FINANCIAL ANALYSIS SUMMARY

28 MARCH 2025

Issuer

GPH Malta Finance p.l.c.

(C 103534)

Guarantor

Global Ports Holding Limited

(10629250)

Prepared by:

MZ INVESTMENTS

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The Directors
GPH Malta Finance p.l.c.
45, 46 Pinto Wharf
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Malta

28 March 2025

Dear Board Members,

Financial Analysis Summary

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

The purpose of this Analysis is that of summarising key financial data appertaining to GPH Malta Finance p.l.c. (the "**Issuer**", "**Company**", or "**GPH Malta**") and Global Ports Holding Limited (the "**Guarantor**", "**Group**", or "**GPH**"). The data is derived from various sources or is based on our own computations as follows:

(a) Historical information relating to the Guarantor for the most recent three financial years ended 31 March 2022, 31 March 2023, and 31 March 2024 has been extracted from the respective audited consolidated annual financial statements.

(b) Historical information relating to the Issuer for the financial year ended 31 March 2024 has been extracted from the respective audited annual financial statements.

(c) The forecast and projected information for the financial years ending 31 March 2025 and 31 March 2026 has been provided by GPH.

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

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

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

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

Yours faithfully,

Evan Mohnani
Head of Corporate Broking

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PART 1 – INFORMATION ABOUT GPH

1. ABOUT THE ISSUER AND THE GROUP

GPH Malta Finance p.l.c. was incorporated on 18 October 2022 as a public limited liability company under the Companies Act with an authorised and fully paid-up share capital of €0.25 million. The principal activity of the Issuer is to act as a finance company for GPH. As a result, the Issuer is totally dependent on the operations, performance, and prospects of the Guarantor.

Global Ports Holding Limited is the world's largest independent cruise port operator and, over the years, it established a strong presence in various markets worldwide, particularly in the Caribbean Sea, the Mediterranean Sea, and the Asia-Pacific region, serving cruise lines, ferries, yachts, and mega-yachts. Furthermore, the Group has a concession for the operation of a commercial port in Port of Adria, Montenegro, which specialises in container, bulk, and general cargo handling.

The size and geographic diversity of the Group's operations help it to mitigate risks arising from local geopolitics. GPH has a long-standing and robust presence in the Mediterranean Sea (including at key cruise port locations in Türkiye, Spain, Portugal, Italy, and Malta), and in 2019 successfully penetrated the Caribbean region.

The Group's steady international expansion is a core component of its business model as it provides cruise operators with an unmatched choice of passenger destinations, thereby reinforcing its position in the market and facilitating the collection of data across the Group's infrastructure that can inform operational and commercial improvements. The Group believes that its expanded cruise port network has, and will continue to strengthen, its negotiating position with cruise operators, provide additional opportunities for value-added cross-selling of port activities, and allow it to take advantage of network effects such as economies of scale, development of uniform standardised operations, as well as new marketing models across its cruise portfolio.

2. DIRECTORS OF THE ISSUER

The Board of Directors of GPH Malta comprises the following five individuals:

Mehmet Kutman	Chairman
Stephen Xuereb	Executive Director
Ayşegül Bensel	Non-Executive Director
Jérôme Bernard Jean Auguste Bayle	Independent Non-Executive Director
Taddeo Scerri	Independent Non-Executive Director

3. DIRECTORS AND SENIOR MANAGEMENT OF THE GUARANTOR

The Board of Directors of GPH comprises the following seven individuals who are entrusted with the overall development, strategic direction, and risk management of the Group:

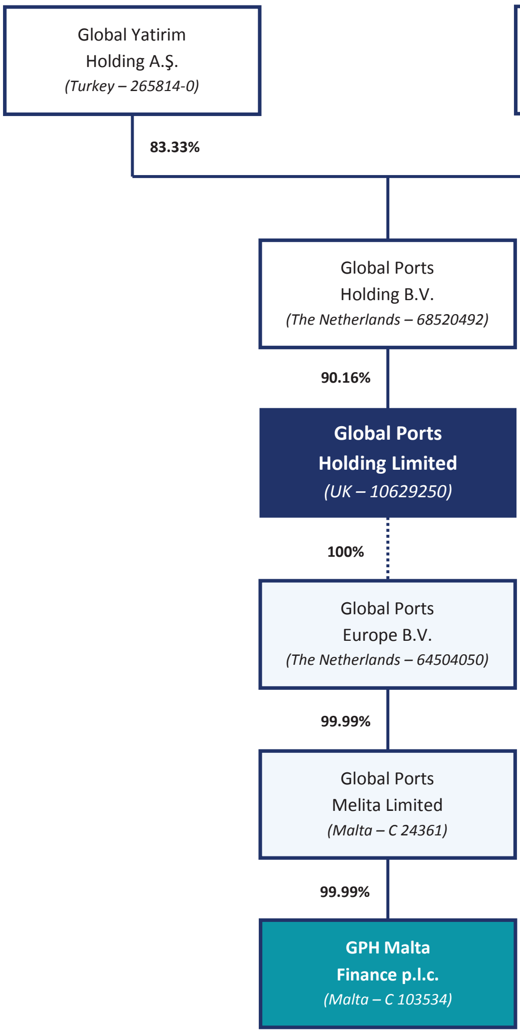
Mehmet Kutman	Chairman and CEO
Ayşegül Bensel	Non-Executive Vice Chairperson
Jérôme Bernard Jean Auguste Bayle	Independent Non-Executive Director
Andrew Chan Stuart	Non-Executive Director
Ercan Nuri Ergül	Non-Executive Director
Scott Auty	Non-Executive Director
Florian Hubel	Non-Executive Director

The Board of Directors is supported by the following members of the senior management team, who are responsible for executing the Group's strategy, overseeing day-to-day operations, and ensuring effective management of resources:

Mehmet Kutman	Chairman and CEO
Jan Fomferra	Chief Financial Officer
Stephen Xuereb	Chief Operating Officer
Ece Gürsoy	Chief Legal Officer

4. GROUP ORGANISATIONAL STRUCTURE

The organigram below provides a simple illustration of the organisational structure of GPH. A more detailed version can be found on page 72 of the 2024 Annual Report which is available at: https://www.gphmaltafinance.com/investors.



In July 2024, 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 9 August 2024. Following conclusion of this process, GIH increased its shareholding interest in the Guarantor to 90.16% from 58.96% through its subsidiary Global Ports Holding B.V.

GIH started as a brokerage firm and, over the years, it grew extensively to become a diversified conglomerate with investments in port infrastructure, energy generation, non-piped natural gas sales and distribution, mining, real estate development, as well as brokerage and asset management. GIH focuses on maximising shareholder value by diversifying investments in its operational areas and executing agile investment strategies. GIH is registered with the Capital Markets Board of Türkiye and has been listed on Borsa Istanbul since May 1995 under the ticker 'GLYHO'. The credit rating of GIH is investment grade for the Long-Term National Issuer, equivalent to 'A- (Trk) – Stable Outlook'. Furthermore, the Long-Term International Foreign and Local Currency Issuer rating of GIH is 'BB – Stable Outlook', capped by the sovereign rating of Türkiye, as assigned by JCR Eurasia Rating on 30 December 2024.[1]

The other indirect shareholder of the Group is PEIF III Luxco Two S.à r.l. which is backed by a €3.1 billion fund managed by DWS Investment S.A. ("**DWS Infrastructure**"). DWS Infrastructure is a leading global infrastructure investor with over €25 billion of assets under management and more than 25 years of investment track-record investing in the transport, energy, digital, healthcare, and utility sectors. DWS Infrastructure is part of DWS Group GmbH & Co KgaA – a leading asset management company listed on the Frankfurt Stock Exchange with nearly €1 trillion in assets under management.

[1] Available at: https://www.jcrer.com.tr/en/rating/reports/credit-rating/global-yatirim-holding-as?documentId=5ccc7051-6ae1-4b8b-9949-86664f8eba4f

5. GROUP KEY ACTIVITIES

GPH was established in 2004 and was originally a leading port operator in Türkiye. In 2013, the Group acquired indirect interests in the Barcelona Cruise Port and the Málaga Cruise Port, gaining an important first foothold in the West Mediterranean Sea. Through a series of strategic acquisitions, the Group evolved into the world's largest independent cruise port operator and successfully integrated ports across various regions.

5.1 CRUISE BUSINESS

Cruise revenues are generated through two primary service categories:

(i) ***Primary port services:*** income is mainly derived from handling cruise ships and their passengers and crew through terminal and marine services. The Group's customers and main counterparties are the world's leading cruise operators including Carnival Corporation, Royal Caribbean Group, MSC Cruises, and Norwegian Cruise Line Holdings which are considered as key customers of GPH. The main driver of cruise port operations, and the key to delivering organic growth, is cruise passenger volumes and gross tonnage. In turn, cruise passenger volumes are driven by the number of calls at the Group's ports, each ship's capacity, and occupancy rate. The Group's cruise business model utilises an advantageous pricing structure as passenger handling prices represent a low percentage of cruise lines' overall operating costs which the cruise lines ultimately pass on to passengers. This reduces the pricing pressure on the Group. In addition, since the Group receives cruise revenues on a per-passenger basis, it benefits from the cruise lines' inherent incentives to consistently maximise passenger occupancy. With cruise lines setting itineraries at least 12-18 months in advance, this intelligence provides the Group with valuable visibility on the most important driver of its business.

(ii) ***Ancillary services***: income is derived from a portfolio of additional services offered at each port, including vessel and marine services, destination and shoreside services, as well as area management for retail, food and beverage, and offices. All three areas offer a collection of services that vary according to the terms of each particular port agreement and the physical layout and location within the destination of the relevant port. The Group focuses on configuring and delivering bespoke value-added services for each individual asset. While terminal and marine services generate the Group's core cruise revenue, the aforementioned ancillary services are also considered to be central to its business model, improving ports' profitability.

5.2 COMMERCIAL BUSINESS

Apart from its core cruise port operations, the Group has a majority shareholding interest in the commercial Port of Adria, located in Bar, Montenegro, which handles two types of cargo:

(i) **Containers** – comprise the shipping industry's standardised intermodal medium for storing and moving materials, goods, and products. The commercial shipments are loaded and sealed intact onto container ships.

(ii) **General bulk** – this type of cargo requires special handling at the port and is typically transported in bags, boxes, or crates.

Although most revenues are generated from the handling of goods for import and export, the Group also offers a range of related complementary services, including stuffing and unstuffing containers, warehousing, and cargo weighing. A key input to the commercial port activity is the volume of goods handled. This is primarily driven by global trade volumes and the health of both the global economy and the local economy around the port. Accordingly, trade barriers and tariffs can have a negative impact on volumes.

The Port of Adria boasts of an excellent geographical location which provides it with a competitive edge. Indeed, it has strong rail links to land-locked neighbour Serbia, particularly the industrial area around Belgrade. Furthermore, it has significant storage capacity which allows it to act as a distribution centre for the region.

6. PORT PORTFOLIO

The tables below provide: (i) a list of the Group's cruise ports and commercial port as at 1 January 2025; and (ii) historical and projected segmental financial information.

Global Ports Holding Limited
Port Portfolio[1]

Operations	Region	Country	Basis of Consolidation	Effective Ownership (%)	Voting Power (%)	Year of Acquisition	End of Concession
Antigua Cruise Port	Americas	Antigua & Barbuda	Consolidated	100.00	100.00	2019	2049
Nassau Cruise Port	Americas	Bahamas	Consolidated	49.00[2]	> 50.00[2]	2019	2048
Prince Rupert Cruise Port	Americas	Canada	Consolidated	100.00	100.00	2022	2032
Saint Lucia Cruise Port	Americas	Saint Lucia	Consolidated	100.00	100.00	2023	2054
San Juan Cruise Port	Americas	Puerto Rico *(United States)*	Consolidated	100.00	100.00	2022	2054
Alicante Cruise Port	West Med & Atlantic	Spain	Consolidated	80.00	80.00	2023	2038
Barcelona Cruise Port[3]	West Med & Atlantic	Spain	Consolidated	100.00	100.00	2013 / 2014	2026 / 2033
Fuerteventura Cruise Port	West Med & Atlantic	Spain *(Canary Islands)*	Consolidated	80.00	80.00	2022	2042
Lanzarote Cruise Port	West Med & Atlantic	Spain *(Canary Islands)*	Consolidated	80.00	80.00	2022	2042
Las Palmas Cruise Port	West Med & Atlantic	Spain *(Canary Islands)*	Consolidated	80.00	80.00	2022	2062
Málaga Cruise Port	West Med & Atlantic	Spain	Consolidated	100.00	100.00	2013 / 2014	2038 / 2042
Tarragona Cruise Port	West Med & Atlantic	Spain	Consolidated	100.00	100.00	2022	2034
Vigo Cruise Port[4]	West Med & Atlantic	Spain	Consolidated	25.50	50.00	2022	2025
Lisbon Cruise Port	West Med & Atlantic	Portugal	Equity-Accounted Investee	50.00	50.00	2014	2049
Singapore Cruise Port[5]	West Med & Atlantic	Singapore	Equity-Accounted Investee	40.00	40.00	2013	2027
Bremerhaven Cruise Port[6]	Central Med & Northern Europe	Germany	Consolidated	100.00	100.00	2023	2035
Cagliari Cruise Port	Central Med & Northern Europe	Italy *(Sardinia)*	Consolidated	70.89	70.89	2016	2029
Catania Cruise Port	Central Med & Northern Europe	Italy *(Sicily)*	Consolidated	63.17	63.17	2016	2028
Crotone Cruise Port	Central Med & Northern Europe	Italy	Consolidated	100.00	100.00	2022	2026
Kalundborg Cruise Port	Central Med & Northern Europe	Denmark	Consolidated	100.00	100.00	2021	2041
Liverpool Cruise Port	Central Med & Northern Europe	United Kingdom	Consolidated	100.00	100.00	2024	2074
Taranto Cruise Port	Central Med & Northern Europe	Italy	Consolidated	100.00	100.00	2021	2041
Valletta Cruise Port	Central Med & Northern Europe	Malta	Consolidated	55.60	55.60	2015	2066
La Goulette Cruise Port	Central Med & Northern Europe	Tunisia	Equity-Accounted Investee	50.00	50.00	2019	2036
Venice Cruise Port[7]	Central Med & Northern Europe	Italy	Equity-Accounted Investee	25.00	25.00	2016	2036
Bodrum Cruise Port	East Med & Adriatic	Turkey	Consolidated	60.00	60.00	2007	2067
Kuşadasi Cruise Port	East Med & Adriatic	Turkey	Consolidated	90.50	90.50	2003	2052
Zadar Cruise Port	East Med & Adriatic	Croatia	Consolidated	100.00	100.00	2018	2038
Port of Adria[8]	Other	Montenegro	Consolidated	63.79	63.79	2013	2043
Ha Long Cruise Port	Other	Vietnam	Consolidated	n/a[9]	n/a[9]	2019	2034

[1] *The Table excludes: (i) Valencia Cruise Port (concession up to 2061) which is expected to start contributing to the Group's financial performance after the end of FY2026; and (ii) Casablanca Cruise Port, which GPH is currently in the process of concluding negotiations.*

[2] *The Group has control over Nassau Cruise Port as it is entitled to appoint the majority of directors and has the majority voting rights during shareholders' meetings.*

[3] *End of concession period in 2033 includes automatic three-year extension.*

[4] *Concession period has recently been extended to 2025.*

[5] *Singapore Cruise Port is included as part of the West Med & Atlantic region as the Group's shareholding interest of 40% in Singapore Cruise Port is held through Barcelona Cruise Port.*

[6] *Concession agreement became effective and operational on 1 January 2025.*

[7] *Concession period has recently been extended to 2036.*

[8] *The Port of Adria is a multipurpose port with separate harbours for container ships, general cargo vessels, and since 2016, cruise ships which have a dedicated pier.*

[9] *Ha Long Cruise Port is operated under a management services agreement.*

Global Ports Holding Limited
Segmental Information
For the financial year 31 March

