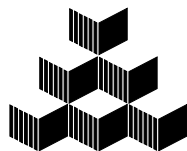


Prospectus dated April 7, 2009



Gasán Finance Company p.l.c.

(a public limited company incorporated under the laws of Malta,
company registration number C 16435)

**Issue of
6% Bonds due 2014-2016
Aggregate Principal Amount €15,000,000
(with an option to increase up to €20,000,000 in case of over-subscription)**

Issue Price: At Par (100%)

Gasán Finance Company p.l.c. (the “**Issuer**”) is issuing six per cent (6%) Bonds due 2014-2016 (the “**Bonds**”) for an aggregate principal amount of €15,000,000 provided that in the event that the Issuer receives applications for Bonds in excess of €15,000,000, the Issuer has the option to increase the issue of Bonds by a maximum of an additional €5,000,000 up to an aggregate principal amount of €20,000,000 (the “**Over-allotment Option**”). The Bonds, having a nominal value of €100 each, will be issued at par and shall bear interest at the rate of 6% per annum payable semi-annually in arrears on May 31 and November 30 of each year, the first such payment to be made on November 30, 2009. The Bonds will unless previously purchased and cancelled, be redeemed on May 31, 2016, subject to the Issuer’s option to redeem all or any of the Bonds at any date between May 31, 2014 and May 31, 2016, as the Issuer may determine on giving not less than thirty (30) days’ notice.

Investing in the Bonds involves risks. See “Risk Factors”, Section 11, Part B of this Prospectus.

The Bonds will be unsecured and unsubordinated obligations of the Issuer and will rank *pari passu* without any priority or preference with all other present and future unsecured and unsubordinated obligations of the Issuer.

Application has been made to the Listing Authority in its capacity as the competent authority under the Financial Markets Act (Chapter 345 of the laws of Malta) (the “**FMA**”) for the Bonds to be admitted to listing on a regulated market and to the board of directors of the Malta Stock Exchange (the “**Exchange**”) for the Bonds to be admitted to the Official List. Dealing is expected to commence on May 18, 2009.

This prospectus (the “**Prospectus**”) constitutes a prospectus issued in accordance with the provisions of Chapter 6 of the Listing Rules issued by the Listing Authority 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.

MANAGER & REGISTRAR



SPONSOR



IMPORTANT INFORMATION

This Prospectus contains information about the Issuer and the Bonds in accordance with the requirements of the Listing Rules of the Listing Authority, the Companies Act, 1995 (Cap. 386 of the Laws of Malta) (the “**Companies Act**”) 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.

All of the directors of the Issuer, whose names appear under the heading “The Directors and Company Secretary” (Part C Section 13.1 of this Prospectus) (the “**Directors**”), are the persons responsible for the information contained in this Prospectus. To the best of the knowledge and belief of the Directors (who have all taken reasonable care to ensure such is the case), the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

No person, including without limitation any broker, dealer or salesman, is authorised by the Issuer or its Directors to give any information or to make any representations other than those contained in this 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 or on behalf of the Issuer or its Directors. Investors should review inter alia this Prospectus and the most recent financial statements of the Issuer before deciding whether or not to subscribe for the Bonds.

The Listing Authority accepts no responsibility for the contents of this 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 this Prospectus.

All the advisers to the Issuer named in the Prospectus under the heading “Advisers to the Issuer” (Part C Section 13.2 of this Prospectus) have acted and are acting exclusively for the Issuer and have no contractual, fiduciary or other obligation towards any other person and will accordingly not be responsible to any investor or any other person whomsoever in relation to the transactions proposed in the Prospectus. Each person receiving this Prospectus acknowledges that such person has not relied on any of the said advisers in connection with its investigation of the accuracy of such information or its investment decision and each person must rely on its own examination of the Issuer and the merits and risks involved in investing in the Bonds.

No action has been or will be taken by the Issuer that would permit a public offering of the Bonds or the distribution of the Prospectus (or any part thereof) or any offering material in any country or jurisdiction other than Malta.

The Bonds have not been nor will they be registered under the U.S. Securities Act, 1933 as amended, or under any federal or state securities law and may not be offered, sold or otherwise transferred, directly or indirectly, in the United States of America, its territories or possessions, or any area subject to its jurisdiction (the “**U.S.**”) or to or for the benefit of, directly or indirectly, any U.S. person (as defined in Regulation “S” of the said U.S. Securities Act). Furthermore, the Issuer will not be registered under the U.S. Investment Company Act, 1940 as amended and investors will not be entitled to the benefits set out therein.

In relation to each member state of the European Economic Area (other than Malta) which has implemented Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading or which, pending such implementation, applies article 3.2 of the said Directive, the Bonds can only be offered to “qualified investors” (as defined in the said Directive) or in any other circumstances which do not require the publication by the Issuer of a prospectus pursuant to article 3 of said Directive.

This Prospectus does not constitute, and may not be used for the purposes of, an offer or invitation to subscribe for Bonds by any person 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 persons in possession of this Prospectus and any persons wishing to apply for the Bonds to inform themselves of, and to observe and comply with, all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for the Bonds should inform themselves as to the legal requirements of so applying for any Bonds and any applicable exchange control requirements and taxes in the countries of their nationality, residence or domicile.

A copy of this Prospectus has been submitted to the Listing Authority in satisfaction of the Listing Rules, the Exchange in satisfaction of the Exchange Bye-Laws and has been duly filed with the Registrar of Companies, in accordance with the Companies Act.

Statements made in this Prospectus are, except where otherwise stated, based on the law and practice currently in force in Malta and are subject to changes therein.

The value of investments can rise or fall and past performance is not necessarily indicative of future performance. The nominal value of the Bonds will be repayable in full upon redemption. If you need advice you should consult a licensed stockbroker or an investment adviser licensed under the Investment Services Act, (Cap. 370 of the Laws of Malta).

Definitions

Certain words and expressions used in this Prospectus shall have the meanings set out in “Definitions” on page 7 of this Prospectus.

Currencies

All amounts expressed in one currency with an equivalent amount in another currency in this document are taken, in the case of historical values, at the historical exchange rates applicable at the time of the transaction, and in all other cases at a fixed exchange rate, subject to rounding of €1:Lm0.4293. All values displayed in Maltese Lira (Lm) throughout this Prospectus have been included for information purposes only.

Forward-Looking Statements

Certain statements contained in this Prospectus, including those under the captions “Risk Factors”, “Overview”, “Use of Proceeds”, “Description of the Issuer” and “Description of the Group” constitute “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believe”, “estimate”, “anticipate”, “intend”, “may”, “will” or “should” or in each case their negative, or other variations or comparable terminology. Such forward-looking statements involve risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Group, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks, uncertainties and other factors include, among others, general economic and business conditions, industry trends, competition, changes in government regulation, currency fluctuations, changes in business strategy or development, political and economic uncertainty and other risks described in “Risk Factors”. There can be no assurance that the results and events contemplated by the forward-looking statements contained in this Prospectus will, in fact, occur.

These forward-looking statements speak only as at the date of this Prospectus. The Issuer will not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this Prospectus except as required by law or by any appropriate regulatory authority. Any statements made in this Prospectus with regard to the competitive position of the Group are based on the Group’s own internal assessments.

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DEFINITIONS

In this Prospectus the following words and expressions shall bear the following meanings except where the context otherwise requires:

Applicant	A person or persons whose name or names (in the case of joint applicants) appear in the registration details of an Application Form;
Application	The application to subscribe for Bonds made by an Applicant by completing an Application Form and delivering it to the Registrar or to any of the Authorised Intermediaries;
Application Conditions	The terms and conditions applicable to Applications set out on pages 68 to 72 (both pages included) of this Prospectus;
Application Form	The form of application for subscription of the Bonds, a specimen of which is set out in Part E Annex I of this Prospectus;
Authorised Intermediaries	The banks, financial institutions, stockbrokers and other persons referred to in Part E Annex II of this Prospectus;
Bonds	The six per cent (6%) Bonds due 2014-2016 being issued pursuant to this Prospectus having a nominal value of €100 each for an aggregate principal amount of €15,000,000 provided that in the event that the Issuer receives Applications in excess of €15,000,000, the Issuer has the option to increase the issue of Bonds by a maximum of an additional €5,000,000 up to an aggregate principal amount of €20,000,000;
Bonds 2008/11	The Lm5,000,000 (equivalent to €11,646,867) 6.40 per cent Bonds issued by the Issuer pursuant to a prospectus dated October 17, 2003;
Bondholders	The holders of the Bonds, each a “Bondholder”;
Bond Conditions	The terms and conditions applicable to the Bonds set out on pages 63 to 68 (both pages included) of this Prospectus;
Bond Issue	The issue of the Bonds;
Business Day	Any day between Monday and Friday (both days included) on which commercial banks in Malta settle payments and are open for normal banking business;
Central Securities Depository	The central registration system for dematerialised financial instruments operated by the Exchange at Garrison Chapel, Castille Place, Valletta VLT 1063 and set up in terms of the FMA;

Companies Act	The Companies Act, 1995, (Cap. 386 of the Laws of Malta);
Designated Optional Redemption Date	Any date between May 31, 2014 and May 31, 2016 (both dates inclusive), as the Issuer may determine, on giving not less than thirty (30) days' notice when the Issuer may, at its option, redeem all or any of the Bonds then outstanding;
Directors or Board	The Directors of the Issuer whose names and addresses are set out under the heading "The Directors and Company Secretary" (Part C Section 13.1 of this Prospectus);
Euro, EUR or €	The currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty establishing the European Community, as amended;
Exchange	Malta Stock Exchange p.l.c., as originally constituted in terms of the FMA, having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta and company registration number C 42525;
FMA	The Financial Markets Act, 1990, (Cap. 345, Laws of Malta);
Gasan Group or Group	The Gasan Group of Companies composed of the Issuer's ultimate parent company, Gasan Group Limited (Company registration number C 29585), and the subsidiary undertakings of Gasan Group Limited including the Issuer and the term "Group Company" shall be construed accordingly;
Interest Payment Date	November 30 and May 31 of each year, between 2009 and the year in which the Bonds are redeemed (both years included), the first such payment to be made on November 30, 2009, provided that if any such day is not a Business Day, interest accrued up to and including the interest payment date will be paid on the next following day that is a Business Day;
Issuer	Gasas Finance Company p.l.c., a company registered in Malta with registration number C 16435;
Issue Date	May 7, 2009;
Issue Price	At Par (100%);
Listing Authority	The Malta Financial Services Authority, appointed as Listing Authority for the purposes of the FMA by virtue of L.N. 1 of 2003;
Listing Rules	The Listing Rules of the Listing Authority;
Manager and Registrar	Bank of Valletta p.l.c.;

Mriehel Premises	The premises known as 'Gasam Centre', situated at the northern side of the Mriehel By-Pass, Mriehel which were built on land measuring approximately six thousand eight hundred square metres (6,800m ²) which the Issuer purchased from Gasam Properties Limited, a Group company, pursuant to a public deed dated December 23, 1998, in the records of Notary Dr. Hugh Grima;
Offer Period	The period between April 27, 2009 and April 30, 2009 (or such earlier date as may be determined by the Issuer) during which the Bonds are on offer;
Offering	The invitation to subscribe for Bonds contained in this Prospectus;
Over-allotment Option	The option of the Issuer to increase the issue of the Bonds by an additional €5,000,000 up to a maximum aggregate principal amount of €20,000,000 in the event that during the Offer Period the Issuer receives Applications in excess of the aggregate principal amount of €15,000,000;
Piazzetta Properties	Properties belonging to the Issuer consisting of offices and commercial premises situated in the block known as "Il-Piazzetta", in Tower Road, Sliema which the Issuer purchased from Gasam Enterprises Limited, a Group Company, pursuant to a public deed in the records of Notary Pierre Attard dated December 1, 2003;
Prospectus	This document in its entirety;
Redemption Date	May 31, 2016 (subject to the Issuer's option to redeem all or any of the Bonds on a Designated Optional Redemption Date);
Redemption Value	€100 for each Bond;

Unless it appears otherwise from the context:

- (a) words importing the singular shall include the plural and vice-versa;
- (b) words importing the masculine gender shall include also the feminine gender and vice-versa;
- (c) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative.

PART A: SUMMARY

Warning to Potential Investors

This summary forms part of the Prospectus containing information concerning the Issuer and the Bonds. This summary is intended to briefly convey the essential characteristics of, and risks associated with, the Issuer and the Bonds.

You should carefully take into consideration the following criteria for evaluation of this summary:

- The summary should be read as merely an introduction to the Prospectus;
- Any decision to invest in the Bonds should be based on consideration of the Prospectus as a whole;
- Civil liability attaches to the Issuer which has tabled this summary as part of the Prospectus only if the summary is shown to be misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus.

1. INFORMATION CONCERNING THE ISSUER AND THE GASAN GROUP

The information on the Group contained in this Section is meant to provide a general background on the Group Companies' activities since the Issuer provides finance to Group Companies. However, the payment obligations under the Bonds are being undertaken solely by the Issuer.

1.1 Introduction

The Issuer, whose registered office is at Gasan Centre, Mriehel By-Pass, Mriehel, BKR 3000, is a public limited company incorporated and registered under the Companies Act and operating and domiciled in Malta, having company registration number C16435 with an authorised and issued share capital of €3,261,122.20 divided into 1,400,000 ordinary shares of €2.329373 each, all of which are fully paid and subscribed as to 1,399,999 ordinary shares by Gee Five Limited and 1 ordinary share by J.A.G. Limited. The telephone number of the registered office is 27788500.

1.2 History and Development of the Issuer

The Issuer was incorporated and registered under the laws of Malta as a private limited liability company on June 30, 1994. In July 1994, pursuant to amendments made to the Memorandum and Articles of Association of the Issuer whereby the Issuer was given the power to issue debentures, bonds, notes and other securities to the public, the Issuer was converted into a public limited company.

The Issuer was the first private Maltese company that sought financing by means of a bond issue offered to the public, namely the Lm3,000,000 (equivalent to €6,988,120.20) 6.50 per cent Bonds issued pursuant to a prospectus dated September 12, 1994 and redeemed on April 30, 1999. Pursuant to a prospectus dated April 9, 1999, the Issuer issued two bonds to the public, namely Lm3,500,000 (equivalent to €8,152,806.89) 6.15 per cent Bonds due 2003/2004 which were redeemed on December 17, 2003 and Lm3,500,000 (equivalent to €8,152,806.89) 6.50 per cent Bonds due 2006/2009 which were redeemed on July 21, 2006. The Bonds 2008/11 which were issued pursuant to a prospectus dated October 17, 2003 can now (following November 30, 2008) be redeemed at any date on giving not less than 30 days' notice but not later than November 30, 2011.

1.3 Business Overview

The Issuer's principal business is to raise financial resources from capital markets to finance the operations and capital projects of the Issuer and Group Companies. It acquires bills of exchange from Gasan Enterprises Limited, the Group Company which presently effects sales within the automotive division of the Group, and owns property which it leases.

Rental income accounts for the largest portion of the Issuer's total income. On average, over the past years, rental income accounted for slightly more than half of the Issuer's annual income with the balance shared relatively equally between interest from bills of exchange and interest from loans to group undertakings.

The Issuer is dependent on other entities within the Group mainly in the following areas:

- Rent Receivable – The Issuer receives rent from Gasan Properties Limited for the Mriehel Premises;
- Bills of Exchange – The acquisition and sale of bills of exchange drawn by Gasan Enterprises Limited on customers who purchase motor vehicles and marine engines on hire purchase terms. These bills of exchange are held as assets by the Issuer;
- Interest receivable – The Issuer receives interest income on loans advanced to Group Companies;
- Staff – The Issuer avails itself of the employees of other Group Companies.

1.3.1 Rent

The Issuer lets the entire Mriehel Premises to, and receives its rental income for the said premises from, Gasan Properties Limited which in turn receives rental income by sub-letting space within the Mriehel Premises which consists of office space, showrooms, parking, warehousing space and a cafeteria. Rental agreements are in place with all of the tenants and the Mriehel Premises is currently fully occupied, including the new additional floor that was completed in December 2008. The Issuer also receives rental income from eight tenants occupying the Piazzetta Properties. Tenants include established names including an embassy and a foreign bank. Formal lease agreements are in place with all tenants.

1.3.2 Bills of Exchange

The Issuer acquires bills of exchange from Gasan Enterprises Limited, the Group Company which presently effects sales within the automotive division of the Group. The acquisition of bills of exchange by the Issuer is effected by means of an endorsement with the words “without protest”. Gasan Enterprises Limited will remain liable towards the Issuer for payment of the bills of exchange. The Issuer, as holder of the bills of exchange can demand payment from the hire purchase customers who accepted the bills of exchange as well as from Gasan Enterprises Limited which issued the bills since the Issuer has a right of recourse against the said company on the basis that it is the drawer as well as endorser of the bills of exchange. The use of words “without protest” enables the Issuer to exercise its right of recourse against Gasan Enterprises Limited without the necessity of making a formal protest for non-payment as required by law. The Issuer also has the option to re-transfer any bills of exchange back to Gasan Enterprises Limited by means of an endorsement qualified with the words “without recourse”. The use of the words “without recourse” means that the Issuer will not be liable to any subsequent holder of the bill of exchange.

The consideration payable with respect to both the acquisition as well as the re-transfer of the bills of exchange will be the face value of each bill of exchange discounted at a rate of 8% per annum calculated on the remaining period until the date of maturity of each bill of exchange.

The acquisition and re-transfer of bills of exchange is regulated by an agreement entered into between the Issuer and Gasan Enterprises Limited on April 1, 2009. There is another agreement with HSBC Bank Malta p.l.c to hold those bills of exchange in safekeeping until maturity on behalf of the Issuer.

The average hire purchase debtors of the automotive division during 2006, 2007 and 2008 stood at €7,288,471, €8,098,692 and €9,724,821 respectively. The relative charges to the profit and loss accounts for bad and doubtful debts for the said three years amounted to €28,707, €150,687 and €33,492 respectively.

1.3.3 Loan Agreements

The Issuer, as the finance company of the Group, advances funds, from time to time, as and when required, to Group Companies at agreed rates of interest and on an arms length basis and will continue to do so.

1.4 Assets

1.4.1 Bills of Exchange

Since the Issuer’s first public offering of bonds in 1994 by means of the issue of the Bonds 1998/9, one of the principal operations of the Issuer has been the acquisition and sale of bills of exchange drawn by Group Companies within the Group’s automotive division on customers who purchase motor vehicles and marine engines on hire purchase terms. Following the merger of Maruti Motors Limited into Gasan Enterprises Limited and the re-organisation of the automotive division of the Group, the sales of the automotive division are effected by Gasan Enterprises Limited. As at the date of this Prospectus, the Issuer has bills of exchange drawn by Gasan Enterprises Limited which in total have a face value of €6,338,302.

1.4.2 Mriehel Premises

The Issuer holds by title of ownership the premises known as Gasan Centre, situated at the northern side of the Mriehel By-Pass, Mriehel (the “Mriehel Premises”) consisting of two basement levels, a lower ground floor, a ground floor, an intermediate level, three floors and roof area. The Mriehel Premises were built on land measuring approximately 6,800m² with an actual building area of 5,200m² which the Issuer purchased from Gasan Properties Limited, a Group company, pursuant to a public deed dated December 23, 1998, in the records of Notary Dr. Hugh Grima. The construction of the Mriehel Premises was completed in March 2001. The financing of the construction of the Mriehel Premises was one of the purposes for the issue of the Bonds 2003/4 and the Bonds 2006/9. An additional floor was constructed in the latter half of 2008 at a cost of €1,778,345.

The value of the Mriehel Premises included in the audited accounts of the Issuer as at December 31, 2008 and in accordance with the valuation of an independent architect (see Architect’s Valuation Report Annex IV) is €24,000,000.

At the present time, the Mriehel Premises are leased in their entirety to Gasan Properties Limited, a Group Company, pursuant to a lease agreement between the Issuer and Gasan Properties Limited entered into on March 30, 1999. This lease was entered into for a period of ten (10) years which commenced on March 26, 2001 and will expire in 2011. An addendum to this lease agreement was entered into on January 1, 2009 whereby the additional floor constructed in the latter half of 2008 was included as part of the leased premises and the rent payable by Gasan Enterprises Limited to the Issuer was increased with effect from January 1, 2009. Gasan Properties Limited subsequently entered into a number of separate sub-lease agreements in terms of the provisions of this lease agreement.

The annual rental income for the Mriehel Premises is currently €1,400,000.

The present lease agreement will be replaced by a new agreement entered into on April 1, 2009 between the Issuer and Gasan Properties Limited (“the New Agreement”) which will come into force on the date of redemption of the Bonds 2008/11. The New Agreement provides for a lease of the entire Mriehel Premises to Gasan Properties Limited for a period of eight (8) years which will commence on the date of redemption of the Bonds 2008/11. The annual rent which will be payable to the Issuer will remain €1,400,000.

The New Agreement like the present lease agreement allows Gasan Properties Limited to enter into a number of separate sub-lease agreements with third parties in respect of space within the Mriehel Premises. The present agreement however contains restrictions on leases to third parties which are not Group Companies. The Issuer believes that these restrictions unduly and unnecessarily restrict or complicate the letting of space within the Mriehel Premises which prevents the Group from maximising the potential rental income of the premises. The New Agreement will not contain these restrictions.

These sub-lease agreements entered into under the present lease agreement will continue in force when the New Agreement comes into force but they shall continue to be governed by the terms and conditions of the present agreement in so far as applicable until such time that any such sub-lease expires or is terminated for any reason whatsoever.

1.4.3 Piazzetta Properties

The Issuer owns properties consisting of offices and commercial premises situated in the block known as “Il-Piazzetta”, in Tower Road, Sliema (the “Piazzetta Properties”) which the Issuer purchased from Gasan Enterprises Limited, a Group Company, pursuant to a public deed in the records of Notary Pierre Attard dated December 1, 2003. The purchase of the Piazzetta Properties was financed from the proceeds of the issue of the Bonds 2008/11. The Piazzetta Properties are leased out to third parties. The total rental income for these properties is currently €208,466 per annum. Lease agreements govern the increases during the lease period.

Gasan Finance Company p.l.c.

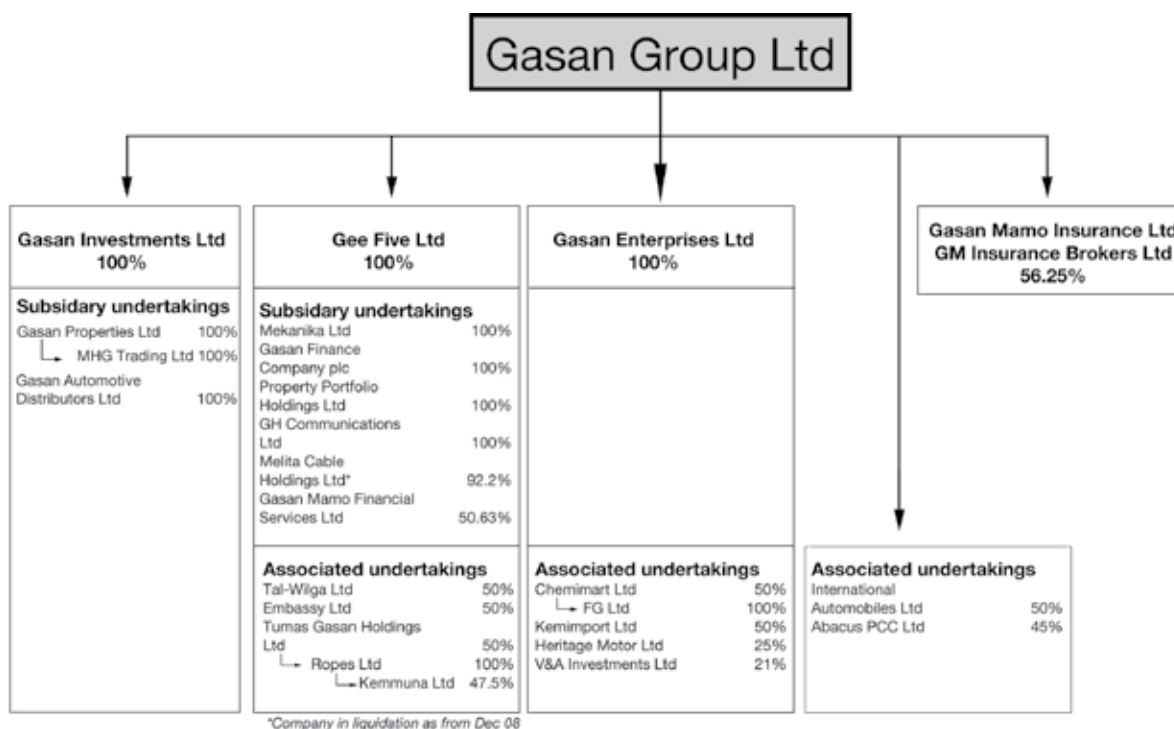
The value of the Piazzetta Properties included in the audited accounts of the Issuer as at December 31, 2008 is €5,000,000. This property was valued by an independent architect at €5,400,000 - see Architect's Valuation Report Annex IV.

1.4.4 Loan Agreements

The Issuer, as a finance company of the Group, advances funds, from time to time, as and when required, to Group companies at agreed rates of interest and on an arms length basis and will continue to do so. At the date of this Prospectus, Gasan Enterprises Limited owes the Issuer by way of loan the sum of €6,029,521.

1.5 Gasan Group Structure

The Issuer is wholly owned (except for one share) by Gee Five Limited which in turn is wholly owned by Gasan Group Limited and therefore forms part of the Gasan Group of Companies with Gasan Group Limited as the ultimate parent company. The immediate parent company of Gasan Group Limited is JAG Holdings Limited (54% holding). The parent company of JAG Holdings Limited is J.A.G. Limited (58% holding). The diagram below sets out the companies forming part of the Group, together with the effective percentage holding and also includes associated undertakings.



1.6 Organisation, Historical Development and Business Overview of the Gasan Group

The Group traces its origin to the 1920's at the forefront of what was then one of the 20th century's newest industries, the automotive business. At the same time, the late Joe Gasan also operated the Malta Mail and Passenger Service between Malta and other Mediterranean ports. In the early thirties, the Group's founder took on the business of running Malta's main public bus route and also started the importation of consumer and pharmaceutical goods. The Group expanded its portfolio of activities, establishing itself in the business of insurance, the development of residential and commercial property as well as in the engineering sector.

The companies forming the Group are split into a number of divisions, with the main companies listed below:

Automotive

Gasán Enterprises Limited
Gasán Investments Limited

Property Development

Gasán Properties Limited

Insurance and Financial Services

GasánMamo Insurance Limited
Gasán Finance Company p.l.c. (the Issuer)

Engineering

Mekanika Limited

Investments

Gee Five Limited

2. IDENTITY OF DIRECTORS, ADVISERS AND AUDITORS OF THE ISSUER

2.1 Directors and Company Secretary

Mr. Joseph A. Gasán (ID 311050 M) – Chairman
Mr. P. Danny Rosso (ID 210250 M) – Managing Director
Mr. Mark Gasán (ID 74781 M) – Executive Director
Mr. Michael Soler (ID 48350 M) – Non-Executive Director
Mr. Anthony R. Curmi (ID 348134 M) – Non-Executive Director
Mr. Roderick E. D. Chalmers (ID 708847 M) – Non-Executive Director

The Company Secretary of the Issuer is Mr. Juan de Battista.

2.2 Advisers to the Issuer

Legal Advisers

Mamo TCV Advocates
Palazzo Pietro Stiges,
90, Strait Street,
Valletta, VLT 1436
Malta.

Sponsor

Curmi & Partners Limited
Finance House,
Princess Elizabeth Street,
Ta` Xbiex, XBX1102,
Malta.

Manager and Registrar

Bank of Valletta p.l.c
BOV Centre,
Cannon Road,
St. Venera, SVR 9030,
Malta.

