

SUMMARY

Dated 19 February 2021

This Summary is issued in accordance with the provisions of Chapter 4 of the Listing Rules issued by the Listing Authority and of the Prospectus Regulation.

In respect of an issue of
€13,000,000 4.65% Secured Bonds 2031
of a nominal value of €100 per Bond issued at par by

smartcare
FINANCE PLC

a public limited liability company registered in Malta with company registration number C 90123, with the joint and several Guarantee* of Smartcare Pinto Ltd (C 86395) and Smartcare Holdings Ltd (C 90121)

ISIN: MT0002251214

** Prospective investors are to refer to the Guarantee for a description of the scope, nature and terms of the Guarantee. Prospective investors are also to take note of the description of the Collateral. Reference should be made to the sections entitled "Risk Factors" for a discussion of certain risk factors which should be considered by prospective investors in connection with the Bonds and the Guarantee provided by the Guarantors, as well as the Collateral granted by the Smartcare Group.*

THIS SUMMARY HAS BEEN APPROVED BY THE LISTING AUTHORITY AS THE COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE LISTING AUTHORITY ONLY APPROVES THIS SUMMARY AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY AND CONSISTENCY IMPOSED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHOULD NOT BE CONSIDERED AS AN ENDORSEMENT OF THE ISSUER AND THE SECURITIES THAT ARE THE SUBJECT OF THIS SUMMARY.

Legal Counsel



Sponsor, Manager & Registrar



THIS SUMMARY IS VALID FOR A PERIOD OF 12 MONTHS FROM THE DATE HEREOF. FOLLOWING THE LAPSE OF THIS VALIDITY PERIOD, THE ISSUER IS NOT OBLIGED TO SUPPLEMENT THIS SUMMARY IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES OR MATERIAL INACCURACIES.

APPROVED BY THE DIRECTORS

Andrew Debattista Segond

William Wait

Andrew Debattista Segond

For and on behalf of:
Sandro Grech, Ian Joseph
Stafrace and Arthur Gauci

William Wait

For and on behalf of: Sandro
Grech, Ian Joseph Stafrace
and Arthur Gauci

This Summary is prepared in accordance with the requirements of the Prospectus Regulation and the delegated acts issued thereunder. This Summary contains key information which will enable investors to understand the nature and the risks associated with the Issuer, the Guarantors and the Bonds.

Except where the context otherwise requires or where otherwise defined herein, the capitalised words and expressions used in this Summary shall bear the meanings assigned thereto in the Registration Document and the Securities Note, respectively, as the case may be.

1 INTRODUCTION AND WARNINGS

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

Issuer	Smartcare Finance p.l.c., a company registered under the laws of Malta with company registration number C 90123 and having legal entity identifier number (LEI) 391200VICFPFLUX5BL94
Address	326, Mdina Road, Qormi, Malta
Telephone number	+356 21 449 574
Website	www.smartcarmalta.com
Guarantors	Collectively, Smartcare Pinto Ltd (C 86395) and Smartcare Holdings Ltd (C 90121)
Nature of the securities	Secured Bonds up to a maximum amount of €13,000,000, bearing an interest rate of 4.65% <i>per annum</i> , payable annually on the 22 April of each year until 22 April 2031
Collateral granted by the Smartcare Group	The Issuer, Smartcare Group Investments Ltd and Smartcare Pinto Ltd have agreed to grant the Collateral in favour of the Security Trustee for the benefit of Bondholders, as Primary Beneficiaries, in terms of the Security Trust Deed, the Deed of Hypothec and the Pledge Agreement, and for such purpose shall appoint the Security Trustee to hold and administer the Collateral under trust. The Collateral will secure the claim of the Security Trustee, for the benefit and in the interest of Bondholders, for the repayment of the amount of the principal and interest under the Bonds by a preferred claim over the Collateral
ISIN of the Bonds	MT0002251214
Details of the competent authority approving the Prospectus	The Board of Governors of the Malta Financial Services Authority, appointed as Listing Authority for the purposes of the Malta Financial Services Authority Act (Chapter 330 of the laws of Malta). The Listing Authority only approves the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval shall not be considered as an endorsement of the Issuer
Address, telephone number and official website of the competent authority approving the Prospectus	The Listing Authority, Malta Financial Services Authority, Triq l-Imdina, Zone 1, Central Business District, Birkirkara CBD 1010, Malta. The telephone number of the competent authority is +356 2144 1155. The official website of the competent authority is https://www.mfsa.mt/
Prospectus approval date	19 February 2021

