



Q3 2025 Investor Update

Priority 1 Issuer Logistics DAC

28th November 2025



Key Milestones

7 Operational Aircraft Near-Term

P1 now has 6 A340-600 aircraft fully overhauled and in service, with Aircraft 7 anticipated to enter service in Q1 2026. The 7 aircraft fleet will provide ample capacity to profitably serve ecommerce customers.

Amended Bond Terms & Subordinated Capital

P1 reached agreement with Blackrock and large holders to amend bond terms, ensuring sufficient liquidity and covenant cushion to complete timely aircraft maintenance during 1H 2026, positioning the business for maximum earnings during 2026 peak season.



New Efficiency Programs

P1 added an experienced fuel consultant to its team and began realizing additional fuel savings beyond achievements in Q2. P1 has also enhanced pilot utilization tracking, reduced independent contractor spend, and initiated fleet line maintenance demand planning further solidifying best practices.

Strong Forward Pipeline of Expansion Opportunities

P1's pipeline continues to show strong demand for its aircraft.

Opportunities throughout the Middle East, Africa and Asia will result in expansion of the operating footprint outside of China, improved margins, and EBITDA growth.



Management Overview

Priority 1 Issuer Logistics DAC ("P1L") experienced continued growth during the third quarter of 2025 ("Q3") with delivery of a 5th and 6th aircraft to European Cargo Logistics ("ECL") in August and September, respectively. Delivery of the 6th aircraft means aircraft availability at the end of September was in line with the company's plan at bond issuance. However, delays and modest cost overruns with respect to P1L's heavy maintenance and conversion program negatively impacted aircraft availability prior to September, and thus earnings and cash flow versus plan.

As a result, P1L was unable to maintain compliance with the USD 20m minimum liquidity covenant per Q3 and into Q4 2025. P1L engaged Pareto Securities and worked with select larger bondholders to anchor the proposed written resolution dated 21 November, 2025. Supplemental analysis of performance versus plan is included in the Discussion Materials published concurrently with this report. The proposed amendment of bond terms will facilitate completion of required maintenance for currently operational aircraft in the first quarter of 2026, a seasonally weaker quarter for ecommerce demand, and generate strong free cash flow during the 2026 peak season as originally forecasted.

Management's outlook for Q4 2025 and FY 2026 is positive given robust customer demand, near completion of the extensive 2025 maintenance and conversion program, and unit economics in line with plan at bond issuance. Coupled with the aircraft availability having caught up with the plans at the time of the bond issue, these factors leave the credit story intact despite abovementioned delays.

During Q3, existing customers agreed to use additional capacity through the 2025 peak season (Q3 and Q4). Total rotations flown escalated in September and October, reaching 79 rotations in the month of October, a record for ECL since inception. Contract extension discussions with existing customers are ongoing and P1L remains engaged with multiple ecommerce prospects. In addition to Chinese operations, ECL delivered ad hoc commercial flights to South America and the Antarctic, via South Africa, during Q4. These customers, along with a strong pipeline of demand from regions outside China, underscore the value of ECL's bespoke engineering capabilities and low-cost asset acquisition approach providing in-demand logistics solutions.

Following fuel supplier changes highlighted in Q2 reports, P1L added deep industry experience to its fuel procurement team to ensure full access to the competitive fuel landscape both in China and the UK, with additional savings anticipated starting November 2025. ECL continues to work with suppliers and leverage P1 experience to ensure cost control, targeting further improvements in quality of earnings during Q4 2025 and in 2026. Furthermore, inventory management, MRO relations, and spare parts acquisition strategies have been streamlined to improve margins and reduce capex going forward. These actions resulted in measurable cost savings during Q3 2025.

Priority 1 Leasing Limited ("P1 Leasing") affected additional engine sales in Q3 2025, driving positive group EBITDA for the quarter and YTD. P1 Leasing also continued to engage with Airbus, large lessors, and tier 1 MROs (refer to Discussion Materials), providing options for opportunistic asset acquisitions and divestitures and facilitating significantly improved maintenance planning relative to capabilities prior to bond issuance. P1L's perishables segment has not achieved meaningful volume to date; management is evaluating options with respect to the perishables business and has implemented cost reduction measures.



