

## SUMMARY

Dated 3 June 2024

This document is a Summary issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules issued by the MFSA and the Prospectus Regulation.

### In respect of an issue of:

### €80,000,000 5% Unsecured Bonds 2029

of a nominal value of €100 per Bond issued at par by

### HILI FINANCE COMPANY P.L.C.

a public limited liability company registered in Malta  
with company registration number C 85692

### Guaranteed\* by Hili Ventures Limited

a private limited liability company registered in Malta  
with company registration number C 57902

ISIN: MT0001891234

*\*Prospective investors are to refer to the Guarantee contained in Annex V of the Securities Note forming part of the Prospectus for a description of the scope, nature and terms of the Guarantee. Reference should also be made to the sections entitled "Risk Factors" contained in the Prospectus 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 Guarantor.*

Legal Counsel

Sponsor

Manager & Registrar



VBADVOCATES

Calamatta Cuschieri

**BOV**

Bank of Valletta

**THIS SUMMARY HAS BEEN APPROVED BY THE MFSA AS THE COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE MFSA 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/OR THE SECURITIES THAT ARE THE SUBJECT OF THIS SUMMARY.**

**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

Geoffrey Camilleri

Dorian Desira

*signing in their capacity as Directors of the Company and for and on behalf of  
each of Keith Busuttill, Jacqueline Camilleri and Mario Vella*

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 Guarantor 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 Guarantor and the Bonds, summarised details of which are set out below:

<b>Issuer</b>	Hili Finance Company p.l.c., a public company registered under the laws of Malta with company registration number C 85692 and having legal entity identifier number (LEI) 635400IXTH7KQA5JFG84
<b>Address</b>	Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta
<b>Telephone number</b>	+356 2568 1200
<b>Website</b>	www.hilifinance.com
<b>Guarantor</b>	Hili Ventures Limited (C 57902)
<b>Name of the securities</b>	€80,000,000 5% Unsecured Bonds due in 2029 issued by the Issuer
<b>ISIN of the Bonds</b>	MT0001891234
<b>Competent authority approving the Prospectus</b>	The Malta Financial Services Authority, established in terms of the Malta Financial Services Authority Act (Chapter 330 of the laws of Malta). The MFSA 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
<b>Address, telephone number and official website of the competent authority approving the Prospectus</b>	Malta Financial Services Authority, Triq I-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 <a href="https://www.mfsa.mt/">https://www.mfsa.mt/</a>
<b>Prospectus approval date</b>	3 June 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, the Guarantor 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 alone 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 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 this Summary, including any translation thereof, but only if this 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?

#### 2.1.1 Domicile and Legal Form, LEI and Country of Incorporation of the Issuer

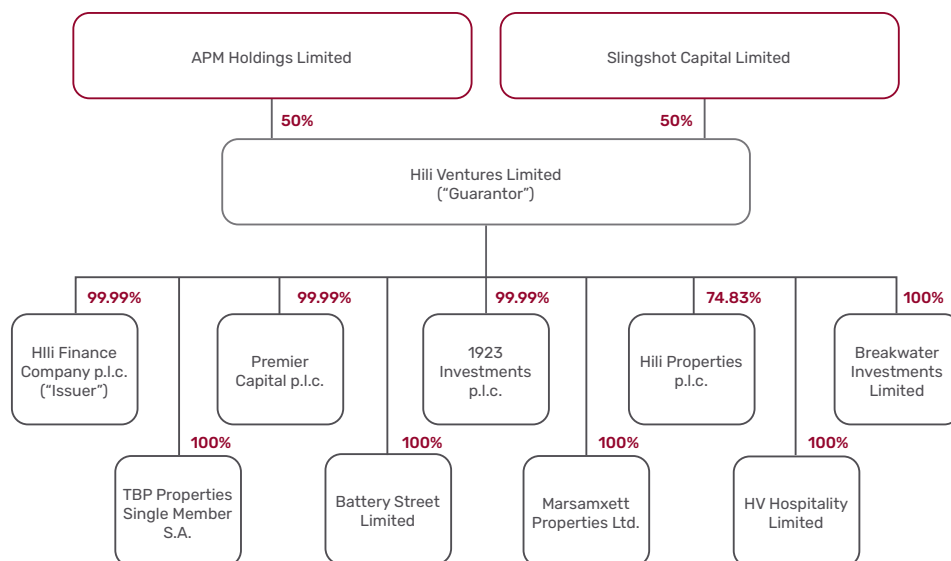
The Issuer is Hili Finance Company p.l.c., a public company registered under the laws of Malta with company registration number C 85692 and having its registered office at Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta. The Issuer is incorporated and is domiciled in Malta. Its LEI number is 635400IXTH7KQA5JFG84.

