

Izola Bank p.l.c.

**Annual Report
and
Financial Statements**

2025

Company Registration Number: C 16343

Izola Bank p.l.c.

Annual Report 2025

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This version of the Annual Report is not the official version. The official version is the ESEF Annual Financial Report 2025 that can be found on the Malta Stock Exchange portal at <https://borzamalta.com.mt/reports/IB32A>

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**Directors' and
Other Statutory Reports**

2025

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Izola Bank p.l.c.

Chairperson's Statement

For the Year Ended 31 December 2025

On behalf of the Board of Directors, I am pleased to present the Chairperson's Statement for Izola Bank p.l.c. for the financial year ended 31 December 2025.

Financial Performance Overview

The 2025 financial results reflect a year of disciplined balance sheet and cost management in a gradually normalising interest-rate environment, with a clear focus on funding-cost optimisation, margin preservation, and prudent execution. This strategic discipline is evidenced by the successful return to profitability, representing a material turnaround in financial performance within a single year following the challenges experienced in recent years.

The Bank generated a profit before tax of €0.68 million for the year (2024: loss of €4.1 million). Net interest income increased by 25% to €7.7 million (2024: €6.2 million), driven by funding cost optimisation and pricing improvements. Interest and similar income declined by 15% to €19.0 million (2024: €22.4 million), reflecting the reduction in market interest rates and balance sheet recalibration. This reduction was more than offset by materially lower funding costs, with interest expense decreasing by 30% to €11.3 million (2024: €16.2 million).

Fee and commission income increased to €0.31 million (2024: €0.23 million), whilst fee and commission expenses amounted to €0.14 million (2024: €0.15 million), resulting in net fee and commission income of €0.18 million (2024: €0.09 million).

Operating expenses declined year on year, reflecting disciplined cost control while maintaining targeted investment in core operational capabilities. Employee compensation and benefits amounted to €3.35 million (2024: €3.40 million), and other administrative expenses decreased significantly to €3.18 million (2024: €5.45 million), primarily the result of the absence of Depositor Compensation Scheme contributions for the year and a significantly reduced marketing spend.

Amortisation and depreciation charges totalled €0.99 million, comprising depreciation of €0.34 million (2024: €0.30 million) and amortisation of €0.65 million (2024: €0.85 million). The decrease in amortisation primarily reflects the full amortisation or write-off of certain intangible assets which were decommissioned in prior years.

Following the recognition of an income tax expense of €87,419 (2024: income tax credit of €1.1 million), the Bank reported a profit after tax of €0.6 million, compared to a loss of €2.97 million in the prior year.

Total comprehensive income for the year amounted to €0.82 million (2024: total comprehensive loss of €0.42 million), including other comprehensive income of €0.23 million (2024: €2.55 million). The reduction in other comprehensive income reflects lower valuation gains on property and financial instruments compared to the prior year.

Balance Sheet Strength and Capital Position

Izola Bank maintained a resilient balance sheet during the year, with total assets of €399.7 million (2024: €503.8 million).

The year-on-year contraction reflects deliberate balance sheet optimisation and selective origination aligned with margin, liquidity, and risk appetite considerations. Loans and advances to customers stood at €136.7 million (2024: €194.0 million), while factored receivables amounted to €116.6 million (2024: €138.2 million).

Customer deposits, the Bank's principal source of funding, totalled €338.1 million (2024: €448.6 million). This recalibration of deposit volumes is consistent with the calibration of the asset base.

Overall, these movements reflect a focused realignment of the balance sheet to support profitability, capital optimisation and long-term sustainability, while still preserving some capacity to support customers and to deploy selectively as market conditions evolve.

Izola Bank p.l.c.

Chairperson's Statement

For the Year Ended 31 December 2025

The Bank closed the year with a Tier 1 capital ratio of 15.54%, comfortably exceeding the minimum regulatory requirement, including guidance, of 12.80%.

Total equity stood at €31.5 million (2024: €30.7 million), reflecting ongoing consolidation following the capital actions undertaken in the prior year, together with the accounting impact arising from a Malta Financial Services Authority decision. This resulted in all Malta Government Bond holdings being accounted for at Fair Value through Other Comprehensive Income as disclosed to the market on 30 January 2026 by way of a Company Announcement issued in accordance with the Capital Markets Rules.

Reversal of a Correction in the Audited Financial Statements

Reference is made to the Malta Financial Services Authority's ("MFSA") Enforcement of Financial Information examination of the Bank's Annual Report and Audited Financial Statements for the financial year ended 31 December 2023. The review focused on the IAS 8 retrospective adjustment disclosed in relation to the initial classification of Malta Government Bonds acquired in 2021. At the time, the Bank considered the accounting treatment adopted to be appropriate. However, the MFSA reached a different conclusion, and, accordingly, the Bank has implemented the required reversal of the correction in its audited financial statements, commencing with the financial year ending 31 December 2025.

This implementation includes the restatement of comparative figures, as applicable, in accordance with IAS 8, and as requested by the MFSA. While the revised accounting treatment results in a reduction in corrected accounting equity, the Bank expects annual total comprehensive income to increase in subsequent periods due to the recovery of unrealised fair value losses. This is anticipated to be driven by declining yields and the corresponding increases in bond prices.

The restatement covers the following periods:

Opening position as at 1 January 2024
Financial position as at 31 December 2024
Interim figures as at 30 June 2025
Year-end figures as at 31 December 2025

The retrospective accounting adjustments do not affect reported regulatory capital ratios up to 31 December 2025. This is due to the application of the prudential treatment under Article 468 of the Capital Requirements Regulation (CRR), which provides for the temporary exclusion of unrealised gains/losses measured at FVOCI from own funds calculations until 31 December 2025. Under this treatment, unrealised losses on bonds issued by euro area sovereigns and measured at FVOCI are excluded from regulatory capital.

From 1 January 2026, regulatory capital ratios (CET1, Tier 1, Total Capital, and Leverage Ratio) fully reflect the prudential impact of relevant FVOCI movements on Own Funds and are therefore lower than reported in 2025. Notwithstanding this impact, the Bank continues to remain above its applicable minimum regulatory capital requirements and guidance levels.

Further details on the impact of the above-mentioned retrospective accounting adjustments on the Bank's financial statements are set out in Note 2.8 to the financial statements.

Strategic Developments

During 2025, the Bank continued to build on earlier achievements through a number of key strategic initiatives designed to further enhance its operational and financial foundations.

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Chairperson's Statement

For the Year Ended 31 December 2025

Significant progress was achieved in the Bank's digital transformation programme. Migration to the new core and internet banking systems was successfully completed, representing a major operational milestone. Enhancements to the enterprise data warehouse continued during the year and are progressing well, with completion targeted for the second half of 2026. These initiatives are intended to enhance the customer digital experience, improve operational efficiency, and strengthen the Bank's data, risk, and reporting capabilities.

In parallel, the Bank continued implementing a comprehensive capital action plan focused on strengthening its regulatory capital position and improving financial performance. The plan centred on balance sheet consolidation, prudent risk-weighted asset management to support long-term sustainability, alongside process optimisation and cost-efficiency measures. These initiatives, together with ongoing investment in governance, risk management, and talent development, underscore Izola Bank's commitment to building a resilient, agile, and customer-centric financial institution.

Outlook for 2026 and Beyond

Looking ahead, the operating environment in 2026 is expected to remain challenging and uncertain. Heightened geopolitical tensions, including developments in the Middle East, together with ongoing macroeconomic volatility, inflationary pressures, and evolving interest rate expectations, continue to shape market conditions and present challenges for the banking sector.

Against this backdrop, the Bank's priorities for 2026 are firmly centred on preserving financial stability and sustaining capital and liquidity strength within a disciplined and prudent risk framework. Despite potential headwinds affecting near-term performance, the Board and senior management remain focused on disciplined execution and ensuring ongoing balance-sheet resilience.

In parallel, senior management remains fully committed to the continued strengthening of governance, risk management, and operational capabilities. The Bank will also continue progressing its digital transformation initiatives, supporting operational efficiency and service quality, while maintaining a cautious and measured approach to business activity.

Despite the external challenges, the Board is confident that the actions being undertaken will support the Bank's resilience and sustainability, enabling it to navigate a complex and uncertain environment while remaining focused on the interests of its customers, shareholders, and other stakeholders.

Separately, the shareholders have advised the Board that discussions remain ongoing with multiple potential investors regarding a possible change in the Bank's ownership structure. The Board will consider any binding offer once it is formally submitted and subject to receipt of all necessary regulatory approvals.

Conclusion

I remain confident that Izola Bank is well-positioned to navigate future challenges and capitalise on opportunities as they arise.

On behalf of the Board of Directors, I would like to express our sincere appreciation to our customers for their continued trust, to our shareholders for their ongoing support, and to our employees for their professionalism, commitment, and resilience.

Ms. Caroline Van Marcke
Chairperson/Director
Izola Bank p.l.c.
29 April 2026

Izola Bank p.l.c.

Directors' Report

For the Year Ended 31 December 2025

The directors have prepared this report for Izola Bank p.l.c. ("the Bank"), in accordance with Article 177 of the Companies Act 1995 (Chapter 386, Laws of Malta) ("the Act"), including the further provisions as set out in the sixth schedule of the Act, together with the financial statements of the Bank for the year ended 31 December 2025.

Board of directors

The directors who served throughout the year were as follows:

Members

Ms. Caroline Van Marcke (Chairperson)
Ms. Magdalena De Roeck
Mr. Simon Azzopardi
Mr. Francis Gouder (resigned 29 April 2025)
Mr. Alain Malschaert
Mr. Andrew Mifsud
Mr. Guido Mizzi
Mr. Patrick H. Van Leynseele
Mr. David Demarco (appointed 1 October 2025)

Company secretary

Mr. Calvin Bartolo (resigned 31 October 2025)
Dr. Mikiel Calleja (appointed 31 October 2025)

Principal activities

Izola Bank p.l.c. is registered in Malta as a public limited liability company under the Companies Act, 1995 (Chapter 386, Laws of Malta). The Bank is licensed by the Malta Financial Services Authority to carry out the business of banking in terms of the Banking Act, 1994 (Chapter 371, Laws of Malta).

The Bank is principally engaged in providing corporate banking and factoring services to resident and non-resident customers, including related parties, with simple and easy-to-use savings products for both local and foreign individuals and businesses.

A review of the business of the Bank for the year ended 31 December 2025 and an indication of future developments are provided in the Chairperson's Statement, which can be found in the front section of this Annual Report.

Principal risks and uncertainties

The main risks that the Bank has identified are credit risk arising from changes in credit quality and the recoverability of loans and amounts due from Maltese and Belgian counterparties; concentration risk arising from an uneven distribution of counterparties; and liquidity and interest rate risks, which are inherent in the nature of the banking business. Other risks which are closely monitored by management include foreign exchange risk and investment price risk, reputational risk, operational risk, as well as cybersecurity and business continuity risks.

Izola Bank p.l.c.

Directors' Report – continued

For the Year Ended 31 December 2025

Risk management policies have been established to identify and analyse the risks faced by the Bank, to set out appropriate risk limits and controls, and to monitor risks and adherence to limits. A detailed overview of these risks, together with the respective financial metrics are outlined in Note 4 of the Financial Statements.

Directors' responsibilities for the financial statements

The Directors are required by the Companies Act, 1995, to prepare financial statements which give a true and fair view of the state of affairs of the Bank as at the end of each reporting period and of the profit or loss for that period. In preparing the financial statements, the Directors are responsible for:

- ensuring that the financial statements have been drawn up in accordance with International Financial Reporting Standards as adopted by the EU;
- selecting and applying appropriate accounting policies;
- making accounting estimates that are reasonable in the circumstances; and
- ensuring that the financial statements are prepared on the going concern basis unless it is inappropriate to presume that the Bank will continue in business as a going concern.

The Directors are also responsible for designing, implementing and maintaining such internal controls as they deem necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and that comply with the Companies Act, 1995 and the Banking Act, 1994. They are also responsible for safeguarding the assets of the Bank and, hence, for taking reasonable steps to prevent and detect fraud and other irregularities.

The financial statements of the Bank for the year ended 31 December 2025 are included in this Annual Report and made available on the Bank's website. The Directors are responsible for the maintenance and integrity of the Annual Report on the website, given their responsibility for the controls over, and the security of, the website. Access to information published on the Bank's website is available in other countries and jurisdictions where legislation governing the preparation and dissemination of financial statements may differ from requirements or practice in Malta.

Dividends and reserves

In the interest of preservation of capital and liquidity, the Directors have neither declared an interim dividend nor proposed the payment of a final dividend for the financial year 31 December 2025.

Going concern pursuant to Capital Markets Rule 5.62

As required by the Capital Markets Rule 5.62, upon due consideration of the Bank's performance, financial position, capital adequacy and solvency, the Directors confirm that, at the time of approving these Financial Statements, the Bank is capable of continuing to operate as a going concern for the foreseeable future.

Information pursuant to Capital Markets Rule 5.64

The Bank does not have any listed securities carrying voting rights.

Izola Bank p.l.c.

Directors' Report – continued

For the Year Ended 31 December 2025

Statement of the Directors pursuant to Capital Markets Rule 5.68

The Directors confirm that, to the best of their knowledge:

- the financial statements give a true and fair view of the financial position of the Bank as at 31 December 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU; and
- the Annual Report provides a fair review of the Bank's business development and performance, as well as its financial position, together with a description of the principal risks and uncertainties faced during the year.

Information pursuant to Capital Markets Rule 5.70.1

The Bank provides a range of banking services to the Van Marcke Group, of which the Bank itself is a member. Ms. Caroline Van Marcke, Ms. Magdalena de Roeck, and Mr. Patrick Van Leynseele are indirectly interested in this business relationship by virtue of their directorships of various companies within the Van Marcke Group.

Further details can be found within Note 31 of the Financial Statements.

Information pursuant to Capital Markets Rule 5.68

Pursuant to Capital Markets Rule 5.68, we, the undersigned, declare that to the best of our knowledge the financial statements included in the Annual Report, and prepared in accordance with the requirements of International Financial Reporting Standards as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Bank, and that the Directors' Report includes a fair review of the development and performance of the business and position of the Bank, together with a description of the principal risks and uncertainties that it faces.

Auditors

BDO Malta has expressed its willingness to continue in office. A resolution proposing the re-appointment of BDO Malta as auditors of the Bank will be submitted at the forthcoming Annual General Meeting.

Signed on behalf of the Board of Directors on 29 April 2026 by Mr. Andrew Mifsud (Chief Executive Officer/Director) and Mr. Guido Mizzi (Director) as per the Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Financial Report.

Registered Address

4 Castille Place,
Valletta
VLT 1062
Malta
Tel: +356 27922040

Izola Bank p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance

Pursuant to Capital Markets Rule 5.97 as issued by the Malta Financial Services Authority, Izola Bank p.l.c. (the 'Bank') hereby includes a Statement of Compliance reporting on the extent to which the Bank has adopted the Code of Principles of Good Corporate Governance appended as Appendix 5.1 to the said Capital Markets Rules (the 'Principles') and the effective measures that the Bank has taken to ensure compliance with these Principles during the financial year under review.

Introduction

The adoption of the Principles is not mandatory; however, the Board of Directors (the 'Board') of Izola Bank p.l.c. believes that the adoption of these Principles is in the best interest of the Bank and its shareholders.

The Bank applies all the provisions of the Code of Principles of Good Corporate Governance (the "Principles"), save where there exist circumstances that warrant non-adherence thereto, as outlined in Part Two of this Statement. During the financial year under review, the Bank did not apply any corporate governance practices beyond those required by national law.

PART ONE - Compliance with the Code

Principle 1: The Board

The Bank is headed by an effective Board, and all directors exercise prudent controls which enable risk to be assessed and managed. The Board is composed of members who are honest and competent, making them fit and proper to conduct the business of the Bank. The directors are of the appropriate calibre, having the necessary experience to provide leadership, integrity, and judgement in directing the Bank. All directors are responsible for determining the Bank's strategic aims and its organisational structure. The directors regularly review management performance and ensure that the Bank has the appropriate mix of financial and human resources to meet its objectives. Every director is conversant with the statutory and regulatory requirements connected to the business of the Bank and regularly attends meetings of the Board. Directors are appointed by the shareholders during the Bank's Annual General Meeting for a period of one year.

The Board delegates specific responsibilities to the Audit and Risk Committee, the Remuneration and Nomination Committee, the Credit Committee, the Strategy Committee and the Asset and Liability Committee. Each Committee has its own terms of reference, which are in turn approved by the Board.

Principle 2: Chairperson and Chief Executive Officer ('CEO')

The Bank's current organisational structure includes the positions of CEO and Chairperson, both held by different individuals. In line with the Board of Directors' terms of reference, there is a clear division of responsibilities between the running of the Board and the CEO's responsibility for managing the Bank's business. The separation of the roles of the Chairperson and the CEO prevents the concentration of authority and power in a single individual.

The Chairperson is responsible for leading the Board and setting out the agenda, and ensuring that the directors receive precise, timely and objective information so that they can take sound decisions and effectively monitor the performance of the Bank.

During the Board meeting, the Chairperson encourages active engagement from all Board members and ensures that the opinions of all directors are considered when discussing complex or contentious issues.

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Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance

Principle 2: Chairperson and Chief Executive Officer ('CEO') - continued

The CEO is responsible for driving and delivering performance within strategic goals and business plans agreed by the Board. He actively leads the senior management in the day-to-day running of the Bank and the execution of the agreed strategy. He makes decisions on all matters affecting the business's operations, performance, and strategy, except those reserved for the Board or specifically delegated by the Board to its Committees.

Principle 3: Composition of the Board

The Board considers that it is of sufficient size for the requirements of the business and its members possess the required diversity of knowledge and experience to properly execute their duties as directors. Each of the directors is skilful, competent, knowledgeable, and experienced, and is able to fulfil the role diligently. The CEO was appointed to the Board of Directors in 2019 and provides the Board with all necessary management and operational information.

During the year under review, the Board consisted of four independent Non-Executive Directors, three Non-Independent Non-Executive Directors, including the Chairperson (as set out in the Directors' Report) and one Executive Director, being the CEO. In determining the independence of its directors, the Board has referred to the principles relating to independence contained in the Code. Each independent non-executive director has made a declaration in writing to that effect in line with the requirements emanating from Code Provisions 3.4. All directors shall disclose their interests and external commitments, both ahead of their appointment and, where significant changes arise, during their tenure as directors. This ensures that directors' business interests and commitments do not give rise to potential conflicts of interest and allow them to devote the necessary time and attention to properly execute their duties on the Board.

Principle 4: Responsibilities of the Board

The Board's role and responsibility is to execute the four basic functions of corporate governance, namely: accountability, monitoring, strategy formation and policy development.

The Board regularly reviews and evaluates corporate strategy, major operational and financial plans, risk policy and performance objectives, and monitors implementation and corporate performance within the parameters of all relevant laws, regulations, and codes of best business practice. The Board ensures that policies and procedures are in place to maintain the highest standards of corporate conduct, including compliance with laws, regulations, business and ethical standards by the Bank and its employees.

Board members receive regular training and information sessions on topical matters, such as developments in banking regulation and emerging trends in the industry.

The Board requires management to constantly monitor performance and, at least quarterly, report to its satisfaction fully and accurately on the key performance indicators ('KPIs'). Business risks and KPIs are benchmarked against industry norms to effectively evaluate the Bank's performance.

The Board delegates specific responsibilities to the following Committees:

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Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance

Principle 4: Responsibilities of the Board - continued

Board Committees

Audit and Risk Committee

The Audit and Risk Committee's Terms of Reference include monitoring the financial reporting process, the effectiveness of the Bank's internal control, internal audit, and risk management systems, and the statutory audit of the Bank's annual financial statements. The vetting and approvals of related party transactions, which remain consistent from year to year, are handled by the same Committee.

The Audit and Risk Committee protects the interests of the Bank's shareholders and assists the directors in conducting their role effectively so that the Bank's decision-making capability and the accuracy of its reporting and financial results are always maintained at a high level. It ensures that the Bank maintains a robust finance function responsible for accounting and financial data. This Committee has non-executive responsibility for oversight of, and advice to, the Board on matters relating to financial reporting. The Committee monitors the integrity of the Bank's financial statements, any formal announcements relating to the Bank's financial performance, and reviews significant financial reporting judgements contained therein.

The Committee approves the internal audit work plan, which will include an assessment of controls relating to financial reporting and other risks as appropriate. The Audit and Risk Committee is also responsible for providing recommendations to the Board regarding the appointment of the external auditors, reviewing and monitoring their independence, and assessing the effectiveness of the statutory audit process.

In terms of Capital Markets Rules 5.117, 5.118 and 5.119, the Audit and Risk Committee comprises three non-executive directors. Mr. Guido Mizzi and Mr. Simon Azzopardi serve as non-executive directors and are considered independent, as they are free from any business, family or other relationships with the Bank or its management that could give rise to a conflict of interest or impair their judgement.

The Chairman of the Audit and Risk Committee is appointed by the Board of Directors.

In terms of Capital Markets Rule 5.119, Mr. Guido Mizzi is the director whom the Board considers independent of the Bank and competent in accounting, given his extensive experience as a former managing partner of a local accountancy firm. Mr. Van Leynseele is a partner in a Brussels law firm and a member of the Bar in both Brussels and New York. Mr. Azzopardi has an extensive background in product development, predominantly in the financial services sector and technology-focused businesses.

All three directors have experience serving on various other boards and are considered competent to fulfil their responsibilities as members of the Audit and Risk Committee of the Bank. The Board thus considers that the committee members have the competence relevant to the banking sector.

Meetings held: 6

Members	Attended
Mr. Guido Mizzi (Chairperson)	6
Mr. Simon Azzopardi	6
Mr. Patrick H. Van Leynseele	5

Izola Bank p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance

Principle 4: Responsibilities of the Board - continued

Other Board members have the right to attend the meetings. The Audit and Risk Committee has direct access to the Head of Finance and Treasury, who is responsible for the preparation and integrity of financial statements. The Head of Risk and Compliance has a direct reporting line to the Audit and Risk Committee. S/he is responsible for ensuring proper execution of the risk management and control framework. The Head of ICT, who is responsible for the maintenance of internal controls in relation to Information and Communications Technology ('ICT'), attends meetings when ICT-related topics are discussed. Both the internal and external auditors are also invited to attend meetings on an ad-hoc basis. The Company Secretary acts as Secretary to the Committee.

Remuneration and Nomination Committee

In its nomination function, the Committee is primarily tasked with identifying and nominating new Board candidates for the Board's approval. The Committee periodically assesses the structure, size, composition, and performance of the Board and makes recommendations to the Board regarding any changes. The Committee is also responsible for periodically assessing the skills, knowledge, and experience of individual directors, and of the Board collectively, and reporting on this to the Board. It is also tasked with reviewing the remuneration structure for the Bank's senior management and all staff, evaluating the impacts of remuneration considerations on its overall risk profile and corporate culture.

The Remuneration and Nomination Committee is composed of three non-executive directors, two of whom are independent and meets at least once a year. The Remuneration and Nomination Committee is tasked with overseeing performance and remuneration practices, making proposals to the Board on the remuneration policy for directors and leading the process for Board appointments.

The Committee also assesses the size, composition and performance of the Board and the individual and collective suitability of directors. The terms of reference of this Committee are in line with Code Provisions of 8.A.2 - 8.A.6 and 8.B.2 - 8.B.8.

Further information on the Bank's remuneration practices is included within the Report of the Remuneration and Nomination Committee immediately following the Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance.

Meetings held: 2

Members	Attended
Mr. Francis Gouder (Chairperson - (resigned 29 April 2025))	0
Mr. Alain Malschaert (Interim Chairperson)	1
Mr. David Demarco (Chairperson - (appointed 1 October 2025))	1
Ms. Caroline Van Marcke	2
Mr. Patrick H. Van Leynseele	2

The Company Secretary acts as Secretary to the Committee.

Credit Committee

The Credit Committee shall consist of at least three members, the majority of whom shall be directors. To secure management representation, the Chief Executive Officer shall serve as an ex officio member of the Credit Committee. The Head of Risk and Compliance shall be a non-voting member.

Izola Bank p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance

Principle 4: Responsibilities of the Board - continued

The Chairperson shall be an independent non-executive director. It operates within Board-approved credit sanctioning limits. Proposals falling outside the Committee's limits are referred, together with the Committee's recommendations, to the Board for consideration and determination.

Meetings held: 5

Members	Attended
Mr. Alain Malschaert (Chairperson)	5
Mr. Francis Gouder (resigned 29 April 2025)	1
Mr David Demarco (appointed 1 October 2025)	1
Mr. Andrew Mifsud	5
Mr. John Abdilla (<i>non-voting member</i>)	5

Following 29 April 2025, Mr Francis Gouder acted as consultant to the Committee and attended the remaining four meetings in that capacity. The Head of Commercial Banking and Operations regularly attends the meetings, whereas the Company Secretary acts as Secretary to the Committee.

Strategy Committee

The Committee is responsible for making recommendations to the Board of Directors regarding the Bank's business model and forward-looking strategy, taking into account the risks and opportunities associated with various strategies. The Committee is also responsible for analysing the implementation of the business model and strategy or any changes thereto, including any potential ICT implications.

It is composed of three directors and meets at least once a year. The Bank's Senior Management team and other bank executives may be invited to attend meetings. The Company Secretary acts as Secretary to the Committee.

No Strategy Committee meetings were held in 2025, as strategic matters were addressed directly by the Board during the year.

Members

Mr. Simon Azzopardi (Chairperson)
Ms. Caroline Van Marcke
Mr. Andrew Mifsud

Asset and Liability Management Committee (ALCO)

The ALCO meets at least quarterly to monitor the Bank's financial performance, and review and manage financial risks in accordance with Bank policies, namely: interest rate, liquidity and funding risk, solvency, market sector and country risk, and counterparty and foreign exchange risk. The ALCO reports to the Board quarterly.

The ALCO is chaired by the CEO and is composed of the Head of Finance and Treasury, the Head of Risk and Compliance and the Assistant Treasury Manager. The Assistant Treasury Manager acts as Secretary to the Committee.

Izola Bank p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance

Principle 4: Responsibilities of the Board - continued

Meetings held: 4

Members	Attended
Mr. Andrew Mifsud (Chairperson)	4
Mr. Calvin Bartolo (Resigned on 31 October 2025)	4
Mr. Kurt Grima (Resigned on 31 December 2025)	4
Mr. John Abdilla	4
Mr. Joseph Cauchi	4

Principle 5: Board Meetings

During the financial year ended 31 December 2025, the Board met eight times. Notice of the dates of forthcoming meetings, together with all board papers, was circulated well in advance to the directors so that they had ample opportunity to consider the information and prepare for each meeting.

After each Board meeting and before the next meeting, minutes that faithfully recorded attendance and decisions were prepared and circulated to all directors.

Attendance of the Board members during the financial year ended 31 December 2025 was as follows:

Meetings Held: 8

Members	Attended
Ms. Caroline Van Marcke (Chairperson)	8
Ms. Magdalena De Roeck	8
Mr. Simon Azzopardi	7
Mr. Francis Gouder (resigned 29 April 2025)	2
Mr. Alain Malschaert	8
Mr. Andrew Mifsud	8
Mr. Guido Mizzi	8
Mr. Patrick H. Van Leynseele	6
Mr. David Demarco (appointed 1 October 2025)	2

Company Secretary

Mr. Calvin Bartolo (resigned 31 October 2025)
Dr. Mikiel Calleja (appointed 31 October 2025)

Principle 6: Information and Professional Development

The CEO and Company Secretary brief all new directors on the Bank's organisation, activities, and their responsibilities as directors.

When they judge it necessary, all directors can access independent professional advice at the Bank's expense to enable them to discharge their responsibilities as directors. All directors also have access to the services of the Company Secretary for advice on all governance matters.

Izola Bank p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance

Principle 6: Information and Professional Development- continued

The Bank is committed to providing for the development and training of management and employees. The Board is updated at least annually with the latest staff development programme. In accordance with Code Provision 6, the Board is responsible for the appointment of the CEO, whilst, in line with Code Provision 6.5, the CEO is responsible for the recruitment and appointment of senior management. Training of management and employees is a priority, and, in this respect, access to internal and external training is provided by the Bank to management and employees.

The Bank also has a system in place which monitors management and staff engagement. As part of succession planning and talent management, the Board and the CEO ensure that the Bank implements appropriate schemes to recruit, retain and motivate high-quality staff members.

Principle 7: Evaluation of the Board's Performance

The Board has established the Remuneration and Nomination Committee to periodically review and monitor the effectiveness of the Bank's Board suitability policy and to guide the execution of suitability assessments of directors. The Chairperson reports on the Committee's activities and submits recommendations on areas falling within its remit upon request of the Board of Directors. In line with its policies, the Bank performs a suitability assessment every 2-3 years, with the most recent performed in September 2025.

