

# Summary Note

Dated 18 December 2017

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.

## Listing of 30,000,000 Shares each having a nominal value of €1.00 by



(a public limited liability company registered under the laws of Malta with registration number C 27157)

ISIN:- MT0001670109

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### SPONSOR & MANAGER



### LEGAL COUNSEL



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THE LISTING AUTHORITY HAS AUTHORISED THE ADMISSIBILITY OF THESE SECURITIES AS A LISTED FINANCIAL INSTRUMENT. THIS SIGNIFIES COMPLIANCE OF THE INSTRUMENT ISSUED 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 HOWSOEVER 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 ACQUIRE ANY SHARES. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN ACQUIRING THE SHARES OF THE COMPANY AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISER.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OF SHARES TO THE PUBLIC, BUT DESCRIBES THE SHARES WHOSE ADMISSION TO LISTING HAS BEEN APPROVED BY THE LISTING AUTHORITY.

APPROVED BY THE DIRECTORS OF TRIDENT ESTATES PLC

A handwritten signature in black ink that reads "Louis A Farrugia".

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Louis A Farrugia

A handwritten signature in black ink that reads "Vincent Curmi".

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Vincent Curmi

*Signing as Chairman and Director in their own capacity, as Directors of the Company and on behalf of each of Prof Avv Alberto Stagno d'Alcontres, Michael Farrugia, Alberto Miceli Farrugia, Marquis Marcus John Scicluna Marshall, Dr Max Ganado and Roderick Chalmers.*

## IMPORTANT INFORMATION

THIS SUMMARY NOTE CONSTITUTES PART OF A PROSPECTUS WHICH CONTAINS INFORMATION ON TRIDENT ESTATES PLC AND THE BUSINESS OF THE TRIDENT GROUP, AND INCLUDES INFORMATION GIVEN IN COMPLIANCE WITH: (A) THE LISTING RULES OF THE LISTING AUTHORITY, 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; 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 COMPANY OR ITS DIRECTORS TO ISSUE ANY ADVERTISEMENT OR TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE ADMISSION TO TRADING OF THE SHARES OF THE COMPANY 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 COMPANY OR ITS DIRECTORS OR ADVISERS.

**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.**

THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES AND, ACCORDINGLY, THE PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SHARES ISSUED BY THE COMPANY BY ANY PERSON IN ANY JURISDICTION, PARTICULARLY IN ANY JURISDICTION: (I) IN WHICH SUCH OFFER OR INVITATION IS NOT AUTHORISED; OR (II) IN WHICH THE PERSON MAKING SUCH OFFER OR INVITATION IS NOT QUALIFIED TO DO SO; OR (III) TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION.

IT IS THE RESPONSIBILITY OF ANY PERSON IN POSSESSION OF THIS DOCUMENT AND ANY PERSON WISHING TO ACQUIRE SHARES ADMITTED TO TRADING BY THE COMPANY TO INFORM THEMSELVES OF, AND TO OBSERVE AND COMPLY WITH, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTION. PROSPECTIVE APPLICANTS FOR ANY SHARES THAT ARE ADMITTED TO TRADING ON THE MSE BY THE COMPANY SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF APPLYING FOR ANY SUCH SHARES AND ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRY OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

A COPY OF THIS DOCUMENT HAS BEEN REGISTERED WITH THE LISTING AUTHORITY IN SATISFACTION OF THE LISTING RULES, THE MSE IN SATISFACTION OF THE MSE BYE-LAWS AND HAS BEEN DULY FILED WITH THE REGISTRAR OF COMPANIES, IN ACCORDANCE WITH THE ACT. APPLICATION HAS ALSO BEEN MADE TO THE MSE FOR THE SHARES TO BE ADMITTED TO THE OFFICIAL LIST OF THE MSE. **A PROSPECTIVE SHAREHOLDER SHOULD BE AWARE OF THE POTENTIAL RISKS IN ACQUIRING SHARES IN THE COMPANY 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 COMPANY'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 SHAREHOLDER OR POTENTIAL SHAREHOLDER ON ANY INFORMATION OR OTHER DATA CONTAINED IN SUCH WEBSITES AS THE BASIS FOR A DECISION TO ACQUIRE ANY OF THE SHARES OF THE COMPANY.

