

Extraordinary General Meeting

Explanatory Circular to Shareholders

This circular (the “**Circular**”) is being issued by BMIT Technologies p.l.c., a public limited liability company having Maltese registration number C 48299 and registered office located at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara, Malta (the “**Company**” or “**BMIT**”). It is intended to provide the members of the Company with the necessary information regarding a resolution being proposed for their consideration at the Company’s Extraordinary General Meeting being held on the 30 September 2025 at the Westin Dragonara Resort, St Julian’s, Malta at 14:00 hrs (the “**EGM**”).

THIS CIRCULAR IS IMPORTANT - SHAREHOLDERS SHALL BE REQUESTED TO VOTE ON THE MATTER DESCRIBED HEREIN AT THE FORTHCOMING EXTRAORDINARY GENERAL MEETING OF THE COMPANY. SHAREHOLDERS WHO ARE IN DOUBT AS TO THE IMPORT OF THIS DOCUMENT OR AS TO ANY ACTION REQUIRED OF THEM ARE URGED TO CONSULT THEIR INDEPENDENT PROFESSIONAL ADVISERS.

Important Information

This Circular contains information on a resolution being proposed as special business at the Company’s EGM (the “**Resolution**”) and is being sent to all persons appearing on the register of members of the Company maintained by the Malta Stock Exchange as at close of business on the record date, being the 31 August 2025 (the “**Shareholders**”). Where any or all of the shares in the Company held by a recipient of this Circular have been sold or transferred on the date of receipt of this document, this Circular and all other relevant documentation, or copies thereof, should be passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This Circular is being dispatched to the Shareholders in compliance with the Capital Markets Rules (the “**CMRs**”) issued by the Malta Financial Services Authority (the “**MFSA**”), particularly pursuant to CMR 6.2 on the content of circulars and CMRs 6.18 to 6.21 on circulars relating to acquisitions and realisations.

This Circular does not constitute an offer, invitation or solicitation to any person to subscribe for, acquire, or dispose of any securities in the Company and no reliance ought to be made by any person on any information contained in this Circular as a basis for a decision to invest in, or dispose of, any securities issued, or which may be issued, by the Company.

1. INTRODUCTION

This Circular is intended to explain to the Shareholders the importance of the special business that will be addressed at the EGM and to provide the Shareholders with such information as would enable them make an informed decision at the EGM.

2. THE RESOLUTION

Shareholders are being requested to consider, and if deemed fit, approve by way of special business, the Resolution during the EGM. The text and purpose of the ordinary Resolution are provided hereunder.

2.1. Proposed text of the Resolution

“To approve the acquisition by the Company of forty-nine million six hundred and forty-two thousand one hundred and thirty-nine (49,642,139) ordinary shares, representing forty-nine percent (49%) of the total issued share capital of Malta Properties Company p.l.c., a public limited liability company bearing Maltese company registration number C 51272 in accordance with the Share Purchase Agreement (as defined and described in the explanatory Circular to shareholders dated 1 September 2025)”.

2.2. Purpose of Resolution

The purpose of the Resolution is for the Company to obtain the Shareholders’ approval with respect to the proposed purchase and acquisition of forty-nine million six hundred and forty-two thousand one hundred and thirty-nine (49,642,139) ordinary shares (the “**Shares**”), representing forty-nine percent (49%) of the total issued share capital of Malta Properties Company p.l.c., a public limited liability company having Maltese company registration number C 51272 (“**MPC**”) from Emirates International Telecommunications (Malta) Limited, a private company registered under the laws of Malta with Maltese company registration number C 38658 (“**EITML**”) (hereinafter, the “**Proposed Acquisition**”), in accordance with a share purchase agreement, details of which are provided in Section 4.2 hereunder.

The approval of the Proposed Acquisition by the Shareholders at the EGM is one of the conditions for the completion of the transaction.

3. BACKGROUND

BMIT, together with its subsidiaries namely, BM IT Limited, BM Support Services Limited, Bellnet Limited and 56BIT Limited (together, the “**BMIT Group**”) is primarily involved in the provision of an array of technological solutions to a wide range of businesses. Services include data centre and co-location services, IT and cloud infrastructure solutions, productivity and collaboration tools, cybersecurity and related cyber-risk tech compliance solutions, advisory and professional services and networking and connectivity services enabling and/or supplementing other services and solutions provided.