The Committee may request information or reports from internal departments to facilitate discussions and decision-making. It may also provide guidance on how policies pertaining to performance, remuneration and training are to be communicated internally.

Principle 8: Committees

The Board established a Remuneration and Nomination Committee to oversee matters of remuneration and nomination in line with best practice. More detailed information regarding remuneration is presented in the Report of the Remuneration and Nomination Committee following the Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance.

Principles 9 and 10: Relations with Shareholders and with the Market and Institutional Shareholders

The Bank provides the market with regular, timely, accurate and detailed information in accordance with the requirements of the Capital Markets Rules by way of company announcements.

The Bank communicates with its shareholders through the Bank's Annual General Meeting as well as by way of the Annual Report and Financial Statements.

The Bank has an Internal Code of Dealing Policy to give guidance to the Bank's directors and employees on procedures to be followed when dealing in the Bank's securities and on the treatment of Inside Information in line with the provisions of the Market Abuse Regulation and any related subsidiary legislation and regulations.

Izola Bank p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance

Principles 9 and 10: Relations with Shareholders and with the Market and Institutional Shareholders - continued

The Bank's shareholders are not custodians, banks, financial institutions, fund managers, stockbrokers, or investment managers; therefore, Principle 10 is not applicable.

Principle 11: Conflicts of Interest

The directors are always strongly aware of their responsibility to act in the interest of the Bank and its shareholders and of their obligation to avoid conflicts of interest. The latter may and do arise on specific matters. In such instances, the Bank ensures that such conflicts, actual or potential, are managed in the best interest of the Bank. Each director is required to disclose in full any matter where there is a potential or actual conflict of interest, whether such conflict arises from personal interests or the interests of the companies in which such person is a director or officer. To effectively mitigate potential conflicts of interest, the Bank has implemented a comprehensive and robust framework.

Directors do not participate in a discussion concerning matters in which they have a conflict of interest unless the Board finds no objection to the presence of such a director. In any event, the director shall refrain from voting on the matter.

On joining the Board and regularly thereafter, the directors are informed of their obligations on dealing in securities of the Bank within the parameters of the law, including the Capital Markets Rules, and the directors follow the required procedures. Interests of directors are disclosed within Note 31 - Related Parties - to the accompanying Financial Statements.

Principle 12: Corporate Social Responsibility

The Bank's approach to CSR is to invest in community-based organisations that directly address pressing issues within the country – issues that, if left unattended, would have dire consequences for people in need.

Foodbank Lifeline Foundation

Since 2018, the Bank has proudly served as an official sponsor of Foodbank Lifeline Foundation Malta, an esteemed NGO dedicated to providing essential food assistance to individuals in immediate need, irrespective of their background.

Over the years, the Bank's collaboration with Foodbank Lifeline has remained constant, reflecting its unwavering commitment to addressing food insecurity in Malta. The Bank's financial backing has enabled the Foundation to cultivate a robust online presence, garnering significant engagement and support across various platforms.

An annual highlight in recent years, the Reverse Advent Calendar Campaign is an initiative co-led by Izola Bank and Foodbank Lifeline. Embraced eagerly by local stakeholders, including schools and businesses, this campaign embodies the spirit of giving and solidarity within the community.

Izola Bank p.l.c.

Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance

PART TWO – Non-Compliance with the Code

Principle 2 – Code Provision 2.3

The Chairperson of the Bank cannot be considered independent in accordance with the principles relating to independence contained in the Code.

Principle 4 – Code Provision 4.2.7

The Code Provision recommends that the Board develops a succession policy for the future composition of the Board and particularly the executive component thereof, for which the Chairman should hold key responsibility. The Board does not have a succession policy in place for the future composition of the Board of Directors. This approach may be revised in the future in line with changes to the Bank's size and/or organisational structure.

Principle 6 – Code Provision 6.4.4

Code Provision 6.4.4 recommends that the CEO establishes a succession plan for senior management. The Bank does not have a formal succession plan in place for senior management. This approach may be revised in the future in line with changes to the Bank's size and/or organisational structure.

Principle 7 – Code Provision 7.3

Code Provision 7.3 recommends that the non-executive directors be responsible for the evaluation of the Chairperson, taking into account the views of the executive director. This evaluation has not been adopted but may be revised in light of future policy changes.

Capital Markets Rule 5.97.4

The information required by this Capital Markets Rule is found in the Directors' Report, within the Directors' Responsibilities section.

The Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance was approved by the Board of Directors on 29 April 2026.

Izola Bank p.l.c.

Report of the Remuneration and Nomination Committee

For the Year Ended 31 December 2025

Governance

The Bank's Remuneration and Nomination Committee comprises three non-executive directors and is tasked with overseeing the Bank's remuneration and nomination practices. Information regarding the Committee's functions, composition, and attendance at meetings is disclosed within the Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance.

The Remuneration Policy was updated and approved by the Board of Directors at its meeting on 27 November 2025.

Remuneration Policy

The Bank's Remuneration Policy aims to increase transparency in remuneration matters, to support the business goals of the Bank through efficient remuneration structures, and to create common basic values and guidelines for the Bank when offering remuneration and benefits to the senior management team and Directors of the Bank.

Remuneration Statement

Executive Management

Reference to senior management shall mean the CEO, the Head of Finance & Treasury, the Head of Commercial Banking & Operations, the Head of IT, the Head of Risk and Compliance, and the Head of Human Resources. The Board is of the opinion that the remuneration packages for senior management are in line with local market expectations and are at an appropriate level to attract and retain executives with the appropriate skills, qualities, and experience to ensure the effective management of the Bank.

The terms and conditions of senior management employment are set out in the respective indefinite employment contracts. Senior management is not entitled to share options or profit sharing. There are no supplementary pension or early retirement schemes in place, and notice periods are as established by law. Senior management is eligible for an annual salary increase and a discretionary performance bonus (not exceeding fixed remuneration) in line with the Bank's overall performance, individual performance and general market remuneration trends.

Senior management is entitled to non-cash benefits, including the use of a company car or equivalent car cash allowance. Other benefits afforded to all staff members, including senior management, are personal accident, life, and health insurance coverage.

Loans amounting to €549,330 were advanced to key management personnel as disclosed in Note 31.3 to the financial statements.

There have been no significant changes in the Bank's remuneration policy for senior management during the year under review. During 2025, the Bank continued offering all staff members, including senior management, subsidies on home and personal loan interest rates.

Total emoluments of senior management for the year ended 31 December 2025 are as follows:

Fixed Remuneration	Variable Remuneration	Share Options	Others
€682,375	€68,770	None	Non-cash benefits referred to immediately above.

Izola Bank p.l.c.

Report of the Remuneration and Nomination Committee

For the Year Ended 31 December 2025

Remuneration Statement - continued

Executive Management - continued

During the year under review, no special payments (sign-on and/or severance pay), payments exceeding €1 million or any payments subject to deferral were made to key management personnel.

Directors

As of 31 December 2025, the Board was composed of non-executive directors and one executive director.

The maximum annual aggregate emoluments that may be paid to the directors are approved by the shareholders in a General Meeting. This amount was fixed at an aggregate sum of €175,000 at the Annual General Meeting held on 29 April 2025.

None of the directors had service contracts with the Bank as at the end of the financial year.

Furthermore, none of the directors, in their capacity as directors of the Bank, are entitled to profit sharing, share options, pension benefits or any other remuneration.

In line with the Bank's Remuneration Policy, none of the Directors are eligible to receive variable remuneration as Directors. In this respect, there is no formal provision for the reclamation of variable remuneration.

Total emoluments received by directors relative to their directorship of the Bank in respect of the financial year ended 31 December 2025 are disclosed in the table below:

Fixed Remuneration	Variable Remuneration	Share Options	Others
€131,665	None	None	None

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Financial Statements
2025

Izola Bank p.l.c.

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Izola Bank p.l.c.

Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 31 December 2025

	Notes	2025	2024
		€	€
Interest and similar income	5	18,995,324	22,354,878
Interest expense	5	(11,299,459)	(16,177,770)
Net interest income		7,695,865	6,177,108
Fee and commission income	6	311,814	233,584
Fee and commission expense	6	(136,144)	(145,966)
Net fee and commission income		175,670	87,618
Net trading loss	7	(103,749)	(186,045)
Other operating income/(loss)	8	219,223	(124,213)
Total operating income		7,987,009	5,954,468
Depreciation of property and equipment	18	(341,155)	(301,862)
Amortisation of intangible assets	19	(648,492)	(848,309)
Changes in expected credit losses and other credit impairment charges	9	212,298	(42,279)
Employee compensation and benefits	10	(3,348,161)	(3,397,525)
Other administrative expenses	10	(3,179,048)	(5,446,469)
Profit/(Loss) before tax		682,451	(4,081,976)
Income tax (expense)/credit	11	(87,419)	1,112,204
Profit/(Loss) for the year		595,032	(2,969,772)
Other comprehensive income			
<i>Items that will not be reclassified to profit or loss</i>			
Gain on property revaluation		-	1,000,000
Income taxes		55,983	(228,112)
		55,983	771,888
<i>Items that may be reclassified subsequently to profit or loss</i>			
Debt instruments measured at fair value through other comprehensive income:			
- Net movement in fair value, before tax		389,303	2,733,715
- Movement in expected credit losses, before tax		(26,879)	1,865
- Related tax		(192,181)	(957,453)
		170,243	1,778,127
Other comprehensive income for the year, net of tax		226,226	2,550,015
Total comprehensive income for the year, net of tax		821,258	(419,757)
Earnings per share	12	1c03	(5c12)

The accompanying notes on pages 7 to 108 are an integral part of these financial statements.

Izola Bank p.l.c.

Statement of Financial Position

As at 31 December 2025

	Notes	31 December 2025	31 December 2024	1 January 2024
		€	Restated €	Restated €
ASSETS				
Balances with Central Bank of Malta and cash	13	47,626,503	57,483,508	56,242,720
Loans and advances to banks	14	5,760,799	4,168,921	6,757,337
Financial Investments	15	64,586,170	81,629,749	92,894,978
Factored receivables	16	116,591,575	138,236,733	140,049,872
Loans and advances to customers	17	136,701,167	194,013,127	180,964,061
Property and equipment	18	11,088,564	11,157,880	13,939,136
Property held for sale	18	4,838,007	4,838,007	-
Intangible assets	19	5,190,144	4,155,696	3,630,203
Deferred tax asset	25	5,600,364	5,632,796	5,252,276
Current tax asset		74,252	74,252	183,341
Other assets	20	1,630,705	2,456,536	2,310,022
Total assets		399,688,250	503,847,205	502,223,946
LIABILITIES				
Amounts owed to institutions	21	10,000,000	-	20,000,000
Amounts owed to banks	22	-	-	271,105
Amounts owed to customers	23	338,081,138	448,613,950	429,743,262
Debt securities in issue	24	13,755,590	16,773,480	16,861,501
Deferred tax liability	25	1,365,993	1,174,806	808,057
Accruals and other liabilities	26	4,937,363	6,558,061	8,393,356
Total liabilities		368,140,084	473,120,297	476,077,281
EQUITY				
Called up share capital	27	29,000,000	29,000,000	29,000,000
Capital contribution reserve	27	2,032,675	2,032,675	32,675
Perpetual capital notes	27	3,000,000	3,000,000	-
Property revaluation reserve	27	4,795,243	4,739,260	3,967,372
Fair value reserve	27	(5,402,405)	(5,572,648)	(7,350,775)
Depositor compensation scheme reserve		-	-	1,038,647
Reserve for general banking risk		-	-	55,025
Accumulated losses	27	(1,877,347)	(2,472,379)	(596,279)
Total equity		31,548,166	30,726,908	26,146,665
Total liabilities and equity		399,688,250	503,847,205	502,223,946
Memorandum items				
Commitments	28	54,812,271	179,182,237	288,377,842

The accompanying notes on pages 7 to 108 are an integral part of these financial statements.

The financial statements on pages 7 to 108 were approved and authorised for issue by the Board of Directors on 29 April 2026. The financial statements were signed on behalf of the Bank's Board of Directors by Mr. Andrew Mifsud (Chief Executive Officer) and Mr. Guido Mizzi (Director) as per the Directors' Declaration on ESEF Annual Financial Report submitted in conjunction with the Annual Report and Financial Statements 2025.

Izola Bank p.l.c.

Statement of Changes in Equity

For the Year Ended 31 December 2025

	Share Capital	Property Revaluation Reserve	Fair Value Reserve	Depositor Compensation Scheme Reserve	Capital Contribution Reserve	Perpetual Capital Notes Reserve	Reserve For General Banking Risks	Accumulated Losses	Total
	€	€	€	€	€	€	€	€	€
Balance at 1 January 2025	29,000,000	4,739,260	(5,572,648)	-	2,032,675	3,000,000	-	(2,472,379)	30,726,908
Profit for the year								595,032	595,032
Other comprehensive income		55,983	170,243	-					226,226
Total comprehensive income for the year		55,983	170,243	-				595,032	821,258
Balance at 31 December 2025	29,000,000	4,795,243	(5,402,405)	-	2,032,675	3,000,000	-	(1,877,347)	31,548,166

The accompanying notes on pages 7 to 108 are an integral part of these financial statements.

Izola Bank p.l.c.

Statement of Changes in Equity

For the Year Ended 31 December 2025

	Called up share capital	Revaluation reserve	Fair value reserve	Depositor Compensation Scheme reserve	Capital contribution	Perpetual Capital notes	Reserve General risks	Accumulated losses	Total
	€	€	€	€	€	€	€	€	€
Balance at 1 January 2024, as previously reported	29,000,000	3,967,372	(1,708,321)	1,038,647	32,675	-	55,025	(596,279)	31,789,119
Impact of change in accounting policy	-	-	(5,642,454)	-	-	-	-	-	(5,642,454)
Restated balance as at 1 January 2024	29,000,000	3,967,372	(7,350,775)	1,038,647	32,675	-	55,025	(596,279)	26,146,665
Total comprehensive income/(loss) for the year									
Loss for the year	-	-	-	-	-	-	-	(2,969,772)	(2,969,772)
Other comprehensive income for the year	-	771,888	1,778,127	-	-	-	-	-	2,550,015
Total comprehensive income/(loss) for the year	-	771,888	1,778,127	-	-	-	-	(2,969,772)	(419,757)
Transfers within reserves									
Other transfers	-	-	-	(1,038,647)	-	-	(55,025)	1,093,672	-
Total transfers within reserves	-	-	-	(1,038,647)	-	-	(55,025)	1,093,672	-
Transactions with owners									
Contributions by owners	-	-	-	-	2,000,000	-	-	-	2,000,000
Issue of perpetual capital notes	-	-	-	-	-	3,000,000	-	-	3,000,000
Distributions to owners									
Total transactions with owners recognised directly	-	-	-	-	2,000,000	3,000,000	-	-	5,000,000
Balance at 31 December 2024	29,000,000	4,739,260	(5,572,648)	-	2,032,675	3,000,000	-	(2,472,379)	30,726,908

The accompanying notes on pages 7 to 108 are an integral part of these financial statements.

Izola Bank p.l.c.

Statement of Cash Flows

For the Year Ended 31 December 2025

	Note	2025 €	2024 €
Cash used in/from operating activities	29	(31,434,469)	(17,121,158)
Income tax paid		-	-
Income tax refunds		-	109,089
Net cash flows used in operating activities		(31,434,469)	(17,012,069)
Cash flows from/used in investing activities			
Payments to acquire property and equipment and intangible assets		(1,954,779)	(2,900,137)
Payments to acquire investments		(865,000)	(399,300)
Proceeds from disposal of investment securities		18,646,725	13,247,605
Interest received from financial investments		1,236,753	2,037,701
Net cash flows generated from investing activities		17,063,699	11,985,869
Cash flows from/used in financing activities			
Redemption of debt securities		(3,056,801)	(129,200)
Interest paid on perpetual capital notes		-	(81,333)
Proceeds from main refinancing operations		10,000,000	-
Interest paid on debt securities in issue		(837,556)	(839,790)
Capital contributions		-	2,000,000
Issue of perpetual capital notes		-	3,000,000
Net cash flows generated from financing activities		6,105,643	3,949,677
Net decrease in cash and cash equivalents		(8,265,127)	(1,076,523)
Cash and cash equivalents at beginning of year		60,131,865	61,208,388
Cash and cash equivalents at end of year	30	51,866,738	60,131,865

The accompanying notes on pages 7 to 108 are an integral part of these financial statements.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

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Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

1 Reporting entity

Izola Bank p.l.c. (the “Bank”) is a public limited liability company domiciled and incorporated in Malta. The Bank is a credit institution licenced in Malta and is primarily involved in the provision of lending and factoring services to corporate and retail customers, as well as the raising of deposits from retail customers.

2 Basis of preparation

2.1 Statement of compliance with IFRSs as adopted by the European Union

These financial statements have been drawn up in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), including interpretations issued by the IFRS Interpretations Committee (“IFRIC”), and as adopted by the European Union (“EU”).

These financial statements have also been prepared and presented in accordance with the provisions of the Companies Act, 1995 (Chapter 386, Laws of Malta) and the Banking Act, 1994 (Chapter 371, Laws of Malta).

2.2 Basis of measurement

These financial statements have been prepared on a historical cost basis, except for:

- Financial investments measured at fair value through other comprehensive income (“FVOCI”);
- Financial investments designated at FVOCI or at fair value through profit or loss (“FVTPL”); and
- Property within ‘Property and equipment’ and ‘Property held for sale’ measured at revalued amount and fair value, respectively.

2.3 Standards, interpretations and amendments to published standards effective in 2025

The following new standards, amendments and interpretations are effective for the first time in these financial statements, but none have had a material effect on the Bank:

	Issued on	Effective from
Amendments to IAS 21: Lack of exchangeability	15/08/2023	01/01/2025

The applications of these new standards and amendments have had no impact on the disclosures or amounts recognized in the company’s financial statements

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

a) *New standards, interpretations and amendments as adopted by the EU but not yet effective*

The following new standards, interpretations and amendments, which have not been applied in these financial statements, will or may have an affect on the Bank’s future financial statements:

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

2 Basis of preparation – continued

2.4 Standards, interpretations and amendments to published standards that are not yet effective - continued

a) *New standards, interpretations and amendments as adopted by the EU but not yet effective - continued*

	Issued on	Effective from
Annual Improvements Volume 11	18/07/2024	01/01/2026
Amendments to IFRS 9 and IFRS 7 (Contracts Referencing Nature-dependent Electricity)	18/12/2024	01/01/2026
Amendments to IFRS 9 and IFRS 7 (Amendments to the Classification and Measurement of Financial Instruments)	30/05/2024	01/01/2026
IFRS 18: Presentation and Disclosure in Financial Statements	09/04/2024	01/01/2027

The Bank has not early adopted all these revisions to the requirements of IFRSs and the Bank's management is of the opinion that, with the exception of IFRS 18, there are no requirements that will have a possible significant impact on the Bank's financial statements in the period of initial application.

IFRS 18 was issued by the IASB in April 2024 and was endorsed by the European Union. It replaces IAS 1 *Presentation of Financial Statements* and will be effective for annual reporting periods beginning on or after 1 January 2027, with retrospective application required. Earlier application is permitted.

IFRS 18 introduces significant changes to the presentation and disclosure of financial statements, and the Bank expects that its adoption will affect the presentation of the statement of profit or loss and the accompanying notes. In particular, IFRS 18 introduces the following key requirements which are expected to be relevant to the Bank:

- Classification of income and expenses into defined categories within the statement of profit or loss — namely *operating, investing, financing, income taxes* and *discontinued operations* — with specific guidance for entities whose main business activities include providing financing to customers (such as banks). The Bank will need to determine the appropriate classification of its interest income, interest expense, and other items consistent with the specified activities under IFRS 18.
- Mandatory presentation of two new defined subtotals in the statement of profit or loss: "operating profit or loss" and "profit or loss before financing and income taxes". The composition of these subtotals, particularly for entities with main business activities of providing financing to customers, will require careful analysis.
- Disclosure of Management-defined Performance Measures ("MPMs") — subtotals of income and expenses used in public communications outside the financial statements that are not specified by IFRS Accounting Standards. IFRS 18 requires reconciliation of such measures to the most directly comparable IFRS subtotal, together with explanations and income tax and non-controlling interests effects.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

2 Basis of preparation – continued

- Enhanced requirements for the aggregation and disaggregation of information in the primary financial statements and in the notes, based on shared characteristics.

2.4 Standards, interpretations and amendments to published standards that are not yet effective - continued

a) *New standards, interpretations and amendments as adopted by the EU but not yet effective - continued*

The Bank is in the process of assessing the impact of IFRS 18 on its financial statements. Given the scope and complexity of the changes — particularly the application of the categories and subtotals to a credit institution whose main business activities include providing financing to customers — the Bank has not yet completed a full quantitative or qualitative assessment of the effects of adopting IFRS 18. The Bank expects the standard to result in changes to the structure and presentation of the statement of profit or loss, together with additional disclosures, but is not expected to have a direct impact on the recognition or measurement of the Bank's assets, liabilities, income or expenses.

The Bank intends to finalise its assessment of IFRS 18 during the financial year ending 31 December 2026, ahead of the mandatory effective date, and will disclose further information on the expected impact in its 2026 annual financial statements

b) *New standards, interpretations and amendments issued by IASB but not yet adopted by EU:*

	Issued on	Effective from
IFRS 19: Subsidiaries without Public Accountability: Disclosures	09/05/2024	01/01/2027
Amendments to IAS 21 (Translation to a Hyperinflationary Presentation Currency)	13/11/2025	01/01/2027

The Bank's management is of the opinion that the standards, interpretations and amendments listed above are not expected to have a material impact on the Bank's financial statements in the period of initial application.

c) *New standards, interpretations and amendments issued by the IASB but not adopted by EU*

- i) IFRS 14 Regulatory Deferral Accounts (issued on 30/01/2014, effective from the year beginning 01/01/2016) – European Commission has decided not to endorse the standard
- ii) Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between Investor and its Associate or Joint Venture (issued on 11/09/2014, effective from the year beginning 01/01/2016) – postponed indefinitely by European Commission

2.5 Functional and presentation currency

These financial statements are presented in Euro (€), which is the Bank's functional and presentation currency.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

2 Basis of preparation – continued

2.6 Use of judgements and estimates

The preparation of financial statements in conformity with IFRSs as adopted by the EU requires the use of certain accounting estimates. In this respect, management is required to exercise their judgement in the process of applying the Bank's accounting policies. This requires assumptions to estimate the carrying amount of assets and liabilities, as well as the recognition of income and expenses. Due to the inherent uncertainty and high level of subjectivity involved in making such judgements, actual results may differ from these estimates.

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

Information about critical accounting judgements, assumptions and estimation uncertainties as at 31 December 2025 is disclosed within Note 33 – Critical accounting estimates and judgements in applying the Bank's accounting policies, as well as within the following notes to the financial statements:

- Expected credit losses on factored receivables and loans and advances to customers: Note 4.3
- Valuation of financial instruments: Note 4.7
- Valuation of property within 'Property and equipment' and 'Property held for sale': Note 4.7 and Note 18.

2.7 Going Concern

The financial statements are prepared on a going concern basis, as the Directors are satisfied that the Bank has the resources to continue in business for the foreseeable future. In making this assessment, the Directors have considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows, capital requirements and capital resources. These considerations include the application of stressed scenarios that reflect existing economic uncertainties triggered by geopolitical risks and associated impact, such as exposure to interest rate hikes, drops in asset prices, and local jurisdiction risks, and the related impact on profitability, capital and liquidity. Similar to recent years, the Bank will continue managing the levels of risk weighted assets in order to ensure the retention of adequate capital levels, exceeding both required and guidance levels.

2.8 Change in accounting policy

During the year ended 31 December 2025, the Bank reclassified a portfolio of sovereign bonds from the fair value through other comprehensive income (FVOCI) category to the held-to-collect category measured at amortised cost. This decision was made based on the understanding that these financial instruments would be held within a business model aimed at collecting contractual cash flows. The Bank makes reference to a Malta Financial Services Authority's ("MFSA") Enforcement of Financial Information examination of the Bank's Annual Report and Audited Financial Statements for the financial years ended 31 December 2023 and 31 December 2024. This review focused specifically on the IAS 8 retrospective adjustment disclosed therein in relation to the initial classification of Malta Government Stocks acquired in 2021. At the time, the Bank considered the adopted approach to be appropriate. However, the MFSA reached a different conclusion, and as a result, the Bank is implementing the required reversal of the correction in these financial statements. Such implementation includes the restatement of comparative figures, as applicable, in accordance with IAS 8, and as requested by the MFSA.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

2 Basis of preparation – continued

2.8 Change in accounting policy - continued

The following table summarises the impact on the Bank's financial statements.

2.8.1 Statement of financial position

	Impact of reversal of reclassification		
	As previously reported	Adjustments	As restated
	€	€	€
01-Jan-24			
Financial investments	101,589,059	(8,694,081)	92,894,978
Deferred tax asset	2,200,649	3,051,627	5,252,276
Others	404,158,025	(81,333)	404,076,692
Total assets	507,947,733	(5,723,787)	502,223,946
Total liabilities	476,077,281	-	476,077,281
Fair value reserve	(1,708,321)	(5,642,454)	(7,350,775)
Others	33,578,773	(81,333)	33,497,440
Total equity	31,870,452	(5,723,787)	26,146,665
31-Dec-24			
Financial investments	89,144,374	(7,514,625)	81,629,749
Deferred tax asset	2,993,326	2,639,470	5,632,796
Other	416,584,660	-	416,584,660
Total assets	508,722,360	(4,875,155)	503,847,205
Total liabilities	473,120,297	-	473,120,297
Fair value reserve	(697,493)	(4,875,155)	(5,572,648)
Others	36,299,556	-	36,299,556
Total equity	35,602,063	(4,875,155)	30,726,908

2.8.2 Statement of profit or loss and other comprehensive income

	Impact of reversal of reclassification		
	As previously reported	Adjustments	As restated
	€	€	€
For the year ended 31 December 2024			
Loss for the year	(2,969,772)	-	(2,969,772)
Debt instruments measured at fair value through other comprehensive income:			
- Net movement in fair value, before tax	1,553,255	1,180,460	2,733,715
- Movement in expected credit losses, before tax	1,865	-	1,865
- Related tax	(544,292)	(413,161)	(957,453)
Other	771,888	-	771,888
Total comprehensive income for the year, net of tax	(1,187,056)	767,299	(419,757)
Earnings per share	(5c12)		(5c12)

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

2 Basis of preparation – continued

2.8.3 Interim 2025 Results

The sovereign debt securities were presented at amortised cost in the Interim 2025 Results and the below summary outlines the impact of the restatement on the amounts presented:

	30 June 2025 €
Financial investments	
Originally presented	78,347,009
Impact of restatement	(6,892,506)
Restated balance	71,454,503
Fair Value Reserve	
Originally presented	(646,657)
Impact of restatement	(4,629,681)
Restated balance	(5,276,338)
Deferred taxation, net	
Originally presented	1,758,012
Impact of restatement	2,507,292
Restated balance	4,265,304

3 Material accounting policies

3.1 Financial assets

3.1.1 Recognition and initial measurement

The Bank recognises a financial asset in its statement of financial position when it becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade date, being the date on which the Bank commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Bank has transferred substantially all the risks and rewards of ownership. A financial asset or financial liability is measured initially at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

3.1.2 Classification and measurement

At initial recognition, the Bank classifies its financial assets in the following measurement categories:

- Financial assets measured at FVTPL;
- Financial assets measured at FVOCI; and
- Financial assets measured at amortised cost.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

The classification of investments in debt instruments depends on the Bank's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Bank has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The Bank reclassifies debt instruments when and only when its business model for managing those assets changes.

Debt instruments

Subsequent measurement of debt instruments depends on the Bank's business model for managing the asset and the cash flow characteristics of the asset.

Business model assessment

The Bank performs an assessment of the objective of a business model in which an asset is held at a portfolio level and in specific circumstances at an instrument level since this is deemed to best reflect the way the business is managed and the monitoring of financial information by management.

The information considered in the performance of this assessment includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, management considers whether the strategy focuses on earning contractual interest revenue, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets, or realising cash flows through the sale of assets;
- the manner in which the performance of the portfolio is evaluated and reported to the Bank's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and its strategy for how those risks are managed;
- how managers of the business are compensated for business performance (e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected); and
- the frequency, volume, and timing of sales transacted in prior periods, the reasons for such sales and management's expectations in respect of future sales activity. Information about sales activity is not considered in isolation but as part of an overall assessment of how the Bank's stated objective for managing the financial assets is achieved and how cash flows are realised.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

Financial assets that are held for trading or financial assets that are managed and whose performance is evaluated on a fair value basis are measured at FVTPL since such assets are neither held with the objective to collect contractual cash flows nor held with the objective to collect contractual cash flows and sell financial assets.