**THE VALUE OF INVESTMENTS CAN RISE OR FALL AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. INVESTORS SHOULD CAREFULLY CONSIDER ALL THE INFORMATION CONTAINED IN THE PROSPECTUS AS A WHOLE AND SHOULD CONSULT THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISERS BEFORE DECIDING TO ACQUIRE ANY OF THE SHARES.**

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 SHARES 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 SHARES, OR AGREEMENT, ACCEPTANCE OR CONTRACT RESULTING HEREFROM, OR THE PROSPECTUS AS A WHOLE.

ALL THE ADVISERS TO THE COMPANY HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE COMPANY IN RELATION TO THE ADMISSIBILITY TO TRADING OF ITS SHARES ON THE MSE AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION OR RESPONSIBILITY TOWARDS ANY OTHER PERSON AND WILL ACCORDINGLY NOT BE RESPONSIBLE

TO ANY SHAREHOLDER, POTENTIAL SHAREHOLDER OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE PROSPECTUS.

THE DIRECTORS OF THE COMPANY 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 COMPANY 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.

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.

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 Note 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 Company and the Shares admitted to trading on the MSE 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 acquire the Shares described in this document. Any decision to acquire the Shares 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 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 acquire the Shares.

## Section B. Company

B.1 The legal and commercial name of the Company is Trident Estates plc (registration number C 27157).

B.2 The Company was registered in Malta in terms of the Act on 25 October 2000 (as Trident Developments Limited) as a private limited liability company and changed its status to a public limited liability company in 2017.

As at the date of this Prospectus, the Company is a wholly owned subsidiary of SFC. However, at the annual general meeting held on 27 June 2017, the shareholders of SFC approved the Spin-Off.

B.3 The following is an overview of the key factors relating to the nature of the Company's current operations and its principal activities, as well as the principal markets in which it operates.

The Company is a property investment company that owns, directly or indirectly through subsidiary companies, manages, acquires, develops and re-develops property for rental and investment purposes. All the Company's activities are carried out in Malta.

The aggregate valuation of the investment properties of the Trident Group is of €32.93 million. The Properties have been valued by independent valuers and a copy of the Property Valuation Report dated 01 November 2017 is included in Annex I of the Registration Document.

The Company's four subsidiaries (and their current or envisaged activity) comprise the following:

- i. Trident Park Limited owns the Brewery Façade and has been entrusted to carry out the development of an office complex and car park.
- ii. Neptune Properties Limited will own circa 13,215 square metres (sqm) of land in Marsa, part of which is currently occupied by Quintano Foods Limited, a member of the SFC Group, partly occupied by third parties on tolerance and partly leased to MaltaPost plc. The property is presently owned by the Company and shall be transferred to Neptune Properties Limited once ongoing legal proceedings relating to this site are resolved.
- iii. Mensija Catering Company Limited has an emphyteutical concession over a property currently housing Pizza Hut and Sardinella in St Julian's and currently operated by Food Chain Limited (a member of the SFC Group) and a third party.
- iv. Sliema Fort Company Limited holds the title of a lease relating to Sliema Fort Point Battery, otherwise known as Il-Fortizza, operated by a third party.

The Trident Group generates rental income on properties leased out to the SFC Group and to third parties. The catering establishments known as 'Fortizza' Sliema, 'Fresco's' Sliema, 'Scotman Pub' St. Julian's and 'Sardinella' St. Julian's are leased to third parties on already-established lease agreements based on a typical lessor/lessee relationship.

