

SUMMARY

Dated 28 March 2024

This Summary is issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules issued by the Malta Financial Services Authority and in accordance with the Prospectus Regulation.

In respect of an issue of up to
€16,000,000 5.85% Secured Bonds 2034
of a nominal value of €100 per Bond issued and redeemable at par
ISIN: MT0002801208

by



BURMARRAD GROUP ASSETS P.L.C.

Sponsor, Manager & Registrar

Security Trustee

Legal Counsel

Calamatta Cuschieri

CSB | trustees & fiduciaries ltd

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LEGAL

THIS SUMMARY HAS BEEN APPROVED BY THE MALTA FINANCIAL SERVICES AUTHORITY, AS COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE MALTA FINANCIAL SERVICES AUTHORITY ONLY APPROVED 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.

THIS SUMMARY IS VALID FOR A PERIOD OF TWELVE (12) MONTHS FROM THE DATE THEREOF. 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

Maria Gauci

Mario 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 investors require in order to understand the nature and the risks of the Issuer and the Bonds. Except where the context otherwise requires, the capitalised words and expressions used in this Summary shall bear the meanings assigned to them in the Registration Document and the Securities Note, as the case may be.

1. INTRODUCTION AND WARNINGS

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

Issuer:	Burmarrad Group Assets p.l.c., a public limited liability company registered in Malta, with company registration number C 83190
Address:	MARJO, Burmarrad Road, Burmarrad, St. Paul's Bay SPB 9060, Malta
Telephone number:	+356 21573261
Website:	www.bgassetsplc.com
Legal Entity Identifier ("LEI"):	98450090A83C3F590A19
Competent authority approving the Prospectus:	The MFSA, established in terms of the Financial Markets Act (Cap. 345 of the laws of Malta)
MFSA address:	Malta Financial Services Authority, Triq I-Imdina, Zone 1, Central Business District, Birkirkara CBD 1010, Malta
MFSA telephone number:	+ 356 2144 1155
MFSA website:	https://www.mfsa.mt/
Name of the securities:	5.85% Secured Bonds 2034
ISIN of the Bonds:	MT0002801208
Prospectus approval date:	28 March 2024

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 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 Bonds should be based on a consideration of the Prospectus as a whole by the investor;
- (iii) an investor may lose all or part of the capital invested in 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 the Bonds.

2. KEY INFORMATION ON THE ISSUER

2.1 WHO IS THE ISSUER OF THE BONDS?

Domicile and legal form, its LEI and country of incorporation

The Issuer is Burmarrad Group Assets p.l.c., a public limited liability company registered in Malta in terms of the Companies Act (Cap. 386 of the laws of Malta). The Issuer was incorporated and is domiciled in Malta and with legal entity identifier (LEI) number 98450090A83C3F590A19.

Principal activities of the Issuer

The Issuer is the holding company of the Issuer Group which, following the reorganisation and restructuring which took place in the second to fourth quarters of 2023 and the beginning of 2024, is the main asset ownership arm of the larger Burmarrad Group (save for the Marsa Premises), whilst actual vehicle operations have been ringfenced into the Operational Group. The Issuer acts as the finance arm of the said Issuer Group by raising finance and advancing same to members of the Issuer Group, apart from owning a main asset in its own right, namely the BBT Pledged Shares. The Issuer has two recently established Subsidiaries, namely Burmarrad Group Fleets Limited (C 105735) which owns the fleet of vehicles which are leased to and operated by companies within the Operational Group and Burmarrad Group Properties Limited (C 105732) which owns the Group Properties.

Organisational structure of the Group

The Issuer is a subsidiary company of Burmarrad Group Limited (C 86804). It is in turn the parent company of two fully owned Subsidiaries, namely Burmarrad Group Fleets Limited and Burmarrad Group Properties Limited.

Major shareholders of the Issuer

The Issuer's majority shareholder is Burmarrad Group Limited, which holds all of the issued shares except for one (1) Ordinary 'B' share (namely 14,126,999 Ordinary 'A' shares of a nominal value of €1 each), whereas the 1 remaining share (namely 1 Ordinary 'B' share of €1 which has no voting rights nor rights to participate in dividend distributions and distribution of assets upon winding up) is held by Mario Gauci Snr. Burmarrad Group Limited is the parent company of the Issuer and the Issuer Group and of Burmarrad Co. Limited (C 96192) and the Operational Group, and collectively of the larger Burmarrad Group.