The Company’s business strategy has consistently focused on establishing BMIT as Malta’s leading provider of technology solutions supported by secure, scalable digital infrastructure.

Over recent years, the technology sector has experienced significant transformation characterized by the widespread migration to cloud services, intensifying competition from regional and international providers and an increasing requirement among enterprise clients for highly reliable, resilient technology platforms. In response to these developments, BMIT has undertaken a structured programme of strategic initiatives aimed at evolving its business model beyond the delivery of core services and towards a more integrated approach that combines technology solutions with investment in digital infrastructure assets.

An important milestone in this evolution was the acquisition of a portfolio of passive mobile telecommunications infrastructure which enabled BMIT to establish a new long-term recurring revenue model. This investment demonstrated the Company's capacity to identify and integrate infrastructure assets that complement its operational capabilities and generate predictable cash flows to support its financial profile.

The Company continues to explore new investment opportunities that have the potential to deliver higher margins, foster stable and sustainable growth, promote diversification and generate long-term shareholder value.

4. THE PROPOSED ACQUISITION

4.1 Malta Properties Company p.l.c.

In furtherance of its long-term strategic vision, the Company is proposing the acquisition of the Shares in MPC.

MPC is a public limited liability company registered under the laws of Malta with company registration number C 51272 and registered office at The Bastions, Triq Emvin Cremona, Floriana, FRN 1281, Malta. MPC has a total issued share capital of thirty-two million four hundred and nineteen thousand three hundred fifty-six Euro and sixteen cents (€32,419,356.16), divided into one hundred and one million, three hundred and ten thousand, four hundred eighty-eight (101,310,488) ordinary shares, each having a nominal value of thirty-two cents (€0.32). All of MPC's ordinary shares are fully paid up and listed on the official list of the Malta Stock Exchange.

MPC, together with its subsidiaries (the "**MPC Group**"), owns, develops, and manages a portfolio of infrastructure assets across Malta, the majority thereof being digital infrastructure properties supporting the country's telecommunications and technology sectors. The MPC Group generates stable, long-term income predominantly from the leasing of data centres, telecommunications facilities, towers and technology-enabled commercial sites. Many of these assets are strategically located and integral to the continued expansion of Malta's digital ecosystem.

4.2 The Share Purchase Agreement

On the 10 July 2025 the Company and EITML entered into an Agreement for the Sale and Purchase of Shares in MPC (the "**Share Purchase Agreement**").

Pursuant to the Share Purchase Agreement, EITML promised to sell and deliver and the Company promised to purchase and acquire the Shares.

The sale to, and the acquisition by the Company of the Shares is conditional on the timely fulfilment, by the Company, of a number of conditions precedent, namely: (i) the receipt of the necessary permit in terms of the Immovable Property (Acquisition by Non-Residents) Act (Cap. 246 of the Laws of Malta) (the “**AIP Permit**”); (ii) the issue of an announcement regarding the Proposed Acquisition in accordance with the CMRs and applicable law; (iii) the attainment of formal authorisation from the MFSA with respect to an explanatory circular relating to the Proposed Acquisition; (iv) the dispatch of the said explanatory circular, duly approved by the MFSA, to the Company’s shareholders; (v) the attainment of general meeting approval with respect to the Proposed Acquisition; and (vi) the notification and/or attainment of approval, as may be required, of the Proposed Acquisition from the Malta Competition and Consumer Affairs Authority (“**MCCAA**”). The parties to the Share Purchase Agreement have also undertaken to each use their respective reasonable endeavours to obtain all other approvals, conditions or clearances as may be necessary for the completion of the Proposed Acquisition under the laws of Malta (together the “**Conditions Precedent**”).

The Conditions Precedent are to be satisfied in sufficient time to allow the transaction to be completed on or before the 31 December 2025 or such other date as may be agreed between the parties (the “**Longstop Date**”). If the Conditions Precedent are not satisfied by the Longstop Date, the effect of the promise made by each of the parties to the agreement shall cease on the lapse of such date and neither of the parties would be liable for any form of damages, fees or expenses due to, or by, the other party, provided that, if the Conditions Precedent have not been satisfied due to a breach by the Company of certain obligations set out in the Share Purchase Agreement, EITML would be entitled to claim pre-liquidated damages in the sum of five hundred thousand Euro (€500,000.00).