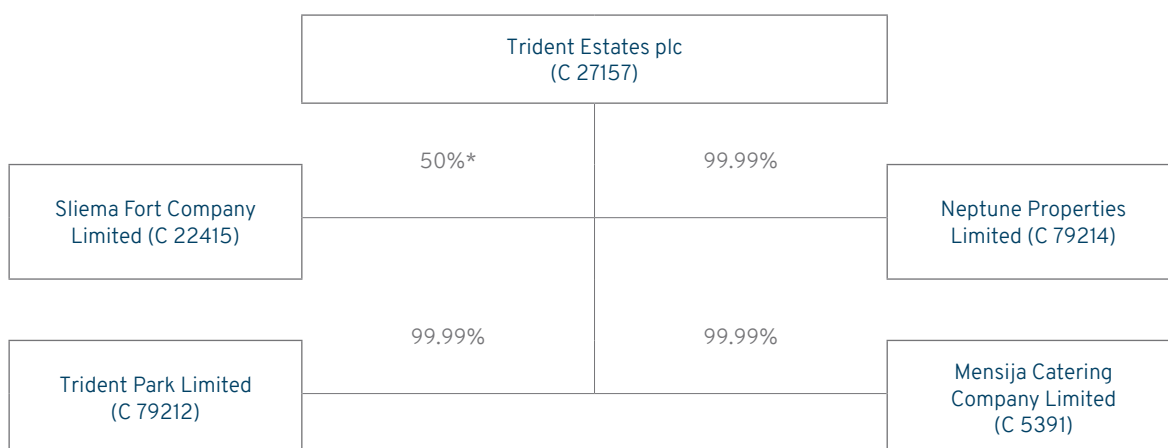
In anticipation of the Spin-Off, the lease agreements between the Trident Group and the SFC Group have been renewed and renegotiated on an arm's length basis. The agreements regulate terms typical of lease arrangements such as (i) duration of the lease; (ii) use of premises; (iii) improvements and alterations; and (iv) rent payable.

The Trident Group has two major real estate projects to implement in the near and medium term – the Trident Park Project and Trident House.

- B.4a** The Issuer's income stream is derived from long-term contractual agreements related to the properties which are currently leased to the SFC Group (in particular, Food Chain Limited) and other third parties. These rental streams are regulated through arm's length rental agreements with a stipulated consideration for a defined term. In anticipation of the Spin-Off, the lease agreements relating to the properties rented to the SFC Group have been reviewed and revised (by reference to market values) effective 01 February 2017.

Trident Group expects to undertake two key development projects in the foreseeable future, Trident Park Project and Trident House. The Issuer's future performance with respect to the new developments will depend on: (i) the issuance of the necessary permits to initiate construction as planned; (ii) the raising of required funds to finance the projects; (iii) the availability of resources necessary to complete the developments, including human resources and (iv) thereafter, the leasing of space to third parties.

- B.5** The organisational structure of the Group is illustrated in the diagram below. The Company is the holding entity of the Trident Group.



\* The remaining 50% of the issued share capital in Sliema Fort Company Limited is held by Food Chain Limited (C 753) with registered office situated at 303, Qormi Road, Marsa, Malta, but is subject to a promise of sale agreement in favour of Trident Estates plc.

- B.6** As at the date of this Prospectus, the Company is a fully-owned subsidiary of SFC, which has three major shareholders, as per below:

	No. of Shares	%
M.S.M. Investments Limited	7,948,862	26.50
Farrugia Investments Limited	7,948,862	26.50
Sciclunas Estates Limited	7,896,164	26.32

Save for the disposal referred to below, following the Spin-Off, the three major shareholders will hold the same number of shares that they hold in SFC, in the Company.

It is expected that the three major shareholders indicated above will, within 90 days of the listing, collectively be disposing of a number of their Shares in order to secure full compliance with the 25% free float requirement in terms of Listing Rule 3.26.

- B.7** The historical financial information relating to the Issuer for the three financial years ended 31 January 2015, 2016 and 2017 as audited by PricewaterhouseCoopers, together with the unaudited financial information for the six-month period ended 31 July 2017, are set out in the consolidated financial statements of the Issuer.

There have been no material adverse changes in the prospects of the Issuer since the date of its last published audited financial statements. There were no significant changes in the financial or trading position of the Issuer since the date of its last published audited financial statements.

