

# SUPPLEMENT TO PROSPECTUS DATED 23 JUNE 2017

Dated 22 December 2017



## Investar p.l.c.

a public limited liability company registered under the laws of Malta with company registration number C 65310 and having its registered office at GlobalCapital Plc, Testaferrata Street, Ta' Xbiex XBX 1403, Malta.

## Up to €15,000,000 6% Exchangeable Notes Due 2021

ISIN: MT0001011213

This supplement dated 22 December 2017 (this “**Second Supplement**”) constitutes a supplement within the meaning and for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010 (the “**Prospectus Directive**”).

This Second Supplement is supplemental to and must be read in conjunction with the Prospectus dated 23 June 2017 published by the Issuer (the “**Prospectus**”) as well as the first supplement to the Prospectus dated 15 September 2017 (the “**First Supplement**”) in connection with its offer of €15,000,000 6% Exchangeable Notes due 2021 (the “**Notes**”). Capitalised terms used but not defined herein shall have the meaning given to such terms in the Prospectus as supplemented by the First Supplement.

The Listing Authority has approved the Prospectus and authorised the admissibility to listing of the Notes on the European Wholesale Securities Market (the “**EWSM**”) on 23 June 2017. Application will be made to the European Wholesale Securities Market for the Notes to be admitted to listing and trading on the EWSM.

This Second Supplement has also been approved by the Listing Authority and will be published in electronic form on the website of the Listing Authority. This Second Supplement is also available in printed form and free of charge from the registered office of the Issuer and the Agent.

The purpose of this Supplement is to amend certain information contained in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, the provisions of this Supplement will prevail.

Save as disclosed in this Second Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

## AMENDMENTS TO THE PROSPECTUS

### 1. COVER PAGE

The paragraph on the cover page immediately following the address of the Issuer and immediately preceding the ISIN of the Notes shall be replaced with the following:

## Up to €15,000,000 6% Exchangeable Notes Due 2021

### 2. DEFINITIONS

The meanings of the following terms shall replace the meanings for those terms contained in the 'Definitions' section of the Prospectus and all references to such terms throughout the Prospectus shall be interpreted accordingly:

<b>Interest Payment Date</b>	30 April of each year and the Maturity Date (or if any such date is not a Business Day, the next following day that is a Business Day);
<b>Issue Date</b>	expected 30 April 2018 but may be earlier at the option of the Issuer (on any date during the Offer Period);
<b>Maturity Date</b>	30 April 2021;
<b>Offer Period</b>	30 June 2017 to 30 April 2018, both days included;

### 3. BUSINESS OVERVIEW

Section 4.2 of the Prospectus – '*Business Overview*' – shall be replaced in its entirety with the following:

The Issuer was established as a holding and investment company whose business is to pursue investment opportunities in the financial services and insurance sectors that demonstrate potential for increased shareholder value through turnaround strategies and management synergies and to finance such investment through the issuance of securities. The Issuer does not carry on any other business. As at the date of this Prospectus (i) the Issuer's only non-cash assets are 15,781,465 shares held in GlobalCapital, representing an approximately fifty-three percent (53%) stake in GlobalCapital and (ii) the Issuer has no existing liabilities (including contingent liabilities) that are unrelated to the issue of the Notes.

### 4. INTENDED USE OF PROCEEDS

Section 5.1 of the Prospectus – '*Intended Use of Proceeds*' – shall be replaced in its entirety with the following:

The Issuer presently holds 15,781,465 shares in GlobalCapital, amounting to an approximately fifty-three percent (53%) stake in the company.

Approximately forty percent (40%) of the Notes issued and/or the proceeds of those Notes are expected to be issued and/or used for the purpose of purchasing Existing Notes from the Existing Noteholders for cancellation by way of Existing Notes Transfer and/or by way of cash redemption of the Existing Notes.

Approximately forty percent (40%) of the Issue proceeds are expected to be used to acquire additional GlobalCapital Shares in an upcoming rights issue of GlobalCapital expected to take place in 2018 (following the Issue Date), or from any further capital increases by GlobalCapital, from existing shareholders of GlobalCapital in the market or by any other means.