The Company’s obligations under the Share Purchase Agreement, a breach of which would entitle EITML to claim pre-liquidated damages refer to the performance, by the Company, of the following actions in a timely manner: (i) the application for the AIP Permit and the pursuit of any formalities as may be required for the attainment of such; (ii) the issue of an announcement regarding the Proposed Acquisition; (iii) the submission of a draft form of this Circular to the MFSA for the purposes of obtaining the MFSA’s formal written approval in respect thereto; (iv) the dispatch of this Circular, once approved by the MFSA, to the Shareholders; (v) the convening of a general meeting for the purpose of obtaining the Shareholders’ approval of the Proposed Acquisition; and (vi) to the extent required in terms of applicable law, the submission of a notification of the Proposed Acquisition to the MCCAA in terms of article 5(1) of the Control of Concentrations Regulations (L.N. 294 of 2002, as amended), for the purpose of clearance and/or approval of the Proposed Acquisition. In this respect, the Company has filed of an application for the AIP Permit, issued an announcement in connection with the Proposed Acquisition and submitted a draft form of the Circular to the MFSA for the purposes of obtaining formal written approval. Furthermore, the Company is convening the EGM for the purpose of obtaining the Shareholders’ approval of the Proposed Acquisition and dispatching this Circular, as approved by the MFSA, to the Shareholders. The Company is in the process of determining whether a notification to the MCCAA is required.

In accordance with the Share Purchase Agreement, completion is to take place on a date falling not later than ten (10) business days after the satisfaction of the Conditions Precedent or on any other date as the parties may mutually agree in writing, but in any event on or prior to the Longstop Date.

The purchase price for the Shares is of twenty-five million three hundred and seventeen thousand four hundred and ninety-one Euro (€25,317,491). This is payable by the Company to EITML by way of bank transfer on completion.

On completion, the Shares will be transferred to, and acquired by the Company on a *tale quale* basis, with all rights and entitlements pertaining thereto, free from encumbrances and subject to specific warranties.

The Share Purchase Agreement and any rights and obligations arising thereunder cannot be transferred or assigned by a party without the prior written consent of the other party, save that EITML may assign its rights and obligations, as specified in the agreement, without the prior written consent of the Company.

The Share Purchase Agreement is governed by the laws of Malta and the Courts of Malta are vested with exclusive jurisdiction.

4.3 The Effect and Benefits of the Proposed Acquisition on the Company

The Company's business strategy has been consistently centered on establishing BMIT as Malta's leading provider of technology solutions supported by secure, scalable digital infrastructure. The proposed investment in MPC represents a further step in advancing this strategy by combining technology leadership with investment in digital infrastructure assets, thus strengthening customer trust, boosting scalability and supporting long-term sustainable growth.

With BMIT's core business being characterized by rapid technological developments, intense competition, and evolving customer expectations, the Company anticipates that this investment will foster greater stability in its business operations through the creation of a predictable and stable income stream. This stream is intended to supplement revenue derived from core technology services, thereby contributing to a balanced business model that is less susceptible to fluctuations within specific market segments. Furthermore, this additional income source is expected to reinforce BMIT's overall financial standing, enabling continued investments in service development, customer-driven innovation, and the expansion of technological capabilities in BMIT's core business.

Strategic Fit

Overall, the Proposed Acquisition is intended to strengthen BMIT's market position in the digital infrastructure space by complementing its technology-driven services with indirect ownership exposure to infrastructure and property assets, establishing a stronger and more diversified platform for sustainable growth. The transaction is seen as an important step in supporting the Company's long-term objectives, helping it respond effectively to challenges in a fast-moving sector and creating lasting value for shareholders.

BMIT will, via the holding of shares in MPC, increase its exposure to assets that are material in supporting reliable services for businesses, institutions, and other organisations in Malta. A number of these digital infrastructure assets and facilities are used to store, process and protect data, enable efficient network connections and provide a stable environment for the digital services that customers depend on every day.

Attractive Entry Valuation

BMIT is acquiring shares in MPC at an approximate 10% discount to MPC's book value of equity as at 31 December 2024, representing an immediate creation of embedded value for BMIT shareholders.