	Americas					West Med & Atlantic					Central Med & Northern Europe				
	2022 Actual $'000	2023 Actual $'000	2024 Actual $'000	2025 Forecast $'000	2026 Projection $'000	2022 Actual $'000	2023 Actual $'000	2024 Actual $'000	2025 Forecast $'000	2026 Projection $'000	2022 Actual $'000	2023 Actual $'000	2024 Actual $'000	2025 Forecast $'000	2026 Projection $'000
Adjusted Revenue ($'000) [1]	14,717	40,288	62,818	109,708	128,825	6,210	26,726	39,628	36,572	37,456	7,175	14,761	21,936	29,426	39,769
% of total adjusted revenue	*36.51*	*34.39*	*36.37*	*48.79*	*48.03*	*15.41*	*22.81*	*22.94*	*16.26*	*13.97*	*17.80*	*12.60*	*12.70*	*13.09*	*14.83*
Segmental EBITDA ($'000) [2]	5,055	29,010	42,224	79,674	97,406	1,252	19,475	31,548	27,127	30,154	3,176	7,811	10,415	15,682	21,526
% of total segmental EBITDA	*39.10*	*36.27*	*36.58*	*51.82*	*50.79*	*9.68*	*24.35*	*27.33*	*17.64*	*15.72*	*24.56*	*9.77*	*9.02*	*10.20*	*11.22*
Segmental EBITDA margin (%) [2]	34.35	72.01	67.22	72.62	75.61	20.16	72.87	79.61	74.17	80.51	44.26	52.92	47.48	53.29	54.13

Global Ports Holding Limited Segment Reporting For the financial year 31 March	East Med & Adriatic					Other [3]					Total				
	2022 Actual $'000	2023 Actual $'000	2024 Actual $'000	2025 Forecast $'000	2026 Projection $'000	2022 Actual $'000	2023 Actual $'000	2024 Actual $'000	2025 Forecast $'000	2026 Projection $'000	2022 Actual $'000	2023 Actual $'000	2024 Actual $'000	2025 Forecast $'000	2026 Projection $'000
Adjusted Revenue ($'000) [1]	2,521	24,062	33,996	32,736	44,522	9,686	11,318	14,361	16,416	17,640	**40,309**	**117,155**	**172,739**	**224,858**	**268,212**
% of total adjusted revenue	*6.25*	*20.54*	*19.68*	*14.56*	*16.60*	*24.03*	*9.66*	*8.31*	*7.30*	*6.58*					
Segmental EBITDA ($'000) [2]	214	19,366	26,624	24,927	35,635	3,232	4,318	4,622	6,345	7,066	**12,929**	**79,980**	**115,433**	**153,755**	**191,787**
% of total segmental EBITDA	*1.66*	*24.21*	*23.06*	*16.21*	*18.58*	*25.00*	*5.40*	*4.00*	*4.13*	*3.68*					
Segmental EBITDA margin (%) [2]	8.49	80.48	78.32	76.15	80.04	33.37	38.15	32.18	38.65	40.06	**32.07**	**68.27**	**66.83**	**68.38**	**71.51**

[1] *Excluding IFRIC 12 construction revenues.*

[2] *Excludes unallocated (Group) expenses.*

[3] *Includes contribution from the commercial Port of Adria, Montenegro.*

6.1 AMERICAS

The financial performance of the Americas region in **FY2023** only included the contribution from Antigua Cruise Port and Nassau Cruise Port as although Prince Rupert Cruise Port was added to the Group's network during the reporting period, the cruise port welcomed its first cruise call after the end of the financial year when the Alaskan summer season started in April 2023.

Trading in the Americas region improved strongly in FY2023, with passenger volumes increasing to 4.37 million compared to 1.53 million in the prior financial year. The Americas region generated adjusted revenues[2] of USD40.29 million (FY2022: USD14.72 million) and a segmental EBITDA[2] of USD29.01 million (FY2022: USD5.06 million) which translated into a segmental EBITDA margin of 72.01% (FY2022: 34.35%). **Nassau Cruise Port** benefited from its proximity to the key home ports in Florida, as well as the cruise lines' strategy of focusing more on short cruises in this part of the region at the expense of longer itineraries to other parts of the Caribbean. As a result, Nassau Cruise Port reported a 196% increase in cruise passengers to 3.8 million. Furthermore, on the back of the significant investments made to increase the cruise port's berthing capabilities and facilities, the Nassau Cruise Port regularly hosts six cruise ships simultaneously on multiple days during the high season.

Due to the major US cruise lines focusing on short cruises close to the southern US home ports throughout the winter 2022-23 cruise season, the recovery rate in passenger volumes at southern Caribbean cruise ports was relatively weaker than other cruise ports which are closer to the US. As a result, **Antigua Cruise Port'**s operations recovered at a slower pace than that experienced by Nassau Cruise Port. Nonetheless, cruise passenger volumes at Antigua Cruise Port increased by 135% to 556,000 in FY2023 compared to 237,000 passengers welcomed during the prior financial year.

Meanwhile, the Group's operations in the Americas achieved an important milestone in FY2023 with the addition of the first cruise port in North America. Indeed, during the year GPH concluded a 10-year terminal operating agreement, with a 10-year extension option, for **Prince Rupert Cruise Port** in British Columbia, Canada. This cruise port has the infrastructure and capability to handle larger ships. Furthermore, it is located at the heart of the British Columbian cruise market, just 40 miles from Alaska which is one of the largest cruise markets in the world and is ideally placed for cruise itineraries to and from the key homeports in the region – namely, Seattle and Vancouver.

In August 2022, GPH signed a 30-year concession agreement for **San Juan Cruise Port** in Puerto Rico which joined the Group's network in late FY2024. The cruise port is the third largest in the Group's global network and is a strategically important port in the Caribbean cruise market as it is perfectly positioned to be included in both the Eastern and the Southern Caribbean itineraries. Furthermore, in view of Puerto Rico's modern airport and hotel infrastructure, combined with the fact that Puerto Rico is a US territory, the cruise port also serves as an attractive and popular homeport destination. San Juan offers cruise passengers remarkable attractions and cultural experiences that can easily be reached from the piers.

As part of the concession agreement, the Group paid an upfront concession fee of USD77 million to the Puerto Rico Ports Authority. During the initial investment phase, the Group agreed to invest *circa* USD100 million primarily on critical infrastructure repairs and upgrades of the terminal buildings and the walkway.[3] The second phase of the project will commence subject to certain pre-agreed criteria, including cruise passenger volumes recovering to pre-pandemic levels. In this phase, GPH is committed to invest a further USD250 million in expanding the capacity of the cruise port by building a completely new cruise pier and state-of-the-art homeport terminal capable of handling the world's largest cruise ships.

As well as investing in the port's infrastructure, the Group is in the process of modernising the cruise port experience for cruise passengers, cruise lines, and local vendors. Moreover, GPH is focused at improving the cruise port's operational performance, and is also committed at investing in new systems, equipment, and technology with a view of enhancing and ensuring environmental protection, safety, and security.

[2] Please refer to Part 4 – Explanatory Definitions and Part 5 – Glossary of Alternative Performance Measures of this Analysis for a definition of the term.

[3] Successful long-term project financing was secured through San Juan Cruise Port's issuance of two series of bonds which received an investment grade rating of BBB-.

In October 2022, the Group signed a Memorandum of Understand ("**MoU"**) for a 30-year concession, with a 10-year extension option, for **Saint Lucia Cruise Port.** This cruise port joined the Group's network in April 2024, shortly after the end of FY2024. As part of the concession, GPH is committed to do substantial upgrades to the cruise port facilities, including expanding existing berths. These investments are expected to increase the number of passenger volumes to over one million in the medium term compared to less than 800,000 prior to the outbreak of the COVID-19 pandemic.

Trading in the Americas soared to new heights in **FY2024** as passenger volumes rose by 33.80% to 5.85 million while call volumes increased by 21.27% to 1,802 compared to 1,486 calls in FY2023. Moreover, passenger volumes handled at each of the cruise ports located in Antigua, Nassau, and Prince Rupert exceeded the levels registered before the outbreak of the COVID-19 pandemic. In aggregate, the Americas region recorded adjusted revenues of USD62.82 million (+55.92% year-on-year) which translated into a segmental EBITDA of USD42.22 million (+45.55%). The segmental EBITDA margin eased by 479 basis points year-on-year to 67.22%.

Passenger volumes are projected to increase by 52.18% in **FY2025**, reaching 8.90 million, driven by the full-year contribution of the cruise ports in San Juan and Saint Lucia, as well as the continued strong growth of Nassau Cruise Port. Consequently, adjusted revenues and segmental EBITDA are expected to rise significantly to USD109.71 million (+74.64% year-on-year) and USD79.67 million (+88.69%) respectively, with the corresponding margin forecasted to improve by 541 basis points to 72.62%.

Further expansion is anticipated in **FY2026**, with passenger volumes increasing by 7.74% to 9.59 million. Adjusted revenues and segmental EBITDA are projected to grow by 17.43% and 22.26% to USD128.83 million and USD97.41 million respectively, resulting in a further improvement in the margin by nearly 300 basis points to 75.61%.

6.2 WEST MEDITERRANEAN & ATLANTIC

The Group's operations in this region comprise: (i) eight **Spanish ports** located in Alicante[4], Barcelona, Málaga, Tarragona, Vigo, and the Canary Islands – namely Fuerteventura, Lanzarote, and Las Palmas; and (ii) the equity contribution from the **Lisbon Cruise Port** and the **Singapore Cruise Port**. The contributions from Lisbon Cruise Port and Singapore Cruise Port are accounted for in a separate line item in the financial statements of the Group under 'Share of results of equity-accounted investees' as GPH does not have a controlling influence in the operations of these two cruise ports. However, this Share of results of equity-accounted investees from Lisbon Cruise Port and Singapore Cruise Port is part of the segmental EBITDA of GPH's West Med & Atlantic region

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Overall passenger volumes stood at 2.93 million in **FY2023** compared to 0.53 million in the previous financial year. The strong performance was recorded despite the negative effects of the Omicron variant during the important 2022 booking season at the start of FY2023, as well as the lower onboard capacity limits set by the cruise lines as they ramped up operations in early summer 2022.

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As travel restrictions started to ease, cruise activity increased substantially. Call volumes, particularly at Barcelona (which is the largest port in the Mediterranean), were strong and by the end of the 2022 season, the West Med & Atlantic region nearly reached the level of business that was generated prior to the outbreak of the COVID-19 pandemic. However, occupancy rates remained below historic norms.

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In terms of financial performance, the West Med & Atlantic region generated adjusted revenues of USD26.73 million in FY2023 compared to USD6.21 million in the previous financial year. Likewise, the segmental EBITDA surged to USD19.48 million (FY2022: USD1.25 million) which translated into a segmental EBITDA margin of 72.87% compared to 20.16% in FY2022.

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During FY2023, the Group's operations in the West Med & Atlantic region reached some important milestones. Barcelona Cruise Port welcomed the cruise ship 'Valiant Lady' (which is owned by Virgin Voyages) for its inaugural homeporting season. Furthermore, the refurbishment of the WTC Terminal South in Barcelona was completed ahead of the 2023 cruise season, as this investment was a key factor for the port to attract more luxury cruise lines including Virgin Voyages.

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Furthermore, during the year, the Group added Tarragona Cruise Port to its global network following the conclusion of a 12-year concession agreement with a six-year extension option. This port underwent a €30 million investment in its infrastructure by the port authority, including a new cruise pier and the provision of shore power. Under the terms of the concession agreement, the Group built a new state-of-the-art modular cruise terminal for an investment of *circa* €5.5 million which utilises solar power to ensure the sustainable provision of the terminal's energy needs. This new terminal building was opened in May 2024.

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In August 2022, GPH also added three new ports located in the Canary Islands – i.e., Las Palmas Cruise Port (concession agreement for 40 years); Lanzarote Cruise Port (20 years); and Fuerteventura Cruise Port (20 years). In this respect, the Group committed to invest *circa* €42 million for the construction of a new cruise terminal in Las Palmas utilising onsite generated sustainable energy and recycled materials, as well as modular terminal facilities in Lanzarote and Fuerteventura.

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Cruise activity in the West Med & Atlantic region experienced strong growth in **FY2024** as passenger volumes surged by 54.02% to 4.52 million whilst call volumes increased by 30.29% year-on-year to 1,471 compared to 1,129 in FY2023. Overall, adjusted revenues amounted to USD39.63 million which filtered into a segmental EBITDA of USD31.55 million. The segmental EBITDA margin improved by 674 basis points year-on-year to 79.61%.

[4] The Group concluded the 15-year concession agreement (with an extension option of seven and a half in exchange for an additional investment commitment) for Alicante Cruise Port shortly before the end of the 2023 financial year. As a result, FY2024 was the first full year of operations for Alicante Cruise Port as part of GPH's network.

During FY2024, GPH acquired the remaining 38% shareholding in Barcelona Port Investments S.L. that it did not own, thus increasing its ownership of this company to 100%. As a result, the Group's indirect shareholding in Creuers Del Port de Barcelona S.A. (the entity which operates the public terminals at Barcelona Cruise Port and owns a 100% in the entity operating Málaga Cruise Port) increased to 100% from 62%. This transaction was financed through a new loan facility of €15 million which was provided by a European bank. Additionally, the Group's effective interest in Singapore Cruise Port rose to 40% from 24.8% whilst the effective interest in Lisbon Cruise Port rose to 50% from 46.2%.

Construction work at both Las Palmas Cruise Port and Alicante Cruise Port began during **FY2024**. Meanwhile, shortly after the end of FY2024, GPH was awarded preferred bidder status for a 15-year concession agreement for Casablanca Cruise Port in Morocco. This cruise port recently underwent a €60 million investment which included the construction of a new cruise pier, cruise terminal, and maritime station to international standards. The cruise port is now capable of handling ships up to 350 metres long and has the capacity to welcome 400,000 passengers per annum.

Passenger volumes are projected to drop each year in **FY2025** and **FY2026** to 4.40 million (-2.64% year-on-year) and 3.87 million respectively largely due to the opening of a private cruise port terminal by an existing cruise line customer of Barcelona Cruise Port. As a result, adjusted revenues and segmental EBITDA are forecasted to drop by 7.71% and 14.01% to USD36.57 million and USD27.13 million respectively in FY2025. On the other hand, however, the Group is projecting a rebound in profitability in FY2026, mostly on the back of the higher contributions from the cruise ports in Las Palmas (which is the second largest asset of the Group within the West Med & Atlantic region) and Tarragona following the completion of important investments at these two cruise ports. In aggregate, the West Med & Atlantic region is projected to generate adjusted revenues of USD37.46 million (+2.42% year-on-year) and an adjusted EBITDA of USD30.15 million (+11.16%) in FY2026. Given the stronger projected increase in adjusted EBITDA than the growth in adjusted revenues, the segmental EBITDA margin is anticipated to trend higher by 633 basis points year-on-year to 80.51% compared to 74.17% in FY2025.

6.3 CENTRAL MEDITERRANEAN & NORTHERN EUROPE

The Group's Central Med & Northern Europe operations comprise five cruise ports in **Italy** (Cagliari, Catania, Crotone, Taranto, and Venice), three cruise ports in **Northern Europe** (Bremerhaven in Germany, Kalundborg in Denmark, and Liverpool in the UK), **Valletta Cruise Port** in Malta, as well as **La Goulette Cruise Port** in Tunisia. The contributions from La Goulette Cruise Port and Venice Cruise Port are accounted for in a separate line item in the financial statements of the Group under 'Share of results of equity-accounted investees' as GPH does not have a controlling influence in the operations of these two cruise ports.

Similar to the performance of the West Med & Atlantic segment, trading conditions and dynamics in the Central Med & Northern Europe region in **FY2023** were characterised by the strong increase in cruise calls but a lower-than-normal occupancy levels which, however, registered improvement as the year progressed.

Throughout FY2023, the Central Med & Northern Europe region handled 1.01 million passengers compared to just 0.33 million in FY2022. Adjusted revenues more than doubled to USD14.76 million (FY2022: USD7.18 million). Segmental EBITDA also increased markedly to USD7.81 million (FY2022: USD3.18 million) which translated into a segmental EBITDA margin of 52.92% (FY2022: 44.26%).

