Summary Note

26 June 2017

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

In respect of an Issue of up to €15,000,000 4.50% Unsecured Bonds 2027
of a nominal value of €100 per Bond issued at par by

GRAND HARBOUR MARINA
VITTORIOSA MALTA

A PUBLIC LIMITED LIABILITY COMPANY REGISTERED IN MALTA
WITH COMPANY REGISTRATION NUMBER C 26891

ISIN: MT0000321225

Sponsor, Manager & Registrar	Financial Adviser	Legal Counsel
RIZZO FARRUGIA YOUR INVESTMENT CONSULTANTS	FINCO TREASURY MANAGEMENT LIMITED	CAMILLERI PREZIOSI ADVOCATES

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

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

APPROVED BY THE DIRECTORS

Lawrence Zammit

Lawrence Zammit for and on behalf of: David Martin Bralsford, Sir Christopher Lewinton, Roger St John Hulton Lewis, Clive Peter Whiley & Franco Azzopardi

IMPORTANT INFORMATION

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

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

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

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

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

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

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

THE CONTENTS OF THE ISSUER'S WEBSITE OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE ISSUER'S WEBSITE DO NOT FORM PART OF THIS SUMMARY NOTE. ACCORDINGLY NO RELIANCE OUGHT TO BE MADE BY ANY INVESTOR ON ANY INFORMATION OR OTHER DATA CONTAINED IN SUCH WEBSITES AS THE BASIS FOR A DECISION TO INVEST IN THE BONDS.

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

THE VALUE OF INVESTMENTS CAN GO UP OR DOWN AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER ALL THE INFORMATION CONTAINED IN THE PROSPECTUS AS A WHOLE AND SHOULD CONSULT THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISERS.

Summary Note

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

Summaries are made up of disclosure requirements known as 'Elements'. These elements are numbered in sections A – E (A.1– E.7). This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'. Except as the context otherwise requires the capitalised words and expressions used in the summary note shall bear meanings assigned to them in the Registration Document and the Securities Note, as the case may be.

Section A Introduction and Warnings

A.1 Prospective investors are hereby warned that:

i. this summary is being provided to convey the essential characteristics and risks associated with the Issuer and the securities being offered pursuant to this Summary Note. This part is merely a summary and therefore should only be read as an introduction to the Prospectus. It is not and does not purport to be exhaustive and investors are warned that they should not rely on the information contained in this summary in making a decision as to whether to invest in the securities described in this Summary Note. Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor;
ii. where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of Malta, have to bear the costs of translating the Prospectus before the legal proceedings are initiated; and
iii. civil liability attaches only to those persons who have tabled the summary including any translation thereof, and who applied for its notification, but only if the summary, when read together with the other parts of the Prospectus: is misleading, inaccurate or inconsistent; or does not provide key information in order to aid investors when considering whether to invest in such securities.

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

Prospective investors are hereby informed that:

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

   a. in respect of Bonds subscribed for through Authorised Financial Intermediaries listed in Annex I of the Securities Note, during the Issue Period and by the Selected Authorised Financial Intermediaries listed in Annex II of the Securities Note through an Intermediaries Offer;
   b. to any resale or placement of Bonds subscribed for as aforesaid, taking place in Malta;
   c. to any resale or placement of Bonds subscribed for as aforesaid, taking place within the period of 60 days from the date of the Prospectus.

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

Section B Issuer

B.1 The legal and commercial name of the Issuer is Grand Harbour Marina p.l.c.

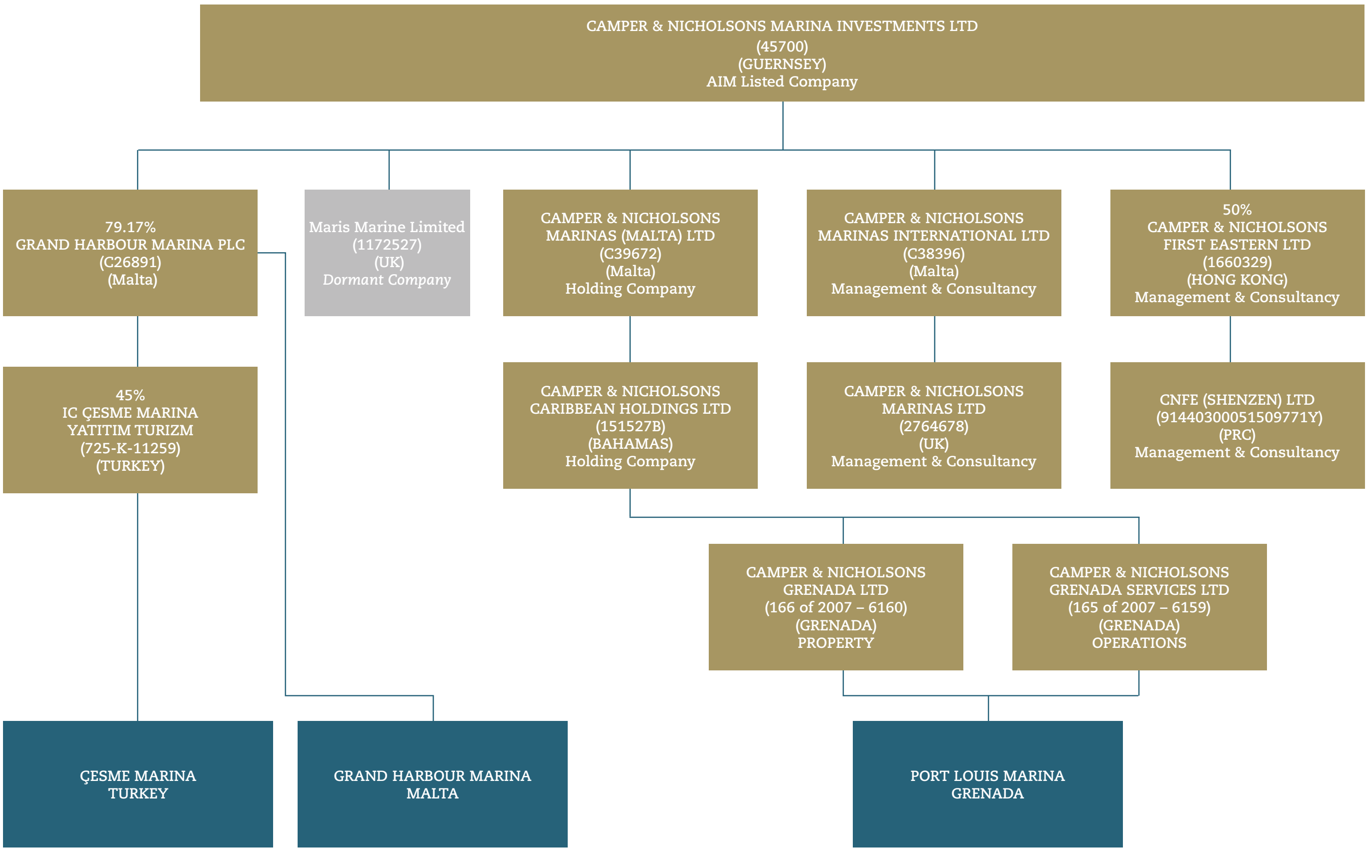
B.2 The Issuer was registered in Malta in terms of the Companies Act (Cap 386 of the laws of Malta) on 31 August 2000, as Grand Harbour Marina Limited, a private limited liability company, and was subsequently converted to a public limited liability company, with effect from 24 January 2007. The Issuer is domiciled in Malta.

