SUMMARY NOTE

DATED 16 SEPTEMBER 2016

This Summary Note is issued in accordance with the provisions of Chapter 4 of the Listing Rules issued by the Listing Authority and in accordance with the provisions of Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No 486/2012 of the 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013, Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014 and Commission Delegated Regulation (EU) No. 2016/301 of 30 November 2015.

In respect of an issue of:
€40,000,000 4.25% Secured Bonds 2023
of a nominal value of €100 per Bond issued at par
(the "Secured Bonds")

GAP GROUP P.L.C.
A PUBLIC LIMITED LIABILITY COMPANY REGISTERED IN MALTA
WITH COMPANY REGISTRATION NUMBER C 75875

with the joint and several Guarantee* of
Gap Mellieħa (I) Limited, Gap Għargħur Limited, Gap Properties Limited and Geom Developments Limited

ISIN: MT0001231209

*Prospective investors are to refer to the Guarantee contained in Annex II of the Securities Note and section 4.6 of the Registration Document for a description of the Guarantee and the Security. Reference should also be made to the sections entitled "Risk Factors" contained in the Registration Document and the Securities Note 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.

Legal Counsel to the Sponsor & Manager	Legal Counsel to the Issuer	Trustee	Sponsor & Manager	Registrar
CAMILLERI PREZIOSI ADVOCATES	Dr Chris Cilia	EQUINOX INTERNATIONAL LIMITED	CHARTS WEALTH MANAGEMENT • CORPORATE BROKING	MALTA STOCK EXCHANGE plc

THE LISTING AUTHORITY HAS AUTHORISED THE ADMISSIBILITY OF THESE SECURITIES AS A LISTED FINANCIAL INSTRUMENT. THIS MEANS THAT THE SAID INSTRUMENTS ARE IN COMPLIANCE WITH THE REQUIREMENTS AND CONDITIONS SET OUT IN THE LISTING RULES. IN PROVIDING THIS AUTHORISATION, THE LISTING AUTHORITY DOES NOT GIVE ANY CERTIFICATION REGARDING THE POTENTIAL RISKS IN INVESTING IN THE SAID INSTRUMENT AND SUCH AUTHORISATION SHOULD NOT BE DEEMED OR BE CONSTRUED AS A REPRESENTATION OR WARRANTY AS TO THE SAFETY OF INVESTING IN SUCH INSTRUMENT.

THE LISTING AUTHORITY ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THE PROSPECTUS, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THE PROSPECTUS INCLUDING ANY LOSSES INCURRED BY INVESTING IN THESE SECURITIES.

A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK INDEPENDENT FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY LISTED FINANCIAL INSTRUMENTS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN INVESTING IN THE SECURITIES OF AN ISSUER AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISOR.

APPROVED BY THE DIRECTORS

George Muscat | Paul Attard | Adrian Muscat | Francis X. Gouder | Mark Castillo | Chris Cilia

IMPORTANT INFORMATION

THIS SUMMARY NOTE CONSTITUTES PART OF A PROSPECTUS AND CONTAINS INFORMATION IN RELATION TO GAP GROUP P.L.C. IN ITS CAPACITY AS ISSUER AND THE GUARANTORS. THIS DOCUMENT INCLUDES INFORMATION GIVEN IN COMPLIANCE WITH: (A) THE COMPANIES ACT, (CAP. 386 OF THE LAWS OF MALTA) AND COMMISSION REGULATION (EC) NO. 809/2004 OF 29 APRIL 2004 IMPLEMENTING DIRECTIVE 2003/71/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL AS REGARDS INFORMATION CONTAINED IN PROSPECTUSES AS WELL AS THE FORMAT, INCORPORATION BY REFERENCE AND PUBLICATION OF SUCH PROSPECTUSES AND DISSEMINATION OF ADVERTISEMENTS (AS AMENDED BY COMMISSION DELEGATED REGULATION (EU) NO. 486/2012 OF 30 MARCH 2012, COMMISSION DELEGATED REGULATION (EU) NO. 862/2012 OF 4 JUNE 2012, COMMISSION DELEGATED REGULATION (EU) NO. 759/2013 OF 30 APRIL 2013, COMMISSION DELEGATED REGULATION (EU) NO. 382/2014 OF 7 MARCH 2014 AND COMMISSION DELEGATED REGULATION (EU) NO. 2016/301 OF 30 NOVEMBER 2015); AND (B) THE RULES AND REGULATIONS APPLICABLE TO THE ADMISSION OF SECURITIES ON THE OFFICIAL LIST OF THE MSE.

NO BROKER, DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORISED BY THE ISSUER OR ITS DIRECTORS TO ISSUE ANY ADVERTISEMENT OR TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE ISSUER OTHER THAN THOSE CONTAINED IN THE PROSPECTUS AND IN THE DOCUMENTS REFERRED TO HEREIN, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY THE ISSUER, ITS DIRECTORS, OR ADVISORS.

IT IS THE RESPONSIBILITY OF ANY PERSON IN POSSESSION OF THIS DOCUMENT TO INFORM THEMSELVES OF, AND TO OBSERVE AND COMPLY WITH, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTION. PROSPECTIVE APPLICANTS FOR ANY SECURITIES THAT MAY BE ISSUED BY THE ISSUER SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF APPLYING FOR ANY SUCH SECURITIES AND ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRIES OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

A COPY OF THIS DOCUMENT HAS BEEN SUBMITTED TO THE LISTING AUTHORITY AND THE MSE, AND HAS BEEN DULY FILED WITH THE REGISTRAR OF COMPANIES. APPLICATION HAS BEEN MADE TO THE MSE, FOR THE SECURED BONDS TO BE ADMITTED TO THE OFFICIAL LIST OF THE MSE. **A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN INVESTING IN THE ISSUER AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISOR.**

THE CONTENTS OF THE ISSUER'S WEBSITE OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE ISSUER'S WEBSITE DO NOT FORM PART OF THIS DOCUMENT. ACCORDINGLY NO RELIANCE OUGHT TO BE MADE BY ANY INVESTOR ON ANY INFORMATION OR OTHER DATA CONTAINED IN SUCH WEB SITES AS THE BASIS FOR A DECISION TO INVEST IN ANY FINANCIAL INSTRUMENTS AND SECURITIES ISSUED BY THE ISSUER.

