue of an offering memorandum dated 1st February 2023, the Company issued 6.25% annual interest-bearing bonds with a face value of € 100 each to the general public. The proceeds received therefrom were advanced to Global Ports Holding plc at an annual interest rate of 7.4% per annum. The bonds are redeemable at par and are due for redemption on 10th March 2030. The bonds are guaranteed by Global Ports Holdings plc, which has bound itself jointly and severally liable with the issuer, for the repayment of the bonds and interest thereon, pursuant to and subject to the terms and conditions in the offering memorandum.

The condensed interim financial statements have been prepared on the historical cost basis and in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU in International Accounting Standard 34 - Interim Financial Reporting and in terms of the Capital Market Rules 5.81. They have also been drawn up in accordance with the provisions of the Companies Act, 1995 (Chapter 386, Laws of Malta) (the “Act”).

These condensed Interim Financial Statements (‘Interim Financial Statements’) for the period ended 30 September 2024 are being published pursuant to Capital Market Rules 5.74 issued by the Malta Financial Services Authority (‘MFSA’) and the Prevention of Financial Markets Abuse Act, (Cap. 476 of the Laws of Malta). The condensed Interim Financial Statements have been reviewed in terms of ISRE 2410 ‘Review of interim financial information’ performed by the independent auditor of the Company.

The Interim Financial Statements do not include all the information and disclosures required in the annual financial statements.

These interim financial statements are presented in Euro, which is the Company’s functional currency.

2 Significant accounting policies

The Company has consistently applied the its accounting policies which it already adopts and/or which shall be adopted when publishing the next annual financial statements.

GPH Malta Finance plc

Notes to the Condensed Interim Financial Statements

For the period ended 30 September 2024

3 Judgements in applying accounting policies and key sources of estimation uncertainty

3.1 Use of judgements and estimates

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

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

4 New standards and interpretations not yet adopted

At the date of authorisation of these financial statements, certain new standards, amendments, and interpretations to existing standards have been published by the IASB but are not yet effective and have not been adopted early by the Company. Management anticipates that all relevant pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. No new standards, amendments and interpretations are expected to have a material impact on the Company's financial statements.

5 New and amended standards adopted by the company

Some accounting pronouncements which have become effective from 1 April 2023 and have therefore been adopted do not have a significant impact on the company's financial results or position.

GPH Malta Finance plc

Notes to the Condensed Interim Financial Statements

For the period ended 30 September 2024

6 Earnings per Share

Earnings per share is calculated by dividing the profit / (loss) attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the period. Basic earnings per share is equal to the diluted earnings per share.

	Sep 2024 (unaudited) €	Sep 2023 (unaudited) €
Profit/(Loss) for the period	70,286	(26,282)
Weighted number of ordinary shares	250,000	250,000
Basic and diluted earnings per share	0.28	(0.11)

7 Loans receivable

	Sep 2024 (unaudited) €	Sep 2023 (unaudited) €
Loan receivable from intermediate parent company	17,650,000	17,650,000
	17,650,000	17,650,000

The proceeds from the debt securities in issue (Note 8) have been advanced by the Company to the intermediate parent company. The loan receivable represents part of the net proceeds generated from the 6.25% unsecured bond due 2030 which issued on the 10th March 2023. This facility represents an interest of 7.4% per annum for the first three years and 8% per annum until maturity.

The maturity profile of the non-current loan receivable is repayable as follows:

	Sep 2024 (unaudited) €	Sep 2023 (unaudited) €
Between 1 and 3 years	5,295,000	3,530,000
Between 3 and 5 years	3,530,000	3,530,000
More than 5 years	8,825,000	10,590,000
	17,650,000	17,650,000

GPH Malta Finance plc

Notes to the Condensed Interim Financial Statements

For the period ended 30 September 2024

8 Debt securities in issue

	Sep 2024 (unaudited) €	Sep 2023 (unaudited) €
6.25% unsecured bonds due 2030	18,144,000	18,144,000
Bond issue costs	(617,173)	(617,173)
Accumulated amortisation of bond issue costs	109,834	35,791
	-----	-----
	17,636,661	17,562,618
	=====	=====