Prospective investors are hereby warned that:

- i. this Summary should be read as an introduction to the Prospectus. It is being provided to convey the key characteristics and risks associated with the Issuer, the Guarantors and the Bonds being offered pursuant to the Prospectus. 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 securities should be based on consideration of the Prospectus as a whole by the investor;
- iii. an investor may lose all or part of the capital invested by subscribing for Bonds;
- iv. where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of Malta, have to bear the costs of translating the Prospectus before the legal proceedings are initiated; and
- 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 Prospectus, is misleading, inaccurate or inconsistent or does not provide key information in order to aid investors when considering whether to invest in such securities.

2 KEY INFORMATION ON THE ISSUER

2.1 Who is the Issuer of the Bonds?

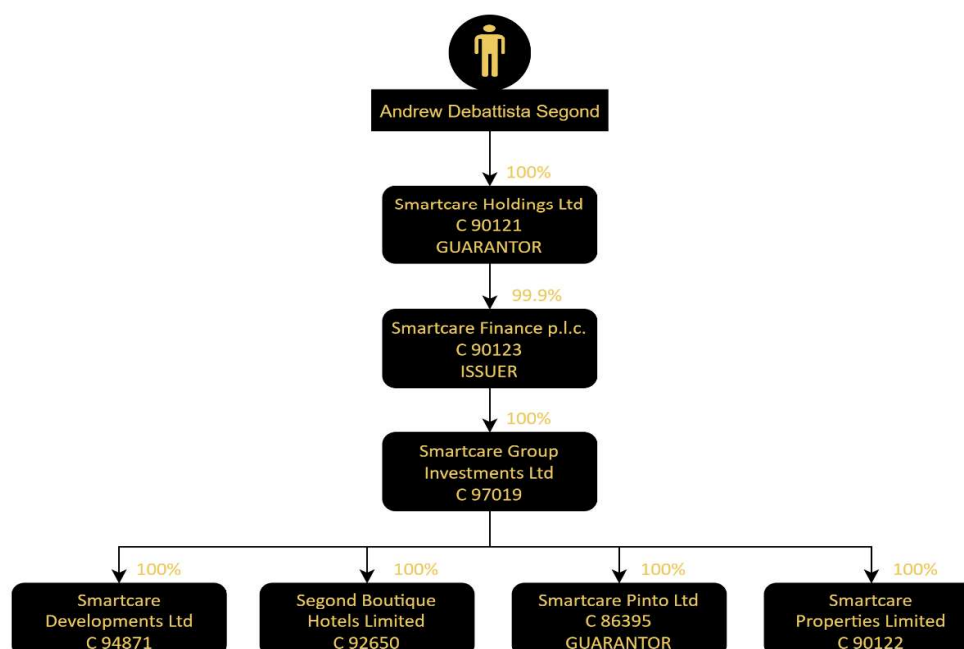
2.1.1 DOMICILE AND LEGAL FORM, LEI AND COUNTY OF INCORPORATION OF THE ISSUER

The Issuer is Smartcare Finance p.l.c., a public limited liability company registered in terms of the Companies Act (Chapter 386 of the laws of Malta), having company registration number C 90123 and its registered office at 326, Mdina Road, Qormi, Malta. The Issuer is incorporated and is domiciled in Malta. Its LEI number is 391200VICFPFLUX5BL94.

2.1.2 PRINCIPAL ACTIVITIES OF THE ISSUER

The Issuer was registered in Malta in terms of the Act on 7 January 2019 as a public limited liability company and is domiciled in Malta. The principal object of the Issuer is to act as the finance company of the Smartcare Group, and to carry on the business of a finance and investment company in connection with the ownership, development, operation and financing of the business activities of the Group, whether in Malta or overseas. The issue of bonds falls within the objects of the Issuer. The Issuer is not intended to undertake any trading activities itself apart from the raising of capital and the advancing thereof to members of the Smartcare Group, which is principally involved in the business of healthcare for the elderly and real estate development. Since its incorporation, the Company issued one bond which is currently listed and traded on the Prospects MTF List of the Malta Stock Exchange.