ALL THE ADVISORS TO THE ISSUER HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER IN RELATION TO THIS PROSPECTUS AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION OR RESPONSIBILITY TOWARDS ANY OTHER PERSON. NONE OF THE ADVISORS ACCEPT ANY RESPONSIBILITY TO ANY INVESTOR OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE CONTENTS OF, AND ANY INFORMATION CONTAINED IN, THE PROSPECTUS, ITS COMPLETENESS OR ACCURACY OR ANY OTHER STATEMENT MADE IN CONNECTION THEREWITH.

THE DIRECTORS OF THE ISSUER CONFIRM THAT WHERE INFORMATION INCLUDED IN THIS PROSPECTUS HAS BEEN SOURCED FROM A THIRD PARTY, SUCH INFORMATION HAS BEEN ACCURATELY REPRODUCED, AND AS FAR AS THE DIRECTORS OF THE ISSUER ARE AWARE AND ARE ABLE TO ASCERTAIN FROM INFORMATION PUBLISHED BY THAT THIRD PARTY, NO FACTS HAVE BEEN OMITTED WHICH WOULD RENDER THE REPRODUCED INFORMATION INACCURATE OR MISLEADING.

THE VALUE OF INVESTMENTS CAN RISE OR FALL AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. IF YOU NEED ADVICE WITH RESPECT TO THE BOND ISSUE, YOU SHOULD CONSULT A LICENSED STOCKBROKER OR AN INVESTMENT ADVISOR LICENSED UNDER THE INVESTMENT SERVICES ACT, CAP. 370 OF THE LAWS OF MALTA.

THIS DOCUMENT AND ALL AGREEMENTS, ACCEPTANCES AND CONTRACTS RESULTING THEREFROM SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF MALTA, AND ANY PERSON ACQUIRING ANY SECURED BONDS PURSUANT TO THE PROSPECTUS SHALL SUBMIT TO THE JURISDICTION OF THE MALTESE COURTS, WITHOUT LIMITING IN ANY MANNER THE RIGHT OF THE ISSUER TO BRING ANY ACTION, SUIT OR PROCEEDING, IN ANY OTHER COMPETENT JURISDICTION, ARISING OUT OF OR IN CONNECTION WITH ANY PURCHASE OF SECURED BONDS, OR AGREEMENT, ACCEPTANCE OR CONTRACT RESULTING HEREFROM, OR THE PROSPECTUS AS A WHOLE.

STATEMENTS MADE IN THIS DOCUMENT ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THERETO.

THE LISTING AUTHORITY ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THE PROSPECTUS, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THE PROSPECTUS.

This Summary Note is prepared in accordance with the requirements of the Regulation.

Summaries are made up of disclosure requirements known as 'Elements'. These elements are numbered in Sections A – E (A.1–E.7). This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

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

SECTION A INTRODUCTION AND WARNINGS

A.1 Prospective investors are hereby warned that:

i. This summary is being provided to convey the essential characteristics and risks associated with the Issuer and the securities being offered pursuant to this document. This part is merely a summary and therefore should only be read as an introduction 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. Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor;

ii. Where a claim relating to the information contained in this 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

iii. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, and who applied for its notification, 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.

A.2 Consent required in connection with the use of the Prospectus by the Authorised Financial Intermediaries

Prospective investors are hereby informed that:

i. for the purposes of any subscription for Secured Bonds through any of the Authorised Financial Intermediaries and any subsequent resale, placement or other offering of Secured Bonds by such Authorised Financial Intermediaries in circumstances where there is no exemption from the requirement to publish a prospectus under the Prospectus Directive, the Issuer consents to the use of this Prospectus (and accepts responsibility for the information contained therein) with respect to any such subsequent resale or placement or other offering of Secured Bonds, provided this is limited only:

   a. in respect of Secured Bonds subscribed for through Authorised Financial Intermediaries during the Offer Period;

   b. to any resale or placement of Secured Bonds subscribed for as aforesaid taking place in Malta;

   c. to any resale or placement of Secured Bonds subscribed for as aforesaid, taking place within the period of 60 days from the date of the Prospectus.

ii. in the event of a resale, placement or other offering of Secured Bonds by an Authorised Financial Intermediary, the Authorised Financial Intermediary shall be responsible to provide information to investors on the terms and conditions of the resale, placement or other offering at the time such is made.

SECTION B ISSUER AND GUARANTORS

B.1 *B.19* The legal and commercial name of the Issuer is Gap Group p.l.c. The legal and commercial names of the Guarantors are Gap Mellieħa (I) Limited, Gap Għargħur Limited, Gap Properties Limited and Geom Developments Limited.

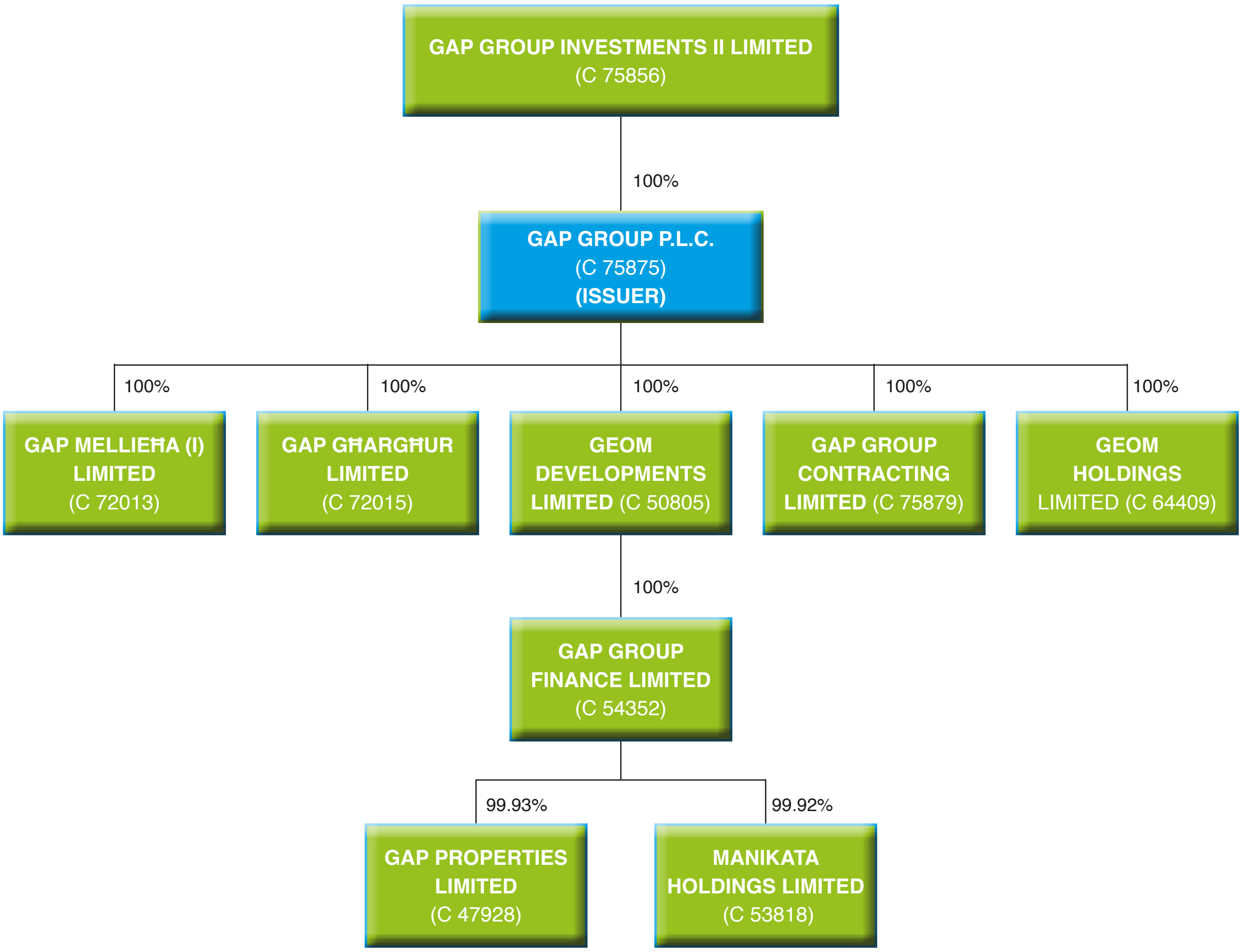
B.2 *B.19* The Issuer was registered in Malta in terms of the Act on 1 June 2016, as a public limited liability company. The Issuer is domiciled in Malta. Each of the Guarantors was registered in Malta as a private limited liability company. The Guarantors are domiciled in Malta.