Book value in a property company such as MPC is primarily supported by independent, professional valuations of its underlying portfolio of income-producing assets. Acquiring shares below this level allows BMIT to effectively purchase a diversified portfolio of prime, long-term leased properties at less than their independently appraised value, providing both immediate accretion to BMIT's net asset position and a built-in margin of safety.

Purchasing below net asset value (NAV) is strategically advantageous for several reasons:

- **Immediate Value Uplift:** By acquiring assets below their carrying value, BMIT captures a discount that enhances intrinsic shareholder value from day one, independent of future market movements.
- **Margin of Safety:** The discount provides downside protection against potential market volatility, interest rate fluctuations, or temporary income disruptions, thereby reducing the risk of capital impairment.
- **Enhanced Returns:** The lower entry price amplifies returns on future cash flows, as any rental growth, portfolio revaluations, or accretive asset disposals compound on a reduced capital base, driving higher total returns.
- **Attractive earnings yield:** At the offer price, the investment generates a pre-tax yield of 7.1% based on FY2024 performance, compared to BMIT's long-term financing cost for the transaction of roughly 4.0% per annum, creating a positive carry that is immediately earnings accretive, as outlined in Section 5.4.1 of this Circular.

By combining an attractive acquisition yield with entry at a discount to NAV, the transaction provides BMIT shareholders with a compelling balance of income, downside protection, and upside potential, while aligning with the Company's disciplined approach to capital allocation and risk-adjusted returns.

Strong Rental Growth and Stability

MPC has grown its rental income at a compound annual growth rate of 16% over the period 2021–2024, driven by a resilient tenant base and a portfolio of strategically located, high-quality properties. Approximately 75% of rental income is secured through long-term contracts with key counterparties, including the Government of Malta, GO p.l.c., and EPIC Communications Limited, providing strong visibility and stability of income and cash flows.

Conservative Balance Sheet with Growth Potential

As at 31 December 2024, MPC maintained a conservative capital structure, with a net loan-to-value ratio of approximately 25%. This low level of leverage provides significant headroom for potential expansion, capital optimisation, or future growth initiatives.

Upside Opportunities

The transaction offers additional avenues for value creation, including:

- Future rental growth across MPC's property portfolio;
- Prudent leverage optimisation to unlock incremental returns; and
- The potential for revaluation gains and market-driven repricing over time.

The effect of the Proposed Acquisition from a financial perspective on BMIT and the BMIT Group is detailed in Section 5 of this Circular.

4.4 Risks associated with the Proposed Acquisition

While the Proposed Acquisition is expected to yield long-term strategic benefits, it also presents certain risks that Shareholders should consider. The following risks, in no particular order, have been identified:

- (i) Dividend Payment Risk – the extent of any dividend distribution by MPC, the timing and amount thereof will depend on, amongst others, MPC's distributable profits for the year, its board's view on the prevailing market outlook and on current or future investments, cash flows, working capital requirements and applicable law. Consequently, there could be a risk that the Company may not receive any dividend income from this investment.
- (ii) Financing and Leverage Risk – as the purchase price for the acquisition of the Shares is being funded by a combination of internal cash resources and new debt, an increase in leverage could reduce the Company's financial flexibility and expose the BMIT Group to higher interest rates or refinancing risks, particularly if the financial performance of MPC does not meet expectations.
- (iii) Real Estate Market Exposure - as a result of the transaction, BMIT will gain exposure to the commercial real estate sector which is subject to market fluctuations, tenant risk, and property-specific risks such as maintenance costs, vacancies, or regulatory changes affecting valuations or returns.
- (iv) Exit Risk – the market price of the Shares may be volatile and subject to wide fluctuations, related to the MPC Group's performance, the prevailing economic conditions in Malta and other factors. Realising value from the investment, and the ability to exit this investment, are highly dependant on such factors.
- (v) Reputational and Strategic Risk - Any significant underperformance or negative developments relating to MPC or MPC Group could impact BMIT's reputation and distract BMIT's management from core business operations.

4.5 Value of Gross Assets Subject of the Proposed Acquisition

The value of the gross assets the subject of the Proposed Acquisition as defined in CMR 5.153.1 is Euro twenty-five million three hundred and seventeen thousand four hundred and ninety-one (€25,317,491). This reflects the Company's acquisition of the Shares which represent forty-nine percent (49%) of the total issued share capital of MPC at an offer price of fifty-one cents (€0.51) per share.