#### 2.1.2 Principal activities of the Issuer

The Issuer was incorporated on 6 April 2018 as a public limited liability company, registered in terms of the Companies Act. The principal object of the Issuer is to purchase or otherwise acquire, under any title whatsoever, to hold and manage, by any title, movable and immovable property or other assets, including, but not limited to, securities and other financial interests. The issue of bonds falls within the objects of the Issuer. The Issuer's intended purpose is to raise finance for the business of the Group through the Guarantor. In this respect, the Issuer is mainly dependent on the business prospects of the Group. The Issuer operates exclusively in and from Malta.

### 2.1.3 Major Shareholders

The authorised and issued share capital of the Issuer is €2,000,000 divided into 2,000,000 ordinary shares of a nominal value of €1.00 each, being fully paid up and subscribed for, allotted and taken up by the Guarantor, other than 1 share which is subscribed for, allotted and taken up by APM Holdings Limited (C 30527).



### 2.1.4 Directors of the Issuer

As at the date of the Prospectus, the Board of Directors of the Issuer is composed of five individuals. Dorian Desira, the only executive director of the Issuer, occupies a senior executive position within the Group. The other four Directors, Geoffrey Camilleri, Keith Busuttill, Jacqueline Camilleri and Mario Vella serve on the Board of the Issuer in a non-executive capacity, with the latter 2 directors also being independent of the Issuer.

### 2.1.5 Statutory Auditors

The annual statutory financial statements of the Issuer for the financial years ended 31 December 2021, 2022, and 2023 have been audited by Grant Thornton Malta of Fort Business Centre, Level 2 Triq l-Intornjatur, Zone 1, Central Business District, Birkirkara CBD 1050, Malta. Grant Thornton Malta (accountancy board registration number AB/26/84/22) 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:

	<b>31 December 2021</b> <b>€000</b> <b>Audited</b>	<b>31 December 2022</b> <b>€000</b> <b>Audited</b>	<b>31 December 2023</b> <b>€000</b> <b>Audited</b>
Finance income	5,509	7,346	7,758
Finance costs	(4,674)	(6,360)	(6,715)
Administrative expenses	(49)	(44)	(51)
Profit before tax*	786	942	993
Total assets	125,186	177,373	177,141
Total equity	3,282	3,882	3,663
Total liabilities	121,903	173,491	173,478
Net cash generated from/(used in) operating activities	(567)	(547)	(529)
Net cash generated from/(used in) investing activities	5,270	(44,600)	7,650
Net cash generated from/(used in) financing activities	(4,579)	45,430	(7,461)

Note (\*): Hili Finance Company p.l.c. acts as the finance company for Hili Ventures Limited and its subsidiaries and generates no revenue. Profit before tax is a function of finance income from intercompany loans, finance costs paid on bonds issued to the market and administrative expenses.