B.4b The following is an overview of the most significant recent trends affecting the Issuer and the Guarantors and the market in which
B.19 the Group operates:

The real estate market in Malta remains a particularly competitive one, in the context of existing and projected developments, particularly in the Sliema and St Julians area. The New Developments envisaged by the Group are intended to cater for a market which is not directly in competition, in terms of location, with the market for real estate in the Sliema and St Julians area. The strategy is to address the demand for a niche market of luxury apartments in other locations principally the north part of the island with views of both rural landscapes and seascapes. The target buyers, in the case of the Mellieħa and Għargħur Developments are the medium to high end customers, both locals and foreigners, who are more interested in residential units away from the urban sprawl of the Sliema – St Julians area. As far as the Issuer is aware, there are currently no comparable projects in Mellieħa and Għargħur. The Directors believe that the New Developments should not face immediate direct competition from new residential developments in that area. The Group may however face new competition from developers who may enter this property market segment in the coming years.

The Directors believe that there has been a shift in the real estate market in these last couple of years with renewed levels of demand that are meeting the high levels of supply in the residential property market. Whilst this recovery from a stagnated market may be in its early stages, and the environment may still be challenging, the Directors believe that the signs of recovery in the market should sustain the demand for middle to higher end properties in the current market dynamics.

B.5 The organisational structure of the Group is depicted below:
B.19



B.9 Not Applicable: no profit forecasts or estimates have been included in the Prospectus.

B.10 *B.19* Not Applicable: in relation to each of the Issuer, GML and GGL, no audited financial statements have been prepared since incorporation to the date of the Prospectus. The audit reports on the audited financial statements for the years ended 31 December 2013, 2014 and 2015 of GPL and GDL do not contain any material qualifications. However, the audit report contained in the audited consolidated financial statements of GDL for the year ended 31 December 2015 includes an emphasis of matter relating to a receivable of €3.0 million from Gap Group Holdings Limited. The auditors have relied on a declaration by the directors and the unaudited financial statements of Gap Developments p.l.c. to determine that no impairment is required on aforesaid receivable.

B.12 The Issuer was established in June 2016 and is the holding company of the Gap Group. Having no trading or operational activities of its own, the operating and financial performance of the Issuer is directly related to the financial and operating performance of the other Gap Group companies.

The companies that form part of the Gap Group as at the date of the Prospectus and which generated revenue during the financial years ended 31 December 2013 to 2015 include GPL, MHL and GDL. As such, the financial information reproduced hereunder relates to each of GPL, MHL and GDL, which has been extracted from the audited financial statements of each of GPL, MHL and GDL for the years ended 31 December 2013 to 2015.

The audited historical financial statements of each of GPL, MHL and GDL have been published and are available at the Issuer's registered office.

GAP Properties Limited Income Statement for the year ended 31 December	**2013 Audited (€'000)**	**2014 Audited (€'000)**	**2015 Audited (€'000)**
Revenue	-	2,897	9,264
Cost of sales	-	(1,796)	(5,261)
Administrative expenses	(62)	(105)	(523)
EBITDA	**(62)**	**996**	**3,480**
Depreciation	(1)	(2)	(7)
Net finance costs	(27)	(295)	(1,036)
Profit/(loss) before tax	**(90)**	**699**	**2,437**
Taxation	33	(244)	(752)
Profit/(loss) for the year	**(57)**	**455**	**1,685**
Other comprehensive income			
Movement in fair value of financial assets	160	171	183
Total comprehensive income/(expense) for the year	**103**	**626**	**1,868**

GAP Properties Limited Cash Flow Statement for the year ended 31 December	**2013 Audited (€'000)**	**2014 Audited (€'000)**	**2015 Audited (€'000)**
Net cash from operating activities	(852)	2,931	13,008
Net cash from investing activities	5	(5)	(7)
Net cash from financing activities	23	(2,240)	(13,437)
Net movement in cash and cash equivalents	**(824)**	**686**	**(436)**
Cash and cash equivalents at beginning of year	860	36	722
Cash and cash equivalents at end of year	**36**	**722**	**286**

GAP Properties Limited Balance Sheet As at 31 December	FY2013 Audited (€'000)	FY2014 Audited (€'000)	FY2015 Audited (€'000)
ASSETS			
Non-current assets			
Property, plant and equipment	2	5	6
Loans and other receivables	2,449	2,621	2,804
Deferred income tax	67	-	-
	2,518	2,626	2,810
Current assets			
Stock	9,283	12,241	7,418
Trade and other receivables	176	1,056	1,704
Taxation	-	25	-
Cash and cash equivalents	36	722	286
	9,495	14,044	9,408
Total assets	**12,013**	**16,670**	**12,218**
EQUITY			
Capital and reserves			
Called up share capital	1	1	1
Retained earnings	(657)	(31)	1,837
	(656)	**(30)**	**1,838**
LIABILITIES			
Non-current liabilities			
Borrowings	10,500	8,521	-
	10,500	8,521	-
Current liabilities			
Bank overdrafts	-	-	-
Borrowings and other financial liabilities	978	3,362	6,306
Other current liabilities	1,191	4,817	4,074
	2,169	8,179	10,380
	12,669	16,700	10,380
Total equity and liabilities	**12,013**	**16,670**	**12,218**

During the years under review, GPL was involved in the development of the Żebbuġ project. Sales commenced in FY2014 and aggregate revenue for FY2014 and FY2015 amounted to €12.2 million. In terms of profitability, GPL generated a profit after tax in each of FY2014 and FY2015 of €0.5 million and €1.7 million respectively.

