

SUMMARY NOTE

This document is a Summary Note issued in accordance with the provisions of Chapter 6 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 a prospectus. This document is a Summary Note as required by Rule 6.4.1 of the Listing Rules and contains information about MaltaPost p.l.c. (the "Company") as the issuer of securities for which application has been made for admission to trading on the Malta Stock Exchange. This Summary Note should be read in conjunction with the most updated Registration Document and Securities Note issued from time to time that will provide details of the Company and the securities to which these documents relate.

This document is dated 2 January 2008

SUMMARY NOTE

In respect of an Offer made by

The Government of Malta and Malta Government Investments Limited

Of a total of 11,200,000 Shares of a nominal value of €0.25 (Lm0.107325) each in

MALTAPOST P.L.C.

At a Share Offer Price of €0.50 (Lm 0.21465) per Share

ISIN: MT0000390105

LEGAL COUNSEL

CAMILLERI PREZIOSI
ADVOCATES

FINANCIAL ADVISORS & REPORTING ACCOUNTANTS

KPMG
Portico Building,
Marina Street
Pietà, PTA 9044, Malta

SPONSORING STOCKBROKERS

Rizzo, & Co.
(STOCKBROKERS) LTD

MANAGER & REGISTRAR


LOMBARD
Lombard Bank Malta p.l.c.



Joseph Said
On his own behalf and on behalf of
Aurelio Theuma and Joseph Azzopardi



David Stellini
On his own behalf and on behalf of
Philip Tabone

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IMPORTANT INFORMATION

THIS DOCUMENT CONSTITUTES PART OF A PROSPECTUS AND CONTAINS INFORMATION ON MALTAPOST P.L.C. (THE "COMPANY") AND ITS BUSINESS. THE INFORMATION IS BEING MADE AVAILABLE IN CONNECTION WITH AN OFFER BY THE GOVERNMENT OF MALTA AND MALTA GOVERNMENT INVESTMENTS LIMITED OF ELEVEN MILLION TWO HUNDRED THOUSAND (11,200,000) ORDINARY SHARES IN THE COMPANY TO THE GENERAL PUBLIC. THE SHARES HAVE A NOMINAL VALUE OF €0.25 (LM0.107325) EACH AND ARE BEING OFFERED AT A PRICE OF €0.50 (LM0.21465) PER SHARE.

THIS DOCUMENT INCLUDES INFORMATION GIVEN IN COMPLIANCE WITH THE LISTING RULES OF THE LISTING AUTHORITY FOR THE PURPOSE OF GIVING INFORMATION WITH REGARD TO THE COMPANY. THE OFFEROR IS THE PERSON RESPONSIBLE FOR THE INFORMATION CONTAINED IN SECTIONS 4.3, 10.2 AND 10.3 IN THIS SUMMARY NOTE AND ALL OF THE DIRECTORS OF THE COMPANY, WHOSE NAMES APPEAR UNDER THE HEADING DIRECTORS (THE "DIRECTORS"), ARE THE PERSONS RESPONSIBLE FOR THE INFORMATION CONTAINED IN THE REMAINING SECTIONS OF THIS SUMMARY NOTE. TO THE BEST OF THE KNOWLEDGE AND BELIEF OF THE OFFEROR AND OF THE DIRECTORS OF THE COMPANY, AS THE CASE MAY BE, (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 OFFEROR AND THE DIRECTORS ACCEPT RESPONSIBILITY ACCORDINGLY.

NO BROKER, DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORISED BY THE COMPANY OR ITS DIRECTORS OR THE OFFEROR, TO ISSUE ANY ADVERTISEMENT OR TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE SALE OF THE SHARES (AS DEFINED HEREIN) OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS AND IN THE DOCUMENTS REFERRED TO HEREIN IN CONNECTION WITH THE OFFER HEREBY MADE, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY THE COMPANY, ITS DIRECTORS, THE OFFEROR OR ADVISORS. THE ADVISORS ENGAGED BY THE OFFEROR FOR THE PURPOSE OF THIS OFFER ARE ACTING EXCLUSIVELY FOR THE OFFEROR.

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 HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

A COPY OF THIS DOCUMENT HAS BEEN SUBMITTED TO THE LISTING AUTHORITY IN SATISFACTION OF THE LISTING RULES AND THE MALTA STOCK EXCHANGE IN SATISFACTION OF THE MALTA STOCK EXCHANGE BYE-LAWS AND HAS BEEN DULY FILED WITH THE REGISTRAR OF COMPANIES IN ACCORDANCE WITH THE ACT. APPLICATION HAS BEEN MADE TO THE LISTING AUTHORITY FOR THE SHARES TO BE CONSIDERED AS ADMISSIBLE TO LISTING ON A RECOGNISED INVESTMENT EXCHANGE. IN ADDITION, APPLICATION HAS ALSO BEEN MADE TO THE COUNCIL OF THE MALTA STOCK EXCHANGE, AS A RECOGNISED INVESTMENT EXCHANGE, FOR THE SHARES TO BE ADMITTED TO THE OFFICIAL LIST UPON ALLOCATION TO INVESTORS. DEALINGS ARE EXPECTED TO COMMENCE ON THE SAID EXCHANGE ON THE 30 JANUARY 2008.

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

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

STATEMENTS MADE IN THIS DOCUMENT ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THEREIN. THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE REGISTRATION DOCUMENT AND SECURITIES NOTE CONTAINING INFORMATION ABOUT THE COMPANY AND THE OFFER.

DEFINITIONS

Act	the Companies Act, Cap. 386 of the laws of Malta;
Applicant	a person whose name, or persons whose names in the case of joint applicants, appear in the registration details of an Application Form;
Application/s	the application/s to subscribe for Shares made by an Applicant by completing an Application Form and delivering it to any of the Financial Intermediaries;
Application Form	the form of application of subscription for the Shares, a specimen of which is set out in Annex 3 of the Securities Note;
Business Day	a day (other than a Saturday or a Sunday) on which banks are open for general business in Malta;
Company or MaltaPost	MaltaPost p.l.c. a public limited liability company incorporated under the laws of Malta with company registration number C22796 and with registered office at 305, Triq Hal-Qormi, Marsa, MTP 1001, Malta;
Directors or Board	the directors of the Company whose names and addresses are set out under the heading "Identity of Directors, Advisors and Auditors";
Euro or €	the lawful currency of the Republic of Malta as from 1 January 2008;
Financial Intermediaries	the financial intermediaries listed in Annex 2 of the Registration Document;
Government	the Government of Malta;
Head Office	the property situated at 305, Triq Hal-Qormi, Marsa, MTP 1001, Malta;
Listing Rules	the listing rules issued by the Listing Authority from time to time;
Lombard Bank	Lombard Bank Malta p.l.c., a public limited liability company incorporated under the laws of Malta with company registration number C1607 and with registered office at 67, Republic Street, Valletta, VLT 1117, Malta;
Majority Shareholder	Redbox Limited, holder of sixty per cent (60%) of the issued share capital of the Company;
Malta Stock Exchange or MSE	the Malta Stock Exchange plc as originally constituted by the Financial Markets Act, Cap. 345 of the laws of Malta with its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta and bearing company registration number C42525;

Maltese Lira or Lm	the lawful currency of the Republic of Malta up to 31 December 2007;
MGI	Malta Government Investments Limited, a limited liability company with company registration number C10175 and with its registered office at 'Trade Centre', San Gwann Industrial Estate, San Gwann SGN 3000, Malta;
Offer	the offer being made by the Offeror to the general public for subscription of the Shares at the Share Offer Price in accordance with the terms and conditions of the Securities Note;
Offer Period	the period between 15 January 2008 and 18 January 2008, both days included, or such earlier date as may be determined by the Offeror in the event of over-subscription;
Offeror	collectively, the Government of Malta and MGI;
Postal Services Act	Postal Services Act, Cap. 254 of the laws of Malta;
Postmaster General Agreement	the agreement entered into between the Postmaster General of the Government of Malta and the Company on the 7 May 1998, details of which are described in section 23.3 of the Registration Document;
Prospectus	this document together with a Registration Document and a Securities Note both dated 2 January 2008 in connection with the Offer of Shares by the Offeror;
Registration Document	the registration document issued by the Company and the Offeror dated 2 January 2008, forming part of the Prospectus;
Share Purchase Agreement	the share sale and purchase agreement dated 6 September 2007 between the Government, Redbox Limited and Lombard Bank and the Company, further details of which are contained in section 23.2 of the Registration Document;
Shares	the 11,200,000 ordinary shares in the Company of a nominal value of €0.25 (Lm0.107325) being offered by the Offeror at the Share Offer Price;
Securities Notes	the securities note issued by the Company and the Offeror dated 2 January 2008, forming part of the Prospectus
Share Offer Price	the price of €0.50 (Lm0.21465) for each Share;
Summary Note	this document in its entirety;
USP or Universal Service Provider	universal service provider as defined in the Postal Services Act;

WARNING TO POTENTIAL INVESTORS

This Summary Note forms part of the Prospectus containing information concerning the Company and the Shares. This Summary Note is intended to briefly convey the essential characteristics of, and risks associated with, the Company and the Shares.

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

- The Summary Note should be read as merely an introduction to the Prospectus;
- Any decision to invest in the Shares should be based on consideration of the Prospectus as a whole;
- Civil liability is attached to the Company which has tabled this Summary Note and applied for its notification only if the Summary Note is shown to be misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus.

1. RISK FACTORS

A prospective investor 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 Company and the Shares. This section contains mere highlights of the Risk Factors set out in detail in section 3 of the Registration Document and section 3 of the Securities Note, which you are strongly recommended to review, if necessary with the assistance of your own financial and other professional advisors prior to making any investment decision with respect to the Company and the Shares.

If any of the risks described below were to materialise, they could have a serious effect on the Company's financial results, trading prospects and the ability of the Company to fulfil its obligations under the Shares.

The risks and uncertainties discussed below are those that the Directors believe to be material, but these risks and uncertainties may not be the only ones that the Company faces. Additional risks and uncertainties, including those which the Company's Directors are not currently aware of or deem material, may well result in a material impact on the financial condition and operational performance of the Company that could lead in a decline in value of the Shares.

Forward Looking Statements

This Summary Note contains "forward looking statements" which include, among others, statements concerning matters that are not historical facts and which may involve projections of future circumstances. 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 Company's Directors. No assurance is given that the future results or expectations will be achieved.

Risks Relating to the Company

Universal Service Provider Licence

The Company has been designated as the Universal Service Provider in Malta for postal services under Section 17 of the Postal Services Act. The Company has the exclusive right to operate postal services which are reserved to the Universal Service Provider as stipulated in the Postal Services Act. The licence was issued on the 1 May 1998 and is valid for a term

of fifteen years, unless lawfully terminated in accordance with the law and the terms and conditions regulating the licence. The process of liberalisation in the postal sector is being undertaken via the gradual reduction of an area that is reserved for the Universal Service Provider, which, in the case of Malta, is MaltaPost p.l.c. Following full liberalisation of the Maltese postal services industry, which is scheduled to be completed by beginning 2013, the Company could face increased competition in the domestic and international postal business particularly as a result of international competitors with significant operating experience and network and financial resources entering the market. A failure to successfully compete in a fully liberalised market may harm the Company's business and financial and operational condition.

Change in Government policies, laws, loss of exclusivity or other change to the Company's licence

Any change in the Government's policies, the law, regulations, or the terms of the Company's licence, pursuant to the Postal Services Act, including the withdrawal, amendment or suspension of the designation of the Company as the Universal Service Provider could have a material adverse effect on the Company's business, results of operations and financial condition.

Limited Dismissal

In terms of section 5.3.2 of the Share Purchase Agreement, Redbox Limited undertook to procure that it will use its voting powers within the Company to ensure that the Company will not declare redundant (other than for good and sufficient cause) any of its full-time employees as at the date of completion of the Share Purchase Agreement, until such time as each of the said employee retires, resigns or otherwise voluntarily agrees to relinquish such right or expiry of a definite contract of employment. Although the Company's staff costs, as a percentage of total costs, are lower than other European postal operators, the level of dismissal protection enjoyed by its employees could make it difficult for the Company to react to increased competition or possible declines in revenue by cutting jobs, which could have a material adverse effect on its results of operations.

Properties

The Company conducts its activities from forty three (43) properties, none of which are held by the Company in full and absolute ownership and/or for an indefinite duration.

Twenty one (21) of these properties are held under title of lease. Although the Company may be afforded protection under the existing 'Reletting of Urban Property (Regulation) Ordinance', Cap. 69 of the laws of Malta, there can be no guarantee that the same level of service can be provided by the Company should any of the leases be terminated, or renewed under less favourable terms and conditions.

Furthermore, with respect to the remaining twenty two (22) properties, no written contract has as yet been entered into, potentially giving rise to the dispute at law of the Company's tenancy, which may have a material adverse effect on the Company's operational and financial performance. With respect to fifteen (15) of these properties, the Company has made a provision in its financial statements, under the section 'trade and other creditors', for the rent established in the Postmaster General Agreement. With respect to the remaining seven (7) properties, the Postmaster General Agreement indicates that no rent is issued in their respect, hence, no provision was required to be included in its financial statement.

Occupation of Government Property

By virtue of the Postmaster General Agreement, all assets which were owned or held by Government and which were used by the Government as a post office prior to MaltaPost being granted an exclusive licence to operate postal services in Malta were to be transferred to the Company under terms which are mutually satisfactory to the parties.

Article 15(1) of the Postal Services Act provides that the Minister may, by Legal Notice, order that any premises which are held under a title of lease, emphyteusis or similar title by the Government of Malta and which are used as a post office on any date specified by the Minister, shall be held by the person holding a licence under the Postal Services Act under the same title under which they were held by the Government. With regards to premises owned by the Government or held by Government in terms of the provisions of any law, and used by the Government as a post office, the Minister may, by Legal Notice, order that the Commissioner of Land may, notwithstanding the provisions of the Disposal of Government Land Act, lease such premises for use as a post office or in connection with the provision of postal services whether exclusively or otherwise. When the premises are Government property, the Minister may, by Legal Notice, order that the Commissioner of Land may transfer under any title, as the case may be, such premises to the person holding a licence under the Act, under such conditions as may be considered suitable, without the need of any resolution or other procedure required by the Disposal of Government Land Act. Accordingly the necessary legal infrastructure is in place for a transfer by the Government of Malta to the Company of the premises in question.

To date no Legal Notice to the above mentioned effect has been promulgated and no contracts setting out mutually agreed terms have as yet been entered into with respect to the twenty two (22) properties in question. Any loss of the continued use of the premises could have a material adverse impact on the business operations of the Company and the further expense in procuring new premises could have a material adverse effect on the Company's financial performance. However, the Directors, having taken into account the undertakings of the Government of Malta in the Share Purchase Agreement, pursuant to which the Government warranted and undertook *"that it will continue to recognise the Company in all its present titles over all premises that it occupies as at the date of this Agreement and under whatever terms and conditions currently applicable"*, believe that the Company has the necessary protection to retain the continued use of the premises in question for the purpose of the Company's business operations.

Lock-In Arrangements

In terms of section 6.1 of the Share Purchase Agreement, Redbox Limited undertook, for a period of five (5) years from the date of the said agreement not to assign or transfer a controlling shareholding in the Company without the prior written consent of the Government. Furthermore, in terms of clause 6.2 of the Share Purchase Agreement, Lombard Bank undertook for a period of five (5) years from the date thereof, not to assign or transfer any of its shares or control of Redbox Limited. Subject to the provisions of applicable laws and regulations and following the lapse of such lock-in arrangement, Redbox Limited and Lombard Bank shall be free to dispose of its shares in the issued share capital of the Company and Redbox Limited, respectively.

Dependence on Maltese Economy

During the financial year ended 30 September 2007, MaltaPost sourced 88.9% of its revenue in Malta from traditional mail services, whereas the remaining percentage was sourced from foreign postal operators. Most of this revenue was generated by traditional mail. Although MaltaPost sees opportunities to grow these segments in Malta, these segments are nevertheless very dependant on the general local economic environment.

Future Financing

The Company may be required to raise additional funding to meet capital or operational expenditure requirements. If such funding is raised through the issuance of equity or security convertible into equity, it may cause a reduction in the percentage ownership of the Company's then existing shareholders. Alternatively, if any funding requirements are met by way of debt financing, the Company may have restrictions placed on it through such debt financing arrangements, which may, *inter alia*, limit the Company's ability to pay dividends or require the Company to seek consents for the payment of dividends, or require the Company to dedicate a portion of its cashflow to the servicing of the debt.

Risks Relating to the Industry

Increasing substitution of alternative methods of delivery information

During the financial year ended 30 September 2007, the mail business represented 74% of the Company's operating revenue and 17% of operating profit. Alternative technologies, including email and on-line services, can be used to send or make available the information contained in such items faster and, in many cases, at a lower price than traditional mail services. An increase in substitute technologies may adversely impact the volumes, revenues and profitability of the Company's mail business.

Disruption of Postal Services due to Terrorism

The Company's postal and express delivery operations may be disrupted by the threat of terrorism-related activities. Any such incident involving the Company's customers or employees could negatively impact the confidence in the Company's services and could harm the business, operations, reputation and financial condition of the Company.

Loss or Damage of Goods

The Company transports goods under conditions of the international conventions in respect of carriage of goods, sea and road. The said conventions and the distribution contracts contain limitation of liability clauses. In the event that a court of law or other competent authority were to impose liability on the Company in respect of loss of or damage to shipments belonging to customers, this may increase the financial exposure to such claims.

Access to Postal Network

Section 67 of the Postal Services (General) Regulations (Subsidiary Legislation 254.01) places an obligation on each postal operator to negotiate with alternative operators that request access to their postal network. The Malta Communications Authority may, in addition, request the Company, as USP, to meet reasonable requests for access to specific elements of the public postal network where the said Authority considers that denying the access would hinder competition or would not be in the interest of the end-users. The Company cannot rule out that it will be required, in the future, to grant access to its postal network. This could have material adverse effects on the Company's financial condition and results of operations.

Prices for Universal Services

In terms of the MaltaPost p.l.c. Licence (Modification) Regulations (Subsidiary Legislation 254.14), prices for universal services are published as public tariffs, which tariffs cannot be changed without the prior consent of the Malta Communications Authority. The change in such pricing tariffs may have a direct impact on the operations and financial condition of the Company.

Risks relating to the Shares

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

Minority Shareholding

Due to the size of its shareholding, and the possible pooling of votes, the majority shareholder is in a position to decisively influence matters that require approval of the general body of shareholders, including resolutions regarding dividends and other important measures.

No Prior Market for Shares; Limited Liquidity of the Malta Stock Exchange

Prior to the Offer, there has been no public market for the Company's shares within or outside Malta. Due to the absence of any prior market for the Shares, there can be no assurance that the Share Offer Price will correspond to the price at which the Shares will trade in the market subsequent to the Offer. The market price of the Shares could be subject to significant fluctuations in response to many factors, including the Company's operating results, developments in the economies of other countries to which the Company is exposed, or other factors. Application has been made to seek a listing on the Malta Stock Exchange, which is smaller and less liquid than the more developed stock markets in Europe and the United States. Currently, equity securities of only sixteen (16) Maltese companies are traded on the Malta Stock Exchange. The limited liquidity of the market for the Shares could increase the price volatility of the Shares and may impair the ability of a holder of Shares to sell such Shares in the market in the amount and at the price and time such holder wishes to do so. To control price volatility, the Malta Stock Exchange may not allow matching of deals in shares of a listed company when the price falls outside a seven per cent range (up or down) from the previous day's traded weighted average price.

Following completion of this Offer, the price at which the Shares will be traded, as well as the sales volume of the Shares traded, will be subject to fluctuations. These movements may not necessarily be caused by the Company's business activity or its results of operations. It is also possible that the Company's results of operations or its business outlook may fall short of expectations, in which case the price of the Shares could be negatively affected.

Value

The value of investments can rise or fall, and past performance is not necessarily indicative of future performance. If in need of advice, you should consult a licensed stockbroker or an investment advisor licensed under the Investment Services Act, Cap. 370 of the laws of Malta.

Secondary Market

There can be no assurance that an active secondary market for the Shares will develop, or, if it develops, that it will continue. Furthermore, there can be no assurance that an investor will be able to re-sell his/her Shares at or above the Share Offer Price.

Dividends

The Company's results can fluctuate and its ability to pay dividends is dependant on, amongst other things, it achieving sufficient profits. The Company may not pay dividends if the Directors believe that this would cause the Company to be less adequately capitalised, or that there are insufficient distributable reserves, or for various other reasons. Future dividends will depend on, amongst other factors, the Company's profits, financial position and working capital requirements, as well as general economic conditions and other factors that the Directors deem significant from time to time.