B.4b The following is an overview of the most significant recent trends affecting the Issuer and the markets in which it operates:

At the time of publication of the Prospectus, the Issuer considers that generally it shall be subject to the normal business risks associated with the business in which it operates, and, barring unforeseen circumstances, does not anticipate any trends, uncertainties, demands, commitments or events outside the ordinary course of business that could be considered likely to have a material effect on the upcoming prospects of the Issuer and its business, at least with respect to the current financial year. However, investors are strongly advised to carefully read the risk factors in the Prospectus.

At present, the Issuer's main line of business is the day-to-day operation of the Marina, in respect of which it has built and continues to enjoy a respectable reputation for its know-how, skills and expertise. In this regard, the Issuer aims to continue to operate the Marina efficiently and profitably. The Issuer's management, however, also believes that there is significant market potential to further develop the short-term rental and long-term superyacht lease berth markets in Malta. The belief of the former's potential is based on the persisting imbalance in the Maltese market between the high demand for berths and their lower supply; the latter's potential is based on the ongoing global growth of the superyacht fleet as well as Malta's competitive pricing, lease term and facilities when compared with marinas elsewhere in the Mediterranean.

B.5 The Issuer forms part of a group of companies, the parent company of which is CNMI. The following chart describes the position of the Issuer within the said group of companies:



Unless otherwise stated, ownership is 100%

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

B.10 *Not Applicable*: the audit reports on the audited financial statements for the years ended 31 December 2014, 2015 and 2016 of the Issuer do not contain any material qualifications.

B.12 The historical consolidated financial information of the Issuer set out in the Registration Document, and consisting of the audited financial statements for each of the financial years ended 31 December 2014 to 2016, has been audited by KPMG.

There has been no significant change in the financial or trading position of the Issuer since the end of the financial period to which its last audited financial statements relate. Similarly, there has been no material adverse change in the prospects of the Issuer since 31 December 2016, being the date up to which the audited financial information has been prepared.

Extracts of the historical annual financial information of the Issuer are set out below.

Grand Harbour Marina plc – Condensed Consolidated Statements of Comprehensive Income			
For the year ended 31 December	**2014**	**2015**	**2016**
	€'000	**€'000**	**€'000**
Revenue	3,405	3,727	4,231
Operating profit	766	1,045	1,237
Profit before tax	342	463	753
Profit for the year	**170**	**201**	**375**

Grand Harbour Marina plc – Condensed Consolidated Statements of Financial Position			
As at 31 December	**2014**	**2015**	**2016**
	€'000	**€'000**	**€'000**
Total assets	**16,562**	**16,210**	**16,782**
Total equity	2,776	2,964	2,830
Total liabilities	13,786	13,246	13,952
Total equity and liabilities	**16,562**	**16,210**	**16,782**

Grand Harbour Marina plc – Consolidated Statements of Cash Flows Extracts			
For the year ended 31 December	**2014**	**2015**	**2016**
	€'000	**€'000**	**€'000**
Net cash from operating activities	1,390*	1,213	1,673
Net cash from / (used in) investing activities	498	(68)	(1,273)
Net cash (used in) financing activities	(2,057)*	(1,551)	(1,250)
Net increase/(decrease) in cash and cash equivalents	**(169)**	**(406)**	**(850)**
Cash and cash equivalents as at 1 January	2,511	2,342	1,936
Cash and cash equivalents as at 31 December	**2,342**	**1,936**	**1,086**

**Net cash from operating activities and net cash used in financing activities for 2014 has been restated to reflect the reclassifications presented in the 2016 financial statements. More specifically, an element of interest paid (c. €11k) for 2014 has been reclassified accordingly from financing activities to operating activities".*

Revenue over the three (3) financial years 2014 to 2016 has increased by a compound annual growth rate ("**CAGR**") of 11.5% with a steady annual growth registered in income generated from both berthing activity and the provision of ancillary services. In 2016 these revenue streams accounted for 72.3% and 26.7% of total revenue respectively. Further, in 2016 the Issuer benefitted from a €100,000 novation fee in respect of the re-sale of a 75 metre berth which had a direct impact on profit before tax.

Over the period under consideration, the Issuer has improved the utilisation of the water area within the Marina, thereby increasing the number of available berth nights for both pontoon and superyachts.

Pontoon berths have increased from 192 berths at the start of 2014 to 218 berths during 2015. As a result, the available pontoon berth nights increased from circa 70,000 in 2014 to circa 79,000 in 2016, with occupancy levels (based on berth nights) in excess of 100% in each of the said years. This additional occupancy represents berthing income generated by the Issuer during periods where annual berth subscribers have vacated the said berth.