Assessment of whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin that is consistent with a basic lending arrangement.

In assessing whether the contractual cash flows are solely payments of principal and interest ("SPPI"), the Bank considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Bank considers:

- contingent events that would change the amount and timing of cash flows;
- leverage features;
- prepayment and extension terms;
- terms that limit the Bank's claim to cash flows from specified assets; and
- variable interest rates and features that modify consideration of the time value of money.

In some cases, loans originated by the Bank that are secured by collateral limit the Bank's claim to cash flows from the underlying collateral (non-recourse loans). The Bank applies judgement in assessing whether non-recourse loans meet the SPPI criterion.

The Bank typically considers the following information when making this judgement:

- whether the contractual arrangement specifically defines the amounts and dates of the cash payments of the loan;
- the fair value of the collateral relative to the amount of the secured financial asset;
- the ability and willingness of the borrower to make contractual payments, notwithstanding a decline in the value of collateral;
- whether the borrower is an individual or a substantive operating entity or is a special-purpose entity;
- the Bank's risk of loss on the asset relative to a full-recourse loan;
- the extent to which the collateral represents all or a substantial portion of the borrower's assets; and
- whether the Bank will benefit from any upside from the underlying assets.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

Financial assets measured at amortised cost

A debt instrument is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- the financial asset is held within a business model where the objective is to hold financial assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI.

Interest income from these financial assets is recognised in 'Interest income' using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss. Impairment losses are presented as a separate line item in the statement of profit or loss.

The 'amortised cost' of a financial instrument is the amount at which the financial instrument is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss ("ECL") allowance.

Such financial assets comprise primarily 'Balances with Central Bank of Malta', 'Loans and advances to banks', debt securities at amortised cost within 'Financial investments', 'Factored receivables' and 'Loans and advances to customers'.

Financial assets measured at fair value through other comprehensive income

A debt instrument is measured at FVOCI only if it meets both of the following conditions and is not designated at FVTPL:

- the financial asset is held within a business model where the objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI.

Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in 'Other operating income'. Interest income from these financial assets is recognised in 'Interest income' using the effective interest rate method. Foreign exchange gains and losses are presented in 'Other operating income', and impairment losses are presented as a separate line item in the statement of profit or loss.

Such financial assets comprise primarily debt securities measured at FVOCI and classified within 'Financial investments'.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

Equity investments designated at fair value through other comprehensive income

The Bank subsequently measures all equity investments at fair value. On initial recognition of an equity investment that is not held for trading, the Bank may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an instrument-by-instrument basis and is irrevocable.

Where the Bank's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as 'Other operating income' when the Bank's right to receive payments is established.

Such financial assets comprise primarily equity investments designated at FVOCI and classified within 'Financial investments'.

Financial assets measured at fair value through profit or loss

Debt instruments that do not meet the criteria for amortised cost or FVOCI are automatically classified and measured at FVTPL. The Bank may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise. A gain or loss on a debt instrument that is subsequently measured at FVTPL is recognised in profit or loss and presented net within 'Other operating income' in the period in which it arises.

In addition, equity investments that are not designated at FVOCI at initial recognition are also classified and measured at FVTPL. Changes in the fair value of financial assets measured at FVTPL are recognised in 'Other operating income' in the statement of profit or loss as applicable.

Such financial assets comprise primarily equity investments designated at FVTPL at initial recognition and classified within 'Financial investments'.

3.1.3 Derecognition

The Bank derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Bank neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI, is recognised in profit or loss.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

Any cumulative gain/loss recognised in OCI in respect of equity investment securities designated at FVOCI is not recognised in profit or loss on derecognition of such securities. Any interest in transferred financial assets that qualify for derecognition that is created or retained by the Bank is recognised as a separate asset or liability.

3.1.4 Modifications of terms

If the contractual terms of a financial asset are modified, the Bank evaluates whether the cash flows arising from the modified asset are substantially different than those arising from the original contractual terms of the asset. The Bank applies judgement in assessing whether a change in contractual terms (such as a change in interest rates or the remaining term of the loan) is substantial enough to represent an expiry of the original instrument by considering, among others:

- If the borrower is in financial difficulty, whether the modification merely reduced the contractual cash flows to amounts the borrower is expected to be able to pay;
- Whether any new terms that substantially affect the risk profile of the asset are introduced;
- Significant extensions to the term of the financial instrument when the borrower is not in financial difficulty;
- Significant changes to the interest rate;
- Changes in the currency in which the asset is denominated; and
- The insertion of collateral, other security or credit enhancements that significantly affect the associated credit risk.

If the cash flows are substantially different, the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognised (Note 3.1.3) and a new financial asset is recognised at fair value plus any eligible transaction costs.

The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the Bank also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the borrower being unable to make the originally agreed payments.

Any fees received as part of the modification are accounted for as follows:

- fees that are considered in determining the fair value of the new asset and fees that represent a reimbursement of eligible transaction costs are included in the initial measurement of the asset; and
- other fees are included in profit or loss as part of the gain or loss on derecognition.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

If the modification of a financial asset measured at amortised cost or FVOCI is not deemed to be substantial and therefore does not result in the derecognition of the financial asset, the Bank recalculates the gross carrying amount of the financial asset using the original effective interest rate of the asset and recognises the resulting adjustment as a modification gain or loss in profit or loss. For floating-rate financial assets, the original effective interest rate used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any costs or fees incurred and fees received in relation to the modification of contractual terms are reflected in an adjustment to the gross carrying amount of the modified financial asset and amortised over the remaining term of the modified financial asset. Modification gains or losses are presented within 'Interest income' in profit or loss.

If cash flows are modified in view of concessions granted to borrowers experiencing financial difficulties, the objective of the modification is usually to maximise recovery of the original contractual terms rather than to originate a new asset with substantially different terms. If the modification of the financial asset results in the forgiveness of cash flows, the Bank considers whether a portion of the asset should be written off before the modification takes place. This approach impacts the result of the quantitative assessment and means that the derecognition criteria are not usually met in such cases. Modification gains or losses arising as a result of renegotiations in response to financial difficulties experienced by a borrower are presented together with impairment losses in profit or loss.

3.1.5 Impairment

The Bank assesses on a forward-looking basis the expected credit losses ("ECL") associated with its debt instruments carried at amortised cost and FVOCI and with the exposure arising from loan commitments, including:

- Loans and advances to banks;
- Debt instruments classified within 'Financial investments';
- Factored receivables; and
- Loans and advances to customers.

The Bank recognises credit loss allowances in respect of the above portfolios of financial assets at each reporting date. No credit loss allowances are recognised in respect of equity investments.

The measurement of ECL reflects:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

The Bank measures credit loss allowances at an amount equal to lifetime ECL except for the following financial instruments, in respect of which credit loss allowances are measured as 12-month ECL:

- debt securities classified within 'Financial investments' that are determined to have low credit risk at the reporting date; and
- financial instruments that have not had a significant increase in credit risk ("SICR") since initial recognition.

Balances held with credit institutions in reputable jurisdictions classified within 'Loans and advances to banks' and debt securities classified within 'Financial investments' are considered to have low credit risk when the financial instrument is assigned an 'investment-grade' credit risk rating. The Bank does not apply the low credit risk exemption to any other financial instrument.

12-month ECLs are a portion of lifetime ECLs and represent the lifetime cash shortfalls that result from default events on a financial instrument that are possible within 12 months from reporting date. Financial instruments for which a 12-month ECL is recognised are referred to as 'Stage 1' financial instruments.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of the financial instrument. Financial instruments for which a lifetime ECL is recognised but which are not credit-impaired are referred to as 'Stage 2' financial instruments.

Note 4.3 provides more detail in respect of the methodology applied for the measurement of credit loss allowances. Credit loss allowances are presented in the statement of financial position as follows:

- Financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- Undrawn loan commitments: generally, as a provision, measured as the present value of the difference between the contractual cash flows that are due to the Bank if the commitment is drawn down and the cash flows that the Bank expects to receive;
- Financial instruments having both a drawn and undrawn component, whereby the Bank cannot identify the ECL on the loan commitment component separately from those on the drawn component: the Bank presents a combined credit loss allowance for both components as a deduction from the gross carrying amount of the drawn component;
- Debt instruments measured at FVOCI: no loss allowance is recognised in the statement of financial position against the carrying amount of the asset because the carrying amount of these assets represents their fair value. An amount equal to the allowance that would arise if the assets were measured at amortised cost is recognised in other comprehensive income as an accumulated impairment amount, with a corresponding charge to profit or loss; and
- Financial guarantee contracts: generally, as a provision, measured as the expected payments to reimburse the holder less any amounts that the Bank expects to recover.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

Renegotiated financial assets

The Bank renegotiates loans and advances to customers in financial difficulties (referred to as 'forbearance activities') to maximise collection opportunities and minimise the risk of default. This practice is not applied to exposures classified within 'Factored receivables'.

If the terms of a financial asset are renegotiated or an existing financial asset is replaced with a new one due to financial difficulties of the borrower, an assessment is performed to determine whether the financial asset should be derecognised. The implications on the ECL calculation depend on whether the renegotiation leads to derecognition or otherwise, as follows:

- If the restructuring does not result in the derecognition of the existing asset, renegotiated loans are typically considered credit-impaired and accordingly classified as Stage 3 assets unless no unlikeliness-to-pay ("UTP") events are deemed to have occurred. Assets that are credit-impaired at the time of renegotiation remain in Stage 3 post renegotiation. The credit loss allowance in respect of such exposures is estimated by reference to the expected cash flows arising from the modified financial asset. When evidence suggests that the renegotiated loan is no longer credit-impaired, the asset is transferred out of Stage 3 based on an assessment of historical and forward-looking information and an evaluation of the credit risk over the expected life of the asset, including information about the circumstances that led to the renegotiation.
- If the restructuring results in derecognition of the existing asset, the restructured asset is considered a 'new' financial asset. Any new financial assets that arise following derecognition events as a result of substantial modification to the terms of the instrument are classified as Stage 1 assets, unless the new financial asset is credit-impaired on initial recognition, in which case it will be classified as a purchased or credit-impaired ("POCI") financial asset. A loss is booked in profit or loss (normally as a write-off) since the new instrument is recognised at fair value.

Other than originated credit-impaired loans, all other modified loans can be transferred out of Stage 3 if they no longer exhibit any evidence of being credit-impaired and, in the case of renegotiated loans, there is sufficient evidence to demonstrate a significant reduction in the risk of non-payment of future cash flows over the minimum observation period, and there are no other indicators of impairment.

Credit-impaired financial assets

At each reporting date, the Bank assesses whether financial assets carried at amortised cost and debt instruments classified within 'Financial investments' and measured at FVOCI are credit-impaired (referred to as 'Stage 3 financial assets'). A financial asset is classified as 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

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

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the restructuring of a loan or advance by the Bank on terms that the Bank would not consider otherwise;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

A loan that has been renegotiated due to a deterioration in the borrower's condition is usually considered to be credit-impaired unless there is evidence that the default risk has reduced significantly and if there are no other impairment indicators. In addition, a loan that is overdue for 90 days or more is considered credit-impaired.

In assessing whether a financial investment is credit-impaired, the Bank considers the following factors:

- The market's assessment of creditworthiness as reflected in bond yields;
- The rating agencies' assessments of creditworthiness, if available;
- The issuer's ability to access the capital markets for new debt issuance;
- The probability of debt restructuring, resulting in holders suffering losses through voluntary or mandatory debt forgiveness; or
- In case of sovereign debt issuers, the international support mechanisms in place to provide the necessary support as 'lender of last resort' to that country, as well as the intention, reflected in public statements, of governments and agencies to use those mechanisms. This includes an assessment of the depth of those mechanisms and, irrespective of the political intent, whether there is the capacity to fulfil the required criteria.

Write-off

Loans and debt securities are written off (either partially or in full) when there is no reasonable expectation of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Bank determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Indicators that there is no reasonable expectation of recovery include (i) the cessation of enforcement activity and (ii) instances where the Bank's recovery method is foreclosing on collateral and the value of the collateral is such that there is no reasonable expectation of recovering in full. This assessment is performed at the individual asset level.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

Recoveries of amounts previously written off are presented within 'Change in expected credit losses and other credit impairment charges' in profit or loss.

Financial assets that are written off could still be subject to enforcement activities to comply with the Bank's procedures for recovery of amounts due.

3.2 Financial liabilities

3.2.1 *Initial recognition, classification and measurement*

The Bank recognises a financial liability on the statement of financial position when it becomes a party to the contractual provisions of the instrument. Financial liabilities not at fair value through profit or loss are recognised initially at fair value, being the fair value of consideration received, net of transaction costs that are directly attributable to the acquisition or the issue of the financial liability.

The Bank classifies its financial liabilities, other than financial guarantees and loan commitments, as subsequently measured at amortised cost. Financial liabilities measured at amortised cost principally comprise 'Amounts owed to institutions', 'Amounts owed to banks', 'Amounts owed to customers', 'Debt securities in issue', together with 'Accruals'.

3.2.2 *Derecognition*

The Bank derecognises a financial liability when its contractual obligations are discharged, cancelled, or expired.

In addition, the Bank derecognises a financial liability when its terms are modified, and the contractual cash flows of the modified liability are substantially different. The terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. In addition, other qualitative factors, such as the currency that the instrument is denominated in, changes in the type of interest rate, new conversion features attached to the instrument, and change in covenants, are also taken into consideration. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability derecognised and consideration paid is recognised in profit or loss. Any costs or fees incurred are recognised as part of the gain or loss on the extinguishment.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

If the modification of a financial liability is not deemed to be substantial and therefore does not result in the derecognition of the original financial liability, the amortised cost of the financial liability is recalculated by discounting the modified cash flows at the original effective interest rate and the resulting gain or loss is recognised in profit or loss. For floating-rate financial liabilities, the original effective interest rate used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any costs and fees incurred are recognised as an adjustment to the carrying amount of the liability and amortised over the remaining term of the modified financial liability by re-computing the effective interest rate on the instrument.

3.3 Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Bank currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under IFRS, or for gains and losses arising from a group of similar transactions, such as in the Bank's trading activity.

3.4 Fair value measurement

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Bank has access at that date. The fair value of a liability reflects its non-performance risk.

When one is available, the Bank measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Bank uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all the factors that market participants would take into account in pricing a transaction.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Bank determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price.

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Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Bank measures assets and long positions at a bid price and liabilities and short positions at an ask price.

Portfolios of financial assets and financial liabilities that are exposed to market risk and credit risk that are managed by the Bank on the basis of the net exposure to either market or credit risk are measured on the basis of a price that would be received to sell a net long position (or paid to transfer a net short position) for the particular risk exposure. Portfolio-level adjustments - e.g. bid-ask adjustment or credit risk adjustments that reflect the measurement on the basis of the net exposure - are allocated to the individual assets and liabilities on the basis of the relative risk adjustment of each of the individual instruments in the portfolio.

The fair value of a financial liability with a demand feature (e.g. a demand deposit) is not less than the amount payable on demand, discounted from the first date on which the amount could be required to be paid.

The Bank recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

3.5 Property and equipment

3.5.1 Recognition and measurement

All property and equipment is initially recorded at historical cost, including transaction costs. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Items of property and equipment are measured at cost or revalued amount less accumulated depreciation and any accumulated impairment losses.

Freehold property is subsequently measured at fair value based on periodic valuations by external independent valuers, less subsequent depreciation. A revaluation is carried out if there is an indication that the fair value of the property differs materially from the carrying amount as at the reporting date. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

Equipment is subsequently stated at historical cost less accumulated depreciation and impairment losses.

3.5.2 Revaluation surplus or deficit

Increases in the carrying amount arising on revaluation of property are credited to the Property revaluation reserve within equity. Decreases that offset previous increases of the same individual asset are recognised in the Property revaluation reserve in equity; all other decreases are expensed in profit or loss. Any subsequent increases are credited to profit or loss up to the amount previously debited, at which point such increases continue to be credited to the Property revaluation reserve.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

Upon disposal of the premises, the relevant portion of the revaluation reserve realised is released and transferred from the Property revaluation reserve to retained earnings.

Where parts of an item of property and equipment have different useful lives, these are accounted for as separate items of property and equipment.

3.5.3 Subsequent costs

The cost of replacing a component of an item of property and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits emanating from such component will flow to the Bank and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred.

3.5.4 Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property and equipment from the date they are available for use.

Land is not depreciated. Upon revaluation of property, accumulated depreciation is eliminated against the gross carrying amount of the asset.

The estimated useful lives for the current and comparative years are as follows:

Premises and improvements	10 – 100 years
Computer hardware	5 years
Motor vehicles	5 years
Other equipment	5 – 7 years

Items with an initial cost of less than €250 (including taxes) are expensed immediately.

3.5.5 Derecognition

Property and equipment are derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year during which the asset is derecognised. The asset's residual value, useful life and method is reviewed, and adjusted if appropriate, at each financial year end.

3.6 Investment Property

Investment property is property held to earn rentals or for capital appreciation or both. Investment property is recognised as an asset when it is probable that the future economic benefits that are associated with the investment property will flow to the entity and the cost can be measured reliably. Investment property is initially measured at cost and subsequently at fair value with any change therein recognised in the profit or loss. Any gain on disposal of investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

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

Transfers are made to (or from) investment property only when there is a change in use. If owner-occupied property becomes an investment property, the Bank accounts for such property in accordance with the policy stated under property and equipment up to the date of change in use.

3.6.1 Property held for sale

The Bank classifies assets and disposal groups as held for sale if their carrying value will be recovered principally through a sale transaction rather through continuing use. The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification. IFRS 5's classification, presentation and disclosure requirements apply to all recognised assets and disposal groups, however, the measurement provisions of the standard do not apply to assets that are accounted for in accordance with the fair value model is IAS 40 Investment Property.

3.7 Intangible assets - software

Software acquired by the Bank is stated at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure on software assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

Software is amortised on a straight-line basis in profit or loss over its estimated useful life, from the date on which it is available for use. The estimated useful life of software for the current and comparative periods is three to fifteen years.

Amortisation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

3.8 Impairment of non-financial assets

The carrying amounts of the Bank's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

For impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets.

An impairment loss is recognised if the carrying amount of an asset or cash-generating unit (“CGU”) exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.9 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity net of any tax effects. The Bank presents basic earnings per share (“EPS”) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to the Bank’s ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

3.10 Comparatives

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

3.11 Financial guarantees and loan commitments

'Financial guarantees' are contracts that require the Bank to make specified payments to reimburse the holder for a loss that it incurs because a specified debtor fails to honour payment commitments when due in accordance with the terms of a debt instrument. 'Loan commitments' are firm commitments to provide credit under pre-specified terms and conditions.

Financial guarantees issued or commitments to provide a loan at below-market interest rates are initially measured at fair value. Subsequently, they are measured at the higher of the credit loss allowance determined in accordance with IFRS 9 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of IFRS 15. Loan commitments provided by the Bank are measured as the amount of the credit loss allowance.

Liabilities arising from financial guarantees and loan commitments are included within provisions.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

3.12 Interest income and expense

Effective interest rate

Interest income and expense are recognised in profit or loss using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

When calculating the effective interest rate for financial instruments other than POCI financial assets, the Bank estimates future cash flows by reference to the contractual terms of the financial instrument, excluding expected credit losses. For POCI financial assets, a credit-adjusted effective interest rate is calculated by reference to estimated future cash flows also taking into consideration expected credit losses.

The calculation of the effective interest rate includes transaction costs and fees paid or received that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or financial liability.

Calculation of interest income and expense

The effective interest rate of a financial asset or financial liability is calculated on initial recognition of a financial asset or a financial liability. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. The effective interest rate is revised because of periodic re-estimation of cash flows of floating rate instruments to reflect movements in market rates of interest.

However, for financial assets that are classified as credit-impaired after initial recognition, interest income is calculated by applying the effective interest rate to the net carrying amount of the financial asset after deducting ECL. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

For financial assets that were credit-impaired on initial recognition, interest income is calculated by applying the credit-adjusted effective interest rate to the amortised cost of the asset. The calculation of interest income does not revert to a gross basis, even if the credit risk of the asset improves.

Presentation

Interest income calculated using the effective interest method presented in profit or loss includes:

- interest on financial assets measured at amortised cost; and
- interest on debt instruments measured at FVOCI.

Interest expense presented in profit or loss represents interest in respect of financial liabilities measured at amortised cost.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

3.13 Fees and commission income and expense

Fees and commission income and expense that are integral to the effective interest rate on a financial asset or liability are included in the measurement of the effective interest rate.

Other fees and commission income, including account servicing fees, credit administration charges and similar fees, are recognised as the related services are performed. When a loan commitment is not expected to result in the drawdown of a loan, the related loan commitment fees are recognised on a straight-line basis over the commitment period.

A contract with a customer that results in a recognised financial instrument may be partially in scope of IFRS 9 and partially in scope of IFRS 15. In such an event, the Bank first applies IFRS 9 to separate and measure the part of the contract that is in scope of IFRS 9 and then applies IFRS 15 to the residual.

Other fee and commission expense relates mainly to transaction and service fees, which are expensed as the services are received.

3.14 Other operating income

The line item primarily comprises realised gains on disposal of financial instruments measured at FVOCI; foreign exchange differences attributable to the translation of monetary assets and liabilities to the Bank's functional currency at reporting date or foreign currency transactions; and fair value movements, interest income, dividend income and foreign exchange differences attributable to financial instruments measured at FVTPL.

3.15 Dividend income

Dividend income is recognised when the right to receive income is established. Usually, this is the ex-dividend date for quoted equity investments. Dividends are presented in other operating income. Dividends on equity instruments designated as at FVOCI that clearly represent a recovery of part of the cost of the investment are presented in other comprehensive income.

3.16 Leases

At inception of a contract, the Bank assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Bank uses the definition of a lease in IFRS 16.

The Bank does not have right-of-use over assets that span over a long term or that are of significant value.

Short term leases and leases of low-value assets

The Bank has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Bank recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

3.17 Employee benefits

The Bank contributes towards the State pension defined contribution plan in accordance with local legislation and to which it has no commitment beyond the payment of fixed contributions. Obligations for contributions to the defined contribution plan are recognised as an expense in profit or loss as they fall due.

3.18 Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to items recognised directly in equity, or in other comprehensive income.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends. Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on business plans. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are only offset when they arise in the same tax reporting group and relate to income taxes levied by the same taxation authority, and when the Bank has a legal right to offset.

3.19 Foreign currency transactions

Transactions in foreign currencies are translated into the functional currency of the Bank at the spot exchange rates at the date of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the spot exchange rate at the reporting date. The foreign currency gain or loss on monetary items is the difference between the amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in the foreign currency translated at the spot exchange rate at the end of the year.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

3 Material accounting policies – continued

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the spot exchange rate at the date on which the fair value is determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated using the spot exchange rate at the date of the transaction.

Foreign currency differences arising on translation are generally recognised in profit or loss save for foreign currency differences arising from equity investments in respect of which an election has been made to present subsequent changes in fair value in other comprehensive income.

3.20 Cash and cash equivalents

Cash and cash equivalents comprise notes and coins in hand, unrestricted balances held with the Central Bank of Malta and highly liquid financial assets with original maturities of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the Bank in the management of its short-term commitments.

Cash and cash equivalents are carried at amortised cost in the statement of financial position.

3.21 Segment reporting

An operating segment is a component of the Bank that engages in business activities from which it may earn revenues and incur expenses, including revenue and expenses that relate to transactions with any of the Bank's other components, whose operating results are reviewed regularly by the Bank's Board of Directors (being the chief operating decision maker), to make decisions about resources allocated to each segment and assess its performance, and for which discrete financial information is available.

3.22 Dividend distribution

Dividend distribution to the Bank's shareholders is recognised as a liability in the Bank's financial statements in the period in which the dividends are approved by the Bank's shareholders.

4 Financial risk management and review

4.1 Organisation

The Board of Directors has overall responsibility for the establishment and oversight of the Bank's risk management framework. The Board has established the Audit and Risk Committee and the Credit Committee with the responsibility for monitoring risk in their specified areas. Non-executive directors sit on these Committees whereas the Chief Executive Officer ("CEO") is either a member of, or otherwise attends, all Committees. The Committees report regularly to the Board of Directors on their activities. The Board has also established an Asset and Liability Management Committee ("ALCO") which is a management committee that reports to the Board of Directors on a quarterly basis.

Risk management policies have been established to identify and analyse the risks faced by the Bank, to set out appropriate risk limits and controls, and to monitor risks and adherence to limits.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

4 Financial risk management and review– continued

The risk management policies and systems are reviewed regularly to reflect changes in market conditions, products and services offered. The Bank has developed appropriate risk management training for the needs of the relevant staff members.

4.2 Risk exposure

The Bank is exposed to a number of risks, which it manages at different organisational levels.

The main categories of risk are:

- Credit risk;
- Market risk;
- Liquidity risk; and
- Operational risk.

4.3 Credit risk

Credit risk is the risk of financial loss to the Bank if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Bank's factored receivables, loans and advances to customers and banks, investment debt securities, and loan commitments arising from lending activities. For risk management reporting purposes, the Bank considers and consolidates all elements of credit risk exposure (such as individual obligor default risk, country and sector risk).

The Bank follows standards, policies and procedures established by the Bank's Board of Directors for the control and monitoring of credit risk. The Board of Directors has delegated the responsibility for the management of credit risk to the Credit Committee within a Board-approved credit sanctioning limit. The Bank's management reports to the Credit Committee and the Board of Directors in respect of their responsibility for the management and oversight of credit risk within the Bank's portfolios of financial instruments. The responsibilities comprise the following:

- Formulating credit policies in consultation with business units, in respect of collateral requirements, credit risk assessments, risk grading and reporting, legal procedures, and compliance with regulatory and statutory requirements.
- Establishing the authorisation structure for the approval and renewal of credit facilities. Authorisation limits are allocated to the CEO, the Head of Finance and Treasury, the Credit Committee or the Board of Directors, as appropriate.
- Reviewing and assessing credit risk: the Bank's Credit department assesses the level of credit risk exposure in respect of all credit exposures, both prior to origination as well as thereafter. In this respect, the Credit department performs credit risk reviews on a periodic basis to monitor the level of credit risk subsequent to origination date. Exposures in excess of designated limits are referred for approval to the Credit Committee or the Board of Directors, as necessary.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

4 Financial risk management and review— continued

- Limiting concentrations of exposure to counterparties, geographies and industries (for lending exposures) and to issuers, credit rating bands, markets and countries (for financial investments).
- Developing and maintaining the Bank's risk gradings to categorise exposures according to the degree of default risk. The current risk grading framework consists of 5 grades reflecting varying degrees of default risk, as described in Note 4.3.4 of the financial statements. The responsibility for setting risk grades lies with the final approving executive or committee, as appropriate. Risk grades are subject to regular reviews by senior management.
- Developing and maintaining the Bank's processes for measuring expected credit losses ("ECLs"), including:
 - The initial approval, regular validation and back-testing of the models used;
 - The identification of SICR and UTP events; and
 - The incorporation of forward-looking information in the ECL calculation.
- Reviewing compliance of departments with agreed exposure limits, including those for selected industries, country risk and product types. Regular reports on the credit quality of the Bank's portfolios are provided to the Credit Committee, which may require appropriate corrective action to be taken. These include reports containing estimates of ECL allowances.
- Providing advice, guidance and specialist skills to departments to promote best practice throughout the Bank in respect of the management of credit risk.

The Bank's principal exposure to credit risk arises from the 'Factored receivables' portfolio as well as the Bank's lending portfolio classified as 'Loans and advances to customers'. The former portfolio comprises two sub-portfolios, both of which represent factoring of receivables on a non and with recourse basis: i) factoring of local bills of exchange (hereinafter referred to as the "Bills of exchange factoring" sub-portfolio) amounting to € 85.5 million as at 31 December 2025 (2024: €102.3million); and ii) factoring of invoices issued by local and foreign customers (hereinafter referred to as the "Invoice factoring" sub-portfolio) amounting to €31.3 million as at 31 December 2025 (2024: €35.9 million).

'Loans and advances to customers' comprises the sanctioning of term loans, advances and overdraft facilities to corporate customers, amounting to €136.7 million as at 31 December 2025 (2024: €164.9 million), of which €12.9 million were provided to related parties on an arm's length basis (2024: €49.5 million). These exposures to local and foreign corporate customers are managed in a similar manner for credit risk management purposes and are hereinafter collectively referred to as the "Corporate lending" sub-portfolio.

'Loans and advances to customers' also comprises retail mortgage lending and other consumer loans amounting to €29.6 million as of 31 December 2025 (2024: €29.1 million).

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

4 Financial risk management and review– continued

Given that retail mortgage lending exposures (hereinafter referred to as the “Retail mortgage lending” sub-portfolio) are managed in a different manner than corporate lending facilities, the Bank’s credit risk management activities in respect of the former sub-portfolio are being described and presented separately from the latter.

