FINAL TERMS

Dated: 29 July 2026

NOTE ISSUANCE PROGRAMME OF A MAXIMUM OF €3,300,000

ISIN: MT0003071207

Series No: 1/2026

Tranche No: 1

€1,400,000 UNSECURED CALLABLE GLOBAL NOTE

issued by

EBO P.L.C.

A PUBLIC LIMITED LIABILITY COMPANY REGISTERED UNDER THE LAWS OF MALTA WITH COMPANY REGISTRATION NUMBER C 84916

PART A – CONTRACTUAL TERMS

Capitalised terms used in these Final Terms which are not defined herein shall have the definitions assigned to them in the Base Prospectus dated 29 July 2026 which was approved by the MFSA in Malta on 29 July 2026 and which constitutes a base prospectus for the purposes of the Prospectus Regulation.

This document constitutes the Final Terms of the Global Note to be issued through Tranche I of the Note Issuance Programme ("**Tranche I Global Note**") by the Issuer in favour of the Nominee and Placement Agent, described herein for the purposes of Article 8 of the Prospectus Regulation. These Final Terms also contain information relative to the issue by the Nominee and Placement Agent of transferable notes acknowledging the interest of the person named therein in the Tranche I Global Note ("**Tranche I Participation Notes**"). This document must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Tranche I Global Note under these Final Terms is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the issue of this Tranche of Notes is annexed to these Final Terms.

The Base Prospectus is available for viewing at the office of the Issuer and on the websites of: (a) the MFSA (https://www.mfsa.mt/our-work/capital-markets-supervision/#CMS); and (b) the Issuer (https://www.ebo.ai/investors) and copies may be obtained free of charge from the registered office of the Issuer (Vision Exchange Building, Territorials Street, Zone 1, Central Business District, Birkirkara CBD 1070, Malta). A summary of this individual issue is annexed to these Final Terms.

1.	**Issuer**	EBO p.l.c. (C 84916)
2.	**Series Number**	1/2026
3.	**Tranche Number**	1
4.	**Specified Currency**	Euro (€)
5.	**Aggregate nominal amount:** (i) **Series** **(ii) Tranche**	 up to €3,300,000, which may be issued solely in Tranches forming part of this Series 1 or in combination with Tranche/s forming part of one or more separate Series. €1,400,000
6.	**(i) Issue Price of Tranche** **(ii) Net proceeds**	at par (€1,000 per Participation Note) €1,300,000
7.	**Specified Denomination**	€1,400,000 (€1,000 per Participation Note)
8.	**Number of Notes offered for subscription**	1 Global Note (up to a maximum of 1,400 Participation Notes)
9.	**(i) Issue Date** **(ii) Interest Commencement Date**	21 August 2026 14 August 2026
10.	**Redemption Date**	14 August 2031
11.	**Early Redemption Date/s**	any date falling between 14 August 2029 and 13 August 2031, at the sole option of the Issuer, on which the Issuer shall be entitled to prepay all or part of the principal amount of the Global Note and all interests accrued up to the date of prepayment, by giving not less than 30 days' notice to the Nominee and Placement Agent. In the event of a partial early redemption of the Participation Notes, the redemption amount shall be paid on a pro rata basis to Participation Noteholders, in proportion to the outstanding principal amount of Participation Notes then held by each Participation Noteholder.
12.	**Redemption Value**	redemption at par (€1,000 per Participation Note)
13.	**Register Cut-Off Date**	15 days prior to the Interest Payment Date.

INTEREST

14.	**Rate of Interest**	6.25% payable annually in arrears.
15.	**Interest Payment Date/s**	(i) for the purposes of the Global Note, 14 August of each year between and including each of the years 2027 and the year 2031, provided that if any such day is not a Business Day, such interest payment date will be carried over to the next following day that is a Business Day.

	(ii) for the purposes of the Participation Notes, 14 August of each year between and including each of the years 2027 and the year 2031, provided that if any such day is not a Business Day, such interest payment date will be carried over to the next following day that is a Business Day.

GENERAL PROVISIONS

16.	**Taxation**	as per section 17 ("***Taxation***") of the Base Prospectus.

PURPOSE OF FINAL TERMS

These Final Terms comprise the Final Terms required for the offer for subscription and issue of the Tranche of Notes described herein pursuant to the Note Issuance Programme of a maximum of €3,300,000, in terms of the Base Prospectus dated 29 July 2026.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Board of Directors of EBO p.l.c. by:

Ian Castillo
Director

Giuseppe Giovanni (Gege) Gatt
Director

Signing in their own capacity as directors of the Issuer and on behalf of each of Christian A. Sammut and Hilary Galea Lauri, as their duly appointed agents.