During the past three financial years, the Issuer also invested in 11 new superyacht berths (seven (7) in 2015 and four (4) in 2016), as a result of which the Marina has increased its superyacht capacity from 28 berths at the start of 2014 to 39 berths by 2016, with the last batch becoming operational as at the end of September 2016. As a result, the available superyacht berth nights has increased from circa 10,000 in 2014 to circa 13,000 in 2016, with occupancy levels (based on revenue-generating berth nights) also increasing from 60.7% in 2014 to 64.7% and 68.6% in 2015 and 2016 respectively. The growth in occupancy levels was driven by a significant increase experienced in the number of annual berths.

The Issuer's profit after tax has increased by a CAGR of 48.5% over the three (3) financial years 2014 to 2016, with €375,000 achieved in 2016 when compared to €170,000 in 2014. These include the share of profits from the 45% equity interest held in IC Çeşme, and reflect the Issuer's successful transition from a business model which was dependent on long-term berth sales to an operation that may be sustained through the operation of short-term berths (annual, seasonal and/or visitor berths). This is evidenced by the fact that whilst the Issuer has not entered into long-term berth sale agreements over the past four years, it has managed to start operating profitably through its normal business operation.

Total assets as at 31 December 2016 stood at €16,782,000 (2015: €16,210,000), which represented a growth of three-point-five per cent (3.5%) on prior year levels. The Issuer's most significant assets as at 31 December 2016 comprised of property, plant and equipment (€5,435,000), a loan receivable from its parent company (€4,237,000), the 45% equity interest in IC Çeşme (€2,518,000) and assets held in trust (€1,926,000). Total liabilities amounted to €13,952,000 as at 31 December 2016, representing an increase of five-point-three per cent (5.3%) on prior year levels (2015: €13,246,000). The outstanding bond liability of *circa* €10,810,000* relating to the seven per cent (7%) bonds 2017-2020 (ISIN: MT0000321217) redeemable on any day falling between and including 25 February 2017 and 25 February 2020, amounting as at the date of the Prospectus to €10,969,400, issued by the Issuer pursuant to a prospectus dated 25 January 2010 (the **"Exchangeable Bonds"**), represented the Issuer's most significant liability as at 31 December 2016, equivalent to 77.5% of total liabilities

The Issuer's total equity as at 31 December 2016 amounted to Euro €2,830,000, largely comprised of share capital equivalent to €2,400,000. Total equity has increased by six point eight percent (6.8%) during 2015 and declined by four point five per cent (4.5%) during 2016, with the latter largely reflecting the impact of a dividend of €480,000 which was declared during 2016.

B.13 *Not Applicable*: the Issuer is not aware of any recent events which are to a material extent relevant to the evaluation of its solvency.

B.14 The Issuer is owned as to 79.17% of its shares by its parent, CNMI, which acts as a holding company for the various subsidiaries of the group indicated in the organisational structure diagram in Element B.5 of this Summary Note. The Issuer regularly benefits from the sales generated by, and the know-how of Camper & Nicholsons, a limited liability company incorporated under the laws of the United Kingdom with company registration number 02764678 and with registered office situated at The White Building, 4 Cumberland Place, Southampton, SO15 2NP, ("Camper & Nicholsons"), which is the marina consultant and marina manager for the Issuer and the main sales agent for long-term berths. The Issuer also depends on Camper & Nicholsons' ability to identify, analyse, invest in projects, operate and dispose of projects and secure finance for those projects that meet the Issuer's investment criteria.

B.15 The principal objects of the Issuer's activities are set out in Article 3 of its Memorandum of Association and include, but are not limited to carrying out the construction, development, operations and management of marinas and to provide all relative services, ancillary to marina related activities including, but not limited to, the berthing, mooring and anchoring of craft, the brokerage of new and used crafts, the operation of sea school or similar training facility, the storage of yacht and other crafts, including related marine equipment ashore, the operation of a capitainerie and yacht club, the raising, slipping and launching of craft, the sale of fuels and lubricants, and the holding of yachting, boating and shipping exhibitions and events, and the repair, refit and servicing of craft and equipment.

B.16 On the basis of the information available to the Issuer as at the 31 December 2016, CNMI holds 15,834,418 shares in the Issuer, equivalent to 79.17% of its total issued share capital. In addition, the Issuer is informed that HSBC Bank Malta plc (as custodian/trustee) holds in aggregate 1,767,160 shares in the Issuer, representing 8.84% of the total issued share capital of the Issuer. As far as the Issuer is aware, no persons hold any indirect shareholding in excess of five per cent (5%) of its total issued share capital.

B.17 *Not Applicable*: the Issuer has not sought the credit rating of an independent rating agency, and there has been no assessment by any independent rating agency of the Bonds issued by the Issuer.

Section C Securities

C.1 The Issuer shall issue a maximum of €15,000,000 in Bonds having a face value of €100 per bond. The Bonds will be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the Central Securities Depository of the Malta Stock Exchange ("**CSD**"). On admission to trading the Bonds will have the following ISIN: MT0000321225. The Bonds shall bear interest at the rate of 4.50% per annum.

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

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

C.8 There are no special rights attached to the Bonds other than the right of the Bondholders to:

i. the payment of capital;
ii. the payment of interest;
iii. ranking with respect to other indebtedness of the Issuer in accordance with the status of the Bonds, as

** The figure represents the Issuer's interest-bearing borrowings which are measured at amortised cost as presented in the Issuer's statement of financial position as at 31 December 2016 in the audited financial statements.*

follows: the Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer and shall at all times rank pari passu, without any priority or preference among themselves and with other unsecured debt, if any;

iv. attend, participate in and vote at meetings of Bondholders in accordance with the terms and conditions of the Bond; and

v. enjoy all such other rights attached to the Bonds emanating from the Prospectus.

The Issuer has an overdraft credit facility available to it in the amount of €1,747,030, which overdraft credit facility was however unutilised as at 31 March 2017. The overdraft credit facility is secured by hypothecs and pledges, and therefore the indebtedness being created by the Bonds, together with the other issued bonds, ranks after the bank borrowings made pursuant to such overdraft credit facility. In addition, the Bonds would also rank after any future debts which may be secured by a cause of preference such as a privilege and/or a hypothec.