As at 31 December 2015, units held as stock comprised 85 residential units (of which 37 units were subject to promise of sale agreements) and 144 garages (of which 17 units were subject to promise of sale agreements), which in aggregate amounted to €7.4 million. Outstanding borrowings and other financial liabilities as at 31 December 2015 amounted to €6.3 million (31 December 2014: €11.9 million).

Manikata Holdings Limited Income Statement for the year ended 31 December	2013 Audited (€'000)	2014 Audited (€'000)	2015 Audited (€'000)
Revenue	-	1,150	2,130
Cost of sales	-	(891)	(1,642)
Administrative expenses	(47)	(9)	(12)
EBITDA	**(47)**	**250**	**476**
Depreciation	-	-	-
Net finance costs	3	(171)	(296)
Profit/(loss) before tax	**(44)**	**79**	**180**
Taxation	16	(28)	(141)
Profit/(loss) for the year	**(28)**	**51**	**39**
Other comprehensive income			
Movement in fair value of financial assets	53	57	61
Total comprehensive income/(expense) for the year	**25**	**108**	**100**

Manikata Holdings Limited Cash Flow Statement for the year ended 31 December	2013 Audited (€'000)	2014 Audited (€'000)	2015 Audited (€'000)
Net cash from operating activities	(739)	2,730	1,344
Net cash from investing activities	3	-	-
Net cash from financing activities	226	(2,709)	(1,397)
Net movement in cash and cash equivalents	**(510)**	**21**	**(53)**
Cash and cash equivalents at beginning of year	542	32	53
Cash and cash equivalents at end of year	**32**	**53**	**-**

Manikata Holdings Limited Balance Sheet As at 31 December	2013 Audited (€'000)	2014 Audited (€'000)	2015 Audited (€'000)
ASSETS			
Non-current assets			
Loans and other receivables	816	873	935
Deferred income tax	28	-	-
	844	**873**	**935**
Current assets			
Stock	5,276	5,815	4,004
Trade and other receivables	227	96	479
Taxation	-	80	105
Cash and cash equivalents	32	53	-
	5,535	6,044	4,588
Total assets	**6,379**	**6,917**	**5,523**
EQUITY			
Capital and reserves			
Called up share capital	1	1	1
Retained earnings	(224)	(116)	(16)
	(223)	(115)	(15)
LIABILITIES			
Non-current liabilities			
Borrowings	5,000	1,741	-
	5,000	1,741	-
Current liabilities			
Borrowings and other financial liabilities	281	1,161	1,565
Other current liabilities	1,321	4,130	3,973
	1,602	5,291	5,538
	6,602	7,032	5,538
Total equity and liabilities	**6,379**	**6,917**	**5,523**

During the years under review, MHL was involved in the development of 14 semi-detached villas in Manikata. The villas in Manikata were fully developed in FY2015. Sales commenced in FY2014 and aggregate revenue for FY2014 and FY2015 amounted to €3.3 million. In terms of profitability, MHL generated a profit after tax in each of FY2014 and FY2015 of €51,000 and €39,000 respectively.

As at 31 December 2015, MHL had 8 villas in stock, valued at €4.0 million, which were all subject to promise of sale agreements. Outstanding borrowings and other financial liabilities as at 31 December 2015 amounted to €1.6 million (31 December 2014: €2.9 million).

Geom Developments Limited Income Statement for the year ended 31 December	2013 Audited (€'000)	2014 Audited (€'000)	2015 Audited (€'000)
Revenue	5,203	4,277	802
Cost of sales	(3,628)	(3,138)	(571)
Administrative expenses	(165)	(147)	(40)
EBITDA	**1,410**	**992**	**191**
Net finance costs	(357)	(113)	(180)
Profit/(loss) before tax	**1,053**	**879**	**11**
Taxation	(369)	(308)	(62)
Profit/(loss) for the year	**684**	**571**	**(51)**
Other comprehensive income			
Movement in fair value of financial assets	(53)	(57)	(835)
Total comprehensive income/(expense) for the year	**631**	**514**	**(886)**

Geom Developments Limited Cash Flow Statement for the year ended 31 December	2013 Audited (€'000)	2014 Audited (€'000)	2015 Audited (€'000)
Net cash from operating activities	2,539	2,772	(3,397)
Net cash from investing activities	-	-	-
Net cash from financing activities	(2,891)	(2,511)	3,369
Net movement in cash and cash equivalents	**(352)**	**261**	**(28)**
Cash and cash equivalents at beginning of year	22	(330)	(69)
Cash and cash equivalents at end of year	**(330)**	**(69)**	**(97)**

Geom Developments Limited Balance Sheet As at 31 December	2013 Audited (€'000)	2014 Audited (€'000)	2015 Audited (€'000)
ASSETS			
Non-current assets			
Loans and other receivables	2,498	2,669	2,079
	2,498	**2,669**	**2,079**
Current assets			
Stock	3,228	842	2,576
Trade and other receivables	918	1,323	2,854
Taxation	8	-	-
Cash and cash equivalents	13	26	120
	4,167	2,191	5,550
Total assets	**6,665**	**4,860**	**7,629**
EQUITY			
Capital and reserves			
Called up share capital	1	1	1
Retained earnings	644	127	(760)
	645	128	(759)
LIABILITIES			
Non-current liabilities			
Borrowings	3,265	3,494	3,738
	3,265	3,494	3,738
Current liabilities			
Bank overdrafts	343	95	217
Borrowings and other financial liabilities	2,211	722	2,735
Other current liabilities	201	421	1,698
	2,755	1,238	4,650
	6,020	**4,732**	**8,388**
Total equity and liabilities	**6,665**	**4,860**	**7,629**

In FY2013, GDL was engaged in the development of two projects situated in Qawra and Għargħur (which are unrelated to the Qawra and Għargħur Developments. The former project comprised 32 residential units and 34 garages, and the latter project included 84 residential units and 75 garages. Both projects were completed during FY2013. In FY2015, development on the Qawra Development, (which is co-owned by GDL and GHL) was initiated.