75% of the voting shares in Burmarrad Group Limited are held by B.C. Holdings Limited (C 31961) and the remaining 25% of such voting shares are held by MGBG Limited (C 99771). B.C. Holdings Limited is owned equally by the siblings Sharon Gauci, Maria Gauci and Mario Gauci Jnr. 45% of the voting shares in Burmarrad Group Limited, as owned by B.C. Holdings Limited, are subject to a usufruct in favour of Mario Gauci Snr. and his wife Josephine (held by them as part of the community of acquests), which usufruct carries with it the right to vote and receive dividends. MGBG Limited, which owns 25% of the voting shares in Burmarrad Group Limited, is fully owned and controlled by Mario Gauci Snr. Effectively, therefore, Burmarrad Group Limited and the Issuer are indirectly controlled as to 70% by Mario Gauci Snr.

Key managing directors

The board of directors of the Issuer is composed of the following persons: Albert Frendo (Chairperson and independent non-executive Director), Maria Gauci (Executive Director), Mario Gauci Jnr. (Executive Director), Mark Anthony Grech (Independent non-executive Director) and David Spiteri (Independent non-executive Director).

Statutory Auditors

The auditors of the Issuer as of the date of this Summary are BDO Malta of BDO Malta, Triq it-Torri, Msida MSD 1824, Malta. The Accountancy Board registration number of BDO Malta is AB/26/84/06.

2.2 WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER?

The historical financial information pertaining to the Issuer is included in the audited financial statements for the financial years ended 31 January 2021, 31 January 2022 and 31 January 2023 and the unaudited interim financial statements for the six-month period ending 31 July 2023 are available for review on the Issuer's website (www.bgassetsplc.com) and are available for inspection at the Issuer's registered office.

Key figures extracted from the said financial report are being presented below:

BURMARRAD GROUP ASSETS P.L.C.						
	Jan23	Jan23	Jan22	Jan21	Jul23	Jul22
	Pro Forma €'000s	Audit €'000s	Audit €'000s	Audit €'000s	Mgmt €'000s	Mgmt €'000s
Statement of Comprehensive Income						
Profit / (loss) for the period	N/A	1,028	(6)	(13)	(3)	(4)
Statement of Financial Position						
Total assets	37,029	8,740	8,070	7,769	8,765	N/A
Statement of Cash Flows						
Net cash flows generated from / (used in) operating activities	N/A	(3)	(26)	-	8	8
Net cash flows generated from / (used in) investing activities	N/A	(22)	(301)	-	(25)	(8)
Net cash flows generated from / (used in) financing activities	N/A	23	327	-	16	-

2.3 WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE ISSUER?

Economic and financial risks

Dependence of Issuer's financial performance on third parties

The Issuer, as the holding company of the Issuer Group, is ultimately financially dependent on the results and performance of its Subsidiaries and the results and performance of its associate company BBT p.l.c. The Issuer expects to receive dividends and repayments of loans granted to its Subsidiaries (including the Issuer-BGFL Loan to Burmarrad Group Fleets Limited) in order to part-finance the acquisition of the initial fleet of vehicles and related vehicle business as well as the Vehicle-Related Fixed Assets through the proceeds of the Bond Issue. The loan repayments and dividends from Subsidiaries as well as the dividends expected to be received from the investments held directly by the Issuer itself, principally the BBT Pledged Shares, will be used to finance part of the debt servicing obligations related to the Bonds. In turn, Burmarrad Group Fleets Limited, which owns the vehicles and the Vehicle-Related Fixed Assets, is also partially dependent on the operational and financial performance of companies within the Operational Group, particularly Burmarrad Commercials Limited (C 13537), BC Auto Rentals Limited (C 96347) and Burmarrad Manufacturing Limited (C 81092), from which it expects to receive its main revenues consisting of rent for the lease of vehicles and Vehicle-Related Fixed Assets to them and eventually the proceeds of sale of vehicles to them, which revenues will essentially finance payments to be made by Burmarrad Group Fleets Limited to the Issuer under the Issuer-BGFL Loan. Therefore, the risks intrinsic in the business and operations of the above-mentioned Subsidiaries, Operational Group companies and BBT p.l.c., over which the Issuer may not and will not in most cases have direct control, will have an effect on the financial ability of the Issuer to

meet its payment obligations under the Bonds. Accordingly, the financial risks of the Issuer are a reflection and consequence of the financial, economic, business, operational and other risks of the above-mentioned companies, the most material of which are mentioned below in this section 2.3.