The offer price of €0.51 per share for the proposed acquisition of shares in MPC was established following arm's-length negotiations between BMIT and EITML.

BMIT is acquiring shares in MPC at a c. **10% discount to book value of equity of MPC as at 31 December 2024**, securing immediate value creation for BMIT's shareholders.

On the basis of the offer price proposed by BMIT, and the profit before tax generated by MPC Group during FY24, the proposed investment delivers a **7.1% pre-tax investment yield**.

The offer price is further supported by a structured financial, legal and tax due diligence carried out by BMIT on publicly available information that included:

- a review of MPC's most recent annual reports and audited financial statements, covering both historical financial performance and balance sheet strength;
- an assessment of published independent architects' valuations of MPC's property portfolio, including rental potential and asset quality indicators;
- an analysis of MPC's income profile, including the duration, stability, and credit quality of its tenant base, and the security of existing lease agreements;
- consideration of MPC's capital structure, leverage levels, and liquidity position to understand financial resilience.

Using the information gathered, BMIT prepared forward-looking financial projections for MPC under a range of scenarios, incorporating assumptions for rental income growth, operating costs, capital expenditure, and financing structure. These projections were used as the basis for a discounted cash flow (DCF) valuation, which was employed to estimate the intrinsic value of MPC's equity.

The valuation results were subsequently cross-referenced against valuation benchmarks derived from recent market data on similar property assets.

The combination of the DCF-derived equity value, the external benchmark analysis, and the qualitative assessment of MPC's portfolio and income characteristics provided the framework for determining a fair offer price. BMIT concluded that the offer price of €0.51 per share represents a value that reflects MPC's current and projected financial performance, asset quality, and market position, and is expected to generate a return commensurate with the nature and risk profile of the proposed investment.

4.6 Profits Attributable to the Assets Subject of the Proposed Acquisition

The profits attributable to the assets the subject of the Proposed Acquisition, being 49% of the total issued share capital of MPC, amount to the respective share of profits before tax of *circa* Euro one million eight hundred thousand seven hundred and sixty-six (€1,800,766) for the financial year ended 31 December 2024. This is equivalent to 49% of the consolidated total

profits before tax of *circa* Euro three million six hundred and seventy-five thousand and thirty-three (€3,675,033) generated by the MPC Group during the financial year ended 31 December 2024.

5. FINANCIAL INFORMATION

This section of the Circular sets out the selected financial information of the MPC Group for the three financial years ended 31 December 2022 (“FY22”), 31 December 2023 (“FY23”), and 31 December 2024 (“FY24”) as extracted from the audited financial statements of MPC, in terms of the requirements of the Capital Markets Rule 6.20. The MPC’s financial statements include the consolidated financial statements of MPC and its subsidiaries and have been prepared in accordance with the requirements of International Financial Reporting Standards (IFRSs) as adopted by the European Union and with the requirements of the Maltese Companies Act (Cap. 386 of the Laws of Malta).

For the purpose of analysing the financial information, the financial performance and financial position of the MPC Group has been considered at consolidated level, comprising MPC as the parent entity and its subsidiaries.

5.1 Income Statements

The table below sets out extracts from the Consolidated Income Statements of MPC for FY22, FY23 and FY24.

Malta Properties Company p.l.c.

Consolidated Income statements for the years ended 31 December	2022	2023	2024
	€'000	€'000	€'000
Rental income	4,153	4,936	5,589
Other income	67	83	105
Net impairment gain/ (loss) on financial assets	(10)	13	(7)
Administrative expenses	(1,471)	(1,591)	(1,764)
Operating profit	2,739	3,440	3,924
Finance income	48	226	216
Finance costs	(1,039)	(1,303)	(1,288)
Fair value movement arising on investment property	(98)	970	824
Profit before tax	1,650	3,333	3,675
Tax expense	(1,513)	(1,270)	(1,132)
Profit for the year	138	2,063	2,543

Source: Audited financial statements of MPC

Note: There might be some rounding differences in the table above, in view that these figures are presented in €000s, rather than full figures as set out in the audited financial statements of MPC.