Extracts of the above-mentioned historical financial information are set out below:

### Trident Group

#### Condensed Consolidated Income Statement

Amounts in €000s

	FY15	FY16	FY17	6 months to 31 July 2016	6 months to 31 July 2017
	Audited	Audited	Audited	Interim	Interim
<b>Revenue</b>	<b>678</b>	<b>720</b>	<b>727</b>	<b>365</b>	<b>403</b>
Ground rents payable	(88)	(82)	(82)	(42)	(38)
Operating expenses	(104)	(99)	(75)	(35)	(186)
<b>Operating profit before disposals and fair value movements</b>	<b>486</b>	<b>539</b>	<b>570</b>	<b>288</b>	<b>179</b>
Change in fair value of investment property	-	(84)	4,667	-	-
Share of results of associate	21	19	(23)	15	3
Loss on disposal of subsidiary	-	-	(61)	-	-
<b>Operating profit</b>	<b>507</b>	<b>474</b>	<b>5,153</b>	<b>303</b>	<b>182</b>
Net interest paid on amounts due to SFC Group Companies	(79)	(81)	(72)	(37)	(15)
<b>Profit before tax</b>	<b>428</b>	<b>393</b>	<b>5,081</b>	<b>266</b>	<b>167</b>
Taxation	(149)	54	(724)	(55)	(60)
<b>Profit for the year</b>	<b>279</b>	<b>447</b>	<b>4,357</b>	<b>211</b>	<b>107</b>

The Trident Group reported a net profit of €4.4 million for the financial year ended 31 January 2017 (FY16: €0.45 million). This level of net profit was largely impacted by a €4.7 million increase in the fair value of investment property held by the Group. Rental income averaged at €0.7 million per annum during the period under review, with circa 80% of this income generated from SFC Group companies, and the remaining 20% generated from third parties. Operating profit (before disposals and fair value movements) averaged at €0.5 million per annum.

### Trident Group

#### Condensed Consolidated Statement of Financial Position

Amounts in €000s

	31 Jan 2015	31 Jan 2016	31 Jan 2017	31 July 2017
	Audited	Audited	Audited	Interim
<b>Assets</b>				
Non-current assets	21,349	21,030	24,514	24,517
Current assets	1,231	871	1,152	1,313
<b>Total assets</b>	<b>22,580</b>	<b>21,901</b>	<b>25,666</b>	<b>25,830</b>
<b>Equity</b>				
Share capital	4,805	4,805	4,805	4,805
Reserves	13,929	14,376	18,733	18,840
<b>Total equity</b>	<b>18,734</b>	<b>19,181</b>	<b>23,538</b>	<b>23,645</b>
<b>Liabilities</b>				
Non-current liabilities	1,696	1,466	2,073	2,073
Current liabilities	2,150	1,254	55	112
<b>Total liabilities</b>	<b>3,846</b>	<b>2,720</b>	<b>2,128</b>	<b>2,185</b>
<b>Total equity and liabilities</b>	<b>22,580</b>	<b>21,901</b>	<b>25,666</b>	<b>25,830</b>

Trident Group's Net Asset Value amounted to €23.5 million as at 31 January 2017, increasing from €18.7 million as at 31 January 2015. The increase in Net Asset Value is mainly attributable to an increase in the fair value of investment property held by the Trident Group and a reduction in current liabilities. The Net Asset Value as at 31 July 2017 is in line with the position as at 31 January 2017.

<b>Trident Group</b>					
<b>Condensed Consolidated Statement of Cash Flows</b>					
Amounts in €000s	FY15	FY16	FY17	6 months to 31 July 2016	6 months to 31 July 2017
	Audited	Audited	Audited	Interim	Interim
Cash flows used in operating activities	(53)	(250)	(626)	0	(30)
Cash flows (used in)/ generated from investing activities	(24)	250	646	-	-
Cash flows from financing activities	-	-	-	-	-
<b>Net movement in cash and cash equivalents</b>	<b>(77)</b>	<b>-</b>	<b>20</b>	<b>-</b>	<b>(30)</b>
Cash and cash equivalents at beginning of year	77	-	-	-	20
<b>Cash and cash equivalents at end of year</b>	<b>-</b>	<b>-</b>	<b>20</b>	<b>-</b>	<b>(10)</b>

The Issuer did not undertake any material investments during the financial years ended 31 January 2015, 2016, and 2017. During FY16, the Trident Group disposed of investment property for a consideration of €250k, and in January 2017, the Group sold two of its prior subsidiaries, namely Portanier Warehouses Limited and Galleria Management Limited, to the SFC Group for a total consideration of €646k. The latter transaction was undertaken as part of the group restructuring process approved by the SFC Group in terms of the Spin-Off of Trident Group. As at 31 January 2017, the Trident Group held cash balances of €20k (FY15: €0k, and FY16: €0k).