2.3 Statutory Auditors and Financial Advisers

PricewaterhouseCoopers
167, Merchants Street,
Valletta, VLT 1174
Malta.

PricewaterhouseCoopers is a firm of Certified Public Accountants holding a practicing certificate to act as auditors in terms of the Accountancy Profession Act, 1979 (Cap. 281, Laws of Malta).

As at the date of this Prospectus none of the advisers and experts mentioned herein have any beneficial interest in the share capital of the Issuer.

3. KEY INFORMATION

3.1 Selected Financial Information

The historical information about the Issuer is available for inspection as set out under the heading “Documents available for inspection” in Section 10 of Part A of this Prospectus.

The most recent financial statements available for inspection are the audited financial statements of the Issuer for the financial year ended 31 December 2008. The audited financial statements of the Issuer for the financial periods ended 31 December 2006 and 31 December 2007 are also available for inspection. There were no significant changes to the financial or trading position of the Issuer since the end of the financial period ended on 31 December 2008.

Extracts from the audited financial statements of the Issuer for the three financial years ended 31 December 2006 to 2008 and the forecast for the financial year ending 31 December 2009 as extracted from the Accountants’ Report included in Part E Annex III are set out below. The prospective financial information has been prepared on the basis that the Issuer will exercise the Over-allotment Option to increase the issue to €20,000,000.

Profit and Loss Extracts

for the years ended 31 December

	2009	2008	2007	2006
	Forecast			
	€ 000	€ 000	€ 000	€ 000
Income	2,998	2,035	1,981	1,890
Interest payable	(1,352)	(1,106)	(1,143)	(1,203)
Gross Profit	<u>1,646</u>	<u>929</u>	<u>838</u>	<u>687</u>
Administrative expenses	(167)	(115)	(179)	(214)
Profit on sale of investment	0	0	20	8
Changes in fair value of investment property	0	9,925	0	0
Profit before tax	<u>1,479</u>	<u>10,739</u>	<u>679</u>	<u>481</u>
Taxation	(413)	(1,635)	(176)	(79)
Profit after tax	<u>1,066</u>	<u>9,104</u>	<u>503</u>	<u>402</u>

Balance Sheet Extracts

As at 31 December	2009 Forecast € 000	2008 € 000	2007 € 000	2006 € 000
Investment property	29,000	29,000	17,196	17,449
Trade and other receivables	3,557	3,557	4,374	3,981
Total non-current assets	32,557	32,557	21,570	21,430
Trade and other debtors	17,511	11,077	8,300	6,863
Cash at bank	322	63	79	842
Total current assets	17,833	11,140	8,379	7,705
Total assets	50,390	43,697	29,949	29,135
Deferred taxation	3,298	3,138	1,670	1,722
Borrowings	27,229	18,565	18,723	19,091
Total non-current liabilities	30,527	21,703	20,393	20,813
Current taxation	367	229	204	149
Trade and other creditors	1,044	4,379	1,070	393
Total current liabilities	1,411	4,608	1,274	542
Total liabilities	31,938	26,311	21,667	21,355
Called-up share capital	3,261	3,261	3,261	3,261
Other reserves	10,911	10,911	2,453	2,482
Profit and loss account	4,280	3,214	2,568	2,037
Total equity	18,452	17,386	8,282	7,780
Total equity and liabilities	50,390	43,697	29,949	29,135

Cash Flow Extracts

For the years ending 31 December	2009 Forecast € 000	2008 € 000	2007 € 000	2006 € 000
Net cash from/(used in) operating activities	3,490	(739)	(603)	370
Net cash (used in)/from investing activities	(8,622)	(1,879)	273	262
Net cash from/(used in) financing activities	5,391	2,602	(433)	(524)
Movements in cash and cash equivalents	259	(16)	(763)	108
Cash and cash equivalents at the beginning of the year	63	79	842	734
Cash and cash equivalents at the end of the year	322	63	79	842

3.2 Capitalisation and Indebtedness

The following table sets out the capitalisation and indebtedness of the Issuer as at December 31, 2008 and the estimate as at December 31, 2009 after reflecting the redemption of the Bonds 2008/11 and the issue of the Bonds.

As at 31 December		2009	2008
	Notes	Forecast	
		€'000	€'000
Investment property		29,000	29,000
Non current assets		3,557	3,557
Net working capital		16,422	6,532
Total capital employed incl. working capital		48,979	39,089
Borrowings			
6.4% Bonds 2008/2011	1	7,687	7,687
6% Bonds 2014/2016	2	0	10,878
	3	19,542	0
Total indebtedness		27,229	18,565
Deferred taxation		3,298	3,138
Shareholders' funds		18,452	17,386
Total capital employed		48,979	39,089
Gearing			
Net indebtedness as a proportion of shareholders' funds		56%	47%

Notes:

- The Issuer's bank borrowings are covered by a Gasan Group Limited guarantee and a letter of undertaking by the Issuer that for as long as any principal or interest remain outstanding on the loan the Issuer will hold assets to the amount of at least 105% of the aggregate principal amount. The assets will be made up of:
 - hire purchase bills of exchange at cost to the Issuer; and/or
 - cash and/or deposits at a local bank licensed by the MFSA; and/or
 - bonds or other debt instruments issued by sovereign states which are rated as AA or better or bonds or other debt instruments which are rated as AAA by a recognised international rating agency and valued at the lower of cost and market value; and/or
 - land and property developments at cost to the Issuer.
- The 6.4% Bonds 2008/11 represents the balance due as per the Issuer's statutory financial statements for the year ended December 31, 2008.
- The 6% Bonds 2014/2016 are shown at the value of the proceeds less the net book amount of the issue costs.

3.3 Reasons for the Bond Issue and Use of Proceeds

The proceeds from the Bonds, which net of commissions and expenses are expected to amount to €14,550,000, or €19,500,000 in the event that the Over-allotment Option is exercised in full, will be used by the Issuer:

- to redeem the outstanding principal amount of the Bonds 2008/11 which currently amounts to €10,877,706,
- for the purpose of the general funding of the Issuer,

- iii) to refinance part of the debt of the Group Companies, and / or
- iv) directly or indirectly, in being on-lent to Group Companies.

For further information on the Bonds 2008/11 please see Section 26.2 of Part D of this Prospectus.

3.4 Risk Factors

You should carefully consider the following matters, as well as the other information contained in the Prospectus, before making any investment decision with respect to the Issuer or the Bonds. This Section contains mere highlights of the Risk Factors set out in detail in Section 11 of Part B of the Prospectus, which you are strongly advised to review, if necessary with the assistance of your own financial and other professional advisers, prior to making any investment decision with respect to the Issuer or the Bonds.

Information contained in this Prospectus contains “forward-looking statements”, which are subject to the qualifications discussed below. If any of the risks described were to materialise, they could have a serious effect on the Issuer’s financial results, trading prospects and the ability of the Issuer to fulfil its obligations under the Bonds to be issued.

3.4.1 Risks relating to the Issuer

The Issuer is subject to a number of risks which could have an adverse effect on its business and the business of the Group, the value of its assets and results of operations. These risks include, but are not limited to, those risks which are discussed below. The risk exposure of the Issuer can be broken down into two main categories: non financial risks i.e. risks related to the business of the Issuer and financial risks.

A. Non financial Risks

The Issuer is a company set up to assist in providing finance to Group Companies and consequently its own trading activities are limited to the assets which have been acquired from the proceeds of its various bond issues which are subject to the negative pledge clauses in favour of the holders of the various bonds. The assets consist of (i) bills of exchange drawn by Gasan Enterprises Limited on customers who purchase motor vehicles and marine engines on hire purchase terms; (ii) the Mriehel Premises; (iii) the Piazzetta Properties and (iv) loans to Group Companies. The risk factors are those which relate to these assets and other matters as listed below.

Risks relating to bills of exchange

The volatility in the automotive market and the possible increased use of bank financing to purchase motor vehicles may reduce the potential of the automotive division to issue bills of exchange and consequently this may impact on the level of bills of exchange which may be acquired and held by the Issuer such that a greater degree of property and other assets will be held in comparison to the present situation.

Risks relating to the Mriehel Premises

The Mriehel Premises are leased in their entirety to Gasan Properties Limited, a Group Company, which then sub-lets to others (at the present time to other Group Companies and Melita plc). The income from the Mriehel Premises depends on the payment of rent by Gasan Properties Limited. Gasan Properties Limited is obliged to pay the rent whether or not it sub-lets the Premises but its financial position may be negatively impacted if the sub-leases do not continue to be renewed or if the demand in the letting market for such properties decreases. Furthermore, the value of the Mriehel Property depends to some extent on whether there are buyers of that particular type of property at any moment in time.

Risks relating to the Piazzetta Properties

The Piazzetta Properties are leased to third parties which are not connected to the Group. The income from the Piazzetta Properties depends to a large extent on the continued renewal of these leases or if the current leases are not renewed or terminated on the demand in the letting

market for such properties. Their value also depends on whether there are potential lessees / buyers for those properties at any moment in time.

Risks relating to loans to Group Companies

With respect to the loans to Group Companies, the risk is the capability of the Group Company borrowers to pay the interest and repay the loan. In this regard the risks are indirectly those which affect the Group's operations (see below).

Risks relating to reliance on Group Companies

The Issuer is mainly dependent on other Group Companies for rent receivable, bills of exchange and interest receivable.

- ***Rent Receivable***
The Issuer receives rent from Gasan Properties Limited for the Mriehel Premises. In turn Gasan Properties Limited sub-lets to various other Group Companies.
- ***Bills of Exchange***
The Issuer acquires bills of exchange from Gasan Enterprises Limited, a Group Company, which at the present time effects sales within the automotive division of the Group. The acquisition and sale of bills of exchange are drawn by Gasan Enterprises Limited on customers who purchase motor vehicles and marine engines on hire purchase terms. These bills of exchange are held as assets by the Issuer.
- ***Interest Receivable***
The Issuer lends money to and receives interest income from Group Companies.

In this respect the operating results of Group Companies have a direct effect on the Issuer's financial position and as such the risks of Group Companies are indirectly those of the Issuer (see below).

Other Risks associated with the business of the Group

The Group operates in areas that are subject to significant competition. In particular the automotive industry is characterised by long standing players who compete with Gasan's automotive brands in all vehicle segments; competition from overseas through the importation of second hand cars is also emerging. Similarly the insurance and engineering divisions compete with local providers of similar products and services.

Furthermore the businesses of the Group are largely geared to the consumer market which is vulnerable to macro economic trends and levels of interest rates both in Malta and overseas, over which the Group has no control. The current economic climate is extremely challenging and investors should be aware that negative economic trends may have an impact on the business of the Group. The diverse nature of the Group's activities should have the effect of diluting the impact of such negative trends on any one business segment of the Group.

The Group's executive management structure is dependent on certain key personnel. Retention of these key personnel cannot be guaranteed but the Group's structure should ensure that any adverse effect emanating from the departure of a key individual should be short term.

B. Financial Risks

The Issuer's activities potentially expose it to a variety of financial risks: market risk (including cash flow interest rate risk and fair value interest rate risk), credit risk and liquidity risk. The Issuer's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Issuer's financial performance.

Interest Rate Risk

Interest rate risk refers to the potential changes in the value of financial assets and liabilities in response to changes in the level of interest rates and their impact on cash flows. The Issuer

is exposed to the risks associated with the effects of fluctuations in the prevailing levels of the market interest rates on its financing position and cash flows.

The Issuer has fixed rate interest-bearing assets comprising bills of exchange and amounts owed by group undertakings. Accordingly, its income and operating cash flows are substantially independent of changes in market interest rates. The Issuer's interest rate risk arises from medium-term borrowings. Bank loans expose the Issuer to cash flow interest rate risk. Changes in interest rates may have an adverse effect on the financial position and operating results of the Issuer.

Counterparty Risk

This risk arises from credit exposures to counterparties including amounts receivable from Group Companies. Failure on the part of counterparties to fulfil their obligations may impact the business of the Issuer. The Issuer does not hold any collateral as security in this respect.

Liquidity and Funding Risk

The Issuer is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise principally creditors and interest-bearing borrowings. The Issuer uses both the capital markets and banks to obtain debt finance for its operations. Changes in banking risk appetite may impact the willingness of banks to provide loans to companies. However, the Issuer retains a healthy and strong relationship with its banks. Also, changes in demand for debt instruments on capital markets could have an adverse impact on the Issuer's operations.

3.4.2 Risks relating to the Bonds

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

Trading and Liquidity

Although the Issuer has had bonds freely trading on the Exchange since 1994, there is currently no trading record in respect of the Bonds which are being issued pursuant to this Prospectus as there has never been a public market for the Bonds prior to the Offering. There can be no assurance that an active secondary market for the Bonds will develop or, if it develops, that it will continue nor can there be any assurance that an investor will be able to re-sell his Bonds at or above the Issue Price or at all. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on a number of factors including the presence in the market place of willing buyers and sellers of the Issuer's Bonds at any given time, which presence is dependent upon the individual decisions of investors over which the Issuer has no control. Many other factors over which the Issuer has no control may affect the trading market for, and trading value of, the Bonds. These factors include the time remaining to the maturity of the Bonds, the outstanding amount of the Bonds, the level, direction and volatility of market interest rates, general economic conditions, the investment appetite of investors, the financial condition of the Issuer and the market for similar securities. No prediction can be made about the effect which any future public offerings of the Issuer's securities or any takeover or merger activity involving the Issuer will have on the market price of the Bonds prevailing from time to time.

Foreign Exchange Rate Risk

An investor in the Bonds will bear the risk of any fluctuations in exchange rates between the currency of denomination of the Bonds and the investor's currency of reference if different.

Early Redemption

The Bonds are subject to redemption prior to their Redemption Date, at the option of the Issuer, between May 31, 2014 and May 31, 2016 upon giving thirty (30) days advance notice to Bondholders.

Changes in Laws and Regulations

The Bonds 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 the 29th April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council in effect as at the date of this Prospectus. No assurance can be given as to the impact of any possible judicial decision or change in law or administrative practice after the date of this Prospectus.

Prior Ranking Charges

The Bonds shall constitute the unsecured and unsubordinated obligations of the Issuer and will rank *pari passu* without any priority or preference with all other present and future unsecured and unsubordinated obligations of the Issuer.

Furthermore, subject to the negative pledge clause (see Section 27.3 of Part D of this Prospectus) third party security interests may be registered which will rank in priority to the Bonds against the assets of the Issuer for so long as such security interests remain in effect.

Amendments to the Bond Conditions

The Bond Conditions contain provisions in Part D Section 27.9 for calling meetings of Bondholders in the event that the Issuer wishes to amend any of the terms and conditions applicable to the Bonds. These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who vote in a manner contrary to the majority.

Credit Rating

The Issuer has not sought, nor does it intend to seek, the credit rating of an independent rating agency and there has been no assessment by any independent rating agency of the Bonds.

4. TREND INFORMATION

There have been no material adverse changes to the prospects of the Issuer since the date of its last published financial statements.

At the date of publication of this Prospectus, the Directors consider that the Issuer will be subject to the normal risks associated with its business and the business of the Group in Malta and do not anticipate any trends, uncertainties, demands, commitments or events outside the ordinary course of business that could be deemed likely to have a material effect on the upcoming prospects of the Issuer and its business for at least the current financial year. However, investors are strongly advised to carefully read the Risk Factors in Part B of this Prospectus.

The following is an overview of the factors and trends expected in the key areas of operation of the Issuer in the foreseeable future.

4.1 Bills of Exchange

In 2007, the automotive division implemented the “7x7” scheme whereby clients were offered hire purchase terms up to 7 years at a rate of 7%. The scheme registered an immediate success and increased the value of sales on hire purchase to circa 40% in relative terms of total sales value. However management remains conscious of significant competition from commercial banks.

In 2008, the local market was adversely affected by the uncertainty created by the change in vehicle registration tax. However, trends in sales by Gasan Enterprises Limited were satisfactory and it managed to secure Ford and Mazda, among the top ten selling brands in the local automotive market. Jaguar and Volvo still retain popularity among clients in high-end market sectors. New vehicle model launches and the planned expansion of the marine division augur well for the trading prospects of the automotive division in the near future.

Such prospects, coupled with an increasing tendency of clients to opt for hire purchase arrangements, in turn are expected to sustain and develop the Issuer’s operations in bills of exchange.

4.2 Rent

The Issuer rents out the Mriehel Premises in its entirety to Gasan Properties Limited, a Group Company which then sub-lets to other Group Companies and Melita plc. There is no reason to believe that such rental arrangements will not remain operative in the foreseeable future.

All Piazzetta Properties are currently occupied by tenants. Past statistics reveal healthy occupancy trends and lease agreements have either been consistently renewed or replaced back-to-back with new tenancy agreements.

4.3 Loans

The Issuer will continue advancing finance to Group Companies when appropriate to sustain trading and investment prospects. The Group will continue developing its existing ventures while tapping on opportunities to expand further its business.

5. DIRECTORS AND EMPLOYEES

In accordance with Article 6(a) of the Memorandum and Articles of Association of the Issuer, the Board of Directors of the Issuer is to consist of a minimum of four and a maximum of six Directors. At the date of this Prospectus, the Board is composed of the six Directors named in Section 2.1.

The Board of Directors meets as necessary but at least twice a year to review and approve the Issuer's financial statements. The Board is responsible for the entire management and organisation of the Issuer. In particular it:

- identifies and executes new investment opportunities;
- approves the acquisitions of assets and source of funding;
- appoints executives and key personnel.

Meetings of the Directors usually take place in Malta but may, with the consent of all the Directors, be held elsewhere.

5.1 Remuneration of Directors

The aggregate emoluments of all Directors in any one financial year, and any increases thereto, shall be such amount as may from time to time be determined by the Issuer in General Meeting, and any notice convening the General Meeting during which an increase in the maximum limit of such aggregate emoluments shall be proposed, shall contain a reference to such fact. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Issuer or in connection with the business of the Issuer.

Total aggregate emoluments paid to the Directors by the Issuer during 2008 amounted to €2,400 and paid to Mr. Anthony R. Curmi, as determined by the Issuer in General Meeting. It is estimated that this amount will remain at the same level for 2009.

5.2 Employees

As at the date of this Prospectus, the Issuer has no employees. The Issuer uses the services of employees of other Group Companies as and when required.

5.3 Shareholders

The Issuer is wholly owned (except for one share) by Gee Five Limited (C 5958) which in turn is wholly owned by Gasan Group Limited (C 29585) and therefore forms part of the Gasan Group of Companies with Gasan Group Limited as the ultimate parent company.

5.4 Related Party Transactions

As explained above, the Issuer, as the finance company of the Group, advances funds, from time to time, as and when required, to Group Companies at agreed rates of interest and on an arms length basis and will continue to do so.

6. MEMORANDUM AND ARTICLES OF ASSOCIATION

The Memorandum and Articles of Association of the Issuer (C 16435), parts of which are described in Sections 17.1, 19.1, 23.1 and 23.2 of Part C of this Prospectus, are registered with the Registry of Companies and are available for inspection during the lifetime of this Prospectus at the registered office of the Issuer and at the Registrar of Companies of the Malta Financial Services Authority.

7. DETAILS OF THE OFFER AND ADMISSION TO TRADING

7.1 The Bond Issue

The Issuer is issuing six per cent (6%) Bonds due May 31, 2016 for an aggregate principal amount of €15,000,000 provided that in the event that the Issuer receives Applications in excess of €15,000,000, the Issuer has the option to increase the issue of Bonds by a maximum of an additional €5,000,000 up to an aggregate principal amount of €20,000,000. The Bonds, having a nominal value of €100 each, will be issued at par and shall bear interest at the rate of 6% per annum payable semi-annually in arrears on May 31 and November 30 of each year, the first such payment to be made on November 30, 2009. The Bonds will unless previously purchased and cancelled, be redeemed on May 31, 2016, subject to the Issuer's option to redeem all or any of the Bonds at any date between May 31, 2014 and May 31, 2016, as the Issuer may determine on giving not less than thirty (30) days' notice.

The Bond Issue is not underwritten. In the event that the total aggregate principal amount of the Bonds amounting to €15,000,000 is not fully subscribed, no allotment of the Bonds shall be made, the Applications shall be deemed not to have been accepted by the Issuer and all money received from Applicants shall be refunded accordingly.

7.2 Admission to Trading

Application has been made to the Listing Authority for the Bonds to be admitted to listing on a regulated market. In addition, application has been made to the Board of Directors of the Exchange for the Bonds to be admitted to the Official List. The Bonds are expected to be admitted to the Official List of the Exchange with effect from May 15, 2009 and trading is expected to commence on May 18, 2009.

7.3 Plan for Distribution

The Issuer is making an offering of Bonds to all categories of investors, subject to what is provided under the Section titled "Important Information" at the beginning of this Prospectus. The Bonds will be available for subscription during the Offer Period commencing on April 27, 2009, up to and including April 30, 2009, subject to right of the Issuer to close subscription lists before such date in the case of over-subscription.

The Issuer may enter into conditional subscription agreements prior to the commencement of the Offer Period up to an amount not exceeding 40% of the full amount of the Offering (including the maximum amount of the Over-allotment Option) with a number of Authorised Intermediaries for the subscription of the Bonds whereby it will bind itself to allocate Bonds to such Authorised Intermediaries upon closing of subscription lists. These agreements will be subject, inter alia, to the admission to trading of the Bonds on the Official List of the Exchange.

The terms and conditions applicable to any Application are set out in the Application Conditions contained in Section 28 of Part D of this Prospectus.

During the Offer Period, Applications may be made through any of the Authorised Intermediaries whose names are set out in Part E Annex II of this Prospectus.

7.4 Expenses of the Bond Issue

Professional fees, costs related to publicity, advertising, printing, listing, registration, sponsor, management, and registrar fees, a 1% selling commission, and other miscellaneous expenses in connection with this Bond Issue, are estimated not to exceed €450,000 or in the case of exercise of the Over-allotment Option €500,000 and shall be borne by the Issuer.

The overall amount of the placing commission payable to Authorised Intermediaries entering into conditional subscription agreements in terms of Section 24 of Part D will not exceed €80,000.

8. OFFER STATISTICS

Issuer	Gasam Finance Company p.l.c., a company registered in Malta with registration number C 16435 (the “Issuer”);
Issue	Six per cent (6%) Bonds due 2014-2016 (the “Bonds”);
ISIN	MT0000061243;
Amount	An aggregate principal amount of €15,000,000 provided that in the event that the Issuer receives applications for Bonds in excess of €15,000,000, the Issuer has the option to increase the issue of Bonds by a maximum of an additional €5,000,000 up to an aggregate principal amount of €20,000,000 (the “Over-allotment Option”);
Form	The Bonds will be issued in fully registered form, without interest coupons. If and for as long as the Bonds are admitted to listing on the Exchange, certificates will not be delivered to Bondholders in respect of the Bonds as each Bondholder will be registered in dematerialised form by an appropriate entry in the electronic register maintained on behalf of the Issuer at the Central Securities Depository, or as may be stipulated by the Exchange Bye-Laws from time to time;
Denomination	Euro (€);
Minimum amount per subscription	Minimum of one thousand euro (€1,000) and integral multiples of one hundred euro (€100);
Redemption Date	May 31, 2016, subject to redemption of all or part of the Bonds earlier than their Redemption Date, at the option of the Issuer, as described herein;
Issue Price	At par (€100 for each Bond);
Status of the Bonds	The Bonds shall constitute the unsecured and unsubordinated obligations of the Issuer and will rank pari passu without any priority or preference with all other present and future unsecured and unsubordinated obligations of the Issuer;

Listing	Application has been made to the Listing Authority for the admissibility of the Bonds to listing and to the Exchange for the Bonds to be listed and traded on its Official List;
Offer Period	The period between April 27, 2009 and April 30, 2009 (or such earlier date as may be determined by the Issuer in the event of over-subscription) during which the Bonds are on offer;
Interest	Six per cent (6%) per annum for each of the Bonds;
Yield	The gross yield calculated on the basis of the Interest, the Issue Price and the Redemption Value of the Bonds at maturity is six per cent (6%) for each of the Bonds;
Interest Payment Date(s)	November 30 and May 31 of each year, between 2009 and the year in which the Bonds are redeemed (both years included), the first such payment to be made on November 30, 2009, provided that if any such day is not a Business Day, interest accrued up to and including the Interest Payment Date will be paid on the next following day that is a Business Day;
Redemption Value	At par (€100 for each Bond);
Designated Optional Redemption Dates	The Issuer has the option to redeem all or any part of the Bonds at their nominal value on any day falling between May 31, 2014 and May 31, 2016 (both dates inclusive) by giving not less than thirty (30) days advance notice in writing to Bondholders;
Manager and Registrar	Bank of Valletta p.l.c.;
Sponsor	Curmi & Partners Limited;
Notices	Notices will be mailed to Bondholders at their registered addresses and shall be deemed to have been served at the expiration of twenty-four (24) hours after the letter containing the notice is posted, and in proving such service it shall be sufficient to prove that a prepaid letter containing such notice was properly addressed to such Bondholder at his/her registered address and posted;
Governing Law	The Bonds are governed by and shall be construed in accordance with Maltese law;
Submission to Jurisdiction	The Maltese Courts shall have exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Bonds and accordingly any legal action or proceedings arising out of or in connection with the Bonds shall be brought exclusively before the Maltese Courts.

Your attention is drawn to Part D of this Prospectus for a more detailed explanation of the terms and conditions of the Offer.

9. EXPECTED TIMETABLE

Application Forms Available	April 15, 2009
Opening of Subscription Lists	April 27, 2009
Closing of Subscription Lists	April 30, 2009
Announcement of basis of acceptance	May 7, 2009
Commencement of interest on the Bonds	May 7, 2009
Expected dispatch of allotment advices and refund of unallocated monies	May 14, 2009

The Issuer reserves the right to close the Offering before April 30, 2009 in the event of over-subscription, in which case, the subsequent events set out in the 'Expected Timetable' shall be anticipated in the same chronological order in such a way as to retain the same number of Business Days between the said events.

10. DOCUMENTS AVAILABLE FOR INSPECTION

For the lifetime period of the Prospectus the following documents shall be available for inspection at the registered address of the Issuer:

- (a) Memorandum and Articles of Association of the Issuer;
- (b) Audited Financial Statements of the Issuer for the financial year ended December 31, 2008;
- (c) Audited Financial Statements of the Issuer for the financial year ended December 31, 2007;
- (d) Audited Financial Statements of the Issuer for the financial year ended December 31, 2006;
- (e) Public deed in the records of Notary Pierre Attard dated December 1, 2003 whereby the Issuer purchased the Piazzetta Properties;
- (f) Public deed in the records of Notary Hugh Grima dated December 23, 1998 whereby the Issuer purchased the Mriehel Premises; and
- (g) All reports, letters, and other documents, valuations and statements prepared by any expert at the Issuer's request which are included or referred to in this Prospectus.

By not later than the May 31 of each year Gasan Group Limited will upload its Consolidated Financial Statements on its website www.gasan.com for the twelve months ending on December 31 of the previous year.

PART B: RISK FACTORS

11. RISK FACTORS

An investment in the Bonds involves certain risks. Below is a list of risks typically associated with the Issuer and the Bonds that it is issuing. The sequence in which the risks below are listed is not intended to be indicative of any order of priority or of the extent of their consequences. This list of risk factors does not purport to be a comprehensive description of all risks which may be relevant to a decision to invest in the Bonds. In particular it does not consider an investor's specific knowledge and/or understanding about the risks typically associated with the Issuer and the acquisition and ownership of the Bonds.

In addition to the other information contained in this Prospectus prospective investors should carefully consider, with their own independent financial and other professional advisers, the following risk factors and other investment considerations as well as all the other information contained in this Prospectus before deciding to make an investment in the Bonds.

11.1 Risks Relating to the Issuer

The Issuer is subject to a number of risks which could have an adverse effect on its business and the business of the Group, the value of its assets and results of operations. These risks include, but are not limited to, those risks which are discussed below. The risk exposure of the Issuer can be broken down into two main categories: non financial risks i.e. risks related to the business of the Issuer and financial risks.