In this respect, the Bank has continued to support its customers and adapted its credit risk management processes accordingly to enable the identification of deterioration in credit risk within its portfolios as early as possible and estimating credit loss allowances using the best possible judgement.

The Bank continued to individually rate borrowers deemed mostly impacted by the heightened levels of economic uncertainty through individual credit risk assessments, on the basis of recently obtained management information and, where available, forecasts, enabling management to assess borrower-specific credit risk levels and identify SICR or UTP events.

In respect of the Bills of exchange factoring sub-portfolio, the Bank assesses credit risk at origination through a scorecard designed to assess the individual debtor’s level of credit risk by reference to the debtor’s net disposal income and employment status, amongst other factors featuring in the scorecard.

4.3.1 Credit risk measurement

Measurement of credit risk considers that an exposure varies with changes in market conditions, expected cash flows and the passage of time. The Bank’s internal models measure expected credit losses by portfolio using probability of default (“PD”), exposure at default (“EAD”) and loss given default (“LGD”) parameters.

(a) Loans and advances to customers

The Bank uses internal credit risk grades (refer to Note 4.3.4) to reflect its assessment of the probability of default of individual counterparties or facilities. Internal credit risk gradings are based on payment behaviour, loan specific information and expert judgement of the Bank’s Credit Committee.

For corporate lending exposures, information considered by the Bank when determining the internal credit risk grades includes the payment behaviour of the borrower, compliance with financial covenants, and other information impacting a corporate borrower’s creditworthiness assessment, including historical information in respect of its financial performance and financial position as well as forecasted financial information. Management also takes into consideration non-financial indicators in the performance of credit risk assessments, such as the timeliness of the provision of financial information, the industry-specific outlook and the impact of general macroeconomic conditions on the borrower’s financial performance.

The internal credit risk grades are calibrated such that they reflect the increased risk of default at each higher risk grade. The rating is determined at borrower level through the performance of a creditworthiness assessment of the borrower in each periodic review, performed at least annually.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

4 Financial risk management and review – continued

For retail mortgage lending exposures, internal credit risk grades are determined on the basis of payment behaviour and days past due. Refer to Note 4.3.4 for the definition of the internal retail credit risk grades used by the Bank.

(b) Factored receivables

Unlike corporate exposures classified within ‘Loans and advances to customers’, bills of exchange factoring and invoice factoring facilities classified within ‘Factored receivables’ are not managed on a credit-by-credit basis due to the high volume of relatively low value and homogeneous exposures.

In respect of bills of exchange factoring facilities, the credit risk assessment after the date of initial recognition is based on the payment behaviour of debtors, which is monitored on an ongoing basis. The Bank therefore distinguishes between ‘problematic’ and ‘non-problematic’ exposures by reference to the number of overdue monthly bill payments at any given point in time.

In respect of invoice factoring facilities, the Bank performs its credit risk assessment at the debtor level by (i) monitoring the payment behaviour of any particular debtor by reference to the proportion of invoices which are past due at any given point in time; and (ii) determining PDs by reference to a credit score assigned to each debtor, which credit score is sourced from a third party external vendor and captures other information about the borrower which impacts their creditworthiness, such as financial performance and previous delinquency history.

(c) Other financial assets

Other financial assets include balances with the Central Bank of Malta, loans and advances to banks and financial investments. The Bank considers public credit ratings determined by external credit rating agencies to assess the probability of default of individual counterparties. Such public credit ratings are continuously monitored and updated, with the associated PD being determined by reference to realised default rates over the prior 12 months. In determining the probability of default of individual counterparties, the Bank distinguishes between investment-grade and sub-investment grade counterparties.

4.3.2 Expected credit loss measurement

IFRS 9 outlines a ‘three-stage’ model for impairment based on changes in credit quality since initial recognition as summarised below:

- A financial instrument that is not credit-impaired upon initial recognition is classified in ‘Stage 1’.
- If a significant increase in credit risk (“SICR”) since initial recognition is identified, the financial instrument is moved to ‘Stage 2’ but is not yet deemed to be credit-impaired. Refer to Note 4.3.2.1 for a description of how the Bank determines when a SICR has occurred.
- If the financial instrument becomes credit-impaired, the financial instrument is moved to ‘Stage 3’. Refer to Note 4.3.2.2 for the Bank’s definition of credit-impaired.

Izola Bank p.l.c.

Notes to the Financial Statements

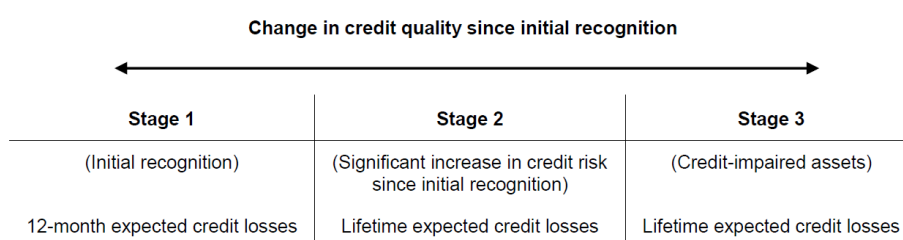
For the Year Ended 31 December 2025

4 Financial risk management and review – continued

- Financial instruments in ‘Stage 1’ have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in ‘Stage 2’ or ‘Stage 3’ have their ECL measured based on expected credit losses on a lifetime basis. Refer to Note 4.3.2.3 for a description of inputs, assumptions and estimation techniques used in measuring the ECL.
- A pervasive concept in measuring ECL in accordance with IFRS 9 is that forward-looking information is considered. Note 4.3.2.4 includes an explanation of how the Bank has incorporated forward looking information into ECL models.
- Purchased or originated credit-impaired financial assets are those financial assets that are credit-impaired upon initial recognition. The ECL in respect of POCI exposures is always measured on a lifetime basis (‘Stage 3’).

The expected credit loss requirements apply to financial assets measured at amortised cost and FVOCI, and certain loan commitments. At initial recognition, a credit loss allowance (or provision in the case of loan commitments) is required for ECL resulting from default events that are possible within the next 12 months (“12-month ECL”). In the event of a significant increase in credit risk, an allowance (or provision) is required for ECL resulting from all possible default events over the expected life of the financial instrument (“lifetime ECL”).

The Bank recognises credit loss allowances at an amount equal to 12-month ECL for debt investment securities that are determined to have low credit risk at the reporting date. The Bank considers a debt security to have low credit risk when it is considered ‘investment-grade’, as defined by external credit rating agencies. The following diagram summarises the impairment requirements under IFRS 9 (other than POCI financial assets):



4.3.2.1 Significant increase in credit risk

When determining whether the risk of default on a financial instrument has increased significantly since initial recognition, the Bank considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Bank’s historical experience and expert credit assessment and including forward-looking information.

For Corporate lending exposures classified within ‘Loans and advances to customers’, the Bank primarily identifies whether a SICR has occurred since initial recognition by reference to the internal risk gradings determined on an individual borrower level. The Bank allocates each exposure to an internal credit risk grade based on financial and non-financial information which is deemed to be predictive of the risk of default.

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Notes to the Financial Statements

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4 Financial risk management and review – continued

Amongst other things, reference is made to audited financial statements, management accounts, budgets and projections. Management applies expert credit judgement in assessing the level of credit risk attributable to specific borrowers. Exposures are subject to ongoing monitoring, which may result in an exposure being moved to a different internal rating grade (refer to Note 4.3.4).

The Bank classifies non-defaulted exposures into 'Stage 2' when the borrower is classified within the 'Substandard' internal credit risk grade and / or forbearance measures have been granted to the borrower, unless additional UTP events have been identified.

In relation to retail mortgage lending exposures classified within 'Loans and advances to customers' and 'Factored receivables', SICR is generally determined on the basis of delinquency related indicators since less information is available at asset level to enable the timely identification of a SICR.

Due to the short-term nature of facilities within the invoice factoring portfolio, the Bank does not distinguish between exposures classified within Stage 1 or Stage 2 since the lifetime PD is deemed to be equivalent to the 12-month PD.

In the case of other financial assets (including loans and advances to banks and debt investment securities), the Bank applies the low credit risk simplification to exposures having an 'investment grade' public credit rating. In this respect, such exposures are not subject to the SICR assessment. Moving from 'investment-grade' to 'sub-investment grade' does not automatically trigger a SICR.

4.3.2.2 Definition of default and credit-impaired assets

The Bank's assessment to determine the extent of increase in credit risk of a financial instrument since initial recognition is performed by considering the change in the risk of default occurring over the remaining life of the financial instrument.

The Bank applies the definition of default in a consistent manner with internal credit risk management practice for the relevant instruments and the definition considers qualitative and quantitative factors where appropriate.

The Bank determines that a financial instrument is credit-impaired or in default, and accordingly classified as Stage 3, by considering relevant objective evidence, primarily:

- whether contractual payments of either principal or interest are past due for more than 90 days for any material credit obligations to the Bank; and
- for corporate lending exposures classified within loans and advances to customers, whether there are other indicators that the borrower is unlikely to pay without realisation of collateral, such as an observed deterioration in the financial performance and / or financial position of the borrower; covenant breaches; and concessions granted to a borrower experiencing financial difficulties.

As described earlier, the staging determination in respect of retail mortgage lending exposures and factored receivables is based on payment behaviour, since these portfolios comprise exposures which are homogeneous and individually low in value.

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Notes to the Financial Statements

For the Year Ended 31 December 2025

4 Financial risk management and review – continued

The default definition is applied consistently when modelling PD, EAD and LGD parameters throughout the Bank's expected credit loss calculations.

Due to the elevated level of uncertainty induced by the current economic environment, as well as the potential delayed default emergence due to the implementation of government support schemes, the Bank performed borrower-level assessments in respect of corporate lending exposures classified within loans and advances to customers to determine whether the economic shock may transform into long-term borrower financial difficulties, thereby potentially requiring a downgrade of individual exposures to Stage 3 to reflect the level of change in credit risk.

An instrument is considered to have cured from defaulted status when it no longer meets any of the default criteria for a period of three consecutive months and, in case of forborne exposures, a period of 12 consecutive months.

The Bank considers other financial assets to be in default when a payment (including a coupon payment) becomes overdue by 1 day or more.

4.3.2.3 Measurement of ECL

The key inputs into the measurement of ECL comprise the PD, LGD and EAD, with the term structure being determined in respect of each parameter.

ECL for exposures in Stage 1 is calculated by multiplying the 12-month PD by LGD and EAD. Lifetime ECL is calculated by multiplying the lifetime PD by LGD and EAD.

ECL is determined by projecting the PD, LGD and EAD for each future period until maturity and for each individual exposure. These three components are multiplied and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). This effectively calculates ECL for each future month, which are then discounted back to the reporting date. The discount rate used in the ECL calculation is the original effective interest rate.

Probability of default

The PD represents the likelihood of a borrower defaulting on its financial obligation (as defined in Note 4.3.2.2), either over the next 12 months (12-month PD) or over the remaining lifetime (lifetime PD) of the obligation.

The Bank adopts a credit risk modelling solution developed by an external vendor to estimate PDs in respect of corporate lending exposures classified within loans and advances to customers, in view of the lack of internal history of defaults within this sub-portfolio.

In this respect, the Bank employs statistical models to analyse financial statement data collected in respect of each individual borrower and assign a credit score accordingly. Specifically, the Bank benchmarks the borrower's financial statements with those of an underlying model dataset comprising obligors which are comparable to the Bank's corporate borrowers in terms of size and industry. Borrower-specific credit scores are then mapped to a PD, which is first adjusted to capture country- and industry-specific credit risk characteristics and then assigned to each obligor. The credit score to PD matrices are calibrated based on historical default data observed in the market, where the data was sourced from publicly available information.

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4 Financial risk management and review – continued

As described in Note 4.3.2, the determination of staging is based on a qualitative assessment performed at borrower level. In this respect, the estimation of 12-month or lifetime PDs in respect of any given borrower is determined by reference to assigned internal credit risk grades.

Lifetime PDs are estimated by applying a scalar to the 12-month PD. The scalar, which is based on historical observed data and is assumed to be the same across all assets within a portfolio, looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans.

For retail mortgage lending exposures, PDs are determined by reference to comparable portfolios at peer banks, as well as a hybrid matrix incorporating information from credit rating agencies, given that the portfolio is still in its infancy and the Bank does not have any internally observable default data.

In the case of bills of exchange factoring facilities, the Bank's PDs are determined by reference to an internally developed statistical model based on a Markov chain approach. In this respect, 12-month transition matrices were derived from internal historical data. Default is considered to be an absorbing state, whereby if an exposure is defaulted, it subsequently remains in default for the purposes of estimation of PDs.

A five-tier rating scale has been developed, designed to capture different potential states of delinquency, ranging from a 'current' status to a '360DPD+' status. Exposures classified within each of the five-tier rating scales are assigned a PD determined on the basis of internal historical delinquency information. Each tier is then mapped to a relative stage, as described in Note 4.3.4. A cure rate is also applied, also estimated by reference to internal historical delinquency information in respect of this portfolio.

In the case of invoice factoring facilities, PDs are sourced from an external vendor. In this respect, a debtor-specific credit score is assigned by the external vendor based on borrower-specific information. PDs are then determined by reference to the debtor-specific credit score. Due to the short-term maturity profile of such exposures, no distinction is made between 12-month and lifetime PDs for the purposes of the ECL calculation.

For financial investments issued by corporates, the PD is estimated using the same methodology applied in respect of exposures classified within loans and advances to customers. In this respect, PDs are determined through the use of a credit risk modelling solution developed by an external vendor.

For sovereign debt securities, the Bank estimates PDs by reference to market data issued by external credit rating agencies. In this respect, the PDs used in the ECL calculation reflects historical default rates determined by external credit rating agencies for issuers assigned an external credit rating which is equivalent to the Bank's financial investments. If a counterparty or exposure migrates between external credit ratings, this will lead to a change in PD.

As described in further detail in Note 4.3.2.4, the 12-month and lifetime PDs estimated in respect of loans and advances to customers and bills of exchange factoring facilities also take into consideration forward-looking economic information.

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4 Financial risk management and review – continued

Loss given default

The LGD represents the Bank's expectation of the extent of the loss on a defaulted exposure. LGD is expressed as a percentage loss per unit of exposure at the time of default (EAD). The Bank estimates the LGD on the basis of historical recovery rates of claims against defaulted counterparties. The estimation of LGD considers the structure and seniority of the claim, together with the nature and recoverability / enforceability of collateral and associated recovery costs.

Loans and advances to customers are primarily secured by residential and / or commercial real estate, as well as cash pledges. In respect of the former, the LGD takes into consideration projected collateral values, historical discounts to market values to reflect a deduction in future proceeds due to costs to sell and potential loss in value in a forced sale scenario, and time to repossession. A key determinant for the LGD applied to exposures secured by real estate is the Loan-to-Value ratio of individual facilities, where the value of the property takes into account the expected recovery from the sale of the property.

The Bank applies LGDs developed by an external vendor and determined by reference to the carrying amount of tangible assets recognised on the borrower's balance sheet. Expected recoveries from the sale of such assets are used to determine the expected loss and are modelled by reference to assumptions in relation to different haircuts to sale proceeds depending on asset type and the time value of money. The LGD determined through the use of statistical techniques by the external vendor also takes into consideration a correlation factor between PDs and LGDs, with higher LGDs being assigned to borrowers to whom a higher PD is determined by the model.

For bills of exchange factoring facilities, the LGD is determined by reference to the value of the motor vehicle being financed. Specifically, it is assumed that the original value of the motor vehicle is depreciated on a straight-line basis over its useful life. In addition, the LGD calculation also takes into consideration the collateral provided by the factoring clients, which comprises pledged cash held with the Bank to cover potential losses from factored bills of exchange.

In the case of invoice factoring facilities, the Bank purchases credit insurance from a foreign third-party underwriter which provides insurance cover in respect of losses up to 95% of each eligible invoice. In this respect, the LGD applied to invoice factoring facilities is determined on this basis.

Exposure at default

EAD represents the expected exposure in the event of a default. The EAD of a financial asset is its gross carrying amount at the time of default. For lending commitments, the EAD reflects an estimation of potential future drawdowns permissible in terms of the contract, which are estimated based on historical observations and forward-looking expectations.

For loans and advances to customers, the Bank estimates the EAD by reference to the expected balance at default. In this respect, the EAD for term lending exposures (including retail mortgage exposures) takes into consideration the current exposure to the counterparty as well as future expected drawdowns of committed facilities, with different drawdown factors applied to partially drawn and fully unutilised facilities. For revolving exposures, the EAD is estimated by reference to the maximum potential exposure at default.

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4 Financial risk management and review – continued

For bills of exchange factoring facilities, the Bank estimates the EAD by reference to the current exposure to the counterparty and potential changes to the exposure due to contractual repayments.

For invoice factoring facilities, the EAD is assumed to be equal to the gross carrying amount of the exposure at reporting date, since repayments from each facility are expected to be made in one instalment in line with the invoice credit terms.

Period over which ECL is measured

The Bank measures ECL considering the risk of default over the maximum contractual period over which it is exposed to credit risk (including any extension options), even if, for credit risk management purposes, the Bank considers a longer period. The maximum contractual period extends to the date at which the Bank has the right to require repayment of an advance or terminate a loan commitment.

However, for revolving facilities that include both a loan and an undrawn commitment component, the Bank measures ECL over a period longer than the maximum contractual period if the Bank's contractual ability to demand repayment and cancel the undrawn commitment does not limit the Bank's exposure to credit losses to the contractual notice period. These facilities do not have a fixed term or repayment structure and are managed on a collective basis. The Bank can cancel them with immediate effect, albeit this contractual right is not enforced in the normal day-to-day management unless the Bank becomes aware of an increase in credit risk at facility level. This longer period is estimated considering the credit risk management actions that the Bank expects to take, and that serve to mitigate ECL. These include a reduction in limits, cancellation of the facility and/or turning the outstanding balance into a loan with fixed repayment terms.

4.3.2.4 Forward-looking information incorporated in the ECL model

The calculation of ECL incorporates forward-looking information. The Bank performs a historical analysis to identify the key economic variables affecting credit risk and expected credit losses for each portfolio. These economic variables and their associated impact on ECL may vary by portfolio. Expert judgement has been applied in the process.

The key drivers of credit risk and credit losses for each portfolio were determined on the basis of a statistical regression analysis of historical relationships between macroeconomic variables and market default data. These key macroeconomic variables determined in respect of each portfolio are disclosed below:

- The Bank estimates forward-looking ECL by reference to the GDP growth rate, unemployment rate, inflation rate, and interest rates, all specific to the local Maltese economy, reflecting the impact of general economic activity on the financial performance of corporate entities; and
- Bills of exchange factoring: the Euro area real GDP, which is deemed to be a good indicator of general economic activity.

Given the short-term nature of invoice factoring facilities, the impact of forward-looking information on the estimation of ECL in respect of these exposures is not deemed to be significant.

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4 Financial risk management and review – continued

Similarly, the impact of forward-looking information on the estimation of ECL in respect of retail mortgage lending exposures classified within loans and advances to customers is also deemed to be insignificant due to the fact that the portfolio is still in its infancy.

Three possible scenarios are considered to capture non-linearity across credit portfolios. The 'baseline' scenario represents the most-likely outcome. Macroeconomic forecasts in respect of these macroeconomic variables are sourced from an authoritative source on a semi-annual basis, providing the best estimate view of the economy over a forecasted time horizon.

As a result of the implementation of the new model developed by an external vendor and used to estimate ECLs for corporate lending exposures classified within loans and advances to customers, macroeconomic forecasts are modelled over a 12-month time horizon. The macroeconomic modelling approach used to estimate ECL for bills of exchange factoring exposures remains unchanged.

In addition to the 'baseline' scenario, the Bank considers an 'upside' and a 'downside' macroeconomic scenario, which respectively represent a more optimistic and a more pessimistic outcome, reflecting economically plausible upside and downside scenarios. The relative paths for the macroeconomic variables in the 'upside' and 'downside' scenarios are determined through statistical variance analysis techniques applied to the 'baseline' scenario.

Each scenario is weighted by a probability of occurrence, determined by a combination of macroeconomic research and expert credit judgment, taking into account the range of possible outcomes each chosen scenario represents. The ECL under each scenario is multiplied by the appropriate scenario weighting to determine a probability-weighted ECL.

As with any economic forecasts, the projections and likelihoods of occurrence are subject to a high degree of inherent uncertainty and, as a result, the actual outcomes may be significantly different to those projected.

The heightened level of macroeconomic uncertainty experienced in both global and local economies has had varying effects on different industry sectors. At the same time, measures designed to soften the extent of the damage to economic activity and the labour market were announced by the Maltese government in the form of subsidised energy prices.

In view of the above, a significant judgement within the Bank's estimation of credit loss allowances relates to the determination of forward-looking scenarios reflecting potential future economic conditions under different scenarios and their impact on the ECL calculation. The Bank considers these forecasts to represent its best estimate of the possible outcomes. The most significant year end assumptions used for the ECL estimate as at 31 December 2025 and 31 December 2024 are set out below.

	As at 31 December 2025		
	Projection for Malta in 2026		
	Baseline	Upside	Downside
GDP growth rate	3.4	4.3	-0.3
Unemployment rate	2.8	2.0	4.1
Inflation rate	2.1	1.6	5.2
Interest rates	2.1	1.4	3.5

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4 Financial risk management and review – continued

		Euro area real GDP growth rate (%)		
		Baseline	Upside	Downside
	2026	1.1	1.55	-2
	2027	1.3	1.6	-0.7
	2028	1.4	1.7	0.2
As at 31 December 2024				
Projection for Malta in 2025				
		Baseline	Upside	Downside
	GDP growth rate	3.6	4.5	0.5
	Unemployment rate	3.1	2.4	4.7
	Inflation rate	2.1	1.6	5.2
	Interest rates	3.0	2.3	4.6
		Euro area real GDP growth rate (%)		
		Baseline	Upside	Downside
	2025	1.1	1.8	-0.2
	2026	1.4	2.2	0.2
	2027	1.3	2	0.1

The weightings assigned to the 'baseline', 'upside' and 'downside' scenarios are 50% (2024: 50%), 25% (2024: 25%) and 25% (2024: 25%) respectively.

Economic scenarios sensitivity analysis of ECL estimates

The outcome of the Bank's credit loss allowances estimation process is sensitive to judgements and estimations made throughout the incorporation of forward-looking economic conditions. Management has assessed the sensitivity of ECLs by assigning a 100% weighting to the baseline, downside and upside scenarios respectively. The Bank's credit loss allowances would increase by €555,547 (2024: €556,123) if these had to be estimated solely on the basis of the downside scenario and would reduce by €363,437 (2024: €391,694) if these had to be estimated solely on the basis of the upside scenario.

4.3.3 Maximum exposure to credit risk

The Bank's maximum credit risk exposure to on and off-balance sheet financial instruments, before taking account of any collateral held or other credit enhancements, can be classified in the following categories:

- Financial assets recognised in the statement of financial position comprise balances with Central Bank of Malta, loans and advances to banks, financial investments, factored receivables, and loans and advances to customers. The maximum exposure to credit risk in respect of these financial assets equals their carrying amount.

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4 Financial risk management and review – continued

- Commitments in respect of factored receivables, overdrafts, and loans - the maximum exposure to credit risk is the full amount of the committed facilities (Note 28).

The following table presents the maximum exposure to credit risk from on-balance sheet and off-balance sheet financial instruments before taking account of any collateral held or other credit enhancements.

	2025		2024	
	Gross carrying amount €	Allowance For ECL €	Gross carrying amount €	Allowance For ECL €
Credit risk exposure relating to on-balance sheet assets				
<i>Subject to IFRS 9 impairment requirements</i>				
Financial assets measured at amortised cost				
Balances with Central Bank of Malta	47,626,503	-	57,513,990	(30,482)
Debt securities	-	-	51,245,889	(26,718)
Loans and advances to banks	5,794,877	(34,078)	4,213,710	(44,789)
Factored receivables				
- Bills of exchange factoring	85,580,488	(80,867)	102,667,483	(368,281)
- Invoice factoring	31,351,404	(259,450)	36,369,185	(431,654)
Loans and advances to customers				
- Corporate Lending	107,974,796	(831,840)	165,751,166	(836,284)
- Retail mortgages	29,596,778	(38,567)	29,137,446	(39,201)
Accrued income and other receivables	1,063,062	-	1,860,854	-
Debt securities measured at FVOCI	64,520,753	(59,381)	37,863,530	(59,543)
Credit risk exposure	373,508,661	(1,304,183)	486,623,253	(1,836,952)
Credit risk exposure relating to off-balance sheet instruments				
Undrawn commitments to lend	54,812,271	-	179,182,237	-
Total credit risk exposure	428,320,932	(1,304,183)	665,805,490	(1,836,952)

Accrued income substantially arises from factored receivables and loans and advances to customers. Expected credit losses in respect of accrued income, which are not deemed material, have been allocated to factored receivables and loans and advances to customers. Similarly, expected credit losses in respect of undrawn commitments are also allocated to loans and advances to customers.

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4 Financial risk management and review – continued

	2025	2024
	Fair	Fair
	Value	value
	€	€
Credit risk exposure relating to on-balance sheet assets not subject to IFRS 9 impairment requirements		
Equity investments designated at FVOCI	18,730	16,079
Equity investments measured at FVTPL	46,687	45,594
Credit risk exposure	65,417	61,673

4.3.4 Credit quality analysis

As described in Note 4.3, the Bank's internal credit risk grades are designed to highlight exposures which require closer management attention because of their greater probability of default and potential loss. The credit quality of the Bank's portfolios of financial instruments is assessed by reference to the Bank's standard credit rating system, as described below:

Credit quality classification	Financial investments	Bills of exchange factoring	Invoice factoring / Retail mortgage lending
Regular	B+ and above	0 to 30 days past due	0 to 30 days past due
Watch	B to CCC-	31 to 60 days past due	31 to 60 days past due
Substandard		61 to 90 days past due	61 to 90 days past due
Doubtful	CC+ and below till Default	Past due by more than 90 days	Past due by more than 90 days
Loss		Amount partially or fully written off	Amount partially or fully written off

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4 Financial risk management and review – continued

The credit quality of loans and advances to customers is managed by the Bank's Credit department using internal credit ratings, defined as follows.

Credit quality classification	Risk attributes
Regular	A customer having overdue repayments by up to 30 days. Regular exposures are typically deemed to have minimal risk of future losses based on a strong financial position and performance.
Watch	A customer having overdue balances by more than 30 days and less than 60 days. 'Watch' exposures typically exhibit initial signs of financial difficulties and necessitate closer monitoring and follow up.
Substandard	A customer having overdue balances by more than 60 days and less than 90 days. 'Substandard' exposures typically exhibit a potentially prolonged deterioration in financial position and performance which raises concerns in respect of settlement of the outstanding Invoice, without recourse to the Insurer.
Doubtful	A customer having overdue balances by more than 90 days and less than 120 days. 'Doubtful' exposures are considered to be defaulted whereby it becomes evident that the Bank will potentially encounter notable difficulty in obtaining settlement of the outstanding Invoice without recourse to the Insurer.
Loss	Amount partially or fully written off

The following tables summarise the credit loss allowances recognised as at 31 December 2025 and 2024 in respect of each class of financial instruments by stage distribution.

The credit loss allowances in respect of balances with Central Bank of Malta and Loans and advances to banks is deemed to be minimal, given the current account nature of the balances and the ongoing transaction activity.

The following tables present information in respect of the credit quality of financial assets measured at amortised cost and debt securities measured at FVOCI.