2.1.3 MAJOR SHAREHOLDERS



2.1.4 DIRECTORS OF THE ISSUER

As at the date of the Prospectus, the Board of Directors of the Issuer is composed of the following 5 individuals:

William Wait (Chairman and Executive Director), Andrew Debattista Segond (Executive Director), Sandro Grech (Independent, non-executive Director), Arthur Gauci (Independent, non-executive Director) and Ian Joseph Stafrace (Independent, non-executive Director).

2.1.5 STATUTORY AUDITORS

The annual statutory financial statements of the Issuer for the financial year ended 31 December 2019 have been audited by Reanda Malta. The Directors, acting on the recommendation of the Audit Committee of the Issuer, have appointed Grant Thornton as auditors of the Issuer and all other Smartcare Group entities with effect from 14 December 2020. Grant Thornton is a firm registered as a partnership of certified public accountants holding a practicing certificate to act as auditors in terms of the Accountancy Profession Act, 1979 (Chapter 281 of the laws of Malta).

2.2 What is the key financial information regarding the Issuer?

The key financial information regarding the Issuer is set out below:

Smartcare Finance p.l.c.	FY 2019 €000s	6-month period ended 30 June 2020 €000s	6-month period ended 30 June 2019 €000s
Statement of Comprehensive Income			
Profit/(loss) after taxation	23	32	(5)
Balance Sheet			
Total assets	5,098	5,030	
Cash Flow Statement			
Net cash from/(used in) operating activities	(30)	174	(4)
Net cash from/(used in) investing activities	-	-	-
Net cash from/(used in) financing activities	35	(177)	131

2.3 What are the key risks specific to the Issuer?

The most material risk factors specific to the Issuer which may negatively impact the operations and financial position of the Issuer should the circumstances mentioned therein materialise are set out below:

The Issuer is dependent on the business prospects of the Smartcare Group and, consequently, the operating results of the Smartcare Group have a direct effect on the Issuer's financial position. Therefore, the risks intrinsic in the business and operations of Smartcare Group companies have a direct effect on the ability of the Issuer to meet its obligations in connection with the payment of interest on the Bonds and repayment of principal when due.

2.3.1 THE GROUP MAY NOT REALISE THE BENEFITS IT EXPECTS FROM INVESTMENTS MADE ON ITS PROPERTIES

The Group has made and expects to continue making significant investments in the acquisition, development and improvement of its existing and new properties as deemed appropriate. Renovating and improving existing properties and acquiring and developing new and commercially viable properties is important to the Group's business. The Group is susceptible to experiencing cost over-runs relating to unanticipated delays in developing property, unanticipated liabilities associated with property under development and by effecting enhancements to development projects. If these risks were to materialise, the Group may fail to realise the expected benefits from investments made in its properties and the Group's business, financial condition and results of operations, may be adversely affected.

2.3.2 RISKS RELATING TO THE HEALTHCARE INDUSTRY AND THE OPERATION OF THE CARE HOME GENERALLY

The Smartcare Group, through Smartcare Pinto Ltd which owns and operates the Care Home, is principally involved in the healthcare industry having commenced operations of the Care Home in December 2018, pursuant to which the Group is subject to general business risks inherent in the provision of accommodation and care for elderly persons.

2.3.3 RISKS SPECIFIC TO PROPERTY DEVELOPMENT

One of the ancillary pillars of the Group's business, through Smartcare Properties Limited and Smartcare Developments Ltd, is property development, targeted at the local commercial and residential market. All development projects are subject to a number of specific risks: the risk of cost overruns; the risk of insufficiency of resources to complete; the risk of sales transactions not materialising at the prices and the tempo envisaged; and the risk of sales delays resulting in a liquidity strain, higher interest costs and the erosion of revenue generation. If these risks were to materialise, they would have an adverse impact on the Group's revenue generation and cash flows.