Financial Performance

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Interim Financial Results - Period ending 30 Sep 2025¹

Revenue

Group revenue, excluding the USD 6.8m realized gain from sale of additional spare engines, grew 38% quarter over quarter. Growth was driven by delivery of a 5th and 6th operational aircraft during the quarter and resulting 34% increase in total rotations.

ECL revenue grew 9% versus Q3 2024, driven by increased average aircraft availability and higher contract prices, with offsetting reduction in utilization of available aircraft. Lower utilization was due to uncertainty of aircraft delivery timing and weather in China, including typhoon Ragasa which led to 7 flight cancellations in September. ECL has achieved target utilization in Q4 2025 to date.

ECL again contributed substantially all of the group revenue, excluding the gain from sale of engines referenced above.

Gross Profit

Gross profit, excluding gains from engine sales, grew 27% quarter on quarter due to increased flights.

Gross profit per rotation was roughly stable quarter over quarter with small negative variance due to changes in route mix (lower block hour routes generate less gross profit per rotation) and modest variance in fuel and handling costs.

EBITDA

Q3 2025 EBITDA for the group was USD 3.2m, USD 2.7m lower than reported for the prior quarter due to lower reported gain on engine sales (USD 6.8m versus USD 9.6m prior).

ECL Q3 EBITDA remained negative but improved modestly quarter over quarter. Increased gross profit was offset by additional direct workforce recruitment and training in advance of planned capacity increases achieved at the end of Q3, with benefits from this investment to be realized in Q4.

Operating expense growth will stabilize with the ECL fleet reaching its near-term target capacity and completion of the most intense heavy maintenance required for the aircraft (plus utilization of the low season in Q1 2026 for operating fleet maintenance activity), setting the business up for stable, positive cash generation in future quarters with full fleet utilization.

ECL vs Prior Year

ECL's EBITDA for Q3 2025 declined by \$1.6m versus the prior year period due to higher operating expenses related to preparation for materially increased aircraft capacity in Q4 2025 and through 2026 (predominantly flight crew and other flight operations resources required to deliver additional rotations going forward), as previously discussed herein.

Total rotations increased 12% with an average of 4 aircraft available versus 3 in the prior year period. Aircraft utilization was lower than in the prior year period due to uncertain timing of new aircraft delivery, but full utilization of 6 available aircraft has been achieved in Q4 setting ECL up for substantial EBITDA growth for Q4 2025 versus Q4 2024.

Fig 1. ECL Year-on-Year comparison

\$000's	Q3-25	Q3-24	\$ Delta	% Delta
Revenue	45,387	41,713	3,674	9%
Cost of Sales	(32,324)	(30,832)	(1,492)	(5)%
Gross Profit	13,063	10,881	2,182	20%
Gross Profit %	28.8%	26.1%	2.7%	
Operating Costs	(15,653)	(11,888)	(3,765)	(32)%
EBITDA	(2,590)	(1,008)	(1,582)	(157)%



Financial Performance

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Interim Financial Results - Period ending 30 Sep 2025¹

Extraordinary Items

There were no extraordinary items to report in this period.

Fixed Assets

Capitalized heavy maintenance and conversion costs totaled USD 16.4m for the quarter, increasing reported fixed assets versus Q2 2025. Book value of engines sold was USD 3.2m, with the sale reflected in reported fixed assets.

Financial Items

Net finance cost for the period was predominantly accrual of bond interest, with foreign exchange losses contributing USD 0.2m, and amortization of debt issuance contributing USD 1.0m to the USD 8.6m total.

Taxation

At this time there is no expectation to pay any material tax due to the carried forward losses at both ECL and PCN.

Depreciation

Accounting policy in relation to depreciation may be updated pending any market value adjustments; expected life of the assets is clearly identified given availability of engines and spares.

Goodwill

Goodwill is unchanged from amounts reported at the end of Q2.

Cash Flow

During the period, net cash flow from operating activities totaled USD 1.2m. Losses from operations and continued inventory buildup were offset by collection of receivables and increased trade credit.

USD 10m proceeds from assets sales (spare engines) partially funded capital expenditures for heavy maintenance and conversion of aircraft, which totaled USD 16.4m in the quarter.