The Group's largest port in the Central Med & Northern Europe region is Valletta Cruise Port. In Malta, local authorities are working towards the completion of a €50 million project aimed at developing electricity infrastructure for cruise liners and cargo ships to switch off their gasoil or heavy fuel oil powered engines and plug-in to shoreside electricity to energise their onboard systems whilst they are berthed at port. This first phase of the project, which is being funded by Infrastructure Malta and Transport Malta, was inaugurated in December 2023 making Valletta Cruise Port the first cruise port in the Mediterranean to reduce harmful emissions from cruise ships by up to 90%. Furthermore, during FY2023, Valletta Cruise Port was awarded 'World's Best Cruise Terminal for Sustainability' by the World Cruise Awards.

In Denmark, Kalundborg Cruise Port welcomed 'AIDAnova' – the largest ship to ever call at the port. Elsewhere, the Group extended the concession for Cagliari Cruise Port by two years (up to 2029) at no additional costs, whilst Taranto Cruise Port was awarded 'Destination of the Year' at the Seatrade Cruise Awards. Meanwhile, La Goulette Cruise Port welcomed the return of cruise passengers during FY2023 after a seven-year hiatus.

Although the number of cruise calls across the Central Med & Northern Europe region only increased by 3.55% in **FY2024** to 583 compared to 563 in FY2023, passenger volumes surged by 68.71% to 1.71 million which exceeded the level of 1.42 million recorded in calendar year 2019 prior to the outbreak of the COVID-19 pandemic. Overall, the Central Med & Northern Europe region generated adjusted revenues of USD21.94 million, representing a year-on-year upsurge of 48.61%. Likewise, segmental EBITDA also increased substantially by 33.34% to USD10.42 million which, in turn, translated into a margin of 47.48%.

During FY2024, GPH successfully extended its concession at Catania Cruise Port by an additional two years until 2028. Furthermore, the Group secured a 10-year port concession agreement with a potential five-year extension option for Bremerhaven Cruise Port in Germany. The local authorities are currently investing significantly in the port's cruise facilities and piers, which are poised for expansion and renewal. GPH took over the operations of this port on 1 January 2025.

Shortly after the end of FY2024, the Group signed a 50-year concession agreement for Liverpool Cruise Port. Situated in the Irish Sea, Liverpool Cruise Port is a key maritime gateway in the UK. Its location provides excellent connectivity to Northern European and British and Irish cruise itineraries, making it an ideal port for both transit and turnaround calls. With easy access to Liverpool John Lennon Airport and Manchester Airport, both within an hour's drive, the port also offers seamless connections for cruise passengers.

Liverpool Cruise Port can accommodate large cruise vessels up to 350 meters in length. Potential enhancements include a new floating dock and terminal building, which would increase capacity and allow for the simultaneous berthing of two large ships, accommodating over 7,000 passengers a day. This investment, subject to the granting of the appropriate permits and licenses, would also include additional retail and hospitality offerings, catering to both cruise passengers and local visitors, and enhancing the overall passenger experience.

Passenger volumes are forecasted to increase by 12.33% to 1.92 million in **FY2025**, and surge by almost 30% to 2.49 million in **FY2026**. This expansion largely reflects the inclusion of Liverpool Cruise Port and Bremerhaven Cruise Port in FY2025 and FY2026 respectively, as well as the expected continued good performance of Valletta Cruise Port.

In this context, adjusted revenues are projected to climb by *circa* 35% each year to USD29.43 million in FY2025 and USD39.77 million in FY2026. Similarly, segmental EBITDA is projected to rise by 50.57% to USD15.68 million in FY2025, followed by a further growth of 37.27% to USD21.53 million in FY2026. The Group is also anticipating an improvement of more than 600 basis points in its segmental EBITDA margin to around 54% when compared to the level of 47. 48% achieved in FY2024.

6.4 EAST MEDITERRANEAN & ADRIATIC

The Group's East Med & Adriatic operations comprise the flagship **Kuşadasi Cruise Port** and **Bodrum Cruise Port**, both of which are in Türkiye, as well as **Zadar Cruise Port** in Croatia.

In this region, the impact on passenger volumes of lower-than-normal occupancy levels in FY2023 was outweighed by the significant increase in cruise calls which amounted to 669 compared to just 59 in FY2022. Passenger traffic stood at 0.91 million compared to 0.02 million in the previous financial year. Furthermore, the number of passengers handled in FY2023 was by far superior to the volume of 0.35 million registered during the 12-month period prior to the outbreak of the COVID-19 pandemic. During the year, Kuşadasi Cruise Port welcomed 'Odyssey of the Seas' – the largest ever cruise ship to call at a Turkish port – whilst Zadar Cruise Port hosted a record of four ships simultaneously.

The strong recovery in passenger volumes in FY2023 was driven by the performance of the Group's cruise ports in Türkiye. In aggregate, the East Med & Adriatic region generated adjusted revenues of USD24.06 million compared to USD2.52 million in the previous financial year. Furthermore, the East Med & Adriatic region recorded the best segmental EBITDA margin out of the Group's regional performances, as the segmental EBITDA of USD19.37 million (FY2022: USD0.21 million) translated into a margin of 80.48% (FY2022: 8.49%).

Although the number of cruise calls across the East Med & Adriatic region only increased by 6.43% year-on-year in **FY2024** to 712, passenger volumes surged by 43.21% to 1.30 million which exceeded the level of 0.40 million recorded in calendar year 2019 prior to the outbreak of the COVID-19 pandemic. Overall, the East Med & Adriatic region generated adjusted revenues of just under USD34 million in FY2024, representing a year-on-year upsurge of 41.29%. Likewise, segmental EBITDA also increased substantially by 37.48% to USD26.62 million which, in turn, translated into a margin of 78.32%.

Kuşadasi Cruise Port continued to drive the Group's growth in this region, thus solidifying its position as the premier cruise port in Türkiye. During FY2024, the Group reached an agreement to extend its concession agreement for Kuşadasi Cruise Port. The original concession agreement was due to expire in July 2033, and following this extension agreement, the concession will now expire in July 2052. In exchange for the extension of the existing concession agreement, Kuşadasi Cruise Port paid an upfront concession fee of TRY725.4 million (*circa* USD38 million at the then prevailing exchange rate). In addition, Kuşadasi Cruise Port committed to inter alia invest up to a further 10% of the upfront concession fee within a five-year period into improving and enhancing the cruise port and retail facilities at the port. The upfront concession fee was funded through a capital increase which was provided by GPH only which, in turn, utilised part of a USD75 million facility provided by Sixth Street Partners. As a result, the Group's equity stake in Kuşadasi Cruise Port increased to 90.5% from 72.5% as at the end of FY2022.

In **FY2025**, passenger volumes are forecasted to contract by 4.51% to 1.24 million before rebounding strongly by 36.14% to 1.69 million in **FY2026**. Kuşadasi Cruise Port is expected to suffer a temporary drop in volumes in FY2025, partly compensated by growth to be registered by the two other cruise ports located in Bodrum and Zadar. In FY2026, all three cruise ports are projected to register material year-on-year increase in business, particularly Kuşadasi Cruise Port which is expected to welcome more than 0.95 million passengers compared to 0.79 million in FY2024.

In aggregate, the East Med & Adriatic region is expected to generate adjusted revenues of USD32.74 million (-3.71% year-on-year) and USD44.52 million (+36%) in FY2025 and FY2026 respectively. Segmental EBITDA is projected at USD24.93 million (-6.37% year-on-year) in FY2025, and USD35.64 million (+42.96%) in FY2026, resulting in an average segmental EBITDA margin of around 78%.

6.5 OTHER OPERATIONS

The Group's other operations comprise various activities including: (i) the commercial **Port of Adria** in Montenegro for which the Group is actively exploring strategic options including the possibility of a sale; (ii) the management of **Ha Long Cruise Port** in Vietnam; (iii) and the contribution from **ancillary port services**. The latter are aimed at enhancing cruise passengers' overall experience in the port and destination. These include services such as provision of shore and crew services, stevedoring, waste removal, port agency, and luggage/passenger screening services. In this respect, the Guarantor is focused on continue growing this business activity, both at cruise ports which are operated by the Group, as well as other ports operated by third parties.

In **FY2023**, the Group generated adjusted revenues of USD11.32 million (FY2022: USD9.69 million) and a segmental EBITDA of USD4.32 million (FY2022: USD3.23 million) from its other operations. The segmental EBITDA translated into a margin of 38.15% (FY2022: 33.37%) and represented 5.40% of the Group's total adjusted EBITDA of just under USD80 million (FY2022: USD12.93 million) when excluding unallocated expenses of USD7.30 million (FY2022: USD5.92 million).

In **FY2024**, adjusted revenues generated by the Group from its other operations increased by 26.89% to USD14.36 million. However, given the relatively weaker increase of 7.04% in segmental EBITDA to USD4.62 million, the relative margin slipped by almost 6 percentage points year-on-year to 32.18%.

Port of Adria is expected to continue generating the lion's share of adjusted revenues and segmental EBITDA within the Other segment in **FY2025** and **FY2026**. In aggregate, adjusted revenues are forecasted to increase by 14.31% and 7.46% in FY2025 and FY2026 to USD16.42 million and USD17.64 million respectively. However, segmental EBITDA is projected to grow at a faster pace, by 37.28% to USD6.35 million in FY2025, and by 11.36% to USD7.07 million in FY2026. As a result, the segmental EBITDA margin is expected to trend higher each year and marginally exceed the 40% level in FY2026.

7. MAJOR NON-CURRENT ASSETS

The table below provides a list of the Group's major non-current assets as at the end of each of FY2022, FY2023, and FY2024:

Global Ports Holding Limited **Major Non-Current Assets** **As at 31 March**	**2022** **Actual** **$'000**	**2023** **Actual** **$'000**	**2024** **Actual** **$'000**
Intangible assets	410,971	509,023	637,472
of which port operations rights	*409,589*	*507,742*	*636,298*
Property and equipment	121,411	116,180	118,835
of which leasehold improvements	*92,642*	*87,821*	*87,332*
Right-of-use assets	83,461	77,408	77,108
Equity-accounted investments	14,073	17,828	19,085
	629,916	**720,439**	**852,500**
Total Assets	**811,871**	**900,600**	**1,085,166**
Major non-current assets as percentage of total assets *(%)*	77.59	80.00	78.56

PORT OPERATION RIGHTS

Port operation rights relate to the concession agreements with public authorities that allow the Group to act as an operator of the ports. These are amortised based on the lower of the port operation rights' useful lives or the extent of their concession period.

During **FY2023**, the value of port operating rights increased by 23.96% to USD507.74 million compared to USD409.59 million as at the end of March 2022. A detailed analysis of the value and remaining amortisation period of the Group's port operation rights as at 31 March 2022, 31 March 2023, and 31 March 2024 is provided in the table below.

The increase in the value of port operation rights during FY2023 was due to the significant investments made at Nassau Cruise Port. In fact, the value of the port operation rights appertaining to this cruise port increased by 46.47% to USD344.08 million (representing 67.77% of the total carrying value of the Group's port operation rights) compared to USD234.92 million as at the end of March 2022.

By the end of FY2023, the significant investments at Nassau Cruise Port were largely completed and an official grand opening ceremony has held in May 2023. This cruise port is equipped with world-class infrastructure having enhanced capacity, new piers with shade pergolas, as well as redeveloped and extended recreational, entertainment, shopping, and food and beverage areas. Furthermore, the addition of a sixth berth created the capacity for the port to accommodate up to three Oasis-class vessels simultaneously.

On the landside of the Nassau Cruise Port, the Group undertook significant land reclamation work to expand the facilities' footprint which allowed for the development of a new three-storey terminal building, a Junkanoo museum, event and entertainment spaces, an amphitheatre, unique local stores, and new food and beverage facilities. In the meantime, the Nassau Cruise Port redevelopment project also included several substantial ecofriendly design elements such as the installation of a 1.5-megawatt solar system, full facility LED lighting, low water usage plans, full facility recycling plans, as well as the incorporation of new green space into the Nassau downtown area.

Global Ports Holding Limited
Port Operation Rights
As at 31 March

		2022		2023		2024	
	Country	**Carrying amount $'000**	**Remaining amortisation period**	**Carrying amount $'000**	**Remaining amortisation period**	**Carrying amount $'000**	**Remaining amortisation period**
Nassau Cruise Port	Bahamas	234,915	305 months	344,082	293 months	344,662	281 months
San Juan Cruise Port	Puerto Rico					92,095	298 months
Barcelona Cruise Port	Spain	78,002	99 months	66,217	87 months	56,443	75 months
Valletta Cruise Port	Malta	58,043	536 months	55,366	524 months	53,673	512 months
Kuşadası Cruise Port	Turkey	9,360	132 months	8,533	120 months	44,142	108 months
Fuerteventura, Lanzarote, and Las Palmas Cruise Ports	Spain *(Canary Islands)*			5,021	477 months	12,544	465 months
Port of Adria	Montenegro	14,113	261 months	13,137	249 months	12,406	237 months
Málaga Cruise Port	Spain	9,683	125 months	8,865	113 months	8,320	101 months
Tarragona Cruise Port	Spain			671	132 months	5,442	120 months
Alicante Cruise Port	Spain			1,059	180 months	2,408	168 months
Bodrum Cruise Port	Turkey	2,360	552 months	2,308	540 months	2,257	528 months
Catania Cruise Port	Italy	1,628	69 months	1,339	57 months	1,073	45 months
Cagliari Cruise Port	Italy	1,485	57 months	1,144	45 months	833	33 months
		409,589		**507,742**		**636,298**	

In **FY2024**, the value of the Group's port operation rights increased by a further 25.32% to USD636.30 million, largely reflecting the addition of San Juan Cruise Port (which is the second most valuable asset of the Group after Nassau Cruise Port) and the extension of the concession for Kuşadasi Cruise Port by 19 years to 2052.

PROPERTY & EQUIPMENT

The major component within property and equipment is leasehold improvements which stood at USD87.33 million and USD87.82 million as at 31 March 2024 and 31 March 2023 respectively compared to USD92.64 million as at the end of FY2022. The other components within property and equipment are machinery and equipment, construction in progress, furniture and fixtures, motor vehicles, and land improvement.

Leasehold improvements relate to capital expenditure incurred with respect to improvements made at the different ports. This therefore includes physical infrastructure, terminal investment, and marine improvements. The Group's machinery and equipment comprises cranes at the commercial Port of Adria, x-ray machines, and passenger screening equipment located within the cruise ports.

RIGHT-OF-USE ASSETS

The concession agreements at Antigua Cruise Port, Barcelona Cruise Port, Bodrum Cruise Port, Cagliari Cruise Port, Kalundborg Cruise Port, Malaga Cruise Port, Port of Adria, Prince Rupert Cruise Port, Taranto Cruise Port, Valletta Cruise Port, and Zadar Cruise Port have been assessed in accordance with IFRS 16 – Leases and are therefore recognised as right-of-use assets. The Group's right-of-use assets had a carrying value of just over USD77 million as at the end of FY2024 and FY2023 compared to USD83.46 million as at 31 March 2022.

All concession agreements contain extension options exercisable by the Group. These options are exercisable with the submission of the extension request by the Guarantor before expiry of current concession agreements. Extendable rights vary based on the country regulations and prevailing concession period. Extension options are evaluated by the Senior Management team of the Group on a contract basis, and all decisions are based on the relevant port's performance and possible extension period.

The extension options held are exercisable only by the Group, and in some agreements subject to approval of the grantor. Accordingly, the Group includes only existing signed contract periods for the concession life.