- B.8** The Pro Forma Consolidated results and financial position for the Trident Group adjusted to reflect the corporate restructuring undertaken as part of the Spin-Off process are summarised below. The Pro Forma financials illustrate the effect on the reported results and financial position of Trident Group for FY17 in the hypothetical situation (and therefore does not represent the Company's actual financial position or results) that the restructuring would have been completed on 01 February 2016 (i.e. at the beginning of FY17).

<b>Trident Group</b>		
<b>Condensed Consolidated Pro Forma Income Statement</b>		
Amounts in €000s	FY17	FY17
	Audited	Pro Forma
<b>Revenue</b>	<b>727</b>	<b>962</b>
Ground rents payable	(82)	(203)
Operating expenses	(75)	(81)
<b>Operating profit before disposals and fair value movements</b>	<b>570</b>	<b>678</b>
Change in fair value of investment property	4,667	4,846
Share of results of associate	(23)	-
Loss on disposal of subsidiary	(61)	-
<b>Operating profit</b>	<b>5,153</b>	<b>5,524</b>
Net interest paid on amounts due to SFC Group Companies	(72)	(82)
<b>Profit before tax</b>	<b>5,081</b>	<b>5,442</b>
Taxation	(724)	(853)
<b>Profit for the year</b>	<b>4,357</b>	<b>4,589</b>

## Trident Group

## Condensed Consolidated Pro Forma Statement of Financial Position

Amounts in €000s

	31 Jan 2017 Audited	31 Jan 2017 Pro Forma
<b>Assets</b>		
Non-current assets	24,514	32,943
Current assets	1,152	6,576
<b>Total assets</b>	<b>25,666</b>	<b>39,519</b>
<b>Total Equity</b>	<b>23,538</b>	<b>37,176</b>
<b>Liabilities</b>		
Non-current liabilities	2,073	2,029
Current liabilities	55	314
<b>Total liabilities</b>	<b>2,128</b>	<b>2,343</b>
<b>Total equity and liabilities</b>	<b>25,666</b>	<b>39,519</b>

The basis for the preparation of the pro forma financials is set out in Annex III of the Registration Document, whilst the related Accountant's Report prepared by PricewaterhouseCoopers is set out in section 9 and Annex IV of the Registration Document. The principal adjustments assumed in the preparation of the pro forma financials include:

- **Adjustments related to the corporate restructuring:** these adjustments reflect the effect of those transfers of individual properties and shareholdings in subsidiaries to/ from Trident Estates that had not yet been carried out as at 31 January 2017.
- **Capitalisation of amounts due to SFC Group:** prior to the Spin-Off, the SFC Group capitalised any amounts due by the Trident Group to the SFC Group pursuant to the corporate restructuring. Based on the balances as at 31 January 2017 and the effect of transactions carried up to the date of the restructuring, the required capitalisation amounted to €6.5 million.
- **Cash contribution by SFC:** prior to the Spin-Off, the SFC Group injected a cash contribution of €6.5 million through an increase in share capital, which contribution is earmarked to part-finance the development costs in relation to the Trident Park Project.
- **Revised lease agreements for properties rented to the SFC Group:** in anticipation of the Spin-Off, the lease agreements relating to the Trident Group properties that are rented to the SFC Group have been reviewed and revised (by reference to market values) effective 01 February 2017.

The Pro Forma financials indicate that Net Asset Value of the Trident Group as at 31 January 2017 would increase to €37.2 million on a pro forma basis once the corporate restructuring and the cash injection of €6.5 million carried out prior to the Spin-Off are reflected. In terms of the financial performance, had the corporate restructuring and revised lease agreements hypothetically been in place at the beginning of FY17, net profit for FY17 would have increased marginally to €4.6 million.

- B.9** Not Applicable: no profit forecasts or estimates have been included in the Prospectus.
- B.10** Not Applicable: The audit reports on the audited historical financial statements of the Company, described in Element B.7 above, do not contain qualifications.
- B.11** Not Applicable: The Company's working capital is sufficient for the Company's present requirement.

## Section C. Securities

- C.1** All 30,000,000 shares of a nominal value of €1.00 each Share being admitted for trading on the MSE by the Company constitute the entire issued share capital of the Company as at the date of the Prospectus. On admission to trading, the Shares will have the following ISIN number MT0001670109.
- C.2** The Shares are denominated in Euro (€).
- C.3** The issued share capital of the Company is 30,000,000, each fully paid-up.