2. IDENTITY OF DIRECTORS AND ADVISORS

2.1. Directors

Name & Surname	Position
Joseph Said	Director & Member of Executive Committee
Aurelio Theuma	Director & Member of Executive Committee
Joseph Azzopardi	Non-executive Director
David Stellini	Non-executive Director
Philip Tabone	Non-executive Director

2.2. Advisors to the Offeror

Legal Counsel

Camilleri Preziosi
Level 3, Valletta Buildings
South Street,
Valletta, VLT 1103, Malta

Financial Advisors & Reporting Accountants

KPMG
Portico Building, Marina Street
Pietà, PTA 9044, Malta

2.3. Sponsoring Stockbrokers

Rizzo Farrugia & Co. (Stockbrokers) Ltd
Airways House, Third Floor
High Street,
Sliema, SLM 1549, Malta

2.4. Manager and Registrar

Lombard Bank Malta p.l.c.
67, Republic Street,
Valletta, VLT 1117, Malta

3. OFFER STATISTICS AND EXPECTED TIMETABLE

The Offeror is hereby making an Offer for sale of ordinary shares in the Company at the Share Offer Price. The Offeror is offering for sale, from the current shareholding in the Company, the Shares, which represent forty per cent (40%) of the issued share capital of the Company. The Offering is being made to the general public in Malta and applications may be obtained from and shall be lodged with all Financial Intermediaries during the Offer Period. In addition, the Offeror has entered into a number of conditional subscription agreements whereby such investors have bound themselves to subscribe to an amount not exceeding five million and forty thousand (5,040,000) Shares.

MATTER	DATE
Availability of Application Forms	8 January 2008
Opening of Offer Period	15 January 2008
Closing of Offer Period	18 January 2008
Expected announcement of basis of acceptance	23 January 2008
Expected dispatch of allocation advises and refunds of unallocated monies	29 January 2008
Admission of Shares on the Malta Stock Exchange	29 January 2008
Commencement of trading on the Malta Stock Exchange	30 January 2008

The Offeror reserves the right to close the Offer before 18 January 2008 in the event of over-subscription, in which case the dates of the last four events listed above shall be anticipated in the same chronological order, so as to retain the same number of Business Days between the respective dates.

4. KEY INFORMATION

4.1. Selected Financial Information

Extracts from the audited financial statements of the Company for the three years ended 30 September 2005 to 2007 are set out below. These financial statements have been prepared in Maltese lira. Amounts shown in Euro have been converted from the Maltese lira amounts at the fixed conversion rate of €1 = Lm0.4293.

For the Years Ended 30 September	2007 €'000	2006 €'000	2005 €'000	2007 Lm'000	2006 Lm'000	2005 Lm'000
Revenue	18,510	16,929	16,884	7,946	7,267	7,248
Gross profit	4,324	3,088	2,928	1,856	1,326	1,257
Results from operating activities	1,474	360	(4)	633	154	(2)
Profit before income tax	1,663	478	77	714	205	33
Profit/(loss) for the year	1,091	403	(64)	468	173	(27)
Total assets less current liabilities	10,190	9,010	8,591	4,374	3,868	3,688
Total equity	8,454	7,563	7,160	3,629	3,247	3,074
Earnings per share (cents) ¹	3c9	1c4	-	1c7	0c6	-

¹ Calculated on the basis of 28,000,000 ordinary shares of a nominal value of €0.25 (Lm0.107325) each in issue as at the date of the Prospectus.

4.2. Capitalisation and Indebtedness

Information with respect to the Company's capitalisation and indebtedness as at 30 September 2007 is set out in the audited financial statements of MaltaPost p.l.c. for the financial year ended 30 September 2007 and is summarised below. These financial statements have been prepared in Maltese lira. Amounts shown in Euro in the summary below have been converted from the Maltese lira amount at the fixed conversion rate of €1 = Lm0.4293.

	30 September 2007	
	€'000	Lm'000
Shareholders' Equity		
Called up issued share capital	6,522	2,800
Other reserves	424	182
Retained earnings	1,508	647
	<u>8,454</u>	<u>3,629</u>

The issued and fully paid up share capital of MaltaPost p.l.c. as at 30 September 2007 was of Lm2,800,000 (€6,522,244.40), divided into 2,800,000 ordinary shares of Lm1 (€2.329373) nominal value each.

Other reserves as at 30 September 2007 comprised a share premium reserve amounting to Lm245,000 (€570,696) and a negative fair value reserve amounting to Lm63,063 (€146,897). These reserves are non-distributable. The fair value reserve includes the cumulative net fair value loss in available-for-sale investments held by the Company.

On 21 December 2007 the Company capitalised Lm205,100 (€477,754.48) of its share premium for the purpose of a bonus issue and changed the nominal and paid up value of the shares in issue to Lm0.107325 (€0.25) each, thereby increasing the issued and fully paid up share capital to 28,000,000 shares of Lm0.107325 (€0.25) each, resulting in a paid up capital of Lm3,005,100 (€7,000,000).

During the period 1 October 2007 to the date of this Prospectus, the Company paid an interim dividend amounting to €1,397,624 (Lm600,000).

As at 30 September 2007 and as at the date of this document, the Company had no outstanding banking facilities.

4.3. Reasons for the Offer

The Offer being made by the Government falls within its strategic plan to fully liberalise the postal services industry in Malta and further segregate the Government's position as policy maker and operator within the said industry. The completion of the process of privatisation of the Company, the first phase of which was initiated in 2002, forms part of the Government's privatisation program, pursuing to which Government-owned commercial activities are transferred to the private sector.

All of the proceeds of the Offer, which are estimated to be in the region of €5,600,000 (Lm2,404,080), will be for the account of the Government of Malta (net of direct costs and expenses of the Offer, including but not limited to selling commissions, management fee, legal, consultancy and accounting fees, advertising, printing and other publicity fees).

5. INFORMATION ABOUT THE COMPANY

5.1. History and Development of the Company

MaltaPost p.l.c. (C22796) was registered with the Malta Registry of Companies as a public limited company in terms of the Act on 16 April 1998. Its registered address is at 305, Triq Hal-Qormi, Marsa, MTP1001. The telephone number of the Company is +356 21224421.

The Company commenced trading on 1 May 1998 in terms of a licence granted by the Government for the operation of postal services in Malta. The Company took over the operations of the former Posts Department through a licence issued by the Postmaster General.

Since Malta's entry into the European Union, substantial changes have taken place in the legislative regime regulating postal services in Malta, full liberalisation of which is envisaged to take place by 1 January 2013. The Postal Services Act, which regulates the provision of postal services in Malta in line with the applicable EU directives, distinguishes between three types of postal service designations according to the status of the liberalised portion of the market:

- (i) Universal Services 'Reserved Area';
- (ii) Universal Services 'Non-Reserved Area'; and
- (iii) Competitive 'Non-Reserved Area'.

MaltaPost has an exclusive authorisation to provide the services falling within the Universal Services 'Reserved Area'. The Company is also authorised on a non-exclusive basis to provide the services falling within the Universal Services 'Non-Reserved Area', and is generally authorised to provide the services falling within the Competitive 'Non-Reserved Area'. Each of these postal service designations and the fields of activity to which they relate, as well as the liberalisation process to which postal services across the European Union are subject, are better described in section 6.1.2 of the Registration Document.

5.2. Business Overview

MaltaPost is Malta's leading postal services company, being the sole licensed Universal Service Provider of postal services. The Company has a dominant presence in the Maltese market for all postal services with its six day deliveries per week to all households and businesses in Malta and Gozo, together with the largest retail postal network serving the general public.

The Company's corporate vision is to be recognised as one of Malta's leading companies and aims to be a customer-focused, financially and commercially strong enterprise. Its core business is the provision of high quality, cost-effective, physical and electronic postal and other related services and products to meet its customers' requirements, while ensuring that shareholder value is enhanced and the aspirations of staff are met.

The Directors believe that MaltaPost's brand is well-positioned with Maltese households, which will facilitate entry into related markets. Furthermore, the Company's quality levels of local and international delivery of mail have constantly achieved higher standards than those required by local and international regulatory bodies.

MaltaPost's long operational history enables it, through its staff and systems, to have a considerable competitive advantage over its current and future potential competitors in the postal market. Furthermore, the Company has invested significantly in its ICT systems to ensure that it can increase, diversify and upgrade its product and service portfolio.

The Directors believe that the indirect majority shareholding by Lombard Bank will present considerable opportunities for MaltaPost to expand its products and services, enhance its branch network and benefit from the transfer of knowledge from this strategic shareholder. This, the Directors believe, also anchors the Company to an institution which is well respected and successful in its market.

Services provided by the Mail division:

- services for collecting, sorting, transporting and distributing domestic and international mail, including a registered and insured postal service;
- delivery and receipt of all items of mail between all countries worldwide;
- direct mail services, principally for business customers, including: document management and scanning; invoice processing; printing; folding; labelling; and enveloping;
- additional services for business customers including the provision of a business reply service and unaddressed advertising mail;
- fast, trackable and secure delivery both within Malta and Gozo and worldwide provided by two of the Company's service lines, Express Mail Service and MaltaPost Express International.

Other activities:

- full service PO Box facilities in various localities, including related scheduled pick-up and delivery services;
- local door-to-door distribution services, including: warehousing; and fulfilment and distribution services of sundry merchandise;
- philatelic products ranging from traditional stationery to stamp albums and personalised stamps are offered internationally through the Company's Philatelic Bureau;
- other services in addition to standard postal services provided through the Company's retail network, including: the payment of utility bills and licences; tax collection; ticket sales; communication cards; postal and other general stationery; and local and international money transfers;
- additional services offered by 27 sub-post offices and 431 stamp vendors.

The Company is undergoing a modernisation programme of the branch network to improve the facilities at post offices and provide a suitable platform for continued growth, and plans to diversify its revenue basis by enhancing its existing product range, including the provision of low cost financial services.

6. TREND INFORMATION

International statistics for postal operators for the year ended 31 December 2006 show that letter volumes are stabilising, growth in parcel volumes continues and total postal revenue has increased significantly.

Overall, international indicators reflect the continuing trend towards new and innovative forms of interaction and communication; between businesses themselves, between business and their customers as well as between individuals. The migration to e-mail, the increasing use of on-line services and evolving shopping habits has challenged the traditional forms of postal communication and delivery but they have also created new markets and opportunities for postal operators.

Global overview

The global market for domestic letter-post, with a total of 433 billion mail items, was slightly up compared to 2005, returning to the same level as in 2000. General advertising had a positive impact on mail volumes, which have faced increased competition from electronic communications over the past few years. Volumes of international letter post (5.5 billion items) were down 2% overall in comparison with 2005. This decrease is mainly due to the migration from the use of traditional post to e-mail and other cheaper alternative communication means.

With a total of 6.2 billion items in the domestic and international services, parcels traffic was up 4.8% compared to 2005. The delivery of merchandise ordered via Internet is perhaps the major growth factor in this sector

With a total of US\$308.1 billion, worldwide postal revenue was up 13% for the year ended 31 December 2006 compared to 2005. Growth was experienced by three-quarters of the Universal Postal Union's member countries. Letter post continues to generate more than half (52%) of operating revenue but was 7.7% lower than in 2005. Revenue generated from parcels and logistics services rose

by 6% to contribute 27% of global revenue in 2006 and financial products accounted for 14% of revenue. Other services account for 7% of global revenue, which include, *inter alia*, philatelic products, postal stationery, PO Box services and re-direction of mail. (Source: Worldwide Postal Statistics 2006, Universal Postal Union, December 2007).

Malta

In general, the trend in MaltaPost's business during 2007 continued to follow the experience of the global market. Growth in domestic letter-post traffic for year ended 30 September 2007 was 3.5% and a decrease of 4.7% for international letter post when compared to the previous year. In parcels, an increase of 12.3% was registered.

The Company's postal revenue for the year ended 30 September 2007 was €16m (Lm6.9m) representing an increase of 12% over the previous year. Letter post represented 65.7% of revenue which was 0.7% lower than in 2006. Parcels and logistics services increased by 5.8% to contribute 6.6% of total revenue in 2007 while financial products, which includes postal orders, money transfer and bill collection, accounted for 0.6%. Other services which includes, *inter alia*, PO Boxes, redirection of mail, philately and stationery, accounted for 27.1% of revenue.

The information extracted from the research carried out by the Universal Postal Union has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by the Universal Postal Union, no facts have been omitted which would render the reproduced information inaccurate or misleading.

7. MANAGEMENT AND EMPLOYEES

7.1. Board of Directors

The Board of Directors of the Company consists of five Directors who are entrusted with setting the overall direction and strategy of the Company. Although the responsibility of the Directors is collective, the current unitary structure of the board indicates the complementary function of each such Director. The implementation of the decisions taken by the Directors and the day-to-day management of the Company is entrusted to the senior management, headed by the Chief Executive Officer of the Company.

A full list of the Directors and members of senior management is set out under the heading "Identity of Directors and Advisors".

7.2. Executive Committee

None of the Directors on the Board have any specific executive functions, except that two Directors sit on the Company's Executive Committee together with the CEO. The Executive Committee acts as the interface between senior management and the Board. The terms of reference of the Executive Committee envisage the monitoring of policy matters delegated by the Board and the direction of general management of the Company. The two Directors currently appointed to the Executive Committee are Joseph Said and Aurelio Theuma.

7.3. Non-Executive Directors

The Company has three non-executive Directors whose function is to assist and participate in the adoption of policies and strategies for the Company as well as bring to the Board the added value of independent judgment. The non-executive Directors have the necessary experience in the corporate field that should enable them to significantly influence the decision-making process within the Company. The non-executive Directors of the Company are Philip Tabone, David Stellini and Joseph Azzopardi.

7.4. Senior Management

The Senior Management of the Company, comprising CEO Joseph Gafa, Chief Mails & Systems Officer Pierre Montebello and Chief Finance & Administration Officer Carmen Psaila, report to the Executive Committee, which in turn reports to the Board of Directors of the Company.

7.5. Remuneration

The total amount of remuneration paid and benefits in kind granted to the Board of Directors and senior management personnel in the last financial year amounts to approximately €180,000 (Lm77,250).

7.6. Employees

As at 31 October 2007, the Company employed 572 full time staff members involved in the operations and management of the Company.

8. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

8.1. Major Shareholders

Redbox Limited, a limited liability company registered under the laws of Malta with company registration number C39314 and with its registered office at 67, Republic Street, Valletta VLT 1117, currently owns sixty per cent (60%) of the issued share capital of the Company. Redbox Limited is in turn a one hundred per cent (100%) owned subsidiary of Lombard Bank. Other than the shareholding held by Redbox Limited, the Company is not aware of any interest held by any person in respect of the Company's capital or voting rights which is notifiable in terms of Maltese law.

8.2. Related Party Transactions

The transactions entered into between the Company and any related party during the period covered by the financial years ending 30 September 2005, 30 September 2006 and 30 September 2007 have been duly reported in the financial statements of the Company of the said years.

The related party transactions for the period covering 1 October 2007 to the date of this Registration Document are expected to be the following:

Government, all entities that are Government controlled and those which fall within the Government administration structure and Lombard Bank are considered by the Directors to be related parties. Turnover includes sales of stamps to these entities made directly or indirectly by the Company in the normal course of business on an arms length basis. In addition the following indicates the transactions carried out by the Company with related parties and the expected amounts thereof:

	€	Lm
Commission from related parties	102,609	44,050
Provision for pension obligation	81,784	35,110
Services rendered by related parties	17,470	7,500
Directors Remuneration	7,805	3,351

9. FINANCIAL STATEMENTS

The financial statements of the Company for the financial years ended 30 September 2005, 30 September 2006 and 30 September 2007, audited by PricewaterhouseCoopers, are available for inspection as set out under the heading “Documents on Display” in section 12 below.

There is no significant change in the financial or trading position of the Company which occurred since the end of the financial period to which the audited financial statements for the year ended 30 September 2007 relate.

10. DETAILS OF THE OFFER

10.1. Admission to Trading

The Shares have been declared admissible to listing by the Listing Authority in terms of the Financial Markets Act by letter dated 28 December 2007. Application has been made to the Malta Stock Exchange for the shares to be admitted to the Official List of the MSE as and when the Shares following the Offer have been allocated.

For the purposes of the Prevention of Money Laundering and Funding of Terrorism Regulations, 2003, as subsequently amended, all appointed selling agents are under a duty to communicate, upon request, all information about clients as is mentioned in Articles 1.2(d) and 2.4 of the Code of Conduct for Members of the Malta Stock Exchange, appended as appendix IV to Chapter 3 of the Malta Stock Exchange Bye-Laws, irrespective of whether the said appointed selling agents are Malta Stock Exchange Members or not. Such information shall be held and controlled by the Malta Stock Exchange in terms of the Data Protection Act, Cap 440 of the Laws of Malta, for the purposes and within the terms of the Malta Stock Exchange Data Protection Policy, as published from time to time.

10.2. Plan for Distribution

The Offeror is hereby offering for subscription by the general public 11,200,000 ordinary shares of a nominal value of €0.25 (Lm0.107325) at the Share Offer Price in the issued share capital of the Company during the Offer Period. The Shares will be available for subscription during the Offer Period, subject to the right of the Company to close subscription lists before such date in the case of over-subscription. The Offeror reserves the right to revoke or suspend the Offer until such time as the Shares have been allocated in accordance with this Prospectus and dealing of the said Shares takes place on the official list of the MSE.

The Offeror has entered into a number of conditional subscription agreements with Financial Intermediaries. In terms of those agreements the said Financial Intermediaries have bound themselves to subscribe and purchase, and the Offeror has bound itself to allot to such investor such number of the Shares, as the case may be, as in aggregate does not exceed 5,040,000 Shares. The agreements relating to the Shares are subject, *inter alia*, to the admission to listing of the Shares by the Listing Authority. During the Offer Period, Applications for subscription of the Shares may be made through any of the Financial Intermediaries.

The terms and conditions applicable to any Application for Shares are set out in the Terms and Conditions of Application contained in Annex 1 of the Securities Note.

During the Offer Period, applications for subscription to the Shares may be made through any of the Financial Intermediaries whose names and contact information are set out in Annex 2 of the Registration Document.

10.3. Offer Expenses

The Offer expenses including advisors' fees, intermediaries' commissions and other costs and expenses are estimated to be in the region of €232,937 (Lm100,000). This amount shall be deducted from the proceeds of the Offer, which accordingly will bring the net proceeds from the Offer to €5,367,063 (Lm2,304,080).

Selling commission is payable to Financial Intermediaries. Each Financial Intermediary shall be entitled to a selling commission on the value of the Shares allocated to Applications, through such Financial Intermediaries at the rate of 1.5%.

11. ADDITIONAL INFORMATION

11.1. Share Capital

As at the date of the Prospectus, the authorised share capital of the Company is €14,000,000 (Lm6,010,200) divided into 56,000,000 ordinary shares of a nominal value of €0.25 (Lm0.107325) each share. The total issued share capital of the Company as at the date of this Prospectus is €7,000,000 (Lm3,005,100) divided into 28,000,000 fully paid up ordinary shares of a nominal value of €0.25 (Lm0.107325) each share held as follows:

1. MGI as to 6,950,002 ordinary shares;
2. Government as to 4,249,998 ordinary shares;
3. Redbox Limited as to 16,800,000 ordinary shares.

11.2. Memorandum and Articles of Association

The memorandum and articles of association of the Company, described in section 22.2 of the Registration Document, are registered with the Registry of Companies and are available for inspection during the lifetime of the Company at the Registry of Companies and as set out under the heading "Documents on Display" in section 12 below.

12. DOCUMENTS ON DISPLAY

For the duration period of this Prospectus the following documents shall be available for inspection at the registered address of the Company:

- (a) Memorandum and Articles of Association of the Company;
- (b) the Historical Financial Information of the Company for each of the financial years ended 30 September 2005, 30 September 2006 and 30 September 2007;
- (c) the Profit Forecasts for the financial year ending 30 September 2008;
- (d) the Prospectus;
- (e) the Share Purchase Agreement; and
- (f) the Postmaster General Agreement.

The documents listed under (a), (b), (c) and (d) are also available for inspection in electronic form on the Company's website at www.maltapost.com.