In addition, the Issuer expects to invest approximately twenty percent (20%) of the proceeds from the Issue in Other Eligible Securities for liquidity and cash management purposes irrespective of whether the Issuer meets its targets, as set out above.

## **5. TERMS AND CONDITIONS OF THE ISSUE**

Sections 8.1 (*'General Description'*), 8.2 (*'Overview of the Issue'*) and 8.3 (*'Application for Notes / Issue of the Notes'*) of the Prospectus shall be replaced in their entirety with the following:

### **8.1 General Description**

The issue of this Prospectus and of the Notes was authorised by a resolution of the Board taken at a meeting of the Board on 23 June 2017. The maximum aggregate principal amount of the Notes that may be issued will not exceed EUR 15,000,000 (or its equivalent in any other currency). All Notes will have a minimum denomination of EUR 100,000 and accordingly, the offer of Notes in this Prospectus does not constitute an 'offer of securities to the public' within the meaning of the Companies Act. Application will be made for the Notes to be admitted to listing and trading on the EWSM, with the admission date of the Notes expected to be the Issue Date.

### **8.2 Overview of the Issue**

The following is a brief overview of certain terms and conditions of the issue and of the Notes. For a full description of the issue and the Notes this Section 8.2 should be read in conjunction with the rest of this Prospectus, particularly the remainder of this Section 8 (*Terms and Conditions of the Issue*) and Section 9 (*Terms and Conditions of the Notes*). Any decision to invest in the Notes should be based on a consideration of this Prospectus as a whole.

<b>Issuer:</b>	Investar p.l.c.
<b>Securities:</b>	Exchangeable Medium-Term Notes
<b>Amount:</b>	Up to €15,000,000
<b>Nominal Value:</b>	€100,000 per Note
<b>Denomination:</b>	Euro
<b>ISIN:</b>	MT0001011213
<b>Issue Price:</b>	€100,000 per Note
<b>Minimum Subscription Amount:</b>	€100,000
<b>Minimum Aggregate Subscription:</b>	None
<b>Offer Period:</b>	30 June 2017 to 30 April 2018, both days included
<b>Issue Date:</b>	30 April 2018

<b>Maturity Date:</b>	30 April 2021
<b>Interest:</b>	6% per annum
<b>Interest Payment Dates:</b>	30 April of each year and the Maturity Date
<b>First Interest Payment Date:</b>	30 April 2019
<b>Exchange of the Notes:</b>	Each Note is exchangeable on any Exchange Date during the Exchange Period into its pro rata portion of the Exchange Property up to the Exchange Maximum (€100,000 in value of GlobalCapital Shares calculated with the value of each GlobalCapital Share calculated at 80% of its market price)
<b>Exchange Property:</b>	GlobalCapital Shares (other than the Excluded Shares) acquired by the Issuer, reduced on each Exchange Date by the number of GlobalCapital Shares delivered to the Noteholders pursuant to any exchanges
<b>Exchange Period:</b>	30 Business Days prior to the second Interest Payment Date up to Exchange Notice Deadline immediately preceding the final Interest Payment Date (both days included)
<b>Exchange Notice Deadline:</b>	15 Business Days prior to the relevant Exchange Date
<b>Exchange Dates:</b>	Each Interest Payment Date after the first Interest Payment Date
<b>Redemption at Option of the Issuer:</b>	At any time prior to the Maturity Date
<b>Redemption Value:</b>	At nominal value together with accrued interest up to the relevant redemption date
<b>Listing and Trading:</b>	The Listing Authority has authorised the admissibility of the Notes to listing on the EWSM and application has been made to the EWSM for the Notes to be admitted to listing and trading on the EWSM, with the admission date expected to be the Issue Date
<b>Form:</b>	The Notes will be issued in fully registered and dematerialised form without coupons and are represented in uncertificated form by the appropriate entry in the electronic register maintained by the CSD on behalf of the Issuer
<b>Status:</b>	See Section 9.2
<b>Transferability:</b>	Freely transferable in accordance with applicable laws and the rules and regulations of the EWSM
<b>Application Forms Available from Agent:</b>	23 June 2017

**Deadline for Submission of Application Forms:** 2 Business Days prior to Issue Date

**Central Securities Depository:** Malta Stock Exchange CSD

**Selling Restrictions:** Offer is available only to persons who are 'qualified investors' (as defined in Article 2 of the Prospectus Directive) and that are not 'U.S. persons' (as defined in Regulation S of the U.S. Securities Act of 1933, as amended)