2.3.4 THE HOTEL INDUSTRY COULD BE ADVERSELY AFFECTED BY NATURAL DISASTERS, INFECTIOUS DISEASES, TERRORIST ACTIVITY AND WAR

Natural disasters, the spread of contagious disease, industrial action, travel-related accidents, terrorist activity and war, and the targeting of hotels and popular tourist destinations in particular, have, in the past, had a significant negative impact on the hotel industry globally and such events could have a similarly negative impact on the industry in the future. Events such as the afore-mentioned could directly or indirectly affect travel patterns and reduce the number of business and leisure travellers and reduce the demand for hotel accommodation at the Group's hotel. In addition, concerns about air travel safety could substantially decrease the overall amount of air travel, including premium business travel, which is generally associated with the highest average daily rates at hotels. Such a decrease could have an adverse impact on occupancy levels in the Group's hotel.

2.3.5 COVID-19 PANDEMIC AND POSSIBLE SIMILAR FUTURE OUTBREAKS

Different regions in the world have, from time to time, experienced outbreaks of various viruses. At this time, a widespread global pandemic of the infectious disease COVID-19 is taking place. While COVID-19 is still spreading and the final implications of the pandemic are difficult to estimate at this stage, it is clear that it will affect the lives of a large portion of the global population and cause significant effects. At this time, the pandemic has caused state of emergencies being declared in various countries, travel restrictions being imposed, quarantines been established and various institutions and companies being closed. The ongoing COVID-19 pandemic and any possible future outbreaks of viruses may have a significant adverse effect on the Issuer and the Group.

3 KEY INFORMATION ON THE BONDS

3.1 What are the main features of the securities?

The key features of the Bonds are set out below:

Each Bond forms part of a duly authorised issue of 4.65% secured bonds 2031 of a nominal value of €100 per Bond issued by the Issuer at par up to the principal amount of €13,000,000. The Issue Date of the Bonds is expected to be 21 April 2021. The Bonds are supported by the granting of the Collateral in favour of the Security Trustee for the benefit of Bondholders, as Primary Beneficiaries, in terms of the Security Trust Deed. The Bond Issue is guaranteed by Smartcare Holdings Ltd and Smartcare Pinto Ltd jointly and severally.

The currency of the Bonds is Euro (€).

Subject to admission to listing of the Bonds to the Official List, the Bonds are expected to be assigned ISIN: MT0002251214.

The Bonds are redeemable on 22 April 2031. The Bonds shall bear interest from and including 22 April 2021 at the rate of 4.65% *per annum* on the nominal value thereof, payable annually in arrears on each Interest Payment Date. The first interest payment will be affected on 22 April 2022 (covering the period 22 April 2021 up to and including 21 April 2022).

The minimum subscription amount of Bonds that can be subscribed for by Applicants is €1,000, and in multiples of €100 thereafter.

There are no special rights attached to the Bonds other than the right of the Bondholders to payment of interest and capital, the benefit of the Collateral through the Security Trustee, seeking recourse from the Guarantors pursuant to the Guarantee and in accordance with the following ranking: the Bonds, as and when issued and allotted, shall constitute the general, direct, unconditional and secured obligations of the Issuer and shall at all times rank *pari passu*, without any priority or preference among themselves but shall rank with priority and preference in relation to all other present and future unsecured obligations of the Issuer, if any, save for such exceptions as may be provided by applicable law, and with first ranking and priority over the Collateral.

The Bonds are freely transferable and, once admitted to the Official List, shall be transferable only in whole (in multiples of €100) in accordance with the rules and regulations of the MSE applicable from time to time. The minimum subscription amount of €1,000 shall only apply during the Issue Period and the Intermediaries' Offer (if it takes place). As such, no minimum holding requirement shall be applicable once the Bonds are admitted to listing on the Official List of the MSE and commence trading thereafter, subject to trading in multiples of €100.