REGISTRATION DOCUMENT

This document is a Registration Document issued in accordance with the provisions of Chapter 6 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 a prospectus. This Registration Document is issued pursuant to the requirements of Listing Rule 6.4.2 of the Listing Rules and contains information about MaltaPost p.l.c. (the "Company") for which application has been made for admission to trading of its securities on the Malta Stock Exchange. This Registration Document should be read in conjunction with the most updated Securities Note issued from time to time that will provide details of the Shares.

This document is dated 2 January 2008

REGISTRATION DOCUMENT

In respect of an Offer made by

The Government of Malta and Malta Government Investments Limited

Of a total of 11,200,000 Shares of a nominal value of €0.25 (Lm0.107325) each in

MALTAPOST P.L.C.

At a Share Offer Price of €0.50 (Lm0.21465) per Share

ISIN: MT0000390105

LEGAL COUNSEL

CAMILLERI PREZIOSI
ADVOCATES

FINANCIAL ADVISORS & REPORTING ACCOUNTANTS

KPMG
Portico Building,
Marina Street
Pietà, PTA 9044, Malta

SPONSORING STOCKBROKERS

Rizzo, & Co.
Farrugia & Co.
(STOCKBROKERS) LTD

MANAGER & REGISTRAR


LOMBARD
Lombard Bank Malta p.l.c.



Joseph Said
On his own behalf and on behalf of
Aurelio Theuma and Joseph Azzopardi



David Stellini
On his own behalf and on behalf of
Philip Tabone

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1. IMPORTANT INFORMATION

THIS DOCUMENT CONSTITUTES PART OF A PROSPECTUS AND CONTAINS INFORMATION ON MALTAPOST P.L.C. AND ITS BUSINESS. THE INFORMATION IS BEING MADE AVAILABLE IN CONNECTION WITH AN OFFER BY THE GOVERNMENT OF MALTA AND MALTA GOVERNMENT INVESTMENTS LIMITED OF ELEVEN MILLION TWO HUNDRED THOUSAND (11,200,000) ORDINARY SHARES IN MALTAPOST P.L.C. (THE "COMPANY") TO THE GENERAL PUBLIC. THE SHARES HAVE A NOMINAL VALUE OF €0.25 (LM0.107325) EACH AND ARE BEING OFFERED AT A PRICE OF €0.50 (LM0.21465) PER SHARE.

THIS DOCUMENT INCLUDES INFORMATION GIVEN IN COMPLIANCE WITH THE LISTING RULES OF THE LISTING AUTHORITY FOR THE PURPOSE OF GIVING INFORMATION WITH REGARD TO THE COMPANY. ALL OF THE DIRECTORS OF THE COMPANY, WHOSE NAMES APPEAR UNDER THE HEADING DIRECTORS (THE "DIRECTORS"), ARE THE PERSONS RESPONSIBLE FOR THE INFORMATION CONTAINED IN THIS REGISTRATION DOCUMENT. TO THE BEST OF THE KNOWLEDGE AND BELIEF OF THE DIRECTORS OF THE COMPANY, (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 BROKER, DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORISED BY THE COMPANY OR ITS DIRECTORS OR THE OFFEROR, TO ISSUE ANY ADVERTISEMENT OR TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE SALE OF THE SHARES (AS DEFINED HEREIN) OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS AND IN THE DOCUMENTS REFERRED TO HEREIN IN CONNECTION WITH THE OFFER HEREBY MADE, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY THE COMPANY, ITS DIRECTORS, THE OFFEROR OR ADVISORS. THE ADVISORS ENGAGED BY THE OFFEROR FOR THE PURPOSE OF THIS OFFER ARE ACTING EXCLUSIVELY FOR THE OFFEROR.

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 HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

A COPY OF THIS DOCUMENT HAS BEEN REGISTERED WITH THE LISTING AUTHORITY IN SATISFACTION OF THE LISTING RULES AND THE MALTA STOCK EXCHANGE IN SATISFACTION OF THE MALTA STOCK EXCHANGE BYE-LAWS, AND HAS BEEN DULY FILED WITH THE REGISTRAR OF COMPANIES IN ACCORDANCE WITH THE ACT. APPLICATION HAS BEEN MADE TO THE LISTING AUTHORITY FOR THE SHARES TO BE CONSIDERED AS ADMISSABLE TO LISTING ON A RECOGNISED INVESTMENT EXCHANGE. IN ADDITION, APPLICATION HAS ALSO BEEN MADE TO THE COUNCIL OF THE MALTA STOCK EXCHANGE, AS A RECOGNISED INVESTMENT EXCHANGE, FOR THE SHARES TO BE ADMITTED TO THE OFFICIAL LIST UPON ALLOCATION TO INVESTORS. DEALINGS ARE EXPECTED TO COMMENCE ON THE MALTA STOCK EXCHANGE ON THE 30 JANUARY 2008.

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

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

STATEMENTS MADE IN THIS DOCUMENT ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THEREIN. THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE SECURITIES NOTE CONTAINING INFORMATION ABOUT THE OFFER.

2. DEFINITIONS

Act	the Companies Act, Cap. 386 of the laws of Malta;
Authority	Malta Communications Authority established under the Malta Communications Authority Act, Cap. 418 of the laws of Malta;
Code	The 'Code of Principles of Good Corporate Governance' contained in Appendix 8.1 of the Listing Rules;
Company or MaltaPost	MaltaPost p.l.c. a public limited liability company incorporated under the laws of Malta with company registration number C22796 and with registered office at 305, Triq Hal-Qormi, Marsa, MTP 1001, Malta;
Directors or Board	the directors of the Company whose names and addresses are set out under the heading "Identity of Directors, Advisors and Auditors";
Euro or €	the lawful currency of the Republic of Malta as from 1 January 2008;
Financial Intermediaries	the financial intermediaries listed in Annex 2 hereto;
Government	the Government of Malta;
Head Office	the property situated at 305, Triq Hal-Qormi, Marsa, MTP 1001, Malta;
Listing Rules	the listing rules issued by the Listing Authority from time to time;
Lombard Bank	Lombard Bank Malta p.l.c., a public limited liability company incorporated under the laws of Malta with company registration number C1607 and with registered office at 67, Republic Street, Valletta, VLT 1117, Malta;
Malta Stock Exchange or MSE	the Malta Stock Exchange plc as originally constituted by the Financial Markets Act, Cap. 345 of the laws of Malta with registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta and bearing company registration number C42525;
Maltese Lira or Lm	the lawful currency of the Republic of Malta up to 31 December 2007;
MGI	Malta Government Investments Limited, a limited liability company with company registration number C10175 and with its registered office at 'Trade Centre', San Gwann Industrial Estate, San Gwann SGN 3000, Malta;
Offeror	Collectively, The Government of Malta and MGI;

2. DEFINITIONS (contd.)

Postmaster General Agreement	the agreement entered into between the Postmaster General of the Government of Malta and the Company on the 7 May 1998, details of which are described in section 23.3 of this Registration Document;
Postal Services Act	Postal Services Act, Cap. 254 of the laws of Malta;
Prospectus	this document together with a Securities Note and a Summary Note both dated 2 January 2008 in connection with the offer of Shares by the Offeror;
Registration Document	this document in its entirety;
Shares	the 11,200,000 ordinary shares in the Company of a nominal value of €0.25 (Lm0.107325) being offered by the Offeror at the Share Offer Price;
Securities Notes	the securities note issued by the Company and the Offeror dated 2 January 2008, forming part of the Prospectus;
Share Offer Price	the price of €0.50 (Lm0.21465) for each Share;
Share Purchase Agreement	the share sale and purchase agreement dated 6 September 2007 between the Government, Redbox Limited and Lombard Bank and the Company, further details of which are contained in section 23.2 of this Registration Document;
Summary Note	the summary note issued by the Company and the Offeror dated 2 January 2008, forming part of the Prospectus;
USP or Universal Service Provider	universal service provider, as defined in the Postal Services Act.

3. RISK FACTORS

A prospective investor 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 Company. Information contained in the 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 Company’s financial results, trading prospects and the ability of the Company to fulfil its obligations under the Shares.

The risks and uncertainties discussed below are those that the Directors believe to be material, but these risks and uncertainties may not be the only ones that the Company faces. Additional risks and uncertainties, including those which the Company’s Directors are not currently aware of or deem material, may well result in a material impact on the financial condition and operational performance of the Company that could lead in a decline in value of the Shares.

Forward Looking Statements

This Prospectus contains forward looking statements which include statements concerning the Company’s strategies and plans relating to the attainment of those objectives, its capital requirements and other statements of expectations, beliefs, future plans and strategies, anticipated developments and other matters that are not historical facts by the use of terminology such as “may”, “will”, “expect”, “intend”, “plan”, “estimate”, “anticipate”, “believe” or similar phrases. 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 Company’s Directors. No assurance is given that the future results or expectations will be achieved.

Suitability

An investment in the Company may not be suitable for all recipients of this Prospectus and investors are urged to consult their advisors as to the suitability or otherwise of the investments described herein before investing.

Risks Relating to the Company

Universal Service Provider Licence

The Company has been designated as the Universal Service Provider in Malta for postal services under Section 17 of the Postal Services Act. The Company has the exclusive right to operate postal services which are reserved to the Universal Service Provider as stipulated in the Postal Services Act. The licence was issued on the 1 May 1998 and is valid for a term of fifteen years, unless lawfully terminated in accordance with the law and the terms and conditions regulating the licence. The process of liberalisation in the postal sector is being undertaken via the gradual reduction of an area that is reserved for the Universal Service Provider, which, in the case of Malta, is MaltaPost p.l.c. Following full liberalisation of the Maltese postal services industry, which is scheduled to be completed by beginning 2013, the Company could face increased competition in the domestic and international postal business particularly as a result of international competitors with significant operating experience and network and financial resources entering the market. A failure to successfully compete in a fully liberalised market may harm the Company’s business and financial and operational condition.

Change in Government policies, laws, loss of exclusivity or other change to the Company's licence

Any change in the Government's policies, the law, regulations, or the terms of the Company's licence, pursuant to the Postal Services Act, including the withdrawal, amendment or suspension of the designation of the Company as the Universal Service Provider could have a material adverse effect on the Company's business, results of operations and financial condition.

Limited Dismissal

In terms of section 5.3.2 of the Share Purchase Agreement, Redbox Limited undertook to procure that it will use its voting powers within the Company to ensure that the Company will not declare redundant (other than for good and sufficient cause) any of its full-time employees as at the date of completion of the Share Purchase Agreement, until such time as each of the said employee retires, resigns or otherwise voluntarily agrees to relinquish such right or expiry of a definite contract of employment. Although the Company's staff costs as a percentage of total costs are lower than other European postal operators, the level of dismissal protection enjoyed by its employees could make it difficult for the Company to react to increased competition or possible declines in revenue by cutting jobs, which could have a material adverse effect on its results of operations.

Properties

The Company conducts its activities from forty three (43) properties, none of which are held by the Company in full and absolute ownership and/or for an indefinite duration.

Twenty one (21) of these properties are held under title of lease. Although the Company may be afforded protection under the existing 'Reletting of Urban Property (Regulation) Ordinance', Cap. 69 of the laws of Malta, there can be no guarantee that the same level of service can be provided by the Company should any of the leases be terminated, or renewed under less favourable terms and conditions.

Furthermore, with respect to the remaining twenty two (22) properties, no written contract has as yet been entered into, potentially giving rise to the dispute at law of the Company's tenancy, which may have a material adverse effect on the Company's operational and financial performance. With respect to fifteen (15) of these properties, the Company has made a provision in its financial statements, under the section 'trade and other creditors', for the rent established in the Postmaster General Agreement. With respect to the remaining seven (7) properties, the Postmaster General Agreement indicates that no rent is issued in their respect, hence, no provision was required to be included in its financial statement.

Occupation of Government Property

By virtue of the Postmaster General Agreement, all assets which were owned or held by Government and which were used by the Government as a post office prior to MaltaPost being granted an exclusive licence to operate postal services in Malta were to be transferred to the Company under terms which are mutually satisfactory to the parties.

Article 15(1) of the Postal Services Act provides that the Minister may, by Legal Notice, order that any premises which are held under a title of lease, emphyteusis or similar title by the Government of Malta and which are used as a post office on any date specified by the Minister, shall be held by the person holding a licence under the Postal Services Act under the same title under which they were held by the Government. With regards to premises owned by the Government or held by Government in terms of the provisions of any law, and used by the Government as a post office, the Minister may, by Legal Notice, order that the Commissioner of Land may, notwithstanding the provisions of the Disposal of Government Land Act, lease such premises for use as a post office or in connection with the provision of postal services whether exclusively or otherwise. When the premises are Government property, the Minister may, by Legal Notice, order that the Commissioner of Land may transfer under any title as the case may be such premises to the person holding a licence under the Act, under such conditions as may be considered suitable, without the need of any resolution or other procedure required by the Disposal of Government Land Act. Accordingly the necessary legal infrastructure is in place for a transfer by the Government of Malta to the Company of the premises in question.

To date no Legal Notice to the above mentioned effect has been promulgated and no contracts setting out mutually agreed terms have as yet been entered into with respect to the twenty two (22) properties in question. Any loss of the continued use of the premises could have a material adverse impact on the business operations of the Company and the further expense in procuring new premises could have a material adverse effect on the Company's financial performance. However, the Directors, having taken into account the undertakings of the Government of Malta in the Share Purchase Agreement, pursuant to which the Government warranted and undertook *"that it will continue to recognise the Company in all its present titles over all premises that it occupies as at the date of this Agreement and under whatever terms and conditions currently applicable"*, believe that the Company has the necessary protection to retain the continued use of the premises in question for the purpose of the Company's business operations.

Lock-In Arrangements

In terms of section 6.1 of the Share Purchase Agreement, Redbox Limited undertook, for a period of five (5) years from the date of the said agreement not to assign or transfer a controlling shareholding in the Company without the prior written consent of the Government. Furthermore, in terms of clause 6.2 of the Share Purchase Agreement, Lombard Bank undertook for a period of five (5) years from the date thereof, not to assign or transfer any of its shares or control of Redbox Limited. Subject to the provisions of applicable laws and regulations and following the lapse of such lock-in arrangement, Redbox Limited and Lombard Bank shall be free to dispose of its shares in the issued share capital of the Company and Redbox Limited, respectively.

Dependence on Maltese Economy

During the financial year ended 30 September 2007, MaltaPost sourced 88.9% of its revenue in Malta from traditional mail services, whereas the remaining percentage was sourced from foreign postal operators. Most of this revenue was generated by traditional mail. Although MaltaPost sees opportunities to grow these segments in Malta, these segments are nevertheless very dependant on the general local economic environment.

Future Financing

The Company may be required to raise additional funding to meet capital or operational expenditure requirements. If such funding is raised through the issuance of equity or security convertible into equity, it may cause a reduction in the percentage ownership of the Company's then existing shareholders. Alternatively, if any funding requirements are met by way of debt financing, the Company may have restrictions placed on it through such debt financing arrangements, which may, *inter alia*, limit the Company's ability to pay dividends or require the Company to seek consents for the payment of dividends, or require the Company to dedicate a portion of its cashflow to the servicing of the debt.

Risks Relating to the Industry

Increasing substitution of alternative methods of delivery information

During the financial year ended 30 September 2007, the mail business represented 74% of the Company's operating revenue and 17% of operating profit. Alternative technologies, including email and on-line services, can be used to send or make available the information contained in such items faster and, in many cases, at a lower price than traditional mail services. An increase in substitute technologies may adversely impact the volumes, revenues and profitability of the Company's mail business.

Disruption of Postal Services due to Terrorism

The Company's postal and express delivery operations may be disrupted by the threat of terrorism-related activities. Any such incident involving the Company's customers or employees could negatively impact the confidence in the Company's services and could harm the business, operations, reputation and financial condition of the Company.

Loss or Damage of Goods

The Company transports goods under conditions of the international conventions in respect of carriage of goods, sea and road. The said conventions and the distribution contracts contain limitation of liability clauses. In the event that a court of law or other competent authority were to impose liability on the Company in respect of loss of or damage to shipments belonging to customers, this may increase the financial exposure to such claims.

Access to Postal Network

Section 67 of the Postal Services (General) Regulations (Subsidiary Legislation 254.01) places an obligation on each postal operator to negotiate with alternative operators that request access to their postal network. The Malta Communications Authority may, in addition, request the Company, as USP, to meet reasonable requests for access to specific elements of the public postal network where the said Authority considers that denying the access would hinder competition or would not be in the interest of the end-users. The Company cannot rule out that it will be required, in the future, to grant access to its postal network. This could have material adverse effects on the Company's financial condition and results of operations.

Prices for Universal Services

In terms of the Maltapost p.l.c. Licence (Modification) Regulations (Subsidiary Legislation 254.14), prices for universal services are published as public tariffs, which tariffs cannot be changed without the prior consent of the Malta Communications Authority. The change in such pricing tariffs may have a direct impact on the operations and financial condition of the Company.

4. IDENTITY OF DIRECTORS, ADVISORS AND AUDITORS

The Directors of the Company, whose names are set out hereunder under the heading directors, are the persons responsible for the information contained in this Registration Document.

4.1. Directors

Name & Surname	Position
Joseph Said	Director & Member of Executive Committee
Aurelio Theuma	Director & Member of Executive Committee
Joseph Azzopardi	Non-executive Director
David Stellini	Non-executive Director
Philip Tabone	Non-executive Director

4.2. Advisors to the Offeror

Legal Counsel

Camilleri Preziosi
Level 3, Valletta Buildings
South Street,
Valletta, VLT 1103, Malta

Financial Advisors & Reporting Accountants

KPMG
Portico Building, Marina Street
Pietà, PTA 9044, Malta

4.3. Sponsoring Stockbrokers

Rizzo Farrugia & Co. (Stockbrokers) Ltd
Airways House, Third Floor
High Street,
Sliema, SLM 1549, Malta

4.4. Manager and Registrar

Lombard Bank Malta p.l.c.
67, Republic Street,
Valletta, VLT 1117, Malta

4.5. Auditors

The financial statements of MaltaPost p.l.c. for the financial years ended 30 September 2005, 2006 and 2007 have been audited by PricewaterhouseCoopers of 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 Profession Act, 1979 (Cap. 281 of the laws of Malta).

5. SELECTED FINANCIAL INFORMATION

Extracts from the audited financial statements of the Company for the three years ended 30 September 2005 to 2007 are set out below. These financial statements have been prepared in Maltese lira. Amounts shown in Euro have been converted from the Maltese lira amounts at the fixed conversion rate of €1 = Lm0.4293.

For the Years Ended 30 September	2007 €'000	2006 €'000	2005 €'000	2007 Lm'000	2006 Lm'000	2005 Lm'000
Revenue	18,510	16,929	16,884	7,946	7,267	7,248
Gross profit	4,324	3,088	2,928	1,856	1,326	1,257
Results from operating activities	1,474	360	(4)	633	154	(2)
Profit before income tax	1,663	478	77	714	205	33
Profit/(loss) for the year	1,091	403	(64)	468	173	(27)
Total assets less current liabilities	10,190	9,010	8,591	4,374	3,868	3,688
Total equity	8,454	7,563	7,160	3,629	3,247	3,074
Earnings per share (cents) ¹	3c9	1c4	-	1c7	0c6	-

¹ Calculated on the basis of 28,000,000 ordinary shares of a nominal value of €0.25 (Lm0.107325) each in issue as at the date of the Prospectus.

6. INFORMATION ABOUT THE COMPANY

6.1. History and Development of the Company

6.1.1. Introduction

Full Legal and Commercial Name of Company:	MaltaPost p.l.c.
Registered Address:	305, Triq Hal-Qormi, Marsa, MTP 1001
Place of Registration and Domicile:	Malta
Registration Number:	C22796
Date of registration:	16 April 1998
Legal Form	The Company is lawfully existing and registered as a public limited company in terms of the Act.
	Telephone Numbers: +356 21224421
	Fax: +356 21226368
	Email: info@maltapost.com
	Website: www.maltapost.com

6.1.2. Important Events in the Development of the Company's Business and Regulatory Environment

The Company was registered with the Malta Registry of Companies on 16 April 1998 and commenced trading on 1 May 1998 in terms of a licence granted to it by the Government for the operation of postal services in Malta. The Company took over the operations of the former Posts Department through a licence issued by the Postmaster General. Since Malta's entry in the European Union there have been substantial changes in the legislative regime regulating postal services in Malta, full liberalisation of which is envisaged to take place by 1 January 2013. The Postal Services Act, that regulates the provision of postal services in Malta in line with the applicable EU directives, distinguishes between three types of postal service designations according to the status of the liberalised portion of the market:

a) Universal Services – Reserved Area

Universal Service Provider for the provision of reserved postal services, namely the clearance, sorting, transport and delivery of inland correspondence, cross-border and direct mail of items that weigh less than or are equal to 50 grams and the price of which is less than 2.5 times the public tariff for an item of correspondence in the first weight step of the fastest category;

b) Universal Services – Non-Reserved Area

Postal Operators for the provision of non-reserved postal services within the universal service are, namely the clearance, sorting, transport and delivery of postal articles over 50 grams and up to 2 kilograms and postal packages up to 20 kilograms, services of registered articles, services for insured articles within Malta and to and from all countries members of Universal Postal Union, and a basic counter service throughout Malta;

c) Competitive Area – Non-Reserved Area

The competitive area, namely any area not falling within paragraphs a) and b) above is generally referred to as express or courier services.