**Allocation** The Notes will first be allocated to Existing Noteholders with any balance of the Notes not subscribed for by Existing Noteholders allocated to other investors meeting the criteria for Eligible Investors

**Agent:** Calamatta Cuschieri Investment Services Ltd

**Listing Agent:** ISE Listing Services

**Governing Law of Notes:** Maltese Law

**Jurisdiction:** Maltese Courts

### **8.3 Application for Notes / Issue of the Notes**

The allotment of the Notes will be conditional upon their admission to trading on the EWSM. In the event that such condition is not met, the issue of the Notes will be revoked unilaterally by the Issuer and, within five (5) Business Days of the revocation taking effect, all application monies will be returned by the Issuer, without interest, by direct credit into the Applicant's bank account as indicated by the Applicant on the Application Form.

The Issuer has not established an aggregate minimum subscription level as a condition for the issue of the Notes and subject to the admission to trading of the Notes on the EWSM (and the aggregate maximum amount of Notes that may be issued) the Issuer shall issue Notes to each Applicant in the respective amount subscribed to by each of them.

The Issue Date is expected to be 30 April 2018 but may be earlier at the option of the Issuer (on any date during the Offer Period) and the Issuer will issue the Notes subscribed for up to the selected Issue Date.

Application Forms for the Notes shall be available from the Issuer or the Agent from 23 June 2017 to 23 April 2018, both days included. Unless an exception is made by the Issuer, all completed Application Forms must be received by the Agent by no later than two (2) Business Days prior to the Issue Date.

Existing Noteholders applying for Notes may elect to settle all or part of the amount due on the Notes applied for by way of Existing Notes Transfer by indicating on the Application Form what part of the consideration for the Notes applied for shall be settled by way of Existing Notes Transfer. Existing Noteholders subscribing for Notes by way of Existing Notes Transfer shall be paid (by the Issuer on the Issue Date) all accrued and unpaid interest due to those Existing Noteholders on the Existing Notes.

Existing Noteholders transferring all of the Existing Notes held by them may also apply for an amount of Notes in excess of the amount of Existing Notes being transferred, by completing the appropriate section of the relevant Application Form.

The Agent shall verify on behalf of the Issuer that all Applicants qualify as Eligible Investors. In addition to any information or documentation required pursuant to the Application Form, the Agent and the Issuer reserve the right to request any further documentation from an Applicant that may be required in order to verify that such investor qualifies as an Eligible Investor or generally to complete or approve an Application Form.

The Agent shall direct Approved Investors to deposit in cleared funds subscription monies in the Subscription Account. The Issuer agrees that it will, through the Agent, issue Notes to Approved Investors who have provided proof of payment in respect of all of the Notes that are the subject of the relevant Application Form by no later than 10:00 am on the Issue Date.

Subscription monies from Applicants shall be paid into the Subscription Account and shall be held in the Subscription Account under the control of the Agent for the Applicants' benefit until the Notes are constituted and registered by the CSD the Applicants' names, at which point the subscription monies will be transferred to the Operating Account for subsequent investment in Eligible Assets.

The Issuer reserves the right to withdraw any offer of Notes prior to the Issue Date for reasons beyond its control, such as extraordinary events, substantial change of the political, financial, economic, legal, monetary or market conditions at national or international level and/or adverse events regarding the financial or commercial position of the Issuer or GlobalCapital and/or other relevant events that in the reasonable discretion of the Issuer may be prejudicial to the offer. In such case, Approved Investors who have already paid or delivered subscription monies for Notes will be entitled to reimbursement (without any interest) of such amounts.

## **6. TERMS AND CONDITIONS OF THE NOTES**

Section 9.1.1 of the Prospectus – *'Terms and Conditions of the Notes'* – *'Currency and Denomination'* shall be replaced in its entirety with the following:

The Notes will be issued in Euro. The Nominal Value of each Note (denomination per unit) will be EUR 100,000. The aggregate principal amount of Notes that the Issuer may issue is EUR 15,000,000, divided into 150 Notes of EUR 100,000 each.