C.9 The Bonds shall bear interest from and including 22 August 2017 at the rate of 4.50% per annum on the nominal value thereof, payable semi-annually in arrears on 22 February and 22 August of each year between and including each of the years 2017 and the year 2027, (the "**Interest Payment Date**"). The nominal value of the Bonds will be repayable in full upon maturity on the 23 August 2017 (the "**Redemption Date**") unless they are previously re-purchased and cancelled. Any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next following day that is a Business Day. The gross yield calculated on the basis of the Interest, the Bond Issue Price and the Redemption Value of the Bonds at Redemption Date is 4.50%.

The redemption of the Exchangeable Bonds shall be without prejudice to the rights of the holders of Exchangeable Bonds to receive interest on the Exchangeable Bonds up to and including 21 August 2017.

The remaining component of Element C.9 is Not Applicable, given that no representative of debt security holders has been appointed.

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

C.11 The Listing Authority has authorised the Bonds as admissible to Listing pursuant to the Listing Rules by virtue of a letter dated 26 June 2017. Application has been made to the MSE for the Bonds being issued pursuant to the Prospectus to be listed and traded on the Official List. The Bonds are expected to be admitted to the MSE with effect from 22 August 2017 and trading is expected to commence on 23 August 2017.

Section D Risks

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

Holding of a Bond involves certain risks including those described below. 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 the Prospectus, before deciding to acquire Bonds. Prospective Investors are warned that by investing in the Bonds they may be exposing themselves to significant risks that may have the consequence of losing a substantial part or all of their investment.

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

Prospective investors are advised to read the Prospectus in its entirety and, in particular, the sections entitled "Risk Factors" in the Registration Document and Securities Note, for an assessment of the factors that could affect the Issuer's future performance. The value of investments can go up or down and past performance is not necessarily indicative of future performance. The nominal value of the Bonds will be repayable in full upon maturity, unless the Bonds are previously re-purchased and cancelled. An investment in the Issuer and the Bonds may not be suitable for all recipients of the Prospectus and prospective investors are urged to consult an independent investment adviser licensed under the Investment Services Act (Cap 370 of the laws of Malta) as to the suitability or otherwise of an investment in the Bonds before making an investment decision.

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

The principal risks relating to the Issuer and its Business

i. The Issuer is highly susceptible to the economic trends that may from time to time be felt in Malta and internationally, including fluctuations in consumer demand, financial market volatility, inflation, the

property market, interest rates, exchange rates, direct and indirect taxation, wage rates, utility costs, government spending and budget priorities and other general market, economic, political and social factors. Any future expansion of the Issuer's operations into other markets would further increase its susceptibility to adverse economic developments and trends affecting such other markets. Negative economic factors impacting both local and foreign markets, particularly those having an effect on consumer demand, could have a material impact on the business of the Issuer generally, and may adversely affect its financial condition, the results of its operations and the ability of the Issuer to meet its obligations under the Bonds.

ii. **The Issuer believes that its growth is partially attributable to the efforts and abilities of the members of its senior management team and other key personnel. If one or more of the members of this team were unable or unwilling to continue in their present position, the Issuer might not be able to replace them within the short term, which could have a material adverse effect on the Issuer's business, financial condition and results of operations. Although no single person is solely instrumental in fulfilling the Issuer's business objectives, there is no guarantee that these objectives will be achieved to the degree expected following the loss of key members of its senior management team or other key personnel.**

iii. **CNMI is considered important to the success of the Issuer and any dilution of its influence over the Issuer and its business could have a material adverse effect on the Issuer. There can be no assurance that the Parent will not at any time during the term of the Bonds dispose of any interest in the Company.**

iv. **The integration and operation of acquired businesses may disrupt the Issuer's business and create additional expenses, and the Issuer may not achieve the anticipated benefits of the acquisitions. Integration of an acquired business involves numerous challenges and risks, including assimilation of operations of the acquired business and difficulties in the convergence of IT systems, the diversion of management's attention from other business concerns, risks of entering markets in which the Issuer has had no or only limited direct experience, assumption of unknown or unquantifiable liabilities, the potential loss of key personnel and/or clients, difficulties in completing strategic initiatives already underway in the acquired companies, and unfamiliarity with partners and clients of the acquired company, each of which could have a material adverse effect on the Issuer's business, results of operations and financial condition. The success of integration of acquired businesses typically assumes certain synergies and other benefits. There is no assurance that these risks or other unforeseen factors will not offset the intended benefits of the acquisitions, in whole or in part.**

v. **The Issuer may not be able to secure sufficient financing for its future operations and investments. No assurance can be given that sufficient financing will be available on commercially reasonable terms or within the timeframes required by the Issuer. Failure to obtain, or delays in obtaining the capital required to complete current or future developments and investments on commercially reasonable terms, including increases in borrowing costs or decreases in loan availability, may limit the Issuer's growth and materially and adversely affect its business, financial condition, results of operations and prospects. In addition, the Issuer may be exposed to a variety of financial risks associated with the unpredictability inherent in financial markets, including market risk (such as the risk associated with fluctuations in interest rates and fair values of investments), credit risk (the risk of loss by the Issuer due to its debtors not respecting their commitments), foreign exchange rate risk, and interest rate risk (such as the risk of potential changes in the value of financial assets and liabilities in response to changes in the level of market interest rates and their impact on cash flows).**

vi. **There can be no guarantee that the investment objectives of the Issuer will be met. The ability of the Issuer to implement its strategy in an effective and efficient manner may be limited by its ability to source appropriate opportunities in which to invest, inside and outside of Malta. The assets in which the Issuer invests may not reach occupancy levels or pricing as intended in a timely fashion or at all which may have a materially adverse effect on the financial returns to the Issuer. Furthermore, the Issuer's investments may be held through joint arrangements with third parties, meaning that the ownership and control of such assets is shared with such third parties. As a result, certain decisions relating to the assets and operation, including the making of distributions and right to dispose of investments, may depend upon the consent or approval of such third parties. Disputes may arise between the Issuer and third party partners, which could mean that the Issuer may not be able to manage or deal with a particular investment in the way it would wish and this may adversely affect the Issuer's results of operations.**

vii. **Forecasts are inherently subject to the risks of adverse unexpected events, which may affect the revenue streams, and profitability of the Issuer. The forecasts set out in the Registration Document are dependent on a number of assumptions and future expectations that may or may not occur. The non-occurrence of those future expectations could have material effects on the financial position and results of the Issuer.**