By virtue of an offering memorandum dated 1st February 2023, the Company issued 6.25% annual interest-bearing bonds with a face value of € 100 each to the general public. The proceeds received therefrom were advanced to Global Ports Holding plc at an annual interest rate of 7.4% per annum. The bonds are redeemable at par and are due for redemption on 10th March 2030. The bonds are guaranteed by Global Ports Holdings plc, which has bound itself jointly and severally liable with the issuer, for the repayment of the bonds and interest thereon, pursuant to and subject to the terms and conditions in the offering memorandum.

The bonds are carried net of direct issue costs, which are being amortised over the term of the bond. The quoted market price as at 30 September 2024 was € 104.00. In accordance with the provision of the prospectus, the proceeds from the bond issue have been advanced by the Company to the intermediate parent company (Note 7).

9 Related party disclosures

9.1 Parent company and ultimate controlling party

The parent company of GPH Malta Finance plc is Global Ports Melita Ltd, which is incorporated in Malta. The intermediate parent company is Global Ports Holding plc, which is incorporated in the United Kingdom. The ultimate parent company is Global Yatirim Holding A.S., which is incorporated in Turkey and listed on the Turkish Stock Exchange (*Borsa Istanbul*).

9.2 Related party transactions and balances

Related party transactions are entered into on a commercial basis with entities which are related by way of common shareholders who are able to exercise significant influence over the Company's operations. The Company has affected advances in the form of a loan to these entities amounting to € 17,650,000 as disclosed in Note 7 of the condensed interim financial statements.

Finance income is made up of accrued interest income from loans to related parties generated during the period of € 653,050. Administrative expenses include directors' fees incurred during the period of € 15,000.

GPH Malta Finance plc

Notes to the Condensed Interim Financial Statements

For the period ended 30 September 2024

10 Financial risk management

10.1 Risk management framework

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

The objectives, policies and processes for managing financial risks and the methods used to measure such risks are subject to continual improvement and development. Where applicable, any significant changes in the Company's exposure to financial risks or the manner in which the Company manages and measures these risks are disclosed below.

Where possible, the Company aims to reduce and control risk concentrations. Concentrations of financial risk arise when financial instruments with similar characteristics are influenced in the same way by changes in economic or other factors.

10.2 Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations.

Financial assets which potentially subject the Company to credit risk consist principally of receivables and cash at bank. Credit risk with respect to receivables is not deemed to be significant. Cash at bank is placed with reputable financial institutions. Expected credit losses for receivables and cash at bank has been considered to be insignificant.

10.3 Capital risk management

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

The capital structure of items is presented within equity in the statement of financial position.

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

10.4 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivery of cash or another financial asset.

The Company monitors and manages its risk of a shortage of funds by monitoring the availability of raising funds to meet commitments associated with financial instruments and by maintaining adequate reserves and banking facilities.

**Report on Review of Condensed Interim Financial Information
To the Directors of GPH Malta Finance p.l.c.****Introduction**

We have reviewed the accompanying condensed interim statement of financial position of GPH Malta Finance p.l.c. (the "Company") as of 30 September 2024 and the related condensed interim statement of profit or loss and other comprehensive income, condensed interim statement of changes in equity, and condensed interim statement of cash flows for the six-month period then ended. Management is responsible for the preparation and presentation of this condensed interim financial information in accordance with International Financial Reporting Standards as adopted by the EU. Our responsibility is to express a conclusion on this condensed interim financial information based on our review.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

This report has been prepared for and only for the Company in relation to the Capital Market Rules issued by the Malta Financial Services Authority and for no other purpose. We do not, in producing this report, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed interim financial information is not prepared, in all material respects, in accordance with International Financial Reporting Standards as adopted by the EU.

The principal in charge of the review resulting in this reviewer's report is Mrs. Donna Greaves for and on behalf of:



**PKF Assurance (Malta) Limited
Registered Auditors**

14th November 2024