Total revenue generated by GDL from FY2013 to FY2015 amounted to €10.3 million, and principally related to the disposal of residential units and garages in the Qawra and Għargħur projects. By the end of 2015, practically all units of these two projects were sold.

GDL generated a profit after tax in FY2013 and FY2014 of €0.7 million and €0.6 million respectively, but incurred a loss in FY2015 of €51,000.

As at 31 December 2015, stock amounted to €2.6 million (31 December 2014: €0.8 million), primarily consisting of the land cost and construction works relating to Blocks A, B and C of the Qawra Development. Outstanding borrowings and other financial liabilities as at 31 December 2015 amounted to €6.7 million (31 December 2014: €4.3 million).

There were no significant changes in the financial or trading position and there has been no material adverse change in the prospects of each of the Issuer, GML and GGL since the date of incorporation.

There were no significant changes in the financial or trading position and there has been no material adverse change in the prospects of each of GPL and GDL since the date of the last published audited financial statements.

B.13 Not Applicable: neither the Issuer nor any of the Guarantors are aware of any recent events which are to a material extent relevant to the evaluation of their solvency.

B.14 *B.19* The Issuer is mainly dependent on the business prospects of its operating subsidiaries. At present, the Issuer, through the Guarantors and other subsidiaries, is involved in the construction and development of the New Developments, following the successful completion of the Żebbuġ Development. Each project undertaken by the Group is typically undertaken through a special purpose vehicle established for that project, and each special purpose vehicle is managed through its board of directors, which has common members with the directors of the Issuer. The Issuer is not dependent on other entities within the Group or outside the Group with respect to the management of the Projects.

Each of GML, GGL and GDL is dependent on the Issuer as to the amount of Bond Issue net proceeds that will be on-lent by the Issuer to each of the afore-mentioned companies in terms of the Securities Note. Each of the Guarantors is not dependent on other entities within the Group.

B.15 *B.19* The principal objects of the Issuer is that of a holding company and to promote, including through subsidiaries, the acquisition and development of real estate properties. Each of GML, GGL and GDL are project companies each entrusted with the construction and development of one of the New Developments, whilst GPL is the owner of the Żebbuġ Development.

B.16 *B.19* The Group is owned by three individual shareholders, with Paul Attard and Adrian Muscat each having a 25% equity interest in the Group and George Muscat having the remaining 50% equity interest through Gap Group Investments II Limited (C 75856).

B.17 Not Applicable: Neither the Issuer nor any of the Guarantors has sought the credit rating of an independent rating agency, and there has been no assessment by any independent rating agency of the Secured Bonds issued by the Issuer.

B.18 For the purposes of the Guarantee, each of the Guarantors irrevocably and unconditionally guarantees to the Security Trustee, for the benefit of itself and the Bondholders, that if for any reason the Issuer fails to pay any sum payable by it to such Bondholder pursuant to the terms and conditions of the Secured Bonds as and when the same shall become due under any of the foregoing, it will pay to the Security Trustee on demand the indebtedness to the Security Trustee.

The obligations of each Guarantor under the Guarantee shall remain in full force and effect until no sum remains payable to any Bondholder pursuant to the issue of the Secured Bonds.

SECTION C SECURITIES

C.1 The Issuer shall issue an aggregate of €40,000,000 in Secured Bonds having a face value of €100 per bond, subject to a minimum holding of €2,000 in Secured Bonds. The Secured Bonds will 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 Secured Bonds will have the following ISIN: MT0001231209. The Secured Bonds shall bear interest at the rate of 4.25% per annum.

C.2 The Secured Bonds are denominated in Euro (€).

C.5 The Secured Bonds are freely transferable and, once admitted to the Official List, shall be transferable only in whole in accordance with the rules and regulations of the MSE applicable from time to time.

C.8 A Bondholder shall have such rights as are, pursuant to the Securities Note, attached to the Secured Bonds, including:

(i) the repayment of capital;
(ii) the payment of interest;
(iii) the benefit of the Security Interest through the Security Trustee, as explained in element E.3(3) below;
(iv) attend, participate in and vote at meetings of Bondholders in accordance with the terms and conditions of the Secured Bond; and
(v) enjoy all such other rights attached to the Secured Bonds emanating from the Prospectus.

Following the issue of the Bonds and application of the proceeds, the Security Trustee for the benefit of Bondholders will have the benefit of a first-ranking special hypothec over the Hypothecated Property for the full amount of €40,000,000 (forty million euro) and interests thereon in addition to a first-ranking general hypothec over all the assets, present and future of the Issuer and each of GML, GPL and GDL for the full amount of €40,000,000 (forty million euro). In addition to the above, the Security Trustee shall also obtain the special privilege competent to it pursuant to article 2010 (c) of Chapter 16 of the Laws of Malta, for the amount of €9,895,000 being the acquisition cost of the site over which the Mellieħa Development will be constructed. The Security Trustee shall furthermore retain the amount of *circa* €10 million out of the net Bond Issue proceeds to be released to GGCL as progress on works on the Developments takes place to ensure that, as far as practicably possible, the value of the Bonds outstanding at any time is covered by the aggregate value of cash held by the Security Trustee and the value of Hypothecated Property, as valued by a competent expert.

Also, the Secured Bonds shall be guaranteed, in respect of both the interest and the principal amount due, by the Guarantors in terms of the Guarantee.

Furthermore, GGCL being the principal contractor engaged to construct and develop Blocks A, B and C forming part of the Qawra Development and the Mellieħa Development has undertaken to waive its right to inscribe a special privilege in its favour.

C.9 The issue and allotment of the Secured Bonds is conditional upon: (i) the Secured Bonds being admitted to the Official List of the MSE; and (ii) the Collateral being constituted in favour of the Security Trustee. Subject to the Bond Issue becoming unconditional, the Secured Bonds shall bear interest from and including 3 October 2016 at the rate of 4.25% per annum on the nominal value thereof, payable annually in arrears on each Interest Payment Date. The nominal value of the Secured Bonds will be repayable in full upon maturity on the Redemption Date unless they are previously re-purchased and cancelled. The first interest payment will be effected on 3 October 2017 (covering the period 3 October 2016 to 2 October 2017). Any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next following day that is a Business Day. The gross yield calculated on the basis of the Interest, the Bond Issue Price and the Redemption Value of the Secured Bonds at Redemption Date is four point two five per cent (4.25%). The remaining component of Element C.9 is Not Applicable, given that no representative of debt security holders has been appointed.