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4 Financial risk management and review – continued

	As at 31 December 2025			Total €
	Stage 1 €	Stage 2 €	Stage 3 €	
Balances with Central Bank of Malta and cash measured at amortised cost				
Grade 1: Regular	47,626,503	-	-	47,626,503
Gross carrying amount	47,626,503	-	-	47,626,503
Allowance for ECL	-	-	-	-
Net carrying amount	47,626,503	-	-	47,626,503

	As at 31 December 2024			Total €
	Stage 1 €	Stage 2 €	Stage 3 €	
Balances with Central Bank of Malta and cash measured at amortised cost				
Grade 1: Regular	57,513,990	-	-	57,513,990
Gross carrying amount	57,513,990	-	-	57,513,990
Allowance for ECL	(30,482)	-	-	(30,482)
Net carrying amount	57,483,508	-	-	57,483,508

	As at 31 December 2025			Total €
	Stage 1 €	Stage 2 €	Stage 3 €	
Loans and advances to banks measured at amortised cost				
Grade 1: Regular	5,794,877	-	-	5,794,877
Gross carrying amount	5,794,877	-	-	5,794,877
Allowance for ECL	(34,078)	-	-	(34,078)
Net carrying amount	5,760,799	-	-	5,760,799

	As at 31 December 2024			Total €
	Stage 1 €	Stage 2 €	Stage 3 €	
Loans and advances to banks measured at amortised cost				
Grade 1: Regular	4,213,710	-	-	4,213,710
Gross carrying amount	4,213,710	-	-	4,213,710
Allowance for ECL	(44,789)	-	-	(44,789)
Net carrying amount	4,168,921	-	-	4,168,921

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4 Financial risk management and review – continued

	As at 31 December 2025			
	Stage 1	Stage 2	Stage 3	Total
	€	€	€	€
Debt securities measured at FVOCI				
Grade 1: Regular	64,520,753	-	-	64,520,753
Fair value	64,520,753	-	-	64,520,753
Allowance for ECL	(59,381)	-	-	(59,381)

	As at 31 December 2024			
	Stage 1	Stage 2	Stage 3	Total
	€	€	€	€
Debt securities measured at FVOCI				
Grade 1: Regular	37,863,530	-	-	37,863,530
Fair value	37,863,530	-	-	37,863,530
Allowance for ECL	(59,543)	-	-	(59,543)

	As at 31 December 2025			
	Stage 1	Stage 2	Stage 3	Total
	€	€	€	€
Debt securities measured at Amortised Cost				
Grade 1: Regular	-	-	-	-
Gross carrying amount	-	-	-	-
Allowance for ECL	-	-	-	-

	As at 31 December 2024			
	Stage 1	Stage 2	Stage 3	Total
	€	€	€	€
Debt securities measured at Amortised Cost				
Grade 1: Regular	51,245,889	-	-	51,245,889
Gross carrying amount	51,245,889	-	-	51,245,889
Allowance for ECL	(26,718)	-	-	(26,718)
	51,219,171			51,219,171

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4 Financial risk management and review – continued

The following tables present information in respect of the credit quality of financial assets measured at amortised cost or at FVOCI.

	As at 31 December 2025			
	Stage 1	Stage 2	Stage 3	Total
	€	€	€	€
Loans and advances to customers measured at amortised cost				
<i>Corporate lending</i>				
Grade 1: Regular	97,563,306	-	-	97,563,306
Grade 2: Watch	1,608,596	-	-	1,608,596
Grade 3: Substandard	-	1,553,575	-	1,553,575
Grade 4: Doubtful	-	-	6,317,055	6,317,055
Grade 5: Loss	-	-	-	-
Gross carrying amount	99,171,902	1,553,575	6,317,055	107,042,532
Allowance for ECL	(546,115)	(54,079)	(193,378)	(793,572)
Net carrying amount	98,625,787	1,499,496	6,123,677	106,248,960
<i>Retail lending, including retail mortgages</i>				
Grade 1: Regular	30,016,439	-	-	30,016,439
Grade 2: Watch	474,334	-	-	474,334
Grade 3: Substandard	-	-	-	-
Grade 4: Doubtful	-	-	38,269	8,588
Grade 5: Loss	-	-	-	-
Gross carrying amount	30,490,773	-	38,269	30,529,042
Allowance for ECL	(38,567)	-	(38,269)	(76,835)
Net carrying amount	30,452,206	-	-	30,452,206
<i>Total</i>				
Grade 1: Regular	127,579,745	-	-	127,579,745
Grade 2: Watch	2,082,930	-	-	2,082,930
Grade 3: Substandard	-	1,553,575	-	1,553,575
Grade 4: Doubtful	-	-	6,355,324	6,355,324
Grade 5: Loss	-	-	-	-
Gross carrying amount	129,662,675	1,553,575	6,355,324	137,571,574
Allowance for ECL	(584,682)	(54,079)	(231,647)	(870,408)
Net carrying amount	129,077,993	1,499,496	6,123,677	136,701,167

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4 Financial risk management and review – continued

Loans and advances to customers measured at amortised cost	As at 31 December 2024			Total €
	Stage 1 €	Stage 2 €	Stage 3 €	
<i>Corporate lending/Total</i>				
Grade 1: Regular	157,661,709	-	-	157,661,709
Grade 2: Watch	-	-	-	-
Grade 3: Substandard	-	6,696,080	-	6,696,080
Grade 4: Doubtful	-	-	1,393,377	1,393,377
Grade 5: Loss	-	-	-	-
Gross carrying amount	157,661,709	6,696,080	1,393,377	165,751,166
Allowance for ECL	(652,633)	(49,328)	(134,323)	(836,284)
Net carrying amount	157,009,076	6,646,752	1,259,054	164,914,882
<i>Retail lending, including retail mortgages</i>				
Grade 1: Regular	28,613,787	-	-	28,613,787
Grade 2: Watch	212,248	-	-	212,248
Grade 3: Substandard	-	-	-	-
Grade 4: Doubtful	-	-	311,411	311,411
Grade 5: Loss	-	-	-	-
Gross carrying amount	28,826,035	-	311,411	29,137,446
Allowance for ECL	(38,525)	-	(676)	(39,201)
Net carrying amount	28,787,510	-	310,735	29,098,245
<i>Total</i>				
Grade 1: Regular	186,275,496	-	-	186,275,496
Grade 2: Watch	212,248	-	-	212,248
Grade 3: Substandard	-	6,696,080	-	6,696,080
Grade 4: Doubtful	-	-	1,704,788	1,704,788
Grade 5: Loss	-	-	-	-
Gross carrying amount	186,487,744	6,696,080	1,704,788	194,888,612
Allowance for ECL	(691,158)	(49,328)	(134,999)	(875,485)
Net carrying amount	185,796,586	6,646,752	1,569,789	194,013,127

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4 Financial risk management and review – continued

	As at 31 December 2025			Total €
	Stage 1 €	Stage 2 €	Stage 3 €	
Factored receivables measured at amortised cost				
Grade 1: Regular	87,820,699	-	-	87,820,699
Grade 2: Watch	1,481,317	-	-	1,481,317
Grade 3: Substandard	-	16,256,307	-	16,256,307
Grade 4: Doubtful	-	-	10,967,482	10,967,482
Grade 5: Loss	-	-	406,087	406,087
Gross carrying amount	<u>89,302,016</u>	<u>16,256,307</u>	<u>11,373,569</u>	<u>116,931,893</u>
Allowance for ECL	<u>(98,129)</u>	<u>-</u>	<u>(242,189)</u>	<u>(340,318)</u>
Net Carrying amount	<u>89,203,887</u>	<u>16,256,307</u>	<u>11,131,380</u>	<u>116,591,575</u>

	As at 31 December 2024			Total €
	Stage 1 €	Stage 2 €	Stage 3 €	
Factored Receivables measured at amortised cost				
Grade 1: Regular	103,932,493	-	-	103,932,493
Grade 2: Watch	2,271,064	-	-	2,271,064
Grade 3: Substandard	-	17,387,578	-	17,387,578
Grade 4: Doubtful	-	-	13,092,152	13,092,152
Grade 5: Loss	-	-	2,353,381	2,353,381
Gross carrying amount	<u>106,203,557</u>	<u>17,387,578</u>	<u>15,445,533</u>	<u>139,036,668</u>
Allowance for ECL	<u>(98,918)</u>	<u>(74,712)</u>	<u>(626,305)</u>	<u>(799,935)</u>
Net Carrying amount	<u>106,104,639</u>	<u>17,312,866</u>	<u>14,819,228</u>	<u>138,236,733</u>

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4 Financial risk management and review – continued

The following tables present information in respect of the overdue status of the gross carrying amount of factored receivables and loans and advances to customers analysed by stage distribution.

Factored receivables	As at 31 December 2025				As at 31 December 2024			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
	€	€	€	€	€	€	€	€
Current	87,820,699	-	-	87,820,699	103,932,493	-	-	103,932,493
Overdue < 30 days	1,481,317	-	-	1,481,317	2,271,064	-	-	2,271,064
Overdue > 30 days	-	16,256,307	-	16,256,307	-	17,387,578	-	17,387,578
Overdue > 90 days	-	-	11,373,569	11,373,569	-	-	15,445,533	15,445,533
Total	89,302,016	16,256,307	11,373,569	116,931,893	106,203,557	17,387,578	15,445,533	139,036,668

Loans and advances to customers	As at 31 December 2025				As at 31 December 2024			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
	€	€	€	€	€	€	€	€
Current	127,579,745	-	-	127,579,745	185,587,673	5,637,408	87,006	191,312,088
Overdue < 30 days	2,082,930	-	-	2,082,930	900,071	613,531	-	1,513,602
Overdue > 60 days	-	1,553,575	-	1,553,575	-	445,141	-	445,141
Overdue > 90 days	-	-	6,355,324	6,355,324	-	-	1,617,781	1,617,781
Total	129,662,675	1,553,575	6,355,324	137,571,574	186,487,744	6,696,080	1,704,788	194,888,612

4.3.5 Reconciliation of changes in gross carrying amount and allowances for ECL

The credit loss allowance recognised is impacted by a variety of factors, as described below:

- transfers between Stage 1 and Stages 2 or 3 due to financial instruments experiencing significant increases (or decreases) of credit risk or becoming credit-impaired during the period, and the consequent “step up” (or “step down”) between 12-month and Lifetime ECL;
- additional allowances for new financial instruments recognised during the period, as well as releases in respect of financial instruments derecognised during the period;
- impact on the measurement of ECL due to changes in PD, LGD or EAD during the period;
- impacts on the measurement of ECL due to changes made to models and assumptions; and
- write-offs of allowances related to assets that were written off during the period.

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4 Financial risk management and review – continued

The allowance for ECL in respect of loans and advances to customers as at 31 December 2025 decreased marginally compared to the prior year, resulting in an ECL reversal for the financial year ended 31 December 2025 amounting to €5,078 (2024: ECL charge of €4,117).

In addition, the reconciliation of ECL in respect of loans and advances to customers also shows downward migrations of borrowers from Stage 1 to Stage 2 and 3.

The allowance for ECL in respect of factored receivables as at 31 December 2025 decreased compared to the prior year, resulting in an ECL reversal for the financial year ended 31 December 2025 amounting to €459,618 (2024: €56,890).

In respect of the invoice factoring portfolio, the Bank reviewed long outstanding exposures as at 31 December 2025 in order to assess their recoverability, resulting in write-offs amounting to €320,287 (2024: €145,288).

The following tables provide a reconciliation of the gross carrying amount and credit loss allowances relating to loans and advances to customers and factored receivables. A full reconciliation of changes in expected credit losses and other credit impairment charges is presented in Note 9 of the financial statements.

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4 Financial risk management and review – continued

	Stage 1		Stage 2		Stage 3		Total	
	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL
	€	€	€	€	€	€	€	€
Loans and advances to customers								
At 1 January 2025	186,487,744	(691,158)	6,696,080	(49,328)	1,704,788	(134,999)	194,888,612	(875,485)
New and further lending	18,783,923	(99,912)	426,232	(11,326)	42,066	(90,528)	19,252,221	(201,766)
Repayments and disposals	(76,616,751)	206,843	(610,016)	-	(63,130)	-	(77,289,897)	206,843
Transfers of financial instruments:								
Stage 1 to Stage 2	-	-	-	-	-	-	-	-
Stage 2 to Stage 3	-	-	(4,958,721)	6,575	4,958,721	(6,575)	-	-
Stage 3 to Stage 1	287,121	(455)	-	-	(287,121)	455	-	-
Net remeasurement of ECL arising from stage transfers and changes in risk Parameters	-	-	-	-	-	-	-	-
Net impact from effective interest rate method	720,638	-	-	-	-	-	720,638	-
Amounts written off	-	-	-	-	-	-	-	-
At 31 December 2025	129,662,675	(584,682)	1,553,575	(54,079)	6,355,324	(231,647)	137,571,574	(870,408)
Total income statement charge for the year								5,078

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4 Financial risk management and review – continued

	Stage 1		Stage 2		Stage 3		Total	
	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL
	€	€	€	€	€	€	€	€
Loans and advances to customers								
At 1 January 2024	178,785,561	(757,341)	1,674,070	-	1,375,798	(114,027)	181,835,429	(871,368)
New and further lending	33,468,411	(66,183)	554,622	(49,328)	45,331	(20,972)	34,068,364	(136,483)
Repayments and disposals	(21,460,610)	132,366	(94,153)	-	(30,550)	-	(21,585,313)	132,366
Transfers of financial instruments:								
Stage 1 to Stage 2	(4,561,541)	-	4,561,541	-	-	-	-	-
Stage 1 to Stage 3	(314,209)	-	-	-	314,209	-	-	-
Stage 2 to Stage 3	-	-	-	-	-	-	-	-
Net remeasurement of ECL arising from stage transfers and changes in risk Parameters	-	-	-	-	-	-	-	-
Net impact from effective interest rate method	570,132	-	-	-	-	-	570,132	-
Amounts written off	-	-	-	-	-	-	-	-
At 31 December 2024	186,487,744	(691,158)	6,696,080	(49,328)	1,704,788	(134,999)	194,888,612	(875,485)
Total income statement charge for the year								(4,117)

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4 Financial risk management and review – continued

	Stage 1		Stage 2		Stage 3		Total	
	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL
	€	€	€	€	€	€	€	€
Factored receivables								
At 1 January 2025	106,203,557	(98,918)	17,387,578	(74,712)	15,445,533	(626,305)	139,036,668	(799,935)
New and further lending (*)	43,256,719	98,574	4,297,873	-	175,743	-	47,730,335	98,574
Repayments and disposals	(63,698,761)	(95,553)	(1,330,708)	74,960	(4,483,731)	462,502	(69,513,200)	441,909
Transfers of financial instruments:								
Stage 1 to Stage 2	(3,231,744)	(71)	3,231,744	71	-	-	-	-
Stage 1 to Stage 3	(4,176,590)	(2,480)	-	-	4,176,590	(78,386)	-	(80,866)
Stage 2 to Stage 1	5,298,104	319	(5,298,104)	(319)	-	-	-	-
Stage 2 to Stage 3	-	-	(2,204,734)	-	2,204,734	-	-	-
Stage 3 to Stage 1	5,650,731	-	-	-	(5,650,731)	-	-	-
Stage 3 to Stage 2	-	-	172,658	-	(172,658)	-	-	-
Net remeasurement of ECL arising from stage transfers and changes in risk parameters	-	-	-	-	-	-	-	-
Amounts written off	-	-	-	-	(321,911)	-	(321,911)	-
At 31 December 2025	89,302,016	(98,129)	16,256,307	-	11,373,569	(242,189)	116,931,893	(340,318)
Total income statement charge for the year								459,618

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4 Financial risk management and review – continued

	Stage 1		Stage 2		Stage 3		Total	
	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL	Gross carrying amount	Allowance for ECL
	€	€	€	€	€	€	€	€
Factored receivables								
At 1 January 2024	94,804,161	(102,481)	26,378,542	(56,815)	19,723,995	(697,529)	140,906,698	(856,825)
New and further lending (*)	78,569,977	(204,085)	10,618,379	(62,491)	2,302,757	(822,652)	91,491,113	(1,089,228)
Repayments and disposals	(56,517,628)	171,171	(27,678,903)	20,418	(9,019,324)	954,529	(93,215,855)	1,146,118
Transfers of financial instruments:								
Stage 1 to Stage 2	(12,619,457)	11,826	12,619,457	(11,826)	-	-	-	-
Stage 1 to Stage 3	(1,004,049)	26,067	-	-	1,004,049	(26,067)	-	-
Stage 2 to Stage 1	1,488,297	(1,397)	(1,488,297)	1,397	-	-	-	-
Stage 2 to Stage 3	-	-	(3,054,297)	35,253	3,054,297	(35,253)	-	-
Stage 3 to Stage 1	1,482,256	(19)	-	-	(1,482,256)	19	-	-
Stage 3 to Stage 2	-	-	(7,303)	(648)	7,303	648	-	-
Net remeasurement of ECL arising from stage transfers and changes in risk parameters	-	-	-	-	-	-	-	-
Amounts written off	-	-	-	-	(145,288)	-	(145,288)	-
At 31 December 2024	106,203,557	(98,918)	17,387,578	(74,712)	15,445,533	(626,305)	139,036,668	(799,935)
Total income statement charge for the year								56,890

*New and further lending classified within Stages 2 and 3 in the tables above represents exposures originated during the financial years ended 31 December 2025 and 31 December 2024, and migrated to Stages 2 and 3 on the basis of missed repayments.

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4 Financial risk management and review – continued

4.3.6 Renegotiation of financial instruments and forbearance

The contractual terms of a loan may be modified for several reasons, including changing market conditions, customer retention and other factors not related to a current or potential credit deterioration of the customer. Where terms have been modified, an existing exposure may be derecognised if the modification is deemed to be substantial, with the renegotiated instrument being recognised as a new instrument measured at the fair value as at the date of modification and allocated to Stage 1 (assuming it is not credit-impaired at that time).

When the terms of an instrument are modified and the modification does not result in derecognition, the determination of whether the asset's credit risk has increased significantly reflects comparison of:

- the residual lifetime PD at the reporting date based on the modified terms; with
- the residual lifetime PD estimated based on data on initial recognition and the original contractual terms.

The Bank has aligned its policies with the European Securities and Markets Authority (“ESMA”) Public Statement on the Treatment of Forbearance Practices in IFRS Financial Statements of Financial Institutions. Under certain circumstances, the Bank may renegotiate the terms and conditions of a loan in response to actual or perceived financial difficulties of a customer. Renegotiations of exposures to customers in financial difficulties (referred to as 'forbearance activities') are designed to maximise collection opportunities and minimise the risk of default. Under the Bank's forbearance policy, loan forbearance is granted on a selective basis if the debtor is currently in default on its debt or if there is a high risk of default, there is evidence that the debtor made all reasonable efforts to pay under the original contractual terms and the debtor is expected to be able to meet the revised terms.

The revised terms usually include maturity extensions, changes to the timing of interest payments, and amendments to the terms of loan covenants. Both retail and corporate loans are subject to the forbearance policy. The Credit Committee regularly reviews reports on forbearance activities.

For financial assets modified as part of the Bank's forbearance policy, the Bank assesses whether the modification has improved or restored the Bank's ability to collect interest and principal and the probability of default in view of previous experience of similar forbearance activity. As part of this process, the Bank evaluates the borrower's payment performance against the modified contractual terms and considers various behavioural indicators.

Generally, forbearance is a qualitative indicator of a significant increase in credit risk and may constitute evidence that an exposure is credit-impaired. A renegotiated loan is typically presented as credit-impaired when there has been a change in contractual cash flows as a result of a concession which the lender would otherwise not consider and it is probable that, without the concession, the borrower would be unable to meet contractual payment obligations in full. Accordingly, this will represent a significant concern regarding the borrower's ability to meet contractual payments, and the loan will be classified as credit-impaired, unless the concession granted is insignificant.

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4 Financial risk management and review – continued

Renegotiated loans are classified as non-credit impaired where the renegotiation has resulted from significant concern about a borrower's ability to meet contractual payment terms, but contractual cash flows are expected to be collected in full following the renegotiation and no other unlikely-to-pay indicators are evident.

In the event that a forbore exposure is deemed to be credit-impaired, the renegotiated loan will continue to be disclosed as credit-impaired until there is sufficient evidence to demonstrate a significant reduction in the risk of non-payment of future cash flows, and there are no other indicators of impairment. In this respect, a customer needs to demonstrate consistently good payment behaviour over a period before the exposure is no longer considered to be credit impaired.

As at 31 December 2025 and 2024, there were no forbore exposures within the factored receivables portfolio.

As at 31 December 2025, forbore loans and advances to customers comprised exposures with eight borrowers (2024: five borrowers), operating within the wholesale and retail trade industry. The carrying amount in respect of these exposures, as at 31 December 2025 is €7,361,742 (2024: €6,222,713). Credit loss allowances in respect of these exposures amount to €200,922 as at 31 December 2025 (2024: €18,504).

Interest income recognised during the financial year ended 31 December 2025 in respect of forbore exposures amounted to €638,829 (2024: €110,109).

The movement in the carrying amount of forbore loans and advances, before impairment allowances, is analysed below. Exposures eligible for a general payment moratorium of €5,583,213 (2024: 3,550,179) are not considered to be forbore loans and are therefore not included in the table below.

	Forborne exposures	
	2025	2024
	€	€
At 1 January	6,222,713	1,152,249
Increase/(Decrease) in exposure amount	1,139,029	5,070,464
At 31 December	7,361,742	6,222,713

4.3.7 Analysis of collateral

The Bank employs a range of policies and practices to mitigate credit risk. The most common of these is accepting collateral for funds advanced. The Bank has internal policies on the acceptability of specific classes of collateral or credit risk mitigation.

The Bank's policies regarding obtaining collateral have not changed during the reporting period and there has been no significant change in the overall quality of the collateral held by the Bank since the prior period.

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4 Financial risk management and review – continued

Loans and advances to customers

The Bank holds collateral against loans and advances to customers in the form of pledges over deposits held with the Bank, charges over real estate and corporate receivables. In response to the Covid-19 pandemic, the Bank provided support to its customers by offering loans originated in terms of the Malta Development Bank (“MDB”) Covid-19 Guarantee Scheme (“CGS”). In this respect, up to 90% of such exposures are guaranteed by the Government of Malta, with the guarantee amount capped to 50% of all MDB CGS exposures originated by the Bank. The following is an analysis of the extendible value of the collateral (capped at the carrying amount of the loan) held by the Bank against exposures of loans and advances to customers:

	Carrying amounts	
	2025	2024
	€	€
Loans and advances to customers (Gross carrying amount)	137,571,574	194,888,612
<i>Of which secured by:</i>		
Real estate	87,498,795	101,921,820
Cash deposits held with the Bank	7,271,910	43,426,968
MDB CGS guarantee	2,145,786	5,718,313
Bills of exchange with recourse	10,048,481	16,618,990
Assignment of receivables and others	6,001,797	5,734,952
Total carrying amount secured by collateral	112,966,769	173,421,043
Residual unsecured exposure amounts	24,604,805	21,467,569
Allowance for ECL	(870,408)	(875,485)

During 2020, the Bank had confirmed its participation in the MDB CGS, whereby the risk of newly originated loans under the scheme to viable businesses experiencing liquidity pressures resulting from the effects of the pandemic are mitigated by a government guarantee. In this respect, as at 31 December 2025, gross loans subject to the MDB CGS amounted to €2,384,207 (2024: €6,353,681), of which a maximum of €2,145,786 (2024: €5,718,313) is considered guaranteed. As at 31 December 2025, gross loans originated under this scheme classified as Stage 1 and Stage 2 amounted to €667,521 (2024: €4,298,015) and €444,254 (2024: €765,405) respectively. As at 31 December 2025, loans originated under this scheme classified in Stage 3 amounted to €1,272,432 (2024: €1,290,260).

The allowance for ECL in respect of the corresponding loans classified as Stage 1, Stage 2 and Stage 3 amounted to €98 (2024: €168), €nil (2024: €nil) and €186,803 (2024: €1,734) respectively.

Factored receivables

Factored receivables comprise bills of exchange and invoices factored on a no-recourse basis. The former sub-portfolio is secured by the motor vehicles being financed, with a pledge on cash deposits placed by factoring clients and held with the Bank also providing coverage on a first loss basis.

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4 Financial risk management and review – continued

The value of motor vehicles held as collateral in respect of factored bills of exchange as at 31 December 2025 and 2024, estimated by reference to the depreciated value of the motor vehicle to capture the loss in value through use, is presented in the table below.

	2025	2024
	€	€
<i>Type of collateral</i>		
Motor vehicles	93,258,017	101,854,220

Invoice factoring facilities are secured by credit insurance from a foreign third-party underwriter providing insurance cover in respect of losses up to 95% of each eligible invoice.

Collateral held in respect of credit-impaired financial assets

The Bank closely monitors collateral held for financial assets considered to be credit-impaired, as it becomes more likely that the Bank will take possession of collateral to mitigate potential credit losses. Financial assets that are credit-impaired and in respect of which related collateral is held in order to mitigate potential losses are shown below:

	As at 31 December 2025			
	Gross Carrying Amount €	Allowance for ECL €	Carrying amount €	Extendible value of collateral held €
<i>Loans and advances to customers</i>				
Overdrafts	447,939	-	447,939	-
Fixed term loans	5,907,385	(231,647)	5,675,738	14,122,363
<i>Factored receivables</i>				
Bills of exchange factoring	9,225,659	(80,867)	9,144,792	7,727,226
Invoice factoring	135,114	(12,465)	122,649	-
	15,716,097	(324,979)	15,391,118	21,849,589

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4 Financial risk management and review – continued

	As at 31 December 2024			Extendible
	Gross	Allowance	Carrying	value of
	Carrying	for ECL	amount	collateral
	Amount			held
	€	€	€	€
<i>Loans and advances to customers</i>				
Overdrafts	103,116	-	103,116	-
Fixed term loans	1,601,671	(134,999)	1,466,672	470,000
<i>Factored receivables</i>				
Bills of exchange factoring	12,756,154	(289,662)	12,466,492	9,631,500
Invoice factoring	2,689,379	(336,644)	2,352,735	2,108,326
	<u>17,150,320</u>	<u>(761,305)</u>	<u>16,389,015</u>	<u>12,209,826</u>

The LTV ratio in respect of credit-impaired loans and advances to customers as at 31 December 2025 is 43% (2024: 334%). As at 31 December 2025, credit-impaired loans and advances to customers comprise eight exposures (2024: three) with a carrying amount of €6,123,677 (2024: €1,393,377) classified as forborne stage 3 exposure and another four exposures (2024: nine) with a carrying amount of €38,269 (2024: €310,735) classified as non-forborne stage 3 exposures. These exposures are secured by commercial, residential real estate, and others which are secured by the MDB CGS guarantee and cash collateral.

Credit-impaired invoice factoring facilities are secured by credit insurance cover procured from third party insurers up to 95% of credit losses in respect of each insured exposure.

No collateral is held in respect of financial investments and loans and advances to banks.

4.3.8 Write-off policy

The Bank writes off a loan, security and/or factored receivable balances (and any related credit loss allowances) when management determines that the loan, security and/or factored receivable is uncollectible. This determination is reached after considering information such as occurrence of significant changes in the borrower's/issuer's financial position such that the borrower/issuer can no longer pay the obligation, or that proceeds from collateral will not be sufficient to pay back the entire exposure. During the current year, amounts receivable of €321,911 (2024: €145,288) were written off by the Bank.

4.3.9 Settlement risk

'Settlement risk' is the risk of loss due to the failure of an entity to honour its obligations to deliver cash, securities or other assets as contractually agreed. The Bank's activities do not expose it to significant settlement risk.

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4 Financial risk management and review – continued

4.3.10 Industry concentration

The following table analyses the Bank's loans and advances to customers and factored receivables by business segment:

	2025		2024	
	€	%	€	%
Accommodation and food services	2,099,474	1%	-	-
Construction and real estate activities	35,720,990	14%	48,617,487	15%
Households and individuals	115,789,833	46%	128,163,547	38%
Manufacturing	11,213,820	4%	14,001,862	4%
Services	51,743,999	20%	52,267,545	16%
Transportation	1,394,988	1%	2,902,473	1%
Wholesale and retail trade	23,557,865	9%	43,084,418	13%
Other sectors	13,628,551	5%	43,212,528	13%
	255,149,520	100%	332,249,860	100%

The following table analyses the Bank's investment portfolio by business segment:

	2025		2024	
	€	%	€	%
Sovereign debt	56,821,400	79%	70,634,821	79%
Local corporate bonds:				
- Real estate	6,769,600	10%	6,819,500	8%
- Financial services	4,199,300	5%	4,929,300	6%
- Tourism	1,658,800	2%	2,539,800	3%
- Telecommunications	1,964,600	3%	2,363,325	3%
- Other	500,000	1%	1,795,955	1%
Equity investments	65,417	-	61,673	-
	71,959,117	100%	89,144,374	100%

4.3.11 Concentration risk

In addition to industry concentration mentioned in Note 4.3.10, the Bank monitors concentration of credit risk by counterparty and by geographic location. An analysis of credit risk concentration (net of credit loss allowances) is shown on the next page.

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4 Financial risk management and review – continued

	Loans and advances to customers		Factored receivables		Loans and advances to banks		Financial Investments	
	2025 €	2024 €	2025 €	2024 €	2025 €	2024 €	2025 €	2024 €
Carrying amount	136,701,167	194,013,127	116,591,575	138,236,733	5,760,799	4,168,921	64,586,170	89,144,374
Concentration by counterparty								
Corporates	105,384,145	164,914,881	29,648,740	43,952,027	-	-	6,538,783	13,518,580
Private individuals	31,317,022	29,098,246	83,292,816	91,966,700	-	-	-	-
Sovereign	-	-	3,650,019	2,318,006	-	-	56,801,400	70,634,821
Banks and financial services	-	-	-	-	5,760,799	4,168,921	1,245,987	4,990,973
Concentration by location								
Europe:								
- Malta	122,961,805	144,098,801	92,441,927	110,166,933	2,513,391	3,384,581	63,244,753	87,591,856
- Belgium	13,734,580	40,651,076	19,445,572	21,961,199	1,450,635	711,965	18,730	16,079
- France	186	3,500,000	1,059,493	2,704,019	-	-	46,687	42,313
- Other	4,596	5,763,250	3,644,583	3,404,582	1,796,773	72,375	1,276,000	1,494,125

Concentration by location for loans and advances to customers and banks and investment securities is measured based on the location of the borrower or issuer of the security.