## 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:

### 2.3.1 Issuer's dependence on Hili Ventures Limited and on payments due by related Hili Ventures Companies

The Issuer will be dependent on the receipt of loan repayments from Group borrowing entities in order to service interest payments on the Bonds and eventually repay the principal of the Bonds. The performance of the Group borrowing entities has a direct effect on the Issuer's financial position and on the ability of the Issuer to meet its Bond Obligations. The loan repayments to be effected by the said Group borrowing companies in favour of the Issuer are subject to certain risks, such as the intrinsic risks of the business and operations of each of the Hili Ventures Companies (or the Group borrowing entities), all of which are beyond the Issuer's control. More specifically, the ability of the Group borrowing companies to effect loan repayments will depend on their respective cash flows and earnings, which may be restricted by the terms of agreements to which they are or may become a party, including the indenture governing their existing indebtedness, or by other factors beyond the control of the Issuer. The occurrence of any such factors could, in turn, negatively affect the ability of the Issuer to meet its Bond Obligations punctually when due.

## 3 KEY INFORMATION ON THE SECURITIES

### 3.1 WHAT ARE THE MAIN FEATURES OF THE SECURITIES?

<b>ISIN:</b>	MT0001891234
<b>Description, amount:</b>	up to €80,000,000 unsecured bonds due in 2029, having a nominal value of €100 per Bond issued at par;
<b>Bond Issue Price:</b>	at par (€100 per Bond);
<b>Interest:</b>	5%
<b>Redemption Date:</b>	17 July 2029;
<b>Status of the Bonds:</b>	the Bonds, as and when issued and allotted, shall constitute the general, direct, unconditional and unsecured obligations of the Issuer, guaranteed jointly and severally by the Guarantor in respect of both the interest due and the principal amount under said Bonds, and shall at all times rank <i>pari passu</i> , without any priority or preference among themselves and with other outstanding and unsecured debt of the Issuer, present and future, if any, save for such exceptions as may be provided by applicable law;
<b>Minimum amount per subscription:</b>	three thousand Euro (€3,000) in nominal value of Bonds and in multiples of one hundred Euro (€100) thereafter per individual Bondholder;
<b>Denomination:</b>	Euro (€);
<b>Form:</b>	the Bonds will be issued in fully registered and dematerialised form and will be represented in an uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD;
<b>Rights attaching to the Bonds:</b>	a Bondholder shall have such rights as are, pursuant to the Securities Note, attached to the Bonds, including: (i) the payment of interest; (ii) the repayment of capital; (iii) ranking with respect to other indebtedness of the Issuer; (iv) seeking recourse from the Guarantor pursuant to the Guarantee, in case of failure by the Issuer to pay any sum payable by it to Bondholders pursuant to the Terms and Conditions of the Bonds; (v) the right to attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions of the Bond Issue; and (vi) the right to enjoy all such other rights attached to the Bonds emanating from the Prospectus;
<b>Transferability:</b>	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;
<b>Underwriting:</b>	the Bond Issue is not underwritten.

### 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 IS THERE A GUARANTEE ATTACHED TO THE SECURITIES?

The Bonds are guaranteed by the Guarantor, Hili Ventures Limited (C 57902). The Guarantor guarantees 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, undertakes 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 Country of Incorporation of the Guarantor

Hili Ventures Limited, a private limited liability company registered under the laws of Malta with company registration number C 57902 and having its registered office at Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta. Its LEI number is 635400KJ9568A3GQDB98.

### 3.3.2 Key Financial Information of the Guarantor

The key historical financial information regarding the Guarantor is set out below:

	31 December 2021 €000 Audited	31 December 2022 €000 Audited	31 December 2023 €000 Audited
Revenue	589,593	782,648	987,171
Profit before tax	39,890	49,776	54,318
Total assets	727,669	890,458	1,030,850
Total liabilities	573,037	680,181	787,950
Total equity	154,632	210,277	242,900
Net cash generated from/(used in) operating activities	73,331	78,579	97,190
Net cash generated from/(used in) investing activities	(54,070)	(92,006)	(107,967)
Net cash generated from/(used in) financing activities	14,246	1,706	8,664