- C.4** The Shares form part of one class of ordinary shares in the Company and they carry the right to participate in any distribution of capital made, whether on a winding up or otherwise, and rank *pari passu* with all other shares of the same class. Each Share is entitled to one vote at the meetings of Shareholders.

The Shares are not redeemable and not convertible into any other form of security (except conversion into stocks).

- C.5** The Shares 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.6** Application has been made to the MSE for the Shares to be listed and traded on the Official List.

- C.7** Going forward, it is the Board's intention to pay regular dividends. The extent of any dividend distribution will depend upon, amongst other factors, the profit for the year, the Directors' view on the prevailing market outlook, any debt-servicing requirements, the cash flows of the Company, working capital requirements and availability of distributable reserves in terms of law.

The Company's business profile is such that the current revenue stream is highly quantifiable, given that it mainly arises from rent agreements with SFC Group. Nonetheless, the principal limiting factor in the payment of dividends in the immediate years ahead will be the funding commitments relating to the new projects related to the Trident Park Project and Trident House.

## Section D. Risks

### D.2 Essential information on the key risks specific to the business of the Company and the Trident Group:

- i. The majority of the Trident Group's Properties are leased to one tenant (the SFC Group) with a substantial portion of the Trident Group's annual rental income generated from the SFC Group. The operations and financial position of the Trident Group would be adversely impacted if the SFC Group fails to honour its lease agreements. As the Trident Group also leases to third parties it is subject to the risk that tenants may terminate or elect not to renew their respective lease/s. In cases of early termination, there will be a risk of loss of rental income if the tenant is not replaced in a timely manner.
- ii. The Trident Group plans to initiate construction of the Trident Park as a commercial property in the near term subjecting it to a number of specific risks normally encountered in similar developments, including: the risk of delays in obtaining the necessary planning permissions; the risk of cost overruns; and the risk of insufficiency of resources to complete the development. Upon completion of construction works, the specific risks relating to the project will include: the risk of rental transactions not being effected at the prices and within the timeframe as projected, and the inability to renew leases or re-let vacant space upon expiration of lease terms.
- iii. Prolonged negotiations with credit institutions and/or unfavourable conditions in the financial markets may adversely affect the Company's ability to raise the required financing to execute its development plans and would result in delays in the completion of either or all projects.
- iv. The Trident Group is involved in the acquisition and disposal of properties, and as such is susceptible to fluctuations in property values. The Trident Group's operating performance could be adversely affected by a downturn in the property market in terms of capital values.
- v. Property is a relatively illiquid asset and such illiquidity may affect the Trident Group's ability to vary its portfolio or dispose of or liquidate part of its portfolio in a timely manner and at satisfactory prices.
- vi. There can be no assurance that the consent required for the transfer of the utile dominium of the catering establishment known as 'Fresco's' or the 50% holding in the issued share capital in Sliema Fort Company Limited will materialise. The Trident Group's operating performance could therefore be adversely affected as a result of decreased rental income.
- vii. The Trident Group is susceptible to adverse economic developments and trends in Malta.
- viii. The Trident Group is vulnerable to general market conditions. An increase in the supply of commercial space could impact negatively the capital values and income streams of the property portfolio.
- ix. The Trident Group depends on third parties in connection with its business, giving rise to counterparty risks.

- x. Changes in laws and regulations relevant to the Trident Group's business and operations could be enacted that may have an adverse impact on the Trident Group's business, results of operations, financial condition or prospects.
- xi. The Trident Group may be exposed to environment liabilities attached to its Properties, such as costs for the removal, investigation or remediation of any hazardous or toxic substances that may be located on or in, a property owned or occupied by it, which costs may be substantial.
- xii. The Trident Group's operating and other expenses could increase without a corresponding increase in revenue.
- xiii. The Trident Group's ability to implement its business strategies is dependent upon, amongst other things, its ability to generate sufficient funds internally and to access continued financing at acceptable costs.
- xiv. The executive management team of Trident Estates plc is on secondment from the SFC Group. The Trident Group's growth is, in part, attributable to the efforts and abilities of the members of its executive management team and other key personnel. If one or more of the key personnel of the Trident Group were unable or unwilling to continue in their present positions, they may not be replaceable within the short term, which could have an adverse effect on the Trident Group's business, financial condition and results of operations. Similarly, should the SFC Group be unwilling to renew the contract under which the members of the executive management team continue to be seconded to Trident Group, this could have an adverse effect on the Trident Group's business, financial condition and results of operations.