Upon redemption of the 2019 Prospects MTF Bonds, all Existing Smartcare Prospects MTF Bondholders will be afforded a premium in the form of payment of a redemption price of €102.4 (the "Redemption Premium"). Existing Smartcare Prospects MTF Bondholders will be entitled to have the Redemption Premium settled in cash upon redemption of the 2019 Prospects MTF Bonds (by direct credit into the Existing Smartcare Prospects MTF Bondholders' bank account) or by the transfer to the Issuer of the Redemption Premium in exchange for the subscription of a corresponding amount of Bonds in his/her/its favour (by completing the appropriate section of the Application Form).

3.2 Where will the securities be traded?

Application has been made to the Malta Stock Exchange for the Bonds being issued pursuant to the Prospectus to be listed and traded on its Official List. The Bonds are expected to be admitted to the Malta Stock Exchange with effect from 21 April 2021 and trading is expected to commence on 22 April 2021. Dealing may commence prior to notification of the amount allotted being issued to Applicants.

3.3 Is there a guarantee attached to the securities?

The Bonds are guaranteed jointly and severally by the Guarantors, namely Smartcare Holdings Ltd (C 90121) and Smartcare Pinto Ltd (C 86395).

The Guarantors guarantee the due and punctual performance of all the obligations undertaken by the Issuer under the Bonds and, without prejudice to the generality of the foregoing, undertake to pay all amounts of principal and interest which have become due and payable by the Issuer to Bondholders under the Bonds, within sixty (60) days from the date such amount falls due and remains unpaid by the Issuer.

3.3.1 DOMICILE AND LEGAL FORM, LEI AND COUNTY OF INCORPORATION OF THE GUARANTORS

Smartcare Holdings Ltd is a company registered under the laws of Malta with company registration number C 90121 and having its registered office at 326, Mdina Road, Qormi, Malta. Its LEI number is 391200POKC4J2V476Z70. The principal object of SHL is subscribing for, taking, purchasing, selling, investing in, exchanging or otherwise acquiring, holding, managing, developing, dealing with and turning into account any bonds, debentures, shares (whether fully paid or not), stocks, options or securities of governments, states, municipalities, public authorities or public or private, limited or unlimited companies, and whether on a cash or margin basis and including short sales and to lend or borrow money against the security of such bonds, debentures, shares, stocks, options or other securities.

Smartcare Pinto Ltd is a company registered under the laws of Malta with company registration number C 86395 and having its registered office at 326, Mdina Road, Qormi, Malta. Its LEI number is 391200JS3SU3YD9DL610. The principal object of SPL is owning, managing and operating a private health care residence, including by the provision of all equipment, facilities and care-giving in connection with and ancillary to the running of the residence.

3.3.2 KEY FINANCIAL INFORMATION OF THE GUARANTORS

The key financial information regarding the Guarantors is set out below:

Smartcare Pinto Ltd	FY 2019	FY 2018	6-month period ended 30 June 2020	6-month period ended 30 June 2019
	€000s	€000s	€000s	€000s
Statement of Comprehensive Income				
Profit/(loss) after taxation	(424)	(311)	111	(320)
Balance Sheet				
Total assets	5,934	2,658	6,428	
Cash Flow Statement				
Net cash from/(used in) operating activities	(1,237)	869	51	(291)
Net cash from/(used in) investing activities	(701)	(2,617)	(11)	(697)
Net cash from/(used in) financing activities	1,957	1,748	(55)	1,434

Smartcare Holdings Ltd (Consolidated)	FY 2019	6-month period ended 30 June 2020	6-month period ended 30 June 2019
	€000s	€000s	€000s
Statement of Comprehensive Income			
Profit/(loss) after taxation	(480)	82	(340)
Balance Sheet			
Total assets	8,350	10,452	
Cash Flow Statement			
Net cash from/(used in) operating activities	(1,009)	6	(201)
Net cash from/(used in) investing activities	(4,482)	(1,288)	(1,007)
Net cash from/(used in) financing activities	5,518	1,095	3,163

3.3.3 KEY RISKS SPECIFIC TO THE GUARANTORS

The risks of the Issuer are indirectly those of the Smartcare Group and, in turn, all risks relating to the Smartcare Group, including the Guarantors, are the risks relevant to the Issuer as detailed in sub-section 2.3 of this Summary.