### 3.3.3 Key risks specific to the Guarantor

The risks of the Issuer are indirectly those of the Group and, in turn, all risks relating to the Group, including the Guarantor, are the risks relevant to the Issuer. The most material risk factors specific to the Guarantor which may negatively impact the operations and financial position of the Guarantor should the circumstances mentioned therein materialise are set out below:

#### 3.3.3.1 The Group's indebtedness could adversely affect its financial position

The Group is a diversified group of companies with a material amount of debt, and it may incur additional debt in connection with its future growth and business development strategy. Consequently, a portion of the Group's generated cash flows will be required to make principal and interest payments on the Group's debt. Furthermore, any borrowings under bank credit facilities will likely be at variable interest rates, which makes the Group vulnerable to sudden increases in interest rates. The agreements regulating the Group's bank debt may impose significant financial covenants on Hili Ventures Companies, the effects of which could limit the Group's ability to obtain future financing, make capital expenditure, withstand a future downturn in business or economic conditions generally or otherwise inhibit the Group's ability to conduct necessary corporate activities.

#### 3.3.3.2 The Group may be exposed to certain financial risks, including interest rate risk, which the Group may be unable to effectively hedge against

The Group's diversified activities potentially expose it to a variety of financial risks, including market risk (principally interest rate risk and fair value risk), transaction risk, credit risk and risks associated with the unpredictability of financial markets, all of which could have adverse effects on the financial performance of the Group.

#### 3.3.3.3 Substantial competition could reduce the Group's market share and significantly harm its financial performance

The Group has a trading history predominantly in the operation of quick service restaurants, technology and engineering industries, distribution of IT retail and consumer electronic products and services, transportation and logistics sectors, and ownership, development and management of immovable properties. Each of the aforementioned business sectors are characterised by strong and increasing competition. Many of the Group's current and potential competitors' operating histories, name recognition, customer bases and financial and other resources are a competitive factor for the Group wherever it may have business interests. Intense competition in certain countries could adversely affect the Group's businesses and operating results.

#### 3.3.3.4 Premier Capital and its subsidiaries' dependence on its licensor/franchisor

The quick service restaurant operations system in Estonia, Latvia and Lithuania (the "Baltic countries"), Greece, Malta and Romania is developed pursuant to the terms of franchises issued by the franchisor. The revenues of Premier Capital and its subsidiaries are dependent on the continued existence of its contractual relationships with the franchisor, and, in turn, on its right to operate franchise-branded restaurants in Malta, the Baltic countries, Greece and Romania. Due to the nature of the franchising arrangement, many aspects of the operations and business of Premier Capital and its subsidiaries are also subject to various restrictions or specifications and many decisions in the business require prior approval of the franchisor. The long-term success of Premier Capital and its subsidiaries' will depend, to a significant extent, on the continued vitality of the quick service restaurants concepts and the overall success of the franchise system and the quality, consistency and management of the franchisor's overall systems.

### 3.4 WHAT ARE THE KEY RISKS THAT ARE SPECIFIC TO THE SECURITIES?

An investment in the Bonds involves certain risks including, but not limited to, those described below:

- The existence of an orderly and liquid market for the Bonds depends on a number of factors including, but not limited to, the presence of willing buyers and sellers of the Bonds at any given time. Such factors are dependent upon the individual decisions of investors and the general economic conditions of the market in which the Bonds are traded, over which the Issuer has no control. Accordingly, there can be no assurance that an active secondary market for the Bonds will develop, or, if it develops, that it will continue.
- Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds. Investors should also be aware that the price of fixed rate bonds should, theoretically, move adversely to changes in interest rates.
- In view of the current inflationary environment, investment in the Bonds involves the risk that rising inflation on real rates of return in relation to coupon payments as well as secondary market prices may have an adverse impact on the value of the Bonds, such that increasing rates of inflation could have an adverse effect on the return on the Bonds in real terms.
- Even after the Bonds are admitted to trading on the Official List of the MSE, the Issuer is required to remain in compliance with certain requirements relating, *inter alia*, to the free transferability, clearance and settlement of the Bonds in order to remain a listed company in good standing.
- Third party security interests may be registered which will rank in priority to the Bonds 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 Bondholders to recover their investment upon enforcement of such security interests, whether in full or in part.
- 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 Bonds prevailing from time to time. If such changes take place, they could have an adverse effect on the market price for the Bonds.