MaltaPost has an exclusive authorisation to provide the services falling within the designation described in paragraph a) above but is also authorised on a non-exclusive basis to provide the non-reserved postal services and generally authorised to provide non-reserved postal services. As at the date of this Registration Document, Premier Post Limited was the only other company authorised to provide universal services for the non-reserved area.

The postal services industry in Malta is undergoing a process of liberalisation, principally, through the gradual reduction of the services which are reserved to the Universal Service Provider. Furthermore, the process of liberalisation has also brought about a separation between the roles of operator, regulator and policy maker. Amendments to the Postal Services Act in 2003 contained a split between the role of policy maker being retained by the Ministry and that of regulator now residing with the Malta Communications Authority.

This process of liberalisation is being implemented pursuant to the Directive 2002/39/EC of the European Parliament and of the Council of 10 June 2002 amending Directive 97/67/EC with regard to the further opening to competition of Community postal services. Since the initial implementation of the Postal Services Act, the Company has seen a gradual reduction in the allocation of services reserved to it as Universal Service Provider, the introduction of quality standards and the definition of tariff principles, that is, that prices are geared to cost, transparency and non-discrimination.

6.2. Investments

During the three financial years ended 30 September 2005 to 2007, the Company invested a total of €2,657,347 (Lm1,140,799) and disposed of €2,795 (Lm1,200) in available-for-sale investments, resulting in a net increase of €2,654,552 (Lm1,139,599). These consist of fixed interest rate debt securities listed on the Malta Stock Exchange.

During these three financial years, the Company invested a total of €2,162,492 (Lm928,358) in items of property, plant and equipment, mainly comprising the improvements to premises of €674,519 (Lm289,571) and the acquisition of furniture, fittings and equipment of €1,487,973 (Lm638,787).

Details of the movement in the Company's available-for-sale investments and of the movement in property, plant and equipment for the three financial years ended 30 September 2005 to 2007 are set out in the notes to the financial statements for each respective financial year. The balances of available-for-sale investments and property, plant and equipment as at the end of 30 September 2005 to 2007 are set out below:

	€'000	Lm'000
Available-for-sale investments		
30 September 2007	3,575	1,535
30 September 2006	2,500	1,073
30 September 2005	1,120	481
Property, plant and equipment		
30 September 2007	2,733	1,173
30 September 2006	2,905	1,247
30 September 2005	3,157	1,355

For the period 1 October 2007 to the date of this document, the Company did not acquire or dispose of any available-for-sale investments.

The Company forecasts that net additions to property, plant and equipment for the current financial year ending 30 September 2008 will not exceed €931,749 (Lm400,000).

The Company's management has not made any other firm commitments on any material future investments.

7. BUSINESS OVERVIEW

7.1. Principal Activities

Overview

MaltaPost is Malta's leading postal services company being the sole licensed Universal Service Provider of postal services. The Company has a dominant presence in the Maltese market for all postal services with its six day deliveries per week to all households and businesses in Malta and Gozo together with the largest retail postal network serving the general public.

The Company's corporate vision is to be recognised as one of Malta's leading companies and aims to be a customer-focused, financially and commercially strong enterprise. Its core business is the provision of high quality, cost-effective, physical and electronic postal and other related services and products to meet its customers' requirements, while ensuring that shareholder value is enhanced and the aspirations of staff are met.

The Directors believe that MaltaPost's brand is well-positioned with Maltese households, which will facilitate entry into related markets. Furthermore, the Company's quality levels of local and international delivery of mail have constantly achieved higher standards than those required by local and international regulatory bodies.

MaltaPost's long operational history enables it, through its staff and systems, to have a considerable competitive advantage over its current and future potential competitors in the postal market. Furthermore, the Company has invested significantly in its ICT systems to ensure that it can increase, diversify and upgrade its product and service portfolio.

The Directors believe that the majority shareholding of Lombard Bank will present considerable opportunities for MaltaPost to expand its products and services, enhance its branch network and benefit from the transfer of knowledge from this strategic shareholder. This, the Directors believe, also anchors the Company to an institution which is well respected and successful in its market.

Services

The mail division of the Company provides comprehensive services for collecting, sorting, transporting and distributing domestic and international mail which includes a registered and insured postal service. The Company, through its international arrangements within the Universal Postal Union has the capability to deliver and receive all items of mail between all countries worldwide.

The Company also provides a number of direct mail services, principally for its business customers. These include document management and scanning, invoice processing, printing, folding, labelling and enveloping. Additional services include the provision of a business reply service and unaddressed advertising mail.

Express Mail Service and Maltapost Express International are two service lines of the Company providing fast, trackable and secure delivery both within Malta and Gozo and worldwide.

Other activities

The Company operates full service PO Box facilities in various localities which also include related scheduled pick-up and delivery services. It also provides local door-to-door distribution services, including warehousing, fulfilment and distribution services of sundry merchandise.

Internationally, the philatelic history of Malta ranks among the oldest and most respected, attracting considerable interest from collectors. Through its Philatelic Bureau, the Company provides philatelic products ranging from traditional stationery to stamp albums and personalised stamps.

The network of 33 post offices situated throughout Malta and Gozo offers a variety of services in addition to standard postal services. These include the payment of utility bills and licences, tax collection, ticket sales, communication cards, postal and other general stationery as well as local and international money transfers. This network is complemented by 27 sub-post offices and 431 stamp vendors. The planned modernisation programme of the branch network will improve the facilities at post offices and provide a suitable platform for continued growth through the provision of new services and products, including financial services at selected locations and the enhancement of the existing range.

7.2. Principal Markets

During the financial year ended 30 September 2007 the Company operated and generated 88.9% of its total revenue from the Maltese market (which accounted for 89% for the same period in 2006 and 85.3% for the same period in 2005). The remaining 11.1% of total turnover generated during the financial year ended 30 September 2007 (which in the same period of 2006 accounted for 11% and in the same period of 2005 accounted for 14.7%) was generated internationally in the following markets:

- Europe as to 90% of international revenue
- Rest of the World as to 10% of international revenue

The revenue generated from the Maltese market is principally related to stamps, parcel post, postal stationery and foreign inbound mail and philatelic sales and other income mainly from the full service PO Box facilities, related scheduled pick-up and delivery services. The revenue generated from the

international market is representative of the service provided by the Company in the processing of international mail from one country to another, excluding Malta, as well as philatelic sales throughout Europe.

The revenue generated by activity can be categorised as follows:

- a) stamps, parcel post, postal stationery and foreign inbound mail accounted for 85.8% of total revenue in the financial year ended 30 September 2007, 82.7% for the same period in 2006 and 78.5% for the same period in 2005;
- b) philatelic sales accounted for 3.2% in the financial year ended 30 September 2007, 5.7% for the same period in 2006 and 9.6% for the same period in 2005; and
- c) other income mainly from the full service PO Box facilities, related scheduled pick-up and delivery services accounted for 11% of total revenue in the financial year ended 30 September 2007, 11.60% for the same period in 2006 and 11.95% for the same period in 2005.

The Company has been designated as the Universal Service Provider in Malta for postal services under Section 17 of the Postal Services Act and has the exclusive right to operate postal services which are reserved to the universal service provider as described in the section '6.1.2' of this Registration Document. The licence was issued on the 1 May 1998 and is valid for a term of fifteen years, unless lawfully terminated in accordance with the law and the terms and conditions regulating the licence. The process of liberalisation in the postal sector is being undertaken via the gradual reduction of an area that is reserved for the USP, which, in the case of Malta, is MaltaPost p.l.c. Following full liberalisation of the Maltese postal services industry, which is scheduled to be completed by 1 January 2013, the Company could face increased competition in the domestic and international postal business particularly as a result of international competitors. A failure to successfully compete in a fully liberalised market or the termination of the Company's licence may harm the Company's business and financial and operational condition.

7.3. Strategy

The competitive environment and outlook for the Company is determined, to a substantial degree by the effect that e-substitution is having on traditional mail volumes and the impact on its main source of revenue. The Directors believe that the future of the traditional mail market will be characterised by general declining volumes and, specifically, decreasing foreign inward volumes of traditional mail. However, local direct mail or advertising mail and increases in international inbound courier, parcel and bulky letter packets as a result of growth in internet mailorder, offer an opportunity to increase the current mail volumes handled. Additionally, the Directors believe that there is an opportunity to expand the products and services provided through the Company's retail network.

Given this competitive environment and opportunity, the Company will pursue the following strategy:

Innovative Postal Products & Services

The Company will seek to provide its customers, both through its existing network and online, with new and innovative postal products that meet the changing market environment both in Malta as well as internationally.

Provision of Financial Services

The Directors intend to use the expertise of the majority shareholder, Lombard Bank, to provide low-cost financial services through its network. For example, these would include, *inter alia*, the encashment of pension cheques, foreign exchange transactions and savings products. Lombard Bank is committed to introducing such services at MaltaPost.

Transport & Logistics

The Directors believe that, with the increasing movement of goods globally and the reduction of customs barriers, there is an opportunity for the Company to enter into the transport and logistics sector by building on its existing customer relationships and network.

Philately

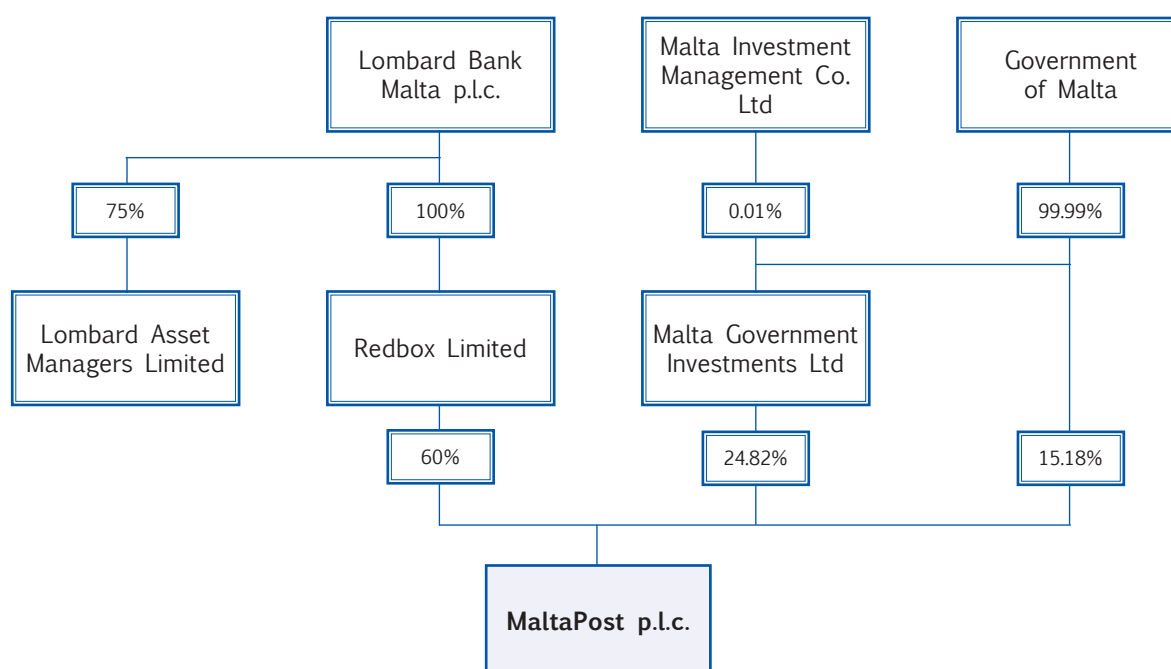
The Directors believe that there is considerable demand both in Malta and internationally by collectors for Maltese stamps and other philatelic collectables. The Company will continue to develop interesting and innovative stamps that have broad appeal and intends to work closely with the numismatic unit of Lombard Bank to offer joint products.

Process Improvements

The Company will continue to assess its internal processes and systems with a view to increase efficiency and improve its service both to retail and business customers. The Directors believe that the presence of Lombard Bank as a majority shareholder will help the Company improve key aspects of its business.

8. SHAREHOLDING STRUCTURE

The Company forms part of a group of companies, the parent of which is Lombard Bank, which through its wholly owned subsidiary, Redbox Limited, owns sixty per cent (60%) of the issued share capital of the Company. The following group structure chart sets out the ownership structure in more detail:



On 18 October 2007, Lombard Bank announced to the public that Marfin Popular Bank Public Company Ltd reached an agreement for the acquisition of approximately forty three per cent (43%) of the share capital of Lombard Bank from BSI SA and other international investors. This agreement is subject to the relevant approvals being obtained from the supervisory authorities in Cyprus and Malta.

9. PROPERTY, PLANT AND EQUIPMENT

The Company's tangible fixed assets as extracted from the audited financial statements of MaltaPost p.l.c. for the financial years ended 30 September 2005, 2006 and 2007 are summarised below. These financial statements have been prepared in Maltese lira. Amounts shown in Euro have been converted from the Maltese lira amount at the fixed conversion rate of €1 = Lm0.4293.

€'000	Total	Improvements to premises	Furniture and fittings	Equipment
Cost as at:				
30 September 2007	6,695	2,453	1,719	2,523
30 September 2006	6,017	2,324	1,316	2,377
30 September 2005	5,476	2,206	1,128	2,142

Carrying amounts as at:				
30 September 2007	2,733	1,332	894	507
30 September 2006	2,905	1,442	698	765
30 September 2005	3,157	1,543	663	951

Lm'000	Total	Improvements to premises	Furniture and fittings	Equipment
Cost as at:				
30 September 2007	2,874	1,053	738	1,083
30 September 2006	2,583	998	565	1,020
30 September 2005	2,351	947	485	919

Carrying amounts as at:				
30 September 2007	1,173	571	384	218
30 September 2006	1,247	619	300	328
30 September 2005	1,355	662	285	408

'Improvements to premises' consist of capital expenditure undertaken on properties from which the Company operates, which properties are leased by MaltaPost from third parties. Depreciation on this asset is calculated on the straight line method to allocate the cost over the period of the lease agreements. Your attention is drawn to the risk factors included in section 3 of this Registration Document.

The Company forecasts that capital expenditure during the year ending 30 September 2008 will not exceed €931,749 (Lm400,000).

10. OPERATING AND FINANCIAL REVIEW

The information set out below, covering the Company's operations for the three financial years ended 30 September 2005 to 2007, has been extracted from the audited financial statements of MaltaPost p.l.c. These financial statements have been prepared in Maltese lira. Amounts shown in Euro have been converted from the Maltese lira amounts at the fixed conversion rate of €1 = Lm0.4293.

Income Statement Extracts

For the Years Ended 30 September	2007 €'000	2006 €'000	2005 €'000	2007 Lm'000	2006 Lm'000	2005 Lm'000
Revenue	18,510	16,929	16,884	7,946	7,267	7,248
Cost of sales	(14,186)	(13,841)	(13,956)	(6,090)	(5,941)	(5,991)
Gross profit	4,324	3,088	2,928	1,856	1,326	1,257
Administrative expenses	(2,677)	(2,749)	(3,031)	(1,149)	(1,181)	(1,301)
Pension obligation	(193)	19	93	(83)	8	40
Other income	20	2	6	9	1	2
Results from operating activities	1,474	360	(4)	633	154	(2)
Net finance income	189	118	81	81	51	35
Profit before income tax	1,663	478	77	714	205	33
Income tax expense	(572)	(75)	(141)	(246)	(32)	(60)
Profit/(loss) for the year	1,091	403	(64)	468	173	(27)

For the financial year ended 30 September 2006, revenue increased by 0.3% in comparison to the same period in 2005. This was principally due to higher foreign mail revenue. This increase was however partially offset by a drop in philatelic revenue as compared to 2005 when there had been a number of specific, one-off, philatelic issues.

Gross profit increased by 5.5% for the financial year ended 30 September 2006 compared to the same period in 2005, reflecting the increase in the more profitable foreign mail and a reduction in cost of sales, principally due to the continual improvement of processes and systems.

Additionally, although net salary costs increased by 0.4%, reflecting cost of living allowance and collective agreement awards, the increase was partially offset by a small reduction in the average number of staff in 2006. The decrease in administrative expenses of 9.3% for the year ended 30 September 2006 when compared to the same period in 2005, also reflects the continued implementation of improved processes and systems.

Net finance income for the year ended 30 September 2006 increased by 46% in comparison to the same period in 2005, mainly from higher interest rates earned.

For the year ended 30 September 2007 revenue increased by 9.3% in comparison to the same period in 2006. An increase in the public rate of the domestic mail was approved by the Malta Communications Authority and became effective in mid-September 2006 resulting in a full year of increased domestic rates being reflected in the results.

Gross profit increased by 40% during the year ended 30 September 2007 when compared to the same period in 2006, partly as a result of the increase in the domestic mail tariff. Average staff also decreased from 634 in 2006 to 611 in 2007. Furthermore, the ongoing program of process and systems enhancement also contributed to the increase in gross profit.

Administrative expenses decreased by 2.7% during the year ended 30 September 2007 in comparison to the same period in 2006, reflecting more efficient use of resources.

Net finance income for the financial year ended 30 September 2007 increased by 60% in comparison to the same period in 2006 as a result of effective treasury management.

Balance Sheet Extracts

As at 30 September	2007 €'000	2006 €'000	2005 €'000	2007 Lm'000	2006 Lm'000	2005 Lm'000
Property, plant and equipment	2,733	2,905	3,157	1,173	1,247	1,355
Intangible asset	431	509	586	185	218	251
Available-for-sale investments	3,575	2,500	1,120	1,535	1,073	481
Deferred tax asset	148	46	-	64	20	-
Total non-current assets	6,887	5,960	4,863	2,957	2,558	2,087
Stocks	570	614	550	244	264	236
Trade and other receivables	4,282	3,808	3,970	1,838	1,635	1,705
Cash at bank	7,458	4,500	5,060	3,202	1,932	2,172
Total current assets	12,310	8,922	9,580	5,284	3,831	4,113
Total assets	19,197	14,882	14,443	8,241	6,389	6,200
Pension obligation	1,736	1,447	1,380	745	621	592
Deferred tax liability	-	-	51	-	-	22
Total provision for liabilities and charges	1,736	1,447	1,431	745	621	614
Income tax payable	447	143	126	192	62	54
Trade and other payables	8,560	5,729	5,726	3,675	2,459	2,458
Total current liabilities	9,007	5,872	5,852	3,867	2,521	2,512
Total liabilities	10,743	7,319	7,283	4,612	3,142	3,126
Total equity	8,454	7,563	7,160	3,629	3,247	3,074
Total equity and liabilities	19,197	14,882	14,443	8,241	6,389	6,200

The Company's tangible fixed assets consist of improvements to premises, furniture and fittings and equipment. The Company does not own immovable property as it leases the properties from which it operates from the public and private sector.

The intangible asset represents the amount paid for the right to operate the postal services in Malta in 1998, less accumulated amortisation. This right has a useful life of 15 years and is amortised over this 15 year definite period ending 1 May 2013.

In the three years 2005 to 2007 the Company invested a total of €2,657,347 (Lm1,140,799) in available-for-sale investments. These consist of debt securities listed on the Malta Stock Exchange.

The increase in trade and other receivables of 7.8% between 2005 and 2007 is mostly due to the increased business operations generated by the Company during these years. Trade and other receivables for the years ended 30 September 2005 to 2007 include balances due by related parties (Government, all entities that are Government controlled and those which fall within the Government administration structure).

The Company provides for the obligation arising in terms of Article 8A of the Pensions Ordinance, Cap. 93 of the laws of Malta covering those ex-Government employees who opted to become full-time employees with the Company and who were entitled to pension rights which go beyond the National Insurance Scheme.

Trade and other payables consist of trade and other creditors, amounts owed to related parties, amounts collected on behalf of third parties and a provision for unearned revenue in respect of unused stamps in the hands of the public.