A. Non financial Risks

The Issuer is a company set up to assist in providing finance to Group Companies and consequently its own trading activities are limited to the assets which have been acquired from the proceeds of its various bond issues which are subject to the negative pledge clauses in favour of the holders of the various bonds. The assets consist of (i) bills of exchange drawn by Gasán Enterprises Limited on customers who purchase motor vehicles and marine engines on hire purchase terms; (ii) the Mriehel Premises; (iii) the Piazzetta Properties and (iv) loans to Group Companies. The risk factors are those which relate to these assets and other matters as listed below.

Risks relating to bills of exchange

The volatility in the automotive market and the possible increased use of bank financing to purchase motor vehicles may reduce the potential of the automotive division to issue bills of exchange and consequently this may impact on the level of bills of exchange which may be acquired and held by the Issuer such that a greater degree of property and other assets will be held in comparison to the present situation.

Risks relating to the Mriehel Premises

The Mriehel Premises are leased in their entirety to Gasán Properties Limited, a Group Company, which then sub-lets to others (at the present time to other Group Companies and Melita plc). The income from the Mriehel Premises depends on the payment of rent by Gasán Properties Limited. Gasán Properties Limited is obliged to pay the rent whether or not it sub-lets the Premises but its financial position may be negatively impacted if the sub-leases do not continue to be renewed or if the demand in the letting market for such properties decreases. Furthermore, the value of the Mriehel Property depends to some extent on whether there are buyers of that particular type of property at any moment in time.

Risks relating to the Piazzetta Properties

The Piazzetta Properties are leased to third parties which are not connected to the Group. The income from the Piazzetta Properties depends to a large extent on the continued renewal of these leases or if the current leases are not renewed or terminated on the demand in the letting market for such properties. Their value also depends on whether there are potential lessees / buyers for those properties at any moment in time.

Risks relating to loans to Group Companies

With respect to the loans to Group Companies, the risk is the capability of the Group Company borrowers to pay the interest and repay the loan. In this regard the risks are indirectly those which affect the Group's operations (see below).

Risks relating to reliance on Group Companies

The Issuer is mainly dependent on other Group Companies for rent receivable, bills of exchange and interest receivable.

- ***Rent Receivable***
The Issuer receives rent from Gasan Properties Limited for the Mriehel Premises. In turn Gasan Properties Limited sub-lets to various other Group Companies.
- ***Bills of Exchange***
The Issuer acquires bills of exchange from Gasan Enterprises Limited, a Group Company, which at the present time effects sales within the automotive division of the Group. The acquisition and sale of bills of exchange are drawn by Gasan Enterprises Limited on customers who purchase motor vehicles and marine engines on hire purchase terms. These bills of exchange are held as assets by the Issuer.
- ***Interest Receivable***
The Issuer lends money to and receives interest income from Group Companies.

In this respect the operating results of Group Companies have a direct effect on the Issuer's financial position and as such the risks of Group Companies are indirectly those of the Issuer (see below).

Other Risks associated with the business of the Group

The Group is involved in a wide variety of businesses on the local market which range from the sale of motor vehicles and marine engines, property development, provision of engineering services, investments and insurance. This diversification of the Group's businesses serves to reduce the Group's dependence on any one area whilst on the other hand exposing it to risks that are not associated to a single sector.

The Group operates in areas that are subject to significant competition. In particular the automotive industry is characterised by long standing players who compete with Gasan's automotive brands in all vehicle segments; competition from overseas through the importation of second hand cars is also emerging. Similarly the insurance and engineering divisions compete with local providers of similar products and services.

Furthermore the businesses of the Group are largely geared to the consumer market which is vulnerable to macro economic trends and levels of interest rates both in Malta and overseas, over which the Group has no control. The current economic climate is extremely challenging and investors should be aware that negative economic trends may have an impact on the business of the Group. The diverse nature of the Group's activities should have the effect of diluting the impact of such negative trends on any one business segment of the Group.

The Group's executive management structure is dependent on certain key personnel. Retention of these key personnel cannot be guaranteed but the Group's structure should ensure that any adverse effect emanating from the departure of a key individual should be short term.

B. Financial Risk

The Issuer's activities potentially expose it to a variety of financial risks: market risk (including cash flow interest rate risk and fair value interest rate risk), credit risk and liquidity risk. The Issuer's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Issuer's financial performance.

Interest Rate Risk

Interest rate risk refers to the potential changes in the value of financial assets and liabilities in response to changes in the level of interest rates and their impact on cash flows. The Issuer is exposed to the risks associated with the effects of fluctuations in the prevailing levels of the market interest rates on its financing position and cash flows.

The Issuer has fixed rate interest-bearing assets comprising bills of exchange and amounts owed by group undertaking. Accordingly, its income and operating cash flows are substantially independent of changes in market interest rates. The Issuer's interest rate risk arises from medium-term borrowings. Bank loans expose the Issuer to cash flow interest rate risk. Changes in interest rates can have an adverse effect on the financial position and operating results of the Issuer.

Counterparty Risk

This risk arises from credit exposures to counterparties and amounts receivable from Group Companies. Failure on the part of counterparties to fulfil their obligations may impact the business of the Issuer. The Issuer does not hold any collateral as security in this respect.

Liquidity and Funding Risk

The Issuer is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities, which comprise principally trade and other creditors and interest-bearing borrowings. The Issuer uses both the capital markets and banks to obtain debt finance for its operations. Changes in banking risk appetite may impact the willingness of banks to provide loans to companies. However, the Issuer retains a healthy and strong relationship with its banks. Also, changes in demand for debt instruments on capital markets could have an adverse impact on the Issuer's operations.

11.2 Risks relating to the Bonds

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

Trading and Liquidity

Although the Issuer has had bonds freely trading on the Exchange since 1994, there is currently no trading record in respect of the Bonds which are being issued pursuant to this Prospectus as there has never been a public market for the Bonds prior to the Offering. Application has been made to the Listing Authority for the admissibility of the Bonds to listing and to the Exchange for the Bonds to be listed and traded on its Official List. There can be no assurance, however, that an active secondary market for the Bonds will develop or, if it develops, that it will continue nor can there be any assurance that an investor will be able to re-sell his Bonds at or above the Issue Price or at all. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on a number of factors including the presence in the market place of willing buyers and sellers of the Issuer's Bonds at any given time, which presence is dependent upon the individual decisions of investors over which the Issuer has no control. Many other factors over which the Issuer has no control may affect the trading market for, and trading value of, the Bonds. These factors include the time remaining to the maturity of the Bonds, the outstanding amount of the Bonds, the level, direction and volatility of market interest rates generally, economic conditions, the investment appetite of investors, the financial condition of the Issuer and the market for similar securities. No prediction can be made about the effect which any future public offerings of the Issuer's securities or any takeover or merger activity involving the Issuer will have on the market price of the Bonds prevailing from time to time.

Foreign Exchange Rate Risk

An investor in the Bonds will bear the risk of any fluctuations in exchange rates between the currency of denomination of the Bonds and the investor's currency of reference if different.

Early Redemption

The Bonds are subject to redemption prior to their Redemption Date, at the option of the Issuer, between May 31, 2014 and May 31, 2016 upon giving thirty (30) days advance notice to Bondholders.

Changes in Laws and Regulations

The Bonds 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 the 29th April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council in effect as at the date of this Prospectus. No assurance can be given as to the impact of any possible judicial decision or change in law or administrative practice after the date of this Prospectus.

Prior Ranking Charges

The Bonds shall constitute unsecured and unsubordinated obligations of the Issuer and will rank pari passu without any priority or preference with all other present and future unsecured and unsubordinated obligations of the Issuer.

Furthermore, subject to the negative pledge clause (see Section 27.3 of Part D of this Prospectus) third party security interests may be registered which will rank in priority to the Bonds against the assets of the Issuer for so long as such security interests remain in effect.

Amendments to the Bond Conditions

The Bond Conditions contain provisions in Section 27.9 of Part D for calling meetings of Bondholders in the event that the Issuer wishes to amend any of the terms and conditions applicable to the Bonds. These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who vote in a manner contrary to the majority.

Credit Rating

The Issuer has not sought, nor does it intend to seek, the credit rating of an independent rating agency and there has been no assessment by any independent rating agency of the Bonds.

PART C: INFORMATION CONCERNING THE ISSUER AND THE GROUP

The information on the Group contained in this Section is meant to provide a general background on the Group Companies' activities since the Issuer provides finance to Group Companies. However, the payment obligations under the Bonds are being undertaken solely by the Issuer.

12. ORGANISATIONAL STRUCTURE, BUSINESS OPERATIONS AND HISTORICAL DEVELOPMENT OF THE ISSUER AND THE GROUP

12.1 Introduction

The Issuer, whose registered office is at Gasán Centre, Mriehel By-Pass, Mriehel, BKR 3000, is a public limited company incorporated and registered under the Companies Act and operating and domiciled in Malta, having company registration number C16435 with an authorised and issued share capital of €3,261,122.20 divided into 1,400,000 ordinary shares of €2.329373 each, all of which are fully paid and subscribed as to 1,399,999 ordinary shares by Gee Five Limited and 1 ordinary share by J.A.G. Limited. The telephone number of the registered office is 27788500.

12.2 History and Development of the Issuer

The Issuer was incorporated and registered under the laws of Malta as a private limited liability company on June 30, 1994. In July 1994, pursuant to amendments made to the Memorandum and Articles of Association of the Issuer whereby the Issuer was given the power to issue debentures, bonds, notes and other securities to the public, the Issuer was converted into a public limited company.

In September 1994, the Issuer's issued share capital was increased from Lm5,000 (equivalent to €11,646.87) to Lm500,000 (equivalent to €1,164,687.70) divided into 500,000 ordinary shares of Lm1 (equivalent to €2.329373) each.

Pursuant to a prospectus dated September 12, 1994, Lm3,000,000 (equivalent to €6,988,120.20) 6.50% Bonds due 1998/9 (the "Bonds 1998/9") were issued. These bonds were fully taken up and admitted to the official list of the Exchange in October 1994 and were redeemed on April 30, 1999.

In December 1998, the authorised and issued share capital were further increased by the creation and issue of 900,000 ordinary shares of Lm1 (equivalent to €2.329373) each which were allotted as fully paid up to Gee Five Limited by way of set-off against an equivalent amount due by the Issuer to Gee Five Limited.

Pursuant to a prospectus dated April 9, 1999, Lm3,500,000 (equivalent to €8,152,806.89) 6.15 per cent Bonds due 2003/2004 (the "Bonds 2003/4") and Lm3,500,000 (equivalent to €8,152,806.89) 6.50 per cent Bonds due 2006/2009 (the "Bonds 2006/9") were issued. These bonds were fully taken up and admitted to the official list of the Exchange in May 1999. The Bonds 2003/4 were redeemed on December 17, 2003 and the Bonds 2006/2009 were redeemed on July 21, 2006.

Pursuant to a prospectus dated October 17, 2003, Lm5,000,000 (equivalent to €11,646,867) 6.40 per cent Bonds due 2008/2011 (the "Bonds 2008/11") were issued. These bonds were fully taken up and admitted to the official list of the Exchange on November 11, 2003. The Bonds 2008/11 can now (following November 30, 2008) be redeemed at any date on giving not less than 30 days' notice but not later than November 30, 2011. The Issuer intends to redeem these bonds from the proceeds of this Bond Issue.

12.3 Principal Business

The Issuer's principal business is to raise financial resources from capital markets to finance the operations and capital projects of the Issuer and Group Companies.

The Issuer is dependent on other entities within the Group. The Issuer is mainly dependent on other Group Companies in the following areas:

- Rent Receivable – The Issuer receives rent from Gasan Properties Limited for the Mriehel Premises;
- Bills of Exchange – The acquisition and sale of bills of exchange drawn by Gasan Enterprises Limited on customers who purchase motor vehicles and marine engines on hire purchase terms. These bills of exchange are held as assets by the Issuer;
- Interest receivable – The Issuer receives interest income on loans advanced to Group Companies;
- Staff – The Issuer avails itself of the employees of the Group Companies.

12.4 Assets

12.4.1 Bills of Exchange

Since the Issuer's first public offering of bonds in 1994 by means of the issue of the Bonds 1998/9, one of the principal operations of the Issuer has been the acquisition and sale of bills of exchange drawn by Group Companies within the Group's automotive division on customers who purchase motor vehicles and marine engines on hire purchase terms. The net proceeds from the issue of the Bonds 1998/9 and part of the proceeds from the issue of the Bonds 2003/4 and the Bonds 2006/9 were used to acquire bills of exchange from the automotive division Group Companies. Following the merger of Maruti Motors Limited into Gasan Enterprises Limited and a re-organisation of the automotive division of the Group, the sales of the automotive division are effected by Gasan Enterprises Limited. As at the date of this Prospectus, the Issuer has bills of exchange drawn by Gasan Enterprises Limited which in total have a face value of €6,338,302.

12.4.2 Mriehel Premises

The Issuer holds by title of ownership the premises known as Gasan Centre, situated at the northern side of the Mriehel By-Pass, Mriehel (the "Mriehel Premises") consisting of two basement levels, a lower ground floor, a ground floor, an intermediate level, three floors and roof area. The Mriehel Premises were built on land measuring approximately 6,800m² with an actual building area of 5,200m², which the Issuer purchased from Gasan Properties Limited, a Group company, pursuant to a public deed dated December 23, 1998, in the records of Notary Dr. Hugh Grima. The construction of the Mriehel Premises was completed in March 2001. The financing of the construction of the Mriehel Premises was one of the purposes for the issue of the Bonds 2003/4 and the Bonds 2006/9. An additional floor was constructed in the latter half of 2008 at a cost of €1,778,345.

The value of the Mriehel Premises included in the audited accounts of the Issuer as at December 31, 2008 and in accordance with the valuation of an independent architect (see Architect's Valuation Report Annex IV) is €24,000,000.

At the present time, the Mriehel Premises are leased in their entirety to Gasan Properties Limited, a Group Company, pursuant to a lease agreement between the Issuer and Gasan Properties Limited entered into on March 30, 1999. This lease was entered into for a period of ten (10) years which commenced to run on March 26, 2001 and will expire in 2011. An addendum to this lease agreement was entered into on January 1, 2009 whereby the additional floor constructed in the latter half of 2008 was included as part of the leased premises and the rent payable by Gasan Properties Limited to the Issuer was increased with effect from January 1, 2009. Gasan Properties Limited subsequently entered into a number of separate sub-lease agreements in terms of the provisions of this lease agreement.

The annual rental income for the Mriehel Premises is currently €1,400,000.

The present lease agreement will be replaced by a new agreement entered into on April 1, 2009 between the Issuer and Gasan Properties Limited ("the New Agreement") which will come into force on the date of redemption of the Bonds 2008/11. The New Agreement provides for a lease of the entire Mriehel Premises to Gasan Properties Limited for a period of eight (8) years which will commence to run on the date of redemption of the Bonds 2008/11. The annual rent which will be payable to the Issuer will remain €1,400,000.

Gasan Finance Company p.l.c.

The New Agreement like the present lease agreement allows Gasan Properties Limited to enter into a number of separate sub-lease agreements with third parties in respect of space within the Mriehel Premises. The present agreement however contains restrictions on leases to third parties which are not Group Companies. The Issuer believes that these restrictions unduly and unnecessarily restrict or complicate the letting of space within the Mriehel Premises which prevents the Group from maximising the potential rental income of the premises. The New Agreement will not contain these restrictions.

These sub-lease agreements entered into under the present lease agreement will continue in force when the New Agreement comes into force but they shall continue to be governed by the terms and conditions of the present agreement in so far as applicable until such time that any such sub-lease expires or is terminated for any reason whatsoever.

12.4.3 Piazzetta Properties

The Issuer owns properties consisting of offices and commercial premises situated in the block known as “II-Piazzetta”, in Tower Road, Sliema (the “Piazzetta Properties”) which the Issuer purchased from Gasan Enterprises Limited, a Group Company, pursuant to a public deed in the records of Notary Pierre Attard dated the December 1, 2003. The purchase of the Piazzetta Properties was financed from the proceeds of issue of the Bonds 2008/11. The Piazzetta Properties are leased out to third parties. The total rental income for these properties is currently €208,466 per annum. Lease agreements govern the increases during the lease period.

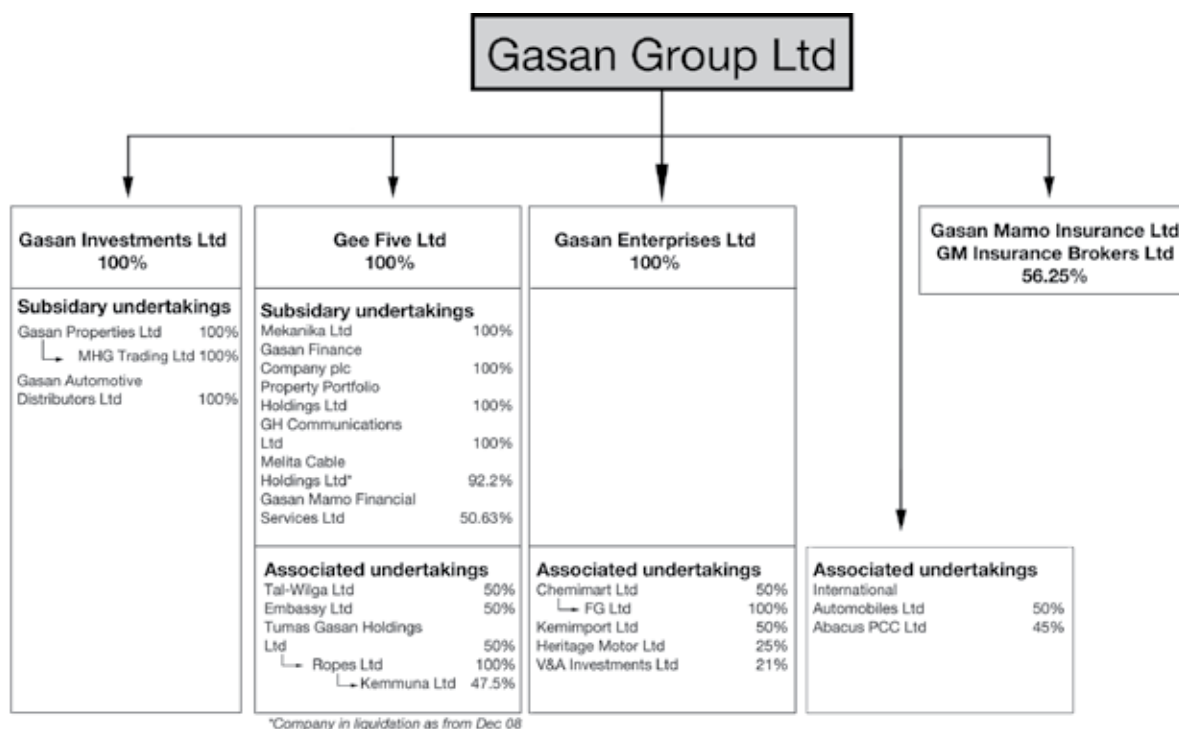
The value of the Piazzetta Properties included in the audited accounts of the Issuer as at December 31, 2008 is €5,000,000. This property was valued by an independent architect at €5,400,000 - see Architect’s Valuation Report Annex IV.

12.4.4 Loan Agreements

The Issuer, as a finance company of the Group, advances funds, from time to time, as and when required, to Group Companies at agreed rates of interest and on an arms length basis and will continue to do so. At the date of this Prospectus, Gasan Enterprises Limited owes the Issuer by way of loan the sum of €6,029,521.

12.5 Gasan Group Structure

The Issuer is wholly owned (except for one share) by Gee Five Limited which in turn is wholly owned by Gasan Group Limited and therefore forms part of the Gasan Group of Companies with Gasan Group Limited as the ultimate parent company. The immediate parent company of Gasan Group Limited is JAG Holdings Limited (54% holding). The parent company of JAG Holdings Limited is J.A.G. Limited (58% holding). The diagram below sets out the companies forming part of the Group, together with the effective percentage holding and also includes associated undertakings.



12.6 Organisation, Historical Development and Business Overview of the Gasán Group

The Group traces its origin to the 1920's at the forefront of what was then one of the 20th century's newest industries, the automotive business. At the same time, the late Joe Gasán also operated the Malta Mail and Passenger Service between Malta and other Mediterranean ports. In the early thirties, the Group's founder took on the business of running Malta's main public bus route and also started the importation of consumer and pharmaceutical goods.

The Group expanded its portfolio of activities, establishing itself in the business of insurance, the development of residential and commercial property as well as in the engineering sector.

Parallel with this growth was the development of human resources at every level of staff and management. The Group today has an employee complement on a full-time basis of approximately 400 people.

The companies forming the Group are split into a number of divisions, with the main companies listed below:

Automotive

Gasán Enterprises Limited
 Gasán Investments Limited

After 80 years in the automotive trade, the name "Gasán" is synonymous with the motor vehicle business in Malta. In 1928, Gasán was awarded the Ford franchise in Malta, a move which makes the Group one of the longest-running Ford franchises outside the United States. Other renowned marques have since been added to the range of franchises. In 1973, the franchises for Mazda motor vehicles and Yamaha motorcycles, marine engines and power products were obtained, followed by the Volvo, Maruti and Jaguar franchises in 1985, 1988 and 1995 respectively.

The Group has invested in an automotive sales and customer care centre in Mriehel (within the Mriehel Premises). The purpose of this centre is to provide a one-stop shop for customers by housing all showrooms, sales and administrative offices and service centres for all marques.

Gasan Finance Company p.l.c.

The after-sales (parts and service) departments of the different franchises were integrated in 1991 for the purpose of maximising efficiency and customer care and now form part of the operations of Gasan Enterprises Limited. The activities of these departments have also been consolidated within the Mriehel Premises.

In 2007, the Group extended its automotive business overseas by setting up an operational base in Libya through a 50% share in International Automobiles Limited. The dealer currently represents the Volvo, Mazda, Chery and Geely brands.

Property Development

Gasas Properties Limited

The Group's property division is involved in some of the island's largest developments, also participating in several consortia undertaking major development projects.

The property portfolio has expanded and diversified over the past three decades. It seeks to maximise investments by providing a mix of commercial and residential developments suited to the island's infrastructure and social and commercial needs.

The primary role of the property division includes sourcing of sites, concept development and the issuing of tenders and contracts, through to project management, sales and property management. The division, which is also involved in projects in which the Group has a major shareholding, is proactive in seeking new opportunities for the Group in one of the islands' most dynamic sectors.

The property division has been a partner in developing two of the islands' commercial and retail centres, the Embassy complex in Valletta, which also combined retail, leisure and catering development, and the Plaza Complex, in Sliema. It is also involved in the project management of the development of Townsquare in Sliema and a block of apartments in Floriana. TumasGasas Holdings Limited owns and develops Ta Monita complex in Marsascula, property in Birkirkara and has an interest in the hotel, bungalows and adjacent lands in Comino.

The property division also leases out to various tenants a building numbered 333, Rue D'Argens, Gzira that comprises 3,200m² of office space.

The property division was responsible for the sourcing, designing and project management of the Mriehel Premises which in 2008 was further developed via the construction of an additional floor. In 2008 another commercial building was purchased by the property division to serve as an annex to the Mriehel Premises. Furthermore, an adjacent piece of land was acquired for development purposes through Tal-Wilga Limited.

Insurance and Financial Services

GasasMamo Insurance Limited

Gasas Finance Company p.l.c. (the Issuer)

In 1975, Gasas Insurance Agency Limited was appointed local agent and attorney of General Accident Fire & Life Assurance Corporation p.l.c. of Perth, Scotland, a leading British insurance company. In 1999, Gasas Insurance Agency Limited merged its activities with those of Galdes and Mamo Limited, another insurance agency in Malta, to become GasasMamo Insurance Agency Limited.

GasasMamo Insurance Agency Limited was the local agent and attorney for CGNU Insurance plc, an Insurance Company which is a result of the merger between Commercial Union and General Accident in 1998 and the merger with Norwich Union in 2000.

In April 2003, GasasMamo Insurance Agency Limited was awarded a licence to operate as a general business insurance principal in Malta and the company's name was changed to GasasMamo Insurance Limited. In 2007, GasasMamo Insurance Limited launched Sana Healthcare to provide private medical insurance cover.

Gasas Group Limited also holds a 45% share in Abacus Risk Management Services PCC Limited that provides for the establishment and management of captive, protected cells or other insurance operations in Malta.

The Issuer was the first private Maltese company that sought financing by means of a bond issue offered to the public, namely the Lm3,000,000 (equivalent to €6,988,120.20) 6.50 per cent Bonds issued pursuant to a prospectus dated September 12, 1994 and redeemed on April 30, 1999. Pursuant to a prospectus dated April 9, 1999, the Issuer issued two bonds to the public namely Lm3,500,000 (equivalent to €8,152,806.89) 6.15 per cent Bonds due 2003/2004 which were redeemed on December 17, 2003 and Lm3,500,000 (equivalent to €8,152,806.89) 6.50 per cent Bonds due 2006/2009 which were redeemed on July 21, 2006. The Bonds 2008/11 which were issued pursuant to a prospectus dated October 17, 2003 can now (following November 30, 2008) be redeemed at any date on giving not less than 30 days' notice but not later than November 30, 2011.

Engineering

Mekanika Limited

Mekanika Limited was established in 1975 and commenced operations in the trading and support of industrial machinery. Over the years Mekanika Limited established itself as a leading electrical and mechanical contracting company successfully completing total electrical and mechanical solutions in a number of prestigious projects. Mekanika Limited still provides professional total turnkey solutions for all engineering service requirements.

In September 2003, Mekanika Limited became the sole distributor for Kone elevators and escalators for the local market. Since then Mekanika Limited has been awarded a number of prestigious contracts for the installation of lifts/escalators.

In October 2007 Mekanika Limited were appointed as exclusive distributors for Sanyo air conditioning systems for the local market. Since then, the air-condition division has registered rapid growth in both the domestic and commercial market sectors.

Mekanika Limited also represents established mechanical brands such as Jungheinrich, Perkins, Alto and Ceccato and electrical brands such as Chloride, Enersis, TAC and Ziton.

Mekanika Limited has also been awarded significant facilities management contracts.

Investments

Gee Five Limited

Gee Five Limited is the investment vehicle of the Group. It administers a portfolio of local and foreign equities that is overseen by an Investment Committee and also holds other investments mainly 12% in Melita p.l.c., 11% in Midi p.l.c. and 2% in GTS, the latter being a telecommunication services provider in five European countries.

Group Companies also have a number of other participating investments, including a 50% interest in the Chemimart Group and a 50% interest in the Embassy Group.

13. IDENTITY OF DIRECTORS, ADVISERS AND AUDITORS OF THE ISSUER

13.1 The Directors and Company Secretary

Directors

The current Directors of the Issuer are:

Name and ID No. of Director	Function
Mr. Joseph A. Gasan ID 311050 M	Chairman
Mr. P. Danny Rosso ID 210250 M	Managing Director
Mr. Mark Gasan ID 74781 M	Executive Director
Mr. Michael Soler ID 48350 M	Non-Executive Director
Mr. Anthony R. Curmi ID 348134 M	Non-Executive Director
Mr. Roderick E. D. Chalmers ID 708847 M	Non-Executive Director

The address of the Directors is the same as that of the Issuer. All the Directors are of Maltese nationality.

Company Secretary

The company secretary of the Issuer is Mr. Juan de Battista, with ID card no.67255 M of 13, Bienvenida Triq il-Qasab, San Gwann.

13.2 Advisers to the Issuer

Legal Advisers

Mamo TCV Advocates
Palazzo Pietro Stiges,
90, Strait Street,
Valletta, VLT 1436
Malta.

Sponsor

Curmi & Partners Limited
Finance House,
Princess Elizabeth Street,
Ta` Xbiex, XBX 1102,
Malta.