MPC reported rental income of €5.6 million for FY24 generated from its portfolio of 16 properties, up from €4.2 million in FY22. This represents a compound annual growth rate (“CAGR”) of 16.0% per annum since FY22 attributable to an increase in rental income following the achievement of full occupancy of two key properties, ‘The Exchange’ in Marsa and the ‘Mediterranean Building’ in Ta’ Xbiex in FY24. This growth was partially offset by a reduction in rental income following the exit of the tenant in the HSBC Global Services property in Swatar.

Administrative expenses increased by a CAGR of 9.5% per annum from €1.5 million in FY22 to €1.8 million in FY24. The increase is primarily driven by increased labour costs, operational costs to service tenants, and repairs and maintenance costs to the properties.

Operating profit increased from €2.7 million in FY22 to €3.9 million in FY24, largely reflecting the growth in rental income from the property portfolio.

Profit before tax increased from €1.7 million in FY22 to €3.7 million in FY24. This includes a deduction for finance costs arising from the €25.0 million MPC corporate bond issue listed on the Malta Stock Exchange, which carries a coupon of 4.0% per annum, and fair value gains arising on investment property.

Profit for the year (after tax) in FY24 amounted to €2.5 million, compared to €137.7k in FY22, representing an improvement of c. €2.4 million over the period.

5.2 Statements of Financial Position

The table below sets out extracts from the Consolidated Statements of Financial Position of MPC as at 31 December 2022, 31 December 2023 and 31 December 2024.

Malta Properties Company p.l.c.			
Consolidated Statement of Financial Position as at 31 December			
	2022	2023	2024
	€'000	€'000	€'000
ASSETS			
Non-current assets			
Intangible assets	2	2	2
Property, plant and equipment	887	909	809
Investment property	81,840	87,336	90,142
Trade and other receivables	14	25	5
Total non-current assets	82,744	88,272	90,959
Current assets			
Trade and other receivables	1,193	1,369	393
Current tax asset	170	192	98
Deposits	4,163	6,019	6,277
Cash and cash equivalents	13,856	3,226	1,711
Total current assets	19,381	10,806	8,480
Total assets	102,125	99,078	99,439
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital	32,419	32,419	32,419
Other reserves	252	254	257
Retained earnings	22,970	23,716	24,840
Total equity	55,641	56,389	57,516
LIABILITIES			
Non-current liabilities			
Borrowings	35,078	30,182	29,355
Deferred tax liability	7,701	8,242	8,501
Trade and other payables	141	143	217
Total non-current liabilities	42,920	38,567	38,073
Current liabilities			
Borrowings	799	907	894
Trade and other payables	2,499	2,852	2,486
Current tax liability	267	363	470
Total current liabilities	3,564	4,122	3,850
Total liabilities	46,485	42,689	41,923
Total equity and liabilities	102,125	99,078	99,439

Source: Audited financial statements of MPC

Note: There might be some rounding differences in the table above, in view that these figures are presented in €000s, rather than full figures as set out in the audited financial statements of MPC.

MPC Group's consolidated equity position amounted to €57.5 million as at 31 December 2024, represented by the share capital of €32.4 million, other reserves of €257,000 and retained earnings of €24.8 million.

Total consolidated assets amounted to €99.4 million as at 31 December 2024. The total consolidated assets primarily consist of the portfolio of investment properties valued at €90.1 million which are mainly leased out to third parties and a related party. Investment properties are recorded at fair value and valued annually by independent and qualified valuers, with the last revaluation being prepared in December 2024. Movements in investment properties from FY22 to FY24 mainly arise from fair value gains on investment property, additions of new buildings, and capitalisation of capital expenditure incurred in the refurbishment of existing investment properties.

Total consolidated assets also comprise property, plant and equipment of €809,000 carried at fair value as at 31 December 2024, which mostly relates to office space at 'Mediterranean Building' in Ta' Xbiex, which MPC uses as its head office.

Other assets comprise deposits (such as fixed bank deposits) of €6.3 million, cash and cash equivalents of €1.7 million, and current trade and other receivables of €393,000 as at 31 December 2024.

Total consolidated liabilities amounted to €41.9 million as at 31 December 2024. Total consolidated liabilities consist of total borrowings of €30.2 million as at 31 December 2024, of which €24.5 million relates to MPC's corporate bond of €25.0m listed on the Malta Stock Exchange (net of unamortised bond issue costs of c. €0.5 million), issued on 7 July 2022 at a fixed coupon of 4.0% per annum, payable annually in arrears on 30 June of each year, with a term of 10 years, and maturing in 2032. The remaining €5.7 million relates to bank borrowings secured for the acquisition of Ta' Xbiex and Swatar investment properties.