EQUITY-ACCOUNTED INVESTMENTS

The Group's investments in associates and joint ventures are accounted for using the equity method, which as at 31 March 2024 had a carrying value of USD19.09 million compared to USD17.83 million as at 31 March 2023 and USD14.07 million as at the end of FY2022. The table below provides information about the net asset value of the Group's equity-accounted investments and their respective share of results for the financial years 2022 to 2024:

Global Ports Holding Limited Equity-Accounted Investments As at 31 March / for the financial year ended 31 March	2022 $'000	2023 $'000	2024 $'000
Net asset value			
Lisbon Cruise Port	8,003	8,987	9,817
Singapore Cruise Port	3,312	6,906	7,416
Venezia Cruise Port	2,294	1,528	1,471
Pelican Peak Investments Inc.[1]	464	407	381
	14,073	**17,828**	**19,085**
GPH Group's share of profit / (loss)			
Lisbon Cruise Port	(280)	881	1,658
Singapore Cruise Port	(2,118)	3,458	5,519
Venezia Cruise Port	(36)	(22)	(33)
Pelican Peak Investments Inc.[1]	9	(43)	(27)
	(2,425)	**4,274**	**7,117**

[1] The Canadian company operates in the Caribbean region and provides ancillary services to cruise passengers. The Group actively participates in the investee's policy-making processes and also has the right of veto over the company's dividend policy. As a result, GPH Group accounts this investment as an equity-accounted investee despite having less than 20% ownership in the company.

8. MARKET OVERVIEW[5]

The cruise industry's recovery from the significant disruptions caused by the COVID-19 pandemic has been remarkable. According to the Cruise Lines International Association ("**CLIA**")[6], which represents over 90% of the global cruise ship lower berths capacity[7], passenger volumes reached 31.70 million in 2023 (up from 20.40 million in 2022), surpassing the pre-pandemic total of 29.70 million in 2019 by 6.73%. Furthermore, the industry generated USD168.60 billion in total economic impact in 2023 (up from USD137.60 billion in 2022), representing a 9.13% increase over the USD154.50 billion recorded in 2019. Additionally, the average duration of cruise trips increased to 7.30 days in 2023 (from 7 days in 2022 and 7.10 days in 2019), as the rise in very short trips (up to 3 days) and those lasting 8 to 13 days offset the decline in trips of 4 to 7 days.

North America remained the dominant source market with 18.10 million passengers registered in 2023 (2022: 12.59 million), reflecting an increase of 17.49% over 2019 (15.41 million). This growth was driven by strong demand and the successful implementation of health and safety protocols that reassured travellers. Europe – which is the second largest cruise industry source market[8] – also experienced healthy growth, with 8.21 million passengers in 2023 (2022: 5.73 million), up by 6.46% from 2019 (7.71 million). South America showed similar gains, with passenger numbers rising by 6.63% to 997,000 (2022: 426,000) compared to 935,000 in 2019. In contrast, Asia recorded a significant decline, with passenger numbers dropping by 37.69% to 2.33 million in 2023 (2022: 791,000) compared to 3.74 million in 2019, largely due to the prolonged travel restrictions imposed by Chinese authorities. In contrast, the Australasia region (covering Australia, New Zealand, and the surrounding Pacific Ocean) recorded a relatively flat performance in 2023 (1.34 million) when compared to the pre-pandemic level of 1.35 million passengers.

In 2023, the region comprising the Caribbean, Bahamas, and Bermuda attracted 40.56% (12.86 million passengers) of the world's cruise traffic. The second most popular destination was the Mediterranean (17.21% market share, or 5.46 million passengers), followed by North America and Hawaii (11.46%, or 3.63 million), Asia and China (8.08%, or 2.56 million), Northern Europe and the Baltics (7.83%, or 2.48 million), Australasia (4.03%, or 1.28 million), and Central and South America (3.41%, or 1.08 million).

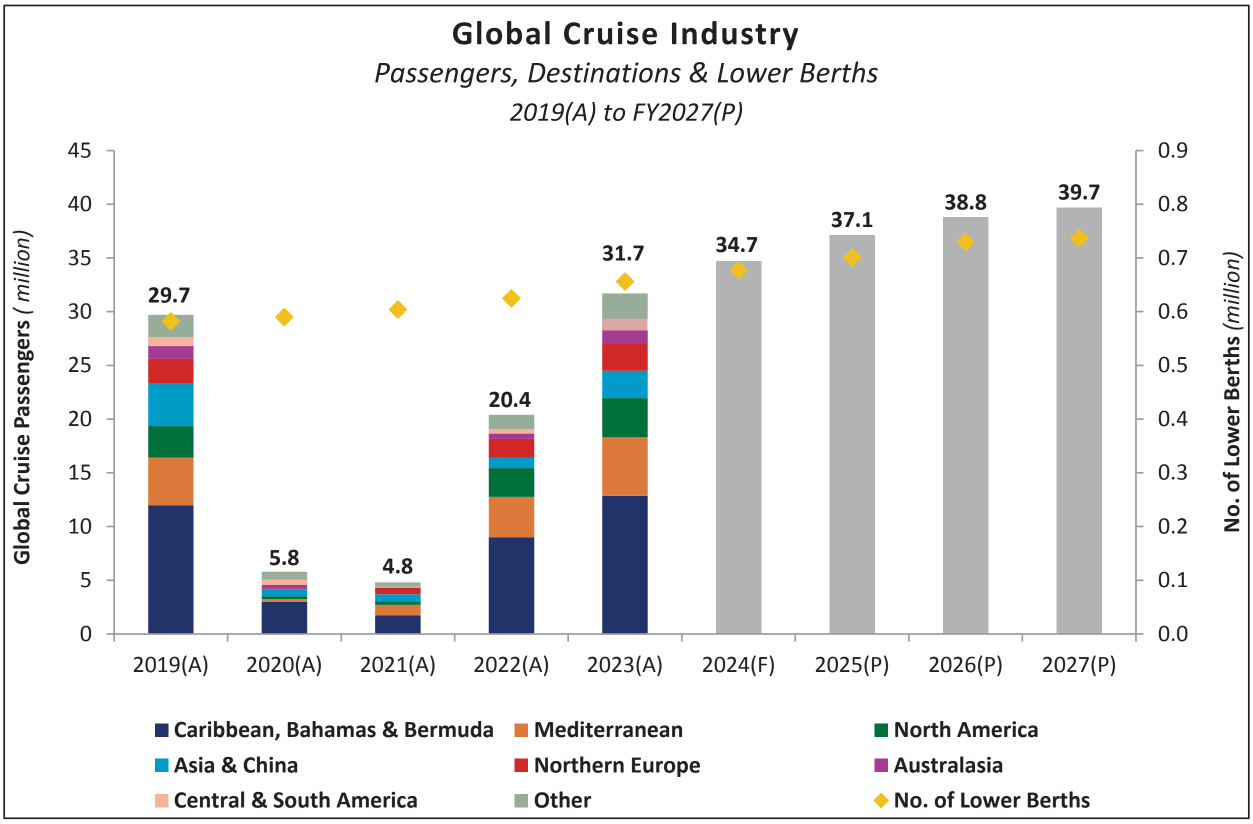
[5] Sources: (i) CLIA, '2024 State of the Cruise Industry Report', 8 May 2024, available at: https://cruising.org/en-gb/news-and-research/research/2024/april/2024-state-of-the-cruise-industry-report; and (ii) CLIA, '2023 Global Economic Impact Study', 14 November 2024, available at: https://cruising.org/en-gb/news-and-research/press-room/2024/november/new-2023-global-cruise-industry-economic-impact-study-shows-the-highest-ever-global-economic-impact

[6] The CLIA is the world's largest trade association for the cruise industry. It represents cruise lines, travel agents, and affiliated businesses across the globe, serving as the leading voice and authority for the sector.

[7] Lower berths is the standard bed or sleeping accommodation in a cruise ship cabin, typically designed for two passengers per cabin. The term is used in capacity calculations to estimate the primary passenger capacity of a ship. Cruise lines use lower berth figures for planning, marketing, and pricing as it represents the baseline occupancy of a ship.

[8] The European source market includes Scandinavia and Iceland.

During the COVID-19 pandemic years, cruise industry players continued to invest heavily in capacity, technology, and operations. In fact, the number of cruise ship lower berths increased by 12.71% between 2019 and 2023. This growth trend is expected to continue in the years ahead, with the number of lower berths projected to reach 737,000 by 2027, up from 656,000 in 2023 and 582,000 in 2019. This positive trajectory is driven by buoyant demand for cruise leisure travel, supported by the development of innovative itineraries catering to evolving consumer preferences and strategic investments in new ships. Accordingly, it is projected that the total number of cruise passengers will approach 40 million by 2027, representing a growth potential of more than 14% over the estimated 35 million passengers in 2024. Furthermore, CLIA-member cruise lines have 26 ships set to be launched between 2025 and 2027, valued at over USD21 billion, with at least 10 more ships expected post-2027. In total, the order book for 56 new ships being introduced to the market between 2024 and 2028, across all cruise line operators, amounts to *circa* USD40 billion.



Besides fleet expansion, all major players within the cruise industry are also investing heavily in sustainability with a view of achieving the ambitious target of net-zero emissions by 2050. Cruise lines are prioritising fuel flexibility, with ships designed to use alternative fuels such as green methanol, bio- liquefied natural gas ("**LNG**"), synthetic LNG, and hydrogen fuel cells. Indeed, an increasing number of vessels sailing and launching over the next few years will either use alternative fuels or be able to incorporate zero-carbon fuels once available at scale. Moreover, *circa* half of existing ships already have the necessary technologies in place to plug into local grids while docked, in the process reducing emissions significantly.

Cruise lines are also leveraging data analytics and artificial intelligence to optimise routes and reduce fuel consumption. Furthermore, cruise lines are focusing more on enhancing operational efficiencies that reduce the impact on the environment, such as the use of advanced wastewater treatment and air lubrication systems, the repurposing and reduction of waste, as well as the conservation of water resources.

The cruise industry has demonstrated a remarkable ability to recover and adapt following the huge challenges posed by the COVID-19 pandemic. With passenger volumes exceeding pre-pandemic levels and significant economic growth, the industry is poised for continued expansion. The increase in cruise ship lower berths, along with substantial investments in new ships, technology, and sustainability initiatives, reflect the industry's commitment to meeting growing consumer demand while addressing environmental concerns. Looking ahead, the sector's strategic focus on sustainability, fleet innovation, and operational efficiencies will play a crucial role in shaping its future trajectory, ensuring resilience and long-term success in an increasingly competitive and environmentally conscious market.

9. FINANCIAL INFORMATION RELATING TO THE ISSUER

The historical information is extracted from the audited annual financial statements of GPH Malta for the year ended 31 March 2024.

The forecast information for the current financial year ending 31 March 2025 and the projection for FY2026 have been provided by the Group and are based on assumptions deemed reasonable. However, actual outcomes may be affected by unforeseen circumstances, and the variation between forecasts and actual results could be material.

GPH Malta Finance p.l.c. **Income Statement** **For the financial year 31 March**	**2024** **Actual** **17 months** **€'000**	**2025** **Forecast** **12 months** **€'000**	**2026** **Projection** **12 months** **€'000**
Finance income	1,310	1,306	2,458
Finance costs	(1,206)	(1,062)	(2,109)
Net finance income	**104**	**244**	**349**
Administrative expenses	(90)	(40)	(51)
Amortisation charges	(72)	(77)	(147)
Profit / (loss) before tax	**(58)**	**127**	**151**
Taxation	(8)	(18)	(26)
Profit / (loss) for the year	**(66)**	**109**	**125**

GPH Malta Finance p.l.c. **Statement of Cash Flows** **For the financial year 31 March**	**2024** **Actual** **17 months** **€'000**	**2025** **Forecast** **12 months** **€'000**	**2026** **Projection** **12 months** **€'000**
Net cash from operating activities	130	142	275
Net cash from / (used in) used in investing activities	(17,650)	(14,400)	3,530
Net cash from / (used in) financing activities	17,777	14,435	(3,530)
Net movement in cash and cash equivalents	**257**	**177**	**275**
Cash and cash equivalents at beginning of year	-	257	434
Cash and cash equivalents at end of year	**257**	**434**	**709**

GPH Malta Finance p.l.c. Statement of Financial Position As at 31 March	2024 Actual €'000	2025 Forecast €'000	2026 Projection €'000
ASSETS			
Non-current			
Loans receivable	17,650	32,050	28,520
	17,650	32,050	28,520
Current			
Other receivables	41	4	4
Cash and cash equivalents	257	434	709
	298	438	713
Total assets	**17,948**	**32,488**	**29,233**
EQUITY			
Capital and reserves			
Called up share capital	250	250	250
Retained earnings / (losses)	(66)	43	168
	184	**293**	**418**
LIABILITIES			
Non-current			
Bonds in issue	17,598	32,110	28,727
	17,598	32,110	28,727
Current			
Tax payables	78	8	18
Other payables	88	77	70
	166	85	88
Total liabilities	**17,764**	**32,195**	**28,815**
Total equity and liabilities	**17,948**	**32,488**	**29,233**

In Q1 2023, the Company raised €18.14 million through the issuance of 6.25% unsecured and guaranteed bonds maturing in 2030 ("**2023 Bonds**"). The funds were on-lent to the Guarantor mainly for the purpose of supporting the Group's committed capital investments in cruise ports located in Spain (including the Canary Islands).

The net proceeds of €14.40 million from the issuance of the new €15 million 5.80% unsecured and guaranteed bonds maturing in 2032 ("**2025 Bonds**") will be advanced to the Guarantor for the purpose of refinancing debt originally used to part-finance the equity contribution into Nassau Cruise Port (€10 million), as well as for the Group's general corporate funding (€4.4 million).

INCOME STATEMENT

Finance income represents interest receivable from advances provided to the Guarantor. On the other hand, finance costs comprise interest payable to bondholders.

During the 17-month period from 18 October 2022 to 31 March 2024 (i.e., **FY2024**), the Issuer generated finance income of €1.31 million and incurred finance costs of €1.21 million. After accounting for administrative costs (€0.09 million) and amortisation (€0.07 million) and tax (€0.01 million) charges, the Company recorded a loss after tax of €0.07 million.

GPH Malta is expecting to register net profits of €0.11 million and €0.13 million in **FY2025** and **FY2026** respectively. The projected improvement in financial performance mainly reflects an increase in net finance income, to €0.24 million in FY2025 and €0.35 million in FY2026, and a reduction in administrative expenses relative to FY2024 as the latter covered a 17-month period and included one-off costs. On the other hand, amortisation charges are expected to increase to €0.15 million in FY2026 reflecting the capitalised costs related with the issuance of the new 2025 Bonds.

STATEMENT OF FINANCIAL POSITION

As at the end of **FY2024**, the Issuer's Statement of Financial Position primarily comprised the 2023 Bonds (€17.65 million), capital and reserves (€0.18 million), current receivables (€0.04 million) and payables (€0.17 million), and cash balances (€0.26 million). During the year, GPH Malta generated €0.13 million and €17.78 million in net cash from operating and financing activities respectively, whilst the amount of net cash used in investing activities amounted to €17.65 million.

Total assets and liabilities are expected to increase notably as at the end of **FY2025** mostly due to the issuance of the new 2025 Bonds. Conversely, the Issuer projects a contraction of *circa* 10% in the size of its balance sheet in **FY2026**, reflecting the repurchase and cancellation of €3.53 million worth of 2023 Bonds. This is in line with its obligation to build a Reserve Account, as outlined in the Bond Prospectus dated 1 February 2023.

10. FINANCIAL INFORMATION RELATING TO THE GROUP

The historical information is extracted from the audited consolidated annual financial statements of GPH for the years ended 31 March 2022, 31 March 2023, and 31 March 2024.

The forecast information for the current financial year ending 31 March 2025 and the projection for FY2026 have been provided by the Group and are based on assumptions deemed reasonable. However, actual outcomes may be affected by unforeseen circumstances, and the variation between forecasts and actual results could be material.

The forecasts and projections exclude items that may affect GPH's other comprehensive income, the most significant of which typically relate to fluctuations in the exchange rates between the US Dollar (which is the reporting currency of the Group) and other currencies.