The said forecasts are therefore merely an illustration of a possible future outcome, which may or may not occur and the Issuer, its directors, officers and advisers make no representation as to their accuracy or likelihood of occurrence.

viii. **Historically, the Issuer has maintained insurance at levels determined by the Issuer to be appropriate in light of the cost of cover and the risk profiles of the business in which the Issuer operates. With respect to losses for which the Issuer is covered by its policies, it may be difficult and may take time to recover such losses from insurers.**

In addition, the Issuer may not be able to recover the full loss incurred from the insurer. No assurance can be given that the Issuer's current insurance coverage would be sufficient to cover all potential losses, regardless of the cause, nor can any assurance be given that an appropriate coverage would always be available at acceptable commercial rates. Furthermore, changes in the cost or availability of insurance or acts of God

could expose the Issuer to uninsured losses which may result in the value of the Issuer's property assets being reduced by the amount of that uninsured loss.

ix. **To varying degrees, the Issuer is reliant upon technologies and operating systems (including IT systems) developed by third parties for the running of its business, and is exposed to the risk of failures in such systems. Whilst the Issuer has service level agreements and disaster recovery plans to ensure continuity and stability of these systems, there can be no assurance that the service or systems will not be disrupted. Disruption to those technologies or systems and/or lack of resilience in operational availability could adversely affect the efficiency of the Issuer's business, financial condition and/or operating performance.**

x. **The Issuer may enter into transactions which would expose the Issuer to the credit risk of third parties and their ability to satisfy the terms of such contract. In the event of a bankruptcy or insolvency of such third parties, the Issuer could experience significant losses.**

xi. **An increase in interest rates on the Issuer's existing or future borrowings may increase the costs of the Issuer's borrowings and have an adverse effect on the profitability of the Issuer.**

xii. **A portion of the Issuer's costs are fixed and the Issuer's operating results are vulnerable to short-term changes in its revenues. The Issuer's fixed operating expenses are not easily reduced to react to changes in its revenue by reducing its operating expenses, which could have a material adverse effect on its business, financial condition and the results of operations. In addition, the Issuer's operating and other expenses could increase without a corresponding increase in turnover or revenue. The factors which could materially increase operating and other expenses include:**

a) increases in the rate of inflation; b) increases in payroll expenses; c) increases in property taxes and other statutory charges; d) changes in laws, regulations or government policies; e) increases in insurance premiums; f) unforeseen increases in the costs of maintaining properties; g) increases in utilities, including water and electricity; and h) unforeseen capital expenditure.

Such increases could have a material adverse effect on the Issuer's financial performance and position and its ability to fulfil its obligations under the Bonds.

xiii. **The Issuer is exposed to currency risk due to changes in the rates of exchange between the currency of IC Çeşme (the Turkish Lira) and its own (Euro). In addition, the Issuer may make other investments in currencies other than the Euro (the base and reporting currency of the Issuer). Changes in rates of exchange may have an adverse effect on the value, price or income of such investments from year to year to the extent that the Issuer does not hedge against such exchange movements. In addition, the Issuer may be impacted by transaction risk, which is the risk that the currency of its revenues, costs, assets and liabilities fluctuates in relation to the Euro as its reporting currency. Fluctuations in exchange rates are beyond the control of the Issuer.**

xiv. **The Issuer is subject to a variety of laws and regulations, including taxation, environmental and health and safety regulations. The Issuer is at risk in relation to changes in the laws and regulations and the timing and effects of changes in the laws and regulations to which it is subject, including changes in the interpretation thereof which cannot be predicted. No assurance can be given as to the impact of any possible judicial or administrative decision or change in law or regulation or administrative practice after the date of this Prospectus upon the business and operations of the Issuer. In addition, the Issuer's activities are subject to licensing and regulation by a number of governmental authorities, which may include health and safety measures, disability access requirements, fire safety requirements, smoking laws and alcoholic beverage laws. Difficulties in obtaining or maintaining the required licenses or approvals, or the loss thereof, could adversely affect the Issuer's business and results of its operations, and accordingly there can be no assurance that the Issuer will be able to acquire, maintain and renew all necessary licenses, certificates, approvals and permits for its operations.**

xv. **Since the Issuer operates in industries which involve the continuous provision of services to customers, and such operations necessarily require continuous interaction with employees, regulatory authorities and other stakeholders or interested persons, the Issuer is exposed to the risk of litigation from its customers, actual and potential partners, suppliers, employees, regulatory authorities, and other stakeholders or interested persons. Adverse publicity from such allegations may materially adversely affect the business of the Issuer and the results of its operations, regardless of whether such allegations are true or whether the Issuer is ultimately held liable. All litigation is expensive, time consuming and may divert management's attention away from the operation of the business. In addition, the Issuer cannot be certain that its insurance coverage will be sufficient to cover one or more substantial claims. Furthermore, it is possible that if complaints, claims or legal proceedings such as the aforementioned were to be brought against a direct competitor of the Issuer, the latter could also be affected due to the adverse publicity brought against, and concerns raised in respect of the industry in general. The Issuer is not involved in any governmental, legal or arbitration proceedings, so far as the Directors are aware, which may have, or have had during the 12 months preceding the date of the Registration Document, a significant effect on the Issuer's financial condition or operational performance, no assurance can be given that disputes which could have such effect would not arise in the future. Exposure to litigation or fines imposed by regulatory authorities may affect the Issuer's reputation even though the monetary consequences may not be significant.**

xvi. **The Issuer seeks prospective customers to berth their vessels within its facilities at Grand Harbour Marina, and aims to provide ancillary services such as the sale of fuels, lubricants and other utilities, the repair, refit and servicing of vessels and equipment, sea schools or similar training facilities, and storage, parking and concierge services. Accordingly, the Issuer's Marina operations revenue is generated principally from three areas:**

a) the rental of short-term and long-term berths; b) the sale of long-term superyacht berth licenses (typically for periods of 25 years); and c) the sale of utilities and other ancillary services.