Other liabilities comprise deferred tax liability of €8.5 million arising on the fair valuation of investment properties, trade and other payables of €2.7 million, and current tax payable of €470,000 as at 31 December 2024.

5.3 Significant Changes in Financial or Trading Position

There have been no material adverse changes in the financial or trading positions of BMIT and the BMIT Group since the last published audited financial statements. In so far as known to the Company, there have been no significant changes in the financial or trading positions of MPC and the MPC Group since the last published audited financial statements.

5.4 The effect of the Proposed Acquisition on the earnings, assets and liabilities of BMIT and BMIT Group

This section of the Circular sets out the financial implications arising from the Proposed Acquisition of shares in MPC on the financial performance and financial position of BMIT.

BMIT's acquisition of a 49.0% shareholding in MPC qualifies as an Investment in Associate in accordance with the International Financial Reporting Statements ("IFRS"). On this basis, this investment will be accounted for using the Equity Method, in the Income Statement and Statement of Financial Position of BMIT.

The financial impact of the Proposed Acquisition has also been considered in the context of the audited financial statements of both the BMIT (as the Issuer) and MPC as at 31 December 2024.

The effect of the Proposed Acquisition on the earnings, assets, and liabilities of the BMIT Group would reflect the same impact as indicated below for BMIT as the Issuer.

5.4.1 Impact of the Proposed Acquisition on the BMIT's financial performance

The Proposed Acquisition of a 49.0% shareholding in MPC by BMIT would have the following impact on the financial performance of BMIT:

- Recognition of a 'Share of profits from Investment in Associate' (i.e. from MPC) as part of its financial performance, calculated under the Equity Method, and reflecting 49.0% of MPC's profit after tax for the respective financial year; and
- The acquisition will be partially financed by BMIT through a €20.0 million bank loan, bearing an annual interest rate of 4.0% over a 20-year term. Consequently, BMIT will incur an additional borrowing cost of approximately €800,000 per annum.

Potentially, the bank interest incurred by BMIT on the bank loan secured to acquire the shares in MPC may be deductible for tax purposes. However, the magnitude of the bank interest that may potentially be deductible will depend on: (i) the level of dividends declared by MPC to its shareholders; and (ii) the tax account from which the MPC dividends are declared. The extent of the deductibility of interest for tax purposes will need to be based on a year-by-year assessment of the dividends declared by MPC, taking into consideration these factors.

The impact on the financial performance of BMIT for the financial year ended 31 December 2024, assuming the Proposed Acquisition had been implemented on 1 January 2024, would have been as follows:

- Share of profits from Investment in Associate of c. €1.2 million, based on 49.0% of the consolidated profit after tax for the year of €2.5 million generated by the MPC Group for the financial year ended 31 December 2024;
- Additional borrowing cost of approximately €800,000 per annum, equivalent to the annual estimated interest of 4.0% per annum on a €20.0 million bank loan, with the reported finance costs for BMIT increasing from €1.6 million to €2.4 million; and
- Profit for the year after tax would increase by approximately €0.4 million from €4.1 million to €4.5 million.

Given that the due diligence analysis was performed by BMIT on the financial and tax affairs of MPC based on publicly available information, it was not possible to assess the extent of interest that is deductible for tax purposes. On this basis, BMIT opted to adopt a prudent approach in the presentation of the impact of the transaction on BMIT's financial performance. If any element of interest is deductible for tax purposes, then the benefit to BMIT's shareholders will be higher than the net positive impact of €0.4 million mentioned above.

5.4.2 Impact of the Proposed Acquisition on the BMIT's financial position

The Proposed Acquisition of 49.0% shareholding in MPC by BMIT would have the following impact on the financial position of BMIT:

- Recognition of an 'Investment in Associate', amounting to €25.3 million within total non-current assets, representing the purchase consideration to be paid by BMIT for the acquisition of 49.0% shareholding in MPC, representing the offer price of €0.51 per share for 49,642,139 ordinary shares in MPC. This Investment in Associate would be accounted for under the Equity Method of accounting; and
- Recognition of a €20.0 million bank loan as part of borrowings, repayable over a 20-year term at an interest rate of 4.0% per annum, and a reduction of €5.3 million from existing cash reserves. The bank loan and the cash reserves will be sufficient to fund the Proposed Acquisition in full.