Global Ports Holding Limited **Income Statement** **For the financial year 31 March**	**2022** **Actual** **$'000**	**2023** **Actual** **$'000**	**2024** **Actual** **$'000**	**2025** **Forecast** **$'000**	**2026** **Projection** **$'000**
Cruise revenue	*31,700*	*108,198*	*162,703*	*212,720*	*254,914*
Commercial revenue	*8,609*	*8,957*	*10,036*	*12,138*	*13,298*
Adjusted revenue*	**40,309**	**117,155**	**172,739**	**224,858**	**268,212**
Adjusted cost of sales*	(19,362)	(30,671)	(45,227)	(59,670)	(66,361)
Adjusted gross profit*	**20,947**	**86,484**	**127,512**	**165,188**	**201,851**
Administrative expenses	(13,925)	(16,285)	(24,337)	(23,062)	(22,092)
Selling and marketing expenses	(2,530)	(3,368)	(5,272)	(4,140)	(3,966)
Other net income / (expenses)	(7,476)	(13,258)	2,942	(420)	(2,033)
Share of results of equity-accounted investees	(2,425)	4,274	7,117	5,142	7,098
Specific adjusting items*	12,414	14,827	(1,030)	3,000	2,000
Adjusted EBITDA*	**7,005**	**72,674**	**106,932**	**145,708**	**182,858**
Impact of IFRS 16 'Leases' on EBITDA	*5,205*	*5,008*	*6,735*	*7,502*	*7,865*
Adjusted EBITDA ex-IFRS 16 'Leases'	*1,800*	*67,666*	*100,197*	*138,206*	*174,993*
Depreciation and amortisation	(28,463)	(27,275)	(35,033)	(54,611)	(50,946)
IFRIC 12 construction gross profit*	1,763	1,929	412	3,046	1,256
Specific adjusting items*	(12,414)	(14,827)	1,030	(3,000)	(2,000)
Operating profit / (loss)	**(32,109)**	**32,501**	**73,341**	**91,143**	**131,168**
Net finance costs	(11,826)	(42,042)	(59,013)	(48,536)	(50,127)
Profit / (loss) before tax	**(43,935)**	**(9,541)**	**14,328**	**42,607**	**81,041**
Taxation	(605)	(1,008)	(4,023)	(7,324)	(9,994)
Profit / (loss) for the year	**(44,540)**	**(10,549)**	**10,305**	**35,283**	**71,047**
Other comprehensive income					
Foreign currency translation differences	(15,460)	(4,634)	(3,054)	-	-
Losses on a hedge of a net investment	(793)	-	(11,974)	-	-
Other movements	(633)	24	(337)	-	-
Other comprehensive loss, net of tax	**(16,886)**	**(4,610)**	**(15,365)**	**-**	**-**
Total comprehensive income / (loss), net of tax	**(61,426)**	**(15,159)**	**(5,060)**	**35,283**	**71,047**

** Refer to 'Part 4 – Explanatory Definitions' and 'Part 5 – Glossary of Alternative Performance Measures' for definitions.*

Global Ports Holding Limited Key Financial Ratios	FY2022 Actual	FY2023 Actual	FY2024 Actual	FY2025 Forecast	FY2026 Projection
Gross profit margin *(%)* *(Adjusted gross profit / adjusted revenue)*	51.97	73.82	73.82	73.46	75.26
EBITDA margin *(%)* *(Adjusted EBITDA / adjusted revenue)*	17.38	62.03	61.90	64.80	68.18
Operating profit margin *(%)* *(Operating profit / adjusted revenue)*	(79.66)	27.74	42.46	40.53	48.90
Net profit margin *(%)* *(Profit after tax / adjusted revenue)*	(110.50)	(9.00)	5.97	15.69	26.49
Return on equity *(%)* *(Profit after tax / average equity)*	(65.04)	(24.62)	34.36	83.30	84.00
Return on assets *(%)* *(Profit after tax / average assets)*	(5.48)	(1.23)	1.04	3.03	5.57
Return on invested capital *(%)* *(Operating profit / average equity and net debt)*	(6.33)	5.71	10.86	10.54	13.27
Interest cover *(times)* *(Adjusted EBITDA / net finance costs)*	0.59	1.73	1.81	3.00	3.65

INCOME STATEMENT

The first half of **FY2022** was severely disrupted by the continued restrictions on travel and the limited activity across the cruise industry due to the COVID-19 pandemic. However, as business started to increase towards the end of the Mediterranean cruise season in Summer 2021, a welcome pick-up in activity started to take shape ahead of the start of the Mediterranean 'low season' which typically runs from October to March. In contrast, in the Caribbean region, the easing of travel restrictions in late H1 2022 coincided with the start of the main Caribbean cruise season. As a result, the Group's ports in the Caribbean experienced a significant and sustained recovery in volumes – a trend that strengthened as the second half of the financial year progressed. Indeed, in Q4 2022, Nassau Cruise Port received 333 cruise ship calls representing an increase of 5.38% from the 316 calls registered in the same period prior to the outbreak of the COVID-19 pandemic.

During FY2022, GPH continued to expand its operations with the signing of concession agreements for three cruise ports – namely, Crotone Cruise Port and Taranto Cruise Port in Italy, as well as Kalundborg Cruise Port in Denmark. In aggregate, the Group welcomed 1.85 million passengers in the second half of FY2022 compared to 0.56 million in the first half of FY2022 and 1.32 million passengers in the 15-month period from 1 January 2020 to 31 March 2021 (FY2021).

Adjusted revenues for FY2022 amounted to USD40.31 million – an increase of 50.46% from the prior year. Adjusted EBITDA amounted to USD7.01 million which translated into an EBITDA margin of 17.38%. After accounting for depreciation, amortisation, and other adjusting items, GPH reported an operating loss of USD32.11 million. Net finance costs dropped sharply to USD11.83 million reflecting the impact of material non-cash net foreign exchange gains amounting to USD13.01 million as well as a reduction in interest expense on loans and borrowings amid a shorter 12-month reporting period compared to the prior financial year which comprised a 15-month period.

The loss before tax for the year amounted to USD43.94 million. After accounting for a tax charge of USD0.61 million, GPH reported a net loss of USD44.54 million.

The other comprehensive income of the Group was negatively impacted by adverse foreign currency translation differences amounting to USD15.46 million. Furthermore, the Group incurred other losses of USD1.43 million, thus leading to a comprehensive loss for the year of USD61.43 million.

FY2023 represented the year of complete recovery in business and the return of structural growth for GPH. Activity levels increased significantly as the travel restrictions related to the COVID-19 pandemic were entirely phased out. Occupancy rates, which were still depressed at the start of the financial year, increased steadily throughout the twelve-month period, thus driving a strong increase of 283.28% in the volume of passengers to 9.24 million (FY2022: 2.41 million passengers). The Group also made significant progress in extending its portfolio with the signing of concession agreements for eight cruise ports – namely, Alicante Cruise Port, Tarragona Cruise Port, and Vigo Cruise Port in mainland Spain; Fuerteventura Cruise Port, Lanzarote Cruise Port, and Las Palmas Cruise Ports in the Canary Islands, Spain; Prince Rupert Cruise Port in Canada; as well as San Juan Cruise Port in Puerto Rico. Furthermore, GPH started reaping the first results from its huge investments in Nassau Cruise Port.

Adjusted revenues stood at USD117.16 million whilst adjusted cost of sales amounted to USD30.67 million (FY2022: USD19.36 million). As a result, the adjusted gross profit of USD86.48 million (FY2021: USD20.95 million) translated into a margin of 73.82% (FY2022: 51.97%) which even exceeded the level of 65.66% registered in FY2019 prior to the outbreak of the COVID-19 pandemic.

Operating costs (comprising administrative, selling, and marketing expenses) increased by 19.43% to USD19.65 million (FY2022: USD16.46 million) reflecting the upsurge in business activity. Nonetheless, the Group still recorded considerable growth in adjusted EBITDA which rose to USD72.67 million and translated into a margin of 62.03%. This included the share of results of equity-accounted investees which in FY2023 stood at USD4.27 million compared to the loss of USD2.43 million registered in FY2022.[9]

After accounting for depreciation, amortisation, and other adjusting items, GPH reported an operating profit of USD32.50 million. This translated into a margin of 27.74% which by far exceeded the level of 10.57% achieved in FY2019.

Net finance costs increased notably to USD42.04 million when compared to the prior year, mainly reflecting the non-recurrence of the substantial non-cash net foreign exchange gains recorded in FY2022[10], as well as the material increase in interest expenses at Nassau Cruise Port where, in line with the partial completion of construction, the interest expense was not fully capitalised but partially expensed. The higher interest rate scenario on floating rate borrowings also had an adverse impact on finance costs. Nonetheless, given the considerable growth in adjusted EBITDA, the interest cover improved substantially year-on-year to 1.73 times from 0.59 times in FY2022 and even surpassed the level of 1.31 times achieved in FY2019.

The loss before tax amounted to USD9.54 million. After accounting for a tax charge of USD1.01 million, the net loss for the year stood at USD10.55 million. Meanwhile, the other comprehensive income of the Group was negatively impacted by adverse foreign currency translation differences amounting to USD4.63 million. As a result, GPH reported a comprehensive loss for the year of USD15.16 million.

FY2024 was another milestone year for the Group amid the further progress registered in growing the number of cruise ports, the start of the operations in San Juan Cruise Port in late FY2024, and the signing of the agreements for the operation of Bremerhaven Cruise Port and Saint Lucia Cruise Port. The Guarantor also increased its shareholding interest in Barcelona Cruise Port, Kuşadasi Cruise Port, Lisbon Cruise Port, Málaga Cruise Port, and Singapore Cruise Port.

GPH's network welcomed a record number of cruise ship calls which totalled 4,589 compared to 3,856 in FY2023. The number of passenger movements also climbed to all-time high whilst occupancy rates on cruise ships continued to improve. Passenger volumes rose by 45.16% to 13.41 million which not only reflected the new cruise ports added to network, but also organic passenger volume growth across all regions. Furthermore, the adjusted revenue growth was fuelled by the continued investment and expansion into ancillary revenue opportunities, including the completion of the upland development at Nassau Cruise Port in May 2023.

Adjusted revenues and adjusted cost of sales each increased by *circa* 47%, reaching USD172.74 million and USD45.23 million respectively. As a result, the adjusted gross profit of USD127.51 million (+47.44% year-on-year) resulted in an unchanged margin of 73.82% year-on-year.

Operating costs increased by 50.66% to USD29.61 million. However, despite the year-on-year increases in administrative, selling, and marketing expenses (reflecting the growth in size and geographical reach of the Group), other income increased to USD 6.90 million from USD 2.61 million in FY2023 whilst other expenses contracted sharply to USD 3.96 million from USD 15.86 million in FY2023 due to lower project expenses.

The adjusted EBITDA figure of USD106.93 million includes a higher contribution from equity-accounted investees as this rose by 66.52% year-on-year to USD7.12 million. After accounting for depreciation, amortisation, and other adjusting items, GPH reported an operating profit of USD73.34 million. This translated into a margin of 42.46% and a return on invested capital of 10.86% compared to the return of 5.71% achieved in FY2023.

[9] The share of results of equity-accounted investees comprises the contributions from those cruise ports situated in La Goulette, Lisbon, Singapore, and Venice. These are cruise ports in which the Group does not have a controlling influence in their operations

[10] GPH's net finance costs have historically been subject to material non-cash foreign exchange fluctuations due to USD-denominated assets and liabilities held by the Turkish subsidiary Global Liman İşletmeleri A.Ş. As a result of the refinancing of a related USD186.3 million Eurobond in FY2022, coupled with the sale of Port Akdeniz, it is expected that the Group's net finance costs will not be as materially impacted by foreign exchange movements in future years.

Net finance costs increased to USD59.01 million as the higher gains from foreign exchange movements and the increase in interest income were outweighed by the rise in interest expense on the increased balance of loans, borrowings, leases, and other related finance expenses. The latter included USD8.67 million in commission expenses due to early prepayment premiums from refinancing the Sixth Street loan ahead of maturity from the issuance of USD330 million investment grade (BBB- and BBB) secured private placement notes with a weighted average maturity of *circa* 13 years.[11] The increase in finance costs also reflected the increase in borrowings (including USD145 million of BBB- rated long term project financing for San Juan Cruise Port) and interest payable in relation to the Nassau Cruise Port which was entirely expensed following the completion of the project. The higher interest rate scenario on floating rate borrowings also had an adverse impact on finance costs. Nonetheless, given the considerable growth in adjusted EBITDA, the interest cover improved substantially year-on-year to 1.81 times.

The profit before tax amounted to USD14.33 million. After accounting for a tax charge of USD4.02 million, the net profit for the year stood at USD10.31 million which translated into a margin of 5.97%.

Meanwhile, other comprehensive income of the Group was negatively impacted by hedging losses of USD11.97 million and adverse foreign currency translation differences amounting to USD3.05 million. As a result, GPH reported a comprehensive loss for the year of USD5.06 million.

For **FY2025**, GPH is anticipating welcoming 16.49 million passengers (+23% year-on-year) as the outlook for the cruise industry continues to improve, driven by near-term booking trends and supported by the industry's robust cruise ship order book in the longer term. In fact, during the nine-month period from April 2024 to December 2024, GPH handled 13.43 million passengers, representing a growth of 31.82% over the same period in 2023 (10.19 million passengers). Moreover, the average occupancy rate during the first nine months of the current financial year remained above 100% whilst the number of cruise calls increased by 30.52% year-on-year to 4,653 (Q1 to Q3 FY2024: 3,565 cruise calls).

Adjusted revenues are expected to grow by 30.17% to USD224.86 million reflecting organic increase in business, the twelve-month operations of San Juan Cruise Port and Saint Lucia Cruise Port, as well as the new contribution from Liverpool Cruise Port. Similarly, adjusted cost of sales is expected to increase by 31.93%, in line with the growth in business, to USD59.67 million, thus leading to an uplift of 29.55% in adjusted gross profit to USD165.19 million. The gross profit margin is anticipated to ease marginally by 36 basis points to 73.46%.

Despite the strong business performance, operating costs are forecast to drop by 8.13% to USD27.20 million, reflecting economies of scale as well as the reduction in certain overheads such as personnel, consultancy, and selling and marketing expenses. Meanwhile, the share of results of equity-accounted investees is projected to ease by USD1.98 million to USD5.14 million amid a temporary decrease in traffic at Singapore Cruise Port due to limited ship capacity. Nonetheless, adjusted EBITDA is still expected to grow by 36.26% to USD145.71 million, translating into an improved margin of 64.80% compared to 61.90% in FY2024.

After accounting for depreciation, amortisation, and other adjusting items, the forecast operating profit of USD91.14 million (+24.27% year-on-year) would translate into a margin of 40.53% and a return on invested capital of 10.54%.

GPH anticipates a reduction of 17.75% in net finance costs to USD48.54 million. This expected decrease reflects the absence of the one-off negative impact from the refinancing the Sixth Street loan affecting FY2024 finance costs, the cost savings from the refinancing of borrowings at better terms, lower reference rates on floating-rate borrowings, and the capitalisation of interest on construction projects. Coupled with the forecast growth in adjusted EBITDA, the interest cover is anticipated to improve considerably year-on-year to 3 times.

After taking into account tax charges of USD7.32 million, the Guarantor is forecasting a profit for the year of USD35.28 million which would translate into a margin of 15.69%. The return on equity and the return on assets are also expected to improve considerably year-on-year to 83.30% (FY2024: 34.36%) and 3.03% (FY2024: 1.04%) respectively.

In **FY2026**, adjusted revenues are projected to increase by 19.28% to USD268.21 million on the back of further growth in passenger traffic to 17.68 million (+7.17% year-on-year) as well as the first full-year contribution from Bremerhaven Cruise Port.

Given the stronger projected increase in adjusted revenues than the uplift of 11.21% in adjusted cost of sales to USD66.36 million, adjusted gross profit is expected to grow by 22.19% to USD201.85 million. This would translate into a margin of 75.26%, representing an improvement of 180 basis points year-on-year.

[11] The senior secured loan from Sixth Street was entirely repaid on 28 September 2023. Despite having a five-year term, GPH decided to refinance this debt during FY2024 as the new USD330 million notes have a maturity in 2040 and a fixed coupon (compared to the floating rate of the Sixth Street loan), providing a stable financing basis matching the long-term profile of the Group's concessions

Operating costs are anticipated to ease by 4.21% to USD26.06 million amid a further reduction in administrative, selling, and marketing costs. Furthermore, the Group is projecting a higher share of results of equity-accounted investees (+38.04% to USD7.10 million) mirroring the improved underlying dynamics of the business in particular for Singapore Cruise Port, which is expected to increase traffic back to the level of FY2024, and Lisbon Cruise Port, which is benefiting from an increased allocation to the European Atlantic cruise market due to its unique location. As a result, adjusted EBITDA is projected to climb by 25.50% to USD182.86 million, resulting in a further uptick in the relative margin to 68.18%. Moreover, as net finance costs are expected to increase by only 3.28% to USD50.13 million, the interest cover is projected to strengthen considerably year-on-year to 3.65 times.