## 4 KEY INFORMATION ON THE OFFER

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

The issue and allotment of the Bonds is conditional upon the Guarantee being granted by the Guarantor and the Bonds being admitted to trading on the Official List. In the event that the Guarantee is not granted by the Guarantor and/or the Bonds are not admitted to the Official List, no Exchangeable Bond Transfers shall take effect and any application monies received by the Issuer from all Applicants will be returned, without interest, by direct credit into the Applicant's bank account indicated by the Applicant/Authorised Financial Intermediary on the relative Application Form.

#### 4.1.1 Expected Timetable of Principal Events

1	Application Forms 'A' and 'B' mailed to 1923 Bondholders and Preferred Applicants	14 June 2024
2	Application Form 'C' made available to the general public	19 June 2024
3	Offer Period	19 June 2024 - 10 July 2024
4	Commencement of interest on the Bonds	17 July 2024
5	Announcement of basis of acceptance through a company announcement	17 July 2024
6	Refunds of unallocated monies, if any	24 July 2024
7	Expected dispatch of allotment advices	24 July 2024
8	Expected date of admission of the Bonds to listing	24 July 2024
9	Expected date of commencement of trading in the Bonds	25 July 2024

The Issuer reserves the right to close the Offer Period before 10 July 2024 with respect to any one or more classes of Applicants depending on the total level of subscription in the Bond Issue, in which case some or all of the remaining events 4 to 9 (both included) set out above may be brought forward.

#### 4.1.2 Plan of Distribution and Allotment

The Bonds shall be made available for subscription, as follows:

- an amount of up to €36,000,000 in nominal value of Bonds shall be reserved for subscription by 1923 Bondholders applying for Bonds by way of Exchangeable Bond Transfer up to the extent of their holdings of 1923 Bonds as at the Cut-Off Date, subject to any Cash Top-Up as and if applicable;
- an amount of up to €34,000,000 in nominal value of Bonds together with any balance of Bonds not taken up in terms of (i) above and (iii) hereunder shall be reserved for subscription by 1923 Bondholders in respect of any Excess applied for (provided that 1923 Bondholders applying for any Excess transfer their entire holding in 1923 Bonds by way of Exchangeable Bond Transfer) and by Preferred Applicants, ranking *pari passu* without priority or preference; and
- an amount of up to €10,000,000 in nominal value of Bonds together with any balance of Bonds not taken up in terms of (ii) above shall be made available for subscription by the general public, ranking *pari passu* without priority or preference.

The Bonds are open for subscription during the Offer Period by: (i) 1923 Bondholders applying for Bonds by Exchangeable Bond Transfer; (ii) 1923 Bondholders applying for any Excess, provided that these 1923 Bondholders transfer their entire holding in 1923 Bonds by Exchangeable Bond Transfer, together with Preferred Applicants and (iii) the general public, all subject to a minimum subscription amount of €3,000 in nominal value of Bonds.

An Exchangeable Bond Transfer effected by a 1923 Bondholder shall be without prejudice to the rights of such 1923 Bondholder to receive interest on the 1923 Bonds held up to and including 4 December 2024. Within thirty (30) calendar days from admission of the Bonds to listing on the Official List, 1923 Investments will settle the difference between the interest rate applicable to the 1923 Bonds (5.1%) and the interest rate of 5% applicable to the Bonds, from and including 17 July 2024 up to and including 4 December 2024.