3.4 What are the key risks that are specific to the Bonds?

The most material risk factors specific to the Bonds are set out below:

- The impact of COVID-19, and other infectious illness outbreaks that may arise in the future, could adversely affect the economies of many nations or the entire global economy, individual issuers and capital markets in ways that cannot necessarily be foreseen. There can be no assurance that an active secondary market for the Bonds will develop, or, if it develops, that it will continue. There can be no assurance that an investor will be able to sell or otherwise trade in the Bonds at or above the Bond Issue Price, or at all.
- The Bonds, as and when issued and allotted, shall constitute the general, direct, unconditional and secured obligations of the Issuer and shall be guaranteed in respect of both the interest due and the principal amount under said Bonds by the Guarantors jointly and severally. The Bonds shall be secured by the Collateral and, accordingly, shall rank with priority and preference over other present and future unsecured obligations of the Issuer. Notwithstanding that the Bonds constitute the general, direct, unconditional and secured obligations of the Issuer, as guaranteed by the Guarantors, they may rank after causes of preference which may arise by operation of law. There can be no guarantee that privileges accorded by law in specific situations will not arise during the course of the business of the Issuer and/or the Guarantors which may rank with priority or preference over the Collateral.
- Whilst the Collateral that is to be granted in favour of the Security Trustee for the benefit and in the interest of Bondholders grants the Security Trustee a right of preference and priority for repayment over the Collateral, there can be no guarantee that the value of the Collateral over the term of the Bonds will be sufficient to cover the full amount of interest and principal outstanding under the Bonds.

4 KEY INFORMATION ON THE OFFER OF THE BONDS AND ADMISSION TO TRADING

4.1 UNDER WHICH CONDITIONS CAN I INVEST IN THESE BONDS?

4.1.1 Expected Timetable of the Offer

1	Meeting of Existing Smartcare Prospects MTF Bondholders	9 March 2021
2	Application Forms mailed to Existing Smartcare Prospects MTF Bondholders	10 March 2021
3	Closing date for Applications to be received from Existing Smartcare Prospects MTF Bondholders	17 March 2021 (by 12:00 CET)
4	Intermediaries' Offer*	9 April 2021
5	Announcement of basis of acceptance through a company announcement	14 April 2021
6	Refund of unallocated monies, if any	21 April 2021
7	Dispatch of allotment letters	21 April 2021
8	Expected date of constitution of Collateral	21 April 2021
9	Expected date of early redemption of the 2019 Prospects MTF Bonds	21 April 2021
10	Expected date of admission of the Bonds to listing	21 April 2021
11	Issue date of the Bonds	21 April 2021
12	Commencement of interest	22 April 2021
13	Expected date of commencement of trading in the Bonds	22 April 2021

*In the event that the total value of Applications received from Existing Smartcare Prospects MTF Bondholders reaches €13,000,000, the Intermediaries' Offer will not take place.

4.1.2 Allocation Policy

The Issuer shall allocate the Bonds on the basis of the following policy and order of priority:

- first to Existing Smartcare Prospects MTF Bondholders applying for Bonds by way of 2019 Prospects MTF Bond Transfer (and subject to any Redemption Premium and Cash Top-Up as and if applicable), subject to a minimum application of €1,000;
- the balance of the Bonds not subscribed for by Existing Smartcare Prospects MTF Bondholders limitedly by means of a 2019 Prospects MTF Bond Transfer (and subject to any Redemption Premium and Cash Top-Up as and if applicable), shall be made available for subscription to Existing Smartcare Prospects MTF Bondholders in respect of any additional Bonds applied for other than by 2019 Prospects MTF Bond Transfer exceeding in value the aggregate nominal value of 2019 Prospects MTF Bonds held by them as at the Cut-off Date, *pari passu*, without priority or preference between them and in accordance with the allocation policy as determined by the Issuer. Accordingly, in the event that an Existing Smartcare Prospects MTF Bondholder applies for additional Bonds other than by way of 2019 Prospects MTF Bond Transfer as specified in (i) above, no guarantee shall be given with respect to the amount of Bonds to be allocated to the excess Bonds applied for by such Existing Smartcare Prospects MTF Bondholder; and
- in the event that following the allocations made pursuant to paragraphs (i) and (ii) above there shall still remain unallocated Bonds, the Issuer shall offer such remaining Bonds to Authorised Intermediaries through an Intermediaries' Offer. Subscription agreements received from Authorised Intermediaries through an Intermediaries' Offer, if any, shall

be allocated without priority or preference and in accordance with the allocation policy as determined by the Issuer, acting through the Registrar, which will be communicated by latest 12:00 hours CET on 14 April 2021.