The Issuer is, therefore, exposed to the risks associated with the trends and future outlook of the yacht and superyacht industry as a whole. The ability of the Issuer to continue its relationship with existing berth holders and superyacht berth licensees on existing or more favourable terms, and its ability to attract new berth holders and superyacht berth licensees on favourable terms, could thus have a material impact on the financial condition of the Issuer, the results of its Marina operations and its ability to meet its obligations under the Bonds. In particular, in recent years the Issuer has shifted its focus from the sale of long-term berths to short-term berth rental. Although this is intended to place the Issuer in a better position to adapt to the changing circumstances and exigencies of the yachting industry, this shift carries the additional risk of greater volatility in the Issuer's revenue stream from the rental of its berths, as the Issuer must be successful in renewing existing short-term berth rentals and in securing new customers for its short-term berths on a more frequent basis, and on existing or more favourable terms.

xvii. Camper & Nicholsons is the marina consultant and marina manager for the Issuer and a sales agent for long-term berth licences. The sale of long-term berth licences constitutes one of the Issuer's revenue streams. Camper & Nicholsons' know-how adds significant value to the Issuer with respect to its long-term berth sales.

The Issuer also depends on Camper & Nicholsons' ability to identify, analyse, invest in projects, operate and dispose of projects and secure finance for those projects that meet the Issuer's investment criteria. Failure by Camper & Nicholsons to timely identify and undertake projects that meet the Issuer's investment objectives and to manage investments effectively could have a material adverse effect on the Issuer's business, financial condition and results of its operations.

xviii. The Issuer holds and may in the future hold investments in its portfolio under the terms of lease agreements, build-operate-transfer ("BOT") agreements or like concessions. Such leases, BOT Agreements or concessions may contain terms and conditions which, if breached, may expose the Issuer to the cost of damages and/or termination of the concession without compensation.

xix. The activities relating to the operation and management of the Marina, and its ancillary activities, subject the Issuer, and other third-parties with whom the Issuer deals, to a variety of laws and regulations, whether in Malta or in other jurisdictions, relating to the environment, marine conservation, air and water pollution, health and safety, employment, planning, land use and development standards which may be subject to change from time to time and which impose liability including liability for personal injury, environmental damage and other damages. In particular, the Issuer may become liable for the costs of removal, investigation or remediation of certain materials or substances which are deemed to be unlawful, including hazardous or toxic substances that may be located on or in the Marina, or which may have migrated from property owned or occupied by it, which costs may be substantial. In addition to environmental constraints, and in connection with any prospective development project the Issuer undertakes in, or in connection with, the Marina will further subject the Issuer to extensive regulation, including national and local regulation and administrative requirements and policies which relate to, among other things, planning, developing, land use, local and regeneration plans, and others. These regulations often empower the relevant authorities with broad powers, including the power to suspend operations or impose administrative sanctions or other measures. A breach by the Issuer of any of such laws and regulations, to which it is subject, or its failure to adapt in a timely manner to changes thereof, could materially adversely affect the financial condition of the Issuer, the results of its operations, and its ability to meet its obligations under the Bonds.

xx. As at the date of this Prospectus, the Issuer owns the Marina and owns 45% of IC Çeşme, which itself owns the Çeşme Marina. The Bondholders have no assurance as to the degree of diversification, if any, that the Issuer may be able to hold in its investments, whether by asset type or by geographic location.

Investments in marinas and marina related real estate are considered to be relatively illiquid. The Issuer will, therefore, be susceptible to the general risks incidental to the ownership and operation of marinas and marina related real estate, including those associated with the general economic climate, local marina and marina related real estate conditions, the level of the supply of or demand for marinas in an area, various uninsurable and insurable risks, for which the Issuer may not be adequately insured and which can be material. The marketability and value of investments held by the Issuer will, therefore, depend on many factors beyond the control of the Issuer and there is no assurance that there will be either a ready market for any investments or that such investments will be sold at a profit or will yield positive cash flow.

xxi. The Marina competes with other marinas in Malta; the Issuer is not the sole and exclusive provider of marina related services in Malta. Furthermore, the Marina competes with other overseas marinas and ancillary service providers, and is susceptible to a variety of competitive factors including location, water depth, berth configurations, landside facilities and storage facilities, pricing, service, quality, availability, variety, availability of utility and other ancillary services, promotional and advertising activity, fluctuations in demand and supply.

Accordingly, the success of the Marina is dependent on its ability to maintain and enhance its relative competitive strength, and the ability of the Issuer to timely address shifting trends and preferences. Furthermore, some of the Issuer's current and potential competitors may have greater name recognition, a larger customer base, and greater financial and other resources than the Issuer. A decline in the relative competitive strength of the Marina and the Issuer's marina operations could have a materially adverse effect on the financial position of the Issuer and the results of its operations. In particular, the Issuer may be compelled, by the strength of its competitors that are able to supply marina operations and services

at lower prices, to reduce its own prices. The ability of the Issuer to maintain or increase its profitability will therefore be dependent on its ability to offset such decreases in the prices and margins of its marina operations and services.

xxii. **Valuations of marinas and marina related real estate may be complex as there may be no liquid market or pricing mechanisms. As a result, valuations are inherently subject to uncertainty and subjectivity and there can be no assurance that the estimates resulting from the valuation process will reflect the net realisable value, even where such realisations occur shortly after the date of the valuation.**

xxiii. **The Issuer may be subject to risks associated with the development of marinas and marina related real estate, including the risk relating to project financing, planning permits, delays, cost over-run, risk of insufficiency of resources, risk of berth rental or licensing transactions not being effected at the prices and timeframes envisaged, higher interest costs, erosion of revenue generation and the possibility of legal disputes. If these risks were to materialise, they could have an adverse and material effect on the Issuer's financial condition and the results of its operations.**

In addition, for the timely completion of development projects, the Issuer may place certain reliance on counterparties such as architects, engineers, contractors and sub-contractors, engaged in demolition, excavation, and construction and finishing of developments. Such counterparties may fail to perform or default on their obligations due to the Issuer, whether due to insolvency, lack of liquidity, economic or market downturn, operational failure or other reasons, all of which are beyond the Issuer's control. Failure of such counterparties to perform their obligations due to the Issuer could, in turn, materially adversely affect the financial condition of the Issuer and its future prospects. In addition, the inability of the Issuer to develop and maintain relationships with highly skilled, competent and reliable counterparties could have a material adverse effect on the Issuer's development projects.