#### D.3 Essential information on the key risks specific to the Shares:

- i. The existence of an orderly and liquid market for the Shares depends on a number of factors. Accordingly, there can be no assurance that an active secondary market for the Shares will develop, or, if it develops, that it will continue. Furthermore, there can be no assurance that an Investor will be able to sell or otherwise trade in the Shares at all.
- ii. Investment in the Shares involves the risk that subsequent changes in market interest rates may adversely affect the value of the Shares.
- iii. A Shareholder will bear the risk of any fluctuations in exchange rates between the currency of denomination of the Shares (€) and the Shareholder's currency of reference, if different.
- iv. The Shares represent equity interests in the Company that entitle the holder to rank *pari passu* with all other holders of ordinary Shares in the Company upon any distribution of assets in a winding up. The ordinary Shares of the Company are subordinated to any preference Shares issued by the Company and any bonds and other debt instruments in the Company's capital structure, and will therefore be subject to greater credit risk than preferred Shares or debt instruments of the Company.
- v. The terms and conditions of the admission to trading of the Shares are based on Maltese law 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.
- vi. No prediction can be made about the effect which any future public offerings of the Company's securities, or any takeover or merger activity involving the Company, will have on the market price of the Shares prevailing from time to time.
- vii. In the event that the Company wishes to amend any of the rights of Shareholders it shall call a meeting of Shareholders in accordance with the Company's Memorandum and Articles of Association. These provisions permit defined majorities to bind all Shareholders including Shareholders who did not attend and vote at the relevant meeting and Shareholders who voted in a manner contrary to the majority.
- viii. Application has been made to seek a listing of the Shares on the Malta Stock Exchange, which is a smaller market and less liquid than the more developed stock markets in Europe and the United States.
- ix. The limited liquidity of the market for the Shares could increase the price volatility of the Shares and may impair the ability of a holder of Shares to sell such Shares in the market in the amount and at the price and time such holder wishes to do so.

- x. The price at which the Shares will be traded, as well as the sales volume of the Shares traded, will be subject to fluctuations. These movements may not necessarily be caused by the Company's business activity or its results of operations. It is also possible that the Company's results of operations or its business outlook may fall short of expectations, in which case the price of the Shares could be negatively affected.
- xi. An investment in the Company may not be suitable for all recipients of this Prospectus and prospective Shareholders are urged to consult their advisors as to the suitability or otherwise of acquiring the Shares before such acquisition.
- xii. The Company's results can fluctuate and its ability to pay dividends is dependent on, amongst other things, it achieving sufficient profits. Future dividends will depend on, among other factors, the Company's future profits, financial position, working capital requirements, general economic conditions and other factors that the Directors deem significant from time to time.

## Section E. Offer

- E.1 There is no offer of Shares being made pursuant to this Prospectus. Nonetheless, the expenses related to the professional fees incurred in relation to the issue of the Shares and their admission to trading are expected to be in the region of three hundred thirty thousand Euro (€330,000). All these expenses will be borne by the Company.
- E.2a Not Applicable: There is no offer of Shares pursuant to this Prospectus and therefore no reason related thereto.
- E.3 Not Applicable: There is no offer of Shares pursuant to this Prospectus, and therefore are no terms and conditions applicable to any such offer.
- E.4 Not Applicable: There is no offer or issue of Shares pursuant to this Prospectus, and therefore there is no description of any interest material to any such issue/offer.
- E.5 Not Applicable: There is no offer of Shares pursuant to this Prospectus, and therefore there are no details of any person offering to sell the Shares, or any lock-up agreements otherwise applicable thereto.
- E.6 Not Applicable: There is no offer of Shares pursuant to this Prospectus, and therefore there are no dilution details to be provided.
- E.7 Not applicable: No expenses will be charged to the investors by the Company.