Working Capital

Working capital is highly influenced by the timing of payments from customers, invoicing, and payments to suppliers.

Slowdown in collections from ECL's primary customer, from 7 days prior to flying in June to an average of ~3 days prior to flying in September, increased the company's net working capital investment, all else equal, and reduced reported liquidity at the end of Q3. Management remains in active dialogue with the customer to ensure return to consistent payment 7 days prior to takeoff, but has granted reprieve due to the customer's ability to increase scheduled flights and extensive history of payment in full prior to takeoff.

Management is also tightly managing working capital with supply chain partners, with growth in trade credit reflecting the increased activity during the quarter and negotiation of longer payment terms, following the trend in Q2.

¹Interim results based off period of 1 July to 30 September 2025 unless otherwise stated

Key Performance Indicators



PRIORITY 1 ISSUER LOGISTICS DAC AND SUBSIDIARIES

	3 Months Ended 31 March 2025	3 Months Ended 30 June 2025	3 Months Ended 30 September 2025
Rotations completed	131	108	145
Average available aircraft	3.3	2.5	4.1
Rotations per available aircraft	40	43	
ECL gross profit per rotation (USD '000)	78	93	
	meaningfully improv	Contract renegotiation - Decline du meaningfully improved contracting avant profitability for ecommerce related to un	

flights

delivery timing, with return to Q2 trend achieved in Q4

- Utilization further impacted by

typhoon in China leading to 7 cancellations after aircraft were

contracted

Income Statement

PRIORITY 1 ISSUER LOGISTICS DAC AND SUBSIDIARIES

	3 Months Ended ¹ 31 March 2025 USD '000	3 Months Ended 30 June 2025 USD '000	3 Months Ended 30 September 2025 USD '000	9 Months Ended 30 September 2025 USD '000
Revenue	37,389	42,913	52,722	133,025
Cost of sales	(27,059)	(22,852)	(32,547)	(82,458)
Gross profit	10,330	20,062	20,175	50,567
Operating expenses	(16,778)	(21,080)	(24,339)	(62,198)
Loss from operating activities	(6,448)	(1,019)	(4,164)	(11,631)
Finance income	(231)	334	180	283
Finance expense	(8,267)	(8,929)	(8,844)	(26,040)
Net finance cost	(8,498)	(8,595)	(8,664)	(25,757)
Loss before taxation	(14,946)	(9,614)	(12,828)	(37,388)
Taxation	-	-	-	-
Loss for the financial period	(14,946)	(9,614)	(12,828)	(37,388)
Interest	7,376	7,436	7,647	22,458
Tax	-	-	-	-
Depreciation	3,156	7,229	7,233	17,618
Amortisation	1,333	984	1,233	3,550
EBITDA	(3,082)	6,034	3,286	6,238
less: Gain on Asset Sale		(9,547)	(6,793)	(16,340)
EBITDA excluding trading activity	(3,082)	(3,513)	(3,507)	(10,102)
Gross profit excluding trading activity	10,330	10,515	13,382	34,227



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Interim Financial Results - Period ending 30 Sept 25

Balance Sheet

PRIORITY 1 ISSUER LOGISTICS DAC AND SUBSIDIARIES

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AS	SEIS	
	As of	As of
	31 December 2024	30 September 2025
	USD '000	USD '000
Development Costs	2,921	2,189
Software	-	65
Goodwill	40,831	40,831
Intangible assets	43,752	43,085
Aircraft and engines	133,484	148,447
Right of use assets	2,941	2,859
Other tangible assets	1,141	1,365
Tangible assets	137,566	152,671
Non-current assets	181,318	195,756
Cash at bank	49,576	15,481
Cash and cash equivalents	49,576	15,481
Trade receivables	1,030	3,317
Amounts owed by group undertakings	-	-
Other receivables	857	590
Trade and other receivables	1,887	3,907
Spares and components	3,265	8,248
Inventories	3,265	8,248
Prepayments	3,437	1,296
Other assets	-	-
Prepayments and other assets	3,437	1,296
Current assets	58,165	28,932
TOTAL ASSETS	239,483	224,688