Risks arising from war and/or conflict

Wars and conflicts which may from time to time occur in various parts of the world, including the current Russia – Ukraine armed conflict, may present new risks or exacerbate certain risks to which the operations or the revenues of the Group are subject. This apart from the negative effects these conflicts may have on the economy as a whole and on particular economic drivers, such as tourism and commerce, being two main consumers of vehicle rental activity.

Risks relating to inflation

As at the date of this Prospectus, inflation remains at elevated levels when compared to the past decades. Inflation may negatively affect the future financial performance of the Group, including through the consequent increase in the prices of goods and services and the cost of new opportunities, higher borrowing costs, and the overall decrease in purchasing power. This may in turn also have a negative impact on the revenues of the Operational Group from which the Group receives its revenues.

Business and operational risks

Risks relating to vehicle rental and lease operations

The car leasing and vehicle rental lines of business of Burmarrad Commercials Limited and BC Auto Rentals Limited, from which Burmarrad Group Fleets Limited derives its main revenues, may be directly affected by various business and operational risks, including actual costs and expenses resulting to be higher than the assessments and estimates made for purposes of pricing rental and lease offerings by the Operational Group companies, the Operational Group companies' failure to accurately estimate future demand levels of car rental and leasing services and to determine the appropriate number or type of cars to be used in their rental operations with the consequential possible excess or shortage of vehicles in the portfolio, failures of the Operational Group companies' to continuously provide high quality services in their vehicle leasing and rental businesses in all respects on which their financial and competitive success greatly depends, the possible termination (for breach or otherwise) or non-renewal of BC Auto Rentals Limited's franchise agreement with Enterprise Holdings for the operation under franchise of the global vehicle brands in Malta, "Enterprise Rent-A-Car", "National Car Rental" and "Alamo Rent A Car" which could seriously affect the profitability of BC Auto Rentals Limited's auto rental business, the increase in competition in the vehicle leasing and rental business, the potential loss of rental volume resulting from the offering of new mobility business models by undertakings, the seasonal nature of the car rental business with the risk of occurrences that disrupt rental activity during high rental and profitability peaks periods, the potential loss of key car leasing or rental corporate or other customers which could result in a significant loss of revenues, the risk of inability or difficulties faced by the Operational Group companies to effectively collect accounts receivable from customers, the Operational Group companies' inability to maintain confidentiality and integrity of customer data which may lead to loss of clients apart from penalties and other sanctions for breach of relevant data protection and data security laws, the risk of failure to attract qualified employees in both car rental and vehicle lease sectors, and the risk that the insurance coverage maintained may not be sufficient in all cases.

Risks relating to the property rental business of BBT and the Group

BBT p.l.c., which is a major investment of the Issuer, is materially involved in rental of commercial properties to third parties, and to a lesser extent, the Issuer Group itself may grant commercial leases of any of the Group Properties owned by Burmarrad Group Properties Limited. This business sector may be affected by a number of factors, including national economy, political developments, changes in relevant laws, interest rate fluctuations, inflation and other economic, political and social factors. An increase in the supply of commercial properties could impact negatively upon capital values and income streams of the BBT's and the Group's properties, and their respective ability to source new lessees upon termination or non-renewal of the then current leases. The business, revenue and projected profits of BBT and of the Group would also be negatively impacted if lessees fail to honour their respective lease obligations.

Risks relating to real estate acquisition, development and sale

Some of the Group Properties owned or other properties which may in future be owned by the Group may be sold from time to time, in some cases after undergoing development. There are a number of factors that commonly affect the real estate development industry, many of which are beyond the Group's control, and which could adversely affect the economic performance of the Group. Such factors include planning permit delays and costs, changes in local market conditions (such as oversupply or reduction in demand for real estate), increased market competition, shortages and/or price increases in raw materials and services leading to cost overruns, penalties or litigation resulting from delays in completion, acts of God and other force majeure events, health and safety risks and litigation associated with it.