The net amount receivable from related parties as at 30 September 2005, 2006 and 2007 amounted to €1,130,699 (Lm485,409), €871,034 (Lm373,935) and €1,090,589 (Lm468,190) respectively.

Amounts collected on behalf of third parties consist of amounts collected on their behalf which are due to them and amount to €1,401,060 (Lm601,475) as at 30 September 2005, €1,508,959 (Lm647,796) as at 30 September 2006 and €3,899,653 (Lm1,674,121) as at 30 September 2007.

The increase in total equity between the years 2005 and 2007 was mainly attributable to the retention of the Company's earnings.

The key accounting ratios for the three years ended 30 September 2005 to 2007 are set out below:

	2007	2006	2005
Gross profit margin (gross profit to revenue)	23.4%	18.2%	17.3%
Operating profit margin (operating profit before finance income to revenue)	8.0%	2.1%	0.0%
Operating profit/(loss) to total assets (operating profit/(loss) before finance income to total assets)	7.7%	2.4%	0.0%
Operating profit/(loss) to capital employed (operating profit/(loss) before finance income to total equity)	17.4%	4.7%	-0.1%
Profit before tax to total equity	19.7%	6.3%	1.1%
Profit/(loss) after tax to total equity	12.9%	5.3%	-0.9%
Net assets per €0.25 (Lm0.107325) nominal share (Euro cent) ¹	30c2	27c0	25c6
Earnings after tax per €0.25 (Lm0.107325) nominal share (Euro cent) ¹	3c9	1c4	-

¹ The issued and fully paid up share capital of the Company as at 30 September 2007 was of Lm2,800,000 (€6,522,244.40), consisting of 2,800,000 ordinary shares of Lm1 (€2.329373) each. On 21 December 2007 the Company capitalized €477,754.48 (Lm205,100) of its share premium for the purpose of a bonus issue, and changed the nominal and paid up value of the shares in issue to Lm0.107325 (€0.25) each, thereby increasing the issued and fully paid up share capital to 28,000,000 shares of Lm0.107325 (€0.25) each, resulting in a paid up capital of €7,000,000 (Lm3,005,100). The net assets per share and earnings per share calculations set out above have been based on the current number of shares in issue of MaltaPost p.l.c.

11. CAPITAL RESOURCES

The Company is principally financed through shareholders' equity, which includes internally generated profits that have been retained over the years. During the three year period ended 30 September 2005 to 2007, the Company did not have any borrowings.

During the three years ended 30 September 2005 to 2007, the Company generated net cash inflows from operating activities amounting to €5,980,757 (Lm2,567,539). A portion of these funds €4,816,385 (Lm2,067,674) was utilized for investing activities and principally related to the acquisition of property, plant and equipment and of available-for-sale investments. During the three years ended 30 September 2005 to 2007, the Company invested a total of €2,162,492 (Lm928,358) in items of property, plant and equipment, mainly comprising the improvements to premises and the acquisition of furniture, fittings and equipment. During the same three year period, the Company invested a total of €2,657,347 (Lm1,140,799) in available-for-sale investments consisting of debt securities listed on the Malta Stock Exchange.

The information set out below, extracted from the Company's audited financial statements for the three financial years ended 30 September 2005 to 2007, highlights the main sources and application of funds of the Company. These financial statements have been prepared in Maltese lira. Amounts shown in Euro have been converted from the Maltese lira amounts at the fixed conversion rate of €1 = Lm0.4293.

Cash flow Extracts

For the Years Ended 30 September	2007 €'000	2006 €'000	2005 €'000	2007 Lm'000	2006 Lm'000	2005 Lm'000
Net cash from operating activities	4,911	1,362	(292)	2,108	585	(125)
Net cash used in investing activities	(1,953)	(1,921)	(942)	(838)	(825)	(405)
Net increase/(decrease) in cash at bank and in hand	2,958	(559)	(1,234)	1,270	(240)	(530)
Cash at bank and in hand at 30 September	7,458	4,500	5,059	3,202	1,932	2,172

The current ratio for the three financial years ended 30 September 2005 to 2007 is set out hereunder.

For the Years Ended 30 September	2007	2006	2005
Current ratio (Current assets to Current liabilities)	1.37 : 1	1.52 : 1	1.64 : 1

12. TREND INFORMATION

International statistics for postal operators for the year ended 31 December 2006 show that letter volumes are stabilising, growth in parcel volumes continues and total postal revenue has increased significantly.

Overall, international indicators reflect the continuing trend towards new and innovative forms of interaction and communication; both between businesses themselves, between business and their customers and between individuals. The migration to e-mail, the increasing use of on-line services and evolving shopping habits has challenged the traditional forms of postal communication and delivery but they have also created new markets and opportunities for postal operators.

Global overview

The global market for domestic letter-post, with a total of 433 billion mail items, was slightly up compared to 2005, returning to the same level as in 2000. General advertising had a positive impact on mail volumes, which have faced increased competition from electronic communications over the past few years. Volumes of international letter post (5.5 billion items) were down 2% overall in comparison with 2005. This decrease is mainly due to the migration from the use of traditional post to e-mail and other cheaper alternative communication means.

With a total of 6.2 billion items in the domestic and international services, parcels traffic was up 4.8% compared to 2005. The delivery of merchandise ordered via Internet is perhaps the major growth factor in this sector

With a total of US\$308.1 billion, worldwide postal revenue was up 13% for the year ended 31 December 2006 compared to 2005. Growth was experienced by three-quarters of the Universal Postal Union's member countries. Letter post continues to generate more than half (52%) of operating revenue but was 7.7% lower than in 2005. Revenue generated from parcels and logistics services rose by 6% to contribute 27% of global revenue in 2006 and financial products accounted for 14% of revenue. Other services account for 7% of global revenue, which include, *inter alia*, philatelic products, postal stationery, PO Box services and re-direction of mail. (Source: Worldwide Postal Statistics 2006, Universal Postal Union, December 2007.)

Malta

In general, the trend in MaltaPost's business during 2007 continued to follow the experience of the global market. Growth in domestic letter-post traffic for year ended 30 September 2007 was 3.5% and a decrease of 4.7% for international letter post when compared to the previous year. In parcels, an increase of 12.3% was registered.

The Company's postal revenue for the year ended 30 September 2007 was €16m (Lm6.9m) representing an increase of 12% over previous year. Letter post represented 65.7% of revenue which was 0.7% lower than in 2006. Parcels and logistics services increased by 5.8% to contribute 6.6% of total revenue in 2007 while financial products, which includes postal orders, money transfer and bill collection, accounted for 0.6%. Other services which includes, *inter alia*, PO Boxes, redirection of mail, philately and stationery, accounted for 27.1% of revenue.

The information extracted from the research carried out by the Universal Postal Union has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by the Universal Postal Union, no facts have been omitted which would render the reproduced information inaccurate or misleading.

13. PROFIT FORECASTS OR ESTIMATES

An extract from the profit forecast of the Company for the year ending 30 September 2008 is set out below.

Year ending 30 September 2008

	€'000	Lm'000
Turnover	19,105	8,202
Gross profit	4,430	1,902
Operating profit	2,052	881
Profit before income tax	2,259	970
Profit for the financial year	1,486	638

The detailed profit forecast and assumptions on which this forecast is based are included under Annex 1 set out in this document.

Forecasted key accounting ratios for the year ending 30 September 2008 are set out below:

Year ending 30 September 2008

Gross profit margin (gross profit to turnover)	23.2%
Operating profit margin (operating profit to turnover)	10.7%
Earnings after tax per €0.25 (Lm0.107325) nominal share (Euro cent) ¹	5c3
Earnings after tax per €0.25 (Lm0.107325) nominal share (Maltese Lira cents) ¹	2c3

¹ The earnings per share calculation set out above has been based on the current number of shares in issue of MaltaPost p.l.c. of 28,000,000 shares of €0.25 (Lm0.107325) each.

14. DIRECTORS AND SENIOR MANAGEMENT

14.1. General

The Board of Directors of the Company consists of five Directors who are entrusted with setting the overall direction and strategy of the Company. Although the responsibility of the Directors is collective, the current unitary structure of the board indicates the complementary function of each such Director. The implementation of the decisions taken by the Directors and the day-to-day management of the Company is entrusted to the senior management, headed by the Chief Executive Officer of the Company.

The business address of all Directors and members of senior management of the Company is the registered office of the Company.

A full list of the Directors and members of senior management is set out under the heading “Directors, Executive Board, Advisors & Auditors” and a curriculum vitae of each such persons is set out below. A list of all directorships currently held and previously held (in the past five years) by each of such persons is contained in Annex 3 of this Prospectus.

Joseph Said (age 58)

Joseph Said is the Chairman and a Director of the Company. He was appointed to the Board of the Company on the 18 August 2006.

In 1968 Mr Said joined Barclays Bank (later operating as MidMed Bank) where he served for seventeen years in virtually all areas of the bank. In 1986 was elected Fellow of the Chartered Institute of Bankers (UK). In 1985 he took up a post in the private sector during which period he became involved in a number of new ventures and initiatives. In 1992 he was appointed by Government to serve as a director of Malta Shipbuilding Company Limited.

He currently serves as a director on a number of companies and is also a member on the Board of Trustees of a private college. In 1998, he joined Lombard Bank Malta p.l.c. as Chief Executive Officer and is also a Director of the said bank.

Aurelio Theuma (age 49)

Aurelio Theuma was appointed as a Director of the Company on the 8 October 2007.

Mr Theuma is a Certified Public Accountant and holds a Masters degree in Business Administration. He has served in various senior management posts in a number of finance-related and treasury-related roles in banking and industry both in Malta and abroad. His present directorships also include Lombard Asset Managers Limited and Lombard Funds SICAV p.l.c. Mr Theuma currently holds the post of Chief Financial Officer of Lombard Bank Malta p.l.c.

Joseph Azzopardi (age 56)

Joseph Azzopardi was appointed to the Board on the 18 August 2006.

Mr Azzopardi has been involved in the banking sector since 1969 when he joined Barclays Bank (later operating as MidMed Bank and HSBC Bank Malta p.l.c.) and has served in practically all areas of the industry. He joined Lombard Bank Malta p.l.c. in 2003 as Head - Internal Audit and currently holds the post of Chief Operating Officer.

David Stellini (age 44)

David Stellini was appointed to the Board on the 1 December 2004.

Mr Stellini currently holds the post of Managing Director of Charles de Giorgio Ltd. He has served as deputy chairman of Water Services Corporation and as a member of the Board of Governors of the Malta Maritime Authority. He also served as Council Member of the Malta Chamber of Commerce and Enterprise and Honorary Treasurer of the Maltese-American Chamber of Commerce.

Philip Tabone (age 58)

Philip Tabone was appointed to the Board on the 30 July 2003.

Mr Tabone has been Involved in various areas of trade and industry, and present directorships which he holds include Penderville Limited, Philip A Tabone Trading Agency, PAT Investments Limited and Genco Limited.

14.2. Executive Committee

None of the Directors on the board have any specific executive functions, except that two Directors sit on the Company's executive committee. The executive committee acts as the interface between senior management and the Board of Directors and is composed of two Directors, and the CEO. The terms of reference of the executive committee envisage the monitoring of policy matters delegated by the board of directors and the direction of general management of the company. The main task is that of acting as the intermediate body between policy making which is the realm of the board and policy implementation which is entrusted to the CEO and the senior management team. The two Directors currently appointed to the executive committee are Joseph Said and Aurelio Theuma.

14.3. Non-Executive Directors

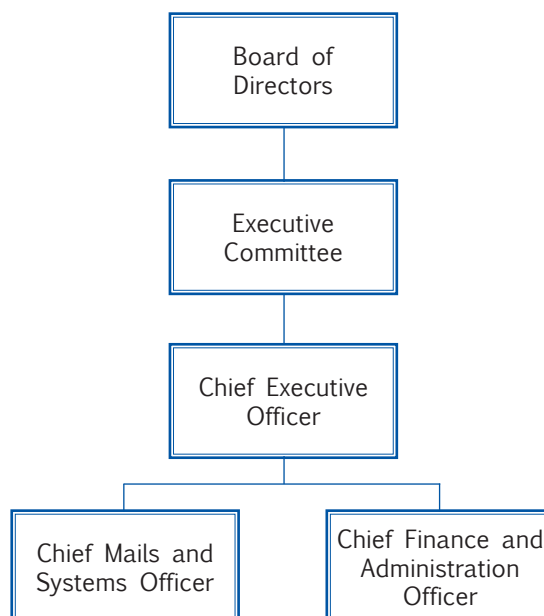
The Company has three non-executive Directors whose function is to assist and participate in the adoption of policies and strategies for the Company as well as bring to the Board the added value of independent judgment. The non-executive Directors have the necessary experience in the corporate field that should enable them to significantly influence the decision-making process within the Company. The non-executive Directors of the Company are Philip Tabone, David Stellini and Joseph Azzopardi.

14.4. Nature of Relationships

There are no family relationships between any of the Directors and senior management.

14.5. Company Structure Chart and Curriculum Vitae

The Company's operations and management are structured as follows:



Joseph Gafa B.A. (Hons.) Accty., F.I.A., M.I.M., M.B.A., C.P.A. (age 40)

Chief Executive Officer

Joseph Gafa joined the Company in 1999 and in November 2005 he was appointed Chief Executive Officer. He graduated from the University of Malta in 1991 with a Bachelors (Hons) degree in accountancy and from the Maastricht School of Management in 2007 with a Masters degree in business administration. Mr Gafa was previously employed by Finserv Limited as financial controller. He has held the post of director with Interprint Limited and Medisle Holidays Company Limited. Joseph Gafa is a member of the Malta Institute of Management and a fellow of the Malta Institute of Accountants. Mr Gafa was also successful in the entry course examination for associate membership of the Chartered Institute of Arbitrators of London, United Kingdom. He has been an elected member of the management Board of PostEurop (an Association comprising 43 European postal operators) since 2003 and has been re-elected in 2007 for another three years ending in 2010.

Carmen Psaila B.A. (Hons.) Accty., C.P.A. (age 33)

Chief Finance and Administration Officer

Carmen Psaila joined the Company in 2002 in the capacity of management accountant. In August 2003, she was promoted to Chief Finance and Administration Officer. Between 1998 and 2002, Ms Psaila occupied the post of Group Accountant at Big Bon group of companies after having been employed with Vincent Mercieca Accountant and Auditor as an audit junior. Ms Psaila was a director of Tug Malta Limited between July 2003 and July 2007.

Pierre Montebello B.Sc. (Hons.) Computing, M.B.A. (age 35)

Chief Mails and Systems Officer

Pierre Montebello joined the Company in 2001 as information systems manager and subsequently promoted to senior manager, further followed by a promotion to chief mails and systems officer in 2006. Mr Montebello obtained a diploma in Accounting in Business and Management from the University of Cambridge, a graduate diploma in the Management of Information Systems in 1998 from the University of Malta and graduated from the University of Greenwich with a Bachelors of Science (Computing) in 1999. Furthermore in 2007 Mr Montebello finished his Masters in Business Administration specialising in Technology and Management from the University of Grenoble. Mr Montebello has attended a number of courses, *inter alia*, Structured Systems Analysis and Design (SSADM), Oracle® Developer, Relational® Database Design, Dataflex® and Informix 4GL®. Prior to his employment with the Company, Pierre Montebello was employed with the Water Services Corporation in the grade of Senior Engineer, MITTS Ltd as a Systems Analyst and Programmer at the Government Computer Centre. He is also a member of the Institute for the Management of Information Systems (IMIS) and the Malta Institute of Management.

None of the said Directors and members of the senior management of the Company have been:

- a) convicted in relation to fraud or fraudulent conduct in the last five years;
- b) made bankrupt or associated with any liquidation or insolvency caused by action of creditors;
- c) the subject of any official public incrimination or sanction by any statutory or regulatory authority;
or
- d) disqualified by a court from acting as director or manager in the last five years.

14.6. Potential Conflicts of Interest

Joseph Said is a director of First Gemini p.l.c., a company incorporated under the laws of Malta with company registration number C368. First Gemini p.l.c. is in turn the corporate director and has direct/indirect control of Airswift Courier Limited, a company incorporated under the laws of Malta with company registration number C 13265. Airswift Courier Limited operates an express or courier service, which service is also provided by the Company. The Audit Committee has the task to ensure that any such potential conflicts of interest are handled in the best interests of the Company. The Company holds an undertaking from Joseph Said to the effect that he does not, and in the future will not, represent First Gemini p.l.c. on the board of directors of Airswift Courier Limited.

The Directors are not aware of any other potential conflicts of interest between the duties to the Company of other Directors and senior management and their respective private interests and duties.

There are no arrangements in place with either of the Shareholders, customers, suppliers or others for the appointment of any particular person to any organ of the Company.

14.7. Remuneration and Benefits

The total amount of remuneration paid and benefits in kind granted to the Board of Directors and senior management personnel in the last financial year amounts to approximately €180,000 (Lm77,250).

In terms of article 8A of Pensions Ordinance, Cap. 93 of the laws of Malta, where an officer's or other employee's service is terminated in order, that he may take up full time employment with such company or entity as may be designated by an Order of the President of Malta, the employment of that officer/employee with that company shall be deemed to be service with the Government and such employee shall be entitled to a pension or gratuity, as the case may be, under the Ordinance upon the termination of his service with such company or entity as if such service were service with the Government. As at 30 September 2007, the Company has set aside €1,735,402 (Lm745,008) to provide pension, retirement or similar benefits.

15. BOARD PRACTICES

15.1. Benefits upon Termination

There are no benefits upon termination of employment of the Directors or Senior Managers of the Company, other than with respect to the termination of employment by the Company of Joseph Gafa who is entitled to receive by way of compensation an amount equivalent to two (2) years remuneration, to be calculated on the total annual salary package then operative at the time of termination.

15.2. Audit Committee

The Company has in place an audit committee (the "Committee"), which terms of reference establish the composition, role and function, the parameters of its remit. The Committee is at all times accountable to the Board and through its Chairman, reports to the Board on a regular basis. The Committee makes recommendations to the Directors where in its view certain improvements or changes are required.

15.2.1. Composition

The Committee is composed of the following persons:

- Joseph Azzopardi (Chairman)
- Aurelio Theuma
- Philip Tabone

15.2.2. Role

The role of the Committee is determined in the Listing Rules. In essence, it is entrusted to ensure that the Company has the appropriate measures in place to identify, manage, minimise and control its risks. Furthermore, it has the authority to make recommendations to the Board and to approve the remuneration terms of engagement of the external auditors.

15.2.3. Meetings

In terms of the terms of reference of the Committee and in terms of the Listing Rules, the Committee must meet at least six times a year preferably every two (2) months. However the chairman of the Committee may convene additional meetings as and when he/she considers it appropriate. The quorum for the dispatch of business of the Committee is two (2) members. Committee meetings should be attended by each of the Finance director or equivalent officer within the Company (or his representative), the Internal Auditor or Head of the Internal Audit Department (or his representative) and a representative of the external auditors.

15.2.4. Remuneration

The members of the Committee are entitled to such reasonable remuneration to recompense them for the responsibilities assumed in being members of the Committee.

15.2.5. Related Party Transactions

The Committee must monitor and scrutinise Related Party Transactions falling within the ambits of the Listing Rules and make its recommendations to the Board on any proposed Related Party Transactions falling within the scope of the Listing Rules. The said monitoring function of the Committee is to be undertaken with the view to ensure that the execution of any such transaction is at arm's length and on a commercial basis and is ultimately in the best interests of the Company. In this context the Committee may call in to the meeting such officers of the Company and advisors as it may consider appropriate to enable it to make a proper and exhaustive assessment of the proposed transaction.

15.3. Corporate Governance

The Company supports the adoption of the Code and the Corporate Governance Guidelines for Public Interest Companies issued by the Malta Financial Services Authority. The Company currently adheres to a number of principles common to the Corporate Governance Guidelines for Public Interest Companies, namely with respect to the requirement to maintain an effective, accountable Board leading and controlling the Company, the composition of the Board (made up of persons who, together, have the required diversity of knowledge, judgement and experience to properly complete their tasks) and the frequency of Board meetings in line with the demands of the Company. Furthermore, the Board sets out the strategy and policy development of the Company. The Directors also seek to adhere to accepted principles of corporate social responsibility in their management practices of the Company both in relation to the Company's workforce and to the local community. The Board undertakes to ensure that the Company shall act in compliance with the principal recommendations of the Code, with the exception of the incorporation of a remuneration committee, within the first six months following listing.

15.4. Employees

As at 31 October 2007, the Company employed 572 full time staff members involved in the operations and management of the Company.