PART B – OTHER INFORMATION

1. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Reasons for the Offer/	The net proceeds from the Issue, amounting to €1,300,000, shall be applied as follows: (i) the amount of *circa* €520,000 shall be used to accelerate the Group's proprietary intellectual property and strengthen the technological foundations of the platform; (ii) the amount of *circa* €500,000 shall be directed towards transforming proven technology into a highly repeatable and scalable operating model; and (iii) the amount of *circa* €280,000 shall be used to replicate the Group's proven success across larger addressable markets.
Estimated Expenses	Approximately €100,000. All expenses shall be borne by the Issuer.
Estimated Net Proceeds	A maximum of €1,300,000.
Conditions to which the Offer is subject	None.

2. YIELD

Yield	6.25%
Method of Calculation of Yield	Yield will be calculated on the basis of the interest per annum, the Issue Price and the Redemption Value of the Tranche I Global Note at the Maturity Date or an Early Redemption Date, if applicable.

3. EXPECTED TIMETABLE

Subscription Period	3 August 2026 to 14 August 2026, both days included
Commencement of interest	14 August 2026
Announcement of basis of acceptance	20 August 2026
Refund of unallocated monies, if any	20 August 2026
Issuance of the Global Note	21 August 2026
Issuance of Participation Notes certificates	21 August 2026

The Nominee and Placement Agent reserves the right, following consultation with the Issuer, to shorten or extend the closing of the Subscription Period. In such case, the remaining events set out above will be brought forward or moved backwards (as the case may be) in the same chronological order set out above. If the timetable is revised as described, the Interest Payment Dates and the Maturity Date may change, and any revised dates will be communicated by the Issuer by company announcement on its website, without the requirement to amend these Final Terms.

4. METHOD OF DISTRIBUTION AND ALLOCATION

Plan of Distribution and Allotment	The Tranche I Global Note shall be issued and distributed by the Issuer to the Nominee and Placement Agent to be held by the Nominee and Placement Agent for the benefit of Participation Noteholders. Distribution of the Tranche I Participation Notes shall be by way of a Subscription Agreement entered into by prospective Participation Noteholders with the Nominee and Placement Agent.
Reservation of Tranche I, or part thereof, in favour of a specific class of investors	Not applicable.
Minimum amount of application	The Issuer has not established an aggregate minimum subscription level for the Global Note. For the purposes of the Tranche I Participation Notes, a minimum of €5,000 and multiples of €1,000 thereafter.
Description of application process	The Tranche I Global Note shall be subscribed to by the Nominee and Placement Agent pursuant to the Nominee and Placement Agent Agreement up to an amount that is yet to be determined. All applications for the Tranche I Participation Notes must be submitted by completing the Subscription Agreement within the time limits established therein. All Subscription Agreements are to be lodged with the Nominee and Placement Agent by not later than 12:00 hours on 14 August 2026 together with payment of the full price of the Participation Notes applied for, in Euro (€). Payments may be made by bank transfer or by cheque payable to the Nominee and Placement Agent. In the event that a cheque accompanying a Subscription Agreement is not honoured on its first presentation, the Nominee and Placement Agent reserves the right to invalidate the relative application.
Oversubscription and refunds	If an application by an Applicant is not accepted or is accepted for a lesser amount than is applied for, the full amount or the excess amount (as applicable) will be returned by the Nominee and Placement Agent without interest by direct credit to the Applicant's bank account as indicated in the Subscription Agreement. Neither the Issuer nor the Nominee and Placement Agent shall be responsible for any loss or delay in transmission.
Payment and delivery	As per the Subscription Agreement (Annex II of these Final Terms).
Allocation policy	The Tranche I Global Note shall be held by the Nominee and Placement Agent for the benefit of Participation Noteholders on the terms set out in the Nominee and Placement Agent Agreement. An amount of €1,400,000 in Participation Notes shall be allocated by the Nominee and Placement Agent to the general public, *pari passu*, without any priority or preference between them in accordance with the allocation policy to be specified by the Nominee and Placement Agent. In the event that the offer of Tranche I Participation Notes is not fully subscribed, the Issuer shall proceed with the registration of the Participation Notes so subscribed for. Any residual amounts required by the Issuer for the purposes of the use specified in the aforementioned section, which shall not have been raised through the offer of Tranche I Participation Notes, shall be financed from the Group's own funds, bank financing and, or through the issue of further tranches under the Note Issuance Programme.
Results of the offer	The results of the Offer shall be announced by the Issuer by way of publication of a company announcement on its website (https://www.ebo.ai/investors) by not later than 20 August 2026.

5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for the possible subscription for Notes by the Nominee and Placement Agent and any fees payable to the Nominee and Placement Agent in connection with the Issue of this Tranche of Notes, so far as the Issuer is aware, no person involved in the offer of this Tranche I has any other interest that is material to the Offer.

6. THIRD PARTY INFORMATION AND STATEMENT BY EXPERTS AND DECLARATIONS OF ANY INTEREST

Not applicable.