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4 Financial risk management and review – continued

4.4 Market risk

Market risk comprises the risk of losses in value caused by unexpected changes in market prices (interest rates, equity prices, foreign exchange rates and credit spreads) before the affected positions can be closed out or hedged.

Market risk for the Bank consists of three elements:

- Interest rate risk, which is the risk of losses because of changes in interest rates.
- Exchange rate risk, which is the risk of losses on the Bank's positions in foreign currency because of changes in exchange rates.
- Investment price risk, which is the risk of losses because of changes in investments prices.

4.4.1 Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Bank's operations are subject to the risk of interest rate fluctuations to the extent that interest-earning assets and interest-bearing liabilities mature or re-price at different times or at different amounts. The Bank accepts deposits from customers at both fixed and floating rates and for varying maturity periods. This risk is managed through the matching of the interest resetting dates on assets and liabilities. However, the Bank seeks to maximise the spread over the cost of capital by investing funds in a portfolio of securities and loans and receivables with a longer tenure than the liabilities (therefore carrying a negative maturity gap position) through the efficient management of shorter-term liabilities over the medium to longer term. The table on the next page summarises re-pricing mismatches at reporting date together with the effective interest rates where applicable.

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Notes to the Financial Statements

For the Year Ended 31 December 2025

4 Financial risk management and review – continued

2025	Carrying amount €	Average effective interest rate %	Less than three months €	Between three months and one year €	Between one year and five years €	More than five years €
Assets						
Balances with Central Bank of Malta	47,626,503	2%	47,626,503	-	-	-
Loans and advances to banks	5,760,799	2%	5,760,799	-	-	-
Financial investments:						
- Debt securities measured at Amortised Cost		-	-	-	-	-
- Debt Securities measured at FVOCI	64,586,170	2%	-	-	-	64,520,753
Factored receivables	116,591,575	12%	31,055,535	8,862,905	59,444,228	17,228,907
Loans and advances to customers	136,701,166	5%	36,083,917	11,278,039	13,426,036	75,913,173
Total assets	371,266,213		120,526,754	20,140,944	72,870,264	157,662,834
Liabilities						
Amounts owed to institutions	10,000,000	2%	10,000,000	-	-	-
Amounts owed to banks	-	-	-	-	-	-
Amounts owed to customers	338,081,138	2%	201,260,726	61,411,342	67,759,117	7,649,953
Debt securities in issue	13,755,590	5%	-	-	-	13,755,590
Total liabilities	361,836,728		211,260,726	61,411,342	67,759,117	21,405,543
Interest repricing gap			(90,733,972)	(41,270,398)	5,111,147	136,257,291
Cumulative gap			(90,733,972)	(132,004,370)	(126,893,223)	9,364,068

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For the Year Ended 31 December 2025

4 Financial risk management and review – continued

2024	Carrying amount €	Average effective interest rate %	Less than three months €	Between three months and one year €	Between one year and five years €	More than five years €
Assets						
Balances with Central Bank of Malta	57,483,508	5%	57,483,508	-	-	-
Loans and advances to banks	4,168,921	2%	4,168,921	-	-	-
Financial investments:						
- Debt securities measured at Amortised Cost	51,219,171	1%	-	-	24,477,586	26,741,585
- Debt Securities measured at FVOCI	37,863,530	4%	-	5,297,825	14,441,251	18,124,454
Factored receivables	138,236,733	7%	42,226,707	9,344,527	73,859,194	12,806,305
Loans and advances to customers	194,013,127	5%	136,781,010	27,205,000	850,001	29,177,116
Total assets	482,984,990		240,660,146	41,847,352	113,628,032	86,849,460
Liabilities						
Amounts owed to institutions	-	-	-	-	-	-
Amounts owed to banks	-	-	-	-	-	-
Amounts owed to customers	448,613,950	3%	309,678,003	69,327,564	55,430,196	14,178,187
Debt securities in issue	16,773,480	5%	-	3,054,530	-	13,718,950
Total liabilities	465,387,430		309,678,003	72,382,094	55,430,196	27,897,137
Interest repricing gap			(69,017,857)	(30,534,742)	58,917,836	58,952,323
Cumulative gap			(69,017,857)	(99,552,599)	(41,354,763)	17,597,560

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4 Financial risk management and review – continued

4.4.1.1 Interest rate profile

The interest rate profile of the Bank's interest-bearing financial instruments as at 31 December 2025 and 2024 is presented below:

	2025		2024	
	Fixed	Variable	Fixed	Variable
Interest-earning assets				
Financial investments – debt securities	64,586,170	-	89,144,374	-
Factored receivables:				
- Invoice factoring	31,091,954	-	35,937,531	-
- Bills of exchange factoring	85,499,621	-	102,299,202	-
Loans and advances to customers:				
- Corporate	34,915,837	71,338,715	53,190,499	111,724,383
- Retail	-	30,446,615	25,880,846	3,217,399
Balances with Central Bank of Malta and cash	-	47,626,503	-	57,483,508
Loans and advances to banks	-	5,760,799	-	4,168,921
	216,093,582	155,172,631	306,452,452	176,594,211
Interest-bearing liabilities				
Amounts owed to institutions	(10,000,000)	-	-	-
Amounts owed to customers	(338,081,138)	-	(264,224,707)	(184,389,243)
Debt securities in issue	(13,755,590)	-	(16,773,480)	-
Amounts owed to banks	-	-	-	-
	(361,836,729)		(280,998,187)	(184,389,243)

4.4.1.2 Fair value sensitivity analysis for fixed rate instruments

Financial instruments issued at fixed interest rates potentially expose the Bank to fair value interest rate risk. Balances with Central Bank of Malta, loans and advances to customers and to banks, amounts owed to Central Bank of Malta, customers and banks, and debt securities in issue are measured at amortised cost and are therefore not subject to fair value interest rate risk.

In this respect, the fair value sensitivity for fixed rate instruments is only performed in respect of debt financial investments measured at FVOCI. An increase of 250 basis points (2024: 250 basis points) in the yield to maturity of each respective debt security would lead to a decrease in value of debt financial investments measured at FVOCI amounting to €7,528,930 (2024 restated: €10,233,792). Likewise, a decrease of 250 basis points (2024: 250 basis points) in interest rates would lead to an increase in value of debt financial investments measured at FVOCI amounting to €7,415,545 (2024 restated: €12,543,592). Such increases or decreases in fair value would be recognised in other comprehensive income and in equity.

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Notes to the Financial Statements

For the Year Ended 31 December 2025

4 Financial risk management and review – continued

4.4.1.3 Cash flow sensitivity analysis for variable rate instruments

The Bank is exposed to cash flow interest rate risk principally in respect of financial assets and liabilities subject to variable interest rates. Taking cognisance of the nature of the Bank's financial assets and liabilities, a sensitivity analysis in respect of interest rate changes in relation to the Bank's variable rate financial assets is presented hereunder in line with the requirements emanating from IFRS 7.

The Bank manages its exposure to interest rate risk using interest rates repricing gaps and both economic value and earnings-based measures. The Bank's interest rate risk management framework is in line with the relevant guidelines issued by the EBA. The following tables show the impact on the Bank's economic value and earnings under different interest rate scenarios. The Bank's interest rate risk management framework follows relevant EBA Guidelines. These Guidelines outline six shock scenarios that set out the change in interest rates under which the impact on the economic value of equity is assessed. The scenarios are reviewed periodically by Management to ensure that these capture all plausible scenarios.

	Parallel shift up 200bp	Parallel shift down 200bp	Flattener	Steepened	Short-term upward	Short-term downward
2025						
Economic value measures	2,451,155	(2,451,155)	1,354,187	(128,610)	(128,610)	128,610
Earnings measures	474,282	(474,282)	273,878	(36,737)	273,878	(273,878)

	Parallel shift up 200bp	Parallel shift down 200bp	Flattener	Steepened	Short-term upward	Short-term downward
2024						
Economic value measures	1,908,914	(1,908,914)	(287,184)	1,241,641	(287,184)	287,184
Earnings measures	(328,539)	328,539	(164,270)	-	(164,270)	164,270

4.4.2 Currency risk

Currency risk is the risk that the value of a financial instrument fluctuates due to changes in foreign exchange rates. The Bank holds and deals in foreign currency with the aim to service the foreign exchange buying and selling activity of its clients. The Bank does not speculate on its foreign exchange holdings. The Bank's foreign exchange exposure is mainly limited to the United States Dollar and Swiss Francs, originating from the Bank's corporate banking business. The Bank manages this risk by ensuring that its foreign currency denominated liabilities are matched to corresponding assets in the same currency.

Exposure to foreign currencies is maintained at minimum levels and within the prescribed limits set by the Bank's Board of Directors. In the scenario whereby all foreign currencies fluctuate upwards or downwards by 20% against the Euro, the carrying amounts of financial assets and liabilities would fluctuate upwards or downwards by €150,059 (2024: €11,505) respectively.

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For the Year Ended 31 December 2025

4 Financial risk management and review – continued

The following table provides an analysis of the financial assets and liabilities of the Bank into relevant currency groupings:

	2025			2024		
	Euro	Other	Total	Euro	Other	Total
	€	currencies	€	€	currencies	€
Financial assets						
Balances with Central Bank of Malta and cash	47,626,503	-	47,626,503	57,483,508	-	57,483,508
Loans and advances to banks	4,837,838	922,961	5,760,799	2,209,271	1,959,650	4,168,921
Financial investments:						-
- Debt securities measured at Amortised Cost	-	-	-	-	-	-
- Debt Securities measured at FVOCI	64,586,170	-	64,586,170	81,629,749	-	81,629,749
Factored receivables	116,591,575	-	116,591,575	138,236,733	-	138,236,733
Loans and advances to customers	136,701,167	-	136,701,167	194,013,127	-	194,013,127
Other assets	28,422,037	-	28,422,037	28,315,168	-	28,315,168
	398,765,289	922,961	399,688,250	501,887,556	1,959,650	503,847,206
Financial liabilities						
Amounts owed to institutions	10,000,000	-	10,000,000	-	-	-
Amounts owed to banks	-	-	-	-	-	-
Amounts owed to customers	337,908,470	172,668	338,081,138	446,711,824	1,902,126	448,613,950
Debt securities in issue	13,755,590	-	13,755,590	16,773,481	-	16,773,481
Other liabilities	6,303,358	-	6,303,358	7,732,868	-	7,732,868
	367,967,418	172,668	368,140,086	471,218,172	1,902,126	473,120,298
Net currency position	30,797,870	750,293	31,548,163	30,669,384	57,524	30,726,908

As at 31 December 2025 and 2024, the Bank was not exposed to any significant currency risk in respect of off-balance sheet exposures. Balances under other currencies represent exposures predominantly to the US Dollar.

4.4.3 Investment price risk

The exposure of the Bank to this risk is not significant. Frequent management reviews are carried out to ensure high quality of the portfolio.

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Notes to the Financial Statements

For the Year Ended 31 December 2025

4 Financial risk management and review – continued

4.5 Liquidity risk

Liquidity risk is the risk that the Bank's obligations to repay liabilities or fund new loans exceeds the Bank's ability to raise funds from either the liquidation of assets or the acceptance of new deposits. Liquidity risk arises primarily due to mismatches in the maturity profile of a bank's financial assets and liabilities, which exposes a bank to the risk that it might not be able to meet its liabilities as they become due or will have to do so at excessive cost. Liquidity risk may also be affected by the depth of the market in which the Bank operates.

Liquidity risk is divided into two categories:

- *Market (product) liquidity risk*: risk of losses arising from difficulties in accessing a product or market at the required time, price and volume.
- *Funding liquidity risk*: risk of losses arising from a timing mismatch in respect of the maturities of financial assets and liabilities, resulting in a risk that the Bank does not meet obligations when due or will have to raise funding at higher than normal rates.

The Bank's approach to managing liquidity risk is to ensure, as far as possible, that it always has sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Bank's reputation. The key elements of the Bank's liquidity strategy are as follows.

- Maintaining a diversified funding base consisting of customer deposits (both retail and corporate) and wholesale market deposits, whilst also maintaining contingency facilities.
- Carrying a portfolio of highly liquid assets, diversified by currency and maturity.
- Monitoring maturity mismatches, behavioural characteristics of the Bank's financial assets and financial liabilities, and the extent of asset encumbrance which might prevent financial assets from being used as collateral to obtain further funding.
- Stress testing of the Bank's liquidity position against various exposures and global, country-specific and Bank-specific events.

Liquidity policies and procedures are reviewed by internal audit. All liquidity policies are subject to review by the Asset and Liability Management Committee and the approval of the Board of Directors.

The Bank's liquidity and funding risk management framework employs two key measures to define, monitor and control the liquidity and funding risk:

- The Liquidity Coverage Ratio ("LCR"), which measures the Bank's level of High-Quality Liquid Assets ("HQLAs") against expected net cash outflows over a one-month period. This ratio is used to gauge the short-term resilience of the Bank's liquidity profile in terms of the requirements emanating from European Commission ('EC') Delegated Regulation 2015/61.
- The Net Stable Funding Ratio ("NSFR") is used to monitor the structural long-term funding position of the Bank. The NSFR requires institutions to maintain sufficient stable funding relative to required stable funding, and reflects a bank's long-term funding profile (funding with a term of more than a year). It is designed to complement the LCR.

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4 Financial risk management and review – continued

4.5 Liquidity risk – continued

Details of the Bank's ratios at the reporting dates and during the reported periods are presented below:

	LCR		NSFR	
	2025	2024	2025	2024
As at 31 December	3,293%	1,967%	134%	141%
Average for the year	2,864%	2,775%	133%	155%
Maximum for the year	4,022%	6,254%	135%	181%
Minimum for the year	1,332%	1,254%	130%	141%

4.5.1 Contractual maturity ladder

The Bank also monitors the contractual maturity ladder, which provides insight into the extent to which the Bank relies on maturity transformation in respect of contractual cash flows. More precisely, the maturity ladder is used to determine the availability of liquid assets to meet liquidity gaps for diverse time horizons.

The following table provides an analysis of the financial assets and liabilities of the Bank into relevant remaining maturity groupings based on the ability of recovery or repayment:

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4 Financial risk management and review – continued

At 31 December 2025	Less than one month €	Between one and three months €	Between three months and one year €	Between one and five years €	More than five years €	No maturity date €	Total €
Financial assets							
Balances with Central Bank of Malta	46,105,939	-	-	-	-	1,520,564	47,625,503
Loans and advances to banks	5,760,799	-	-	-	-	-	5,760,799
Financial investments:							
- Equity investments	-	-	-	-	-	65,417	65,417
- Debt securities at amortised cost	-	-	-	-	-	-	-
- Debt securities at FVOCI	-	-	-	-	64,520,753	-	64,520,753
Factored receivables	28,917,809	2,137,726	8,862,905	59,444,228	17,228,907	-	116,591,575
Loans and advances to customers	36,008,050	75,867	11,278,039	13,426,036	75,913,173	-	136,701,166
Other assets	28,422,037	-	-	-	-	-	28,422,037
Total assets	145,214,634	2,213,593	20,140,944	72,870,264	157,662,834	1,585,981	399,688,250
Financial liabilities							
Amounts owed to institutions	10,000,000	-	-	-	-	-	10,000,000
Amounts owed to customers	152,297,218	48,944,154	61,411,342	67,759,117	7,649,953	-	338,061,785
Debt securities in issue	-	-	-	-	13,755,590	-	13,755,590
Other liabilities	6,322,711	-	-	-	-	-	6,322,711
Total liabilities	168,619,929	48,944,154	61,411,342	67,759,117	21,405,544	-	368,140,086
Liquidity gap	(23,405,296)	(46,730,560)	(41,270,398)	5,111,147	136,257,290	1,585,981	31,548,164
Cumulative gap	(23,405,296)	(70,135,856)	(111,406,254)	(106,295,107)	29,962,183	31,548,164	

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Notes to the Financial Statements

For the Year Ended 31 December 2025

4 - Financial risk management and review – continued

At 31 December 2024	Less than one month €	Between one and three months €	Between three months and one year €	Between one and five years €	More than five years €	No maturity date €	Total €
Financial assets							
Balances with Central Bank of Malta	55,962,944	-	-	-	-	1,520,564	57,483,508
Loans and advances to banks	4,168,921	-	-	-	-	-	4,168,921
Financial investments:							
- Equity investments	-	-	-	-	-	61,673	61,673
- Debt securities at amortised cost	-	-	-	24,477,586	26,741,585	-	51,219,171
- Debt securities at FVOCI	-	-	5,297,825	14,441,251	18,124,454	-	37,863,530
Factored receivables	31,053,288	11,173,419	9,344,527	73,859,194	12,806,305	-	138,236,733
Loans and advances to customers	22,694,875	11,382,434	54,441,152	32,382,759	73,111,907	-	194,013,127
Other assets	2,456,536	-	-	-	-	-	2,456,536
Total assets	116,336,564	22,555,853	69,083,504	145,160,790	130,784,251	1,582,237	485,503,199
Financial liabilities							
Amounts owed to institutions	-	-	-	-	-	-	-
Amounts owed to customers	201,803,194	107,874,809	69,327,564	55,430,196	14,178,187	-	448,613,950
Debt securities in issue	-	-	3,054,530	-	13,718,950	-	16,773,480
Other liabilities	6,558,061	-	-	-	-	-	6,558,061
Total liabilities	208,361,255	107,874,809	72,382,094	55,430,196	27,897,137	-	471,945,491
Liquidity gap	(92,024,691)	(85,318,956)	(3,298,590)	89,730,594	102,887,114	1,582,237	13,557,708
Cumulative gap	(92,024,691)	(177,343,647)	(180,642,237)	(90,911,643)	11,975,471	13,557,708	

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4 Financial risk management and review – continued

Amounts owed to customers of €115,079,410 (2024: €124,061,541) as at 31 December 2025 are repayable on demand and included in the 'less than one month' bucket in the tables above. However, the Bank's experience is that a significant portion of such deposits remains stable. Additionally, a significant part of other deposits maturing within 3 months from the end of the reporting period is typically renewed.

4.5.2 Cash flows payable by the Bank under financial liabilities by residual maturity

The table below shows a maturity analysis of undiscounted cash flows payable in respect of financial liabilities by residual contractual maturities of the instruments:

	Carrying amount €	Gross nominal outflow €	Repayable on demand €	Less than three months €	Between three months and one year €	Between one and five years €	More than five years €
At 31 December 2025							
Balance owed to Central Bank of Malta	10,000,000	(10,000,000)	-	(10,000,000)	-	-	-
Amounts owed to customers	338,081,138	(338,081,138)	(115,079,410)	(8,953,368)	(112,485,910)	(73,969,505)	(27,592,945)
Debt securities in issue	13,755,590	(13,755,590)	-	-	-	-	(13,755,590)
Other liabilities	4,937,363	(4,937,363)	-	(4,937,363)	-	-	-
	366,774,091	(366,774,091)	(115,079,410)	(23,890,731)	(112,485,910)	(73,969,505)	(41,348,535)

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4 Financial risk management and review – continued

	Carrying amount €	Gross nominal outflow €	Repayable on demand €	Less than three months €	Between three months and one year €	Between one and five years €	More than five years €
At 31 December 2024							
Balance owed to Central Bank of Malta	-	-	-	-	-	-	-
Amounts owed to customers	448,613,950	(456,934,694)	(124,061,541)	(186,179,327)	(70,502,670)	(59,392,613)	(16,798,543)
Debt securities in issue	16,773,480	(22,313,926)	-	-	(3,123,309)	-	(19,190,617)
Other liabilities	6,558,061	(6,558,061)	-	(6,558,061)	-	-	-
	<u>471,945,491</u>	<u>(485,806,681)</u>	<u>(124,061,541)</u>	<u>(192,737,388)</u>	<u>(73,625,979)</u>	<u>(59,392,613)</u>	<u>(35,989,160)</u>

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4 Financial risk management and review – continued

4.6 Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Bank's processes, personnel, technology, and infrastructure, as well as from external factors other than credit, market, and liquidity risks, such as risks arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks arise from all the Bank's operations.

Management of operational risk

The Bank's objective is to manage operational risk to balance the avoidance of financial losses and damage to the Bank's reputation with overall cost effectiveness. The Bank's operational risk management activities comprise actions to:

- Adopt policies, processes, and procedures to control and/or mitigate material operational risks.
- Identify and assess the operational risk inherent in all material products, activities, processes, and systems. Before new products, activities, processes, and systems are introduced or undertaken, the inherent operational risk is subject to adequate assessment.
- Monitor all potential operational risks and material exposures to losses.
- Monitor whether there is motive, means and opportunity within the overall control environment to commit fraudulent acts.
- Adopt contingency and business continuity plans to ensure the Bank's ability to operate on an ongoing basis and limit losses in the event of severe business disruption.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management. Periodic operational risk reports are submitted to the Bank's Audit and Risk Committee. A financial measurement of this risk is estimated by the Bank for the purpose of allocating risk capital using the Basic Indicator Approach under the Capital Requirements Directive rules. The capital requirement for operational risk under this method was calculated at €1,705,030 as at 31 December 2025 (2024: €1,040,473).

4.7 Fair value measurement of financial instruments

The fair value of financial assets that are traded in active markets are based on quoted market prices or dealer price quotations. For all other financial instruments, the Bank determines fair value using other valuation techniques.

(a) Valuation models

The Bank measures fair value using the following fair value hierarchy, which reflects the significance of the inputs used in making the measurements:

- Level 1: inputs that are quoted market prices (unadjusted) in active markets for identical instruments.

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Notes to the Financial Statements

For the Year Ended 31 December 2025

4 Financial risk management and review – continued

4.7 Fair value measurement of financial instruments – continued

- Level 2: inputs other than quoted prices included within Level 1 that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.
- Level 3: inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs that are not observable, and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

Valuation techniques include net present value and discounted cash flow models. Assumptions and inputs used in valuation techniques include risk-free and benchmark interest rates.

Fair values reflect the credit risk of the instrument and include adjustments to take into account the credit risk of the counterparty as appropriate.

The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Bank has access at that date.

(b) Valuation framework

The Bank's financial assets measured at fair value comprise investments in Malta Government Stocks, corporate bonds listed on the Malta Stock Exchange, and collective investment schemes. A selected group of Malta Government Stocks, corporate bonds and unquoted equity investments are classified as financial investments measured at FVOCI. Equity investments representing units in collective investment schemes are classified as financial investments measured at FVTPL. The Head of Finance and Treasury has overall responsibility for independently verifying the results of all fair value measurements.

(c) Financial instruments measured at fair value

The table below analyses financial instruments measured at fair value at the reporting date by fair value measurement categorisation within the fair value hierarchy. The amounts reflect the carrying amount recognised in the statement of financial position.

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4 Financial risk management and review – continued

	Level 1	Level 2	Level 3	Total
	€	€	€	€
31 December 2025				
Financial investments:				
- Debt securities	64,520,753	-	-	64,520,753
- Equity investments	-	-	18,730	18,730
	64,520,753	-	18,730	64,539,483
31 December 2024 - restated				
Financial investments:				
- Debt securities	81,568,076	-	-	81,568,076
- Equity investments	-	-	16,079	16,079
	81,568,076	-	16,079	81,584,155

Financial investments – Corporate Debt securities and sovereign debt securities held within a held-to-collect and sell business model

This category of assets is carried at fair value, measured primarily by reference to quoted market prices as at 31 December 2025 and 2024.

Financial investments – Equity investments

The Bank has an interest in an open-ended investment fund as disclosed in Note 15.5, which is carried at fair value, determined by reference to the net asset value of the fund as at 31 December 2025 and 2024. The Bank's exposure to unquoted equity investments is deemed immaterial as at 31 December 2025 and 2024.

(d) Financial instruments not measured at fair value

Debt securities in issue

The fair value of the debt securities in issue as at 31 December 2025 amounted to €13,300,000 (2024: €17,056,800) whilst the carrying amount of these debt securities was €13,755,590 (2024: €16,773,480). The fair value has been determined by reference to the market price (level 1).

Balances with Central Bank of Malta, loans and advances to banks and factored receivables

These categories of assets are reported net of credit loss allowances to reflect the estimated recoverable amounts. Balances with Central Bank of Malta and loans and advances to banks re-price within 3 months, whilst factored receivables are relatively short-term in nature. The carrying amounts of these financial assets are therefore deemed to be a reasonable approximation of their fair value.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

4 Financial risk management and review – continued

Loans and advances to customers

Loans and advances to customers are carried at amortised cost in the statement of financial position. The board considers the carrying amounts of these loans to be a reasonable estimate of their fair value in view of the relatively short periods to repricing or maturity from the end of the reporting periods.

Amounts owed to institutions

Amounts owed to institutions amounting to €10,000,000 (2024: nil) represent loans contracted in terms of the 'Eurosystem Monetary Policy Operations - Central Bank of Malta Directive No.8' and are carried at amortised cost. These amounts are secured by a pledge on a portion of the Bank's portfolio of investments in Malta Government Stocks as disclosed in Note 15.2. The fair value of these amounts is deemed to approximate the carrying amount in view of the short-term nature of the financial liability.

Amounts owed to customers

This category of liabilities is carried at amortised cost and amounts to €338,081,138 (2024: €448,613,950). The majority of the customer deposits reprice within one year or less and, in this respect, their carrying amount is deemed to be a reasonable approximation of their fair value.

Amounts owed to banks

This category of liabilities is carried at amortised cost and amounts to nil (2024: nil). These liabilities are short-term in nature and, in this respect, their carrying amount is deemed to approximate their fair value.

(e) Non-financial instruments measured at fair value

The judgements and estimates made in determining the fair values of property classified within 'Property and equipment' and 'Property held for sale', which is recognised and measured at fair value in the statement of financial position are described hereunder.

The Bank engages external, independent and qualified valuers to determine the fair value of its properties at least every five years. At the end of each reporting period, the directors update their assessment of the fair value of each property, taking into account the most recent independent valuations and other market factors.

The Bank is required to analyse non-financial assets carried at fair value by level of the fair value hierarchy within which the recurring fair value measurements are categorised in their entirety (Level 1, 2 or 3). The different levels of the fair value hierarchy have been defined as fair value measurements using:

- Quoted prices (unadjusted) in active markets for identical assets (Level 1);
- Inputs other than quoted prices included within Level 1 that are observable for the asset, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2);
- Inputs for the asset that are not based on observable market data (i.e. unobservable inputs) (Level 3).

Izola Bank p.l.c.

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For the Year Ended 31 December 2025

4 Financial risk management and review – continued

The Bank's property, classified within 'Property and equipment', comprises the Bank's offices and other operational premises. The last independent valuation of this property was performed as at 19 July 2024. During 2024, the carrying value of the 4, Castille Place property, was adjusted to reflect the updated valuation, resulting in a net increase of €1,000,000 in the carrying values for the Bank. The Bank's property, classified within 'Property held for sale', comprise the 53-58, East Street, Valletta properties.

These two adjacent properties were used as the Bank's offices up until June 2024. The last independent valuation of these properties was performed as at 26 June 2024. During 2023, the carrying values of the properties, classified within property and equipment, was adjusted to the valuations and the net resultant adjustment comprised an increase of €1,170,375 in the carrying value for the Bank. For all Bank properties, their current use equates to the highest and best use.

A reconciliation from the opening balance to the closing balance of land and buildings for recurring fair value measurements categorised within Level 3 of the fair value hierarchy, is reflected in Note 18.1 and 18.2. The principal movements reflect changes in fair value, additions, disposals and depreciation charge for the years ended 31 December 2025 and 2024.

The external valuations of the Level 3 property have been performed using predominantly the traditional residual method of valuation. In view of the limited market information available, the valuations have been performed using unobservable inputs. In relation to the capitalised rentals approach, the significant unobservable inputs include:

- a capitalisation rate applied at 5-6% (2024: 5-6%) which is effectively the discount rate adjusted for anticipated growth; and
- the expected annual rental value ("ERV") taking into account the rental rate per square metre for comparable properties located in proximity to the Bank's property with adjustments for differences in the size, age, exact location and condition of the property. The assumed monthly rental rate per square metre is €20.83 - €41.67 (€250/sqm to €500/sqm on an annual basis) (2024: monthly rental rate of €20.83 - €41.67/sqm or €250/sqm to €500/sqm on an annual basis).

Effectively, the capitalisation rate indicates the return the investor expects to receive through annual rental value.

4.8 Capital base

The Bank is a licensed credit institution and must therefore comply with the minimum capital requirements prescribed by the Capital Requirements Regulation. The Bank has adopted the Standardised Approach to calculate its capital requirements for credit risk and the Basic Indicator Approach for operational risk and foreign exchange risk in order to calculate the Pillar 1 minimum capital requirements.