C.10 Not Applicable: there is no derivative component in the interest payments on the Secured Bonds.

C.11 The Listing Authority has authorised the Secured Bonds as admissible to Listing pursuant to the Listing Rules by virtue of a letter dated 16 September 2016. Application has been made to the MSE for the Secured Bonds being issued pursuant to the Prospectus to be listed and traded on the Official List. The Secured Bonds are expected to be admitted to the MSE with effect from 18 October 2016 and trading is expected to commence on 19 October 2016.

SECTION D RISKS

D.2 Key information on the key risks specific to the Issuer:

Holding of a Secured Bond involves certain risks. Prospective investors should carefully consider, with their own independent financial and other professional advisors, the following risk factors and other investment considerations as well as all the other information contained in the Prospectus before deciding to acquire Secured Bonds. Prospective Investors are warned that by investing in the Secured Bonds they may be exposing themselves to significant risks that may have the consequence of losing a substantial part of all of their investment.

This document contains statements that are, or may be deemed to be, "forward-looking statements", which relate to matters that are not historical facts and which may involve projections of future circumstances. They appear in a number of places throughout the Prospectus and include statements regarding the intentions, beliefs or current expectations of the Issuer and/or its' Directors. These forward looking statements are subject to a number of risks, uncertainties and assumptions and important factors that could cause actual risks to differ materially from the expectations of the Issuer's Directors. No assurance is given that the future results or expectations will be achieved.

Prospective investors are advised to read the Prospectus in its entirety and, in particular, the sections entitled "Risk Factors" in the Registration Document and Securities Note, for an assessment of the factors that could affect the Issuer's and Guarantors' future performance.

The value of investments can go up or down and past performance is not necessarily indicative of future performance. The nominal value of the Bonds will be repayable in full upon maturity, unless the Bonds are previously re-purchased and cancelled. An investment in the Bonds involves certain risks, including those described below.

An investment in the Issuer and the Secured Bonds may not be suitable for all recipients of the Prospectus and prospective investors are urged to consult an independent investment advisor licensed under the Investment Services Act (Cap 370 of the laws of Malta) as to the suitability or otherwise of an investment in the Secured Bonds before making an investment decision.

The risk factors set out below are a summary of the principal risks associated with an investment in the Issuer and the Secured Bonds – there may be other risks which are not mentioned in this summary.

The following is a summary of some of the principal risks relating to the Group and its Business:

i. The Issuer has a limited trading record and history of operations, and is substantially a start-up operation with all the attendant risks that start-ups normally entail. These risks include, but are not limited to, the lack of financial stability and risks of delays in completion of the New Developments.

ii. The real estate market in Malta is very competitive in nature. An increase in supply and/or a reduction in demand in the property segments in which the Group operates and targets to sell the remaining units in stock and the properties being developed, may cause sales of units forming part of the Projects to sell at prices which are lower than is being anticipated by the Group or that sales of such units are in fact slower than is being anticipated.

iii. The Group relies upon third-party service providers such as architects, building contractors and suppliers for

the construction and completion of each of the New Developments. This gives rise to counter-party risks in those instances where such third parties do not perform in line with the Group's expectations and in accordance with their contractual obligations.

- **iv.** **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 and value of the Group's Projects.**

- **v.** **The Group may become liable for the costs of removal, investigation, or remediation of any hazardous or toxic substances that may be located on, or in or which may have migrated from, a property owned or occupied by it, which costs may be substantial.**

- **vi.** **The valuations referred to in the Prospectus are prepared by an independent qualified architect who has made certain assumptions which ultimately may cause the actual values to be materially different from any future values.**

- **vii.** **The funding of each New Development is partly dependent on the proceeds from the gradual sale of the units in each New Development. In the event that the projected sale of the units is not attained or is delayed, the Group may well not have sufficient funds to complete all the New Developments, to complete the New Developments within the time-frames envisaged in this document, or to pay the contractors for works performed.**

- **viii.** **Each of the New Developments being undertaken by the Group is susceptible to certain risks inherent in real estate development, most notably the risk of completing each New Development within its scheduled completion date and within the budgeted cost for that New Development.**

D.3 Key information on the key risks specific to the Secured Bonds:

An investment in the Secured Bonds involves certain risks, including those set out below in this section. In deciding whether to make an investment in the Secured Bonds, prospective investors are advised to carefully consider, with their own independent financial and other (including tax, accounting, credit, legal and regulatory) professional advisors, the following risk factors (not listed in order of priority) and other investment considerations, together with all the other information contained in the Prospectus.

- **i.** **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 sell or otherwise trade in the Secured Bonds at or above the Bond Issue Price or at all. A public trading market depends on a number of factors over which the Issuer has no control.**

- **ii.** **Investment in the Secured Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Secured Bonds.**

- **iii.** **A Bondholder will bear the risk of any fluctuations in exchange rates between the currency of denomination of the Secured Bonds (€) and the Bondholder's currency of reference, if different.**

- **iv.** **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 Secured Bonds prevailing from time to time.**

- **v.** **The Secured 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 Secured Bonds by the Guarantors. The Secured Bonds shall at all times rank *pari passu* without any priority or preference among themselves but, in respect of the Issuer, GML, GPL and GDL, they shall rank with priority or preference over all unsecured indebtedness of the Issuer, GML, GPL and GDL, if any. In view of the fact that the Secured Bonds are being guaranteed by the Guarantors on a joint and several basis, the Security Trustee, for the benefit of itself and the Bondholders, shall be entitled to request the Guarantors to pay both the interest due and the principal amount under said Secured Bonds if the Issuer fails to meet any amount, when due in terms of the Prospectus.**

  The joint and several Guarantee also entitles the Security Trustee to take action against the Guarantors without having to first take action against the Issuer. The strength of this undertaking on the part of the Guarantors and therefore, the level of recoverability by the Security Trustee from the Guarantors of any amounts due under any of the Secured Bonds, is dependent upon and directly linked to the financial position and solvency of the Guarantors. The Guarantee is further supported by the Collateral over the Hypothecated Property. Whilst this grants the Security Trustee a right of preference and priority for repayment over the Hypothecated Property, there can be no guarantee that the value of the Hypothecated Property over the term of the Secured Bond will be sufficient to cover the full amount of interest and principal outstanding under the Bonds. This may be caused by a number of factors not least of which general economic factors that could have an adverse impact on the value of the Hypothecated Property. If such circumstances were to arise or subsist at the time that the Security Interests are to be enforced by the Trustee, it could have a material adverse effect on the recoverability of all the amounts that may be outstanding under the Secured Bonds.