ANNEX I – ISSUE SPECIFIC SUMMARY

This summary (the "Summary") is prepared in accordance with the requirements of the Prospectus Regulation. This Summary contains key information which investors require in order to understand the nature and the risks of the Issuer and the Global Note to be issued pursuant to the Final Terms. Except where the context otherwise requires, the capitalised words and expressions used in this Summary shall bear the meanings assigned to them in the Base Prospectus and the Final Terms, as the case may be.

1. INTRODUCTION AND WARNINGS

This Summary contains key information on the Issuer and the Global Note, summarised details of which are set out below:

Full legal and commercial name of the Issuer	EBO p.l.c.
Registered address	Vision Exchange Building, Territorials Street, Zone 1, Central Business District, Birkirkara CBD 1070, Malta
Registration number	C 84916
Legal Entity Identification (LEI) Number	485100PKN0KMDJV7FG93
Date of Registration	14 February 2018
Telephone number	+356 2010 5006
Email	hello@ebo.ai
Website	www.ebo.ai
Nature of the securities	The Tranche I Global Note is an unsecured note of an aggregate principal amount of one million and four hundred thousand Euro (€1,400,000) with a nominal value of €1,000 per Participation Note, bearing interest at the rate of 6.25% per annum and redeemable at par on 14 August 2031, subject to the Issuer's option to redeem all or part of the Global Note between 14 August 2029 and 13 August 2031.
ISIN number of the Global Note	MT0003071207
Competent authority approving the Base Prospectus	The Malta Financial Services Authority, established in terms of the Malta Financial Services Authority Act (Cap. 330 of the laws of Malta).
Address, telephone number and official website of the competent authority approving the Base Prospectus	Address: Malta Financial Services Authority, Triq l-Imdina, Zone 1, Central Business District, Birkirkara CBD 1010, Malta;
Telephone number	+356 21441155;
Official website	www.mfsa.mt
Base Prospectus approval date	29 July 2026

Prospective investors are hereby warned that:

(i) this Summary should be read as an introduction to the Base Prospectus. It is being provided to convey the key characteristics and risks associated with the Issuer and the Tranche I Global Note being offered pursuant to the Base Prospectus and the Final Terms. It is not and does not purport to be exhaustive and investors are warned that they should not rely on the information contained in this Summary in making a decision as to whether to invest in the securities described in this document;

(ii) any decision of the investor to invest in the Tranche I Participation Notes should be based on consideration of the Base Prospectus and the Final Terms as a whole by the investor;

(iii) an investor could lose all or part of the capital invested in subscribing for Tranche I Participation Notes;

(iv) where a claim relating to the information contained in the Base Prospectus and the Final Terms is brought before a court, the plaintiff investor might, under the national legislation of Malta, have to bear the costs of translating the Base Prospectus and these Final Terms before the legal proceedings are initiated;

(v) civil liability attaches only to those persons who have tabled the Summary including any translation thereof but only if the Summary, when read together with the other parts of the Base Prospectus and the Final Terms, is misleading, inaccurate or inconsistent or does not provide key information in order to aid investors when considering whether to invest in the Tranche I Participation Notes; and

(vi) you are about to purchase securities that are not simple and may be difficult to understand.

2. KEY INFORMATION ON THE ISSUER

2.1 Who is the Issuer of the securities?

2.1.1 Domicile and legal form, its LEI and country of incorporation

The Issuer is EBO p.l.c., a public limited liability company registered in Malta in terms of the Companies Act (Cap. 386 of the laws of Malta) with company registration number C 84916. The legal entity identifier (LEI) number of the Issuer is 485100PKN0KMDJV7FG93.

2.1.2 Principal Activities of the Issuer

EBO p.l.c. was incorporated in Malta on 14 February 2018 as a private limited liability company and on 6 July 2026 was converted to a public limited liability company. It is the parent undertaking of the Group and was established with a view to developing and commercialising proprietary Artificial Intelligence enabled software for customer engagement, workflow automation, and business process orchestration in regulated sectors, principally healthcare and financial services. Since inception, the Group has focused on building a proprietary AI platform with native capabilities in automation, workflow management, interoperability, communications, and business intelligence, together with industry specific products configured on top of that platform.

2.1.3 Organisational Structure

EBO p.l.c. is the parent company of the Group and the ultimate holding company of the business. The Issuer holds 100% of the shareholding in the United Kingdom operating Subsidiary EBO.ai UK Ltd.

2.1.4 Major Shareholders of the Issuer

There is no single shareholder which controls the Issuer. The issued share capital of the Issuer is held as follows:

Name of Shareholder	Number of Shares	Percentage paid up
Giuseppe Giovanni ('Gege') Gatt	1,065,248 Ordinary A	36.96%
Ian Castillo	1,065,248 Ordinary A	36.96%
BMIT Technologies p.l.c.	432,301 Ordinary A	15.00%
Wilfred P. Mallia	319,203 Ordinary A	11.08%

As at the date of these Final Terms, the Directors are considering a minority equity investment of 17% of the Issuer's share capital, to be affected through a new issue of shares, which would include the right to appoint one (1) non-executive director to the Board. The Directors are of the opinion that the proposed investment would strengthen the capital base and enhance the Issuer's overall financial resilience.