16. MAJOR SHAREHOLDERS

Redbox Limited, a limited liability company registered under the laws of Malta with company registration number C39314 and with registered office at 67, Republic Street, Valletta VLT 1117 currently owns sixty per cent (60%) of the issued share capital of the Company. Redbox Limited is in turn a one hundred per cent (100%) owned subsidiary of Lombard Bank Malta p.l.c. Other than the shareholding held by Redbox Limited, the Company is not aware of an interest held by any person in respect of the Company's capital or voting rights which is notifiable in terms of Maltese law.

There are currently no different classes of shares in the Company and accordingly all shares have the same rights and entitlements in connection with any distribution whether of dividends or capital (on a winding up or otherwise).

In addition to the general undertaking by the Company to generally comply with the principles of corporate governance included in the Code, the presence of an audit committee and non-executive Directors on the Board of the Company aims to minimise the possibility of any abuse of control by the major shareholder.

The Company is not aware of any arrangements, the operation of which, may at a subsequent date, result in a change in control of the Company.

17. RELATED PARTY TRANSACTIONS

The transactions entered into between the Company and any related party during the period covered by the financial years ending 30 September 2005, 30 September 2006 and 30 September 2007 have been duly reported in the financial statements of the Company of the said years.

The related party transactions for the period covering 1 October 2007 to the date of this Registration Document are expected to be the following:

Government, all entities that are Government controlled and those which fall within the Government administration structure and Lombard Bank are considered by the Directors to be related parties. Turnover includes sales of stamps to these entities made directly or indirectly by the Company in the normal course of business on an arms' length basis. In addition the following indicates the transactions carried out by the Company with related parties and the expected amounts thereof:

	€	Lm
Commission from related parties	102,609	44,050
Provision for pension obligation	81,784	35,110
Services rendered by related parties	17,470	7,500
Directors Remuneration	7,805	3,351

18. HISTORICAL FINANCIAL STATEMENTS

This document makes reference to the financial statements of the Company for the financial years ended 30 September 2005, 30 September 2006 and 30 September 2007. The financial statements referred to have been audited by PricewaterhouseCoopers and copies thereof are available from the Company's website and from the Company's registered office.

There is no significant change in the financial or trading position of the Company which occurred since the end of the financial period to which the audited financial statements for the year ended 30 September 2007 relate.

19. DIVIDEND DISTRIBUTION AND POLICY

19.1. Dividend Distribution

During the financial years ended 30 September 2005, 2006 and 2007, the Company, did not declare and pay any dividends to any of its shareholders. During the period covering the 1 October 2007 to the date of this Registration Document, the Company declared and paid an interim dividend amounting to €1,397,624 (Lm600,000).

19.2. Dividend Policy

The Directors of the Company have, at the date of this Registration Document, adopted a policy pursuant to which, subject to available cash flows, the requirements of the Act and sufficient working capital, an amount up to fifty per cent (50%) of the distributable profits will be distributed to its shareholders by way of dividend. It is expected that subject to unforeseen circumstances and economic conditions that might have an impact on the Company's financial performance, and provided that the Company will sustain adequate cash flows and subject to the requirements of the Act, the Directors maintain this policy in the foreseeable future.

20. MATERIAL LEGAL AND ARBITRATION PROCEEDINGS

There are no governmental, legal or arbitration proceedings (including those which are pending or threatened of which the Company is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the Company's financial position or profitability.

21. SIGNIFICANT CHANGE IN THE COMPANY'S FINANCIAL OR TRADING POSITION

There is no significant change in the financial or trading position of the Company which has occurred since the end of the financial period to which the audited financial statements for the year ended 30 September 2007 relate.

22. ADDITIONAL INFORMATION

22.1. Share Capital

22.1.1. Authorised and Issued Share Capital

As at the date of this Registration Document, the authorised share capital of the Company is €14,000,000 (Lm6,010,200) divided into 56,000,000 ordinary shares of a nominal value of €0.25 (Lm0.107325) each share. The total issued share capital of the Company as at the date of this Registration Document is €7,000,000 (Lm3,005,100) divided into 28,000,000 fully paid up ordinary shares of a nominal value of €0.25 (Lm0.107325) each share held as follows:

1. MGI as to 6,950,002 ordinary shares;
2. Government as to 4,249,998 ordinary shares;
3. Redbox Limited as to 16,800,000 ordinary shares.

22.1.2. History of Share Capital

During the period covered by the historical financial statements incorporated by reference in this Prospectus, Redbox Limited acquired 980,000 ordinary 'B' shares held by Transend Worldwide Limited (10 August 2006) and 700,000 ordinary 'A' shares from MGI (6 September 2007).

On the 21 December 2007 the Company consolidated the ordinary A and B shares in issue by the Company into one class of shares having the same rights and entitlements in connection with any distribution whether of dividends or capital (on a winding-up or otherwise).

On the 21 December 2007, the Company resolved to capitalise €477,754 (Lm205,100) of the share premium account through the issue of 205,100 ordinary shares of a nominal value of Lm1 (€2.329373) each share and allocated 745,909 ordinary shares in favour of MGI, 456,131 in favour of the Government and 1,803,060 in favour of Redbox Limited. This brought the total issued share capital of the Company to Lm3,005,100 (€7,000,000) divided into 3,005,100 ordinary shares of a nominal value of Lm1 (€2.329373) each share.

In addition, the Company resolved to re-denominate the authorised and issued share capital of the Company by virtue of a share split, whereby the nominal value of Lm1 (€2.329373) was converted to a nominal value of Lm0.107325 (€0.25) and the number of shares authorised and in issue were amended accordingly. Furthermore, the shareholders of the Company increased the authorised share capital to Lm6,010,200 (€14,000,000) divided into 56,000,000 ordinary shares of a nominal value of Lm0.107325 (€0.25) each share. Pursuant to such resolutions, the total number of shares in issue was 28,000,000 ordinary shares of a nominal value of Lm0.107325 (€0.25) held as follows: -

- a) MGI as to 6,950,002
- b) The Government as to 4,249,998
- c) Redbox Limited as to 16,800,000

22.2. Memorandum and Articles of Association

The memorandum and articles of association of the Company are registered with the Malta Financial Services Authority. The primary objects of the Company are the following:

- i) to operate postal services in the Maltese Islands in terms of the Postal Services Act (Cap 254 of the Laws of Malta) and any amendment thereto and/or in terms of any law applicable to postal services;
- ii) to operate a central mail room, a network of letter boxes and a branch network from where to offer a full range of postal services which may be conveniently offered from post offices in other countries or in accordance with international practice prevailing from time to time;

- iii) to convey by post, from one place of departure to a place of arrival, whether by land or by sea or by air, and to exercise the right of performing all the incidental services of receiving, collecting, dispatching and delivering of addressed postal articles;
- iv) subject to any required regulatory approval, to establish and revise postal rates and tariffs;
- v) to issue postage stamps and other related products for postage and for philatelic purposes and to issue licences for the sale thereof;
- vi) to prescribe the manner in which payment of postage and other postage fees and charges is to be made;
- vii) to provide facilities for the transmission of monies, both inland and overseas, subject to any authorisation and/or conditions as may be required in terms of the Financial Institutions Act 1994 or any other law;
- viii) to prescribe the classification of the scale of weights, dimensions and other terms and conditions according to or subject to which locally addressed and foreign addressed postal articles shall be transmitted in accordance with international postal regulations;
- ix) to establish or cease operations of, from time to time, post offices, sub- post offices and temporary post offices;
- x) to establish new postal services and standards;
- xi) to acquire any subsidiary company with either direct or indirect application to postal business;
- xii) to enter into any agreement with any foreign postal administration or any other organisation or with any country or with any sea or airline company or with any licensed operator with regard to the disposal, conveyance and processing of postal articles and the transfer of monies;
- xiii) to operate postal business under the terms of the Universal Postal Union (UPU) Convention and Constitution on behalf of the Government of Malta;
- xiv) to provide facilities for the disposal of undeliverable postal articles;
- xv) to operate and establish fees and conditions in accordance with regulations emanating from the Convention and detailed regulations of the Universal Postal Union of expedited mail services under the trade name EMS Datapost, Business Reply Service, both inland and overseas, express items, redirection of mail, insufficiently paid postal articles, parcels including “cash on delivery parcels”, whether by surface or air, registration of postal articles, and an insurance cover thereof, electronic mail services, security services for valuable articles and private delivery boxes;
- xvi) to provide facilities for collection of revenue and other services related to the collection and distribution of monies, also on behalf of third parties;
- xvii) to perform the function of a customs clearer;
- xviii) subject to having obtained any and all necessary licences or approvals, to provide financial services;
- xiv) to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for or for the benefit of, to give or procure the giving of donations, gratuities, bonuses, benefits, pensions, allowances or emoluments to, and to purchase and maintain insurance for or for the benefit of, any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary or an associate of the Company, or who were at any time directors or officers of the Company or of any such company as aforesaid and the wives, widows, families, dependents and personal representatives of any such persons, and to establish, maintain, subscribe to or give payments or contributions to or procure the establishment, maintenance, subscription to or the giving of payments or contributions to any institutions, associations, building and housing schemes, club-funds or trusts for the benefit of any such persons as aforesaid, or to advance the interest and well-being of the Company as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid.

Clause 4 of the Memorandum of Association contains the full list of objects of the Company. The Memorandum and Articles of Association of the Company regulate matters customarily dealt with therein, including matters such as voting rights and restrictions thereof, and the appointment and powers of directors. A copy of the Memorandum and Articles of Association of the Company may be inspected during the lifetime of this Prospectus at the registered office of the Company and at the Registry of Companies during the lifetime of the Company.

22.3. Voting Rights and Restrictions

All shares currently in issue and of which the Shares form part are entitled to vote in any meeting of shareholders. There are currently no restrictions on voting.

22.4. Appointment of Directors

In terms of article 87(vi) of the articles of association of the Company, all directors of the Company shall be individuals.

In terms of the Memorandum and Articles of Association of the Company, the Directors of the Company shall be appointed as follows:

- (i) Unless the Company in general meeting otherwise determines, the Board of Directors shall be made up of five (5) Directors, appointed as follows:
 - (a) A member of the Company holding, or a number of members, who between them hold, such number of shares having voting rights as may be sufficient to constitute one (1) or more Qualifying Holdings (such number of shares held by a member of the Company amounting to twenty per cent (20%) of the issued share capital of the Company having voting rights) is entitled to appoint one (1) Director for every Qualifying Holding held, by letter addressed to the company secretary;
 - (b) Any member who is not entitled to appoint Directors in terms of the provisions of paragraph (i)(a) above, or who is not entitled to aggregate his holdings with those of other members for the purposes of appointing a Director(s) pursuant thereto is entitled to participate and vote in an election of Directors to take place once in every year at a general meeting of the Company;
 - (c) Shareholders who avail themselves of appointing Directors pursuant to the provisions of paragraph (i)(a) above are still entitled to participate in the election of Directors in terms of paragraph (i)(b) provided that in such an election they may only use such shares not otherwise used for the appointment of Directors pursuant to paragraph (i)(a);
- (ii) The Chairman shall be elected by the Directors from amongst themselves at the first Board meeting following the annual general meeting.
- (iii) At an election of Directors voting rights attaching to a share are indivisible and a member may cast the vote attaching to a share for one nominee only.

Unless appointed for a longer or shorter period, or unless they resign or are removed, Directors appointed in terms of the Articles of Association shall, unless otherwise specified in the letter of their appointment, hold office for a period of one (1) year. Notwithstanding the period for which a Director has been appointed, on the lapse of such period a Director will be eligible for reappointment.

An election of Directors pursuant to paragraph (i)(b) above shall take place every year, if there are vacancies on the board which are not filled by the appointment of Directors pursuant to paragraph (i)(a) above.

The Company shall grant shareholders a period of at least thirty (30) days prior to the date of a general meeting during which an election of Directors is to be held, to propose nominations of candidates for the election of Directors to be held at such general meeting. A notice of a general meeting during which an election of Directors shall be held may be given by the publication of an advertisement in at least two (2) daily newspapers or by written notice to all shareholders of the Company. All such nominations shall on pain of nullity have to be submitted on the prescribed form, which has to reach the company secretary, together with the nominee's acceptance of the nomination, at least fourteen (14) days prior to the date of such general meeting.

For an election of Directors mentioned in paragraph (i)(b) above, every shareholder entitled to vote thereunder shall be entitled to nominate one (1) person to stand for the election of Directors. Such nominee must be seconded by at least such shareholder or shareholders as in aggregate hold at least 0.5% of the issued share capital of the Company between them.

In the event that there are more nominations than there are vacancies, an election amongst such candidates shall take place for the appointment of such number of Directors as will fill the vacancies available on the Board.

At an election of Directors each member shall be required to vote on the ballot paper provided by the Company by putting such number of votes against the name or names of the preferred candidates as such member may determine, provided that in aggregate the number of votes cast cannot exceed the number of shares held by such member.

The candidates obtaining the highest number of votes shall be elected and appointed Directors.

Further details on the appointment of Directors may be found in the Memorandum and Articles of Association of the Company.

22.5. Powers of Directors

The Directors are vested with the management of the Company, and their powers of management and administration emanate directly from the Memorandum and Articles of Association and the law. The Directors are empowered to act on behalf of the Company and in this respect have the authority to enter into contracts, sue and be sued in representation of the Company. In terms of the Memorandum and Articles of Association they may do all such things that are not by the Memorandum and Articles of Association reserved for the Company in general meeting. Directors may not vote on any proposal, issue, arrangement or contract in which they have a personal material interest.

The maximum limit of aggregate emoluments of the Directors is, in terms of the Memorandum and Articles of Association, to be established by the shareholders in general meeting. Within that limit the Directors shall have the power to vote remuneration to themselves or any number of their body. Any increases in the maximum limit of Directors' aggregate emoluments have to be approved by the general meeting.

In terms of the Memorandum and Articles of Association, the Board of Directors may exercise all the powers of the Company to borrow money and give security therefor, subject to the limit established in the Memorandum and Articles of Association. The shareholders in general meeting have the over-riding authority to change, amend, restrict and or otherwise modify such limit and the Directors' borrowing powers.

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 Directors or other committee appointed by the Company, or general meetings of the Company or in connection with the business of the Company.

In terms of the articles of association, every Director, managing director, agent or secretary, and in general each officer of the Company is indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings related to the Company's business or affairs, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted.

There are no provisions in the Company's Memorandum and Articles of Association regulating the retirement or non-retirement of Directors over an age limit.

22.6. Changes to Rights of Shareholders

The amendment to the rights of shareholders may be made by an extraordinary resolution taken at a general meeting of the Company. In accordance with section 135 of the Companies Act, Cap 386 of the laws of Malta, an extraordinary resolution shall be a resolution which:

- (i) has been taken at a general meeting of which notice specifying the intention to propose the text of the resolution as an extraordinary resolution and the principal purpose thereof has been duly given; and
- (ii) has been passed by a shareholder or shareholders having the right to attend and vote at the meeting holding in the aggregate not less than seventy five per cent (75%) in nominal value of the shares issued by the Company represented and entitled to vote at the meeting and at least fifty one per cent (51%) in nominal value of all the shares issued by the Company and entitled to vote at the meeting:

Provided that, if one of the aforesaid majorities is obtained but not both, another meeting shall be convened within thirty (30) days in accordance with the provisions for the calling of meetings to take a fresh vote on the proposed resolution. At the second meeting the resolution may be passed by a shareholder or shareholders having the right to attend and vote at the meeting holding in the aggregate not less than seventy five per cent (75%) in nominal value of the shares issued by the Company represented and entitled to vote at the meeting. However, if more than half in nominal value of all the shares issued by the Company having the right to vote at the meeting is represented at that meeting, a simple majority in nominal value of such shares so represented shall suffice.

22.7. Annual General Meetings

The Company must in each year hold a general meeting as its annual general meeting in addition to any other general meetings in that year, and must specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint.

No business shall be transacted at any general meeting unless a quorum of shareholders is present, in person or by proxy, at the time when the meeting proceeds to business; save as otherwise provided in the articles of association, shareholders holding in the aggregate not less than 51% of the nominal value of the issued share capital entitled to attend and vote at the meeting, shall constitute a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

A general meeting of the Company shall be deemed not to have been duly convened unless at least fourteen (14) days' notice had been given in writing to all those members entitled to receive such notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. The notice shall specify the place, the day and the hour of meeting. In the case of extraordinary business, the notice shall also specify the general nature of that business and shall be accompanied by a statement describing the projected effect and scope of any proposed resolution in respect of such extraordinary business. The notice shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of Association of the Company, entitled to receive such notices from the Company.

In addition, the Directors of the Company may convene an extraordinary general meeting whenever they think fit. In terms of the Act, the Directors of the Company, shall, on the requisition of a shareholder/s of the Company holding at the date of the deposit of the requisition not less than

10% of the paid up share capital of the Company, forthwith proceed duly to convene an extraordinary general meeting.

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (i) by the chairman of the meeting; or
- (ii) by at least five members present in person or by proxy; or
- (iii) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with the articles of the Company, on a show of hands every member who (being an individual) is present in person or (being a body of persons) is present by a representative, or by proxy not being himself a member, shall have one vote, and on a poll, every member present in person or by proxy shall have one vote for every share of which he is the holder. On a poll votes may be given either personally or by written proxy.

For further detail on general meetings of the Company, kindly view section entitled “General Meetings” in the Articles of Association of the Company.

23. MATERIAL CONTRACTS

23.1. Personalised Foreign Mail Contract

Pursuant to an Agreement entered into between MaltaPost plc and an international business mail company (the name of which has not been disclosed for confidentiality reasons) effective as of 1 September 2002 whereby MaltaPost agreed to provide the said company with a mailing service. In event that either party shall be in default of obligations under Agreement and remains in such default for thirty days from the receipt of notice in writing from the other party, such other party is entitled by notice in writing and without necessity of legal proceedings to terminate the agreement.

The agreement was effective for a minimum period of four months as from 1 September 2002 and the agreement shall continue thereafter until terminated on one month's notice from either party as long as any of its provisions shall not be in conflict with any directive issued by the Universal Postal Union, in which case it shall cease forthwith to have any effect and may be renewed for such period, under such terms and subject to such conditions as the parties may agree in writing.

23.2. Share Purchase Agreement between the Government, Redbox Limited, Lombard Bank Malta p.l.c. and MaltaPost p.l.c.

On the 6 September 2007, Redbox Limited acquired 700,000 ordinary 'A' shares from Malta Government Investments Limited for the price of Lm1,217,585, subject to the terms and conditions contained therein. Amongst others, Redbox Limited undertook, for a period of five (5) years from the date of the said agreement not to assign or transfer a controlling shareholding in the Company without the prior written consent of the Government. Furthermore, in terms of clause 6.2 of the said agreement,

Lombard Bank Malta p.l.c. undertook for a period of five (5) years from the date thereof, not to assign or transfer any of its shares or control of Redbox Limited. In addition, the Government of Malta warranted and undertook that it will continue to recognise the Company in all its present titles over all the premises that it occupies as at the date of this Agreement and under whatever terms and conditions then applicable.

23.3. Agreement between the Postmaster General of the Government of Malta and the Company

In terms of an Agreement entered into on 7 May 1998 between the Postmaster General of the Government of Malta and the Company, within seven (7) working days from the happening of all the determining events (described below), the parties agreed and bound themselves as follows:

- a) The Government bound itself to transfer to the Company all the movable assets and stocks owned by the Department of Posts and used for, or in connection with postal services in Malta together with the goodwill of the postal services in Malta for the price of Lm1,000,000, which amount was settled by the Company during the financial year ended 30 September 1999;
- b) The Company bound itself to pay the sum of Lm300,000 to the Government in full settlement of expenses incurred by the Government in refurbishing the Head Office, which amount was settled by the Company during the financial year ended 30 September 1999;
- c) The Government bound itself to issue an exclusive licence in favour of the Company to operate the postal services in Malta;
- d) The Company bound itself to pay the licence fee;
- e) The Government bound itself to assume all the debts and the Company agreed that the Government will continue to enjoy all the credits of any authority, department or partnership which may have administered, run or managed the postal services to that date;
- f) (i) Government agreed to transfer to the Company by title of lease a number of properties (listed in an annex to the agreement) owned by the Government under mutually agreed terms and conditions.
(ii) Furthermore the Government agreed that the Company will continue to hold by title of lease sublease the properties (listed in the same annex) which are held by the Government under title of lease/sublease.