Legal and regulatory risks

Risks relative to changes in laws and new industry standards and practices

The Group companies and their respective current and future operations are subject to laws and regulatory requirements applicable to vehicle ownership, leases and other vehicle-related operations, property development, rental and sales and other respective business sectors within which they operate. The regulatory environment in which the Group operates is constantly evolving, with the introduction of new rules, regulations and policies, or the amendment of existing ones, which may result in the imposition of new requirements for the Group in terms of sustainability factors and other matters. The Group is at risk in relation to changes in laws and regulations to which it is subject and the timing and effects thereof, their interpretation, and in administrative practices, which cannot be predicted and which can negatively affect the Group companies' business and operations and also their profitability, even in terms of additional costs of compliance and potential additional taxation.

3. KEY INFORMATION ON THE SECURITIES

3.1 WHAT ARE THE MAIN FEATURES OF THE SECURITIES?

The Bonds are being issued in an aggregate amount of up to €16,000,000 with a nominal value of €100 per Bond issued at par and redeemable at the Redemption Value, namely at par, on 14 May 2034, this being the Redemption Date. The Bonds shall bear interest at the rate of 5.85% per annum on the nominal value of the Bonds, payable on 14 May of each year, with the first interest payment being due on 14 May 2025 and the last interest payment being due on Redemption Date.

The Bonds shall be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD. On admission to trading the Bonds shall have the following ISIN: MT0002801208. The Bonds shall be freely transferable.

The Bonds, as and when issued and allotted, shall constitute the general, direct, secured and unconditional obligations of the Issuer and shall at all times rank *pari passu*, without any priority or preference among themselves. The Bonds shall be secured by the BGFL Pledge to be constituted by the Issuer on the BGFL Pledged Shares owned by it in favour of the Security Trustee for the benefit of Bondholders, and accordingly, save for such exceptions as may be provided by applicable law, the Bonds shall rank with priority or preference to all present and future obligations of the Issuer, by virtue and to the extent of the above-mentioned first ranking BGFL Pledge over its BGFL Pledged Shares. The Bonds will also be secured by the BBT Pledge to be constituted by the Issuer on the BBT Pledged Shares owned by it in favour of the Security Trustee for the benefit of Bondholders and accordingly, save for such exceptions as may be provided by applicable law, the Bonds shall also rank with priority or preference to all present and future obligations of the Issuer, by virtue and to the extent of the above-mentioned first ranking BBT Pledge over its BBT Pledged Shares.

There are no special rights attached to the Bonds other than the right of the Bondholders to (a) repayment of capital; (b) the payment of interest; (c) the benefit of the Collateral (namely the BGFL Pledge and the BBT Pledge) through the Security Trustee; (d) the right to attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions of the Bond Issue; and (e) all such other rights attached to the Bonds emanating from the Prospectus.

3.2 WHERE WILL THE SECURITIES BE TRADED?

Application has been made to the Malta Stock Exchange for the Bonds to be listed and traded on its Official List.

3.3 WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE SECURITIES?

Risks relating to the Bonds

Suitability of the Bonds

An investment in the Bonds may not be suitable for all recipients of the Prospectus and prospective investors are urged to read and understand the Prospectus in full and to consult an investment advisor before making an investment decision with a view to ascertain that s/he has sufficient knowledge and understanding of the Bonds and the merits and risks of investing in the Bonds, and that s/he has sufficient financial resources and liquidity to bear all the risks of an investment in the Bonds. Otherwise there is a risk that such investor may acquire an investment which is not suitable for his/her risk profile.

Interest rate risk

Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds. In particular, if interest rates rise, the prices that market participants will generally be willing to pay for the Bonds can be expected to decline. Moreover, price risks for longer maturity bonds tend to be higher than for shorter maturity bonds.

Risks relating to inflation

Inflation, namely the rising level of prices for goods and services, currently remains at an elevated level. This can have two negative impacts on those who invest in bonds. Inflation typically leads to a rise in short-term interest rates, and intermediate and longer-term rates also tend to go up as a consequence. This rise in interest rates will lead to a fall in the prices of bonds. Furthermore, inflation can wipe away the yields generated by a bond, in view of the loss of purchasing power brought about by inflation.