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Interim Financial Results - Period ending 30 Sept 25

LIABILITIES & EQUITY

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	As of	As of
	31 December 2024	30 September 2025
	USD '000	USD '000
Secured bonds	230,000	230,000
Capitalised issue costs	(12,767)	(9,964)
Loans and borrowings	217,233	220,036
Lease liabilities	3,054	2,958
Trade and other creditors	3,054	2,958
Non-current liabilities	220,287	222,994
Amounts owed to group undertakings	2,346	4,027
Interest payable on secured bonds	3,388	10,889
Other creditors	970	1,259
Tax payables	40	12
Trade creditors and accruals	16,801	23,402
Unearned revenue	6,440	10,363
Provisions	1,750	1,750
Trade and other creditors	31,735	51,702
Current liabilities	31,735	51,702
TOTAL LIABILITIES	252,022	274,696
Capital contributions	8	8
Foreign exchange reserves	(34)	(115)
Retained earnings	(12,513)	(49,901)
TOTAL EQUITY	(12,539)	(50,008)
TOTAL LIABILITIES AND EQUITY	239,483	224,688



Cash Flow

PRIORITY 1 ISSUER LOGISTICS DAC AND SUBSIDIARIES

	3 Months Ended ¹ 31 March 2025 USD '000	3 Months Ended 30 June 2025 USD '000	3 Months Ended 30 September 2025 USD '000	9 Months Ended 30 September 2025 USD '000
Loss before tax for the financial period	(14,946)	(9,614)	(12,828)	(37,388)
Adjustments for:				
Depreciation	3,156	7,229	7,233	17,618
Amortisation	442	49	256	747
Interest expense on bonds	7,259	7,340	7,421	22,020
Interest expense on lease liabilities	114	103	92	309
Issue cost amortisation	891	935	978	2,804
Foreign exchange gain/(loss)	538	559	219	1,316
Other interest	2	(8)	134	128
Gain on the sale of assets	-	(9,547)	(6,793)	(16,340)
Operating profit before working capital changes	12,402	6,660	9,540	28,602
(Increase)/decrease in trade and other receivables	(583)	(1,555)	2,259	121
(Increase)/decrease in inventory	(2,398)	(944)	(1,641)	(4,983)
Increase/(decrease) in trade and other payables	(977)	7,679	3,912	10,614
Cash generated from operations	(3,958)	5,180	4,531	5,753
Net cash flows from operating activities	(6,502)	2,226	1,243	(3,033)
Acquisition of property, plant and equipment	(5,422)	(15,082)	(16,356)	(36,860)
Receipt from the sale of property, plant and equipment	-	10,468	10,010	20,478
Movement of intangible assets	(127)	108	(60)	(79)
Net cash used in investing activities	(5,549)	(4,506)	(6,406)	(16,461)
Interest paid	-	(14,519)	-	(14,519)
Net cash flows from financing activities	-	(14,519)	-	(14,519)
Net increase in cash and cash equivalents	(12,051)	(16,799)	(5,163)	(34,013)
Foreign exchange movement	219	(305)	4	(82)
Cash and cash equivalents at beginning of financial period	49,576	37,744	20,640	49,576
Cash and cash equivalents at end of financial period	37,744	20,640	15,481	15,481

¹1Q 2025 figures restated

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Interim Financial Results - Period ending 30 Sept 25



Expense Detail

PRIORITY 1 ISSUER LOGISTICS DAC AND SUBSIDIARIES

	3 Months Ended ¹ 31 March 2025 USD '000	3 Months Ended 30 June 2025 USD '000	3 Months Ended 30 September 2025 USD '000	9 Months Ended 30 September 2025 USD '000
Fuel	(21.609)	(17 524)	(25.441)	(64,662)
	(21,698)	(17,524)	(25,441)	(64,663)
Navigation & Overflight Fees	(3,413)	(2,661)	(4,090)	(10,164)
Handling	(1,924)	(2,524)	(2,771)	(7,219)
Other	(24)	(142)	(245)	(411)
Total Cost of Sales	(27,059)	(22,852)	(32,547)	(82,458)
Flight Crew	(4,161)	(4,431)	(5,563)	(14,155)
Line Maintenance	(2,827)	(2,384)	(3,293)	(8,504)
ECL Staff Cost	(1,866)	(2,701)	(2,740)	(7,307)
ECL Contract Labor	(724)	(1,035)	(1,229)	(2,989)
Aircraft Related Expenses	(885)	(220)	(317)	(1,422)
Depreciation	(3,156)	(7,229)	(7,233)	(17,618)
Amortization	(441)	(49)	(256)	(747)
Other	(2,717)	(3,031)	(3,708)	(9,456)
Total Operating Expenses	(16,778)	(21,080)	(24,339)	(62,198)