2.1.5 Board of Directors of the Issuer

The Board of Directors of the Issuer is composed of the following persons: (a) Dr Giuseppe Giovanni (Gege) Gatt (executive director and CEO); (b) Ian Castillo (non-executive director); (c) Christian A. Sammut (non-executive director); and (d) Hilary Galea Lauri (independent non-executive director).

2.1.6 Statutory Auditors

The auditors of the Issuer as at the date of this Summary are FACT Audit, Cornerline, Dun Karm Street, Birkirkara BKR 9039, Malta. The Accountancy Board registration number of FACT Audit is AB/2/15/15.

2.2 What is the key financial information regarding the Issuer?

The following historical financial information of the Issuer is extracted from the audited financial statements of the Issuer for the financial years ended 31 December 2023, 31 December 2024 and 31 December 2025:

Income Statement **For the year ended 31 December**	**2023** **(€'000)**	**2024** **(€'000)**	**2025** **(€'000)**
Operating profit	1,095	140	539

Statement of Financial Position **As at 31 December**	**2023** **(€'000)**	**2024** **(€'000)**	**2025** **(€'000)**
Net debt	2,676	2,777	3,377

Statement of Cash Flows **For the year ended 31 December**	**2023** **(€'000)**	**2024** **(€'000)**	**2025** **(€'000)**
Net cash from operating activities	1,213	496	1,246
Net cash from financing activities	247	623	52
Net cash used in investing activities	(1,368)	(1,378)	(1,350)

2.3 What are the key risks that are specific to the Issuer?

2.3.1 Dependence on continued commercial performance and collections

The Issuer's ability to service the Notes will depend on the continued generation and collection of cash flows from its operations. If the Issuer underperforms in any financial period, experiences delays in customer collections, encounters higher than anticipated implementation costs, or otherwise suffers adverse fluctuations in cash flow, margins, working capital, or liquidity, such matters may adversely affect its ability to satisfy interest and principal obligations under the Notes. This risk is heightened in a business model where a meaningful share of revenues is linked to expected renewals whereby if customers do not renew, expand, or continue spending at the expected levels, the Issuer's revenues and cash generation may be adversely affected.

2.3.2 Concentration in healthcare and regulated public sector customers

A substantial portion of the Issuer's revenues is derived from healthcare customers, particularly within regulated public sector environments such as the UK's NHS and adjacent public healthcare systems. The Issuer is therefore exposed to public sector budget cycles, procurement delays, changes in policy priorities, central funding decisions, election related slowdowns, internal governance requirements, framework constraints, and extended decision-making cycles. Any reduction, delay, suspension, reprioritisation, or cancellation of public digital spending could have a material adverse effect on the Issuer's revenues, pipeline conversion, timing of implementations, and cash flows.

2.3.3 Customer concentration and renewal risk

The Issuer's customer base, while diversified across healthcare and financial services, remains of a scale where the timing, renewal, downsizing, delay or loss of one or more material contracts could have a disproportionate effect on revenues, profitability, and cash generation. In particular, longer contract cycles and larger ticket enterprise customers may create periods in which revenue recognition, cash collection, and forecast visibility are affected by a number of counterparties. There can be no assurance that existing customers will renew their agreements, expand usage, migrate to newer products, or continue purchasing on terms favourable to the Issuer. A failure to maintain renewals, upsell penetration, and account expansion could adversely affect the Issuer's business, financial condition, and ability to meet its obligations under the Notes.

2.3.4 Risks relating to pipeline conversion and forecast assumptions

The Issuer's growth strategy and future revenue expectations are dependent in part on the conversion of pipeline opportunities, including public sector, channel, and international opportunities. Pipeline opportunities are inherently uncertain and may be delayed, reduced in scope, reprocured, lost to competitors, or not concluded at all. Forecasts may also be affected by customer readiness, integration complexity, procurement lead times, and internal client resource availability. Accordingly, there can be no assurance that pipeline opportunities will convert into contracted revenues on the timetable or at the values expected by the Issuer. Any shortfall in conversion may have a material adverse effect on the Issuer's growth, liquidity and debt servicing capacity.

3. KEY INFORMATION ON THE SECURITIES

3.1 What are the main features of the securities?

The Tranche I Global Note is being issued to the Nominee and Placement Agent in an aggregate amount of €1,400,000 with a nominal value of €1,000 per Participation Note, bearing interest at the rate of 6.25% per annum and redeemable at par on 14 August 2031, subject to the Issuer's option to redeem all or part of the Global Note between 14 August 2029 an13 August 2031. Investors in Malta can participate in the Tranche I Global Note through subscription to Tranche I Participation Notes. The Global Note bears interest at the rate of 6.25% per annum on the nominal value of the Global Note. The first interest payment shall be effected on 14 August 2027 (covering the period 14 August 2026 to 13 August 2027).