Manager and Registrar

Bank of Valletta p.l.c
BOV Centre,
Cannon Road,
St. Venera, SVR 9030,
Malta.

13.3 Statutory Auditors and Financial Advisers

PricewaterhouseCoopers
167, Merchants Street,
Valletta, VLT 1174
Malta.

PricewaterhouseCoopers is a firm of Certified Public Accountants holding a practising certificate to act as auditors in terms of the Accountancy Professions Act, 1979 (Cap. 281, Laws of Malta).

As at the date of this Prospectus none of the advisers and experts mentioned herein have any beneficial interest in the share capital of the Issuer.

14. BUSINESS OVERVIEW

14.1 Introduction

The Issuer's principal activity is to raise financial resources from capital markets to finance the operations and capital projects of the Issuer and Group Companies. It acquires bills of exchange from Gasan Enterprises Limited, a Group Company which effects sales within the automotive division of the Group, and owns property which it leases.

Rental income accounts for the largest portion of the Issuer's total income. On average, over the past years, rental income accounted for slightly more than half of the Issuer's annual income with the balance shared relatively equally between interest from bills of exchange and interest from loans to group undertakings.

14.1.1 Rent

The Issuer lets the entire Mriehel Premises to, and receives its rental income for the said premises from, Gasan Properties Limited which in turn receives rental income by sub-letting space within the Mriehel Premises which consists of office space, showrooms, parking, warehousing space and a cafeteria. Rental agreements are in place with all of the tenants and the Mriehel Premises is currently fully occupied, including the new additional floor that was completed in December 2008.

The Issuer also receives rental income from eight tenants occupying the Piazzetta Properties. Tenants include established names including an embassy and a foreign bank. Formal lease agreements are in place with all tenants.

14.1.2 Bills of Exchange

The Issuer acquires bills of exchange from Gasan Enterprises Limited, a Group Company which at the present time effects sales within the automotive division of the Group. The acquisition of bills of exchange by the Issuer is effected by means of an endorsement with the words "without protest". Gasan Enterprises Limited will remain liable towards the Issuer for payment of the bills of exchange. The Issuer, as holder of the bills of exchange can demand payment from the hire purchase customers who accepted the bills of exchange as well as from the automotive division Group Company which issued the bills since the Issuer has a right of recourse against the said company on the basis that it is the drawer as well as endorser of the bills of exchange. The use of words "without protest" enables the Issuer to exercise its right of recourse against Gasan Enterprises Limited without the necessity of making a formal protest for non-payment as required by law. The Issuer also has the option to re-transfer any bills of exchange back to Gasan Enterprises Limited by means of an endorsement qualified with the words "without recourse". The use of the words "without recourse" means that the Issuer will not be liable to any subsequent holder of the bill of exchange.

The consideration payable with respect to both the acquisition as well as the re-transfer of the bills of exchange will be the face value of each bill of exchange discounted at a rate of 8% per annum calculated on the remaining period until the date of maturity of each bill of exchange.

Gasan Finance Company p.l.c.

The acquisition and re-transfer of bills of exchange is currently governed by an agreement entered into between the Issuer and Gasan Enterprises Limited on April 1, 2009. There is another agreement with HSBC Bank Malta p.l.c to hold those bills of exchange in safekeeping until the maturity on behalf of the Issuer.

The average hire purchase debtors of the automotive division during 2006, 2007 and 2008 stood at €7,288,471, €8,098,692 and €9,724,821 respectively. The relative charges to the profit and loss accounts for bad and doubtful debts for the said three years amounted to €28,707, €150,687 and €33,492 respectively.

14.1.3 Loan Agreements

The Issuer, as the finance company of the Group, advances funds, from time to time, as and when required, to Group Companies at agreed rates of interest and on an arms length basis and will continue to do so.

14.2 Principal markets

The Issuer operates exclusively in and from Malta. The Issuer's key areas of operation are described in Section 14.1 above.

15. KEY INFORMATION

15.1 Selected Financial Information

Extracts from the audited financial statements of the Issuer for the three financial years ended 31 December 2006 to 2008 and the forecast for the financial year ending 31 December 2009 as extracted from the Accountants' Report included in Part E Annex III of this Prospectus are set out below. The prospective financial information has been prepared on the basis that the Issuer will exercise the Over-allotment Option to increase the issue to €20,000,000.

Profit and Loss Extracts

for the years ended 31 December

	2009	2008	2007	2006
	Forecast			
	€ 000	€ 000	€ 000	€ 000
Income	2,998	2,035	1,981	1,890
Interest payable	(1,352)	(1,106)	(1,143)	(1,203)
Gross Profit	1,646	929	838	687
Administrative expenses	(167)	(115)	(179)	(214)
Profit on sale of investment	0	0	20	8
Changes in fair value of investment property	0	9,925	0	0
Profit before tax	1,479	10,739	679	481
Taxation	(413)	(1,635)	(176)	(79)
Profit after tax	1,066	9,104	503	402

Balance Sheet Extracts

As at 31 December	2009	2008	2007	2006
	Forecast			
	€ 000	€ 000	€ 000	€ 000
Investment property	29,000	29,000	17,196	17,449
Trade and other receivables	3,557	3,557	4,374	3,981
Total non-current assets	32,557	32,557	21,570	21,430
Trade and other debtors	17,511	11,077	8,300	6,863
Cash at bank	322	63	79	842
Total current assets	17,833	11,140	8,379	7,705
Total assets	50,390	43,697	29,949	29,135
Deferred taxation	3,298	3,138	1,670	1,722
Borrowings	27,229	18,565	18,723	19,091
Total non-current liabilities	30,527	21,703	20,393	20,813
Current taxation	367	229	204	149
Trade and other creditors	1,044	4,379	1,070	393
Total current liabilities	1,411	4,608	1,274	542
Total liabilities	31,938	26,311	21,667	21,355
Called-up share capital	3,261	3,261	3,261	3,261
Other reserves	10,911	10,911	2,453	2,482
Profit and loss account	4,280	3,214	2,568	2,037
Total equity	18,452	17,386	8,282	7,780
Total equity and liabilities	50,390	43,697	29,949	29,135

Cash Flow Extracts

For the years ending 31 December	2009	2008	2007	2006
	Forecast			
	€ 000	€ 000	€ 000	€ 000
Net cash from/(used in) operating activities	3,490	(739)	(603)	370
Net cash (used in)/from investing activities	(8,622)	(1,879)	273	262
Net cash from/(used in) financing activities	5,391	2,602	(433)	(524)
Movements in cash and cash equivalents	259	(16)	(763)	108
Cash and cash equivalents at the beginning of the year	63	79	842	734
Cash and cash equivalents at the end of the year	322	63	79	842

15.2 Capitalisation and Indebtedness

The following table sets out the capitalisation and indebtedness of the Issuer as at December 31, 2008 and the estimate as at December 31, 2009 after reflecting the redemption of the Bonds 2008/11 and the issue of the Bonds.

As at 31 December		2009	2008
	Notes	Forecast	
		€'000	€'000
Investment property		29,000	29,000
Non current assets		3,557	3,557
Net working capital		16,422	6,532
Total capital employed incl. working capital		48,979	39,089
Borrowings	1	7,687	7,687
6.4% Bonds 2008/2011	2	0	10,878
6% Bonds 2014/2016	3	19,542	0
Total indebtedness		27,229	18,565
Deferred taxation		3,298	3,138
Shareholders' funds		18,452	17,386
Total capital employed		48,979	39,089
Gearing			
Net indebtedness as a proportion of shareholders' funds		56%	47%

Notes:

- The Issuer's bank borrowings are covered by a Gasan Group Limited guarantee and a letter of undertaking by the Issuer that for as long as any principal or interest remain outstanding on the loan the Issuer will hold assets to the amount of at least 105% of the aggregate principal amount. The assets will be made up of:
 - hire purchase bills of exchange at cost to the Issuer; and/or
 - cash and/or deposits at a local bank licensed by the MFSA; and/or
 - bonds or other debt instruments issued by sovereign states which are rated as AA or better or bonds or other debt instruments which are rated as AAA by a recognised international rating agency and valued at the lower of cost and market value; and/or
 - land and property developments at cost to the Issuer.
- The 6.4% Bonds 2008/11 represents the balance due as per the Issuer's statutory financial statements for the year ended December 31, 2008.
- The 6% Bonds 2014/2016 are shown at the value of the proceeds less the net book amount of the issue costs.

15.3 Reasons for the Offer and Use of Proceeds

The proceeds from the Bonds, which net of commissions and expenses are expected to amount to €14,550,000, or €19,500,000 in the event that the Over-allotment Option is exercised in full, will be used by the Issuer:

- to redeem the outstanding principal amount of the Bonds 2008/11 which currently amounts to €10,877,706,

- ii) for the purpose of the general funding of the Issuer,
- iii) to refinance part of the debt of the Group Companies, and / or
- iv) directly or indirectly, in being on-lent to Group Companies.

For further information on the Bonds 2008/11 please see Section 26.2 of Part D of this Prospectus.

16. TREND INFORMATION

There have been no material adverse changes to the prospects of the Issuer since the date of its last published financial statements.

At the date of publication of this Prospectus, the Directors consider that the Issuer will be subject to the normal risks associated with its business and the business of the Group in Malta and do not anticipate any trends, uncertainties, demands, commitments or events outside the ordinary course of business that could be deemed likely to have a material effect on the upcoming prospects of the Issuer and its business for at least up to the end of the next financial year. However, investors are strongly advised to carefully read the Risk Factors in Part B of this Prospectus.

The following is an overview of the factors and trends expected in the key areas of operation of the Issuer in the foreseeable future.

16.1 Bills of Exchange

In 2007, the automotive division implemented the “7x7” scheme whereby clients were offered hire purchase terms up to 7 years at a rate of 7%. The scheme registered an immediate success and increased the value of sales on hire purchase to circa 40% in relative terms of total sales value. However, management remains conscious of significant competition from commercial banks.

In 2008, the local market was adversely affected by the uncertainty created by the change in vehicle registration tax. However, trends in sales by Gasan Enterprises Limited were satisfactory and it managed to secure Ford and Mazda, among the top-ten selling brands in the local automotive market. Jaguar and Volvo still retain popularity among clients in high-end market sectors. New vehicle model launches and the planned expansion of the marine division augur well for the trading prospects of the automotive division in the near future.

Such prospects, coupled with an increasing tendency of clients to opt for hire purchase arrangements, in turn are expected to sustain and develop the Issuer’s operations in bills of exchange.

16.2 Rent

The Issuer rents out the Mriehel Premises in their entirety to Gasan Properties Limited, a Group Company which then sub-lets primarily to Group Companies but also has an important rental agreement with Melita plc, that until recently formed part of the Gasan Group. There is no reason to believe that such rental arrangements will not remain operative in the foreseeable future.

All Piazzetta Properties are currently occupied by tenants. Past statistics reveal healthy occupancy trends and lease agreements have either been consistently renewed or replaced back-to-back with new tenancy agreements.

16.3 Loans

The Issuer will continue advancing finance to Group Companies when appropriate to sustain trading and investment prospects. The Group will continue developing its existing ventures while tapping on opportunities to expand further its business.

17. DIRECTORS AND EMPLOYEES

17.1 The Board of Directors of the Issuer

In accordance with Article 6(a) of the Memorandum and Articles of Association of the Issuer, the Board of Directors of the Issuer is to consist of a minimum of four and a maximum of six Directors. At the date of this Prospectus, the Board is composed of the six Directors named in Section 13.1.

The Board of Directors meets as necessary but at least twice a year to review and approve the Issuer's financial statements. The Board is responsible for the entire management and organisation of the Issuer. In particular it:

- identifies and executes new investment opportunities;
- approves the acquisitions of assets and source of funding;
- appoints executives and key personnel.

Meetings of the Directors usually take place in Malta but may with the consent of all the Directors be held elsewhere.

The quorum necessary for the transaction of the business of the Directors shall be three Directors. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the company, but for no other purpose (Article 63).

17.1.1 Curriculum Vitae of the Directors of the Issuer

Hereunder is a brief curriculum vitae of each of the current Directors:

Mr. Joseph A. Gasán is the Chairman of Gasán Group Limited, the Issuer, Melita p.l.c., GasánMamo Insurance Limited and several companies constituting the Gasán Group. He is also a director of several companies including MIDI p.l.c., Kemmuna Limited, International Automobiles Limited and TumasGasán Holdings Limited.

Mr. Gasán assumed the running of the family business in 1971 and in the mid-seventies initiated and directed an expansion and diversification programme which resulted in the evolution of the Group to its present level of development.

Under his Chairmanship, the Group successfully expanded its portfolio of activities; established leadership of the automotive business; captured a significant share of the insurance market; secured a strong presence in the development of residential and commercial property and maximized business opportunities in the engineering and information and communications technology sectors. The result has been the creation of a dynamic enterprise with the necessary human and financial resources to continue to seek fresh opportunities at home and abroad.

Mr. Michael Soler is a non-executive Director of Gasán Group Limited and has served for a number of years on the Board of other companies including Air Malta p.l.c., MIDI p.l.c. and Plaza Centres p.l.c.

Mr. Soler is the Managing Director of family owned investment companies with interests in real estate and leisure.

He was Chairman of the Malta Development Corporation from 1987 to 1990 and Chairman of the National Tourism Organisation of Malta from 1992 to 1995. Mr. Soler has also served as Senior Vice President of the Federation of Industries, Council Member of the University of Malta and as Executive Council Member of the Malta Olympic Committee.

Mr. P. Danny Rosso is the Finance Director of the Gasan Group and Managing Director of the Issuer. He is also a director of several companies including GasanMamo Insurance Limited and various subsidiaries of Gasan Group Limited.

Mr. Rosso joined the Gasan Group in March 2003 and before then he was the Managing Director of Melita p.l.c. Between 1970 and 1991 he was employed by Bank of Valletta p.l.c. with his last position being that of Group Chief Accountant. Major projects in which Mr. Rosso was highly involved were the centralisation of the Bank's accounting function, computerisation process and the Bank's first public offering of equity. Within the banking sector he obtained overseas experience working at Cassa di Risparmio, Province Lombarde in Italy and attended a banking course with Midland Bank p.l.c. in London.

Prior to his appointment with Melita p.l.c., Mr. Rosso ventured into the financial consultancy sector and sat on various boards including those operating within the Heavy Industry and Insurance sectors. Mr. Rosso is an Associate of the Chartered Institute of Bankers and Fellow of the Malta Institute of Accountants.

Mr. Anthony R. Curmi is a former senior bank executive. He is an independent non-executive Director of the Issuer and has been on the Board of Directors of the Issuer since May 1995. He is also a director of a finance company of a local hotel group.

Mr Curmi joined Barclays Bank as a junior clerk in 1950 and obtained a Banking Diploma from the Institute of Bankers, London in 1958. In 1971 he was elected a Fellow of the Institute. He is a former founder member and past President of the Malta Centre of the Institute and was appointed as the first General Manager of Mid-Med Bank Limited. He re-joined Barclays Bank in London in 1980 and returned to Malta on retirement after having held senior executive posts at the Bank's Head Office, London and as Group General Manager in Italy.

After retiring from banking in 1987, Mr. Curmi was a Board member of various companies involved in financial, insurance and investment activities. He devotes a lot of his time to voluntary work.

Mr. Mark Gasan is the Managing Director of Gasan Properties Limited, which manages all properties owned by the Gasan Group and its subsidiaries. He is also the Group's representative on the associate companies involved in property development.

Prior to joining the Gasan Group he worked at the Embassy Centre in Valletta and assisted in the construction and finishing of the complex and leasing out the various shops in the complex. He is still a director of the Embassy Group of Companies.

Mr. Gasan is also a director and plays an active role in the management of Mekanika Limited, which is the engineering arm of the Gasan Group. He has been instrumental in transforming Mekanika from a company dependent on large mechanical and electrical contracts to a leading company in the elevator and escalator business (Kone), air conditioning business (Sanyo) and after-sales maintenance of all electrical systems.

Mr. Roderick E. D. Chalmers serves as Chairman of the Board of Bank of Valletta p.l.c. and chairs the Middlesea Valletta Life Assurance Co Ltd, Valletta Fund Management Ltd and Valletta Fund Services Ltd boards, and is a member on the boards of Middlesea Insurance p.l.c., Gasan Group Ltd, Alfred Gera & Sons Ltd, Simonds Farsons Cisk p.l.c., and Global Sources Ltd, a NASDAQ listed company. Between 1984 and 2000, Mr Chalmers was a Partner and Managing Partner with Coopers and Lybrand, (later PricewaterhouseCoopers), Hong Kong; Chairman of the firm's South East Asia Regional Executive and a member of the International Board of Directors. Upon the merger of Coopers & Lybrand and Price Waterhouse in 1998, he was appointed Chairman, Asia-Pacific, for PricewaterhouseCoopers, until his retirement in 2000. He was also a member of the PwC Global Management Board. Mr. Chalmers served as non-executive director of the Hong Kong Securities and Futures Commission and was also a member of the Takeovers and Mergers Panel. He was appointed by the Financial Secretary of Hong Kong to sit on the Banking Advisory Committee.

17.1.2 Remuneration of Directors

In terms of Article 53 of the Issuer's Articles of Association, the remuneration of the Directors shall from time to time be determined by the Issuer in general meeting.

The aggregate emoluments of all Directors in any one financial year, and any increases thereto, shall be such amount as may from time to time be determined by the Issuer in General Meeting, and any notice convening the General Meeting during which an increase in the maximum limit of such aggregate emoluments shall be proposed, shall contain a reference to such fact. The Directors may also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Issuer or in connection with the business of the Issuer.

Total aggregate emoluments paid to the Directors by the Issuer during 2008 amounted to €2,400 and paid to Mr. Anthony R. Curmi, as determined by the Issuer in General Meeting. It is estimated that this amount will remain at the same level for 2009.

As at the date of this Prospectus, there are no loans granted, or guarantees given, by the Issuer or any of its parent companies, namely Gee Five Limited, Gasan Group Limited, JAG Holdings Limited and J.A.G. Limited to or on behalf of any of the Directors.

There are no existing or proposed service contracts between the Directors and the Issuer.

The Directors may, subject to the approval of the General Meeting, determine the remuneration payable to a Managing Director or any Director holding any other executive office in the Issuer. Furthermore, the Directors are empowered on behalf of the Issuer to pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Issuer or to his widow or dependants and may make contribution to any fund and pay premium for the purchase or provision of any such gratuity, pension or allowance (Article 59). As pointed out below, provided that he declares his interest any Managing Director or Director who is interested in any such remuneration, gratuity, pension, allowance or fund is entitled to be counted in the quorum and to vote in any resolution concerning the same.

17.1.3 Loans to Directors

At the date of this Prospectus, there are no loans outstanding by the Issuer to any of its Directors, or any guarantees issued for their benefit by the Issuer.

17.1.4 Appointment and Removal of Directors

In terms of clause 6(b) of the Memorandum of Association of the Issuer, the appointment and removal of Directors requires the consent in writing of members holding at least fifty-one percent (51%) of the issued share capital of the Issuer. Gee Five Limited, being the holder of the totality of the issued share capital of the Issuer except for one (1) share indirectly exercises a determining role in the management of the Issuer through its power to appoint and remove Directors of the Issuer as described above. In agreement with the Exchange, one of the Directors so appointed shall be a person unconnected with the Group. There is no shareholding qualification for Directors. No age limit is prescribed upon reaching of which any director is required to resign.

17.1.5. Retirement of Directors

All the Directors shall retire from office at the annual general meeting.

No person other than a Director retiring at the meeting shall be eligible for election to the office of Director at any general meeting unless not less than three nor more than fourteen days before the day appointed for the meeting there shall have been left at the registered office of the company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and so also notice in writing signed by that person of his willingness to be elected.

17.1.6 Powers of Directors

By virtue of Articles 55 and 56 of the Articles of Association of the Issuer, the Directors are empowered to exercise all powers of the Issuer to borrow money and to hypothecate or charge its undertaking, property and uncalled capital or any part thereof, to issue bonds, debentures, debenture stock and other securities on such terms and in such manner as they think fit, whether outright or as security for any debt, liability or obligation of the Issuer or of any third party. The Directors shall exercise their powers subject to its Memorandum and Articles of Association, to the provisions of the Companies Act, and to such regulations, being not inconsistent with the Memorandum and Articles of Association, or may be prescribed by the Issuer in a general meeting however, no regulation made by the Issuer in a general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

All the powers of the Issuer to borrow money are exercised by the Directors. These powers can be varied or restricted by regulations which may be prescribed by the General Meeting of the Issuer.

The Directors have the power to appoint any person to be an attorney of the company, for such purpose and with such powers, authorities and discretions and for such period and subject to the conditions they deem fit (Article 57). They may elect a chairman of their meetings and determine the period for which he is to hold office however, if no such chairman is elected, or if at any meeting the chairman is not present, the Directors present may choose one of their number to be chairman of the meeting (Article 64).

The Directors may from time to time appoint a Managing Director or a Director or Directors holding any other executive office or offices from amongst themselves delegating to him or them any of the powers provided exercisable by Directors upon such terms and conditions and with such restrictions they deem as fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw or vary any of such powers (Articles 66 and 69). Each such appointment shall be for such period and on such terms as the Directors think fit. A Managing Director or Director holding any other executive office shall receive such remuneration as the Directors, subject to the approval of the company in general meeting, may from time to time determine (Articles 67 and 68).

The Directors may also appoint a committee consisting of one or more persons selected from amongst themselves delegating to it any of their powers. Any such delegation may be made subject to any condition or requirement as the Directors may impose and may be made collaterally with or to the exclusion of their own powers, and the Directors may from time to time revoke, withdraw, alter or vary all or any of such powers. Any such committee shall, subject to any of the said conditions or requirements, regulate its proceedings, in so far as possible in like manner as if its meetings were meetings of the Directors (Article 70).

17.2 Employees

As at the date of this Prospectus, the Issuer has no employees. The Issuer uses the services of employees of other Group Companies as and when required.

18. MANAGEMENT STRUCTURE AND SHAREHOLDING

18.1 Management structure of the Issuer

The Directors have appointed Mr. Joseph A. Gasan as Chairman and Mr. P. Danny Rosso as Managing Director of the Issuer.

18.2 Shareholders of the Issuer

As at the date of this Prospectus, the following are the shareholders of the Issuer:

Names and Addresses of Shareholders	Number of Shares taken up by each Shareholder and amount paid up of such shares	Shareholding Percentage
Gee Five Limited C5958 Gasas Centre Mriehel By-Pass Mriehel	One million three hundred and ninety nine thousand nine hundred and ninety nine (1,399,999) Ordinary Shares of two point three two nine three seven three Euro (€2.329373) each fully paid up	100%
J.A.G. Limited C1635 Gasas Centre Mriehel By-Pass Mriehel	One (1) Ordinary Share of two point three two nine three seven three Euro (€2.329373) each fully paid up	0%

18.3 Senior Management of the Issuer

The Senior Management of the Issuer is vested in Mr. P. Danny Rosso who deals with the day-to-day management of the Issuer.

19. CORPORATE GOVERNANCE

The Issuer supports the Code of Principles of Good Corporate Governance originally issued by the Exchange which now forms part of the Listing Rules.

The Board shall take such measures as are necessary in order for the Issuer to comply with the requirements of the said code to the extent that this is considered appropriate and complementary to the size, nature and operations of the Issuer.

19.1 Conflicts of Interests

All of the Directors of the Issuer, with the exception of Mr. Anthony R. Curmi, are also directors of other Group Companies.

In terms of Article 62 of the Articles of Association of the Issuer a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract or in any transaction or arrangement (whether or not constituting a contract) with the Issuer shall declare the nature of his interest at a meeting of the Directors pursuant to the provisions of the Companies Act. A Director shall not vote at a meeting of Directors in respect of any contract or arrangement in which he has a personal interest, either directly or indirectly, and if he shall do so his vote shall not be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:

- (a) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Issuer; or
- (b) any arrangement for the giving by the Issuer of any security to a third party in respect of a debt

- or obligation of the Issuer for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of personal security; or
- (c) any contract by a Director to subscribe for, underwrite or sub-underwrite, shares or debt securities of the Issuer; or
 - (d) any contract or arrangement with a company which forms part of the group of companies which the Issuer forms part of or any other company in which he is interested only as an officer of the company or as a holder of shares or other securities.

19.1.1 Share Capital

Mr. Roderick E. D. Chalmers, Mr. P. Danny Rosso and Mr. Anthony Curmi have no interests, whether beneficial or non-beneficial, in the share capital of the Issuer. The following Directors of the Issuer have the hereunder-mentioned beneficial interests in the share capital of the Issuer as at the date of this Prospectus:

Mr. Joseph A. Gasan indirectly, through holding companies, is an ultimate beneficial owner of and holds a controlling interest in the Issuer. Furthermore, Mr. Joseph A. Gasan is a director of all the holding companies.

Mr. Michael Soler indirectly, through Gasan Group Limited, holds a beneficial interest in the Issuer, and he is also a director of Gasan Group Limited.

Mr. Mark Gasan indirectly, through Gasan Group Limited holds a beneficial interest in the Issuer.

19.1.2 Assets, Contracts and Arrangements

Mr. Joseph A. Gasan, Mr. Michael Soler, Mr. Roderick E. D. Chalmers, Mr. P. Danny Rosso and Mr. Mark Gasan have an indirect interest, as described hereunder, in the following assets, contracts or arrangements.

Mr. Joseph A. Gasan, Mr. Michael Soler, Mr. Roderick E. D. Chalmers, Mr. P. Danny Rosso and Mr. Mark Gasan are directors of both the Issuer and the counterparties in the contracts below.

Bills of Exchange

As stated above, bills of exchange drawn by Gasan Enterprises Limited are acquired and sold from time to time by the Issuer in terms of an agreement dated April 1, 2009.

The Mriehel Premises

As stated above, the Mriehel Premises have been granted on lease by the Issuer to Gasan Properties Limited which then sub-lets to other Group Companies.

Loan Agreements

Loan agreements may be entered into from time to time whereby the Issuer will provide finance to Group Companies at agreed rates of interest.

No private interests or duties unrelated to the Issuer which may or are likely to place any of them in conflict with any interests in, or duties towards, the Issuer, have been disclosed by the Directors.

19.2 Measures to control Conflicts of Interest

The Issuer's corporate governance is based on a five-tier structure consisting of a Board of Directors, Audit Committee, Executive Management, External Audit and Internal Audit. The Audit Committee has the task to ensure that any potential conflicts of interest are managed and resolved in the best possible manner. Also, the Audit Committee, which avails itself of the services of separate external audit and internal audit units, contributes to ensure proper conduct and thus serves to mitigate any potential corporate abuse in the manner in which the Issuer is managed and controlled.

Management contributes to managing potential conflicts by ensuring that reports including monthly management accounts, meeting minutes and performance reports provide timely, accurate, complete and relevant information to direct and manage the business.

The external audit and internal audit units through separate and distinct audit initiatives support the Board of Directors and Audit Committee in the effective discharge of their responsibilities. The outcome of such audit initiatives are formally reported and discussed in the appropriate forums. In addition, the practice is that where any board member or audit committee member may be involved in a potential conflict of interest, the member does not participate in discussing the respective agenda item.

20. AUDIT PRACTICES

20.1 Audit Committee

The Issuer is a fully owned subsidiary of Gasan Group Limited. The latter company has established an Audit Committee which lends itself to the Issuer. The Audit Committee has been requested to regularly monitor that the Issuer's internal controls are appropriate and effective. The Board of Directors of Gasan Group Limited, which includes non-shareholders and non-executive members, reviews the ongoing operations and financial results of the Issuer on a monthly basis.

The Audit Committee's primary purpose is to protect the interests of the Issuer's shareholders, to review the financial reporting process, the system of internal control, the audit process, and the Group's process for monitoring compliance with laws and regulations and with the code of conduct.