Trading and liquidity risks

There can be no assurance that an active secondary market for the Bonds will develop or, if it develops, that it will continue. Nor can there be any assurance that an investor will be able to re-sell his/her Bonds at or above the Bond Issue Price or at all. A trading market having the desired characteristics of depth, liquidity and orderliness depends on a number of factors, which are dependent upon the individual decisions of investors and the general economic conditions of the market, over which the Issuer has no control. The outbreak of the COVID-19 pandemic in 2020, has resulted in a highly volatile economy. This volatility may also increase as a result of wars or conflicts between countries, including the current Russia – Ukraine conflict. Continued or increased volatility and disruption in the capital markets may impair the saleability of the Bonds.

Risks relating to the Collateral

Risks relating to the Collateral constituted by the Pledges and the value thereof

Whilst the Pledges grant the Security Trustee a right of preference and priority for repayment of the Bonds over the creditors of the Issuer in respect of the BGFL Pledged Shares and the BBT Pledged Shares, and whilst the estimated combined value of such Collateral as at the date of this Prospectus is sufficient to cover the Redemption Value of the Bonds, there can be no guarantee that the aggregate value of such Collateral over the term of the Bonds will be and/or remain so sufficient. The value thereof may decrease as a result of various factors, including general economic factors or even specific factors, events or circumstances that could have an adverse impact on the performance and financial condition of Burmarrad Group Fleets Limited and/or the Operating Group, and consequently on the value of the BGFL Pledged Shares and/or the BBT Pledged Shares. This could have a material adverse effect on the recoverability of all the amounts that may be outstanding under the Bonds. Furthermore, there is no guarantee that the estimated value of the Collateral as set out in the Prospectus and in the Valuation Report is necessarily correct or would actually be achieved on the market upon an eventual enforcement. The valuation of shares is to an extent subjective, due to, among other things, the assumptions upon which the valuation is calculated.

4. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET

4.1 UNDER WHICH CONDITIONS AND TIMETABLE CAN I INVEST IN THIS SECURITY?

Application for the Bonds

Application for the Bonds must be lodged with any of the Authorised Financial Intermediaries. All Applications are subject to a minimum subscription amount of €5,000 in nominal value of Bonds and in multiples of €100 thereafter.

Expected timetable

1. Offer Period	4 April 2024 to 2 May 2024
2. Placement Date	2 May 2024
3. Intermediaries' Offer Date	2 May 2024
4. Commencement of interest	7 May 2024
5. Expected announcement of basis of acceptance	7 May 2024
6. Expected dispatch of allotment letters	14 May 2024
7. Expected date of admission of Bonds to listing	14 May 2024
8. Expected date of commencement of trading in the Bonds	15 May 2024
9. Expected date of constitution of the Collateral	not later than 14 June 2024

The Issuer reserves the right to close the Offer Period earlier in the event of over-subscription, in which case the events set out in step 2 onwards and the Issue Date may be brought forward. The dates specified in step 5 onwards are latest dates for the occurrence of the events mentioned therein, which events may in actual fact take place earlier than such latest dates.

Plan of distribution and allotment and allocation policy

The Bonds are open for subscription by all categories of investors.

The Issuer may enter into conditional Placement Agreement/s with one or more Authorised Financial Intermediary/ies whereby an agreed amount in nominal value of the Bonds shall be made available for subscription to such Authorised Financial Intermediaries, for their own account (where applicable) or on behalf of their clients. The Issuer may enter into sales agreements with Authorised Financial Intermediaries for an aggregate amount equivalent to the remaining amount of the Bond Issue not covered by the Placement Agreements (if any), for subscription of Bonds by such Authorised Financial Intermediaries for their own account (where applicable) or on behalf of their clients.

The issue and final allotment of the Bonds is conditional upon the following events, in the chronological order set out below: (1) the minimum subscription amount of €12,500,000 of Bonds is achieved; and (2) the Bonds being admitted to the Official List within 15 Business Days from the closing of the Offer Period. In the event that any of the aforesaid Conditions Precedent is not satisfied, any Application monies received by the Issuer will be returned without interest by direct credit into the Applicant's bank account.