The Tranche I Global Note and the Participation Notes constitute the general, direct, unconditional, and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any priority or preference among themselves and all other present and future unsecured and unsubordinated obligations of the Issuer.

The Global Note and Participation Notes will not be listed on the Malta Stock Exchange or on any other regulated market on the Issue Date. The Tranche I Global Note shall have the following ISIN: MT0003071207.

There are no special rights attached to the Participation Notes other than the right of the Participation Noteholders to: payment of interest and capital; ranking with respect to other indebtedness of the Issuer; attend, participate in and vote at meetings of Participation Noteholders in accordance with the Terms and Conditions of the Participation Notes; and enjoy all such other rights attached to the Participation Notes emanating from the Base Prospectus and, or the relevant Final Terms.

Participation Notes are transferable certificates issued by the Nominee and Placement Agent to a Registered Investor acknowledging the interest of the Registered Investor named therein in the Fiduciary Asset and evidences an entry in the Register of Investors held by the Nominee and Placement Agent. The Participation Notes will be issued in registered form and will not be issued in bearer form.

The minimum subscription amount of Tranche I Participation Notes that can be subscribed for by Applicants is €5,000, and in multiples of €1,000 thereafter.

The Tranche I Participation Notes are freely transferable and, once registered by the Nominee and Placement Agent, may be transferable in whole for a minimum face value of €1,000 and multiples of €1,000 thereafter.

3.2 Where will the securities be traded?

The Global Note and Participation Notes are transferable but shall not be traded on any regulated market or other trading facility.

3.3 What are the key risks that are specific to the securities?

3.3.1 Notes not traded on any regulated market

The Global Note and Participation Notes are transferable but shall not be traded on any regulated market or other trading facility and, as a result, there may be no liquid market for the Participation Notes. The market for the Participation Notes may be less liquid than a regulated market or other trading facility and Participation Noteholders may find it more difficult to identify willing buyers for their Participation Notes. Participation Noteholders who wish to sell their Participation Notes may be unable to do so at an acceptable price, or at all, if insufficient liquidity exists in the market for the Participation Notes.

3.3.2 Status and ranking of the Global Note and Participation Notes and additional indebtedness or security

The Global Note, as and when issued and allotted, shall constitute the general, direct, unsecured and unconditional obligations of the Issuer. The Notes shall at all times rank *pari passu* without any priority or preference among themselves and, save for such exceptions as may be provided by applicable law, shall rank without priority and preference to all other present and future unsecured obligations of the Issuer, if any. Furthermore, third party security interests may be registered which will rank in priority to the Global Note against the assets of the Issuer for so long as such security interests remain in effect, which registration may further impede the ability of the Participation Noteholders to recover their investment upon enforcement of such security interests, whether in full or in part.

3.3.3 Complex financial instruments and suitability risk

Debt instruments which may be redeemed by an issuer prior to their maturity date are considered as having an embedded call option, with the price of the debt instruments taking these components into account. The Global Notes and Participation Notes may be redeemed at the option of the Issuer on an Early Redemption Date. In view of this early redemption component, the Notes are complex financial instruments for the purposes of MiFID II. Accordingly, the Notes are only suitable for investors who have the knowledge and experience to understand the risks related to the Notes. An investor must consult with an investment adviser before investing in the Notes. In particular, investors should consult with an investment adviser with a view to ascertaining that each prospective investor: (a) has sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in the Base Prospectus, Final Terms or any applicable supplement; (b) has sufficient financial resources and liquidity to bear all the risks of an investment in the Notes, including where the currency for principal or interest payments is different from the prospective investor’s currency and that the Notes meet the investment objectives of the prospective investor; (c) understands thoroughly the terms of the Notes; and (d) is able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks. An informed investment decision can only be made by investors after they have read and fully understood the risk factors associated with an investment in the Notes, and the inherent risks associated with the Issuer’s business.

3.3.4 The Global Note is redeemable at the option of the Issuer

All or part of the Global Note may be redeemed by the Issuer on an Early Redemption Date, and in such event, an equivalent amount of Participation Notes shall be redeemed by the Nominee and Placement Agent. Once Participation Notes are redeemed, the relevant investors shall no longer be entitled to any interest or other rights in relation to those Participation Notes. If the Participation Notes are redeemed on an Early Redemption Date, an investor would not receive the same return on investment that it would have received if the Participation Notes were redeemed on the Redemption Date. In addition, investors may not be able to re-invest the proceeds from an early redemption at yields that would have been received had they not been redeemed.