There exist formal terms of reference of the Audit Committee that establish its composition, role and function. The main role and responsibilities of the Audit Committee are:

- To evaluate whether management is setting the appropriate tone at the top by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- To focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of a systems breakdown;
- To gain an understanding of whether internal control recommendations made by the external auditors have been implemented by management;
- To ensure that the external auditors keep the Audit Committee informed about fraud, illegal acts, deficiencies in internal controls, and certain other matters;
- To review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements;
- To obtain an understanding of the key areas of significant business and financial risk;
- To ask management and external auditors about significant business and financial risks and exposures and the plans to minimize such risks;
- To review the annual financial statements and determine whether they are complete and consistent with the information known to the Audit Committee, and assess whether the financial statements reflect appropriate accounting principles;
- To pay particular attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- To focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting and disclosure of environmental liability; litigation reserves; and other commitments and contingencies;
- To meet with management and the external auditors to review the financial statements and the results of the audit;
- To consider management's handling of proposed audit adjustments identified by the external auditors;

- To ensure that the external auditors communicate certain required matters to the Audit Committee;
- To discuss the annual audited financial statements with management and the external auditors, and recommend to the Board of Directors the amendment or approval for issuance of the audited annual financial statements and the inclusion of such financial statements in the annual report;
- To review and discuss the quality, as well as the acceptability, of the Group's accounting policies, including the Group's critical accounting policies and practices and the estimates and assumptions used by management in the preparation of the Group's financial statements, and in connection therewith shall discuss with the independent auditors all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of use of such alternative treatments and the treatment preferred by the independent auditors;
- To review and discuss the adequacy and effectiveness of the Group's internal controls, including any significant deficiencies in internal controls and significant changes in such controls reported to the Audit Committee by the independent auditors or management;
- To be briefed on how management develops and summarizes quarterly financial information, the extent of internal audit involvement, the extent to which the external auditors review quarterly financial information, and whether that review is performed on a pre/post-issuance basis;
- To gain insight into the fairness of the interim statements and disclosures, obtain explanations from management and from the external auditors on whether the actual financial results for the quarter or interim period varied significantly from budgeted or projected results; changes in financial ratios and relationships in the interim financial statements are consistent with changes in the Group's operations and financing practices; generally accepted accounting principles have been consistently applied; there are any actual or proposed changes in accounting or financial reporting practices; there are any significant or unusual events or transactions, and that these have been appropriately disclosed; the Group's financial and operating controls are functioning effectively; the Group has complied with the terms of loan agreements, covenants, restrictions or security indentures and all regulatory restrictions and requirements; and the interim financial statements contain adequate and appropriate disclosures;
- To periodically obtain updates from management and consultants regarding compliance;
- As the representatives of the Board of Directors of the Group and the shareholders, to have the sole authority regarding, and be directly responsible for (a) the selection of the independent auditing firm for the shareholders of the Group to appoint or re-appoint, in accordance with and so long as required by Maltese law, (b) to review the performance of the external auditors; and (c) the compensation, oversight and termination of, as well as funding for, the independent auditors for the purpose of preparing or issuing an audit report as related work, or any non-audit work, subject, if applicable, to shareholder ratification;
- To actively engage in a dialogue with the independent auditors regarding all relationships between the auditors and the Group's management that, in the Audit Committee's judgment, may impact on the objectivity and independence of the external auditors;
- To review and confirm the independence of the external auditors by reviewing the non-audit services provided and the auditors' assertion of their independence in accordance with professional standards, and take appropriate action in response to the independent auditors' report to satisfy itself of the external auditors' independence;
- To conduct an appropriate review of all related party transactions for potential conflict of interest situations on an ongoing basis, and approve such transactions, if appropriate.

The Audit Committee consists of Mr. Roderick E. D. Chalmers as Chairman, Mr. P. Danny Rosso and Mr. Michael Soler. Mr. Roderick E. D. Chalmers is independent and competent in accounting.

Mr. Roderick E. D. Chalmers is considered to be independent because he is not a shareholder or employee of the Issuer and he is free from any business, family or other relationship with the Issuer that creates a conflict of interest such as to jeopardise exercise of his judgement.

21. FINANCIAL INFORMATION

This document makes reference to the financial statements of the Issuer for the financial years ended December 31, 2006, December 31, 2007 and December 31, 2008. The financial statements referred to have been audited by PricewaterhouseCoopers and copies thereof are available for inspection as set out in Section 23.5 of Part C below.

There is no significant change in the financial or trading position of the Issuer which occurred since the end of the financial period to which the audited financial statements for the year ended 31 December 2008 relate.

22. LITIGATION

So far as the Issuer is aware there is no current litigation against or otherwise involving the Issuer, including pending or threatened, any governmental, legal or arbitration proceedings which may have, or have had during the 12 months preceding the date of this Prospectus, a significant effect on the Issuer's financial position or profitability.

23. ADDITIONAL INFORMATION

23.1 Share Capital

All the ordinary shares of the Issuer rank pari passu. Each ordinary share is entitled to one vote.

In terms of Articles 14 and 15 of the Issuer's Articles of Association, there are no restrictions on transfers of shares between shareholders. If the transferee is not a shareholder, the Board of Directors shall, within fifteen days from the receipt of a registered letter (which the transferor is bound to send within seven days of the signing of the transfer of shares), notify all the shareholders by registered letter of the said transfer. The shareholders have the option, exercisable within fifteen days of such notice by means of a registered letter addressed to the Board, to take up the share or shares so transferred at the price stipulated by the transferee. The shareholders exercising the said option shall take up the shares between them in proportion to their respective holdings. If the shares are not perfectly divisible between them the remaining odd number of shares shall be drawn by ballot between them.

The Issuer has no founders, management or deferred shares. No person has, or is entitled to be given, an option to subscribe for shares in or debentures of the Issuer, except that the Issuer will be giving preference to applications for the Bonds made by existing holders of Bonds 2008/11 and to applications for the Bonds made by employees of Group Companies as described in Section 24.3 of Part C of this Prospectus. No amount or benefit was paid or given or is intended to be paid or given to any promoter. There were no commissions, discounts, brokerage or other special terms granted during the two years immediately preceding the publication of this document in connection with the issue or sale of any capital of the Issuer.

Since incorporation, the Issuer has allotted shares as detailed in the following table.

Date of Allotment	Number of	Shareholder
7 th September 1994	495,000 Ordinary Shares	Ge Five Limited C5958
23 rd December 1998	900,000 Ordinary Shares	Ge Five Limited C5958

Since incorporation, no transfers of shares in the Issuer have taken place.

23.2 Objects Clause

The objects of the Issuer are listed in clause four (4) of the Memorandum of Association. The principal objects are:

- (i) to acquire, purchase, draw, accept, endorse, issue, discount or execute bills of exchange, promissory notes, warrants, bills of lading and other negotiable and transferable financial instruments, and generally to do all business of a finance company (paragraph a);
- (ii) to issue debentures, debenture stock, bonds, obligations and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same on the undertakings of the Issuer, or upon specific property and rights present and future of the Issuer (including, if thought fit, uncalled capital) or otherwise howsoever. Such securities may be secured or unsecured, registered or to bearer, contain such terms and conditions as may be decided upon by the Issuer and may be issued at a discount (paragraph c);
- (iii) to receive loans at interest or otherwise, to lend money and give credit to any person, company or institution, and to guarantee or give security for or to any third party, where this is in the interest of the Issuer (paragraph e);
- (iv) to borrow or raise money from time to time without limitation in such manner as the Issuer shall think fit, and in particular by the issue of debentures or other rights (paragraph g);
- (v) to purchase, sell, take on lease or in exchange, hire, rent or otherwise acquire or dispose of any immovable property and any rights thereof; to develop, alter, change and improve any immovable property acquired (paragraph i); and
- (vi) to implement and co-ordinate the financing activities of related companies (paragraph n).

23.3 Material Contracts

Since its inception, the Issuer has entered into the following material contracts in the ordinary course of its business:

- (i) Public deed in the records of Notary Hugh Grima dated December 23, 1998 whereby the Issuer purchased the Mriehel Premises; and
- (ii) An agreement entered into on May 10, 1999, whereby the Issuer acceded to grant on loan to Gasan Enterprises Limited, at the Issuer's sole discretion, from time to time, sums not exceeding in the aggregate Lm4,000,000 (equivalent to €9,317,493.59). At the date of this Prospectus, Gasan Enterprises Limited owes the Issuer by way of loan the sum of €6,029,521; and
- (iii) An agreement made on April 1, 2009 between of the first part, Gasan Enterprises Limited, providing for the purchase by the Issuer of bills of exchange and their re-transfer; and
- (iv) Public deed in the records of Notary Pierre Attard dated December 1, 2003 whereby the Issuer purchased Piazzetta Properties; and
- (v) Public deed dated December 19, 2008 in the records of Notary Diana Charles whereby the Issuer purchased land in Mriehel By-Pass, formerly Triq ir-Rabat at Mriehel from the Government of Malta; and
- (vi) Public deed dated December 19, 2008 in the records of Notary Pierre Attard whereby the Issuer sold land in Mriehel By-Pass, formerly Triq ir-Rabat at Mriehel to Tal-Wilga Limited; and
- (vii) An agreement entered into on April 1, 2009 between the Issuer and Gasan Properties Limited ("the New Agreement") whereby the Issuer granted the Mriehel Premises by title of lease to Gasan Properties Limited for a period of eight (8) years which will commence to run when the Bonds 2008/11 are redeemed. The New Agreement will replace a previous lease agreement between the Issuer and Gasan Properties Limited entered into on March 30, 1999 for a period of ten (10) years which commenced to run on March 26, 2001. [For more information see Section 12.4 of Part C of this Prospectus].

The Issuer also has various lease agreements with Piazzetta tenants.

23.4 Statement by Experts

Save for the Accountants' Report – Forecast for the current financial year ending December 31, 2009 (which is annexed to this Prospectus as Part E Annex III and which may be read together with the audited financial statements of the Issuer as laid out under the heading "Documents on Display" below), and the Architect's Valuation Report set out as Part E Annex IV, this Prospectus does not contain any statement or report attributed to any person as an expert.

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The Accountants' Report – Forecast for the current financial year ending December 31, 2009 and the Architect's Valuation Reports dated April 2, 2009 and February 25, 2009 respectively have been included in the form and context in which they appear with the authorisation of Mr Simon Flynn, partner of PricewaterhouseCoopers of 167, Merchants Street, Valletta, Malta and Mr. Lawrence Montebello, of Lawrence Montebello & Associates of Beaumont Place, 40/1 Main Street, Balzan, Malta respectively who have given and have not withdrawn their consent to its inclusion herein.

None of the foregoing experts have any beneficial interest in the Issuer. The Issuer confirms that the Accountants' Report dated April 2, 2009 and the Architect's Valuation Reports dated February 25, 2009 have been accurately reproduced in this Prospectus and that there are no facts of which the Issuer is aware that have been omitted and which would render the reproduced information inaccurate or misleading.

23.5 Documents on Display

For the lifetime period of the Prospectus the following documents shall be available for inspection at the registered address of the Issuer:

- (a) Memorandum and Articles of Association;
- (b) Audited Financial Statements of the Issuer for the financial year ended December 31, 2008;
- (c) Audited Financial Statements of the Issuer for the financial year ended December 31, 2007;
- (d) Audited Financial Statements of the Issuer for the financial year ended December 31, 2006;
- (e) Public deed in the records of Notary Pierre Attard dated December 1, 2003 whereby the Issuer purchased Piazzetta Properties;
- (f) Public deed in the records of Notary Hugh Grima dated December 23, 1998 whereby the Issuer purchased the Mriehel Premises; and
- (g) All reports, letters, and other documents, valuations and statements prepared by any expert at the Issuer's request which are included or referred to in this Prospectus.

By not later than May 31 of each year Gasan Group Limited will upload its Consolidated Financial Statements on its website www.gasan.com for the twelve months ending on 31 December of the previous year.

PART D: INFORMATION ABOUT THE BONDS

24. DETAILS OF THE OFFER AND ADMISSION TO TRADING

24.1 The Bond Issue

The Issuer is issuing six per cent (6%) Bonds due 2014-2016 for an aggregate principal amount of €15,000,000 provided that in the event that the Issuer receives Applications in excess of €15,000,000, the Issuer has the option to increase the issue of Bonds by a maximum of an additional €5,000,000 up to an aggregate principal amount of €20,000,000. The Bonds, having a nominal value of €100 each, will be issued at par and shall bear interest at the rate of 6% per annum payable semi-annually in arrears on May 31 and November 30 of each year, the first such payment to be made on the November 30, 2009. The Bonds will unless previously purchased and cancelled, be redeemed on May 31, 2016, subject to the Issuer's option to redeem all or any of the Bonds at any date between May 31, 2014 and May 31, 2016, as the Issuer may determine on giving not less than thirty (30) days' notice.

The Bond Issue is not underwritten. In the event that the total aggregate principal amount of the Bonds amounting to €15,000,000 is not fully subscribed, no allotment of the Bonds shall be made, the Applications shall be deemed not to have been accepted by the Issuer and all money received from Applicants shall be refunded accordingly.

24.2 Distribution of the Bonds

The Bonds are open for subscription to all categories of investors, subject to what is provided under the Section titled "Important Information" at the beginning of this Prospectus.

The Issuer may enter into conditional subscription agreements prior to the commencement of the Offer Period up to an amount not exceeding 40% of the full amount of the Offering (including the maximum amount of the Over-allotment Option) with a number of Authorised Intermediaries for the subscription of the Bonds whereby it will bind itself to allocate Bonds to such Authorised Intermediaries upon closing of subscription lists. In terms of each subscription agreement the Issuer will be conditionally bound to issue, and each Authorised Intermediary will bind itself to subscribe for, a number of Bonds, subject to the Bonds being admitted to trading on the Official List of the Exchange. The subscription agreements will become binding on each of the Issuer and the Authorised Intermediaries upon delivery, provided that the Authorised Intermediaries would have paid to the Issuer all subscription proceeds in cleared funds on delivery of the subscription agreement.

Intermediaries subscribing for Bonds may do so for their own account or for the account of underlying customers, including retail customers, and shall in addition be entitled to distribute any portion of the Bonds subscribed for upon commencement of trading.

24.3 Allocation Policy

The Issuer will be giving preference to applications for the Bonds made by existing holders of Bonds 2008/11 up to their full amount rounded up to (a) €1,000, if the Bonds 2008/11 held are less than €1,000 or (b) to the nearest integral multiple of €100, if the Bonds 2008/11 held are more than €1,000.

Preference will also be given to applications for the Bonds made by employees of Group Companies as at the date of this Prospectus, excluding their spouses and dependants.

Save for the above, the Issuer will determine and announce the allocation policy for the allotment of the Bonds within five Business Days of the closing of subscriptions in, at least, one newspaper. It is expected that an allotment advice to Applicants will be dispatched within five Business Days of the announcement of the allocation policy.

Dealing shall commence upon admission to trading of the Bonds by the Exchange and subsequent to the above-mentioned notification.

24.4 Offer Period

The Bonds will be available for subscription during the Offer Period commencing on April 27, 2009 up to and including April 30, 2009, subject to the right of the Issuer to close subscription lists before such date in the event of over-subscription.

The terms and conditions applicable to any Application are set out in Section 28 of Part D of this Prospectus.

24.5 Refunds

If any Application is not accepted, or is accepted for fewer Bonds than those applied for, the monies or the balance of the amount paid but not allocated, as the case may be, 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 will not be responsible for any loss or delay in transmission.

24.6 Admission to Trading

The Bonds are expected to be admitted to the Official List of the Exchange with effect from May 15, 2009 and trading is expected to commence on May 18, 2009.

24.7 Expenses of the Issue

Professional fees, costs related to publicity, advertising, printing, listing, registration, sponsor, management and registrar fees, a 1% selling commission, and other miscellaneous expenses in connection with this Bond Issue, are estimated not to exceed €450,000 or in the case of exercise of the Over- Allotment Option €500,000, and shall be borne by the Issuer.

The overall amount of the placing commission payable to Authorised Intermediaries entering into conditional subscription agreements in terms of Section 24 of Part D will not exceed €80,000.

25. OFFER STATISTICS AND EXPECTED TIMETABLE

25.1 Offer Statistics

Issuer	Gasan Finance Company p.l.c., a company registered in Malta with registration number C 16435 (the “Issuer”);
Issue	Six per cent (6%) Bonds due 2014-2016 (the “Bonds”);
ISIN	MT0000061243;
Amount	An aggregate principal amount of €15,000,000 provided that in the event that the Issuer receives applications for Bonds in excess of €15,000,000, the Issuer has the option to increase the issue of Bonds by a maximum of an additional €5,000,000 up to an aggregate principal amount of €20,000,000 (the “Over-allotment Option”);
Form	The Bonds will be issued in fully registered form, without interest coupons. If and for as long as the Bonds are admitted to listing on the Exchange, certificates will not be delivered to Bondholders in respect of the Bonds as each Bondholder will be registered in dematerialised form by an appropriate entry in the electronic register maintained on behalf of the Issuer at the Central Securities Depository, or as may be stipulated by the Exchange Bye-Laws from time to time ;
Denomination	Euro (€);
Minimum amount per subscription	Minimum of one thousand euro (€1,000) and integral multiples of one hundred euro (€100);
Redemption Date	May 31, 2016, subject to redemption of all or part of the Bonds earlier than their Redemption Date, at the option of the Issuer, as described herein;
Issue Price	At par (€100 for each Bond);
Status of the Bonds	The Bonds shall constitute the unsecured and unsubordinated obligations of the Issuer and will rank pari passu without any priority or preference with all other present and future unsecured and unsubordinated obligations of the Issuer;
Listing	Application has been made to the Listing Authority for the admissibility of the Bonds to listing and to the Exchange for the Bonds to be listed and traded on its Official List;
Offer Period	The period between April 27, 2009 and April 30, 2009 (or such earlier date as may be determined by the Issuer in the event of over-subscription) during which the Bonds are on offer;
Interest	Six per cent (6%) per annum for each of the Bonds;

Yield	The gross yield calculated on the basis of the Interest, the Issue Price and the Redemption Value of the Bonds at maturity is six per cent (6%) for each of the Bonds;
Interest Payment Date(s)	November 30 and May 31 of each year, between 2009 and the year in which the Bonds are redeemed (both years included), the first such payment to be made on November 30, 2009, provided that if any such day is not a Business Day, interest accrued up to and including the Interest Payment Date will be paid on the next following day that is a Business Day;
Redemption Value	At par (€100 for each Bond);
Designated Optional Redemption Dates	The Issuer has the option to redeem all or any part of the Bonds at their nominal value on any day falling between May 31, 2014 and May 31, 2016 (both dates inclusive) by giving not less than thirty (30) days advance notice in writing to Bondholders;
Manager and Registrar	Bank of Valletta p.l.c.;
Sponsor	Curmi & Partners Limited;
Notices	Notices will be mailed to Bondholders at their registered addresses and shall be deemed to have been served at the expiration of twenty-four (24) hours after the letter containing the notice is posted, and in proving such service it shall be sufficient to prove that a prepaid letter containing such notice was properly addressed to such Bondholder at his/her registered address and posted;
Governing Law	The Bonds are governed by and shall be construed in accordance with Maltese law;
Submission to Jurisdiction	The Maltese Courts shall have exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Bonds and accordingly any legal action or proceedings arising out of or in connection with the Bonds shall be brought exclusively before the Maltese Courts.

25.2 Expected Time-table of Principal Events

Application Forms Available	April 15, 2009
Opening of Subscription Lists	April 27, 2009
Closing of Subscription Lists	April 30, 2009
Announcement of basis of acceptance	May 7, 2009
Commencement of interest on the Bonds	May 7, 2009
Expected dispatch of allotment advices and refund of unallocated monies	May 14, 2009

The Issuer reserves the right to close the Offering before April 30, 2009 in the event of over-subscription, in which case, the remaining events set out in the “Expected Time-table of Principal Events” shall be anticipated in the same chronological order in such a way as to retain the same number of Business Days between the said principal events.

26. INFORMATION CONCERNING THE SECURITIES

26.1 Description and Type of Securities

Once issued, the Bonds shall constitute the debt obligations of the Issuer that bind the Issuer to pay to Bondholders interest on each Interest Payment Date and the nominal value of the Bonds on the Redemption Date or a Designated Optional Redemption Date, as the case may be. The Bonds shall be issued at a nominal value of €100 for each Bond.

The Bonds have been created in terms of the Companies Act. The Bonds will be issued in fully registered form, without interest coupons. If and for as long as the Bonds are admitted to listing on the Exchange, certificates will not be delivered to Bondholders in respect of the Bonds as each Bondholder will be registered in dematerialised form by an appropriate entry in the electronic register maintained on behalf of the Issuer at the Central Securities Depository, or as may be stipulated by the Exchange Bye-Laws from time to time.

Subject to the admission to listing of the Bonds to the Official List of the Exchange, the Bonds are expected to be assigned the following ISIN code: MT0000061243.

26.2 Status

The Bonds shall constitute the unsecured and unsubordinated obligations of the Issuer and will rank *pari passu* without any priority or preference with all other present and future unsecured and unsubordinated obligations of the Issuer.

In terms of article 1995 of the Civil Code (Chapter 16 of the Laws of Malta), the property of a debtor is the common guarantee of his creditors, “all of whom have an equal right over such property, unless there exist between them lawful causes of preference.” Privileges and hypothecs are lawful causes of preference. Accordingly any debts which are secured by privileges and hypothecs, whether existing now or which may come into existence in the future would rank prior to the indebtedness arising under the Bonds.

From searches which were carried out up to February 17, 2009 it results that the Issuer has not granted any registered privileges and hypothecs in respect of which the Issuer is the debtor except for guarantees for peaceful possession following deeds of sale.

The indebtedness created by the Bonds would rank after any future debts which may be secured by a cause of preference such as a privilege and a hypothec.

The following is a description of the Issuer’s indebtedness:

26.2.1 Bonds 2008/11

Pursuant to a prospectus dated October 17 2003 the Issuer issued Lm5,000,000 (equivalent to €11,646,867) 6.4% per cent bonds due 2008/2011 (“the Bonds 2008/11”). Under the terms and conditions applicable to the Bonds 2008/11, unless previously purchased and cancelled the Bonds 2008/11 are to be redeemed at their principal amount (together with interest accrued to the date fixed for redemption) at any date between November 30, 2008 and November 30, 2011, as the Issuer may determine, on giving not less than thirty (30) days’ notice. The outstanding aggregate principal amount of the Bonds 2008/11 is, at the date of this Prospectus, €10,877,706.

The Bonds 2008/11 constitute general, direct, unconditional, unsecured and unsubordinated obligations of the Issuer and will rank *pari passu*, without any priority or preference, with all other present and future unsecured and unsubordinated obligations of the Issuer.

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The Issuer intends to redeem all the outstanding Bonds 2008/11 from the proceeds of this Bond Issue.

26.2.2 Bank of Valletta Loan

The Issuer has a loan facility of €7,686,932 (Lm3,300,000) from Bank of Valletta p.l.c. which it entered into in order to redeem the Bonds 2006/2009, which facility expires on the 30th June 2011. The said facility is repayable within five years from first drawdown and interest is to be met separately every March and September. The Issuer pays interest at the rate of 1.25% per annum over the Bank's base rate.

Gasan Group Limited have jointly and severally guaranteed this loan and there is also a letter of undertaking by the Issuer that for as long as any principal or interest remain outstanding on the loan the Issuer will hold assets to the amount of at least 105% of the aggregate principal amount. The assets will be made up of:

- (i) hire purchase bills of exchange at cost to the Issuer; and/or
- (ii) cash and/or deposits at a local bank licensed by the MFSA; and/or
- (iii) bonds or other debt instruments issued by sovereign states which are rated as AA or better or bonds or other debt instruments which are rated as AAA by a recognised international rating agency and valued at the lower of cost and market value; and/or
- (iv) land and property developments at cost to the Issuer.

26.2.3 Gasan Group Limited Current Account

As at 31 December 2008, the Issuer owed Gasan Group Limited €3,228,119 which was advanced to it partly to finance the additional floor of the Mriehel Premises which was completed in December 2008. This amount was settled on March 16, 2009.

26.3 Terms and Conditions of the Bonds

The full terms and conditions applicable to the Bonds are contained in Section 27 of Part D of this Prospectus.

26.4 Interest

The Bonds shall accrue interest at the rate of 6% per annum payable semi-annually on May 31 and November 30 of each year. Interest shall accrue as from the date of announcement of basis of acceptance, which is expected to be May 7, 2009. The first Interest Payment Date shall be November 30, 2009.

26.5 Maturity and Redemption

The Bonds shall become due for final redemption on May 31, 2016. The Issuer reserves the right to redeem the Bonds or any part thereof at any date between May 31, 2014 and May 31, 2016, as the Issuer may determine, on giving not less than thirty (30) days notice to Bondholders. Redemption of the Bonds shall be made at the nominal value of the Bonds. In addition, the Issuer reserves the right to purchase Bonds from the market at any time after issue.

26.6 Public Offer

The Bonds shall be issued and offered to the general public in Malta as well as to Authorised Intermediaries either for their own account or on behalf of investors represented by such Intermediaries. The Issuer shall not, unless due notice in writing is given to it, verify the relations existing between an Intermediary and its client and shall not and at all times recognise as a Bondholder the person registered as such in the register of bonds held for this purpose.

26.7 Authorisations

The issue of the Bonds was authorised by the Issuer's Board of Directors by resolution dated April 1, 2009. The Listing Authority authorised the Bonds as admissible to listing on the Official List of the Exchange pursuant to the Listing Rules by virtue of a letter dated April 6, 2009.

26.8 Expected date of issue of the Bonds

The expected date of issue of the Bonds is May 7, 2009.

26.9 Asset Cover

The Issuer declares, that for as long as any principal or interest under the Bonds remain outstanding, it will hold assets, to the amount of at least one hundred and five per cent (105%) of the aggregate principal amount of all debentures, bonds (including the Bonds) or other security creating or acknowledging indebtedness and bank borrowings of the Issuer. These assets will be made up of:

- (i) hire purchase bills of exchange at Carrying Value (defined below) to the Issuer; and/or
- (ii) cash and/or deposits at a local bank licensed by the MFSA; and/or
- (iii) debt securities issued or guaranteed by any sovereign state within the Eurozone or which is a member of the OECD or other debt securities which are rated as AAA by a recognised international rating agency, without any currency exchange risk, at the lower of cost and market value; and/or
- (iv) land and property developments at their Relevant Value (as defined in section 27.3(3)).

For the avoidance of doubt, the Issuer further declares that if the Mriehel Premises and/or the Piazzetta Properties are sold, the proceeds of such sale will be utilised for the acquisition of assets of such nature as indicated in paragraphs (i), (ii), (iii) and (iv) of the immediately preceding paragraph to the extent that this is necessary for the Issuer to continue to abide by the declaration contained in such immediately preceding paragraph.

For the purposes of this Section 26.9 and Section 26.10 below:

“Carrying Value” means the principal amount plus the accrued interest from the date of the acceptance of the bill of exchange to the balance sheet date.

26.10 Reserve

The Issuer will, with effect from the end of the financial year 2011, over the period up to the Redemption Date, build a reserve (“the Reserve”), the value of which will by the end of such period be equivalent at least to 50% of the aggregate outstanding principal amount of the Bonds at the relevant time with a view to funding in part the repayment of capital on the Bonds on the Redemption Date. The Reserve will be made up of:

- (i) hire purchase bills of exchange at Carrying Value to the Issuer; and/or
- (ii) cash and/or deposits at a local bank licensed by the MFSA; and/or
- (iii) debt securities issued or guaranteed by any sovereign state within the Eurozone or which is a member of the OECD or other debt securities which are rated as AAA by a recognised international rating agency, without any currency exchange risk, at the lower of cost and market value;

and will be pledged or transferred or assigned by way of security to, and placed in the possession, control and management of an authorised trustee as security trustee for the benefit of the Bondholders.

Provided that the authorised trustee may, but shall not be required or bound, to ensure, monitor, or otherwise procure the creation and funding of the said Reserve by the Issuer.