4.1.3 Estimated expenses and proceeds of the Issue

The Issue will involve expenses, including professional fees and costs related to publicity, advertising, printing, listing, registration, sponsor, management, selling commission and other miscellaneous costs incurred in connection with the Bond Issue, which are estimated not to exceed approximately €225,000.

4.2 WHY IS THIS PROSPECTUS BEING PRODUCED?

4.2.1 Use of Proceeds

The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €12,775,000, will be utilised for the following purposes, in the following amounts and order of priority:

1. an amount of €5,000,000 of the Bond Issue net proceeds will be used by the Issuer for the redemption of the outstanding amount of 2019 Prospects MTF Bonds remaining in issue as at or about 21 April 2021, being the expected date of redemption of the 2019 Prospects MTF Bonds as determined by the Issuer and duly notified to Existing Smartcare Prospects MTF Bondholders;
2. an amount of *circa* €1,720,000 of the Bond Issue net proceeds will be used for the purpose of financing the acquisition by SPL of adjacent properties to the Care Home and the development and finishing of said property into the extension of the Care Home;
3. an amount of *circa* €3,600,000 of the Bond Issue net proceeds will be used for the purpose of financing the acquisition of property in Hamrun and development thereof by Smartcare Developments Ltd into apartments and garages; and
4. an amount of *circa* €2,455,000 of the Bond Issue net proceeds will be used for the purpose of repaying the outstanding financing facilities taken out by the Group with Lombard Bank Malta plc, which facilities were taken out with respect to the settlement of expenses related to the acquisition and development of the Segond Boutique Hotel prior to the date of the Prospectus.

In the event that the Bond Issue is subscribed for an amount of less than €10,545,000 (the “Minimum Amount”), no allotment of the Bonds shall be made, the subscription of Bonds shall be deemed not to have been accepted by the Issuer and all money received from Authorised Intermediaries shall be returned by the Issuer acting through the Sponsor, Manager & Registrar, without interest, by direct credit transfer to the respective Authorised Intermediary to the account number indicated on the respective Application Form by latest 21 April 2021. In the event that the Minimum Amount is not reached as aforesaid there shall be no redemption of the 2019 Prospects MTF Bonds, which 2019 Prospects MTF Bonds shall remain in full force and effect in accordance with the terms and conditions applicable thereto set out in the Company Admission Document.

In the event that the Minimum Amount is reached but the Bond Issue is not fully subscribed, the Issuer will proceed with the allotment and listing of the amount of Bonds subscribed for equal to or above the Minimum Amount and the proceeds from the Bond Issue shall be applied for the purpose and in the order of priority set out above. The residual amount required by the Issuer for the purpose of the aforesaid uses which shall not have been raised through the Bond Issue shall be financed from the Group’s own funds, bank financing and/or shareholders’ funding.

The issue and allotment of the Bonds is conditional upon: (i) the Minimum Amount of €10,545,000 being subscribed for; (ii) the Guarantee being granted; (iii) the Collateral being constituted in favour of the Security Trustee in accordance with the provisions of the Security Trust Deed; (iv) the Issuer obtaining the approval of the Existing Smartcare Prospects MTF Bondholders for the early redemption of the 2019 Prospects MTF Bonds pursuant to a meeting called for the purpose in terms of the Company Admission Document, as well as the written approval of the MSE; and (v) the Bonds being admitted to the Official List. In the event that any one or more of the aforesaid conditions is not satisfied the Sponsor, Manager & Registrar shall return the proceeds of the Bond Issue to Applicants.

4.2.2 Underwriting and Conflicts of Interest

The Bond Issue is not underwritten and there are no material conflicts of interest pertaining to the offer or the admission to trading of the Bonds.