4.8.1 Capital management

The Bank is required to maintain sufficient capital to comply with regulatory capital requirements. The Bank's capital management processes ensure an efficient use of capital in relation to risk appetite as well as business development. The Bank's regulatory capital comprises Tier 1 capital and Tier 2 capital, which includes ordinary share capital, the capital contribution reserve, retained earnings, other reserves and subordinated debt.

4 Financial risk management and review – continued

All financial instruments arising from the Bank's operations are categorised as banking book exposures, and risk-weighted assets are determined according to specified requirements that seek to reflect the varying levels of risk attached to assets and to exposures not recognised in the statement of financial position.

In 2025, the Bank did not encounter any breaches of its Pillar 2 Guidance (P2G) ratio, following the continued execution of the capital management plan approved by the Board of Directors. As at the end of 2025, the Bank's Tier 1 capital ratio stood at 15.54%, comfortably exceeding the regulatory requirement of 12.80%, further demonstrating the strengthening of the Bank's capital position.

4.8.2 Calculation of minimum capital requirement and risk-weighted assets

Minimum capital requirements are computed for credit, market and operational risks. The Banking Act, 1994 requires a bank to maintain a ratio of total regulatory capital to risk-weighted assets and instruments (the Capital requirements ratio) at or above the prescribed minimum of 8%.

The Bank is compliant with the CRD IV capital requirements and in addition to the prescribed minimum, Banking Rule BR/15: 'Capital Buffers of Credit Institutions authorised under the Banking Act 1994' requires Banks to hold additional buffers, namely the 'capital conservation buffer' and the 'countercyclical buffer'. Automatic restrictions on capital distributions apply if the Bank's CET1 capital falls below the level of its CRD IV combined buffer.

The Bank is required to maintain a capital conservation buffer of 2.5% and the institution-specific countercyclical buffer as determined by Article 140(1) of Directive 2013/36/EU which is composed of CET1 capital. These buffers were phased in over the period from 1 January 2016 to 31 December 2020.

CRD IV contemplates a countercyclical buffer in line with Basel III, in the form of an institution-specific countercyclical buffer and the application of increased requirements to address macro-prudential or systemic risk. This is expected to be set in the range of 0-2.5% of relevant credit exposure risk-weighted assets, whereby the rate shall consist of the weighted average of the 'countercyclical buffer' rates that apply in the jurisdiction where the relevant exposures are located. The Bank's current 'countercyclical buffer' rate amounts to 0.12%

On 27 April 2023, the Bank received from the MFSA a SREP Decision letter, whereby in addition to the regulatory requirements stated above, the Bank is expected to maintain a Pillar 2 Requirement (P2R) of 3.25% to be held in excess of the minimum own funds requirement and to be maintained at all times in accordance with Article 104a of the EU's Capital Requirements Directive (CRD V). In addition, a Pillar 2 Guidance (P2G) of 1.50% and made up entirely of CET 1 Capital is to be held over and above the Overall Capital Requirement (OCR)

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

4 Financial risk management and review – continued

The following is an analysis of the Bank's Capital Base in accordance with the CRD's requirements, as reported by the Bank in the COREP return:

	2025	2024
	€	€
Tier 1 Capital		
Ordinary share capital	29,000,000	29,000,000
Capital Contribution	2,032,675	2,032,675
Accumulated Losses (excluding Depositor compensation scheme)	(3,000,465)	(3,987,094)
Property revaluation reserve	4,795,243	4,739,260
Fair value movement reserve	(5,402,405)	(697,493)
Perpetual capital notes	3,000,000	3,000,000
Other reserves	-	-
Deductions related to intangible assets	(1,640,899)	(3,537,293)
Deductions in relation to deferred tax assets that rely on future profitability	(2,257,227)	(1,971,077)
Total Tier 1 Capital	26,526,922	28,578,978
Tier 2 Capital		
Subordinated debt	14,000,000	14,000,000
Total Tier 2 Capital	14,000,000	14,000,000
Total Own Funds	40,526,922	42,578,978

Based on the regulatory returns submitted to the MFSA for the financial year ending 31 December 2025, as well as those submitted up to the date of signing these financial statements for reporting periods after 31 December 2025, the Bank is considered to have fulfilled all minimum capital requirements up to the signing date.

Further information in respect of the Bank's capital ratios may be found in the Pillar 3 disclosures as at 31 December 2025 yet to be published at a later date.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

5 Net interest income

	2025	2024
	€	€
Interest income		
Factored Receivables	8,664,660	9,067,716
Loans and advances to customers	7,836,875	8,739,303
Amounts owed to institutions	1,339,837	3,076,377
Financial assets measured at amortised cost	508,830	434,329
Financial assets measured at FVOCI	890,747	1,385,325
Amortisation of premium on financial assets	(245,625)	(348,172)
Total interest income	18,995,324	22,354,878
Interest expense		
On amounts owed to banks	(210,860)	-
On amounts owed to customers	(10,280,911)	(15,296,801)
On debt securities in issue	(768,778)	(839,790)
Amortisation of debt issuance costs	(38,910)	(41,179)
Total interest expense	(11,299,459)	(16,177,770)
Net interest income	7,695,865	6,177,108

6 Net fee and commission income

	2025	2024
	€	€
Account maintenance and other bank charges	311,814	233,584
Fee and commission income	311,814	233,584
SWIFT and bank charges	(136,144)	(145,966)
Fee and commission expense	(136,144)	(145,966)
Net fee and commission income	175,670	87,618

Performance obligations and revenue recognition policies

Fee and commission income from contracts with customers is measured based on the consideration specified in a contract with a customer. The Bank recognises revenue when it transfers control over a service to a customer.

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

6 Net fee and commission income – continued

Type of service	Nature and timing of satisfaction of performance obligations, including significant payment terms	Revenue recognition under IFRS 15
Retail and corporate banking service	<p>The Bank provides banking services to corporate customers, including the provision of credit facilities, foreign currency transactions, account maintenance and servicing fees.</p> <p>Transaction-based fees for foreign currency transactions and credit facilities are charged to the customer's account when the transaction takes place.</p> <p>Servicing fees are charged on a periodical basis and are based on fixed rates reviewed annually by the Bank.</p> <p>No fees are charged to the Bank's retail customer base.</p>	<p>Revenue from account maintenance and servicing fees is recognised over time as the services are provided.</p> <p>Revenue related to transactions is recognised at the point in time when the transaction takes place.</p>

7 Net trading income

	2025	2024
	€	€
Net loss from other financial instruments at FVTPL	(206,846)	(226,574)
Net gain from other financial instruments at FVOCI	-	-
Net (loss)/gain from foreign exchange	103,097	40,529
	(103,749)	(186,045)

8 Other operating income/(loss)

	2025	2024
	€	€
Other income/(loss)	219,223	(124,213)

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

9 Changes in expected credit losses and other credit impairment charges

	2025	2024
	€	€
Changes in expected credit losses:		
Factored receivables	459,618	56,890
Loans and Advances to customers	5,078	(4,117)
Debt financial investments measured at FVOCI	26,879	32,784
Balances with the Central Bank and other banks	41,193	(75,272)
	532,768	10,285
Other credit impairment charges:		
Write-offs		
- Factored receivables	(321,911)	(145,288)
- Loans and advances to customers	-	(7,568)
Recoveries		
- Factored receivables	1,441	96,453
- Loans and advances to customers	-	3,839
	(320,470)	(52,564)
	212,298	(42,279)

10 Profit/(Loss) before tax

10.1 Profit/(Loss) before income tax is stated after fees, exclusive of VAT, charged by the Bank's statutory auditor in relation to the financial years ended 31 December 2025 and 2024, which comprise the following:

	2025	2024
	€	€
Auditors' remuneration	87,000	84,000
Other assurance services	5,000	2,832
	92,000	86,832

10.2 Employee compensation and benefits incurred by the Bank during the respective financial years are analysed as follows:

	2025	2024
	€	€
Directors' fees	131,665	140,000
Staff costs:		
- wages, salaries and allowances	3,038,845	3,066,037
- defined contribution social security costs	177,651	191,488
	3,348,161	3,397,525

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

10 Profit/(Loss) before tax - continued

10.3 The weekly average number of persons employed by the Bank during the respective financial years was as follows:

	2025	2024
	€	€
Managerial	9	8
Supervisory and clerical	56	69
	<u>65</u>	<u>77</u>

10.4 Other expenses incurred by the Bank during the respective financial years are analysed as follows:

	2025	2024
	€	€
Credit servicing fees	612,114	724,642
IT support and maintenance costs	1,065,333	1,235,814
Marketing expenses	82,163	553,822
Professional fees	409,205	516,503
Regulatory related fees	689,256	1,754,194
Other expenses	320,977	661,495
	<u>3,179,048</u>	<u>5,446,470</u>

Regulatory related fees are inclusive of Depositor Compensation Scheme contributions of nil (2024: €1,110,825).

11 Income tax expense

11.1 Total income tax expense

	2025	2024
	€	€
Income Statement		
Current income tax – current year expense	-	-
Deferred tax credit	(87,419)	1,112,204
	<u>(87,419)</u>	<u>1,112,204</u>

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

11 Income tax expense - continued

11.2 The income tax expense for the year and the result of the accounting profit multiplied by the tax rate applicable in Malta, the Bank's country of incorporation, are reconciled as follows:

	2025 €	2024 €
Profit/(Loss) before income tax	682,451	(4,081,976)
Tax at the applicable tax rate of 35%	(238,858)	1,428,692
Tax effect of:		
- Non-deductible expenses	-	(8,951)
- Other differences	151,439	(307,537)
	(87,419)	1,112,204

12 Earnings per share

Earnings per share is calculated by dividing the profit or loss after tax attributable to ordinary shareholders of the Bank by the number of ordinary shares in issue and ranking equally for dividend during the year.

	Note	2025 €	2024 €
Income Statement			
Net loss attributable to equity holders of the Bank		595,032	(2,969,772)
Number of ordinary shares in issue	27	58,000,000	58,000,000
Earnings per share		1c03	(5c12)

13 Balances with Central Bank of Malta and cash

	2025 €	2024 €
Balances with Central Bank of Malta	47,625,002	57,483,508
Cash and items in transit	1,501	-

Balances with the Central Bank of Malta comprise mandatory reserve deposits of € 1,520,564 (2024: €1,520,564) and are not available for use in the Bank's day-to-day operations. During the current and prior years, the Bank has been compliant with the reserve deposit requirement. These balances also comprise an amount of €1,520,564 (2024: €1,520,564) pledged in favour of the Depositor Compensation Scheme. Credit loss allowances in respect of balances with the Central Bank of Malta are deemed to be negligible. At 31 December 2025, expected credit loss allowances in respect of Balances with Central Bank of Malta measured at amortised cost amounted to nil (2024: €30,482).

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

14 Loans and advances to banks

	2025 €	2024 €
Repayable on call and at short notice	5,760,799	4,168,921

At 31 December 2025, expected credit loss allowances in respect of loans and advances to banks measured at amortised cost amounted to €34,078 (2024: €44,789).

15 Financial investments

15.1 Composition of investment portfolio

	2025 €	2024 Restated €	2023 Restated €
Debt securities measured at FVOCI	64,520,753	81,568,076	92,538,717
Equity investments designated at FVOCI	18,730	16,079	38,800
Equity investments designated at FVTPL	46,687	45,594	317,461
	64,586,170	81,629,749	92,894,978

15.2 Debt financial investments measured at FVOCI comprise:

	2025 €	2024 Restated €	2023 Restated €
Malta Government Stocks	49,760,290	63,120,196	63,780,768
Local corporate bonds listed on the Malta Stock Exchange	14,760,463	18,447,880	28,757,949
	64,520,753	81,568,076	92,538,717

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

15 Financial investments – continued

15.2 Debt financial investments measured at FVOCI - continued

At 31 December 2025, expected credit loss allowances in respect of debt securities measured at FVOCI amounted to €59,381 (2024: €86,261).

The Bank's holdings of debt financial investments measured at FVOCI represent securities quoted on the Malta Stock Exchange.

As at 31 December 2025, a portion of the Bank's investment in Malta Government Stocks with a fair value of €49,761,539 (2024: €63,120,196) was pledged in favour of the Central Bank of Malta as collateral held in respect of the Bank's participation in the Long-Term Refinancing Operations ("LTROs") €10,000,000 (2024: nil) as at that date.

15.4 Equity investments designated at FVOCI comprise:

	2025	2024
	€	€
Unquoted equity holding (Society for Worldwide Interbank Financial Telecommunications SCRL – SWIFT)	18,730	16,079
	-----	-----

15.5 Equity investments measured at FVTPL comprise:

	2025	2024
	€	€
Collective investment schemes	46,687	45,594
	-----	-----

Collective investment schemes represent holdings in investment-grade money market funds as part of the active liquidity management of the Bank. Furthermore, the unrated financial investments disclosed above represent equity investments listed on the Malta Stock Exchange which are unrated by international credit rating agencies.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

15 Financial Investments – continued

15.6 The table below summarises the movement in financial investments:

	2025	2024	2023
	€	Restated €	Restated €
At 1 January	81,629,749	92,894,978	91,550,927
Acquisitions	865,000	399,300	100,000
Disposals / Maturities	(18,401,100)	(13,247,605)	(1,302,167)
Amortisation of premium	(245,625)	(348,172)	(399,673)
Net fair value movement	738,146	1,931,248	2,945,891
At 31 December	64,586,170	81,629,749	92,894,978

16 Factored receivables

	2025	2024
	€	€
Receivables factored on a non-recourse basis:		
- Invoice factoring	31,351,404	36,369,185
- Bills of exchange factoring	85,580,488	102,667,483
Allowance for ECL	(340,317)	(799,935)
	116,591,575	138,236,733

17 Loans and advances to customers

17.1 Loan and advances at amortised cost:

	2025	2024
	€	€
Term loans and advances to third parties	91,579,757	96,217,660
Term loans and advances to related parties	12,916,348	53,087,963
Overdrafts	33,075,469	45,582,989
Allowance for ECL	(870,407)	(875,485)
	136,701,167	194,013,127

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Notes to the Financial Statements

For the Year Ended 31 December 2025

18 Properties

18.1 Property and equipment

	Total	Premises and improvements	Computer hardware	Motor vehicles	Other equipment
	€	€	€	€	€
Cost/revalued amount					
At 1 January 2024	15,863,668	13,599,914	1,237,420	104,924	921,410
Acquisitions	1,356,339	643,244	160,357	-	552,738
Premises revaluation	1,000,000	1,000,000	-	-	-
Disposals / write-offs	(112,953)	-	-	-	(112,953)
Transfers to property held for sale*	(5,097,785)	(5,097,785)	-	-	-
At 31 December 2024	13,009,269	10,145,373	1,397,777	104,924	1,361,195
At 1 January 2025	13,009,269	10,145,373	1,397,777	104,924	1,361,195
Acquisitions	271,839	202,096	65,208	-	4,535
Disposals / write-offs	(857,752)	-	(389,202)	(11,162)	(457,388)
Transfers**	-	366,165	-	-	(366,165)
At 31 December 2025	12,423,356	10,713,634	1,073,783	93,762	542,177
Depreciation					
At 1 January 2024	1,924,532	345,870	876,874	88,572	613,216
Charge for the year	301,862	115,612	145,814	6,015	34,421
Depreciation released	(115,227)	-	-	-	(115,227)
Transfers*	(259,778)	(259,778)	-	-	-
At 31 December 2024	1,851,389	201,704	1,022,688	94,587	532,410
At 1 January 2025	1,851,389	201,704	1,022,688	94,587	532,410
Charge for the year	341,155	159,142	123,327	5,962	52,724
Depreciation released	(857,752)	-	(396,741)	(11,161)	(449,849)
Transfers**	-	7,816	-	-	(7,816)
At 31 December 2025	1,334,792	368,662	749,274	89,388	127,469
Carrying amount					
At 1 January 2024	13,939,136	13,254,044	360,546	16,352	308,194
At 31 December 2024	11,157,880	9,943,669	375,089	10,337	828,785
At 31 December 2025	11,088,564	10,344,972	324,509	4,374	414,708

* The transfers during the year ending 31 December 2024 relate to the revalued amount and accumulated depreciation of the two adjacent and prestigious houses – Nos. 53 and 58 in East Street, Valletta. Until June 2024, these properties were utilised by the Bank as its offices. Following the completion of the multi-year refurbishment project, the Board resolved to change the Bank's registered office to 4, Castille Place, Valletta, VLT1062, Malta.

** Certain items of 'Other Equipment' were presented under 'Premises and improvements' as at 31 December 2025 to better reflect the nature of these assets.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

18 Properties – continued

18.1 Property and equipment - continued

The Bank's property, classified within 'Property and equipment', comprises the Bank's offices and other operational premises. The last independent valuation of this property was performed as at 19 July 2024. During 2024, the carrying value of the 4, Castille Place property, was adjusted to reflect the updated valuation, resulting in a net increase of €1,000,000 in the carrying values for the Bank.

The carrying amount of premises and improvements that would have been included in the financial statements had these assets not been revalued (see Note 3.5) but had been carried at cost less depreciation would have been:

	2025	2024
	€	€
Cost	9,713,634	9,511,538
Accumulated depreciation	(353,718)	(204,520)
	<u>9,359,916</u>	<u>9,307,018</u>

18.2 Property held for sale

	2025	2024
	€	€
Opening balance as at 1 January	4,838,007	-
Transfer from Property and equipment (Note 18.1) - <i>revalued amount, net of accumulated depreciation</i>	-	4,838,007
Closing balance as at 31 December	<u>4,838,007</u>	<u>4,838,007</u>

The Bank's property, classified within 'Property held for sale', as at 31 December 2025 comprise of the two adjacent and prestigious houses - 53-58 in East Street, Valletta. These are close to the Lower Barrakka Gardens and with views of the Grand Harbour and the Three Cities. The buildings date back to the eighteenth century and are structurally sound and complete of finishes of a very high standard. These properties were used as the Bank's offices up until June 2024 (Company Announcement number 118 on the Malta Stock Exchange dated 21 June 2024). The properties were transferred to 'Property held for sale' as management feel that the criteria as held-for-sale have been met. In August 2024, the Bank entered into a promise of sale agreement to sell the properties, which agreement was extended in August 2025. The Bank is ready to execute the promise of sale immediately at the buyer's discretion. In any case, the final deed shall be signed by not later than the second half of 2027.

The last independent valuation of these properties were performed as at 26 June 2024.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

18 Properties – continued

18.3 Revaluation of premises

The Bank's premises and property held for sale are measured at fair value based on open market values provided periodically, at least every five years, by independent valuers. Information in respect of the fair value measurement of the properties measured at revalued amount is disclosed in Note 4.7. For all Bank properties, their current use equates to the highest and best use.

The valuations were determined by using an asset-based approach with reference to market prices based on a database of valuations and sales of properties in the relevant area, as applicable.

	Valuation technique	Significant unobservable inputs	Range	Sensitivity's narrative
Premises and improvements	Asset-based	Price per square meter per annum	€250/sqm to €500/sqm	The higher the price per sqm, the higher the fair value.
Property held for sale	Asset-based	Price per square meter per annum	€250/sqm to €500/sqm	
		Rent growth per annum	5-6%	The higher the discount rate, the lower the fair value

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

19 Intangible assets

	Computer software €
Cost	
At 1 January 2024	8,668,658
Acquisitions	1,543,798
Disposals/write-off	(169,996)
At 31 December 2024	10,042,460
At 1 January 2025	10,042,460
Acquisitions	1,682,940
Disposals/write-off	(1,705,980)
At 31 December 2025	10,019,420
Amortisation	
At 1 January 2024	5,038,455
Charge for the year	848,309
At 31 December 2024	5,886,764
At 1 January 2025	5,886,764
Charge for the year	648,492
Disposals/write-off	(1,705,980)
At 31 December 2025	4,829,276
Carrying amount	
At 1 January 2024	3,630,203
At 31 December 2024	4,155,696
At 31 December 2025	5,190,144

As at 31 December 2025, commitments in respect of capital expenditure authorised and contracted for amounted to €322,078 (2024: €748,401). This expenditure will be directed towards post go-live enhancements to the new core and internet banking systems.

20 Other assets

	2025 €	2024 €
Accrued interest	977,331	1,273,106
Prepayments	567,643	595,682
Other receivables	85,731	587,748
	1,630,705	2,456,536

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

21 Amounts owed to institutions

The Bank participates in the ECB MROs and LTROs. In this respect, a portion of the Malta Government Stocks held by the Bank as at 31 December 2025 and 2024 (see Note 15) were pledged in favour of the Central Bank of Malta as collateral in respect of the Bank's participation in the MROs and LTROs. As at 31 December 2025, LTROs amounted to €10,000,000 (2024: nil).

22 Amounts owed to banks

	2025	2024
	€	€
Repayable on demand	-	-
Saving accounts	-	-

23 Amounts owed to customers

	2025	2024
	€	€
Repayable on demand	10,732,125	127,395,740
Term deposits	327,349,013	321,218,210
	338,081,138	448,613,950

24 Debt securities in issue

	2025	2024
	€	€
At 1 January	16,773,480	16,861,501
Debt securities purchased and cancelled	-	(129,200)
Redemption of the remaining 4.5% unsecured debt securities	(3,056,800)	-
Amortisation of debt issuance costs during the year (Note 5)	38,910	41,179
	13,755,590	16,773,480

As at 31 December 2025 and 31 December 2024, the contractual amount due at maturity is of € 14,000,000 and €17,056,800 respectively. The balance as at 31 December 2024 included €3,056,800 of 4.5% unsecured debt securities (ISIN: MT0000531211), which were fully redeemed on 30 June 2025. The remaining €14,000,000 comprises of 5% unsecured subordinated bonds (ISIN: MT0000531229), maturing on 15 September 2032, with an early redemption option exercisable by the Bank on 15 September 2027 and annually thereafter. The €14,000,000 5% unsecured subordinated bonds are listed on the Malta Stock Exchange, are denominated in Euro, pay interest at a fixed rate of 5% and are redeemable at par. These debt securities will, in the event of winding up of the Bank, be subordinated to the claims of depositors and all other creditors. At the close of the last trading day for the year 2025, the quoted price of the €14,000,000 5% unsecured subordinated bonds was €95 (2024: €100).

The Bank has not had any defaults of interest or any other breaches with respect to these debt securities during the financial years ended 31 December 2025 and 2024.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

25 Deferred tax assets and liabilities

The recognised deferred tax assets and liabilities are expected to be recovered or settled principally after more than 12 months from the end of the reporting period, and are attributable to the following:

	2025	2024	2023
	€	Restated €	Restated €
Deferred tax assets			
Fair value changes on financial investments measured at FVOCI	2,908,988	3,045,187	3,971,492
Unutilised tax losses & capital allowances	2,257,226	1,977,590	663,291
Allowance for ECL	434,150	610,019	617,493
	5,600,364	5,632,796	5,252,276
Deferred tax liabilities			
Depreciation of property and equipment and amortisation of intangible assets	(577,145)	(385,958)	(185,458)
Revaluation of properties	(788,848)	(788,848)	(616,719)
Fair value changes on financial investments measured at FVTPL	-	-	(5,808)
	(1,365,993)	(1,174,806)	(808,057)
Net deferred tax assets/(liabilities)	4,234,371	4,457,990	4,444,219

Deferred taxes are calculated on all temporary differences under the liability method and are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates (and tax laws) that have been substantively enacted by the end of the reporting period.

The principal tax rate used is 35 % (2024: 35%), with the exception of deferred taxation on the fair valuation of non-depreciable property, which is computed on the basis applicable to disposals of immovable property mainly giving rise to a tax effect of 10% of the transfer value (2024: 10%).

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

25 Deferred tax assets and liabilities – continued

Movement in temporary differences relates to:

	At 1 January 2025	Recognised in profit or loss	Recognised in OCI	At 31 December 2025
	€	€	€	€
Depreciation of property and equipment and amortisation of intangible assets	(385,958)	(191,187)	-	(577,145)
Revaluation of properties	(788,848)	-	-	(788,848)
Fair value changes on financial investments				
- measured at FVOCI	3,045,187	-	(136,199)	2,908,988
- measured at FVTPL	-	-	-	-
Unutilised tax losses & capital allowances	1,977,590	279,636	-	2,257,226
Allowance for ECL	610,019	(175,869)	-	434,150
	4,457,990	(87,420)	(136,199)	4,234,371

	At 1 January 2024	Recognised in profit or loss	Recognised in OCI	At 31 December 2024
	€	€	€	€
Depreciation of property and equipment and amortisation of intangible assets	(185,458)	(200,500)	-	(385,958)
Revaluation of properties	(616,719)	-	(172,129)	(788,848)
Fair value changes on financial investments				
- measured at FVOCI	3,971,492	-	(926,305)	3,045,187
- measured at FVTPL	(5,880)	(5,880)	-	-
Unutilised tax losses & capital allowances	663,291	1,314,299	-	1,977,590
Allowance for ECL	617,493	(7,474)	-	610,019
	4,444,219	1,112,205	(1,098,434)	4,457,990

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

26 Accruals and other liabilities

	2025	2024
	€	€
Accrued interest payable	3,131,208	6,040,709
Accrued expenses & other payables	1,806,155	517,352
	4,937,363	6,558,061

27 Share capital and reserves

27.1 Share capital

	2025		2024	
	No. of Shares	€	No. of Shares	€
Authorised				
Ordinary shares of €0.50 each	120,000,000	60,000,000	120,000,000	60,000,000
Issued and fully paid up				
Ordinary shares of €0.50	58,000,000	29,000,000	58,000,000	29,000,000

At 31 December 2025 and 2024, the authorised and issued share capital comprised 120,000,000 and 58,000,000 ordinary shares of €0.50 each respectively. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings of the Bank.

27.2 Capital contribution reserve

On 9 December 2024, one of the shareholders of the Bank contributed €2,000,000 as a capital contribution to the distributable reserves of the Bank (Company Announcement number 122 on the Malta Stock Exchange dated 12 December 2024). These amounts represent irrevocable and unconditional contributions by the shareholders and are interest free and are repayable at the sole discretion of the Bank.

27.3 Perpetual Note

On 28 August 2024, the Bank issued €3,000,000 Fixed Rate Perpetual Additional Tier 1 Capital Notes in denomination of €10,000 each, all fully paid up to one of its shareholders (Company announcement number 122 on the Malta Stock Exchange dated 12 December 2024). The notes have no fixed date for redemption and carry interest at a rate of 8% per annum subject to an 'interest cancellation' clause.

These capital instruments qualify as additional Tier 1 instruments in accordance with the requirements of Articles 51 to 54 of the Regulation (EU) No. 575/2013 and are categorised as equity within the Bank's Statement of Financial Position under the requirements of IFRS as adopted by the EU.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

27 Share capital and reserves - continued

27.4 Property revaluation reserve

The property revaluation reserve represents the surplus arising on the revaluation of the Bank's premises, net of related deferred tax effects. This reserve is not available for distribution.

27.5 Fair value reserve

The fair value reserve, comprises:

- the cumulative movement in the fair value of equity investments measured at FVOCI, net of deferred tax; and
- the cumulative movement in the fair value of debt securities measured at FVOCI net of deferred tax and allowances for ECL.

27.6 Retained Earnings/(Accumulated Losses)

Retained earnings represent retained profits which are available for distribution to Shareholders subject to qualification as realised profits in accordance with the requirements of the Companies Act, Cap. 386 of the Laws of Malta.

Retained earnings for the year 2025 is inclusive of €1,465,033 (2024: €1,514,715) set aside for Depositor Compensation Scheme. This represents funds with the Central Bank of Malta and pledged in favour of the Depositor Compensation Scheme.

27.7 Dividends

No dividends are being declared in respect of the financial year ended 31 December 2025 (2024: Nil).

28 Commitments

	2025	2024
	€	€
Unutilised factoring, overdraft and loan facilities' commitments	54,812,271	179,182,237

The Bank may unconditionally cancel undrawn factoring commitments at 31 December 2025 amounting to €46,990,328 (2024: €109,995,135) at its discretion.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

29 Net cash absorbed by/from operating activities

	2025	2024
	€	€
Profit for the year	595,032	(2,969,772)
Adjustments for:		
Depreciation of property and equipment	341,155	301,862
Amortisation of intangible assets	648,492	848,309
Income tax expense	87,419	(1,112,204)
Allowance for ECL	212,298	(26,055)
Interest income on debt financial investments	(1,399,577)	(1,819,654)
Interest expense on debt securities in issue	837,556	839,790
Net unrealised loss from financial investments measured at FVTPL	4,130	226,574
Amortisation of premiums and discounts on debt financial investments	245,625	348,172
Amortisation of debt issuance costs	(38,910)	(88,020)
	1,533,220	(3,450,998)
Movements in loans and advances to customers	57,383,124	(13,053,183)
Movements in factored receivables	21,648,276	1,870,029
Movements in amounts owed to institutions	-	(20,000,000)
Movements in amounts owed to customers	(110,532,812)	18,870,688
Movements in other assets and other liabilities	(1,466,277)	(1,357,694)
	(31,434,469)	(17,121,158)

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

30 Cash and cash equivalents

	2025	2024
	€	€
Balances with Central Bank of Malta	46,105,939	55,962,944
Loans and advances to banks with contractual maturity of three months or less	5,760,799	4,168,921
Amounts owed to banks	-	-
	51,866,738	60,131,865

Balances with the Central Bank of Malta exclude mandatory reserve deposits of €1,520,564 (2024: €1,520,564) which are not available for use in the Bank's day-to-day operations. Balances with the Central Bank of Malta also comprise an amount of € 1,465,033 (2024: €1,514,715) pledged in favour of the Depositor Compensation Scheme.