In both instances, the duration of the lease/sublease was determined to continue for the whole duration of the licence with a possibility of renewal thereafter if the licence is extended or renewed, and, except in the case of the Head Office, at the same rent payable at the time (which rent per annum was established in the said annex to the agreement) and allowing the Company to use the premises to offer a full range of postal services and other services which may be conveniently offered from postal offices in other countries in accordance with international practice prevailing from time to time and with the power to make structural alterations if the consent for alteration can be granted by the Government and is not dependant on the consent of any party other than the Government;

- g) The Government agreed to grant on lease to MaltaPost the Head Office under mutually agreed terms and conditions for the annual rent of Lm30,000 (which rent the Company has provided for in its financial statements under the heading 'trade and other creditors') with:
 - (i) the power to effect structural alterations;
 - (ii) to be used for the granting of a full range of postal services and other services which may be conveniently offered from post offices in other countries or in accordance with international practice; and
 - (iii) with the right of option in favour of MaltaPost to purchase the Head Office at any time during the said lease at a price to be determined by two architects (one of which is to be appointed by Government and the other by MaltaPost). From the said purchase price, the total amount of rents which would till then have been paid by MaltaPost together with the sum of LM300,000 (described in paragraph b) above) shall be deducted;
- h) the Company shall start operating.

The determining events which trigger and give rise to the obligations undertaken by the Company and the Government above described were described as being the following:

- a) amend within the shortest time possible, the Post Office Act, Cap. 234 of the laws of Malta and any other law which may be required in view of or in consequence of the agreement;
- b) issue all the relevant orders or legal notices in virtue of the said amendments to the Post Office Act;
- c) Legislate within the shortest time possible to protect the continuation of leases/subleases of the immovables referred to in the agreement; and
- d) Legislate to specifically exempt the Company from the provisions of the Competition Act, Cap. 379 of the laws of Malta.

To date, a number of the determining events were not completed and hence, the undertakings made by each of the Government and the Company as above described were not brought into effect. Furthermore, the Company and the Government have not, as yet, entered into mutually agreed terms regulating the Company's occupation of the Head Office and other properties owned by the Government. Your attention is drawn to the headings 'Properties' and "Occupation of Government Property" in section 3 of this Registration Document.

23.4. Collective Agreement

An agreement entered into between the Company and the Public Entities Section of the Union Haddiema Maghqudin on the 12 June 2007, with an effective validity period between 1 January 2005 and 31 December 2010. The agreement regulates, *inter alia*, industrial relations, conditions of employment, demotions, redundancy, grades and salaries and working hours of all such employees being members of the said Union.

24. DOCUMENTS ON DISPLAY

For the duration period of this Prospectus the following documents shall be available for inspection at the registered address of the Company:

- (a) Memorandum and Articles of Association of the Company;
- (b) the Historical Financial Information of the Company for each of the financial years ended 30 September 2005, 30 September 2006 and 30 September 2007;
- (c) the Profit Forecasts for the financial year ending 30 September 2008;
- (d) the Prospectus;
- (e) the Share Purchase Agreement; and
- (f) the Postmaster General Agreement.

The documents listed under (a), (b), (c) and (d) are also available for inspection in electronic form on the Company's website at www.maltapost.com.

ANNEX 1

PROFIT FORECAST OR ESTIMATES OF MALTAPOST P.L.C. FOR THE FINANCIAL YEAR ENDING 30 SEPTEMBER 2008



KPMG
Portico Building
Marina Street
Pietà PTA 9044
Malta

Telephone (+356) 2563 1000
Fax (+356) 2566 1000
E-mail kpmg@kpmg.com.mt
Web page <http://www.kpmg.com.mt>

The Directors
MaltaPost p.l.c.
305 Qormi Road
Marsa, MTP 1001
Malta

21 December 2007

Dear Sirs,

Accountants' Report on the Profit Forecast of MaltaPost p.l.c.

We report on the profit forecast of MaltaPost p.l.c. for the financial year ending 30 September 2008. The profit forecast is set out on page 65 of MaltaPost p.l.c.'s prospectus to be dated 2 January 2008.

Directors' Responsibility

It is the Directors' responsibility to prepare the profit forecast, together with the material assumptions on which it is based, in accordance with the requirements of the Listing Rules issued by the Listing Authority of the Malta Financial Services Authority and EU Regulation EC809/2004.

Accountants' Responsibility

It is our responsibility to provide the opinion required by Listing Rule 9.19 and by Annex I item 13.2 of EU Regulation EC809/2004.

Since the profit forecast and the assumptions on which it is based relate to the future it may be affected by unforeseen events. The variation between forecast and actual results may be material. We are not required to express, nor do we express, any opinion on the possibility of achievement of the results set out in the profit forecast or on the underlying assumptions.

Work Performed

Our work included an evaluation of the procedures undertaken by the Directors in compiling the profit forecast and the consistency of the profit forecast with the accounting policies adopted by MaltaPost p.l.c.

We planned and performed our work so as to obtain all the information and explanations we considered necessary in order to provide us with reasonable assurance that the profit forecast has been properly compiled on the basis of the underlying stated assumptions.

Opinion

In our opinion:

- a) the profit forecast has been properly compiled on the basis of the underlying stated assumptions; and
- b) the basis of accounting is consistent with the accounting policies of MaltaPost p.l.c.

This opinion is solely intended to be relied upon by you for the purposes of the prospectus to be dated 2 January 2008. Readers are cautioned that this profit forecast may not be appropriate for purposes other than that described above.

Yours Sincerely



David Caruana (Partner) for and on behalf of

KPMG

Certified Public Accountants

KPMG, a Maltese civil partnership, is a member firm of KPMG International, a Swiss cooperative.

Partners
Joseph C Schembri
Raymond Azzopardi
Mark Bamber
Juanita Bencini
David Caruana
Alfred V Cremona
Hilary Galea-Lauri
Noel Mizzi

Eric Muscat
Anthony Pace
Pierre Portelli
André Zarb
Anthony Zarb

Associate Directors
John A Huber
Wim van Vuuren

PROFIT FORECAST

For the year ending 30 September 2008

Summary of significant assumptions and accounting policies

Introduction

The profit forecast of MaltaPost p.l.c. ('the Company') for the financial year ending 30 September 2008 is set out on page 65. This profit forecast and the assumptions set out below are the sole responsibility of the Directors of MaltaPost p.l.c.

This profit forecast has been based on unaudited forecast financial information for the Company covering the financial year commencing 1 October 2007 to 30 September 2008.

The profit forecast is based on stated assumptions which the Directors believe to be reasonable. These assumptions have been based on the nature and size of the intended level of operations and reflect current economic conditions and price levels adjusted where applicable to take into account the projected level of inflation. The Directors have exercised due care and diligence in adopting these assumptions.

Attention is drawn, in particular, to the risk factors set out elsewhere in the Registration Document which describe the principal risks associated with the business to which the profit forecast relates.

The date of completion of this profit forecast is 21 December 2007 and the stated assumptions are judgments made at that date. The assumptions disclosed herein are those that the Directors believe are significant to the profit forecast.

Actual results are likely to be different from those indicated in the profit forecast because events and circumstances frequently do not occur as expected and those differences may be material.

Bases of preparation

The bases of preparation relating to the environment in which MaltaPost p.l.c. operates and which underlie the profit forecast are the following:

Factors which the Directors can influence:

- The profit forecasts are based on the continuation of the Company's existing activities, that is, the operation of postal services in Malta under the licence granted to it by the Government of Malta.
- There will be no movements and changes in the fair value of the Company's available-for-sale investments.
- There will be no impairment losses on the Company's financial and non-financial assets.
- MaltaPost p.l.c. will continue to enjoy the confidence of its customers and suppliers throughout the period under consideration.
- MaltaPost p.l.c. will enjoy good relations with its employees and their representatives throughout the period under consideration.
- MaltaPost p.l.c. will continue to recruit the required appropriate personnel at the projected cost levels.

Factors exclusively outside the influence of the Directors:

- There will be no material external adverse events which will have an impact on the activities of MaltaPost p.l.c., either directly or indirectly.
- The bases and rates of taxation, both direct and indirect, will not change materially during 2008.
- The rate of inflation throughout the period under consideration will not exceed that experienced in the last few years.
- There will not be any material changes in yields and interest rates throughout the period under consideration.
- Any changes in exchange rates will not adversely affect the Company's operations.

Significant Accounting Policies

The significant accounting policies of MaltaPost p.l.c. are set out in the Annual Report and Financial Statements of the Company for the year ended 30 September 2007. Where applicable, these accounting policies, in so far as they relate to recognition and measurement criteria, have been consistently applied in the preparation of this profit forecast.

Summary of Significant Assumptions

(a) Base currency of profit forecast and exchange rate on conversion to Euro

The underlying profit forecast of MaltaPost p.l.c. has been forecasted using the Maltese Lira as a base currency and has been converted into Euro at the fixed conversion rate of €1 = Lm0.4293.

(b) Turnover

Turnover represents the income projected from the sale of services in the ordinary course of the Company's activities and is stated after the deduction of sales taxes and discounts. Forecasted revenue is expected to be generated from sale of stamps, parcel post and postal stationery, commissions earned on postal and non-postal transactions, foreign outbound mail from overseas postal administrators and philatelic sales. An analysis of the 2008 forecast turnover is set out below:

	2008	
	€'000	Lm'000
Stamps, parcel post and postal stationery including income from foreign inbound mail	16,103	6,913
Philatelic sales	771	331
Other	2,231	958
	<u>19,105</u>	<u>8,202</u>

(c) Cost of sales

Cost of sales are based on the nature and size of future expected operations and, where applicable, on the cost levels experienced in the past, adjusted for inflation as appropriate. These have been estimated as follows:

	2008	
	€'000	Lm'000
Staff costs	8,530	3,662
Foreign outbound mail	2,367	1,016
Other cost of sales	3,778	1,622
	<u>14,675</u>	<u>6,300</u>

(d) Administrative expenses

Administrative expenses are based on the nature and size of future expected operations and, where applicable, on the cost levels experienced in the past, adjusted for inflation as appropriate. These have been estimated as follows:

	2008	
	€'000	Lm'000
Staff costs	1,360	584
Other administrative expenses	1,379	592
	<u>2,739</u>	<u>1,176</u>

(e) Pension obligation

The Company provides for the obligation arising in terms of Article 8A of the Pensions Ordinance, Cap. 93 of the laws of Malta, covering those ex-Government employees who opted to become full-time employees of MaltaPost p.l.c. and who continued to be entitled to pension rights which go beyond the National Insurance Scheme. The estimated amount to be credited to the income statement during the financial year ending 30 September 2008 has been arrived at as follows and relates to 82 persons:

	2008	
	€'000	Lm'000
Movements in present value of unfunded obligations	210	90
Interest received	102	44
	<u>312</u>	<u>134</u>

In estimating the movement in the present value of unfunded obligations, the Company took into account the expected reduction in employees entitled to the pension rights as a result of their returning to Government employment during the year and used a discount rate of 5.1% (2007: 5.1%). Future salary increases were based on the Collective Agreement in place, estimated inflation rates and the level of salary increases granted in the past.

Interest received has been estimated on the basis of the income expected to be received on the forecasted available-for-sale investments supporting the pension obligation.

(f) Other income

Other income represents grants receivable from the Quality of Service fund operated by the Universal Postal Union, with respect to approved projects such as the enhancement of security in the provision of postal services by MaltaPost.

(g) Interest receivable

This represents the income expected to be earned from the Company's estimated available-for sale investments, less that amount allocated to the pension obligation (note (e) above), and from funds deposited with credit institutions during the period under consideration.

(h) Exchange fluctuations

The profit forecast does not provide for any gains or losses arising out of any possible exchange fluctuations throughout the period under consideration.

(i) Taxation

The income tax expense comprises current and deferred tax. Current tax has been forecasted at the rate of 35% on the forecasted taxable profit, excluding interest income which has been assumed to be subject to a final withholding tax of 15%. Deferred tax has been forecasted at the rate of 35% using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Conclusions

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

Approved by the Board of Directors on 21 December 2007 and signed on its behalf by:



Joseph Said
Chairman



David Stellini
Director

MaltaPost p.l.c. Profit Forecast

For the year ending 30 September 2008

	€'000	Lm'000
Turnover	19,105	8,202
Cost of sales	(14,675)	(6,300)
Gross profit	4,430	1,902
Administrative expenses	(2,739)	(1,176)
Pension obligation	312	134
Other income	49	21
Operating Profit	2,052	881
Interest receivable	207	89
Profit before income tax	2,259	970
Tax expense	(773)	(332)
Profit for the financial year	1,486	638

ANNEX 2

FINANCIAL INTERMEDIARIES

Members of the Malta Stock Exchange

Atlas Investment Services Ltd
Abate Rigord Street,
Ta Xbiex, XBX 1121

Tel: 2132 2590 Fax: 2132 2584
www.atlas.com.mt

Bank of Valletta p.l.c.
Financial Markets & Investments Division,
BOV Centre, Cannon Road,
Santa Venera, SVR 9030

Tel: 2131 2020 Fax: 2275 3348
www.bov.com

Calamatta Cuschieri & Co. Ltd
5th Floor, Valletta Buildings, South Street,
Valletta, VLT 1103

Tel: 2568 8688 Fax: 2568 8256
www.cc.com.mt

Charts Investment Management Services Ltd
18A, Third Floor, Europa Centre,
Floriana, FRN 1400

Tel: 2122 4106 Fax: 2124 1101
www.charts.com.mt

Curmi & Partners Ltd
Finance House, Princess Elizabeth Street,
Ta Xbiex, XBX 1102

Tel: 2134 7331 Fax: 2134 7333
www.curmiandpartners.com

Financial Planning Services Ltd
4, Marina Court, G Cali Street,
Ta Xbiex, XBX 1421

Tel: 2134 4255 Fax: 2134 1202

FINCO Treasury Management Ltd
Level 5, The Mall Complex, The Mall,
Floriana, FRN 1470

Tel: 2122 0002 Fax: 2124 3280
www.fincotrust.com

GlobalCapital Financial Management Ltd
Operation Centre, Balzan Valley Road,
Balzan, BZN 1409

Tel: 2131 0088 Fax: 2328 2207
www.globalcapital.com.mt

Hogg Capital Investments Ltd
Regent House, Level 3, Suite 33, Bisazza Street,
Sliema, SLM 1641

Tel: 2132 2872 Fax: 2134 2760
www.hoggcapital.com

HSBC Stockbrokers (Malta) Ltd
233, Republic Street
Valletta, VLT 1116

Tel: 2597 2241 Fax: 2597 2494
www.hsbcmalta.com

Rizzo, Farrugia & Co. (Stockbrokers) Ltd
Airways House, Third Floor, High Street,
Sliema, SLM 1549

Tel: 2258 3000 Fax: 2131 0671
www.rfstockbrokers.com

Investment Services Providers

APS Bank Ltd
17, Republic Street,
Valletta, VLT 1111

Tel: 2559 3400 Fax: 2559 3167
www.apsbank.com.mt

Crystal Finance Investments Ltd
6, Freedom Square,
Valletta, VLT 1011

Tel: 2122 6190 Fax: 2122 6188
www.crystal.com.mt

D. B. R. Investments Ltd
Deber, Nigret Road,
Zurrieq, ZRQ 3172

Tel: 2164 7763 Fax: 2164 7765

Epic Financial Services Ltd
Burmarrad Road,
Burmarrad, SPB 9064

Tel: 21572010 Fax: 21571998
www.epicdirect.com

Growth Investments Ltd
Middlesea House,
Floriana, FRN 1442

Tel: 2123 4582 Fax: 2124 9811
www.growthinvestmentsonline.com

HSBC Bank Malta p.l.c.
233, Republic Street
Valletta, VLT 1116

Tel: 2597 2209 Fax: 2597 2475
www.hsbcmalta.com

Island Financial Services Ltd
Insurance House, Salvu Psaila Street,
Birkirkara, BKR 9078

Tel: 2385 5555 Fax: 2385 5238
www.islandins.com

Jesmond Mizzi Financial Services Ltd
67, Flat 3, South Street,
Valletta, VLT 1105

Tel: 2122 4410 Fax: 2122 3810
www.jmfs.net

Joseph Scicluna Investment Services Ltd
Level 3, Bellavista Court, Gorg Borg Olivier Street,
Gozo, VCT 2517

Tel: 2156 5707 Fax: 2156 5706

Lombard Bank Malta p.l.c.
67, Republic Street,
Valletta, VLT 1117

Tel: 2124 8411 Fax: 2558 1150
www.lombardmalta.com

MFSP Financial Management Ltd
220 Immaculate Conception Street
Msida, MSD 1838

Tel: 21322200 Fax: 21332190

Michael Grech Financial Investment Services Ltd
No 1 Mican Court, J.F.Kennedy Square,
Victoria Gozo, VCT 2580

Tel: 2155 4492 Fax: 2155 9199
www.michaelgrechfinancial.com

MZ Investment Services Ltd
PO Box 24 or 55, MZ house, St. Rita Street
Rabat, RBT1523

Tel: 2145 3739 Fax: 2145 3407
www.mzinvestments.com

ANNEX 3

LIST OF PAST DIRECTORSHIPS

Joseph Said

Present Directorships

A & V Von Brockdorff (Services) Limited
Calco Limited
Cannon Services Limited
Europa Services Limited
First Gemini p.l.c.
Inspirations Limited
Lombard Asset Managers Limited
M.A.L. Services Limited
Macpherson Mediterranean Limited
Orion Limited
Pieta' Investments Limited
Safaco Limited
Standard Publications Limited

Allied Projects Limited
Cannon Estates Ltd
Capital Services Limited
Exclusive Developments Limited
Homemate Company Limited
Investkredit International Bank p.l.c.
Lombard Bank Malta p.l.c.
Mac Med Limited
Malta Tourism Promotions Limited (in dissolution)
Paint Centres Limited
R.S.T. Limited
Siculomalti Limited
Transeuro Systems Limited

Past Directorships

Airswift Couriers Limited
Allied Projects Limited
Lombard Stockbroking Limited

Alfa Co Limited
Kemmuna Limited (registration in process)
Sign-It Limited

Aurelio Theuma

Present Directorships

Lombard Asset Managers Limited

Lombard Funds SICAV p.l.c.

Philip Tabone

Present Directorships:

Genco General Commercial
& Industrial Enterprises Limited
Goodies Limited
Kreativ Developments Ltd
PAA&M Limited
Pender Gardens Limited
Philip A Tabone Trading Agency

Genco Limited

GTFS Limited
Max Distribution Limited
PAT Investments Limited
Penderville Limited

David Stellini

Present Directorships:

Charles De Giorgio Limited

Past Directorships

Malta Maritime Authority

Water Services Corporation

Joseph Gafa

Past Directorships

Interprint Limited

Medisle Holidays Company Limited

Carmen Psaila

Past Directorships

Tug Malta Limited

SECURITIES NOTE

This document is a Securities Note issued in accordance with the provisions of Chapter 6 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 a prospectus. This Securities Note is issued pursuant to the requirements of Listing Rule 6.4.3 of the Listing Rules and contains information about MaltaPost p.l.c. (the "Company") for which application has been made for admission to trading of its securities on the Malta Stock Exchange. This Securities Note should be read in conjunction with the most updated Registration Document issued from time to time that will provide details of the Company.

This document is dated 2 January 2008

SECURITIES NOTE

In respect of an Offer made by

The Government of Malta and Malta Government Investments Limited

Of a total of 11,200,000 Shares of a nominal value of €0.25 (Lm0.107325) each in

MALTAPOST P.L.C.

At a Share Offer Price of €0.50 (Lm0.21465) per Share

ISIN: MT0000390105

LEGAL COUNSEL

CAMILLERI PREZIOSI
ADVOCATES

FINANCIAL ADVISORS & REPORTING ACCOUNTANTS

KPMG
Portico Building,
Marina Street
Pietà, PTA 9044, Malta

SPONSORING STOCKBROKERS

Rizzo, & Co.
(STOCKBROKERS) LTD

MANAGER & REGISTRAR


LOMBARD
Lombard Bank Malta p.l.c.



Joseph Said
On his own behalf and on behalf of
Aurelio Theuma and Joseph Azzopardi



David Stellini
On his own behalf and on behalf of
Philip Tabone

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1. IMPORTANT INFORMATION

THIS DOCUMENT CONSTITUTES PART OF A PROSPECTUS AND CONTAINS INFORMATION ON MALTAPOST P.L.C. (THE "COMPANY") AND ITS BUSINESS. THE INFORMATION IS BEING MADE AVAILABLE IN CONNECTION WITH AN OFFER BY THE GOVERNMENT OF MALTA AND MALTA GOVERNMENT INVESTMENTS LIMITED OF ELEVEN MILLION TWO HUNDRED THOUSAND (11,200,000) ORDINARY SHARES IN THE COMPANY TO THE GENERAL PUBLIC. THE SHARES HAVE A NOMINAL VALUE OF €0.25 (LM0.17325) EACH AND ARE BEING OFFERED AT A PRICE OF €0.50 (LM0.21465) PER SHARE.