Notwithstanding that the Bonds constitute the general, direct, unconditional and secured obligations of the Issuer, GML, GPL and GDL, there can be no guarantee that privileges accorded by law in specific situations will not arise during the course of the business of each of the Issuer, GML, GPL and GDL which may rank with priority or preference to the Security Interests.

vi. The issue and allotment of the Secured Bonds is conditional upon the Secured Bonds being admitted to the Official List and on the Security Interest being constituted in favour of the Security Trustee. In the event that either of the aforesaid conditions is not satisfied, the Security Trustee shall return the Bond Issue proceeds to Bondholders.

vii. In the event that the Issuer wishes to amend any of the Terms and Conditions of the Bond Issue it shall call a meeting of Bondholders in accordance with the provisions of section 5.12 of the Securities Note. These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority.

viii. The Terms and Conditions of the Bond Issue are based on the requirements of the Listing Rules of the Listing Authority, the Companies Act and the Commission Regulation EC No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council in effect as at the date of the Prospectus. No assurance can be given as to the impact of any possible judicial decision or change in Maltese law or administrative practice after the date of the Prospectus.

SECTION E OFFER

E.2b The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €39,400,000, will be used by the Issuer for the following purposes, in the amounts and order of priority set out below:

i. the amount of *circa* €9,895,000 of the proceeds from the Secured Bonds will be used to finance the acquisition of the site in Mellieħa over which the Mellieħa development will be developed, and related contract expenses;

ii. the aggregate amount of €13,100,000 shall be applied in part settlement and discharge of the acquisition consideration due to Gap Group Investments (III) Limited for the acquisition of the entire share capital of GDL and all the ordinary 'A' shares of GHL (see section 4.1.2 of the Registration Document);

iii. the amount of *circa* €3,000,000 will be used by the Issuer to refinance a bank loan which was made available by Mediterranean Corporate Bank Limited to GGF for funding the Żebbuġ Development;

iv. the remaining balance of the net Bond Issue proceeds equivalent to *circa* €13,405,000 shall be applied towards the costs of construction and development of the New Developments (other than in respect of Blocks D, E, F and G that form part of the Qawra Development). The outstanding amount of *circa* €18,400,000 required to complete the New Developments shall be generated from net sales proceeds of residential and garage units, initially from the completed Żebbuġ Development and subsequently from units in the other Projects.

All proceeds from the Bond Issue shall be held by the Security Trustee pending perfection of the Collateral to secure the Secured Bonds. In the event that the Bond Issue is not fully subscribed, and provided the amount received is not less than €35,000,000, the Issuer will proceed with the listing of the amount of Secured Bonds subscribed for and shall apply the net proceeds received in the manner and order of priority set out above. Any residual amounts required by the Issuer for the purposes of the uses specified in this element E.2b which shall not have been raised though the Bond Issue, shall be financed from the Issuer's general cash flows or other funding sources. In the event that proceeds received on closure of the subscription period amounts to below €35,000,000, no allotment of the Bonds shall be made, the subscription to Bonds shall be deemed not to have been accepted by the Issuer and all money received from subscribers shall be refunded accordingly.

In terms of the Prospectus and Trust Deed, the Security Trustee shall not release any of the Bond Issue proceeds other than such amount as is required to settle the payment specified in para (i) above, until such time as the Collateral is duly constituted in favour of the Security Trustee.

The issue and allotment of the Secured Bonds is conditional upon: (i) the Secured Bonds being admitted to the Official List; and (ii) the Collateral being constituted in favour of the Security Trustee. In the event that either of the aforesaid conditions is not satisfied, the Security Trustee shall return Bond Issue proceeds to the Bondholders.

The Security Trustee shall retain the amount of approximately €10 million out of the net Bond Issue proceeds, which shall be released to GGCL in monthly payments against improvements and benefits made to the Developments. The Trustee is also authorised, pursuant to the Trust Deed to release such amounts out of this retained balance to GGCL against an architect's certificate confirming that works and/or improvements equivalent to the amount released or to be released have been completed on one or more of the Developments.

E.3 The Issuer has reserved an aggregate amount of Secured Bonds amounting to €15 million for subscription by Preferred Applicants. In the event that this amount reserved for Preferred Applicants is not fully taken up, the unutilised portion of this reserved amount shall be subscribed for by Charts Investment Management Service Limited in terms of the conditional placement agreement described hereunder.

On 12 September 2016, the Issuer entered into a conditional placement agreement with each of the Authorised Financial Intermediaries for the subscription of €10 million and €15 million of the Secured Bonds by Charts Investment Management Service Limited and Mediterranean Bank plc respectively on 3 October 2016.

Furthermore, Charts Investment Management Service Limited bound itself to subscribe to any Secured Bonds reserved for Preferred Applicants which are not taken up by the closing of the Preferred Applicants' Offer Period.

The following is a synopsis of the general terms and conditions applicable to the Secured Bonds. A Bondholder is deemed to have invested only after having received, read and understood the contents of the Prospectus, including the full terms and conditions contained in the annexes thereto:

1. *Form, Denomination and Title*
   The Secured Bonds will 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. The Secured Bonds will be issued without interest coupons, in denominations of any integral multiple of €100 provided that on subscription the Secured Bonds will be issued for a minimum of €2,000 per individual Bondholder. Authorised Financial Intermediaries subscribing to the Secured Bonds through nominee accounts for and on behalf of clients shall apply the minimum subscription amount of €2,000 to each underlying client. Any person in whose name a Secured Bond is registered may (to the fullest extent permitted by applicable law) be deemed and treated at all times, by all persons and for all purposes (including the making of any payments) as the absolute owner of such Secured Bond. Title to the Secured Bonds may be transferred as provided in the Securities Note.

2. *Interest*
   Details of interest payable on the Secured Bonds is provided in Element C.9 of this Summary Note.

3. *Status of the Secured Bonds and Security*
   The Bonds shall constitute the secured, general, direct, and unconditional secured obligations of the Issuer, GML, GPL and GDL, and will rank with first priority and preference over all other present and future obligations of the Issuer, GML, GPL and GDL. The payment of the principal under the Bonds and interest thereon shall be secured by a first-ranking general hypothec over all the assets of the Issuer, GML, GPL and GDL, present and future, as well as a first-ranking special hypothec over the Hypothecated Property which each of GML, GPL and GDL has agreed to constitute in favour of the Security Trustee for the benefit of Bondholders. Also, the Secured Bonds shall be guaranteed, in respect of both the interest and the principal amount due, by the Guarantors in terms of the Guarantee.