3.3.5 Subsequent changes in interest rates and the possible impact of inflation

The Notes shall carry fixed interest rates. Investment in the Participation Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Participation Notes. The price of fixed income securities tends to move in a way that is inversely proportional to changes in interest rates. Moreover, the coupon payable on the Participation Notes is a nominal interest rate. The real interest rate is computed by subtracting inflation from the nominal interest rate, the result of which indicates the real return on the Participation Notes coupons.

3.3.6 No prior market for the Notes

There has been no public market for the Participation Notes within or outside Malta. Due to the absence of any prior market for the Notes, there can be no assurance that the price of the Participation Notes will correspond to the price at which the Participation Notes will trade in the market subsequent to the Issue.

3.3.7 Future public offers

No prediction can be made about the effect which any future public offerings of the Issuer’s securities, or any takeover or merger activity involving the Issuer will have on the market price of the Notes prevailing from time to time.

3.3.8 Amendments to the Terms and Conditions of the Notes

If the Issuer wishes to amend any of the Terms and Conditions of the Global Note, it shall call upon the Nominee and Placement Agent to call a meeting of Participation Noteholders in accordance with the Base Prospectus. These provisions permit defined majorities to bind all Participation Noteholders, including Participation Noteholders who do not attend and vote at the relevant meeting and Participation Noteholders who vote in a manner contrary to the majority.

4. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC

4.1 Under which conditions and timetable can I invest in this security?

4.1.1 Expected timetable

Subscription Period	3 August 2026 to 14 August 2026, both days included
Commencement of interest	14 August 2026
Announcement of basis of acceptance	20 August 2026
Refund of unallocated monies, if any	20 August 2026
Issuance of the Global Note	21 August 2026
Issuance of Participation Notes certificates	21 August 2026

The Nominee and Placement Agent reserves the right, following consultation with the Issuer, to shorten or extend the closing of the Subscription Period. In such case, the remaining events set out above will be brought forward or moved backwards (as the case may be) in the same chronological order set out above. If the timetable is revised as described, the Interest Payment Dates and the Maturity Date may change, and any revised dates will be communicated by the Issuer by company announcement on its website, without the requirement to amend these Final Terms.

4.1.2 Plan of distribution, allotment, and allocation policy

The Tranche I Participation Notes shall be made available for subscription to all categories of investors. Applications for subscriptions to the Tranche I Participation Notes may be made through the Nominee and Placement Agent subject to a minimum Application of €5,000 and in multiples of €1,000 thereafter.

By not later than 20 August 2026, the Issuer shall announce the results of the offer through a company announcement on its website. It is expected that Tranche I Participation Notes certificates will be dispatched to Applicants by latest 21 August 2026. Dealings in the Tranche I Participation Notes shall not commence prior to the said notification.

The Subscription Period shall close immediately upon attaining full subscription.

In the event that the offer of Tranche I Participation Notes is not fully subscribed, the Issuer reserves the right to issue a further Tranche or Tranches of Notes, as part of this Series or as a separate Series.

4.1.3 Total estimated expenses

Professional fees, and costs related to publicity, advertising, printing, Nominee and Placement Agent fees, selling commission, and other miscellaneous expenses in connection with this Offer are estimated not to exceed €100,000 in the aggregate. There is no particular order of priority with respect to such expenses.

4.2 Why is this prospectus being produced?

4.2.1 The use and estimated net amount of the proceeds

The net proceeds from the Issue shall be applied *inter alia* to enhance the Group's core AI platform and sector products, scale commercial and delivery capacity in target markets, and for general corporate funding purposes.

4.2.2 Underwriting agreement

The Global Note is not subject to an underwriting agreement on a firm commitment basis.

4.2.3 Conflicts of interest pertaining to the Offer

Dr Giuseppe Giovanni (Gege) Gatt and Ian Castillo are directors of the Issuer and directors of the Subsidiary. They are also major shareholders of the Issuer. Conflicts of interest could potentially arise in relation to transactions involving the Issuer and the Subsidiary.

Other than those disclosed above, the Directors are not aware of any conflicts of interest or potential conflicts of interest which could relate to their roles within the Issuer and, or the Subsidiary and their respective private interests and, or their other duties.

Save for the above and for the possible subscription for Notes by the Nominee and Placement Agent and any fees payable to the Nominee and Placement Agent in connection with the Issue of this Tranche of Notes, so far as the Issuer is aware, no person involved in the offer of this Tranche I has any other interest that is material to the Offer.