xxiv. **The continuity and profitability of the Marina operations depends in part on the Issuer's ability to anticipate and react to changes in the cost of its suppliers, and on its dependence on the frequent and timely deliveries by its suppliers.**

The Issuer may not be able to acquire suitable supplies in sufficient quantities and/or on terms acceptable to it in the future and any deterioration or change in the Issuer's relationships with its suppliers, including less favourable terms, could have a material adverse effect on the Issuer. Other factors, such as interruptions in supply caused by adverse weather conditions, changes in regulation and other factors, are not within the control of the Issuer or its suppliers, and could have a materially adverse effect on the availability, costs and quality of its supplies.

xxv. **The Grand Harbour Marina is owned by the Issuer under a 99-year sub-emphyteusis. In the event that the rights to terminate this sub-emphyteusis are lawfully exercised as a result of a breach of the conditions contained therein, such termination will have a material adverse effect on the financial condition of the Issuer, the results of its operations, and the ability of the Issuer to meet its obligations under the Bonds.**

xxvi. **As at the date of this Prospectus, the Issuer owns 45% of IC Çeşme (Çeşme Marina Yatirim, Turizm ve Işletmeleri Anonim Şirketi, registered under the laws of the Republic of Turkey with company registry number (Ticaret Sicil): 725-K-11259 Musalla Mahallesi 1016. Sokak No: 8 Cesme, Izmir, "IC Çeşme") which itself owns and operates the Çeşme Marina, a marina located in Çeşme Turkey. The risks mentioned above as risks associated with investments in marinas naturally apply to the operation of the Çeşme Marina. In addition, since the Çeşme Marina is located in Turkey, IC Çeşme's business and results of operations are affected by general economic, political and social conditions in Turkey. In recent years the Turkish economy has registered significant growth though it has also experienced severe macro-economic imbalances. Turkey might experience negative changes in the government and political environment and/or significant economic crisis in the future, which could have a material adverse effect on IC Çeşme's business, financial condition, results of operations and/or prospects. A downturn in the financial condition, results of operations and/or prospects of IC Çeşme may in turn have a material adverse effect on the financial condition of the Issuer, the results of its operations.**

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

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

i. **Prior to the Bond Issue, there has been no public market nor trading record for the Bonds within or outside Malta. Due to the absence of any prior market for the Bonds, there can be no assurance that the Bond Issue Price will correspond to the price at which the Bonds will trade in the market subsequent to the Bond Issue.**

ii. **The existence of an orderly and liquid market for the Bonds depends on a number of factors, including but not limited to the presence of willing buyers and sellers of the Issuer's Bonds at any given time and the general economic conditions in the market in which the Bonds are traded. Such factors are dependent upon the individual decisions of investors and the general economic conditions of the market, over which the Issuer has no control. Accordingly, there can be no assurance that an active secondary market for the Bonds will develop, or, if it develops, that it will continue. Furthermore, there can be no assurance that an investor will be able to sell or otherwise trade in the Bonds at or above the Bond Issue Price or at all.**

iii. Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds.

iv. Investors should also be aware that the price of fixed rate Bonds moves adversely to changes in interest rates. When prevailing market interest rates are rising, the price of fixed rate Bonds decline. Conversely, if market interest rates are declining, the price of fixed rate Bonds rises. This is referred to as market risk since it arises only if a Bondholder decides to sell the Bonds before maturity on the secondary market.

v. Any Bondholder whose currency of reference is not the Euro will bear the risk of any fluctuations in exchange rates between the currency of denomination of the Bonds (€) and the Bondholder's currency of reference.

vi. No prediction can be made about the effect which any future public offerings of the Issuer's securities, or any takeover or merger activity involving the Issuer, will have on the market price of the Bonds prevailing from time to time. If such changes take place they could have an adverse effect on the market price for the Bonds.

vii. The Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer and shall at all times rank pari passu, without any priority or preference among themselves and with other unsecured debt, if any. The Bonds will, however, rank subordinate to the present and future secured creditors of the Issuer. Furthermore, subject to a negative pledge clause 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. In essence, this means that for so long as the Issuer may have secured, privileged or other higher-ranking creditors, in the event of insolvency of the Issuer the Bondholders would rank after such creditors but equally between themselves and with other unsecured creditors (if any) of the Issuer.

vii. In the event that the Issuer wishes to amend any of the Terms and Conditions of the Bonds or any material terms of issuance of the Bonds it shall call a meeting of Bondholders. These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority.

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

xi The Issuer may incur further borrowings or indebtedness and may create or permit to subsist security interests upon the whole or any part of its present or future undertakings, assets or revenues (including uncalled capital).

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

xiii. Even after the Bonds are admitted to trading on the MSE, the Issuer is required to remain in compliance with certain requirements relating inter alia to the free transferability, clearance and settlement of the Bonds in order to remain a listed company in good standing. Moreover, the Listing Authority has the authority to suspend trading or listing of the Bonds if, inter alia, it comes to believe that such a suspension is required for the protection of investors or the integrity or reputation of the market. The Listing Authority may discontinue the listing of the Bonds on the MSE. Any such trading suspensions or listing revocations/ discontinuations described above could have a material adverse effect on the liquidity and value of the Bonds.

Section E Offer

E.2b The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €14,550,000, will be used by the Issuer for the following purposes, in the amounts and order of priority set out below:

i. a maximum amount of €11,000,000 will be used by the Issuer for the purpose of redeeming any Exchangeable Bonds remaining in issue as at the close of business of 23 June 2017 (the "**Cut-Off Date**");

ii. a maximum amount of €3,500,000 (the "**Waterside Investment Amount**") for further waterside investment within the Marina which at the time of issue of this Prospectus is envisaged to take place in two separate stages which are independent of each other. A maximum amount of €800,000 of the Waterside Investment Amount will be invested in the first phase of a reconfiguration to be made to the Marina. It is anticipated that the balance, that is a maximum amount of €2,700,000 of the Waterside Investment Amount (the "**Balance**") will be invested in the second phase of the reconfiguration to be made to the Marina. Prior to implementing the second phase, the Board reserves the right to assess other possible investments in line with its wider investment objectives and to utilise the Balance to finance any investment opportunity which in the Directors' opinion at that stage is calculated to provide the highest yielding project; and

iii. the remaining amount of €50,000 will be used by the Issuer for general corporate and operational purposes.