26.11 Taxation**26.11.1 General**

Investors and prospective investors are urged to seek professional advice as regards both Maltese and any foreign tax legislation which may be applicable to them in respect of the Bonds, including their acquisition, holding and disposal as well as any income/gains derived therefrom or made on their disposal. The following is a summary of the anticipated tax treatment applicable to Bondholders in so far as taxation in Malta is concerned. This information does not constitute legal or tax advice and does not purport to be exhaustive.

The information below is based on an interpretation of tax law and practice relative to the applicable legislation, as known to the Issuer at the date of the Prospectus, in respect of a subject on which no official guidelines exist. Investors are reminded that tax law and practice and their interpretation as well as the levels of tax on the subject matter referred to in the preceding paragraph, may change from time to time.

This information is being given solely for the general information of investors. The precise implications for investors will depend, among other things, on their particular circumstances and on the classification of the Bonds from a Maltese tax perspective, and professional advice in this respect should be sought accordingly.

26.11.2 Malta tax on interest

Since interest is payable in respect of a Bond which is the subject of a public issue, unless the Issuer is otherwise instructed by a Bondholder or unless the Bondholder does not fall within the definition of “recipient” in terms of article 41(c) of the Income Tax Act, (Cap. 123, Laws of Malta), interest shall be paid to such person net of a final withholding tax, currently at the rate of 15% of the gross amount of the interest, pursuant to article 33 of the Income Tax Act (Cap. 123, Laws of Malta). Bondholders who do not fall within the definition of a “recipient” do not qualify for the said rate and should seek advice on the taxation of such income as special rules may apply.

This withholding tax is considered as a final tax and a Maltese resident individual Bondholder need not declare the interest so received in his income tax return. No person shall be charged to further tax in respect of such income. Furthermore, tax withheld shall in no case be available to any person for a credit against that person’s tax liability or for a refund as the case may be.

In the case of a valid election made by an eligible Bondholder resident in Malta to receive the interest due without the deduction of final tax, interest will be paid gross and such person will be obliged to declare the interest so received in his income tax return and be subject to tax on it at the standard rates applicable to that person at that time. Additionally in this latter case the Issuer will advise the Inland Revenue on an annual basis in respect of all interest paid gross and of the identity of all such recipients unless the beneficiary is a non-resident of Malta. Any such election made by a resident Bondholder at the time of subscription may be subsequently changed by giving notice in writing to the Issuer. Such election or revocation will be effective within the time limit set out in the Income Tax Act.

In terms of article 12(1)(c) of the Income Tax Act, Bondholders who are not resident in Malta satisfying the applicable conditions set out in the Income Tax Act are not taxable in Malta on the interest received and will receive interest gross, subject to the requisite declaration/evidence being provided to the Issuer in terms of law.

26.11.3 European Union Savings Directive

Non-residents of Malta should note that payment of interest to individuals and certain residual entities residing in another EU Member State is reported on an annual basis to the Malta Commissioner of Inland Revenue who will in turn exchange the information with the competent tax authority of the Member State where the recipient of interest is resident. This exchange of information takes place in terms of the EU Savings Directive 2003/48/EC.

26.11.4 Malta capital gains on transfer of the Bonds

On the assumption that the Bonds would not fall within the definition of “securities” in terms of article 5(1)(b) of the Income Tax Act, that is, “shares and stocks and such like Instrument that participate in any way in the profits of the company and whose return is not limited to a fixed rate of return”, no tax on capital gains is chargeable in respect of transfer of the Bonds.

26.11.5 Duty on documents and transfers

In terms of article 50(2) of the FMA, as the Bonds constitute financial instruments of a company quoted on a Recognised Investment Exchange, as is the Exchange, redemptions and transfers of the Bonds is exempt from Maltese stamp duty.

INVESTORS AND PROSPECTIVE INVESTORS ARE URGED TO SEEK PROFESSIONAL ADVICE AS REGARDS BOTH MALTESE AND ANY FOREIGN TAX LEGISLATION APPLICABLE TO THE

ACQUISITION, HOLDING AND DISPOSAL OF BONDS AS WELL AS INTEREST PAYMENTS MADE BY THE ISSUER. THE ABOVE IS A SUMMARY OF THE ANTICIPATED TAX TREATMENT APPLICABLE TO THE BONDS AND TO BONDHOLDERS. THIS INFORMATION, WHICH DOES NOT CONSTITUTE LEGAL OR TAX ADVICE, REFERS ONLY TO BONDHOLDERS WHO DO NOT DEAL IN SECURITIES IN THE COURSE OF THEIR NORMAL TRADING ACTIVITY.

27. TERMS AND CONDITIONS OF THE BONDS

The following are the terms and conditions, which will be applicable to the Bonds (the “**Bond Conditions**”). Each Bondholder and any person claiming through or under a Bondholder is deemed to have notice and knowledge of, and is bound by, these Bond Conditions.

27.1 General

Each Bond forms part of a duly authorised issue of six per cent (6%) Bonds due 2014-2016 having a nominal value of €100 each (the “**Bonds**”) of Gasan Finance Company p.l.c. (the “**Issuer**”) for an aggregate principal amount of €15,000,000 provided that in the event that the Issuer receives applications for Bonds in excess of €15,000,000, the Issuer has the option to increase the issue of Bonds by a maximum of an additional €5,000,000 up to an aggregate principal amount of €20,000,000 (the “**Over-allotment Option**”).

27.2 Form, Denomination and Title

The Bonds will be issued in fully registered form, without interest coupons, in denominations of any integral multiple of €100 provided that on subscription they will be issued for a minimum of €1,000. If and for as long as the Bonds are admitted to listing on the Exchange, certificates will not be delivered to Bondholders in respect of the Bonds as each Bondholder will be registered in dematerialised form by an appropriate entry in the electronic register maintained on behalf of the Issuer at the Central Securities Depository, or as may be stipulated by the Exchange Bye-Laws from time to time. The nominal value of each Bond is being established to facilitate trading therein. The Bonds, and transfer thereof, shall be registered as provided under “Registration, replacement, transfer and exchange” in Section 27.8 below. A person in whose name a Bond shall be registered shall (to the fullest extent permitted by law) be treated at all times and for all purposes as the absolute owner of such Bond regardless of any notice of ownership or trust.

27.3 Status and negative pledge

- (1) The Bonds constitute unsecured and unsubordinated obligations of the Issuer and rank *pari passu* without any priority or preference with all other present and future unsecured and unsubordinated obligations of the Issuer.
- (2) The Issuer undertakes, for as long as any principal or interest under the Bonds or any of the Bonds remains outstanding, not to create or permit to subsist any Security Interest (as defined below), other than a Permitted Security Interest (as defined below), upon the whole or any part of its respective present or future assets or revenues to secure any Relevant Indebtedness (as defined below) of the Issuer unless the Issuer, in the case of the creation of a Security Interest, before or at the same time and, in any other case, promptly, takes any and all action necessary to ensure that:
 - (a) all amounts payable by it under the Bonds are secured by a Security Interest equally and rateably with the Relevant Indebtedness in question being so secured; or
 - (b) such other Security Interest is approved by a resolution duly passed by the Bondholders.
- (3) For the purpose of this Section 27.3 and of Section 27.7 entitled “Events of Default”: “Relevant Indebtedness” means any indebtedness in respect of:
 - (A) monies borrowed;
 - (B) any debenture, bond, note, loan stock or other security creating or acknowledging indebtedness;

- (C) any acceptance credit;
- (D) the acquisition cost of any asset to the extent payable before or after the time of acquisition or possession by the party liable where the advance or deferred payment is arranged primarily as a method of raising finance or financing the acquisition of that asset;
- (E) leases entered into primarily as a method of raising finance or financing the acquisition of the asset leased;
- (F) amounts raised under any other transaction having the commercial effect of borrowing or raising of money;
- (G) any guarantee, indemnity or similar assurance in respect of any such indebtedness;

“Security Interest” means any privilege, hypothec, pledge, lien, charge or other encumbrance which grants rights of preference to a creditor over the assets of the debtor;

“Permitted Security Interest” means:

- (A) any Security Interest arising by operation of law;
- (B) any Security Interest securing any indebtedness of the Issuer created for the sole purpose of financing or raising finance for the redemption of all the Bonds;
- (C) any Security Interest securing any Relevant Indebtedness, including bank loans or overdrafts, in the ordinary course of business;
- (D) any other Security Interest (in addition to those referred to in (A), (B) and (C) above) securing Relevant Indebtedness of the Issuer in an aggregate outstanding amount, from time to time, not exceeding €1,200,000.

Provided that the aggregate Security Interests referred to in (C) and (D) above do not result in the amount arrived at after taking the Relevant Value and subtracting therefrom the aggregate value of the liabilities of the Issuer secured by Security Interests referred to in (A) and (B) above being less than one hundred and five per cent (105%) of the aggregate principal amount of the Bonds still outstanding.

“Relevant Value” means the value of the assets of the Issuer calculated on the basis of their book value (as reflected in the accounts of the Issuer) and in the case of immovable property adjusted by reference to the open market value of the said immovable property as determined by the Directors on the basis of independent professional advice/valuation procured by them.

27.4 Interest

- (1) The Bonds bear interest from and including the Issue Date, which is expected to be May 7, 2009, at the rate of 6% per annum on the nominal value thereof, payable semi-annually in arrears on November 30 and May 31 of each year, commencing on November 30, 2009 (each such day, an “**Interest Payment Date**”) provided that if an Interest Payment Date falls on a day other than a Business Day, the payment of interest accrued up to the Interest Payment Date will be carried over to the next following day that is a Business Day. The period commencing on and including one Interest Payment Date (or in the case of the first such period, commencing on and including the Issue Date) and ending on but excluding the immediately following Interest Payment Date is referred to in these Bond Conditions as an “**Interest Period**”.
- (2) Each Bond will cease to bear interest from and including its due date for redemption unless, payment of the principal in respect of the Bond is improperly withheld or refused or unless default is otherwise made in respect of payment, in any of which events interest shall continue to accrue at the rate specified above or at the rate of two per cent (2%) per annum above the European Central Bank’s Refinancing Rate in respect of the Bonds, whichever is the greater.
- (3) When interest is required to be calculated for any period of less than a full Interest Period, it shall be calculated on the basis of the actual number of days elapsed from and including the most recent Interest Payment Date, or as appropriate, the Issue Date divided by the actual number of days (365 or 366 as the case may be) in the respective year.

27.5 Payments

- (1) Payment of the principal amount (with interest accrued to the due date for redemption) as well as payment of any instalment of interest of the Bonds will be made in euro to the person in whose name such Bond is registered as at the close of business fifteen (15) days prior to the due date for redemption or fifteen (15) days prior to the Interest Payment Date (as the case may be) by direct credit or transfer to a euro account (or any other account to which euro may be credited or transferred) specified by the Bondholder. The Issuer shall not be responsible for any loss or delay in transmission. Such payment shall be effected within seven (7) days of the due date for redemption or the Interest Payment Date (as the case may be).
- (2) All payments are subject in all cases to any pledge (duly constituted) of the Bonds and to any applicable fiscal or other laws and regulations. In particular, but without limitation, all payments by the Issuer in respect of the Bonds shall be made net of any amount which the Issuer is compelled by law to deduct or withhold for or on account of any present or future taxes, duties, assessments or other Governmental charges of whatsoever nature imposed or levied by or on behalf of the Government or authority thereof or therein having power to tax.
- (3) No commissions or expenses shall be charged to the Bondholders in respect of such payments.

27.6 Redemption and Purchase

- (1) The Bonds will be redeemed at their nominal value (together with interest accrued to the due date for redemption) on May 31, 2016 (the “**Redemption Date**”). The Issuer reserves the right to redeem all or any of the Bonds on any date between May 31, 2014 and May 31, 2016 (both dates inclusive), as the Issuer may determine, on giving not less than thirty (30) days’ notice (“**a Designated Optional Redemption Date**”). Any notice of a Designated Optional Redemption Date shall specify the number of Bonds that the Issuer has opted to redeem on the Designated Optional Redemption Date and, if not all the Bonds are to be redeemed, the manner in which the Issuer will select the Bonds for redemption on such Designated Optional Redemption Date.
- (2) All Bonds so redeemed will be cancelled forthwith and may not be reissued or resold.
- (3) The Issuer and any Group Company may at any time purchase Bonds in the open market or otherwise at any price. Any purchase by tender shall be made available to all Bondholders alike. All Bonds so purchased by the Issuer will be cancelled forthwith and may not be reissued or resold. All Bonds so purchased by any Group Company may be cancelled or held, reissued or resold at the discretion of the relevant purchaser. The Bonds so purchased, while held by or on behalf of any Group Company, shall not entitle the holder to vote at any meetings of the Bondholders and shall not be deemed to be outstanding for the purposes of these Bond Conditions including, without limitation, for the purposes of Sections 27.3 and 27.7.

27.7 Events of Default

The Bonds shall become immediately due and repayable at their principal amount together with accrued interest if any of the following events (“Events of Default”) shall occur:

- (1) the Issuer shall fail to pay any interest on any Bond when due and such failure shall continue for thirty (30) days after written notice thereof shall have been given to the Issuer by any Bondholder; or
- (2) the Issuer shall fail duly to perform or shall otherwise be in breach of any other material obligation contained in these Bond Conditions and such failure shall continue for thirty (30) days after written notice thereof shall have been given to the Issuer by any Bondholder; or
- (3) an order is made or resolution passed or other action taken for the dissolution, termination of existence, liquidation, winding-up or bankruptcy of the Issuer; or
- (4) the Issuer stops or suspends payments (whether of principal or interest) with respect to all or any class of its debts or announces an intention to do so or ceases or threatens to cease to carry on its business or a substantial part of its business; or

- (5) the Issuer is unable, or admits in writing its inability, to pay its debts as they fall due or otherwise becomes insolvent; or
- (6) there shall have been entered against the Issuer a final judgment by a court of competent jurisdiction from which no appeal may be or is taken for the payment of money in excess of €1,250,000 or its equivalent and ninety (90) days shall have passed since the date of entry of such judgment without its having been satisfied or stayed; or
- (7) any default occurs and continues for ninety (90) days under any contract or document relating to any Relevant Indebtedness (as defined above) of the Issuer in excess of €1,250,000 or its equivalent at any time.

27.8 Registration, Replacement, Transfer and Exchange

- (1) A register of the Bonds will be kept wherein there will be entered the names and addresses of the Bondholders and particulars of the Bonds held by them respectively and a copy of such register will at all reasonable times during business hours be open to the inspection of the Bondholders. If and for as long as the Bonds are admitted to listing on the Exchange, the said register will be kept at the Central Securities Depository of the Exchange or as may be stipulated by, and in accordance with, the Exchange Bye-Laws.
- (2) A Bond may be transferred or transmitted only in whole in accordance with the rules and procedures applicable from time to time at the Exchange. If Bonds are transferred or transmitted in part, the transferee thereof will not be registered as a Bondholder.
- (3) Any person becoming entitled to a Bond in consequence of the death, bankruptcy or winding-up of a Bondholder may, upon such evidence being produced as may from time to time properly be required by the Issuer or the Exchange, elect either to be registered himself as Bondholder or to have some person nominated by him registered as the transferee thereof. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Issuer a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the Bond.
- (4) All transfers and transmissions are subject in all cases to any pledge (duly constituted) of the Bonds and to any applicable laws and regulations.
- (5) The cost and expenses of effecting any exchange or registration of transfer or transmission except for the expenses of delivery by 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.
- (6) The Issuer will not register the transfer or transmission of Bonds for a period of fifteen (15) days preceding the due date for any payment of interest on the Bonds or the due date for redemption.

27.9 Resolutions and Meetings of Bondholders

- (1) Bondholders have the following powers exercisable by a resolution voted for, at a meeting of the Bondholders convened and held in accordance with the provisions of this Section 27.9, by a majority of Bondholders holding not less than seventy-five per cent (75%) of the outstanding principal amount for the time being of the Bonds:
 - (i) power to approve any release, modification, waiver or compromise of any of the rights of the Bondholders (however arising) against the Issuer, except that they do not have powers to affect rights in respect of payments of interest payable on the Bonds or the payment of the principal amount upon redemption;
 - (ii) power to authorise the Issuer to modify, alter, amend or add to the provisions contained in the Bond Conditions and power to ratify and adopt any such modification, alteration, amendment or addition;
 - (iii) power to approve any scheme of reconstruction of the Issuer or for the amalgamation of Issuer with any other company or corporation;

- (iv) power to approve the creation of a Security Interest in terms of Section 27.3 (2) (b);

and any such resolution shall be binding on all Bondholders and each Bondholder is bound to give effect to it accordingly.

- (2) The Issuer may at any time convene a meeting of the Bondholders and if it receives a written request by Bondholders holding ten per cent (10%) of the outstanding principal amount for the time being of the Bonds and is indemnified to its satisfaction against all costs, losses and expenses, the Issuer must convene a meeting of Bondholders. Meetings shall be convened and requested only for the purpose of considering a resolution specified in the immediately preceding paragraph. The time and place of the meeting must be specified by the Issuer.
- (3) A meeting of Bondholders shall only validly and properly proceed to business if there is a quorum present at the commencement of the meeting. For this purpose a quorum shall be considered present if there are Bondholders present, in person or by proxy, accounting for at least fifty per cent (50%) of the outstanding principal amount for the time being of the Bonds.
- (4) Once a quorum is declared present by the Chairman of the meeting (who shall be the person who in accordance with the memorandum and articles of association of the Issuer would chair a general meeting of shareholders) the meeting may then proceed to business and the Directors of the Issuer or the Bondholder(s) who requested the meeting (as the case may be) or their representatives shall present to the Bondholders the reasons for proposing the resolution. The meeting shall allow reasonable and adequate time to Bondholders to present their views to the Issuer and the other Bondholders. The meeting shall then put the resolution to a vote of the Bondholders present.
- (5) The voting process shall be managed by the Company Secretary under the supervision and scrutiny of the Auditors of the Issuer.
- (6) Save for the above, the rules generally applicable to the Issuer during general meetings of shareholders shall apply.
- (7) In the event that the Bonds are listed, and for so long as the Bonds remain listed, any resolution which may be proposed shall be subject to any laws, regulations, rules or bye-laws which may be applicable from time to time.

27.10 Further Issues

The Issuer may, from time to time, without the consent of the Bondholders, create and issue further bonds, debentures or any other debt securities either having the same terms and conditions as the Bonds in all respects (except for the first payment of interest on them) and so that such further issue shall be consolidated and form a single series with the Bonds or otherwise upon such terms and conditions as the Issuer may determine. Any further debt securities so issued may rank *pari passu* in all respects with the Bonds but shall not rank ahead of the Bonds.

27.11 Bonds held Jointly

In respect of a Bond held jointly by several persons (including husband and wife), the joint holders shall nominate one of their number as their representative and his/her name will be entered in the register with such designation. The person whose name shall be inserted in the field entitled "Applicant" on the Application Form, or first named in the register of Bondholders shall for all intents and purposes be deemed to be such nominated person by all those joint holders whose names appear in the field entitled "Additional Applicants" in the Application Form or joint holders in the register as the case may be. Such person shall, for all intents and purposes, be deemed to be the registered holder of the Bond/s so held.

27.12 Bonds held Subject to Usufruct

In respect of a Bond held subject to usufruct, the name of the bare owner and the usufructuary shall be entered in the register. The usufructuary shall, for all intents and purposes, be deemed vis a vis the

Issuer to be the holder of the Bond/s so held and shall have the right to receive interest on the Bond/s and to vote at meetings of the Bondholders but shall not, during the continuance of the Bond/s, have the right to dispose of the Bond/s so held without the consent of the bare owner.

27.13 Governing Law and Jurisdiction

- (1) The Bonds are governed by and shall be construed in accordance with Maltese law.
- (2) Any legal action, suit or proceeding against the Issuer arising out of or in connection with the Bonds shall be brought exclusively before the Maltese Courts and the Bondholders shall, upon and by submitting an Application, acknowledge that they are submitting to the exclusive jurisdiction of the Maltese Courts as aforesaid.

27.14 Notices

Notices will be mailed to Bondholders at their registered addresses and shall be deemed to have been served at the expiration of twenty-four (24) hours after the letter containing the notice is posted, and in proving such service it shall be sufficient to prove that a prepaid letter containing such notice was properly addressed to such Bondholders at his registered address and posted.

27.15 Listing

The Bonds, upon issue and subscription, shall be admitted to the Official List of the Exchange, accordingly all these Bond Conditions shall be read in conjunction with the Listing Rules of the Listing Authority and with the Bye-Laws of the Exchange applicable from time to time.

28. TERMS AND CONDITIONS OF APPLICATION

The following are the terms and conditions which are applicable to Applications (the “**Application Conditions**”). Any Applicant is deemed to have notice of, and is bound by, these Application Conditions.

1. Subject to all other Application Conditions, the Issuer reserves the right to reject, in whole or in part, or to scale down any Application, including multiple or suspected multiple Applications, and to present any cheques and/or drafts for payment upon receipt. The right is also reserved to refuse any Application, which in the opinion of the Issuer is not properly completed in all respects in accordance with the instructions or is not accompanied by the required documents. Only original Application Forms will be accepted and photocopies/facsimile copies will not be accepted.
2. If any Application is not accepted, or if any Application is accepted for fewer Bonds than those applied for, then the Applicant shall receive a refund of the price of the Bonds applied for but not allocated. The Application monies or the balance of the amount paid on Application will be returned by direct credit into the Applicant’s bank account as indicated in the Application Form, within five (5) Business Days from the date of final allocation. No interest shall be due on refunds and any risk of loss or gain that may emerge on exchange of refunds from the currency of denomination of the Bonds applied for into the base currency of the Applicant shall be at the charge or for the benefit of the Applicant.
3. In the case of joint Applications, reference to the Applicant in these Application Conditions is a reference to each Applicant, and liability therefore is joint and several. Furthermore, as joint Applicants, each Applicant warrants that he/she has only submitted one Application Form in his/her name.
4. In the case of Applicants who hold Bonds 2008/11 the consideration payable by an Applicant for the Bonds may be settled after submitting an Application Form, by the transfer of all or part of the Bonds 2008/11 held by such Applicant on April 1, 2009 (“the Cut-Off Date”) together with the payment of such additional amount in cash as may be required.

Since the Issuer will be giving preference to Applications made by existing holders of Bonds 2008/11 up to their full amount rounded up to (a) €1,000, if the Bonds 2008/11 held are less than €1,000 or (b) to the nearest integral multiple of €100, if the Bonds 2008/11 held are more than €1,000, any such Applicant must ensure that the relative Application Form is accompanied by payment of the difference between the full price of the amount of Bonds applied for and the nominal value of the Bonds 2008/11 being transferred (“the Maturing Bond Transfer”).

The Applicant, being a holder of Bonds 2008/11 on the Cut-Off Date, shall fill in and submit an Application Form if the selected method of payment for the Bonds being applied for is the Maturing Bond Transfer. By submitting a signed Application Form indicating that the Maturing Bond Transfer is being selected (whether in whole or in part consideration for the Bonds being applied for), the Applicant is thereby confirming that:

(a) all or part (as the case may be) of the Bonds 2008/11 held by the Applicant on the Cut-Off Date are being transferred to the Issuer at their nominal value; and

(b) the Application Form constitutes the Applicant’s irrevocable mandate to the Issuer to:

(i) cause the transfer of the said Bonds 2008/11 in the Issuer’s name in consideration of the issue of Bonds; and

(ii) engage at the Issuer’s cost, the services of such brokers or intermediaries as may be necessary to fully and effectively vest title in said Bonds 2008/11 in the Issuer and fully and effectively vest title in the appropriate number of Bonds in the Applicant.

5. Any person, whether natural or legal, shall be eligible to submit an Application, and any one person, whether directly or indirectly, should not submit more than one Application Form provided that an Application Form submitted in terms of Condition 4 above shall not be counted for this purpose. In the case of corporate Applicants or Applicants having separate legal personality, the Application Form must be signed by a person authorised to sign on behalf of, and bind, such Applicant. It shall not be incumbent on the Issuer or Registrar to verify whether the person or persons purporting to bind such an Applicant is or are in fact authorised.
6. Applications in the name and for the benefit of minors shall be allowed provided that they are signed by both parents or by the legal guardian/s and accompanied by a Public Registry birth certificate of the minor in whose name and for whose benefit the Application Form is submitted. Any Bonds allocated pursuant to such an Application shall be registered in the name of the minor as Bondholder, with interest payable to the parents or legal guardian/s signing the Application Form until such time as the minor attains the age of eighteen (18) years, following which all interests shall be payable directly to the registered holder, provided that the Issuer has been duly notified in writing of the fact that the minor has attained the age of eighteen (18) years.
7. All Applications must be submitted on Application Forms within the time limits established herein (refer to Expected Timetable of Principal Events set out Part D Section 25.2 of this Prospectus). The minimum subscription of the Bonds is €1,000 in value. Applications in excess of the said minimum thresholds must be in multiples of €100. The completed Application Forms are to be lodged with any of the Authorised Intermediaries mentioned in this Prospectus. All Application Forms must be accompanied by the full price of the Bonds applied for in the currency of designation of the Bonds applied for. Payment may be made either in cash or by cheque payable, to “The Registrar – Gasan Finance Company p.l.c. Bond Issue”. In the event that a cheque accompanying an Application Form is not honoured on its first presentation, the Issuer and the Registrar reserve the right to invalidate the relative Application Form.
8. By completing and delivering an Application Form you (as the Applicant(s)):
 - (a) irrevocably offer to purchase the number of Bonds specified in your Application Form (or any smaller number for which the Application is accepted) at the Issue Price subject to the Prospectus, the Bond Conditions and the Memorandum and Articles of Association of the Issuer;

- (b) authorise the Registrar and the Directors of the Issuer to include your name or in the case of joint Applications, the first named Applicant, in the register of Debentures of the Issuer in respect of the Bonds allocated to you;
- (c) warrant that your remittance will be honoured on first presentation and agree that, if such remittances not so honoured, you will not be entitled to receive a registration advice, or to be registered in the register of Debentures or to enjoy or receive any rights in respect of such Bonds unless and until you make payment in cleared funds for such Bonds and such payment is accepted by the Issuer (which acceptance shall be made in its absolute discretion and may be on the basis that you indemnify it against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of your remittance to be honoured on first presentation) and that, at any time prior to unconditional acceptance by the Issuer of such late delivery of consideration in respect of such Bonds, the Issuer may (without prejudice to other rights) treat the agreement to allocate such Bonds as void and may allocate such Bonds to some other person, in which case you will not be entitled to any refund or payment in respect of such Bonds (other than return of such late payment);
- (d) agree that the registration advice and other documents and any monies returnable to you may be retained pending clearance of your remittance and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 373 of the Laws of Malta) (and regulations made thereunder) and that such monies will not bear interest;
- (e) agree that all Applications, acceptances of Applications and contracts resulting therefrom will be governed by, and construed in accordance with Maltese law and that you submit to the jurisdiction of the Maltese Courts and agree that nothing shall limit the right of the Issuer to bring any action, suit or proceeding arising out of or in connection with any such Applications, acceptances of Applications and contracts in any other manner permitted by law in any court of competent jurisdiction;
- (f) warrant that, if you sign the Application Form on behalf of another party or on behalf of a corporation or corporate entity or association of persons, you have due authority to do so and such person, corporation, corporate entity, or association of persons will also be bound accordingly and will be deemed also to have given the confirmations, warranties and undertakings contained in these Application Conditions and undertake to submit your power of attorney or a copy thereof duly certified by a lawyer or notary public if so required by the Registrar;
- (g) agree that all documents in connection with the issue of the Bonds and any returned monies including refund of all unapplied Application monies will be returned at your risk and will be returned by direct credit into the bank account as specified in the Application Form;
- (h) agree that, having had the opportunity to read the Prospectus, you have, and shall be deemed to have had, notice of all information and representations concerning the Issuer and the issue of the Bonds contained therein;
- (i) confirm that in making such Application you are not relying on any information or representation in relation to the Issuer or the issue of the Bonds other than those contained in the Prospectus and you accordingly agree that no person responsible solely or jointly for the Prospectus or any part thereof will have any liability for any such other information or representation;
- (j) confirm that you have reviewed and you will comply with the restriction contained in Condition 9 below and the warning in this Section 28;
- (k) warrant that you are not under the age of eighteen (18) years or if you are lodging an Application in the name and for the benefit of a minor, warrant that you are the parents or legal guardian/s of the minor;
- (l) agree that such Application Form is addressed to the Issuer and that in respect of those Bonds for which your Application has been accepted, you shall receive a registration advice confirming such acceptance;
- (m) confirm that in the case of a joint Application the first-named Applicant shall be deemed the holder of the Bonds;

- (n) agree to provide the Registrar and/or Issuer as the case may be, with any information which it may request in connection with your Application(s);
- (o) agree that Curmi & Partners Limited will not, in its capacity of Sponsor, treat you as its customer by virtue of your making an Application for the Bonds and that Curmi & Partners Limited will owe you no duties or responsibilities concerning the price of the Bonds or their suitability for you;
- (p) warrant that, in connection with your Application, you have observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with your Application in any territory and that you have not taken any action which will or may result in the Issuer or the Registrar acting in breach of the regulatory or legal requirements of any territory in connection with the Bond Issue or your Application;
- (q) warrant that all applicable exchange control permits and authorisations which may be applicable have been duly and fully complied with;
- (r) represent that you are not a U.S. person (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”)) and that you are not accepting the invitation comprised in the Prospectus from within the United States of America, its territories or its possessions, any State of the United States of America or any area subject to its jurisdiction (the “United States”) or on behalf or for the account of anyone within the United States or anyone who is a U.S. person, unless you indicate otherwise on the Application Form in accordance with the instructions of the Application Form.
9. The Bonds have not been and will not be registered under the Securities Act and accordingly may not be offered or sold within the United States or to or for the account or benefit of a U.S. person.
 10. No person receiving a copy of the Prospectus or an Application Form in any territory other than Malta may treat the same as constituting an invitation or offer to him nor should he in any event use such Application Form, unless, in the relevant territory, such an invitation or offer could lawfully be made to him or such Application Form could lawfully be used without contravention of any registration or other legal requirements. It is the responsibility of any person outside Malta wishing to make any Application to satisfy himself as to full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities required to be observed in such territory and paying any issues, transfer or other taxes required to be paid in such territory.
 11. For the purposes of the Prevention of Money Laundering and Funding of Terrorism Regulations 2008 (Legal Notice 180 of 2008), all Authorised Intermediaries are under a duty to communicate, upon request, all information they hold about clients, pursuant to Articles 1.2(d) and 2.4 of the “Code of Conduct for Members of the Exchange” appended as Appendix IV to Chapter 3 of the Exchange Bye-Laws, irrespective of whether the Authorised Intermediaries are Exchange members or not. Such information shall be held and controlled by the Exchange in terms of the Data Protection Act (Cap. 440 of the Laws of Malta) for the purposes, and within the terms of, the Exchange’s Data Protection Policy as published from time to time.
 12. Within five (5) Business Days from the closing of the subscription lists, the Issuer shall determine, and either directly or through the Registrar, announce by way of press release, the basis of acceptance of Applications and allocation policy to be adopted.
 13. Save where the context requires otherwise, terms defined in the Prospectus bear the same meaning when used in these Application Conditions, in the Application Form and in any other document issued pursuant to the Prospectus.
 14. Application has been made to the Listing Authority in its capacity as the competent authority under the FMA for the Bonds to be admitted to listing on a regulated market and to the board of directors of the Exchange for the Bonds to be admitted to the Official List. Dealing shall commence upon admission to trading of the Bonds by the Exchange, and following notification of the Applicants as aforesaid.