ANNEX II - SPECIMEN SUBSCRIPTION AGREEMENT

EBO P.L.C. (C 84916)

ISSUE OF UP TO
€1,400,000 6.25% UNSECURED NOTES 2029 - 2031

SUBSCRIPTION AGREEMENT

Dear Subscriber,

MZ Investment Services Ltd (the "**Nominee and Placement Agent**") addresses you as the prospective subscriber (the "**Subscriber**") of the offering of Participation Notes (the "**Offering**") as explained herein. The Nominee and Placement Agent is pleased to make a firm offer to you, pursuant to this subscription agreement (the "**Agreement**") to subscribe for Participation Notes issued by the Nominee and Placement Agent under the terms and conditions included in Annex A2 of the Base Prospectus dated 29 July 2026 issued by EBO p.l.c. (the "**Company**") in respect of the note issuance programme of up to €3,300,000 unsecured notes ("**Note Issuance Programme**"), comprising the issue by the Company of Global Notes in one or more tranches in favour of the Nominee and Placement Agent of and the subsequent transfer of participations in the Global Notes by the Nominee and Placement Agent through the issue of the Participation Notes (the "**Base Prospectus**").

Unless the context otherwise requires, words and expressions contained in this Subscription Agreement shall bear the same meanings as in the Base Prospectus and the Participation Note.

The Nominee and Placement Agent confirms its agreement with you as follows:

1. DESCRIPTION OF THE PARTICIPATION NOTES

(a) The Company is issuing Global Notes for the maximum aggregate principal amount of €3,300,000 (three million three hundred thousand Euro) to the Nominee and Placement Agent on behalf of the Registered Investors. The Nominee and Placement Agent in turn offers Participation Notes to prospective investors and makes these Participation Notes available to such investors.

(b) The Offering is more fully described in the Base Prospectus and the respective Final Terms.

2. PURCHASE OF THE PARTICIPATION NOTES BY THE SUBSCRIBER

(a) On the basis of the agreements herein contained, but subject to the terms and conditions as set out in Annex A2 of the Base Prospectus dated 29 July 2026, the Subscriber agrees to purchase the number of Participation Notes set out in Schedule 1 that shall be submitted by the Subscriber to the Nominee and Placement Agent by not later than 12:00 hours on 14 August 2026 (the "**Subscription Agreement Filing Date**").

(b) The Subscriber hereby undertakes that by no later than 12:00 hours of the Subscription Agreement Filing Date, the Subscriber shall effect payment by either bank transfer or cheque payable to 'MZ Investment Services Ltd'.

(c) By entering into this Agreement the Subscriber hereby acknowledges the irrevocable appointment of the Nominee and Placement Agent for the purposes of this Subscription Agreement and the subscription for Participation Notes arising therefrom, and acknowledges and accepts that he/she shall be bound by the terms and conditions of the Nominee and Placement Agent Agreement entered into by and between the Company and the Nominee and Placement Agent on 29 July 2026.

3. REPRESENTATIONS AND AGREEMENTS TO SURVIVE DELIVERY

All representations, warranties and agreements of the Company set out in the Terms and Conditions of the Participation Notes shall remain operative and in full force and effect in relation to the Subscriber regardless of any investigation made by or on behalf of the Subscriber with respect of any of the matters referred to in the representations and warranties, the completion of the arrangements set out in this Agreement for the purchase and sale of the Participation Notes or the termination of this Agreement, and they shall survive delivery of the Participation Notes to the Subscriber hereunder.

The Subscriber confirms that it has read the Base Prospectus and the applicable Final Terms and acknowledges that its investment is effected through Participation Notes issued by the Nominee and Placement Agent representing a beneficial interest in the relevant Global Note. The Subscriber further confirms that it has not relied on any oral statement or representation not contained in the said documents.

4. EFFECTIVE DATE OF THIS AGREEMENT TO SURVIVE DELIVERY

This Agreement shall become effective on the date of signature and execution thereof by the parties, provided that Participation Notes representing in aggregate the full amount of the Global Notes shall become valid when they are issued and subscribed to on the Subscription Date as defined in the Base Prospectus.

5. NOTICES

All notices or communications hereunder, may be communicated by hand, post or email by the Nominee and Placement Agent and the Subscriber on the other at their respective addresses as they may notify to the other party by the same means.

6. GOVERNING LAW

This Agreement shall be construed in accordance with Maltese Law and shall be subject to the jurisdiction of the Maltese Courts.

7. MISCELLANEOUS

(1) Time shall be of the essence of this Agreement.

(2) The heading to each clause is included for convenience only and shall not affect the construction or interpretation of this Agreement.

(3) This Agreement may be executed in any number of counterparts, all of which, taken together, shall constitute one and the same agreement, and any party may enter into this Agreement by executing a counterpart.

If the foregoing accurately sets out the understanding between the Nominee and Placement Agent and the Subscriber, please so indicate by signing and returning this Subscription Agreement, whereupon this Subscription Agreement shall constitute a binding agreement among the Nominee and Placement Agent and each of the Subscribers.