31 Related parties

31.1 Identity of related parties, and parent and ultimate controlling party

Related parties of the Bank include the ultimate parent, all entities controlled by the ultimate parent, key management personnel, close family members of key management personnel and entities which are controlled or jointly controlled by key management personnel or their close family members.

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Bank, being the directors and the Bank's executive management. Reference to executive management shall mean the CEO, the Head of Finance & Treasury, the Head of Strategy & Value, the Head of Operations, the Head of Credit, the Head of Information & Technology, the Head of Risk and Compliance and the Head of Human Resources.

The Bank's immediate parent is IBL T Limited, the registered office of which is 4, Castille Place, Misrah Kastilja, Valletta, VLT 1062, Malta.

The financial results and assets and liabilities of the Bank are included in the consolidated financial statements of Carlenco Finance NV, with registration number 0755.471.533, the registered office of which is Lar Blok Z5, 8511 Kortrijk, Belgium.

Magdalena De Roeck and Caroline Van Marcke have an indirect beneficial interest in the shareholding of the Bank and have significant control in the ultimate parent.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

31 Related parties - continued

31.2 Related party transactions

Interest, fees, and other income/expenses in respect of related parties, principally comprising entities within the Van Marcke Group, in the statement of profit or loss and other comprehensive income comprise:

	2025	2024
	€	€
Interest and similar income	3,710,432	5,037,821
Fee and commission income	60,000	76,550
Other operating income	26,909	-
Interest expense	206,203	422,525

31.3 Related party balances

The statement of financial position includes outstanding loans on an arm's length basis, transactions and balances with related parties, principally comprising entities within the Van Marcke Group, as follows:

	2025	2024
	€	€
Assets		
Loans and advances to customers	13,465,677	49,541,213
Prepayments and accrued income	38,162	511,756
Liabilities		
Amounts owed to customers	8,498,326	47,905,527
Debt securities held by directors	299,000	364,300
Accruals	3,738	4,157

Loans and advances to customers include six (2024: nine) outstanding loans to key management personnel amounting to € 549,330 (2024: €1,359,518). Two loans are secured against property in Malta and are provided at subsidised interest rates. All six loans are repayable after more than one year from the reporting date. The remaining amounts are unsecured and bear interest.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

31 Related parties - continued

31.4 Transactions with key management personnel

	2025	2024
	€	€
Directors' fees	131,665	140,000
Compensation to key management personnel - salaries	751,145	833,275
	<u> </u>	<u> </u>

32 Operating segments

32.1 The segment reporting of the Bank is presented in terms of the following business segments, determined in accordance with the disclosure requirements in respect of reportable segments under IFRS 8 – Operating Segments:

Reportable segment	Description of activities
Factoring	Principally factoring of bills of exchange and invoices on a no-recourse basis
Lending	Principally lending to corporate clients and mortgages
Other	Principally treasury and other central functions

Revenues earned and expenses incurred in respect of each of the reportable business segments are presented in the table below. No reconciliation is required since there are no differences between the measurements of the reportable segments' profits or losses and the information disclosed in the statement of profit or loss and other comprehensive income.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

32 Operating segments – continued

	2025	2025	2025	2025	2024	2024	2024	2024
	Total	Lending	Factoring	Other	Total	Lending	Factoring	Other
	€	€	€	€	€	€	€	€
Interest and similar income								
Loans and advances to customers	7,836,876	7,836,876	-	-	8,739,303	8,739,303	-	-
Factored receivables	8,664,660	-	8,664,660	-	9,067,716	-	9,067,716	-
Amounts owed to institutions	1,339,837	-	-	1,339,837	3,076,377	-	-	3,076,377
Financial assets measured at amortised cost	508,830	-	-	508,830	434,329	-	-	434,329
Financial assets measured at FVOCI	890,747	-	-	890,747	1,385,325	-	-	1,385,325
Amortisation on financial assets measured at FVOCI	(245,625)	-	-	(245,625)	(348,172)	-	-	(348,172)
Total interest income	18,995,324	7,836,876	8,664,660	2,493,788	22,354,878	8,739,303	9,067,716	4,547,859
Interest expense								
Loans and advances to banks	(210,860)	(77,639)	(66,218)	(67,003)	-	-	-	-
Amounts owed to customers	(10,280,911)	(3,785,458)	(3,228,593)	(3,266,860)	(15,296,801)	(6,143,879)	(4,377,589)	(4,775,333)
Debt securities issued	(768,778)	(283,066)	(241,425)	(244,287)	(839,790)	(337,297)	(240,328)	(262,164)
Amortisation of debt issuance costs	(38,910)	(14,327)	(12,219)	(12,364)	(41,179)	(16,539)	(11,784)	(12,855)
Total Interest expense	(11,299,459)	(4,160,490)	(3,548,456)	(3,590,514)	(16,177,770)	(6,497,715)	(4,629,702)	(5,050,353)
Net Interest Income	7,695,865	3,676,387	5,116,204	(1,096,726)	6,177,108	2,241,588	4,438,015	(502,493)
Net fee and commission income/(expense)	175,670	255,645	(62,102)	(17,874)	87,618	176,521	(59,208)	(29,695)
Net trading income	(103,749)	-	-	(103,749)	(186,045)	-	-	(186,045)
Other operating income	219,223	-	-	219,223	(124,213)	-	-	(124,213)
Operating profit/(loss)	7,987,008	3,932,032	5,054,102	(999,126)	5,954,468	2,418,109	4,378,807	(842,448)
Depreciation and amortisation	(989,647)	(416,461)	(458,356)	(114,830)	(1,150,171)	(459,887)	(480,197)	(210,087)
Changes in expected credit losses and other credit impairment charges	212,298	(2,688)	214,986	-	(42,279)	(4,117)	4,326	(42,488)
Employee compensation and benefits	(3,348,161)	(1,165,645)	(1,493,866)	(688,651)	(3,397,525)	(1,367,187)	(1,493,481)	(536,857)
Other administrative expenses	(3,179,048)	(1,059,036)	(1,783,013)	(336,998)	(5,446,469)	(1,857,825)	(2,507,251)	(1,081,393)
(Loss)/profit before tax	682,451	1,288,202	1,533,853	(2,139,604)	(4,081,976)	(1,270,907)	(97,796)	(2,713,273)

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

32 Operating segments – continued

	2025	2025	2025	2025	2024	2024	2024	2024
	Total	Lending	Factoring	Other	Total	Lending	Factoring	Other
	€	€	€	€	€	€	€	€
Assets								
Segment assets	371,266,213	136,701,167	116,591,575	117,973,472	483,046,664	194,013,128	138,236,733	150,796,803
Unallocated assets	28,422,037	-	-	-	25,675,696	-	-	-
Total Assets	399,688,250	136,701,167	116,591,575	117,973,472	508,722,360	194,013,128	138,236,733	150,796,803
Liabilities								
Segment liabilities	361,836,729	133,229,206	113,630,362	114,977,161	465,387,431	186,920,390	133,183,071	145,283,970
Unallocated liabilities	6,303,357	-	-	-	7,732,868	-	-	-
Total Liabilities	368,140,086	133,229,206	113,630,362	114,977,161	473,120,299	186,920,390	133,183,071	145,283,970

32.2 Geographical information

The Bank provides all its services from Malta. In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

	2025	2024
	€	€
Revenue		
Malta	16,613,413	18,631,905
Belgium	2,809,199	4,761,578
	19,422,612	23,393,483
Non-current assets		
Malta - tangible and intangible assets	21,116,715	20,151,583

Further geographical information about Loans and advances to customers, Factored receivables, Loans and advances to banks, and Financial Investments is set out in Note 4.3.1.1.

The Bank's major customer is the Van Marcke Group of which it forms part. Belgium is the country of domicile of this Group.

Information about revenues, expenses, and balances as a result of transactions with the Group is set out in Note 31.

33 Critical accounting estimates and judgements

The preparation of financial statements in accordance with the requirements emanating from IFRSs as adopted by the EU requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Bank's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong. Detailed information about these estimates and judgements is included in other notes together with information about the basis of calculation for affected line items in the financial statements.

Measurement of ECL in respect of loans and advances to customers and factored receivables

The estimation of credit loss allowances in respect of loans and advances to customers and factored receivables is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behaviour.

A number of significant judgements are required in the measurement of ECL, including:

- The determination of criteria for the identification of significant increase in credit risk and unlikelihood-to-pay events;
- The choice of appropriate models and assumptions for the measurement of ECL; and
- The selection of forward-looking scenarios used in the estimation of credit loss allowances, including judgements and assumptions in relation to the number and severity of scenarios as well as the relative probability weights assigned to each scenario.

The measurement of the credit loss allowances is an area that requires the use of complex models and of statistical analyses of historical information, supplemented with significant management judgement, to assess whether current and future macroeconomic conditions are such that the level of ECL is likely to be greater or less than historical experience. The ECL models are reviewed regularly in light of differences between loss estimates and actual loss experience, although available information in respect of the Bank's historical loss experience since the initial adoption of IFRS 9 is still contained.

A detailed description of the inputs, assumptions and estimation techniques used in measuring ECL in respect of loans and advances to customers and factored receivables is disclosed in Note 4.3.2. The underlying risk factors have a high degree of interdependency and there is no single factor to which credit loss allowances as a whole is sensitive.

Significant judgement is required in establishing the number, severity and relative weightings of forward-looking economic scenarios in the context of the heightened level of macroeconomic uncertainty being experienced. The level of expert judgement required is exacerbated by the heightened level of uncertainty around predictions in respect of the potential impacts of assumptions in relation to inflation and interest rates, particularly the potential market response to further increases in interest rates, and of the effectiveness of government support schemes together with the impacts of their unwinding, on key macroeconomic variables and, as a result on forward-looking PDs. The determination of economic forecasts in the current environment thus represents a significant source of uncertainty, which in turn significantly increases the level of subjectivity around the estimation of credit loss allowances in respect of loans and advances to customers and factored receivables.

Izola Bank p.l.c.

Notes to the Financial Statements

For the Year Ended 31 December 2025

33 Critical accounting estimates and judgements - continued

For loans and advances to customers, the Bank performs periodic credit assessments at borrower level by reference to recent historical management information and financial forecasts, where available. As part of these credit assessments, judgement is exercised in evaluating all relevant information on indicators of impairment, particularly where factors indicate deterioration in the financial condition and outlook of borrowers affecting their ability to pay. In particular, corporate borrowers operating in industry sectors which are most likely to be impacted by inflationary pressures and an increasing interest rate environment, as well as being most reliant on the Maltese government's subsidization of energy prices, were monitored closely in order to determine whether these economic shocks may transform into long-term financial difficulties.

In relation to factored receivables, ECL models are generally reliant on the assumption that default emergence is directly impacted by delinquency related indicators since less information is available at asset level to enable the timely identification of SICR or UTP events. For credit-impaired loans and advances to customers, management estimates credit loss allowances by reference to the realisable value of security under different scenarios. Judgement is applied in estimating the forecasted recoveries from the sale of collateralised properties, including around valuation haircuts and time to recovery.

34 Subsequent events

There are no subsequent events up to the date of approval of the financial statements.

INDEPENDENT AUDITOR'S REPORT To the Shareholders of Izola Bank Plc

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Izola Bank Plc («the Bank»), set out on pages 7 to 108, which comprise:

- the statement of financial position as at 31 December 2025;
- the statement of comprehensive income, statement of changes in equity, and statement of cash flows for the year then ended; and
- notes to the financial statements, including material accounting policy and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Bank as at 31 December 2025, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU (EU IFRSs) and have been prepared in accordance with the requirements of the Companies Act (Cap. 386), and the Banking Act (Cap. 371) of the Laws of Malta.

Basis for Opinion

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

An overview of the scope of our audit

We apply the concept of materiality both in planning and performing the audit, and in evaluating the effect of material misstatements on our audit and on the financial statements. For the purposes of determining whether the financial statements are free from material misstatements we define materiality as the magnitude of misstatement that makes it probable that the economic decisions of a reasonably knowledgeable person, relying on the financial statements, would be changed or influenced.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of the procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The result of our audit procedures, including the procedures performed to address the matters below, provide the basis for the audit opinion on the accompanying financial statements.

INDEPENDENT AUDITOR'S REPORT
To the Shareholders of Izola Bank Plc
(continued)

1 Expected credit loss allowances on loans and advances to customers and factored receivables

Key Audit Matter

Most of the Bank's assets comprise of the loans provided to customers and factored receivables. The Bank has adopted a specific impairment assessment approach by way of an internally developed expected credit losses (ECL) model. The assessment involved significant management judgements and estimates.

Related Disclosures

Refer to note 9, 16 and 17 of the accompanying financial statements.

Audit Response

- We obtained an understanding of the Bank's credit policy and tested the design and TOC over the processes in Bank.
- We analysed the impairment model, data input and management assumptions.
- We assessed the impact of management decisions on business rules updated during the year under review.
- We have tested the mathematical accuracy of the expected credit loss model.
- We have assessed, compared to historical actuals and challenged management's view of credit risk that impacts the recognition of expected losses upon initial recognition over the life of the loans.
- We have performed sensitivity analysis in relation to the key forward looking assumptions.
- We have assessed the adequacy of the disclosures outlining the uncertainty relating to expected loan losses.
- We have audited the parameters and assumptions made within the model.
- We have also obtained and tested, on a sample basis, the parameters in relation to the aging of loans and advances to customers as well as performed a recalculation.

We have found the approach adopted by the management reasonable based on information made available up till the date of this audit report.

Our application of materiality

We determine materiality for the Bank's performance to be EUR 386,600 which is approximately 2% of gross revenue, and for the Bank's financial position to be EUR 5,995,300 which is approximately 1.5% of the total assets. Our evaluation of materiality requires professional judgement and necessarily takes into account qualitative as well as quantitative considerations implicit in the definition. On the basis of risk assessments, our judgement was that overall performance materiality for the Bank should be 70% of planning materiality, and clearly trivial error threshold set at 4%.

Other Information

The directors are responsible for the other information. The other information comprises the directors' report, Chairperson's Statement, Directors Report, Directors' Statement of Compliance with the Code of Principles of Good Corporate Governance, Report of the Remuneration and Nomination Committee and Appendices, but does not include the financial

INDEPENDENT AUDITOR'S REPORT
To the Shareholders of Izola Bank Plc
(continued)

statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

With respect to the Directors' Report, we also considered whether the Directors' Report includes the disclosures required by Article 177 of the Maltese Companies Act (Cap. 386). Based on the work we have performed, in our opinion:

- the information given in the directors' report for the financial year
- for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with the Maltese Companies Act (Cap.386).

In addition, in light of the knowledge and understanding of the Bank and its environment obtained in the course of the audit, we are required to report if we have identified material misstatements in the directors' report. We have nothing to report in this regard. We have nothing to report to you in respect of the other responsibilities, as explicitly stated within the Other information section.

With respect to Report of the Remuneration and Nomination Committee, we are required to consider whether the information that should be provided within the Remuneration report, as required in terms of Appendix 12.1 to Chapter 12 of the Capital Markets Rules, has been included.

In our opinion, the Report of the Remuneration and Nomination Committee has been properly prepared in accordance with the requirements of the Capital Markets Rules issued by the Malta Financial Services Authority.

Responsibilities of the Directors

The directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with EU IFRS and the requirements of the Maltese Companies Act (Cap.386), and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Bank's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Bank or to cease operations, or has no realistic alternative but to do so. The directors are responsible for overseeing the Bank's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a

INDEPENDENT AUDITOR'S REPORT
To the Shareholders of Izola Bank Plc
(continued)

material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT AUDITOR'S REPORT
To the Shareholders of Izola Bank Plc
(continued)

Report on Other Legal and Regulatory Requirements

Report on compliance with the requirements of the European Single Electronic Format Regulatory Technical Standard (the "ESEF RTS"), by reference to Capital Markets Rule 5.55.6

We have undertaken a reasonable assurance engagement in accordance with the requirements of Directive 6 issued by the Accountancy Board in terms of the Accountancy Profession Act (Cap. 281) - the Accountancy Profession (European Single Electronic Format) Assurance Directive (the "ESEF Directive 6") on the Annual Report of the Bank for the year ended 31 December 2025, 112 entirely prepared in a single electronic reporting format.

Responsibilities of the directors

The Directors are responsible for the preparation of the Report and Financial Statements and the relevant mark-up requirements therein, by reference to Capital Markets Rule 5.56A, in accordance with the requirements of the ESEF RTS.

Our responsibilities

Our responsibility is to obtain reasonable assurance about whether the Report and Financial Statements, complies in all material respects with the ESEF RTS based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with the requirements of ESEF Directive 6.

Our procedures included:

- Obtaining an understanding of the entity's financial reporting process, including the preparation of the Report and Financial Statements, in accordance with the requirements of ESEF RTS.
- Obtaining the Annual Report and performing validations to determine whether the Annual Report has been prepared in accordance with the requirements of the technical specifications of the ESEF RTS (in XHTML format).

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Annual Report for the year ended 31 December 2025 has been prepared, in all material respects, in accordance with the requirements of the ESEF RTS (in XHTML format).

Report on the Statement of Compliance with the Code of Principles of Good Corporate Governance

The Capital Markets Rules issued by the Malta Listing Authority require the Directors to prepare and include in their Annual Report a Statement of Compliance with the Code of Principles of Good Corporate Governance providing an explanation of the extent to which they have adopted the Code of Principles of Good Corporate Governance and the effective measures that they have taken to ensure compliance throughout the accounting period with those Principles within Appendix 5.1 to Chapter 5 of the Capital Markets Rules. The Statement's required minimum contents are determined by reference to Capital Markets Rule 5.97.



INDEPENDENT AUDITOR'S REPORT
To the Shareholders of Izola Bank Plc
(continued)

The Capital Markets Rules also require us, as the auditor of the Bank, to include a report on the Statement of Compliance with the Code of Principles of Good Corporate Governance prepared by the Directors by expressing an opinion as to whether, in light of the knowledge and understanding of the Bank and its environment obtained in the course of the audit, we have identified any material misstatements with respect to the information referred to in Capital Markets Rules 5.97.4 and 5.97.5, giving an indication of the nature of any such misstatements.

We read the Statement of Compliance with the Code of Principles of Good Corporate Governance and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements included in the Annual Report. Our responsibilities do not extend to considering whether this statement is consistent with any other information included in the Annual Report.

We are not required to, and we do not, consider whether the Board's statements on internal control included in the Statement of Compliance with the Code of Principles of Good Corporate Governance cover all risks and controls, or form an opinion on the effectiveness of the Bank's corporate governance procedures or its risk and control procedures.

In our opinion, the Statement of Compliance with the Code of Principles of Good Corporate Governance has been properly prepared in accordance with the requirements of the Capital Markets Rules.

We have nothing to report to you in respect of the other responsibilities, as explicitly stated within the Other information section.

Other matters on which we are required to report by exception

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

- adequate accounting records have not been kept
- the financial statements are not in agreement with the accounting records
- we have not received all the information and explanations we require for our audit
- certain disclosures of directors' remuneration specified by law are not made in the financial statements, giving the required particulars in our report.

We also have responsibilities in terms of Capital Markets Rules to review the statement made by the Directors that the business is a going concern together with supporting assumptions or qualifications as necessary.

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

Appointment

We were appointed as the statutory auditor of the Bank for the financial year ended 31 December 2023, at the annual general meeting held by the shareholders. This appointment will be renewed on an annual basis by the shareholders. The total uninterrupted engagement periods as statutory auditor, including previous renewals and reappointments amounts to 3 years.



INDEPENDENT AUDITOR'S REPORT
To the Shareholders of Izola Bank Plc
(continued)

Consistency with the additional report to the audit committee

Our audit opinion on the financial statements expressed herein is consistent with the additional report to the audit committee of the Bank which was issued on 27 April 2026.

Non-audit services

No prohibited non-audit services referred to in Article 18A(1) of the Accountancy Profession Act (Cap.281) were provided by us to the Bank and we remain independent of the Bank as described in the Basis for the Opinion section of our report.

No other services besides statutory audit services and services disclosed in the annual report and in the financial statements, were provided by us to the Bank.

Other matter – Use of this report

Our report, including the opinion, has been prepared for and only for the Bank's shareholders as a body in accordance with Article 179 of the Maltese Companies Act (Cap.386) and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior written consent.

Sam Spiridonov
on behalf of BDO Malta
Certified Public Accountants
Registered Audit
Firm Triq
It-Torri
Msida MSD
1824
Malta
30 April 2026

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Appendix I - Five-Year Summary

Statement of Profit or Loss and Other Comprehensive Income

	2025	2024	2023	2022	2021
	€	€	€	€	€
Interest receivable and similar income	18,995,324	22,354,878	19,039,346	13,087,771	10,704,557
Interest payable and similar charges	(11,299,459)	(16,177,770)	(12,052,370)	(5,412,645)	(4,513,733)
Net interest income	7,695,865	6,177,108	6,986,976	7,675,126	6,190,824
Fee and commission income	175,670	87,618	16,433	55,912	(10,195)
Net trading income/(Loss)	(103,749)	(186,045)	(37,800)	8,490	473,563
Other operating income/(Loss)	219,223	(124,213)	129,864	101,325	97,746
Other operating charges	(7,516,856)	(9,994,165)	(8,623,671)	(7,309,512)	(5,546,089)
Changes in expected credit losses and other credit impairment charges	212,298	(42,279)	(441,180)	(919,147)	(385,692)
(Loss)/Profit before tax	682,451	(4,081,976)	(1,969,378)	(387,806)	820,157
Income tax credit/(expense)	(87,419)	1,112,204	727,010	103,587	(372,176)
(Loss)/Profit for the year	595,032	(2,969,772)	(1,242,368)	(284,219)	447,981
Other comprehensive income for the year, net of income tax	226,226	2,550,015	3,909,583	(9,596,928)	(1,251,797)
Total comprehensive income for the year	821,258	(419,757)	2,667,215	(9,881,147)	(803,816)
Earnings per share	1c03	(5c12)	(0c21)	(0c49)	1c12

Izola Bank p.l.c.

Appendix I - Five-Year Summary

Statement of Financial Position

	2025	2024	2023	2022	2021
	€	€	€	€	€
ASSETS					
Balances with Central Bank of Malta and cash	47,626,503	57,483,508	56,242,720	17,598,287	16,193,768
Loans and advances to banks	5,760,799	4,168,921	6,757,337	10,214,993	25,420,282
Financial investments	64,586,170	81,629,749	92,894,978	91,550,927	117,280,712
Factored receivables	116,591,575	138,236,733	140,049,872	118,363,724	95,051,834
Loans and advances to customers	136,701,167	194,013,127	180,964,061	160,329,282	131,369,341
Property and equipment	11,088,564	11,157,880	13,939,136	11,712,225	12,565,395
Property held for sale	4,838,007	4,838,007	-	-	-
Intangible assets	5,190,144	4,155,696	3,630,203	1,975,593	1,774,370
Deferred tax asset	5,600,364	5,632,796	5,252,276	5,920,924	388,435
Current tax asset	74,252	74,252	183,341	641,499	793,029
Other assets	1,630,705	2,456,536	2,310,022	3,181,811	1,971,720
Total assets	399,688,250	503,847,205	502,223,946	421,489,265	402,808,886
LIABILITIES					
Amounts owed to institutions	10,000,000	-	20,000,000	40,000,000	55,000,000
Amounts owed to banks	-	-	271,105	275,815	274,715
Amounts owed to customers	338,081,138	448,613,950	429,743,262	335,660,870	297,780,509
Debt securities in issue	13,755,590	16,773,480	16,861,501	16,820,322	11,940,167
Deferred tax liability	1,365,993	1,174,806	808,057	436,414	558,446
Accruals and other liabilities	4,937,363	6,558,061	8,393,356	4,759,914	3,975,122
Total liabilities	368,140,084	473,120,297	476,077,281	397,953,335	369,528,959
EQUITY					
Called up share capital	29,000,000	29,000,000	29,000,000	29,000,000	10,000,000
Capital contribution reserve	2,032,675	2,032,675	32,675	32,675	17,032,675
Perpetual capital notes	3,000,000	3,000,000	-	-	-
Property revaluation reserve	4,795,243	4,739,260	3,967,372	2,977,302	3,521,238
Fair value reserve	(5,402,405)	(5,572,648)	(7,350,775)	(10,295,141)	(612,547)
Depositor compensation scheme reserve	-	-	1,038,647	831,860	1,288,168
Reserve for general banking risk	-	-	55,025	72,782	45,091
Accumulated (Losses)/Retained Earnings	(1,877,347)	(2,472,379)	(596,279)	916,452	2,005,302
Total equity attributable to equity holders of the Bank	31,548,166	30,726,908	26,146,665	23,535,930	33,279,927
Total liabilities and equity	399,688,250	503,847,205	502,223,946	421,489,265	402,808,886
Memorandum items Commitments	54,812,271	179,182,237	288,377,842	185,068,135	92,738,305

Izola Bank p.l.c.

Appendix I - Five-Year Summary

Statement of Cash Flows

	2025	2024	2023	2022	2021
	€	€	€	€	€
Net cash from operating activities	(31,434,469)	(17,012,069)	36,907,071	(30,370,480)	9,818,579
Cash flows from investing activities					
Payments to acquire property, equipment and intangible assets	(1,954,779)	(2,900,137)	(3,765,160)	(2,478,688)	(1,639,455)
Proceeds from disposal of property	-	-	-	2,204,000	-
Payments to acquire investments	(865,000)	(399,300)	(100,000)	(40,740,036)	(85,996,927)
Proceeds from disposals of investments	18,646,725	13,247,605	1,302,167	51,362,776	76,537,399
Interest received from financial investments	1,236,753	2,037,701	2,152,107	1,612,389	2,066,104
Payments on investments which are traded but not yet acquired	-	-	-	-	-
Net cash from/(used in) investing activities	17,063,699	11,985,869	(410,886)	11,960,441	(9,032,879)
Cash flows from financing activities					
Proceeds from issue of debt securities	-	-	-	13,633,597	-
Redemption of debt securities	(3,056,801)	(129,200)	-	(8,814,000)	-
Interest and premium paid on debt conversion	-	-	-	(284,663)	-
Interest paid on perpetual capital notes	-	(81,333)	-	-	-
Proceeds from main refinancing operations	10,000,000	-	-	-	-
Interest paid on debt securities	(837,556)	(839,790)	(843,370)	(540,000)	(540,000)
Capital contributions	-	2,000,000	-	-	-
Issue of Perpetual capital notes	-	3,000,000	-	-	-
Net cash from / (used in) financing activities	6,105,643	3,949,677	(843,370)	3,994,934	(540,000)
Net movement in cash and cash equivalents	(8,265,127)	(1,076,523)	35,652,815	25,555,573	245,700

Izola Bank p.l.c.

Appendix I - Five-Year Summary

Accounting Ratios

	2025	2024	2023	2022	2021
	%	%	%	%	%
Net interest income and other operating income to total assets	1.98	1.20	1.42	1.86	1.68
Operating expenses to total assets	1.83	1.99	1.80	1.91	1.47
Profit before tax to total assets	0.17	(0.81)	0.39	(0.09)	0.20
Pre-tax return on capital employed	2.16	(13.28)	7.53	(1.29)	2.82
Profit after tax to equity	1.89	(9.67)	(4.75)	(1.21)	1.35

Izola Bank p.l.c.

Appendix II – Supplementary Financial Information

Directors' interest in the share capital of the Bank or in any related company as at 31 December 2025

No director has a direct beneficial or non-beneficial interest in the share capital of the Bank.

Magdalena De Roeck and Caroline Van Marcke have an indirect beneficial interest in the shareholding of the Bank through their indirect shareholding in Carlenco Finance NV, a company registered in Belgium with registration number 0755.471.533.

Furthermore, Magdalena De Roeck and Caroline Van Marcke are also directors of IBL I Limited and IBL T Limited and other companies forming part of the Group.

Shareholder holding 5% or more of the Share Capital as at 31st December 2025

IBL T Limited	Ordinary
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As at date of publication of the annual report, no changes were effected to the shareholding structure.