In the event that the Bond Issue is not fully subscribed, the Issuer will proceed with the listing of the amount of Bonds subscribed for, and shall apply the net proceeds received in the manner and order of priority set out above. Any residual amounts required by the Issuer for the purposes of the uses specified in this Element E.2b which shall not have been raised through the Bond Issue shall be financed from the Issuer's general cash flow and/or bank financing.

E.3 The Bonds are open for subscription to all categories of investors, which may be broadly split as follows:

i. The Issuer has reserved an aggregate amount of €11,000,000, subject to any cash top-up necessary to bring the minimum application amount per Existing Bondholder (a holder of Exchangeable Bonds as at the Cut-Off date. "**Existing Bondholder**") to €2,000 (the "**Cash Top-Up**") as applicable, for subscription by Existing Bondholders by submitting an Application Form 'A', which consideration due shall be settled by the transfer to the Issuer of all or part of the Exchangeable Bonds held by such Applicant as at the Cut-Off Date (plus the payment of any Cash Top-Up, if applicable);
ii. The Issuer has reserved an aggregate amount of €2,000,000 for subscription by (the Grand Harbour Marina shareholders of the Issuer as at the Cut-off Date, (the "**Grand Harbour Marina Shareholders**") by submitting an Application Form 'B'; and
iii. The Issuer has reserved: (i) an aggregate amount of €2,000,000; and (ii) any balance of the Bonds not subscribed to by the Preferred Applicants for subscription by Selected Authorised Financial Intermediaries through an Intermediaries' Offer.

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

1. Form, Denomination and Title

The Bonds will be issued in fully registered form, without interest coupons, in denominations of any integral multiple of €100 provided that on subscription the Bonds will be issued for a minimum of €2,000 per individual Bondholder. Any person in whose name a Bond is registered may (to the fullest extent permitted by applicable law) be deemed and treated at all times, by all persons and for all purposes (including the making of any payments), as the absolute owner of such Bond. Title to the Bonds may be transferred as provided in the Securities Note.

2. Interest

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

3. Status of the Bonds and Security

The Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer, and shall at all times rank *pari passu* without any priority or preference with all other present and future unsecured obligations of the Issuer.

4. Payments

Payment of the principal amount of Bonds will be made in Euro by the Issuer to the person in whose name such Bonds are registered, with interest accrued up to the Redemption Date, by means of direct credit transfer into such bank account as the Bondholder may designate from time to time, provided such bank account is denominated in Euro and held with any licensed bank in Malta. Such payment shall be effected within seven (7) days of the Redemption Date. The Issuer shall not be responsible for any charges, loss or delay in transmission. Upon payment of the Redemption Value the Bonds shall be redeemed and the appropriate entry made in the electronic register of the Bonds at the CSD.

5. Redemption

Unless previously purchased and cancelled, the Bonds will be redeemed at their nominal value together with interest accrued to the date fixed for redemption on 23 August 2027.

6. Events of Default

The Bonds shall become immediately due and repayable at their principal amount together with accrued interest, if any, in the event that any of the following events ("**Events of Default**") shall occur:

i. the Issuer shall fail to pay any interest on any Bond when due and such failure shall continue for 30 days after written notice thereof shall have been given to the Issuer by any Bondholder; or
ii. the Issuer shall fail to duly perform or shall otherwise be in breach of any other material obligation contained in the Terms and Conditions of the Bonds and such failure shall continue for 60 days after written notice thereof shall have been given to the Issuer by any Bondholder; or
iii. 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
iv. 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
v. the Issuer is unable, or admits in writing its inability, to pay its debts as they fall due or otherwise becomes insolvent; or
vi. 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 made for the payment of money in excess of €5,000,000 or its equivalent and 90 days shall have passed since the date of entry of such judgment without it having been satisfied or stayed; or
vii. any default occurs and continues for 90 days under any contract or document relating to any Financial Indebtedness of the Issuer in excess of €5,000,000 or its equivalent at any time.

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

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

9. Further Issues
The Issuer may, from time to time, without the consent of the Bondholders, create and issue further debentures, debenture stock, bonds, loan notes, or any other debt securities, either having the same terms and conditions as any outstanding debt securities of any series (including the Bonds) and so that such further issue shall be consolidated and form a single series with the outstanding debt securities of the relevant series (including the Bonds), or upon such terms as the Issuer may determine at the time of their issue, and such issue may rank senior to the Bonds.

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

11. Governing Law and Jurisdiction
The Bonds are governed by and shall be construed in accordance with Maltese law. Any legal action, suit or proceedings against the Issuer arising out of or in connection with the Bonds and/or the Prospectus shall be brought exclusively before the Maltese courts.

E.4 Save for the possible subscription for Bonds by Selected Authorised Financial Intermediaries (which includes Rizzo, Farrugia & Co (Stockbrokers) Ltd and Finco Treasury Management Limited), and any fees payable in connection with the Bond Issue to Rizzo, Farrugia & Co (Stockbrokers) Ltd as Sponsor, Manager and Registrar and Finco Treasury Management Limited as Financial Adviser, so far as the Issuer is aware, no person involved in the Issue has an interest material to the Issue.

E.7 *Not applicable*: No expenses will be charged to investors by the Issuer.

Time-Table

1.	Application Forms mailed to Preferred Applicants	11 July 2017
2.	Opening of Issue Period	14 July 2017
3.	Closing date for applications received from Existing Bondholders	2 August 2017
4.	Closing date for applications received from Grand Harbour Marina Shareholders	9 August 2017
5.	Intermediaries' Offer	11 August 2017
6.	Announcement of basis of acceptance	21 August 2017
7.	Commencement of interest on the Bonds	22 August 2017
8.	Refunds of unallocated monies	22 August 2017
9.	Expected dispatch of allotment advices	22 August 2017
10.	Expected date of admission of the securities to listing	22 August 2017
11.	Expected date of commencement of trading in the securities	23 August 2017

The Issuer reserves the right to close the subscription lists with respect to Grand Harbour Marina Shareholders before 9 August 2017 in the event of over-subscription.