Yours faithfully,	ACCEPTED AND AGREED
___________________________	___________________________
For and on behalf of MZ Investment Services Ltd	Name & Signature of Subscriber/s (all parties are to sign in the case of joint subscription)

Date: ______________________

SCHEDULE 1

Subscription Form

THIS SUBSCRIPTION AGREEMENT IS GOVERNED BY THE TERMS AND CONDITIONS CONTAINED HEREIN AND IN THE BASE PROSPECTUS IN RESPECT OF THE ISSUE OF PARTICIPATION NOTES BY THE NOMINEE AND PLACEMENT AGENT AND IN VIEW OF THE ISSUE BY THE COMPANY OF UP TO €1,400,000 6.25% UNSECURED NOTES 2029=2031 TO THE NOMINEE AND PLACEMENT AGENT.

FULL NAME & SURNAME	I.D. CARD/PASSPORT	MOBILE NO.
JOINT HOLDER NAME & SURNAME	I.D. CARD/PASSPORT	MOBILE NO.
ADDRESS		

I/WE SUBSCRIBE TO PURCHASE AND ACQUIRE

AMOUNT IN FIGURES €	AMOUNT IN WORDS

6.25% EBO P.L.C. UNSECURED PARTICIPATION NOTES 2029 - 2031 (MINIMUM €5,000 AND IN MULTIPLES OF €1,000 THEREAFTER) AT PAR, PAYABLE IN FULL UPON SUBSCRIPTION UNDER THE TERMS AND CONDITIONS AS DEFINED IN THE SAID BASE PROSPECTUS.

TAX MANDATE FOR INTEREST INCOME

Withholding tax of 15% is to be deducted from Note interest received Yes ☐ No ☐

INTEREST & REDEMPTION MANDATE

BANK	IBAN

SOURCE OF FUNDS

BANK FROM WHICH PAYMENT IS BEING MADE	SOURCE OF FUNDS *(Employment, investment income, inheritance, etc). Please provide additional information where relevant. See also* ***Note 1*** *below*

Note 1*: Where the subscription agreement is being completed in joint names, the name of the relevant applicant and the source from where the funds originated must be recorded.*

APPROPRIATENESS ASSESSMENT FORM (Primary Applicant)

This section is intended to assess the level of your knowledge in investing in 6.25% Unsecured Participation Notes 2029 - 2031 (the "Notes") issued by EBO p.l.c. (the "Issuer").

1. Do you understand that the Notes are transferable but will NOT be traded on any regulated market, and as a result may be less liquid?	YES	☐	NO	☐
2. Do you understand and accept that your investment is subject to the Terms and Conditions contained in the Base Prospectus?	YES	☐	NO	☐
3. Do you understand and accept that although a higher risk investment could result in higher returns, there is no guarantee and you may receive back less than you invested?	YES	☐	NO	☐
4. Do you understand that the past performance of the Issuer is not a guide to their respective future performance?	YES	☐	NO	☐
5. Do you understand that the Notes are also callable, which gives the right to the Issuer to buy back the Notes at par before maturity?	YES	☐	NO	☐
6. Do you have sufficient knowledge and experience to make a meaningful evaluation of the Notes, and the merits and risks of investing in the Notes?	YES	☐	NO	☐

DECLARATION

I/We certify that the answers I/we have given above are true and accept that I/we am/are fully aware of and correctly understand the risks in the Notes that I/we intend to subscribe for. ☐

APPROPRIATENESS ASSESSMENT FORM (Joint Applicant, *if applicable*)

This section is intended to assess the level of your knowledge in investing in 6.25% Unsecured Participation Notes 2029 - 2031 (the "Notes") issued by EBO p.l.c. (the "Issuer").

1. Do you understand that the Notes are transferable but will NOT be traded on any regulated market, and as a result may be less liquid?	YES	☐	NO	☐
2. Do you understand and accept that your investment is subject to the terms and conditions contained in the Base Prospectus?	YES	☐	NO	☐
3. Do you understand and accept that although a higher risk investment could result in higher returns, there is no guarantee and you may receive back less than you invested?	YES	☐	NO	☐
4. Do you understand that the past performance of the Issuer is not a guide to their respective future performance?	YES	☐	NO	☐
5. Do you understand that the Notes are also callable, which gives the right to the Issuer to buy back the Notes at par before maturity?	YES	☐	NO	☐
6. Do you have sufficient knowledge and experience to make a meaningful evaluation of the Notes, and the merits and risks of investing in the Notes?	YES	☐	NO	☐

DECLARATION

I/We certify that the answers I/we have given above are true and accept that I/we am/are fully aware of and correctly understand the risks in the Notes that I/we intend to subscribe for. ☐

TO BE COMPLETED BY THE NOMINEE AND PLACEMENT AGENT

☐ We consider that you possess the necessary knowledge and experience to understand and/or appreciate the risks associated with the Notes.

☐ We do not consider that you possess the necessary knowledge and experience to understand and/or appreciate the risks associated with the Notes. As a result, the Notes are not appropriate for you.

☐ We have not been provided with sufficient information to be able to assess whether the Notes are appropriate for you. As a result, we cannot determine whether the Notes are appropriate for you.

____

Signature of Nominee and Placement Agent