15. The Application lists for the Bonds will open at 8.30 hours on April 27, 2009 and will close as soon thereafter as may be determined by the Issuer but not later than close of business on April 30, 2009, subject to the right of the Issuer to close subscription lists before such date in the event that the Offering is over-subscribed and the exercise or waiver by all holders of Bonds 2008/11 of their right of preference in the allocation of the Bonds.

THE VALUE OF INVESTMENTS CAN GO UP OR DOWN AND PAST PERFORMANCE IS NOT NECESSARY INDICATIVE OF FUTURE PERFORMANCE. THE NOMINAL VALUE OF THE BONDS ON OFFER WILL BE REPAYABLE IN FULL UPON REDEMPTION. AN INVESTOR SHOULD CONSULT A LICENSED STOCKBROKER OR AN INVESTMENT ADVISER, LICENSED UNDER THE INVESTMENT SERVICES ACT (CAP. 370 OF THE LAWS OF MALTA) FOR ADVICE.

PART E: ANNEXES

ANNEX I: SPECIMEN APPLICATION FORM



Gas Finance Company p.l.c.

Gas Finance Company p.l.c. Issue of 6.00% BONDS 2014 - 2016

Application
Number

Please read the notes overleaf before completing this Application Form. Mark 'X' if applicable.

APPLICANT (see notes 2 to 6)			
A	<input type="checkbox"/> Non-Resident	<input type="checkbox"/> Minor (under 18)	<input type="checkbox"/> Body Corporate/ Body of Persons
	<input type="checkbox"/> CIS-Prescribed Fund	<input type="checkbox"/> Employee	
B	TITLE (Mr/Mrs/Ms/)		
	FULL NAME & SURNAME / REGISTERED NAME		
	ADDRESS		
			POSTCODE
	MSE A/C NO. (if applicable)	I.D. CARD / PASSPORT / COMPANY REG. NO.	TEL. NO.
			MOBILE NO.
C ADDITIONAL (JOINT) APPLICANTS (see note 3) (please use additional Application Forms if space is not sufficient)			
	TITLE (Mr/Mrs/Ms/)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.
	TITLE (Mr/Mrs/Ms/)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.
D MINOR'S PARENTS / LEGAL GUARDIANS (see note 4) (to be completed ONLY if the Applicant is a minor)			
I	TITLE (Mr/Mrs/Ms/)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.
II	TITLE (Mr/Mrs/Ms/)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.
E I/WE APPLY TO PURCHASE AND ACQUIRE (see notes 8 and 9):			
	AMOUNT IN FIGURES €	AMOUNT IN WORDS	
<p>Gas Finance Company p.l.c. 6.00% Bonds 2014-2016 (minimum €1,000 and in multiples of €100 thereafter) or any smaller amount of Bonds for which this Application may be accepted at the Issue Price, as defined in the Prospectus dated 7th April 2009 (the "Prospectus"), payable in full upon application under the Terms and Conditions as defined in the said Prospectus.</p>			
F RESIDENT - WITHHOLDING TAX DECLARATION (see note 10) (to be completed ONLY if the Applicant is a Resident of Malta)			
<input type="checkbox"/> I/We elect to have Final Withholding Tax deducted from my/our interest.			
<input type="checkbox"/> I/We elect to receive interest GROSS (i.e. without deduction of withholding tax).			
G NON-RESIDENT - DECLARATION FOR TAX PURPOSES (see note 11) (to be completed ONLY if the Applicant is a Non-Resident)			
TAX COUNTRY		TOWN OF BIRTH	
T I N (Tax Identification Number)		COUNTRY OF BIRTH	
PASSPORT/NATIONAL I.D. CARD	COUNTRY OF ISSUE	NUMBER	ISSUE DATE
<input type="checkbox"/> I/We am/are NOT Resident in Malta but I/we am/are Resident in the European Union.			
<input type="checkbox"/> I/We am/are NOT Resident in Malta and I/we am/are NOT Resident in the European Union.			
H INTEREST MANDATE (see note 10)			
BANK		BRANCH	ACCOUNT NUMBER
I			
<p>I/We have fully understood the instructions for completing this Application Form, and am/are making this Application solely on the basis of the Prospectus, dated 7th April 2009 and subject to its Terms and Conditions which I/we fully accept. Furthermore, I/we confirm that this is the only Application Form I/we am/are submitting on my/our behalf or on behalf of the company or other entity I/we represent.</p>			
Signature/s of Applicant/s <small>(Both parents or legal guardian/s are/is to sign if Applicant is a minor) (All parties are to sign in the case of a joint Application)</small>			Date

AUTHORISED INTERMEDIARY'S STAMP

AUTHORISED INTERMEDIARY'S CODE

Notes on how to complete this Application Form and other information

The following notes are to be read in conjunction with the Prospectus dated 7th April 2009

1. This Application is governed by the Application Conditions contained in the Prospectus dated 7th April 2009. Capitalised terms not defined herein, shall unless the context otherwise requires have the meanings ascribed to them in the Prospectus dated 7th April 2009.
2. The Application Form is to be completed in BLOCK LETTERS.
3. Applicants are to insert full personal details in Panel B. In the case of an application by more than one person (including husband and wife) full details of all individuals – including I.D. Card Numbers – must be given in Panels B and C but the person whose name appears in Panel B shall, for all intents and purposes, be deemed to be the registered holder of the Bonds. Interest and redemption proceeds will be issued in the name of such Bondholder (Vide note 7 below).
4. Applications in the name and for the benefit of minors shall be allowed provided that they are signed by both parents or by the legal guardian/s and accompanied by a Public Registry birth certificate of the minor in whose name and for whose benefit the Application Form is submitted. Any Bonds allocated pursuant to such an Application shall be registered in the name of the minor as Bondholder, with interest payable to the parents or legal guardian/s signing the Application Form until such time as the minor attains the age of eighteen (18) years, following which all interests shall be payable directly to the registered holder, provided that the Issuer has been duly notified in writing of the fact that the minor has attained the age of eighteen (18) years.
5. Applicants who are Non-Resident in Malta for tax purposes, must indicate their passport number in Panel B and complete panel G; the relative box in Panel A must also be marked appropriately.
6. In the case of a body corporate, the name of the entity, exactly as registered, and the registration number are to be inserted in Panel B. Applications must be signed by duly authorised representatives indicating the capacity in which they are signing.
7. **APPLICANTS WHO HOLD SECURITIES ON THE MALTA STOCK EXCHANGE ARE TO INDICATE THEIR MSE ACCOUNT NUMBER IN PANEL B. APPLICANTS ARE TO NOTE THAT ANY SECURITIES ALLOTTED TO THEM WILL BE RECORDED BY THE MALTA STOCK EXCHANGE IN THE MSE ACCOUNT NUMBER QUOTED ON THE APPLICATION FORM EVEN IF THE DETAILS OF SUCH MSE ACCOUNT NUMBER, AS HELD BY THE MALTA STOCK EXCHANGE, DIFFER FROM ANY OR ALL OF THE DETAILS APPEARING OVERLEAF.**
8. Applications must be for a minimum of €1,000 and thereafter in multiples of €100.
9. Payment in Euro may be made by cheque payable to 'The Registrar – Gasan Finance Company p.l.c. Bond Issue'.
10. Only Applicants who hold a valid official Maltese Identity Card or Companies registered in Malta will be treated as residents in Malta. In such a case the Applicant may elect to have Final Withholding Tax, currently 15%, deducted from interest payments in which case such interest need not be declared in the Applicant's income tax return. The Applicant may elect to receive the interest gross (i.e. without deduction of Final Withholding Tax), but he/she will be obliged to declare interest so received on his/her return (such choice is to be indicated in Panel F). Authorised entities applying in the name of a Prescribed Fund will have Final Withholding Tax, currently 10% deducted from interest payments. Applicants will receive their interest directly in a bank account held locally in Euro as indicated in Panel H.
11. Interest received by non resident Applicants is not taxable in Malta and non-residents will receive interest gross. European Council Directive 2003/48/EC on the Taxation of Savings Income in the form of interest payments requires all payors established in the EU which pay interest to an individual resident in another EU Member State, to report the interest payment to the tax authorities of the Member State in which the payor is established. If the Applicant's permanent residential address is in an EU Member State or in another country to which the Directive applies (called a 'specified territory') then the interest paid will be reported.
12. Subscription Lists will open at 0830 hours on 27th April 2009 and will close as soon thereafter as may be determined by the Issuer, but not later than close of business on 30th April 2009. The Issuer reserves the right, however, to close the Bond Issue before the 30th April 2009 in the event of over-subscription. Any Applications received by the Registrar after the Subscription Lists close will be rejected. Remittances by post are made at the risk of the Applicant and the Issuer and/or the Registrar disclaims all responsibility for any such remittances not received by the closing of the Subscription Lists.
13. By completing and delivering an Application Form you (as the Applicant(s)):
 - a. acknowledge that the Issuer may process the personal data that you provide in the Application Form in accordance with the Data Protection Act 2001;
 - b. acknowledge that the Issuer may process such personal data for all purposes necessary for and related to the issue of the Bonds applied for; and
 - c. acknowledge that you, as the Applicant, have the right to request access to and rectification of the personal data relating to you, as processed by the Issuer. Any such requests must be made in writing and addressed to the Issuer. The requests must further be signed by yourself, as the Applicant to whom the personal data relates.

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 on offer will be repayable in full upon redemption. An investor should consult a licensed stockbroker or an investment adviser, licensed under the Investment Services Act (Cap. 370 of the Laws of Malta), for advice.

ANNEX II: AUTHORISED FINANCIAL INTERMEDIARIES**Members of the Malta Stock Exchange****Atlas Investment Services Ltd**

Tel: 2132 2590 Fax: 2132 2584
Abate Rigord Street,
Ta Xbiex XBX 1121

FINCO Treasury Management Ltd

Tel: 2122 0002 Fax: 2124 3280
Level 5, The Mall Complex, The Mall,
Floriana FRN 1470

Bank of Valletta p.l.c.

Tel: 2131 2020 Fax: 2275 1733
BOV Centre, Cannon Road,
Santa Venera SVR 9030

GlobalCapital Financial Management Ltd

Tel: 2134 2342 Fax: 2328 2207
120, The Strand,
Gzira GZR 1027

Calamatta Cuschieri & Co. Ltd

Tel: 2568 8688 Fax: 2568 8256
5th Floor, Valletta Buildings, South Street,
Valletta VLT 1103

Hogg Capital Investments Ltd

Tel: 2132 2872 Fax: 2134 2760
Regent House, Level 3, Suite 33, Bisazza Street,
Sliema SLM 1641

Charts Investment Management Services Ltd

Tel: 2122 4106 Fax: 2124 1101
Valletta Waterfront, Vault 17, Pinto Wharf
Floriana FRN 1913

HSBC Stockbrokers (Malta) Ltd

Tel: 2597 2241 Fax: 2597 2494
233, Republic Street,
Valletta VLT 1116

Curmi & Partners Ltd

Tel: 2134 7331 Fax: 2134 7333
Finance House, Princess Elizabeth Street,
Ta Xbiex XBX 1102

Rizzo, Farrugia & Co. (Stockbrokers) Ltd

Tel: 2258 3000 Fax: 2258 3001
3, Airways House, Third Floor,
High Street, Sliema SLM 1549

Financial Planning Services Ltd

Tel: 2134 4255 Fax: 2134 1202
4, Marina Court, No 1, G. Cali' Street,
Ta Xbiex XBX 1421

Investment Services Providers

APS Bank Ltd

Tel: 2559 3400 Fax: 2567 1164/5
17, Republic Street,
Valletta VLT 1111

Joseph Scicluna Investment Services Ltd

Tel: 2156 5707 Fax: 2156 5706
Level 3, Bellavista Court, Gorg Borg Olivier Street,
Gozo VCT 2517

Crystal Finance Investments Ltd

Tel: 2122 6190 Fax: 2122 6188
6, Freedom Square,
Valletta VLT 1011

Lombard Bank Malta p.l.c.

Tel: 2124 8411 Fax: 2558 1150
67, Republic Street,
Valletta, VLT 1117

Epic Financial Services Ltd

Tel: 21572010 Fax: 21571998
Burmarrad Road,
Burmarrad SPB 9064

MFSP Financial Management

Tel: 21322426 Fax: 21332190
220 Immaculate Conception Street,
Msida MSD 1838

Growth Investments Ltd

Tel: 2123 4582 Fax: 2124 9811
Middlesea House,
Floriana FRN 1442

Michael Grech Financial Investment Services Ltd

Tel: 2155 4492 Fax: 2155 9199
No 1 Mican Court, J.F. Kennedy Square,
Victoria Gozo VCT 2580

HSBC Bank Malta p.l.c.

Tel: 2597 2209 Fax: 2597 2475
233, Republic Street
Valletta VLT 1116

MZ Investment Services Ltd

Tel: 2145 3739 Fax: 2145 3407
POBox 24/55, MZ house, St. Rita Street
Rabat RBT1523

Island Financial Services Ltd

Tel: 2385 5555 Fax: 2385 5238
Insurance House, Salvu Psaila Street,
Birkirkara, BKR 9078

Mercieca Financial Investment Services Ltd

Tel: 2155 3892 Fax: 2155 3892
'Mercieca', J. F. Kennedy Square,
Victoria Gozo VCT 2580

Jesmond Mizzi Financial Services Ltd

Tel: 2122 4410 Fax: 2122 3810
67, Flat 3, South Street,
Valletta VLT 1105

ANNEX III (A): ACCOUNTANTS' REPORT - SUMMARY OF SIGNIFICANT ASSUMPTIONS AND ACCOUNTING POLICIES**1. Introduction**

The forecast financial statements of Gasan Finance Company p.l.c. ("the Company") for the financial year ending 31 December 2009 have been prepared to provide financial information for the purposes of inclusion in the Prospectus of Gasan Finance Company p.l.c. dated 7 April 2009. These forecast financial statements, set out on pages 82 to 84, and the assumptions below are the sole responsibility of the Directors of the Company.

The forecast financial statements for the year ending 31 December 2009 have been based on the forecast financial information of the Company covering the period 1 January 2009 to 31 December 2009.

The prospective financial information is intended to show a possible outcome based on assumptions as to future events, which the Directors expect to take place, and on actions the Directors expect to take. Events and circumstances frequently do not occur as expected and therefore actual results may differ materially from those included in the prospective financial information. Attention is drawn, in particular, to the risk factors set out in the Prospectus which describe the primary risks associated with the business to which the prospective financial information relates.

The Directors have exercised due care and diligence in adopting these assumptions. The forecast financial information was formerly approved on 1 April 2009 and the stated assumptions reflect the judgements made by the Directors at that date. The assumptions that the Directors believe are significant to the prospective financial information are set out in section 3 below.

2. Significant accounting policies

The significant accounting policies of Gasan Finance Company p.l.c. are set out in the audited financial statements of the Company for the financial year ended 31 December 2008. Where applicable, these accounting policies, in so far as they relate to recognition and measurement criteria, have been consistently applied in the preparation of the forecast financial statements.

3. Basis of preparation and principal assumptions

The principal assumptions relating to the environment in which Gasan Finance Company p.l.c. operates, and the factors which are exclusively outside the influence of the Directors and which underlie the forecast financial statements are the following:

- there will be no material adverse events originating from market and economic conditions including spending levels, exchange rate movements, employment and job growth;
- the Group's continued ability to meet its rental and financial obligations;
- the Company will continue to enjoy the confidence of its bankers;
- interest rates will not change materially throughout the period covered by the forecast;
- the basis and rates of taxation, both direct and indirect, will not change materially throughout the period covered by the forecast; and
- the rate of inflation will not exceed that experienced in the last few years.

The principal assumptions relating to the environment in which Gasan Finance Company p.l.c. operates, and the factors which the Directors can influence and which underlie the forecast financial information, are the following:

Gasan Finance Company p.l.c.

- 3.1.1 For the purpose of the prospective financial information it is assumed that, the gross proceeds raised will amount to €20,000,000. From the amount raised, €10,877,706 will be utilised to redeem the Bonds 2008/2011 and the balance for the purpose of the general funding of the Issuer, to refinance part of the debt of the Group Companies and for the general corporate purposes of the said Group Companies;
- 3.1.2 Rental income is recognised as it accrues, unless collectability is in doubt and is stated net of any sales taxes. The Issuer receives rental income from Gasan Properties Ltd which in turn receives rent for office, garage and warehousing space in the Mriehel Premises. The rental agreement for the said property has been updated in 2009 following the construction of an additional floor.
- The Issuer also receives rental income from corporate tenants occupying the Piazzetta Properties. Rental income from this property is based on the existing rental agreements;
- 3.1.3 Administrative expenses have been estimated at current levels, adjusted for inflation as appropriate;
- 3.1.4 Working capital requirements are based on the nature and size of future expected operations and, where applicable, on the requirements experienced in the past;
- 3.1.5 Bills of exchange have been estimated at current levels and in line with past experience are assumed to be acquired at an amount based on the discounted face value;
- 3.1.6 Tax is provided at 35% of the chargeable income for the year. Deferred tax is provided using the liability method for all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes;
- 3.1.7 For the purpose of the calculation of interest payable, it is expected that interest on the Bonds will commence with effect from 31 May 2009. The rate of interest payable on the Bonds being issued in terms of the Prospectus has been accounted for at 6% per annum and the interest receivable on amounts owed by Group undertakings is expected to remain at 8% per annum;
- 3.1.8 No changes in fair value of property are included in the forecast financial information; Directors further believe that, in the absence of unforeseen circumstances outside their control, the working capital available to the Issuer will be sufficient for the carrying out of its business.

4. Over-Subscription option

The prospective financial information has been prepared on the basis that the Issuer will exercise the option to increase the issue to €20,000,000 in case of Over-subscription.

In case the issue is for €15,000,000, the effects on the cash flows and the profit and loss account will not be significant. The impact on the prospective financial information if the Over-subscription Option is not exercised is as follows:

	Forecast 2009
	€
Change in profit after tax of	(33,692)
Movement in closing balance in cash and cash equivalents of	53,901
Reduction in other provisions of	(16,042)
Net effect on borrowings	
Reduction in amounts due by group undertakings of	4,950,000
Reduction in Bond borrowings (net of issue costs) of	(4,954,167)

5. Conclusion

The Directors believe that the assumptions on which the projections are based are reasonable. The Directors further believe that, in the absence of unforeseen circumstances outside their control, the working capital available to the Issuer will be sufficient for the carrying out of its business.

Approved by the Board of Directors on 1 April 2009 and signed on its behalf by:



Joseph A. Gasan
Chairman



P. Danny Rosso
Director

ANNEX III (B): ACCOUNTANTS' REPORT - REPORT BY PRICEWATERHOUSECOOPERS ON THE FORECAST FOR THE YEAR ENDING 31 DECEMBER 2009



PricewaterhouseCoopers

PO Box 61 VLT 1000
167 Merchants Street
Valletta VLT 1174
Malta
Telephone +356 21 247 000
Facsimile +356 21 244 768
www.pwc.com

The Directors
Gasan Finance Company p.l.c.
Gasan Centre,
Mriehel By-Pass,
Mriehel, Malta

2 April 2009

Dear Sirs,

Accountants' Report on the forecast financial statements of Gasan Finance Company p.l.c. We report on the forecast financial statements for the financial year ending 31 December 2009. The forecast financial statements is set out under Annex III of Gasan Finance Company p.l.c.'s ("the Company") Registration Document to be dated 7 April 2009.

We have examined the basis of compilation and the accounting policies of the accompanying forecast financial statements of the Company for the year ended 31 December 2009 in accordance with the International Standard on Assurance Engagements 3000 - Assurance Engagements Other than Audits or Reviews of Historical Financial Information. This report is required in terms of rule 9.17 of the Listing Rules issued by the Listing Authority of the Malta Financial Services Authority and is given for the purpose of complying with that regulation and for no other purpose.

Directors' responsibility for the forecast financial statements

The Directors are responsible for the preparation of the forecast financial statements together with the material assumptions on which they are based in accordance with the Listing Rules issued by the Listing Authority of the Malta Financial Services Authority and EU Regulation EC 809/2004.

Accountants' responsibility

Our responsibility is to form an opinion as to whether the forecast financial statements, so far as the application of the underlying accounting policies and accuracy of calculations are concerned, have been properly compiled on the basis adopted by the Directors of the Company. It is our responsibility to provide the opinion required by Listing Rule 9.19 and by Annex IV item 9.2 of EU Regulation EC 809/2004.

The forecast financial statements and the assumptions on which they are based relate to the future and may be affected by unforeseen events. The variation between forecast and actual results may be material. Consequently, we express no opinion on the validity of the assumptions on which the forecast financial information is based nor how closely the results actually achieved will compare with the forecast financial information.

Work performed

Our work included an evaluation of the procedures undertaken by the Directors in compiling the forecast financial statements and the consistency of the forecast financial statements with the accounting policies adopted by the Company.

We have planned and performed our work so as to obtain all the information and the explanations which we considered necessary in order to provide us with reasonable assurance that the forecast financial information so far as the accounting policies and calculations are concerned, has been properly compiled on the basis stated. We conducted our work in accordance with the requirements of the Malta Financial Services Authority Listing Rules in respect of the Accountants' Report and the Companies Act 1995.

Opinion

In our opinion:

- the forecast financial statements have been properly compiled on the basis stated; and
- this basis is consistent with the accounting policies normally adopted by the Company.

Further, we emphasise that the forecast financial statements are not intended to, and do not, provide all the information and disclosures necessary to give a fair presentation of the results of the operations of the Company in accordance with International Financial Reporting Standards.

The opinion is solely intended for the purposes of this Prospectus to be dated 7 April 2009. Readers are cautioned that the forecast financial statements may not be appropriate for any other purpose. We accept no responsibility to any other person in respect of, arising out of, or in connection with our works.

Yours faithfully



Simon Flynn (Partner)
for and on behalf of

PRICEWATERHOUSECOOPERS

167, Merchants Street,
Valletta, Malta

Gasan Finance Company p.l.c.

Forecast Profit and Loss account

	Forecast year ending 31 December 2009 €
Income	2,997,753
Interest payable	<u>(1,352,410)</u>
Gross profit	1,645,343
Administrative expenses	<u>(167,253)</u>
Profit before income tax	1,478,090
Taxation	<u>(412,590)</u>
Profit for the year	<u>1,065,500</u>
Earnings per share (cents)	<u>76.11</u>

Forecast Balance Sheet

Forecast as at
31 December
2009
€

ASSETS**Fixed assets**

Investment Property	29,000,000
Trade and other receivables	3,557,078

Total non-current assets	<u>32,557,078</u>
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Current assets

Trade and other receivables	17,510,805
Cash and cash equivalents	322,336

Total current assets	<u>17,833,141</u>
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Total assets	<u>50,390,219</u>
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EQUITY AND LIABILITIES**Capital and reserves**

Called up issued share capital	3,261,122
Other reserves	10,910,744
Retained earnings	4,279,536

Total equity	<u>18,451,402</u>
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Non-current liabilities

Deferred tax liability	3,298,263
Borrowings	27,228,599

Total non-current liabilities	<u>30,526,862</u>
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Current liabilities

Trade and other payables	1,044,640
Current tax liability	367,315

Total current liabilities	<u>1,411,955</u>
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Total liabilities	<u>31,938,817</u>
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Total equity and liabilities	<u>50,390,219</u>
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Forecast Cash Flow Statement

	Forecast year ended 31 December 2009 €
Operating activities	
Cash generated from operations	4,871,016
Interest paid	(1,247,845)
Taxation	(132,779)
Net cash from operating activities	<u>3,490,392</u>
Investing activities	
Movements in amounts owed by group undertakings	(8,622,293)
Net cash used in investing activities	<u>(8,622,293)</u>
Financing activities	
Movement in amounts due to group undertakings	(3,231,519)
Cash outflow on redemption of 6.4% bonds 2008/11	(10,877,706)
Cash inflow from bond issue	19,500,000
Net cash from financing activities	<u>5,390,775</u>
Movement in cash and cash equivalents	258,874
Cash and cash equivalents at beginning of year	63,462
Cash and cash equivalents at end of year	<u>322,336</u>

Forecast Statement of Changes in Equity

	Called up Issued share capital €	Other Reserves €	Profit & Loss Account €	Total €
Balance at 1 January 2009	3,261,122	10,910,744	3,214,036	17,385,902
Profit for the financial year	-	-	1,065,500	1,065,500
Balance at 31 December 2009	<u>3,261,122</u>	<u>10,910,744</u>	<u>4,279,536</u>	<u>18,451,402</u>

ANNEX IV: ARCHITECT'S VALUATION REPORT

25 February 2009

The Directors,
Gasam Finance Company p.l.c.
Gasam Centre,
Mriehel By-Pass,
Mriehel

Dear Sirs,

Re: Valuation of Gasam Centre in Mriehel**1. Introduction**

In accordance with your instructions to provide you with an open market valuation of Gasam Centre in Mriehel, I have carried out the necessary inspections of the property in question together with any required workings to enable me to arrive at such a valuation.