1923 Bondholders applying for Bonds are to submit an Application through any of the Authorised Financial Intermediaries, which include the Sponsor and the Manager & Registrar, and may elect to settle all or part of the amount due on the Bonds applied for by completing an Application Form 'A' indicating that the consideration for the Bonds applied for shall be settled by way of transfer to 1923 Investments of all or part of the 1923 Bonds held as at the Cut-Off Date in an amount equivalent to the par value of the Bonds applied for, thereby exercising their right to opt for an Exchangeable Bond Transfer. Any 1923 Bondholders opting for an Exchangeable Bond Transfer whose holding in the 1923 Bonds is less than €3,000 shall be required to pay the Cash Top-Up together with the submission of their Application Form 'A'.

Preferred Applicants applying for Bonds and 1923 Bondholders applying for any Excess are to submit an Application through any of the Authorised Financial Intermediaries. Preferred Applicants are to complete an Application Form 'B' whereas 1923 Bondholders may apply for any Excess by completing the appropriate section on Application Form 'A'.

Other general public Applicants applying for Bonds are to submit an Application through any of the Authorised Financial Intermediaries by completing an Application Form 'C'.

It is expected that an allotment advice will be issued by the Issuer to Applicants by 24 July 2024. The registration advice and other documents and any monies returnable to Applicants may be retained pending clearance of the remittance and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 373 of the laws of Malta), and regulations made thereunder. Such monies will not bear interest while retained as aforesaid.

Dealings in the Bonds shall not commence prior to the Bonds being admitted to the Official List.

## **4.2 TOTAL ESTIMATED EXPENSES**

Professional fees and costs related to publicity, advertising, printing, listing, registration, sponsor, management, selling commissions and other miscellaneous costs incurred in connection with this Bond Issue are estimated not to exceed approximately €1,300,000. There is no particular order of priority with respect to such expenses.

## **4.3 WHY IS THIS PROSPECTUS BEING PRODUCED?**

### **4.3.1 Use of Proceeds**

The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €78,700,000 will be on-lent by the Issuer to the Guarantor pursuant to a loan agreement between the Issuer and the Guarantor and shall be utilised for the following purposes, in the amounts and order of priority set out below:

- i. an amount of up to €36,000,000 shall be made available limitedly for exchange and cancellation of the 1923 Bonds pursuant to 1923 Bondholders opting to apply for Exchangeable Bond Transfers subject to Cash Top-Ups;
- ii. in the event that there is a balance of proceeds not utilised for (i) above and depending on the amount of said balance, an amount of up to €56,000,000 shall be applied to re-finance, in part, capital investments made by the Group prior to the date of the Prospectus in Cortland and Tigne' Mall, which capital investments were funded, in large part, from bank financing at Group level; and
- iii. any residual bond proceeds not utilised for (i) and/or (ii) above will be used for general corporate funding purposes.

In the event that the Bond Issue is not fully subscribed, the Issuer will proceed with the listing of the amount of Bonds subscribed for and shall apply the net proceeds received in the manner and order of priority set out in (i) to (iii) above. Any residual amounts which may be required by the Issuer for the purposes of the uses specified in (i) to (iii) above which shall not have been raised through the Bond Issue shall be financed from the Group's general cash flow and/or bank financing.

### **4.3.2 Underwriting**

The Bond Issue is not underwritten.

### **4.3.3 Conflicts of Interest**

Jesmond Mizzi, a member of the board of directors of the Guarantor, is also a director of Jesmond Mizzi Financial Advisors Limited, which is included as an Authorised Financial Intermediary. In light of his appointment to the board of directors of the Guarantor, Jesmond Mizzi will not personally provide any investment advice on the Bonds to clients of the aforesaid investment firm. Save for the above and the possible subscription for Bonds by Authorised Financial Intermediaries (which include the Sponsor and the Manager & Registrar), and any fees payable to Calamatta Cuschieri Investment Services Limited as Sponsor and to Bank of Valletta p.l.c. as the Manager & Registrar in connection with the Bond Issue, so far as the Issuer is aware no person involved in the Issue has an interest material to the Bond Issue.