After accounting for depreciation, amortisation, and other adjusting items, the projected operating profit of USD131.17 million (+43.91% year-on-year) would translate into a margin of 48.90% and a return on invested capital of 13.27%.

Given the higher level of profitability, tax charges are expected to increase to just under USD10 million. Nonetheless, the Group is projecting its net profit for the year to more than double to USD71.05 million. The corresponding margin is expected to expand significantly to 26.49% whilst the return on equity and the return on assets are projected to rise by 70 basis points and 254 basis points to 84% and 5.57% (FY2024: 1.04%) respectively.

Global Ports Holding Limited **Statement of Cash Flows** **For the financial year 31 March**	**2022** **Actual** **$'000**	**2023** **Actual** **$'000**	**2024** **Actual** **$'000**	**2025** **Forecast** **$'000**	**2026** **Projection** **$'000**
Net cash from / (used in) operating activities	(9,573)	59,877	71,465	91,890	162,360
Net cash used in investing activities	(106,327)	(76,721)	(159,506)	(177,008)	(65,632)
Net cash from / (used in) financing activities	46,472	41,862	135,999	73,719	(70,512)
Net movement in cash and cash equivalents	**(69,428)**	**25,018**	**47,958**	**(11,399)**	**26,216**
Effect of foreign exchange rate changes	(1,484)	(6,504)	(5,202)	48	(212)
Cash and cash equivalents at beginning of year	170,599	99,687	118,201	160,957	149,606
Cash and cash equivalents at end of year	**99,687**	**118,201**	**160,957**	**149,606**	**175,610**
Acquisition of property and equipment	5,434	4,328	11,722	-	-
Acquisition of intangible assets	89,199	73,236	148,076	181,951	75,673
Capital expenditure	**94,633**	**77,564**	**159,798**	**181,951**	**75,673**
Free cash flow	**(104,206)**	**(17,687)**	**(88,333)**	**(90,061)**	**86,687**

STATEMENT OF CASH FLOWS

Net cash used in operating activities amounted to USD9.57 million in **FY2022** comprising an adverse change in working capital of USD5.18 million as well as other operating outflows of USD4.39 million. The movement in working capital included a cash outflow of USD9.66 million due to changes in trade payables and prepayments in Nassau Cruise Port relating to the progress of construction works.

Cash used in investing activities amounted to USD106.33 million and mainly comprised capital expenditure relating to Nassau Cruise Port.

Net cash from financing activities amounted to USD46.47 million. During the year, GPH refinanced a USD250 million Eurobond ahead of its scheduled maturity in November 2021, partly through the proceeds from the sale of Port Akdeniz as well as via a new five-year, senior secured loan agreement for up to USD261.30 million with Sixth Street Partners. The latter provided for two term loan facilities, namely an initial five-year term facility of USD186.30 million and an additional five-year growth facility of up to USD75 million.

During **FY2023**, GPH generated USD59.88 million in net cash from operating activities reflecting the improvement in financial performance as well as favourable working capital movements which amounted to USD2.97 million.

Net cash used in investing activities amounted to USD76.72 million, most of which was focused on the continued investment in Nassau Cruise Port.

In relation to financing activities, the Group raised a net amount of USD41.86 million. Shortly before the end of FY2023, the Guarantor raised €18.14 million in 6.25% unsecured and guaranteed bonds 2030 (through GPH Malta) to partly finance the Group's investment plans for cruise port acquisitions, mainly in Europe. Furthermore, an amount of USD38.9 million was drawn down from the Sixth Street Partners loan facility to finance the Kuşadasi Cruise Port concession extension to July 2052 and related expenses. In aggregate, net proceeds from loans and borrowings amounted to USD57.23 million. The Group was also in receipt of a long-term subordinated loan of USD21.92 million from its ultimate shareholder (GIH) to finance project expenses and debt servicing costs, as well as for general corporate purposes. Cash outflows from financing activities amounted to USD37.29 million and principally related to interest payments of USD33.09 million and lease payment obligations of USD3.09 million.

Overall, the Group ended the 2023 financial year with cash balances of USD118.20 million compared to USD99.69 million as at 31 March 2022.

Net cash generated from operating activities amounted to USD71.47 million in **FY2024**. Operating cash flows before changes in operating assets and liabilities increased materially year-on-year to USD102.76 million compared to USD58.41 million in the prior year. However, the Group's operating cash flows were adversely impacted by negative movements in working capital which amounted to USD26.53 million (FY2023: positive movement of USD2.97 million) mostly driven by the increase in operating activities leading to an increase in the level of trade and other receivables and a decrease in trade and other payables. The latter included one-off payments of *circa* USD13 million in relation to payments to the contractor following completion of works in Nassau Cruise Port.

Net cash used in investing activities totalled USD159.51 million and included acquisitions of property and equipment (USD11.72 million), non-controlling interests (USD13.40 million – increasing the Group's shareholding in the cruise ports located in Barcelona, Lisbon, Malaga, and Singapore), and intangible assets (USD148.08 million). The latter mainly reflected the expansion in the Caribbean region (through the investment in San Juan Cruise Port as well as the final stages of the upland development in Nassau Cruise Port), the concession extension of Kuşadasi Cruise Port, as well as the start of the investment activities at the Spanish cruise ports in the Canary Islands, Alicante, and Tarragona. On the other hand, during the year the Group received bank interest of USD8.60 million whilst dividends from equity-accounted investees totalled USD4.78 million.

Net cash from financing activities amounted to nearly USD136 million as the net proceeds from loans, borrowings, and related parties (USD186.68 million) and the issue of share capital (USD13.92 million) outweighed the payments related to interest (USD51.92 million), dividends to non-controlling interests (USD8.19 million), and lease liabilities (USD4.48 million).

In aggregate, the Group's cash reserves increased by USD47.96 million to USD160.96 million, representing almost 15% of the value of GPH's total assets of USD1.09 billion as at 31 March 2024.

For **FY2025**, the Group is anticipating a negative net movement in cash and cash equivalents of USD11.40 million, thus resulting in a reduction of 7.05% in cash balances to USD149.61 million.

Cash generated from operating activities is expected to amount to USD91.89 million, representing a year-on-year increase of 28.58%. This growth reflects the significant increase in business activity which is expected to offset the higher amount of taxes paid (+USD5.82 million to USD10.55 million), as well as the substantial negative movement in working capital of USD37.75 million mostly due to adverse changes in provisions and related party payables. The reduction in related party payables is related to the debt-to-equity conversion of all GIH shareholder loans during FY2025, hence effectively not a cash outflow for GPH.

Net cash used in investing activities is projected to amount to USD177.01 million, comprising cash outflows totalling USD181.95 million related to the acquisition of intangible assets less USD4.94 million dividends from equity-accounted investees. As such, GPH continues to have significant funded capital expenditure plans across its entire portfolio. Indeed, the Group will invest *circa* USD72 million in repairs and improvements to the port infrastructure at San Juan Cruise Port. Moreover, the Guarantor will be investing *circa* €27 million into constructing new cruise terminals and modular terminal facilities at Las Palmas Cruise Port.[12] Elsewhere at Saint Lucia Cruise Port, the GPH is dedicating more than USD34 million for a material expansion and enhancement of the cruise port facilities. The latter will include the transformation of the retail experience at the cruise port, as well as the expansion and enhancement of the existing berth in Point Seraphine, thus enabling the handling of the largest cruise ships in the global cruise fleet and increasing the port's capacity.[13] Further notable projects in FY2025 are related to the cruise ports in Nassau, Liverpool, and Antigua for an aggregate investment amount of *circa* USD44 million.

Net cash flows from financing activities are estimated at USD73.72 million, mainly comprising: (i) share capital increase of USD26.46 million which, however, is offset against a reduction in related party balances (debt-to-equity conversion); (ii) interest and lease payments of just over USD80 million; (iii) dividends to non-controlling interests of USD14.10 million; and (iv) net addition in borrowings of USD139.85 million. The latter are related to the Group's investments in Liverpool, San Juan, and Spain. During H1 2025, the Group raised USD95.6 million principally comprising USD42.5 million for San Juan Cruise Port, USD20 million related to Saint Lucia Cruise Port, GBP12.5 million Series B secured private placement notes for Liverpool Cruise Port, and USD 8 million related to construction activity at Las Palmas Cruise Port.

[12] Most of the financing for this capital expenditure will come from a project finance loan facility provided by a major regional bank with a total facility amount of up to €33.50 million and a tenor of 10 years.

[13] The financing of the majority of the investment is secured through a long-term (15 year), syndicated loan facility arranged by a leading regional bank with a total funding commitment of up to *circa* USD50 million.

Cash and cash equivalents are projected to increase by USD26.22 million (or +17.38%) to USD175.61 million in **FY2026**.

Cash generated from operating activities is expected to amount to USD162.36 million, representing a year-on-year increase of 76.69% reflecting the robust growth in business. Furthermore, in contrast to FY2025, during FY2026 the Group is expecting a marginal positive movement in working capital of USD0.22 million.

Net cash used in investing activities is projected to amount to USD65.63 million, comprising cash outflows totalling USD75.67 million related to the acquisition of intangible assets less USD10.04 million dividends from equity-accounted investees. During the year, the Group plans to continue pursuing investments at its cruise ports located in San Juan (USD33.09 million), Saint Lucia (USD15.22 million), Las Palmas (USD10.66 million), Antigua (USD6.71 million), and Nassau (USD4.59 million). Moreover, GPH intends to do further investments at other cruise ports such as those located in Cagliari, Catania, and Kuşadasi.

Net cash flows used in financing activities are estimated at USD70.51 million, comprising: (i) interest and lease payments of just over USD75 million; (iii) dividends to non-controlling interests of USD15.22 million; and (iv) net addition in borrowings of USD19.91 million. The latter are most related to the Group's cruise ports in Saint Lucia and Las Palmas.

Global Ports Holding Limited Statement of Financial Position As at 31 March	2022 Actual $'000	2023 Actual $'000	2024 Actual $'000	2025 Forecast $'000	2026 Projection $'000
ASSETS					
Non-current assets					
Property and equipment	121,411	116,180	118,835	109,522	101,302
Intangible assets	410,971	509,023	637,472	790,025	840,149
Right-of-use assets	83,461	77,408	77,108	97,429	93,383
Investment property	2,038	1,944	1,885	1,885	1,885
Goodwill	13,483	13,483	13,483	13,483	13,483
Equity accounted investments	14,073	17,828	19,085	19,284	16,340
Due from related parties	8,846	9,553	9,876	9,947	9,587
Deferred tax assets	6,604	3,902	4,074	5,289	5,834
Other non-current assets	2,375	2,791	3,493	3,493	3,493
	663,262	**752,112**	**885,311**	**1,050,357**	**1,085,456**
Current assets					
Trade and other receivables	21,148	23,650	30,516	36,103	37,727
Cash and cash equivalents	99,687	118,201	160,957	149,606	175,610
Other current assets	27,774	6,637	8,382	7,746	7,679
	148,609	148,488	199,855	193,455	221,016
Total assets	**811,871**	**900,600**	**1,085,166**	**1,243,812**	**1,306,472**
EQUITY					
Capital and reserves					
Share capital	811	811	985	1,070	1,070
Reserves	9,515	6,329	6,183	18,724	12,014
Retained losses	(48,192)	(73,283)	(58,576)	(34,878)	16,840
Non-controlling interest	88,263	101,440	76,099	75,108	79,217
	50,397	**35,297**	**24,691**	**60,024**	**109,141**
LIABILITIES					
Non-current liabilities					
Bonds and notes	224,109	242,820	398,701	847,163	839,694
Bank borrowings	250,525	303,390	379,216	118,256	148,027
Lease obligations	63,220	59,744	60,532	65,843	62,779
Other financial liabilities	50,316	53,793	49,699	47,198	44,644
Deferred tax liabilities and provisions	58,495	49,309	46,012	43,430	40,863
Other non-current liabilities	5,087	26,549	16,947	2,098	2,098
	651,752	735,605	951,107	1,123,988	1,138,105
Current liabilities					
Bonds and notes	16,490	17,834	5,878	4,068	7,470
Bank borrowings	40,445	46,167	50,382	20,384	14,311
Lease obligations	3,799	2,487	2,833	2,386	3,064
Other financial liabilities	754	1,639	2,013	2,013	2,013
Trade and other payables	37,888	42,115	29,425	22,243	23,662
Other current liabilities	10,346	19,456	18,837	8,706	8,706
	109,722	129,698	109,368	59,800	59,226
Total liabilities	**761,474**	**865,303**	**1,060,475**	**1,183,788**	**1,197,331**
Total equity and liabilities	**811,871**	**900,600**	**1,085,166**	**1,243,812**	**1,306,472**
Total debt	*598,588*	*672,442*	*897,542*	*1,058,100*	*1,075,345*
Total borrowings (total debt less lease liabilities)	*531,569*	*610,211*	*834,177*	*989,871*	*1,009,502*
Net debt	*498,901*	*554,241*	*736,585*	*908,494*	*899,735*
Net borrowings	*431,882*	*492,010*	*673,220*	*840,265*	*833,892*
Invested capital (total equity plus net debt)	*549,298*	*589,538*	*761,276*	*968,518*	*1,008,876*

Global Ports Holding Limited Key Financial Ratios	FY2022 Actual	FY2023 Actual	FY2024 Actual	FY2025 Forecast	FY2026 Projection
Net debt-to-EBITDA *(times)* *(Net debt / adjusted EBITDA)*	71.22	7.63	6.89	6.24	4.92
Net borrowings-to-EBITDA (ex-IFRS 16 'Leases') *(times)* *(Net borrowings / adjusted EBITDA ex-IFRS 16 'Leases')*	239.93	7.27	6.72	6.08	4.77
Total borrowings-to-EBITDA (ex-IFRS 16 'Leases') *(times)* *(Total borrowings / adjusted EBITDA ex-IFRS 16 'Leases')*	295.32	9.02	8.33	7.16	5.77
Net debt-to-equity *(times)* *(Net debt / total equity)*	9.90	15.70	29.83	15.14	8.24
Net borrowings-to-equity *(times)* *(Net borrowings / total equity)*	8.57	13.94	27.27	14.00	7.64
Net gearing *(%)* *(Net debt / net debt and total equity)*	90.83	94.01	96.76	93.80	89.18
Net gearing ex-IFRS 16 'Leases' *(%)* *(Net borrowings / net borrowings and total equity)*	89.55	93.31	96.46	93.33	88.43
Debt-to-assets *(times)* *(Total debt / total assets)*	0.74	0.75	0.83	0.85	0.82
Leverage *(times)* *(Total assets / total equity)*	16.11	25.51	43.95	20.72	11.97
Current ratio *(times)* *(Current assets / current liabilities)*	1.35	1.14	1.83	3.24	3.73

STATEMENT OF FINANCIAL POSITION

Total assets amounted to USD811.87 million as at the end of **FY2022** and principally comprised cash balances and the major non-current assets as described in Section 7 – Major Non-Current Assets of this Analysis. Year-on-year, the total value of major non-current assets increased by 11.49% to USD629.92 million reflecting the increase in the value of port operation rights largely on the back of the investments made in Nassau Cruise Port and Antigua Cruise Port.

Total equity stood at USD50.40 million as at 31 March 2022 which was materially lower than the level of USD155.26 million as at the end of FY2019. The contraction was due to the significant losses incurred by the Group in FY2021 and FY2022 due to the negative effects of the COVID-19 pandemic.

The major component of the Group's liabilities is debt comprising bonds, notes, bank borrowings, and lease obligations. These amounted to USD598.59 million as at the end of FY2022. Excluding lease liabilities, total borrowings amounted to USD531.57 million whilst net borrowings stood at USD431.88 million.