I understand that this valuation is required in accordance with MFSA Listing Rules which stipulate periodical revaluing of properties held as investments.

2. Basis of Valuation

In considering the market value of the property, consideration of the definition of "market value" of both The Royal Institute of Chartered Surveyors' Appraisal and Valuation Manual, and that of the European Council Directive, was taken.

The latter's definition of "Market Value" is as follows:

Market Value shall mean the price at which land and buildings could be sold under private contract between a willing seller and an arm's length buyer on the date of the valuation. It being assumed that the property is publicly exposed to the market, that market conditions permit orderly disposal and that a normal period, having regard to the nature of the property, is available for the negotiation of the sale.

Furthermore the Open Market Value is defined as the best price at which an interest in property might reasonably be expected to be sold, on the date of valuation, assuming:

- (a) a willing seller
- (b) a reasonable period within which to negotiate the sale, taking into account the nature of the property and the state of the market
- (c) that values remain static during that period
- (d) the property will be freely exposed on the open market

In view of the fact that the premises in question are rented for commercial use the Market Value for Existing Use is also of interest. The definition of the Market Value for Existing Use adopted by the European Group of Valuers Association (TEGoVA) is - *Market Value for Existing Use is the estimated amount for which an asset should exchange on the date of the valuation based on continuation of its existing use, but assuming the asset is unoccupied, between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowingly, prudently, and without compulsion.*

Furthermore the Capital Value of a property is a reflection of that property's Market Value at the date of the valuation.

In the case under review, the 'open market value for existing use' and the 'present capital value in existing state' are the same.

3. The Property Valued

The property being valued consists of a large corner building in Mriehel with frontages on the Mriehel Bypass and Triq il-Merghat (formerly Herds Lane). This building which was built on land acquired freehold in terms of contract dated 23.12.98 in the acts of Notary Hugh Grima, consists of two basement floors, a lower and upper ground floor, an intermediate floor, a first floor, and an overlying penthouse floor, all occupying a total roofed area of about 25300 square metres. This building was constructed in accordance with Building Permits Nos. PA02491/97 issued on the 03.11.97, PA02098/98 issued on the 05.10.98, PA04501/05 issued on 14.11.07, and PA07881/07 issued on 12.05.08. Other permits were issued for subsequent changes of use, namely PA01512/02 issued on the 24.06.02, PA01040/03 issued on 09.06.03, and PA04877/05 issued on 20.06.06, and others for the erection of signs, namely PA00771/01, PA00772/01, PA00773/01, PA00774/01, PA00775/01, PA00776/01, PA00777/01 all issued on the 30.03.01. There are no current Enforcement Orders affecting the property.

Except for the Penthouse floor this building was completed in 2001 and inaugurated on 22 March of that year. The penthouse floor was completed in December 2008.

Gasán Centre is leased to Gasán Properties Ltd, which, in turn, sub-lets different parts of the block to different entities.

4. Location and Description

This property is situated at the southern periphery of the Mriehel Industrial Area, which is bounded on that side by the Mriehel Bypass. The centre part of this area consists mainly of industrial enterprises, whilst the areas around the periphery are more orientated towards commercial and other business enterprises, more so those on the southern periphery with a frontage on Mriehel Bypass, which is a very busy thoroughfare. The buildings there consist mostly of large showrooms and offices. The locality of this property, with a frontage on the Mriehel Bypass, is a highly sought-after commercial area. According to the Area Policy Map of the Central Malta Local Plan, the area in question is designated as a Commercial Area.

The building which has a frontage on Triq il-Merghat (formerly Herds Lane) of about 122 metres and a frontage on a service road running parallel to the Mriehel Bypass of about 59 metres, consists of a frame structure in reinforced concrete made up of adequately spaced columns supporting beams and slabs. There are external concrete block curtain walls enclosing the block and internal partition walls which are not load bearing.

From Triq il-Merghat there are accesses to the showrooms at the corner of the block, to the main reception area where there are two lifts and stairs reaching all floors, to a secondary stairwell with two lifts and stairs also reaching all floors, to another small showroom, to a canteen, and to a ramp leading down to the two underlying basement levels. From the service road there is a vehicular access to the ground floor showroom and to the workshop areas.

The ramp situated at the northern end of the block leads down from road level to lower ground floor level, where on the opposite side there is another ramp, running along the opposite party wall, which leads down to the underlying floor, basement level -1; from this level a similar ramp leads down to level -2.

Level -2, which has an area of about 4750 square metres, consists mainly of a large open- plan area around a central warehouse, roofed over a height of about 12½ courses. The open areas are used mainly for parking. There are also a number of small store-rooms, employees' locker-rooms/rest-rooms, and toilets. The above-mentioned four lifts and stairs service this floor, and there are also two car lifts to the overlying floors. The finishes in this floor are very basic. The floors are finished with a concrete screed and the walls are merely pointed. There are extractors to provide cross ventilation.

Level -1, which has a similar area of about 4750 square metres, and roofed over a height of about 10½ courses, consists of two large open-plan areas, one used for parking, and the other as a bonded-store for new cars. The finishes are also the same as those of the underlying floor.

The lower ground floor occupies a similar area as the underlying floor and is divided into several different areas of different use. At the northern boundary there is the above-mentioned ramp giving access from the road to this floor. At the end of this ramp, there is an open area where there are two car lifts reaching all floors, and on the opposite side, along the western party wall, there is the other ramp leading down to the underlying floors. Along this western side there are a number of parking spaces, a few stores and two offices. Giving access to these, is a drive running parallel to the western boundary, right up to the southern boundary of the property. On the opposite side of this drive, facing the parking spaces, there is a walled up area which is used as a spare-parts store. At the southern far end, the drive gives access to a large showroom at the corner of the block; from here there is access to the spare parts shop for the car business, which is adjacent to one side of the spare-parts storage area, and to a number of offices and a toilet. There are other toilets accessible directly from the Gasan Approved Second Hand Car showroom. From Triq il-Merghat there is the main access to this showroom and the other overlying one. This showroom is reached through five wide steps down from road level; there is also a ramp for disabled persons.

Adjacent to this main entrance, along the frontage on Triq il-Merghat, there is the main entrance and reception area for the overlying floors, having two lifts and a surrounding staircase; further along the frontage there is a small showroom, a few car parking bays, a terrace with entrance to a fairly large canteen, and another entrance to a stairwell with two lifts reaching all the floors.

The finishes in the parking areas and stores are very basic. The floors are finished in a concrete screed. The walls are pointed and together with the ceilings and columns, etc. are painted over. The showroom on the other hand is well finished. The floor is paved with polished tiles and there is a soffit ceiling incorporating lighting fittings and air-conditioning units. The decoration is in a good state. The entrances to the overlying floors are also well finished. The walls are gypsum rendered. The floors are paved with good quality tiles and the stairs have granite treads, risers and skirting. There are two eight-passenger KONE lifts in each entrance having stainless steel doors and stainless steel trimmings in the cabins. One cabin has a grey laminate finish with Bianco Perla composite stone flooring, whilst the other has real wood finish with black composite stone flooring.

The ground floor consists of a roofed area of about 4000 square metres and an open drive along the western boundary and part of the northern boundary. The roofed area, which has an internal height of two storeys, is divided into two main areas; there is a large showroom at the southern part of the property with a few adjacent interconnected offices and toilets, which has a vehicular access from the drive on the western side and a main entrance, shared with the underlying showroom and spare parts shop, from Triq il-Merghat. At this entrance there is a flight of steps up from road level together with an escalator. There is another entrance from the south-western side of the building where there are some steps up from road level and a ramp for disabled persons. The steps have marble treads, risers and skirting. The showroom is superbly finished. The floor is paved with polished tiles and there is a soffit ceiling incorporating lighting fittings and air-conditioning units.

The other area is occupied by a very large workshop which is divided into different sections for different trades. The main vehicular access to the workshop is from the open drive. This leads into the service area where there are a number of service bays each equipped with a car hoist; on one side there are a few offices, a changing-room and toilets and at the back of this area there are two car lifts

Gasan Finance Company p.l.c.

to the other floors; the next section is the body shop area, which is also well equipped and further in there is the spray shop which is equipped with a number of spraying booths and ovens; in this area there are other toilets and a rest-room; following this is an area dedicated for the servicing of vehicle air-conditioners. At the far north-eastern corner, next to the access ramp, there is an electricity sub-station accessible from the road. The finishes in the workshop are also quite basic, similar, in fact, to the finishes of the vehicular accessible areas of the underlying floor.

The intermediate floor occupies an area of only about 750 square metres and consists of a number of offices and toilets and overlies part of the showroom at ground floor and parts of the ground floor that have been roofed over a height of only one storey, namely the offices at the back part of the showroom, and the spray booths in the workshop situated along the frontage on Triq il-Merghat. The offices overlooking the showroom have a very good finish and are in an excellent state; the internal ones are in a fair state.

The first floor overlies all of the ground floor area, except an area over the showroom, where this floor has been set back, leaving a large open terrace. It has an area of about 3,700 square metres. As mentioned above, this floor can be reached through two entrances from Triq il-Merghat, both consisting of a staircase and two lifts.

This first floor was originally built in the form of an open plan, having no dividing load-bearing walls. Today it consists mainly of a large number of rectangular small and large offices, partitioned by means of gypsum board partitions, accessible from corridors running along the entire length and width of the floor, on two sides, and surrounding a central court yard. There are several toilets situated in different parts of the floor. On the southern side, there is an area overlying part of the showroom that has a separate corridor and lobby giving access to a number of offices and toilets. Some south-facing offices have an irregular configuration, having an external circular wall, and have doors opening onto the adjoining terrace. This floor is fairly well finished. The floors are paved mostly with terrazzo tiles, with some parts having ceramic tiles, which are in a fair condition. The southern separate area has parquet flooring. There is a soffit ceiling throughout incorporating lighting fittings. This floor is entirely air-conditioned. The internal apertures have aluminium framed doors with glazing. The toilets are fully tiled and are in a good condition.

The penthouse floor is set back on all sides and occupies an area of about 2,600 square metres. It is divided into two main areas, the southern half being used as offices, whilst the northern part for vehicle storage. The latter part consists of an open-plan area in shell form, at the north-eastern corner of which there is a generator supplying the whole block in an emergency. The southern part, which is superbly finished, consists of a reception area from where there is access to two corridors on opposite sides, one giving access to offices at the centre of the block, and one which gives access to a number of offices at the southern tip of the block. The division into offices is by means of partitions in glass with aluminium frames. The offices facing south have sliding doors opening onto the terrace on that side. These offices have a very high standard of finish. The floors are paved with porcellanato gres tiles. There are soffit ceilings throughout which incorporate lighting fittings and air-conditioning ceiling mounted concealed units. There is an outdoor VRV Air-conditioning unit on the roof feeding the whole floor. The toilets in the centre section are fully tiled and fitted with white sanitary accessories of good quality. The shower-rooms in the section at the southern tip are tiled with marble slabs and have also good quality sanitary accessories.

5. Rental Income

Gasan Finance Company p.l.c. leases the whole building in its current state to Gasan Properties Limited, for the annual sum of €1,400,000 excluding VAT, who in turn leases the building to individual tenants. The lease agreement between Gasan Finance Company p.l.c. and Gasan Properties Limited contemplates a ten year lease commencing from 1 January 2001. By an agreement dated 1 January 2009, in view of the additional Penthouse Floor, the parties agreed to increase the rent from €817,000 to €1,400,000. For the period covered by this lease agreement and the addendum, no rental increments are contemplated.

For the purpose of this valuation it is assumed that the property will be fully leased out in the foreseeable future.

6. Costs

There are no maintenance costs as all such costs are to be borne by the lessee. Gasan Finance Company p.l.c will not incur any operational costs on this building.

7. Use of Property

The existing use of the property being valued is commercial, and it is consequently being valued taking into consideration its existing use. The undersigned is not aware of any foreseeable alternative future use. This notwithstanding, any alternative future use should not significantly alter its present market value

8. Charges and Burdens etc.

The undersigned has been informed by Notary Dr. Pierre Attard LL.D., that the property, which is freehold, is not subject to any hypothecs, privileges, or any other charges, nor are there any easements burdening the property. The company has also confirmed that no director had any interest in the acquisition or disposal of any of the properties during the last two years

9. Source of Information

The details of the rent received were given by Mr Mark Gasan, a Director of Gasan Finance Company p.l.c. and of Gasan Properties Ltd. Confirmation that the property is not subject to any burdens or charges was given by Notary Dr. Pierre Attard LL.D.

Other information has been obtained from a review of the Company's documents and the undersigned's inspections of the property.

10. Valuation

After taking into consideration all matters which to my knowledge affect the value of the property in question, including the locality, being on the outskirts of an industrial and commercial centre in Mriehel, with a frontage on the Mriehel Bypass, being a very busy thoroughfare and sought-after commercial area, the layout, the area and condition of the block, the net annual income generated, and the prevalent local market condition; I consider that the freehold market value of this property is in the region of twenty four million Euros (€24,000,000).

11. Listing Rules

Listing Rules 14.7.1.6, 14.7.1.12, 14.7.9, have all been addressed in this valuation, whilst listing rules 14.8, 14.9 and 14.10 are not applicable to this valuation.

12. Confidentiality

It is to be noted that this report is being submitted solely for the use of Gasan Finance Company p.l.c. for Listing purposes, and in accordance with MFSA Listing Rules, and it will form part of the Company's Prospectus. No liability for its use by third parties is accepted.



L. Montebello A. & C.E.

25 February 2009

The Directors,
Gasan Finance Company p.l.c.
Gasan Centre,
Mriehel By-Pass,
Mriehel

Dear Sirs,

Re: Valuation of Piazzetta Block in Tower Road, Sliema

1. Introduction

In accordance with your instructions to provide you with an open market valuation of the unsold units in the Piazzetta Block in Tower Road, Sliema, I have carried out the necessary inspections of the properties in question together with any required workings to enable me to arrive at such a valuation.

I understand that this valuation is required in accordance with MFSA Listing Rules which stipulate periodical revaluing of properties held as investments.

2. Basis of Valuation

In considering the market value of the property, consideration of the definition of “market value” of both The Royal Institute of Chartered Surveyors’ Appraisal and Valuation Manual, and that of the European Council Directive, was taken.

The latter’s definition of “Market Value” is as follows:

Market Value shall mean the price at which land and buildings could be sold under private contract between a willing seller and an arm’s length buyer on the date of the valuation. It being assumed that the property is publicly exposed to the market, that market conditions permit orderly disposal and that a normal period, having regard to the nature of the property, is available for the negotiation of the sale.

Furthermore the Open Market Value is defined as the best price at which an interest in property might reasonably be expected to be sold, on the date of valuation, assuming:

- (a) a willing seller
- (b) a reasonable period within which to negotiate the sale, taking into account the nature of the property and the state of the market
- (c) that values remain static during that period
- (d) the property will be freely exposed on the open market

In view of the fact that the premises in question are rented for commercial use the Market Value for Existing Use is also of interest. The definition of the Market Value for Existing Use adopted by the European Group of Valuers Association (TEGoVA) is - *Market Value for Existing Use is the estimated amount for which an asset should exchange on the date of the valuation based on continuation of its existing use, but assuming the asset is unoccupied, between a willing buyer and a willing seller in an arm’s-length transaction after proper marketing wherein the parties had each acted knowingly, prudently, and without compulsion.*

Furthermore the Capital Value of a property is a reflection of that property’s Market Value at the date of the valuation.

In the case under review, the ‘open market value for existing use’ and the ‘present capital value in existing state’ are the same.

3. The Property Valued

The property being valued consists of a number of individual units forming part of a large complex, known as The Piazzetta, which was built in two stages. The first stage up to the fifth floor was completed in 1975, and the second stage consisting of the sixth and seventh floor and the penthouse floor was built between 1992 and 1994. The complex has two separate entrances, namely one to Block A and one to Block B. These blocks house a number of apartments and shops, the majority of which have been sold; the unsold properties, being the properties in question.

4. Ground Rents

A Ground Rent on the Piazzetta Apartment Block and other adjacent properties is payable to the Joint Office (previously to the Franciscan Minor Conventuals) amounting to €6645.70 (LM2,853). This ground rent is due for revision in the year 2060 and thereafter every 50years.

The above mentioned ground rent was apportioned by Gasan Enterprises Ltd, between these properties as follows:

i. Piazzetta Apartment Block (acquired by Gasan Finance p.l.c.)	3,221.52
ii. area immediately in front of the existing Piazzetta Block	915.91
iii. site of ex-clinic	1,319.01
iv. area in front of ex-clinic (the car-park)	1,189.26
	<u>€ 6,645.70</u>

Of the total ground rent on the Piazzetta Apartment Block, the unsold units are subject to a total ground rent of €1043.88 (Lm448.14), divided between the properties as follows:

i. Shop/Offices at Nos. 7, 8, & 8A, Block B	132.52
ii. Storerooms at basement underlying entrance hall and part of shops/offices nos. 7, 8, and 8A in Block B	14.98
iii. Apartment (unnumbered accessible from left hand side of stairwell)	259.84
iv. Store Rooms at Basement underlying part of premises iii, above, in Block B	30.79
v. Apartment (unnumbered accessible from right hand side of stairwell)	131.96
vi. Apartments 13, 14, & 15 in Block B	157.93
vii. Apartment 21 in Block A	52.64
viii. Apartment 41 in Block A	52.64
ix. Apartment 51, 52, & 53 in Blocks A & B	157.93
x. Apartment 72 in Block A	52.64
	<u>€ 1,043.87</u>

5. Location and Description

The Piazzetta apartment block is divided into two blocks. Block A has an entrance from Tower Road, whilst Block B has an entrance from Piazzetta Square. The two blocks housing a number of apartments/offices and underlying shops, stores and parking, consist of a basement, a ground floor, seven overlying floors and two penthouses, built in accordance with permit no. P.2666/72/2857/68 issued on the 1 August 1972, permit no. PB 5011/91/819/91 issued on the 26 December 1991, and permit no. PA 5219/93/2728/92 issued on the 20 October 1993. There are no current Enforcement Orders affecting the property.

Each of the two blocks has two lifts serving all floors. There is also a generator that will provide power to the four lifts, common areas and one light point in each unit in the event of a power supply failure.

No further future development is presently envisaged.

The unsold units consist of the following:

- i. Shop/offices, having an area of about 105 square metres, accessible from Piazzetta Square through the openings officially numbered 7, 8, and 8A, and consisting of an open area with two rooms further in and a stairwell with access to a toilet and with steps leading down to a very small corridor, at basement level, where there is also a small toilet. The general condition of these premises is very good and the decoration is in a good state too. These premises are leased to KD Travel Services Limited.
- ii. The store rooms at basement level, having an area of about 56 square metres accessible from the entrance of Block B and from the common stairwell through a door situated between the two lifts, underlying part of the front shops and entrance to the block at ground floor, consisting of an entrance into one room, which, in turn, leads to two other adjoining rooms. Their general condition is good. They are presently leased to Travelex Limited.
- iii. The apartment, having an area of about 230 square metres, currently used as an office, situated at ground floor level (unnumbered), and accessible from the entrance of Block B, from the common stairwell, (on the left hand side). The apartment consists of an entrance into a large room from where there is access on one side to two small toilets and further in, a kitchenette and towards the back to a formerly large open area which is now divided into a number of rooms on either side of a central corridor by means of gypsum board and glass partitions. The general condition of these premises is very good and the decoration is in a very good state too. These premises are currently leased to Travelex Limited.
- iv. The store rooms, situated at basement level, having an area of about 120 square metres, accessible from the entrance of Block B and from the common stairwell (underlying part of premises described in (iii) above) consisting of an entrance into a corridor from where there is access to a room on the left hand side, and to two rooms on the right hand side; one of the rooms leads to two other rooms further in. The general condition of these rooms is good while the decoration is in a fair state. These premises are presently leased to KD Travel Services Limited.
- v. The apartment, having an area of about 120 square metres and currently used as an office situated at ground floor level (unnumbered) and accessible from the entrance of Block B from the common stairwell (on the right hand side), consisting of an entrance into a small room from where there is access, on the opposite side of the entrance, towards the back, to a room which has access to a small box room, and on one side, near the entrance, to a small toilet and kitchenette, and further in on the same side, to a large room, which leads, further in, into another large room presently divided into three smaller rooms and a corridor. These premises are presently also connected to an adjacent area consisting of a number of stores but which does not form part of this Block and hence is not included in this valuation. The general condition of these premises is good while the decoration is in a good state too. These premises are leased to Colours of Malta Travel and Incentives Limited.
- vi. The three apartments at first floor level internally numbered 13, 14, and 15 currently interconnected having a total area of about 580 square metres and used as offices of the German Embassy. These are accessible from the entrance of Block B and from the common stairwell and consist of an entrance from No. 14, which leads to a hall which leads, further in, to a corridor where there is access to eight rooms on the façade with open balconies onto the Piazzetta and onto Tower Road. On the other side of this corridor there are two toilets and a small room. The main corridor leads, at either end, to other corridors towards the back from where there is access, from one corridor, to six other rooms, a small box room, a store, and a toilet. The entrance No. 15 situated in this corridor is blocked. The other corridor has access to a small store, a kitchenette, and two toilets. The entrance No.13, leads to a separate office consisting of two rooms. The general condition of these premises is good. The toilets are fully tiled and have good quality sanitary accessories and are in a very good condition. The decoration is also in a good state. These premises are leased to the Federal Republic of Germany.

- vii. The apartment at second floor level internally numbered 21, having an area of about 180 square metres, accessible from the entrance of Block A and from the common stairwell, consisting of an entrance into a wide corridor from where there is access, towards the front, to a large front room having two open balconies onto Tower Road, on one side, to a kitchen, to two bathrooms and to another fairly sized room, and on the other side to a box room, and at the far end to two rooms with balconies onto the back yard. The general condition of these premises is good. The floor is paved with gres tiles which are in a very good condition. The bathroom and shower-room are fully tiled and have good quality sanitary accessories which are in a good condition. These premises are presently leased to DF Marine Consultancy Ltd.
- viii. The apartment at fourth floor level, internally numbered 41, having an area of about 180 square metres, currently used as an office and accessible from the entrance of Block A and from the common stairwell. It originally had a layout identical to the apartment number 21 described in paragraph (vii) above, but has been altered, such that the original large front room is now divided in three separate small rooms. The general condition of these premises is good. The floors are paved with gres tiles, which are in a good condition. The decoration is in a good state. The premises are leased to Deguara & Farrugia Advocates.
- ix. The three apartments at fifth floor level, internally numbered 51, 52, and 53, currently interconnected, having a total area of about 500 square metres and used as offices, accessible, Nos. 51 and 52, from the entrance of Block A and from the common stairwell of the block, and No. 53 from the entrance of Block B and from the common stairwell of this block. Apartment No. 51 is identical in plan to apartment No. 21, as described in the paragraphs (vii) above, except where minor alterations have been carried out to interconnect it to the adjacent flat no. 52. Flat no. 52 consisted of an entrance into a corridor, which leads towards the front, to two adjacent front rooms, each having an open balcony onto Tower Road, on one side, to a small room, a toilet and another room which has an irregular configuration, on the other side, to a bathroom and another room which has a small balcony onto the back yard, and at the far end, to another irregularly shaped room. Alterations have been carried out in this flat, so that the bathroom together with the adjacent box-room of the other flat has been converted to a short corridor linking the two corridors of the two flats. Another alteration in flat no. 52 is that the small room opposite the entrance has now been converted into a hallway leading to the adjacent flat No. 53. Even the irregularly shaped room at the back has been interconnected to the adjacent room forming part of the adjacent flat No. 53. These three apartments together now have six rooms on the façade having a total of nine balconies onto Tower Road and Il-Piazzetta. The general condition of these premises is good and the internal decoration is in a very good state. These premises are leased to Raiffeisen Malta Bank p.l.c.
- x. The apartment at seventh floor level, numbered 72, having an area of about 135 square metres and used as offices, is accessible from the entrance to Block A and from the common stairwell; it consists of an entrance into a corridor, which leads towards the front, to a large front room having two open balconies onto Tower Road, on one side, to a small room, a toilet and another room which has an irregular configuration, on the other side, to a kitchenette and another room which has a small balcony onto the back yard, and at the far end, to another irregularly shaped room. The general condition of these premises is good and the internal decoration is in a good state too. The premises are leased to Vitruvius Consulting Ltd.

6. Rental Income

All the properties are leased. In 2009 the above properties will generate a total rental income of €208,466.42. The contractual arrangements with the existing tenants contemplate increases at pre-determined intervals ranging between 2.5% per year and 20% every five years for the duration of the lease. For the purpose of this valuation it is assumed that the properties will be fully leased out in the foreseeable future.

7. Costs

There are Annual Maintenance costs for Blocks A & B: these consist of

- a. Cost of maintenance of generator
- b. Cost of maintenance of and spare parts for four lifts
- c. Cost of cleaning, replacement of bulbs, and painting of common areas
- d. Cost of water and electricity consumption in common parts

Apportionment of these total maintenance costs for the properties described above, amounts to

Total ground rents on the properties described above	€3,977.83
Total annual expense	€1,043.88
	<u>€5,021.71</u>

8. Use of Property

The existing use of all the properties being valued is commercial, and they are are consequently being valued taking into consideration their existing use. The undersigned is not aware of any foreseeable alternative future use. This notwithstanding any alternative future use should not significantly alter its present market value.

9. Charges and Burdens etc.

The undersigned has been informed by Notary Dr. Pierre Attard LL.D., that the property, which is held on perpetual emphytuesis, is not subject to any hypothecs, privileges, or any other charges, nor are there any easements burdening the property. The company has also confirmed that no director had any interest in the acquisition or disposal of any of the properties during the last two years.

10. Source of Information

The details of the ground rent on the properties and of the rent received on each unit were given by Mr Mark Gasan, a Director of Gasan Finance Company p.l.c. and of Gasan Properties Ltd. Confirmation that the properties are not subject to any burdens or charges was given by Notary Dr. Pierre Attard LL.D.

Other information has been obtained from a review of the Company's documents and the undersigned's inspections of the properties.

11. Valuation

After taking into consideration all matters which to my knowledge affect the value of the properties in question, including their locality, being on the outskirts of a good commercial and business centre in Sliema, apart from being a sought-after residential area on Sliema's seafront, the layout, respective area and condition of each unit, the net annual income generated, their permitted commercial use, and the prevalent local market condition; I consider that the market value of these properties together, as subject to their share of the original ground rent, is in the region of five million four hundred thousand Euros (€5,400,000).

12. Listing Rules

Listing Rules 14.7.1.6, 14.7.1.12, 14.7.9, have all been addressed in this valuation, whilst listing rules 14.8, 14.9 and 14.10 are not applicable to this valuation.

13. Confidentiality

It is to be noted that this report is being submitted solely for the use of Gasan Finance Company p.l.c. for Listing purposes, and in accordance with MFSA Listing Rules, and it will form part of the Company's Prospectus. No liability for its use by third parties is accepted.

A handwritten signature in black ink, appearing to read 'L. Montebello', written in a cursive style.

L. Montebello A. & C.E.