Total estimated expenses

The total estimated expenses of the Bond Issue are €600,000.

4.2 WHY IS THIS PROSPECTUS BEING ISSUED?

Use and estimated net amount of proceeds

The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to €15,400,000, shall be used for the following purposes, in the amounts and order of priority set out below:

- (i) **Payment of part of the consideration due in respect of the Issuer Group's acquisition of vehicles and related vehicle business under the Vehicle Business Acquisition and Rental Agreements, the acquisition of the Vehicle-Related Fixed Assets under the Vehicle-Related Fixed Assets Acquisition and Rental Agreement, the acquisition of immovable property assets and the acquisition of the equity interest in BBT plc, which have been acquired for a total consideration of approximately €35,500,000:**
- (a) An amount of approximately **€3,700,000** will be used to settle part of the consideration due in respect of the vehicles and related vehicle business acquired by Burmarrad Group Fleets Limited from Burmarrad Commercials Limited under the BCL Vehicle Business Acquisition and Rental Agreement, and in particular such part of the said consideration which represents the price payable by Burmarrad Group Fleets Limited for the WSC Leased Vehicles, which price remains outstanding as at the date hereof, and which will be applied, to the extent necessary, to settle directly to Bank of Valletta p.l.c. the bank facility forming part of the Relevant Bank Loans taken out by Burmarrad Commercials Limited which relates to the acquisition of the said WSC Leased Vehicles which is at the relevant time drawn down and outstanding;
 - (b) An amount of approximately **€3,400,000** will be used to settle part of the consideration due in respect of the vehicles and related vehicle business acquired by Burmarrad Group Fleets Limited from Burmarrad Commercials Limited under the BCL Vehicle Business Acquisition and Rental Agreement, which price remains outstanding as at the date hereof, and which will be applied to settle directly to Bank of Valletta p.l.c. another portion of the outstanding Relevant Bank Loans due by Burmarrad Commercials Limited which were incurred in connection with the vehicle operations;
 - (c) An amount of approximately **€1,800,000** will be used to settle part of the consideration due in respect of the Vehicle-Related Fixed Assets acquired by Burmarrad Group Fleets Limited from Burmarrad Manufacturing Limited under the Vehicle-Related Fixed Assets Acquisition and Rental Agreement, which price remains outstanding as at the date hereof, and which will be applied to settle directly to Bank of Valletta p.l.c. the Relevant Bank Loan due by Burmarrad Manufacturing Limited;
 - (d) An amount of approximately **€2,500,000** will be used to settle part of the consideration due in respect of the vehicles and related vehicle business acquired by Burmarrad Group Fleets Limited from Burmarrad Commercials Limited and from BC Auto Rentals Limited under the respective Vehicle Business Acquisition and Rental Agreements, which price remains outstanding as at the date hereof, and which will be applied to settle directly debts due to HP Creditors which were incurred in connection with the vehicle operations;
- (ii) **General corporate funding:** the amount of approximately **€4,000,000** together with any residual amounts not utilised for the purposes identified in paragraphs (i)(a) to (d) above, shall be utilised for general corporate funding purposes of the Group.

For the purposes of financing the use of proceeds indicated in paragraphs (i)(a) to (d) above, it is expected that within 15 Business Days following listing of the Bonds the Issuer, Burmarrad Group Fleets Limited and the Security Trustee shall enter into the Issuer-BGFL Loan Agreement, whereby the Issuer shall make and constitute the Issuer-BGFL Loan of an amount of €11,400,000 to Burmarrad Group Fleets Limited. The Issuer-BGFL Loan will bear interest at 6.35% per annum payable on 2 May of each year, and the outstanding loan amount thereof shall be repayable by not later than 2 May 2034.

Underwriting

The Bond Issue is not subject to an underwriting agreement on a firm commitment basis.

Conflicts of interest

Save for the subscription for Bonds by the Authorised Financial Intermediaries (which include the Sponsor and Registrar), and any fees payable in connection with the Bond Issue to the Sponsor and Registrar, so far as the Issuer is aware no person involved in the Bond Issue has any material conflicts of interest pertaining to the offer of Bonds or their admission to trading.