Total assets increased by 10.93% to USD900.60 million in **FY2023** largely on account of the further expansion in the value of port operation rights which, coupled with the increase in the value of equity-accounted investments, outweighed the drops in property, equipment, and right-of-use assets due to scheduled depreciation and amortisation.

Total equity contracted further to USD35.30 million reflecting mainly the total comprehensive loss of USD15.16 million incurred during the year. On the other hand, total liabilities rose by 13.64% to USD865.30 million (31 March 2022: USD761.47 million) driven by the 14.79% increase in total borrowings to USD610.21 million. During FY2023, bank borrowings increased by 20.14% to USD349.56 million (31 March 2022: USD290.97 million) whilst the level of outstanding bonds and notes grew by 8.34% to USD260.65 million compared to USD240.60 million as at 31 March 2022.

As summarised in the table below, 39.53% (or USD241.23 million) of the Group's aggregate borrowings as at the end of FY2023 related to unsecured bonds and notes issued for the purpose of acquiring and developing Nassau Cruise Port. These bonds and notes are fully non-recourse, unsecured, and long dated as they mature in 2040.[14] The other major component of the Group's total borrowings in FY2023 related to the Sixth Street facility taken on in 2021 to refinance the then maturing Eurobond of the Group.

As at 31 March 2023, 52.58% (or USD320.85 million) of the Group's total borrowings was on a secured basis, whilst the remaining portion of 47.42% (or USD289.36 million) was unsecured. A similar composition defined the basis of interest, with 52.12% (or USD318.04 million) of total borrowings on a floating rate whilst the remaining portion of 47.88% (or USD292.18 million) on a fixed rate basis.

Global Ports Holding Limited
Total Borrowings [1]
As at 31 March

Purpose	Status	Company	Maturity	2022 Actual $'000	2023 Actual $'000	2024 Actual $'000	2025 Forecast $'000	2026 Projection $'000
Investments and projects	Secured notes [2]	GPH Cruise Port Finance Ltd / Global Ports Group Finance Ltd [3]	2040	187,095	247,189	328,532	346,699	346,699
	Unsecured bonds, notes and loans	Nassau Cruise Port	2040	240,600	241,226	249,956	282,000	281,875
	Secured bonds	San Juan Cruise Port	2039			134,992	187,000	187,000
	Secured loan	Saint Lucia Cruise Port	2039				31,787	45,849
	Secured loans	Antigua Cruise Port	2026	33,421	32,139	31,056	34,459	38,251
	Unsecured bonds	GPH Malta Finance [4]	2030		19,426	19,075	35,532	31,590
	Secured loan	Port of Adria	2025	21,443	17,932	13,112	10,819	9,630
	Secured loans	Various cruise ports	Various	24,516	23,593	37,123	50,195	57,673
	Unsecured loans	Various cruise ports	Various	24,494	28,706	20,331	11,380	10,935
				531,569	**610,211**	**834,177**	**989,871**	**1,009,502**

[1] *Amounts up to FY2024 represent carrying values recognised in the financial statements in accordance with IFRS, including outstanding balances, amortisation of related fees and costs, and accrued interest. Forecasts and projections for FY2025 and FY2026 reflect nominal outstanding amounts.*

[2] *The amounts up till FY2023 represent the secured loan with Sixth Street.*

[3] *Entities owning several cruise ports located in various regions.*

[4] *The Issuer.*

Although the COVID-19 pandemic left a significant negative impact on the Group's equity base, on the other hand it presented opportunities for GPH to extend its cruise network and conclude new concession agreements at favourable terms. However, this came at the expense of a general deterioration in the credit metrics. Indeed, the Group's debt-to-assets ratio and leverage ratio increased to 0.75 times and 25.51 times respectively as at 31 March 2023 compared to 0.57 times and 5.12 times as at the end of FY2019. Likewise, the net borrowings-to-equity ratio and the net gearing ratio (excluding IFRS 16 – Leases) rose to 13.94 times and 93.31% respectively as at 31 March 2023 compared to 2.09 times and 67.59% as at the end of FY2019.

Nonetheless, it is important to note that the benchmark credit metric applicable to infrastructure businesses like GPH is the net borrowings-to-adjusted EBITDA multiple (ex-IFRS 16 – Leases) as such indicator measures the cash earnings capability of the Group when compared to the total amount of outstanding borrowings. This multiple stood at 7.27 times in FY2023 compared to 8.40 times in FY2019, which essentially shows that despite the substantial increase in net borrowings between FY2019 and FY2023, the investments undertaken by GPH financed through additional indebtedness are generating earnings that place the Group in a stronger position when compared to the period prior to the outbreak of COVID-19 pandemic.

Total assets increased by 20.49% to USD1.09 billion in **FY2024** principally reflecting the higher level of intangible assets amounting to USD637.47 million compared to USD509.02 as at 31 March 2023. Similarly, total liabilities rose by 22.56% to USD1.06 billion as the USD225.10 million increase in total debt to USD897.54 million (31 March 2023: USD672.44 million) was partly offset by the decrease in the amount of other financial liabilities, deferred tax liabilities and provisions, trade and other payables, as well as other non-current liabilities. Excluding lease liabilities, total borrowings as at 31 March 2024 stood at USD834.18 million, representing a year-on-year increase of 36.70%.

The main driver for the increase in total borrowings were two unsecured fixed-coupon bonds totalling USD187 million of investment-grade status (BBB-) for the long-term project financing of San Juan Cruise Port (USD 145 million outstanding as of 31 March 2024). These bonds are non-recourse and exclusively applied to finance San Juan investments. USD110 million was raised through the issuance of Series A tax-exempt bonds with final maturity in 2045 which was placed in the US municipal bond market. On the other hand, the remaining USD77 million was raised through the issuance of Series B bonds (private placement) due in 2039 to US institutional investors.

For the partial financing of the capital expenditure at Las Palmas Cruise Port, a project finance loan facility was provided by a major regional bank with a total facility amount of up to EUR 33.5 million and a tenor of 10 years (in addition to minor working capital and guarantee facilities), of which USD6.5 million was outstanding as of 31 March 2024.

[14] In early FY2024, Nassau Cruise Port successfully refinanced the bond which was originally issued in June 2020. This resulted in an increase in the nominal outstanding amount to USD145 million from USD134.4 million, as the refinancing included accrued interest and transaction expenses, albeit the coupon rate was reduced by 200 basis points. The maturity date of 2040 remained unchanged, as did the principal repayment schedule which is 10 equal annual payments from June 2031. The bond remained unsecured and non-recourse to any other Group entity.

In September 2023, GPH issued USD330 million of investment grade (BBB- and BBB private ratings from international rating agencies) secured private placement notes to insurance companies and long-term asset managers with a weighted average maturity of 13 years. The majority of the proceeds were used to repay in full the outstanding senior secured loan from Sixth Street, including early repayment fees and accrued interest.

During FY2024, the profile of the Group's borrowings changed considerably as the proportion of secured borrowings increased to 65.31% (amounting to USD544.82 million). In parallel, although the amount of unsecured borrowings remained virtually unchanged at USD289.36 million, its proportion as a percentage of total borrowings dropped to 34.69%.

Another notable development was the significant extension of the Group's borrowing maturities, aligning the financing profile with the long-term nature of GPH's various concessions. Moreover, there was also an important change in the type of interest rates between fixed or floating. Indeed, the proportion of borrowings with fixed rates increased to 95.77% (amounting to USD798.87 million) while the proportion of borrowings with floating rates dropped sharply to just 4.23% (amounting to USD35.30 million).

Net borrowings (excluding lease liabilities) stood at USD673.22 million at 31 March 2024 compared to USD492.01 million as at the end of FY2023. However, given the upsurge in adjusted EBITDA, the net borrowings-to-adjusted EBITDA multiple eased to 6.72 times. Conversely, due to the further contraction in equity to USD24.69 million[15], the net borrowings-to-equity ratio and the net gearing ratio (excluding IFRS 16 – Leases) deteriorated to 27.27 times and 96.46% respectively. Despite the return to positive net income in FY2024 and resulting improvements in retained earnings, the total equity of GPH contracted due to the impact of the acquisition of minority interests appertaining to the cruise ports in Barcelona, Malaga, Singapore, and Lisbon, thus reducing the non-controlling interest position within equity.

The debt-to-assets ratio and the leverage ratio trended higher to 0.83 times and 43.95 times respectively. On the other hand, given the increase in current assets (largely reflecting the rise in cash balances) coupled with the drop in current liabilities, the current ratio strengthened to 1.83 times compared to 1.14 times as at the end of FY2023.

Total assets are expected to increase by 14.62% (or +USD158.65 million) to USD1.24 billion in **FY2025** on the back of the year-on-year increase in intangible assets by USD152.55 million (or +23.93%) to USD790.03 million. This is driven by the addition of Saint Lucia Cruise Port and Liverpool Cruise Port, as well as construction expenses and capitalised interest in relation to the cruise ports located in San Juan, Nassau, Antigua, Las Palmas, Tarragona, and Alicante, partially offset by amortisation of the period.

Total liabilities are anticipated to rise by USD123.31 million (or +11.63%) to USD1.18 billion amid higher level of borrowings to USD989.87 million (+18.66%) mostly due to additional debt taken on for new investments at the cruise ports located in Nassau, San Juan (issuance of USD42.5 million notes), Saint Lucia, and for the financing of Liverpool (issuance of GBP12.5 million Series B notes at HoldCo level).

In December 2024, Nassau Cruise Port completed the refinancing of one of its tranches of unsecured notes, amounting to USD55 million issued in November 2021, via a new senior unsecured loan facility.

The new loan ranks *pari passu* to the other bonds and notes at Nassau Cruise Port and is at a much lower fixed interest rate and for a longer term, with final maturity in 2034 (weighted average maturity of 8.2 years). The same loan facility includes a tranche for the financing of further, discretionary expansion capital expenditure at Nassau Cruise Port.

Despite the increase in borrowings, in view of the forecasted strengthening of the Group's equity position to USD60.02 million (+USD35.33 million), the net gearing ratio (excluding IFRS 16 – Leases) and the net borrowings-to-equity ratio are expected to ease to 93.33% and 14 times respectively. Likewise, the leverage ratio is expected to improve significantly to 20.72 times, while the net borrowings-to-adjusted EBITDA multiple is projected to decrease to 6.08 times, reflecting the substantial increase in earnings.

The Group is projecting a further increase in assets in **FY2026** to USD1.31 billion (+5.04%, or +USD62.66 million) due to higher level of cash balances (as previously explained) and value of intangible assets. The latter are projected to grow by 6.34% (or USD50.12 million) to USD840.15 million mainly reflecting further additions to the operation rights of the cruise ports located in San Juan, Saint Lucia, Las Palmas, Nassau, and Antigua.

Total liabilities are anticipated to rise by USD13.54 million (or +1.14%) to USD1.20 billion as total borrowings are projected to increase by nearly 2% to USD1.01 billion predominantly due to new debt taken on for Saint Lucia cruise port. However, given the projected improvement in the fundamentals of the Group, including further material increase in profitability coupled with a commensurate robust expansion in equity to USD109.14 million (+81.83%, or +USD49.12 million), the net borrowings-to-adjusted EBITDA multiple and the net borrowings-to-equity ratio are expected to drift lower to 4.77 times and 7.64 times respectively. Furthermore, all other principal credit metrics of the Group are projected to mirror a reduction in risk profile, with the debt-to-assets ratio moving lower year-on-year to 0.82 times (FY2025: 0.85 times), and the net gearing ratio (excluding IFRS 16 – Leases) and the leverage ratio easing to 88.43% and 11.97 times respectively.

[15] The reduction in the Group's equity base took place despite the issuance of new shares in partial satisfaction of the debt owed by the Group to GIH, mainly due to non-cash-related other comprehensive losses.

11. RESERVE ACCOUNT

In relation to the 2023 Bonds, the Issuer undertook that as from 10 March 2026, and over a period of three years therefrom, it will build up a Reserve Account the value of which will, in aggregate, be equivalent to 50% of the nominal amount of the €18.14 million 6.25% unsecured and guaranteed bonds 2030 that were admitted to the Regulated Main Market (Official List) of the Malta Stock Exchange on 13 March 2023.

Instalment date	Percentage threshold of the nominal amount
10 March 2026	20%
10 March 2027	10%
10 March 2028	10%
10 March 2029	10%
TOTAL	**50%**

The Reserve Account will be funded by cash deposits from the Issuer or the Guarantor, and will be governed by the following principal terms:

- The Reserve Account will be a bank account created by the Issuer, segregated from any other bank account held by the Issuer from time to time. Until the occurrence of an event of default (as defined in Section 5.13 – Events of Default of the Securities Note dated 1 February 2023), the Reserve Account will be under the sole administration and control of the Issuer. Should an event of default occur, the Reserve Account will be under the sole administration and control of a security trustee (the "**Security Trustee**") which will be duly authorised to act as a trustee in terms of article 43(3) of the Trusts and Trustees Act (Cap. 331 of the laws of Malta) and independently from the Issuer and the Guarantor. Upon inception of the Reserve Account, it will be pledged in favour of the Security Trustee for the benefit of Bondholders, which pledge will be enforceable by the Security Trustee upon the occurrence of an event of default.

- The terms of appointment of the Security Trustee will be set out in a security trust deed to be entered into by the Security Trustee, the Issuer, and the Guarantor, based on the principles set out in the Securities Note dated 1 February 2023. The terms on the basis of which the Reserve Account will be pledged by the Issuer (as pledgor) in favour of the Security Trustee (as pledgee) will be set out in a pledge agreement to be entered into by the Issuer, the Guarantor, and the Security Trustee immediately upon the creation of the Reserve Account.

- Funds in the Reserve Account may only be applied for the purpose of redeeming the equivalent amount of outstanding Bonds on 10 March 2030 (the "**Redemption Date**"), provided that prior to the Redemption Date, such funds may be applied exclusively for:

  (i) Buying back bonds for cancellation in terms of the Securities Note dated 1 February 2023; or
  (ii) Investing in a balanced and diversified portfolio of marketable and liquid assets as can reasonably be considered practicable by the Security Trustee in the then market and overall economic conditions.

- Should an event of default occur, the Security Trustee will, inter alia, undertake the following activities:

  (i) Maintain control of the funds in the Reserve Account which will be segregated from any other asset of the Issuer and, or the Security Trustee, as applicable.
  (ii) Monitor the contributions being made to the Reserve Account, as applicable.
  (iii) Authorise the release of the funds in the Reserve Account, in full or in part, for the utilisation thereof for any of the permitted uses.

- In the event of a cancellation or redemption in full of all outstanding bonds, any funds remaining thereafter in the Reserve Account will be distributed by the Security Trustee to the Issuer and, or the Guarantor.

- For the purpose of funding the Reserve Account, in lieu (in full or in part) of cash deposits from the Issuer and, or Guarantor, the Issuer may procure a first demand bank guarantee issued by a reputable and duly licensed financial institution and having the Security Trustee as beneficiary. Should such bank guarantee be for an amount equivalent to part but not all of the Reserve, the remaining amount of the Reserve will be funded through cash deposits from the Issuer and, or the Guarantor in the Reserve Account. Should such bank guarantee be for an amount equivalent to the full amount of the Reserve, the Issuer will procure that the amount of the bank guarantee will be maintained in accordance with the schedule of instalments set out above.

PART 3 – COMPARATIVE ANALYSIS

The table below provides a comparison between the Group and its bonds with other debt issuers and their respective debt securities listed on the Official List of the Malta Stock Exchange. Although there are significant variances between the activities of the Group and those of other debt issuers (including different industries, principal markets, competition, capital requirements etc.), and material differences between the risks associated with the Group's business/es and those of other debt issuers, the comparative analysis illustrated in the table below serves as an indication of the relative financial strength and creditworthiness of the Group.