4. *Payments*
   Payment of the principal amount of a Secured Bond will be made in Euro by the Issuer to the person in whose name such Secured Bonds are registered, with interest accrued up to the Redemption Date, by means of direct credit transfer into such bank account as the Bondholder may designate from time to time. Such payment shall be effected within seven (7) days of the Redemption Date. Payment of interest on a Secured Bond will be made to the person in whose name such Secured Bond is registered at the close of business fifteen (15) days prior to the Interest Payment Date, by means of a direct credit transfer into such bank account as the Bondholder may designate, from time to time. Such payment shall be effected within seven (7) days of the Interest Payment Date.

5. *Redemption*
   Unless previously purchased and cancelled, the Secured Bonds will be redeemed at their nominal value (together with interest accrued to the date fixed for redemption) on 3 October 2026.

6. *Events of Default*
   Pursuant to the Trust Deed, the Security Trustee may in its absolute and uncontrolled discretion, and shall upon the request in writing of not less than 75% in value of the Bondholders, declare the Secured Bonds to have become immediately due and repayable at their principal amount together with accrued interest, upon the happening of any of the following events: (i) the Issuer shall fail to pay any interest and/or principal on any Secured Bond when due; or (ii) the Issuer shall be in breach of any material obligation contained in the Prospectus; or (iii) a judicial process is levied against any part of the Issuer's property and is not discharged within one month; or (iv) the Issuer stops to pay its debts or ceases or threatens to cease to carry on its business; or (v) the Issuer or a Guarantor is unable to pay its debts within the meaning of section 214(5); or (vi) a judicial or provisional administrator is appointed upon the whole or any part of the property of the Issuer or a Guarantor; or (vii) an order is made or an effective resolution is passed for winding up of the Issuer or a Guarantor; or (viii) the Issuer or a Guarantor substantially changes the object or nature of business as currently carried on; or (ix) the Issuer or a Guarantor commits a material breach of any of the covenants or provisions contained in the trust deed; or (x) the security constituted by any charge upon the whole or any part of the undertaking or assets of the Issuer or a Guarantor shall become enforceable; or (xi) any representation or warranty made or deemed to be made is or proves to have been incorrect in the sole opinion of the Security Trustee; or (xii) any default occurs relating to any financial indebtedness of the Issuer or a Guarantor in excess of €1 million; or (xiii) any consent required by the Issuer or a Guarantor in connection with the Projects is substantially modified in the sole opinion of the Security Trustee; or (xiv) it becomes unlawful at any time for

the Issuer or any Guarantor to continue with the development of the Projects; or (xv) the Issuer or a Guarantor repudiates the Bonds and/or the Trust Deed; or (xvi) all or a material part of the ownership interests in the Issuer or a Guarantor are seized, nationalised, expropriated or compulsorily acquired by or under the authority of any government.

7. *Transferability of the Secured Bonds*
The Secured Bonds are freely transferable and, once admitted to the Official List shall be transferable only in whole in accordance with the rules and regulations of the MSE applicable from time to time. All transfers and transmissions are subject in all cases to any pledge (duly constituted) of the Secured Bonds and to any applicable laws and regulations. The cost and expenses of effecting any registration of transfer or transmission, except for the expenses of delivery by any means other than regular mail (if any) and except, if the Issuer shall so require, the payment of a sum sufficient to cover any tax, duty or other governmental charge or insurance charges that may be imposed in relation thereto, will be borne by the Issuer. The Issuer will not register the transfer or transmission of Secured Bonds for a period of fifteen (15) days preceding the due date for any payment of interest on the Secured Bonds.

8. *Register of Bondholders*
Certificates will not be delivered to Bondholders in respect of the Secured Bonds in virtue of the fact that the entitlement to Secured Bonds will be represented in an uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer by the CSD. There will be entered in such electronic register the names, addresses, identity card numbers, registration numbers and MSE account numbers of the Bondholders and particulars of the Secured Bonds held by them respectively, and the Bondholders shall have, at all reasonable times during business hours, access to the register of Bondholders held at the CSD for the purpose of inspecting information held on their respective account.

9. *Further Issues*
The Issuer may, from time to time, without the consent of the Bondholders, create and issue further debentures, debenture stock, bonds, loan notes, or any other debt securities either having the same terms and conditions as any outstanding debt securities of any series (including the Secured Bonds) and so that such further issue shall be consolidated and form a single series with the outstanding debt securities of the relevant series (including the Secured Bonds) or upon such terms as the Issuer may determine at the time of their issue, provided that no issue may be made that would rank senior to the Secured Bonds in respect of the Security Interest.

10. *Meetings of Bondholders*
The Terms and Conditions of the Secured Bonds may be amended or waived with the approval of the Bondholders at a meeting called for that purpose by the Issuer through the Security Trustee.

11. *Governing Law and Jurisdiction*
The Secured Bonds shall be governed by and shall be construed in accordance with Maltese law. Any legal action, suit, action or proceeding against the Issuer and/or the Guarantors arising out of or in connection with the Secured Bonds shall be brought exclusively before the Maltese Courts and the Bondholder shall be deemed to acknowledge that it is submitting to the exclusive jurisdiction of the Maltese Courts as aforesaid.

E.4 Save for the subscription for Secured Bonds by Authorised Financial Intermediaries, and any fees payable in connection with the Bond Issue to Charts Investment Management Service Limited as Sponsor and Manager, so far as the Issuer is aware no person involved in the Bond Issue has an interest material to the Bond Issue.

E.7 Professional fees, and costs related to publicity, advertising, printing, listing, registration, sponsor, management, registrar fees, selling commission, and other miscellaneous expenses in connection with this Bond Issue are estimated not to exceed €600,000.

TIME-TABLE

1.	Application Forms mailed to Preferred Applicants	20 September 2016
2.	Closing of Preferred Applicants' Offer Period	30 September 2016
3.	Private Placement date	3 October 2016
4.	Commencement of interest on the Secured Bonds	3 October 2016
5.	Expected date of constitution of Security	4 October 2016
6.	Expected date of announcement of basis of acceptance	10 October 2016
7.	Refunds of unallocated monies	17 October 2016
8.	Expected dispatch of allotment advices	17 October 2016
9.	Expected date of admission of the securities to listing	18 October 2016
10.	Expected date of commencement of trading in the securities	19 October 2016