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Interim Financial Results - Period ending 30 Sept 25



Capital Expenditure Detail

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Interim Financial Results - Period ending 30 Sept 25

PRIORITY 1 ISSUER LOGISTICS DAC AND SUBSIDIARIES

	9 Months Ended 30 September 2025 USD '000	Aircraft Status at Issuance	Aircraft Status Current	Maintenace Performed
	030 000	at issualice	Guilent	renonneu
MSN 787 G - ECLN	3,722	Converted & operating	Converted & operating	6Y check
MSN 768 G - ECLC	4,091	Converted & operating	Converted & operating	6Y check
MSN 622 G - ECLM	3,422	Converted & operating	Converted & operating	LG ¹
MSN 753 G - ECLB	3,835	Converted & operating	Converted & operating	6Y check
MSN 736 G - ECLD	7,709	Converted	Converted & operating	EIS, 6Y check
MSN 604 G - ECLE	3,705	Converted	Converted & operating	EIS, CLG, NLG
MSN 1017 G - ECLJ	3,325	Conversion scheduled	Conversion near-term	EIS, 12Y Check
MSN 1079 G - ECLK	259	Conversion scheduled	Deferred to 2027	
Other	1,643			
Total Heavy Maintenance	31,711			
MSN 604 G - ECLE	3			
MSN 1017 G - ECLJ	1,585			
MSN 1079 G - ECLK	1,062			
Unallocated	155			
Total Conversion	2,804			
Spare Engine Improvements	789			
Other	1,555			
Total Other	2,344			
Total Capital Expenditures	36,860			

LG: All landing gear

CLG: Center landing gear NLG: Nose landing gear EIS: Entry into service

¹Used temporary gear (12 months life remaining) in 2025 event; full life gear to be installed in 2026



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2026 Maintenance

Interim Financial Results - Period ending 30 Sept 25

PRIORITY 1 ISSUER LOGISTICS DAC AND SUBSIDIARIES

Tail	Current Status	Q1 Maintenance	Q2 Maintenance	Q3 Maintenance	Q4 Maintenance
ECLN	Converted & Operating			C check, LG 30 days, late Jul exit	
ECLC	Converted & Operating				LG 30 days, Jan exit
ECLM	Converted & Operating	C check 30 days, late Jan exit	C check, LG ² 30 days, mid Jun exit		
ECLB	Converted & Operating	LG 30 days, mid Jan exit			
ECLD	Converted & Operating	LG 30 days, late Feb exit			
ECLE	Converted & Operating	MLG 12-year check ¹ 60 days, mid Apr exit			
ECLJ	Heavy maintenance complete, conversion pending	Conversion 45 days, mid Feb exit			

LG: All landing gear MLG: Main landing gear ¹Includes C check, 6Y check

²Used temporary gear (12 months life remaining) in 2025 event; full life gear to be installed in 2026



Reporting Calendar

Apr 2026

FY25 Update & Q4 Investor call Audited 2025 Accounts available **Aug 2026**

2026 Q2 Update & Investor Call

2025

2026

Nov 2025

Q3 Update & Investor Call Delivery of Bi-Annual Appraisals Payment of Bi-Annual Interest

Investor call set for: 10:00 AM EST Wednesday, 3rd December, 2025

Details on P1 investor website: investors.priority1holdings.com

May 2026

2026 Q1 Update & Investor Call Delivery of Bi-Annual Appraisals Payment of Bi-Annual Interest **Nov 2026**

2026 Q3 Update & Investor Call Delivery of Bi-Annual Appraisals Payment of Bi-Annual Interest



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