Comparative Analysis*	Amount Issued	Yield-to-Maturity / Worst	Interest Cover	Net Debt-to-EBITDA	Net Gearing	Debt-to-Assets
	(€'000)	*(%)*	*(times)*	*(times)*	*(%)*	*(times)*
5.10% 6PM Holdings p.l.c. Unsecured 2025**	13,000	2.53	13.36	0.04	1.31	0.09
4.50% Hili Properties p.l.c. Unsecured & Guaranteed 2025	37,000	5.66	1.80	8.70	46.06	0.45
3.25% AX Group p.l.c. Unsecured 2026	15,000	3.83	3.09	7.54	42.13	0.37
4.25% CPHCL Finance p.l.c. Unsecured & Guaranteed 2026	40,000	4.24	1.45	11.49	43.52	0.41
5.00% Dizz Finance p.l.c. Unsecured & Guaranteed 2026	8,000	5.13	2.27	8.24	80.39	0.57
4.35% Hudson Malta p.l.c. Unsecured & Guaranteed 2026	12,000	4.34	5.64	6.37	77.20	0.60
4.00% International Hotel Investments p.l.c. Secured 2026	55,000	3.99	1.61	10.49	43.07	0.41
4.00% International Hotel Investments p.l.c. Unsecured 2026	60,000	3.99	1.61	10.49	43.07	0.41
3.75% Premier Capital p.l.c. Unsecured 2026	65,000	3.74	10.89	2.16	65.14	0.57
4.00% Eden Finance p.l.c. Unsecured & Guaranteed 2027	40,000	4.00	5.43	4.21	26.73	0.24
4.00% Hili Finance Company p.l.c. Unsecured & Guaranteed 2027	50,000	4.00	4.60	4.44	69.59	0.61
5.25% Mediterranean Investments Holding p.l.c. Unsecured & Guaranteed 2027	30,000	4.23	5.42	2.67	20.40	0.19
4.35% SD Finance p.l.c. Unsecured & Guaranteed 2027	65,000	4.34	5.86	2.93	30.32	0.34
4.00% Stivala Group Finance p.l.c. Secured & Guaranteed 2027	45,000	4.20	5.67	4.17	22.93	0.21
4.75% Best Deal Properties Holding p.l.c. Secured & Guaranteed 2025-2027	14,675	4.74	57.57	7.98	65.66	0.64
4.75% Gap Group p.l.c. Secured & Guaranteed 2025-2027	23,000	4.74	n/a	3.47	55.05	0.56
3.85% Hili Finance Company p.l.c. Unsecured & Guaranteed 2028	40,000	3.88	4.60	4.44	69.59	0.61
5.85% Mediterranean Investments Holding p.l.c. Unsecured & Guaranteed 2028	20,000	4.55	5.42	2.67	20.40	0.19
5.75% Plan Group p.l.c. Secured & Guaranteed 2028	12,000	4.55	7.37	9.26	54.58	0.48
3.75% AX Group p.l.c. Unsecured 2029	10,000	3.75	3.09	7.54	42.13	0.37
3.80% Hili Finance Company p.l.c. Unsecured & Guaranteed 2029	80,000	4.18	4.60	4.44	69.59	0.61
5.00% Hili Finance Company p.l.c. Unsecured & Guaranteed 2029	80,000	4.61	4.60	4.44	69.59	0.61
3.65% Stivala Group Finance p.l.c. Secured & Guaranteed 2029	15,000	3.65	5.67	4.17	22.93	0.21
5.75% Best Deal Properties Holding p.l.c. Secured & Guaranteed 2027-2029	15,000	4.65	57.57	7.98	65.66	0.64
6.25% GPH Malta Finance p.l.c. Unsecured & Guaranteed 2030	18,144	5.32	1.81	6.89	96.76	0.83
3.65% International Hotel Investments p.l.c. Unsecured 2031	80,000	4.43	1.61	10.49	43.07	0.41
3.50% AX Real Estate p.l.c. Unsecured 2032	40,000	4.44	2.87	8.01	51.84	0.47
5.35% Best Deal Properties Holding p.l.c. Unsecured 2032	7,000	5.35	57.57	7.98	65.66	0.64
5.80% GPH Malta Finance p.l.c. Unsecured & Guaranteed 2032	15,000	5.80	1.81	6.89	96.76	0.83
5.00% Mariner Finance p.l.c. Unsecured 2032	36,930	4.84	4.89	6.08	50.77	0.50
5.85% AX Group p.l.c. Unsecured 2033	40,000	4.91	3.09	7.54	42.13	0.37
6.00% International Hotel Investments p.l.c. Unsecured 2033	60,000	5.25	1.61	10.49	43.07	0.41
5.35% Hal Mann Vella Group p.l.c. Secured 2031-2034	23,000	4.81	2.21	9.47	51.49	0.43
4.50% The Ona p.l.c. Secured & Guaranteed 2028-2034	16,000	4.50	3.09	16.34	74.89	0.65
5.50% Juel Group p.l.c. Secured & Guaranteed 2035	32,000	4.99	1.13	39.37	60.27	0.55

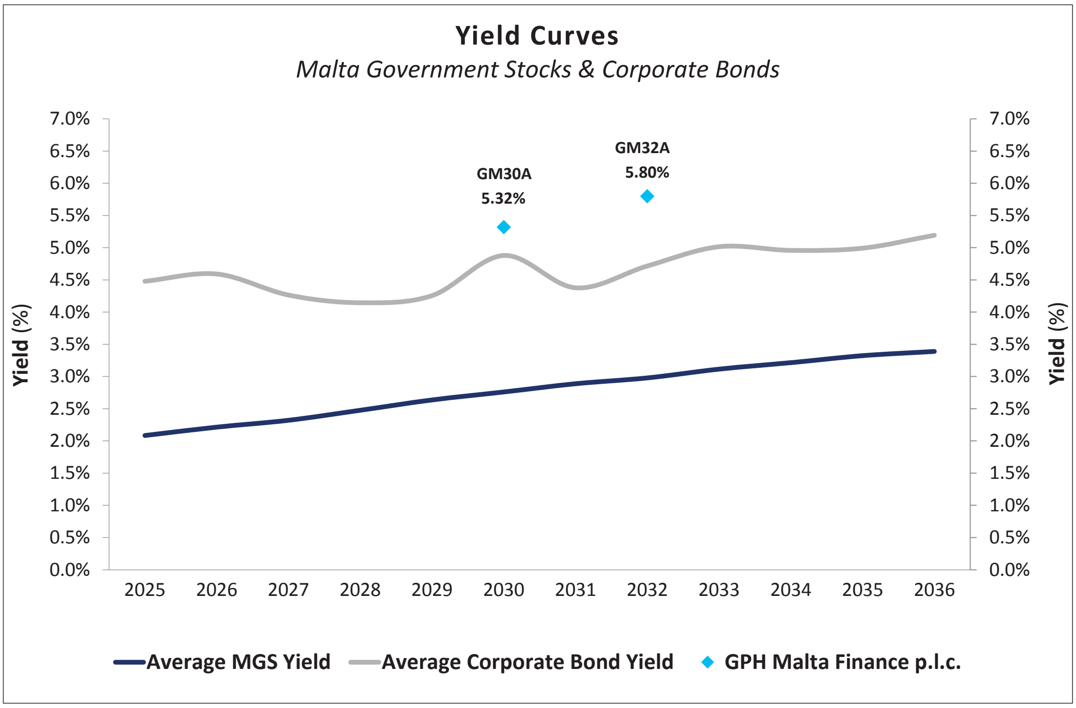
As at 28 February 2025

***** The financial ratios pertain to Idox p.l.c..***

Sources: Malta Stock Exchange

M.Z. Investment Services Limited

Most recent audited annual financial statements except for Juel Group p.l.c. (FY2024 forecast, as included in the Financial Analysis Summary dated 28 June 2024).



The closing market price as at 28 February 2025 for the 2023 Bonds (**6.25% GPH Malta Finance p.l.c. unsecured and guaranteed bonds 2030** – GM30A) was 104.00%. This translated into a yield-to-maturity ("YTM") of 5.32% which was 44 basis points above the average YTM of 4.88% of other local corporate bonds maturing in the same year. The premium over the corresponding average Malta Government Stock yield of equivalent maturity (2.76%) stood at 256 basis points.

The new **5.80% GPH Malta Finance p.l.c. unsecured and guaranteed bonds 2032** (GM32A) have been priced at a premium of 108 basis points over the average YTM of 4.72% of other local corporate bonds maturing in the same year as at 28 February 2025. The premium over the corresponding average Malta Government Stock yield of equivalent maturity (2.98%) stood at 282 basis points.

INCOME STATEMENT

Adjusted revenue	Total income generated from business activities. Refer to 'Part 5 – Glossary of Alternative Performance Measures'.
Adjusted cost of sales	Expenses directly attributable to the Group's operations.
Adjusted gross profit / (loss)	The difference between adjusted revenue and adjusted cost of sales. It refers to the profit (or loss) made before deducting operating costs, depreciation and amortisation charges, finance costs, impairment provisions, share of results from equity-accounted investees, as well as other operating costs.
Share of results of equity-accounted investees	The Group owns minority stakes in a number of port operations. The results of such companies are not consolidated with the subsidiaries of the Group, but the Group's share of profit (or loss) is shown in the profit and loss account under the heading 'Share of results of equity-accounted investees'.
EBITDA	Earnings before interest, tax, depreciation, and amortisation. It is a metric used for gauging operating performance excluding the impact of capital structure. EBITDA is usually interpreted as a loose proxy for operating cash flows.
Adjusted EBITDA	Refer to 'Part 5 – Glossary of Alternative Performance Measures'.
IFRIC 12 construction gross profit / (loss)	The difference between IFRIC-12 'Service Concession Arrangements' construction revenue and construction cost of sales.
Operating profit / (loss)	Profit (or loss) from operating activities when also including the share of results of equity-accounted investees.
Profit / (loss) after tax	Net profit (or loss) registered from all business activities.

PROFITABILITY RATIOS

Gross profit margin	The difference between adjusted revenue and adjusted cost of sales expressed as a percentage of adjusted revenue.
EBITDA margin	Adjusted EBITDA as a percentage of adjusted revenue.
Operating profit margin	Operating profit (or loss) as a percentage of adjusted revenue.
Net profit margin	Profit (or loss) after tax as a percentage of adjusted revenue.
Return on equity	Measures the rate of return on net assets and is computed by dividing the net profit (or loss) for the year by average equity.
Return on assets	Measures the rate of return on assets and is computed by dividing the net profit (or loss) for the year by average assets.
Return on invested capital	Measures the rate of return from operations and is computed by dividing operating profit (or loss) for the year by the average amount of equity and net debt.

STATEMENT OF CASH FLOWS

Net cash flow from / (used in) operating activities	The amount of cash generated (or consumed) from the normal conduct of business.
Cash flow from / (used in) investing activities	The amount of cash generated (or consumed) from activities related to the acquisition, disposal, and/or development of long-term assets and other investments.
Cash flow from / (used in) financing activities	The amount of cash generated (or consumed) that have an impact on the company's capital structure and thus result in changes to share capital and borrowings.
Capital expenditure	The recurring level of cash outflow required for the acquisition of property, equipment, and intangible assets, excluding expenditure related to merger and acquisition activities.
Free cash flow	Represents the amount of cash generated (or consumed) from operating activities after accounting for capital expenditure.

STATEMENT OF FINANCIAL POSITION

Non-current assets	These represent long-term investments which full value will not be realised within the next twelve months. Such assets, which typically include property, plant, equipment, and investment property, are capitalised rather than expensed, meaning that the amortisation of the cost of the asset takes place over the number of years for which the asset will be in use. This is done instead of allocating the entire cost to the accounting year in which the asset was acquired.
Current assets	All assets which could be realisable within a twelve-month period from the date of the Statement of Financial Position. Such amounts may include development stock, accounts receivable, cash and bank balances.
Non-current liabilities	These represent long-term financial obligations which are not due within the next twelve months, and typically include long-term borrowings and debt securities.
Current liabilities	Liabilities which fall due within the next twelve months from the date of the Statement of Financial Position, and typically include accounts payable and short-term debt.
Total equity	Represents the residual value of the business (assets minus liabilities) and typically includes the share capital, reserves, as well as retained earnings.

FINANCIAL STRENGTH / CREDIT RATIOS

Interest cover	Measures the extent of how many times a company can sustain its net finance costs from adjusted EBITDA.
Net debt-to-EBITDA	Measures how many years it will take a company to pay off its net interest-bearing liabilities (including lease liabilities) from adjusted EBITDA, assuming that net debt and adjusted EBITDA are held constant.
Net debt-to-equity	Shows the proportion of net debt (including lease liabilities) to the amount of equity.
Net gearing	Shows the proportion of equity and net debt used to finance a company's business and is calculated by dividing net debt by the level of invested capital.
Debt-to-assets	Shows the degree to which a company's assets are funded by debt and is calculated by dividing all interest-bearing liabilities (including lease liabilities) by total assets.
Leverage	Shows how many times a company is using its equity to finance its assets.
Current ratio	Measures the extent of how much a company can sustain its short-term liabilities from its short-term assets.

PART 5 – GLOSSARY OF ALTERNATIVE PERFORMANCE MEASURES

The financial information included in this Analysis includes certain measures to assess the financial performance of the Group's business that are termed "non-IFRS measures" because they are either:

(i) Exclude amounts that are included in, or include amounts that are excluded from, the most directly comparable measure calculated and presented in accordance with IFRS; or

(ii) Are calculated using financial measures that are not calculated in accordance with IFRS.

ADJUSTED REVENUE

Adjusted revenue is calculated as revenue from all consolidated subsidiaries (cruise and commercial ports and other subsidiaries) excluding IFRIC-12 'Service Concession Arrangements' construction revenue.

Under IFRIC-12 'Service Concession Arrangements', the expenditure for certain construction activities, primarily related to the Group's investment in Nassau, is recognised as operating expenses and added with a margin to the Group's revenue. Accordingly, no invoices are issued, neither any payments are made. IFRIC-12 'Service Concession Arrangements' construction revenue and construction cost of sales have no impact on cash generation and is excluded from segmental EBITDA.

The margin of 2% on construction revenue was determined based on many estimates including construction consultancy during the tender process, as well as detailed analysis on the cost of terminal building construction and benchmarking with the construction companies performing infrastructure operations throughout the world.

SPECIFIC ADJUSTING ITEMS

The Group presents specific adjusting items separately. For proper evaluation of individual ports financial performance and consolidated financial statements, the Guarantor considers disclosing specific adjusting items separately because of their size and nature. These items include: project expenses (being the cost of specific merger and acquisition ["M&A"] activities, the costs associated with appraising and securing new and potential future port agreements which should not be considered when assessing the underlying trading performance, as well as the costs related to the refinancing of Group debts); the replacement provisions created for the replacement of fixed assets which do not include regular maintenance; other provisions and reversals related to unexpected non-operational transactions; impairment charges; employee termination and redundancy expenses; income from insurance repayments; income from scrap sales; gains or losses arising on the sale of securities; other provision expenses; as well as donations and grants.

SEGMENTAL EBITDA

Segmental EBITDA is calculated as income or loss before tax after adding back net finance costs, depreciation and amortisation charges, unallocated expenses, and other specific adjusting items.

The Group evaluates its segmental performance based on segmental EBITDA. This is done to reflect the fact that there is a variety of financial structures in place both at a port and Group level, whilst the nature of the port operating right intangible assets vary by port depending on which concessions were acquired versus awarded, and which are treated under IFRIC-12 'Service Concession Arrangements'. As such, the Group monitors its performance via the segmental EBITDA analysis which a proxy for cash generation apart from providing a more comparable basis for profitability between the various ports. Excluding project costs for acquisitions and one-off transactions such as project specific development expenses as well as unallocated expenses, segmental EBITDA provides a more comparable year-on-year measure of port-level trading performance.

ADJUSTED EBITDA

Adjusted EBITDA is calculated as segmental EBITDA less unallocated (Group) expenses.

The Group uses adjusted EBITDA to evaluate its consolidated performance on an 'as-is' basis with respect to the existing portfolio of ports. Notably excluded from adjusted EBITDA are the costs of specific M&A activities and the costs associated with appraising and securing new and potential future port agreements. M&A and project development are key elements of the Group's strategy in the cruise segment. Project lead times and upfront expenses for projects can be significant, however these expenses (as well as expenses related to raising financing such as IPO or acquisition financing) do not relate to the current portfolio of ports but to future adjusted EBITDA potential. Accordingly, these expenses would distort adjusted EBITDA which the Group uses to monitor the performance of its existing portfolio of ports.