The impact on the financial position of BMIT as at 31 December 2024 assuming the Proposed Acquisition had been implemented on 31 December 2024 would have been as follows:

- Total assets would have increased from €76.7 million to €96.7 million, reflecting the Investment in Associate of €25.3 million, less cash payment of €5.3 million; and
- Total liabilities would have increased from €49.1 million to €69.1 million, reflecting the additional bank borrowings of €20.0 million to partly fund the Proposed Acquisition.

5.5 Trading prospects

The proposed acquisition of the Shares in MPC is expected to generate recurring incremental returns for BMIT through equity-accounted profits and potential capital appreciation from the MPC Group's portfolio of investment properties going forward, thereby enhancing BMIT's financial profile. The effect of the Proposed Acquisition on the trading prospects of the BMIT Group is expected to be the same as the effect on BMIT as the Issuer.

5.6 Special trade factors or risks

Apart from the risk factors outlined in section 4.4 of this Circular, BMIT does not envisage any special trade factors or risks resulting from the Proposed Acquisition.

6. OTHER DISCLOSURES AND DECLARATIONS

The Board of Directors of the Company is, on the date of issue of this Circular, composed of Arthur Galea Salomone, Faker Hnid, Deepak Srinivas Padmanabhan, Nikhil Patil, Michael Mercieca and Daniela Zammit. As at the date hereof, Deepak Srinivas Padmanabhan and Daniela Zammit serve as director and Chief Financial Officer of MPC, respectively. In view thereof, Messrs. Padmanabhan and Zammit recused themselves from all discussions, deliberations and decision-taking with respect to the Proposed Acquisition.

Save as disclosed hereinabove, to the extent known to the Company, no director within the Company or the BMIT Group or a connected person thereof has in interest in or shall derive any advantage from the Proposed Acquisition.

The total emoluments receivable by the directors of the Company shall not be varied as a result of the transaction.

The Proposed Acquisition will not have an effect on the ownership of the Company's capital. Insofar as known to the Company, as at the date hereof, the following shareholders are registered on the Company's register of members as holders of 5% or more of the Company's capital:

Shareholder	No. Shares Held	Percentage of Shareholding
GO p.l.c.	117,682,087	53.80%
Rizzo Farrugia & Co (stk) Ltd obo Clients 1	17,704,098	8.09%

In so far as is known to the Company, MPC is not subject to legal or arbitration proceedings (including any such proceedings which are threatened) which may have a significant effect on the Company's or BMIT Group's financial position.

There are no key individuals that need to be identified pursuant to Capital Markets Rule 5.164.9.

The Company and EITML are related parties and the Proposed Acquisition constitutes a material related party transaction for the purposes of the CMRs. In accordance with the CMRs, the Proposed Acquisition has been reviewed, assessed and approved by the Company's Audit Committee and thereafter, the Board of Directors.

The Board of Directors of the Company accept responsibility for the information contained in this Circular. To the best of the knowledge and belief of the Board of Directors, who has taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

7. RECOMMENDATION

The Board of Directors of the Company, having made the necessary considerations, are of the view that the Proposed Acquisition and the proposed Resolution are in the best interests of the Company and its shareholders as a whole. The Board therefore recommends that the Shareholders vote in favour of the Resolution at the forthcoming EGM.

Nevertheless, it is recommended that each Shareholder seeks independent advice and guidance from its own professional advisors in order to decide whether or not to vote in favour of the proposed Resolution in the light of each Shareholder's individual position.

8. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or certified copies thereof will be available for inspection at the registered office of the Company at BMIT Technologies p.l.c., Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara, Malta for at least fourteen (14) days from the date of publication of this Circular:

- (i) the Memorandum and Articles of Association of the Company;
- (ii) the Annual Financial Report of the Company for the financial year ended 31 December 2024; and
- (iii) the Condensed Consolidated Interim Financial Statements for the period 1 January 2025 to 30 June 2025.

These documents are also available on the Company's website <https://www.bmit.com.mt>

Date: 1 September 2025

Approved and issued by BMIT Technologies p.l.c. having registered office located at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara, Malta