THIS DOCUMENT INCLUDES INFORMATION GIVEN IN COMPLIANCE WITH THE LISTING RULES OF THE LISTING AUTHORITY FOR THE PURPOSE OF GIVING INFORMATION WITH REGARD TO THE COMPANY. THE OFFEROR IS THE PERSON RESPONSIBLE FOR THE INFORMATION CONTAINED IN SECTIONS 5.4, 7.1, 7.2, 7.3.1 TO 7.3.8 (BOTH INCLUSIVE), 8 AND ANNEX 1 OF THIS SECURITIES NOTE AND ALL OF THE DIRECTORS OF THE COMPANY, WHOSE NAMES APPEAR UNDER THE HEADING DIRECTORS (THE "DIRECTORS"), ARE THE PERSONS RESPONSIBLE FOR THE INFORMATION CONTAINED IN THE REMAINING SECTIONS OF THIS SECURITIES NOTE. TO THE BEST OF THE KNOWLEDGE AND BELIEF OF THE OFFEROR AND OF THE DIRECTORS OF THE COMPANY, AS THE CASE MAY BE, (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 OFFEROR AND THE DIRECTORS ACCEPT RESPONSIBILITY ACCORDINGLY.

NO BROKER, DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORISED BY THE COMPANY OR ITS DIRECTORS OR THE OFFEROR, TO ISSUE ANY ADVERTISEMENT OR TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE SALE OF THE SHARES (AS DEFINED HEREIN) OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS AND IN THE DOCUMENTS REFERRED TO HEREIN IN CONNECTION WITH THE OFFER HEREBY MADE, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY THE COMPANY, ITS DIRECTORS, THE OFFEROR OR ADVISORS. THE ADVISORS ENGAGED BY THE OFFEROR FOR THE PURPOSE OF THIS OFFER ARE ACTING EXCLUSIVELY FOR THE OFFEROR.

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 HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THIS PROSPECTUS.

A COPY OF THIS DOCUMENT HAS BEEN SUBMITTED TO THE LISTING AUTHORITY IN SATISFACTION OF THE LISTING RULES AND THE MALTA STOCK EXCHANGE IN SATISFACTION OF THE MALTA STOCK EXCHANGE BYE-LAWS AND HAS BEEN DULY FILED WITH THE REGISTRAR OF COMPANIES IN ACCORDANCE WITH THE ACT. APPLICATION HAS BEEN MADE TO THE LISTING AUTHORITY FOR THE SHARES TO BE CONSIDERED AS ADMISSIBLE TO LISTING ON A RECOGNISED INVESTMENT EXCHANGE. IN ADDITION, APPLICATION HAS ALSO BEEN MADE TO THE COUNCIL OF THE MALTA STOCK EXCHANGE, AS A RECOGNISED INVESTMENT EXCHANGE, FOR THE SHARES TO BE ADMITTED TO THE OFFICIAL LIST UPON ALLOCATION TO INVESTORS. DEALINGS ARE EXPECTED TO COMMENCE ON THE SAID EXCHANGE ON THE 30 JANUARY 2008.

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

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

STATEMENTS MADE IN THIS DOCUMENT ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THEREIN. THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE REGISTRATION DOCUMENT CONTAINING INFORMATION ABOUT THE COMPANY.

2. DEFINITIONS

Act	the Companies Act, Cap. 386 of the Laws of Malta;
Applicant	a person whose name, or persons whose names in the case of joint applicants, appear in the registration details of an Application Form;
Application/s	the application/s to subscribe for Shares made by an Applicant by completing an Application Form and delivering it to any of the Financial Intermediaries;
Application Form	the form of application of subscription for the Shares, a specimen of which is set out in Annex 3 of this Securities Note;
Business Day	a day (other than a Saturday or a Sunday) on which banks are open for general business in Malta;
Company or MaltaPost	MaltaPost p.l.c. a public limited liability company incorporated under the laws of Malta with company registration number C22796 and with registered office at 305, Triq Hal-Qormi, Marsa, MTP 1001, Malta;
Directors or Board	the directors of the Company whose names and addresses are set out under the heading "Identity of Directors, Senior Management Advisors and Auditors";
Euro or €	the lawful currency of the Republic of Malta as from 1 January 2008;
Financial Intermediaries	the financial intermediaries listed in Annex 2 hereto;
Government	the Government of Malta;
Lombard Bank	Lombard Bank Malta p.l.c., a public limited liability company incorporated under the laws of Malta with company registration number C1607 and with registered office at 67, Republic Street, Valletta, VLT 1117, Malta;
Majority Shareholder	Redbox Limited, holder of sixty per cent (60%) of the issued share capital of the Company;
Malta Stock Exchange or MSE	the Malta Stock Exchange p.l.c. as originally constituted by the Financial Markets Act, Cap. 345 of the laws of Malta, with its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta and bearing company registration number C42525;
Maltese Lira or Lm	the lawful currency of the Republic of Malta up to 31 December 2007;

MGI	Malta Government Investments Limited, a limited liability company with company registration number C10175 and with its registered office at 'Trade Centre', San Gwann Industrial Estate, San Gwann SGN 3000, Malta;
Offer	the offer being made by the Offeror to the general public for subscription of the Shares at the Share Offer Price in accordance with the terms and conditions of this Securities Note;
Offer Period	the period between 15 January 2008 and 18 January 2008, both days included or such earlier date as may be determined by the Company in the event of over-subscription;
Offeror	collectively, The Government of Malta and MGI;
Postmaster General Agreement	the agreement entered into between the Postmaster General of the Government of Malta and the Company on the 7 May 1998, details of which are described in section 23.3 of the Registration Document;
Prospectus	this document together with a Registration Document and a Summary Note both dated 2 January 2008 in connection with the Offer of Shares by the Offeror;
Registration Document	the registration document issued by the Company and the Offeror dated 2 January 2008, forming part of the Prospectus;
Securities Note	this document in its entirety;
Shares	the 11,200,000 ordinary shares in the Company of a nominal value of €0.25 (Lm0.107325) being offered by the Offeror at the Share Offer Price;
Share Purchase Agreement	the share sale and purchase agreement dated 6 September 2007 between the Government, Redbox Limited and Lombard Bank and the Company, further details of which are contained in section 23.2 of the Registration Document;
Share Offer Price	the price of €0.50 (Lm0.21465) for each Share;
Sponsor	Rizzo Farrugia & Co. (Stockbrokers) Ltd, a limited liability company with company registration number C13102 and with registered address at Airways House, Third Floor, High Street, Sliema SLM 1549, Malta;
Summary Note	the summary note issued by the Company and the Offeror dated 2 January 2008, forming part of the Prospectus.

3. RISK RELATING TO THE SHARES

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

3.1. Minority Shareholding

Due to the size of its shareholdings, and the possible pooling of their votes, the Majority Shareholder is in a position to decisively influence matters that require approval of the general body of shareholders, including resolutions regarding dividends and other important measures.

3.2. No Prior Market for Shares; Limited Liquidity of the Malta Stock Exchange

Prior to the Offer, there has been no public market for the Company's shares within or outside Malta. Due to the absence of any prior market for the Shares, there can be no assurance that the Share Offer Price will correspond to the price at which the Shares will trade in the market subsequent to the Offer. The market price of the Shares could be subject to significant fluctuations in response to many factors, including the Company's operating results, developments in the economies of other countries to which the Company is exposed, or other factors. An application has been made to seek a listing on the Malta Stock Exchange, which is smaller and less liquid than the more developed stock markets in Europe and the United States. Currently, equity securities of only 16 Maltese companies are traded on the Malta Stock Exchange out of which 15 equity securities were admitted to the Official List of the MSE and one to the Second Tier Market (as defined in the listing rules issued by the Listing Authority). The limited liquidity of the market for the Shares could increase the price volatility of the Shares and may impair the ability of a holder of Shares to sell such Shares in the market in the amount and at the price and time such holder wishes to do so. To control price volatility, the Malta Stock Exchange may not allow matching of deals in shares of a listed company when the price falls outside a seven per cent range (up or down) from the previous day's traded weighted average price.

Following completion of this Offer, the price at which the Shares will be traded, as well as the sales volume of the Shares traded, will be subject to fluctuations. These movements may not necessarily be caused by the Company's business activity or its results of operations. It is also possible that the Company's results of operations or its business outlook may fall short of expectations, in which case the price of the Shares could be negatively affected.

3.3. Value

The value of investments can rise or fall, and past performance is not necessarily indicative of future performance. If in need of advice, you should consult a licensed stockbroker or an investment advisor licensed under the Investment Services Act, Cap. 370 of the laws of Malta.

3.4. Secondary Market

There can be no assurance that an active secondary market for the Shares will develop, or, if it develops, that it will continue. Furthermore, there can be no assurance that an investor will be able to re-sell his/her Shares at or above the Share Offer Price.

3.5. Dividends

The Company's results can fluctuate and its ability to pay dividends is dependent on, amongst other things, it achieving sufficient profits. The Company may not pay dividends if the Directors believe that this would cause the Company to be less adequately capitalised, or that there are insufficient distributable reserves, or for various other reasons. Future dividends will depend on, amongst other factors, the Company's future profits, financial position and working capital requirements, general economic conditions and other factors that the Directors deem significant from time to time.

4. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT, ADVISORS AND AUDITORS

The Directors of the Company, whose names are set out hereunder under the heading Directors, are the persons responsible for the information contained in all the sections of this Securities Note, other than sections 5.4, 7.1 7.2 7.3.1 to 7.3.8 (both inclusive), 8 and Annex 1.

4.1. Directors

Name & Surname	Position
Joseph Said	Director & Member of Executive Committee
Aurelio Theuma	Director & Member of Executive Committee
Joseph Azzopardi	Non-executive Director
David Stellini	Non-executive Director
Philip Tabone	Non-executive Director

4.2. Advisors to the Offeror

Legal Counsel

Camilleri Preziosi
Level 3, Valletta Buildings
South Street,
Valletta, VLT 1103, Malta

Financial Advisors & Reporting Accountants

KPMG
Portico Building, Marina Street
Pietà, PTA 9044, Malta

4.3. Sponsoring Stockbrokers

Rizzo Farrugia & Co. (Stockbrokers) Ltd
Airways House, Third Floor
High Street,
Sliema, SLM 1549, Malta

4.4. Manager and Registrar

Lombard Bank Malta p.l.c.
67, Republic Street,
Valletta, VLT 1117, Malta

4.5. Auditors

The financial statements of MaltaPost p.l.c. for the financial years ended 30 September 2005, 2006 and 2007 have been audited by PricewaterhouseCoopers of 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 Profession Act, 1979 (Cap. 281 of the laws of Malta).

5. KEY INFORMATION

5.1. Expected Timetable

The Offeror is hereby making an Offer for sale of ordinary shares in the Company at the Share Offer Price. The Offeror is offering for sale, from the current shareholding in the Company, the Shares, which represent forty per cent (40%) of the issued share capital of the Company. The Offering is being made to the general public in Malta and applications may be obtained from and shall be lodged with all Financial Intermediaries during the Offer Period. In addition, the Offeror has entered into a number of conditional subscription agreements whereby such investors have bound themselves to subscribe to an amount not exceeding five million and forty thousand (5,040,000) Shares.

MATTER	DATE
Availability of Application Forms	8 January 2008
Opening of Offer Period	15 January 2008
Closing of Offer Period	18 January 2008
Expected announcement of basis of acceptance	23 January 2008
Expected dispatch of allocation advises and refunds of unallocated monies	29 January 2008
Admission of Shares on the Malta Stock Exchange	29 January 2008
Commencement of trading on the Malta Stock Exchange	30 January 2008

The Offeror reserves the right to close the Offer before 18 January 2008 in the event of over-subscription, in which case the dates of the last four events listed above shall be anticipated in the same chronological order, so as to retain the same number of Business Days between the respective dates.

5.2 Working Capital

The Directors of MaltaPost p.l.c. are of the opinion that the working capital available to the Company is sufficient for the Company's business requirements over the coming twelve months of operations.

5.3 Capitalisation and Indebtedness

Information with respect to the Company's capitalisation and indebtedness as at 30 September 2007 is set out in the audited financial statements of MaltaPost p.l.c. for the financial year ended 30 September 2007 and is summarised below. These financial statements have been prepared in Maltese lira. Amounts shown in Euro in the summary below have been converted from the Maltese lira amount at the fixed conversion rate of €1 = Lm0.4293.

	30 September 2007	
	€'000	Lm'000
Shareholders' Equity		
Called up issued share capital	6,522	2,800
Other reserves	424	182
Retained earnings	1,508	647
	<u>8,454</u>	<u>3,629</u>

The issued and fully paid up share capital of MaltaPost p.l.c. as at 30 September 2007 was of Lm2,800,000 (€6,522,244.40), divided into 2,800,000 ordinary shares of Lm1 (€2.329373) nominal value each.

Other reserves as at 30 September 2007 comprised a share premium reserve amounting to Lm245,000 (€570,696) and a negative fair value reserve amounting to Lm63,063 (€146,897). These reserves are non-distributable. The fair value reserve includes the cumulative net fair value loss in available-for-sale investments held by the Company.

On the 21 December 2007 the Company capitalized Lm205,100 (€477,754.48) of its share premium for the purpose of a bonus issue and changed the nominal and paid up value of the shares in issue to Lm0.107325 (€0.25) each, thereby increasing the issued and fully paid up share capital to 28,000,000 shares of Lm0.107325 (€0.25) each, resulting in a paid up capital of Lm3,005,100 (€7,000,000).

During the period 1 October 2007 to the date of this Prospectus, the Company paid an interim dividend amounting to €1,397,624 (Lm600,000).

As at 30 September 2007 and as at the date of this document, the Company had no outstanding banking facilities.

5.4. Reasons for the Offer

The Offer being made by the Offeror falls within the Government's strategic plan to fully liberalise the postal services industry in Malta and further segregate the Government's positions as policy maker and operator within the said industry. Through the Offer, the Company will be completely privatised. This is also one of the measures used by the Government to implement its privatisation program, namely the transfer of Government-owned commercial activities to the private sector, which transfer the Government believes is in the national interest.

The first stage of privatisation by the Government in respect of the Company took place in 2002 through the transfer of part of the Government's shareholding to Transend Worldwide Limited, followed by a further transfer by the Government in 2007 to Redbox Limited, a 100% owned subsidiary of Lombard Bank.

All of the proceeds of the Offer, which are estimated to be in the region of €5,600,000 (Lm2,404,080) will be for the account of the Government of Malta (net of direct costs and expenses of the Offer, including but not limited to selling commissions, management fee, legal, consultancy and accounting fees, advertising, printing and other publicity fees).

6. INFORMATION CONCERNING THE SHARES

6.1. Description and Type of Shares

The Shares are part of the ordinary share capital of the Company and have a nominal value of €0.25 (Lm0.107325) each Share and constitute forty per cent (40%) of the total issued share capital of the Company. The remaining sixty per cent (60%) of the ordinary share capital of the Company is held by Redbox Limited. Subject to admission to the listing of the Shares to the Official List of the Malta Stock Exchange, the Shares are expected to be attributed the following ISIN: MT0000390105 .

6.2. Creation and Status

On original subscription of the Company, the issued and authorised share capital was 500,000 shares of a nominal value of Lm1 (€2.329373) each share. The initial share capital was subscribed to by the Government of Malta in the amount of 200,000 ordinary shares, Mid Med Finance Ltd in the amount of 150,000 ordinary shares, Mid Med Life Assurance Co Limited in the amount of 75,000 ordinary shares and Maltacom p.l.c. in the amount of 75,000.

The Government of Malta and Malta Government Investments Limited acquired the shareholding of Mid Med Life Assurance Co Limited, Mid Med Finance Ltd and Maltacom p.l.c. in 1999 and 2001. On the 3 August 2001, the authorised share capital was increased to Lm5,000,000 made up of 5,000,000 ordinary shares of Lm1 (€2.329373) each share. Furthermore on the same date, the issued share capital was increased to 1,800,000 shares of a nominal value of Lm1 (€2.329373) each share divided into 425,000 ordinary shares in favour of the Government of Malta and 1,375,000 in the name of Malta Government Investments Limited.

On the 6 February 2002, the issued share capital of the Company was changed to reflect a re-classification of the shares into ordinary 'A' shares and ordinary 'B' shares both of a nominal value of Lm 1 each. Pursuant to the issue of shares by the Company, the share capital of the Company was issued as follows: 425,000 ordinary 'A' shares in favour of the Government of Malta, 1,395,000 ordinary 'A' shares in favour of Malta Government Investments Limited and 980,000 ordinary 'B' shares in favour of Transend Worldwide Limited.

On the 10 August 2006, Redbox Limited acquired the 980,000 ordinary 'B' shares held by Transend Worldwide Limited. Furthermore on the 6 September 2007, Redbox Limited acquired 700,000 ordinary 'A' shares from Malta Government Investments Limited. Hence the issued share capital was held by the Government of Malta in the amount of 425,000 ordinary 'A' shares, Malta Government Investments Limited in the amount of 695,000 ordinary 'A' shares and by Redbox Limited in the amount of 700,000 ordinary 'A' shares and 980,000 ordinary 'B' shares.

On the 21 December 2007 the Company consolidated the ordinary A and B shares in issue by the Company into one class of shares having the same rights and entitlements in connection with any distribution whether of dividends or capital (on a winding-up or otherwise).

On the same day, the Company resolved to capitalise €477,754 (Lm205,100) of the share premium account through the issue of 205,100 ordinary shares of a nominal value of Lm1 (€2.329373) each share and allocated 50,909 ordinary shares in favour of MGI, 31,131 in favour of the Government and 123,060 in favour of Redbox Limited. This brought the total issued share capital of the Company to Lm3,005,100 (€7,000,000) divided into 3,005,100 ordinary shares of a nominal value of Lm1 (€2.329373) each share.

In addition, the Company resolved to re-denominate the authorised and issued share capital of the Company by virtue of a share split, whereby the nominal value of Lm1 (€2.329373) was converted to a nominal value of Lm0.107325 (€0.25) and the number of shares authorised and in issue were amended accordingly. Furthermore, the shareholders of the Company increased the authorised share capital to Lm6,010,200 (€14,000,000) divided into 56,000,000 ordinary shares of a nominal value of Lm0.107325 (€0.25) each share. Pursuant to such resolutions, the total number of shares in issue was 28,000,000 ordinary shares of a nominal value of Lm0.107325 (€0.25) held as follows: -

- a) MGI as to 6,950,002
- b) The Government as to 4,249,998
- c) Redbox Limited as to 16,800,000

The Shares are ordinary shares of the Company and form part of one class of ordinary shares. There are no shares of the Company in issue that have any preferred or deferred rights. The Shares shall entitle their holders to attend and vote at general meetings of shareholders and to dividends, if any, declared and paid by the Company. All holders of ordinary shares shall rank *pari passu* upon any distribution of assets in a winding up or otherwise. (see Section 6.4 of this Prospectus).

The shares of the Company are in registered form and until they are admitted to the Official List of the Malta Stock Exchange they will be in fully certificated form. The share certificates issued by the Company to the shareholder, are evidence of the relevant entry in the register of members of the Company and of the shares held by such member. Following admission of the ordinary share capital of the Company to the Official List of the MSE the Company's share capital, whilst retaining its registered form will no longer be in certificated form and will thereafter be held in book-entry form at the Central Securities Depository of the MSE in accordance with the requirements of the MSE or in such other form as may be determined from time to time by applicable law, the requirements of the MSE or by the Company.

6.3. Terms and Conditions of the Offer

The full terms and conditions of the Offer of the Shares are contained in Annex 1 attached to this Securities Note.

6.4. Rights attached to the Shares

The Shares form part of one class of ordinary shares in the Company and shall accordingly have the same rights and entitlements as all other ordinary shares currently in issue in the Company. The following are highlights of the rights attaching to the Shares:

- | | |
|------------------------|--|
| Dividends: | the Shares shall carry the right to participate in any distribution of dividend declared by the Company <i>pari passu</i> with all other shares in the same class; |
| Currency of Offer: | Euro; |
| Voting Rights: | each Share shall be entitled to one vote at meetings of shareholders; |
| Capital Distributions: | The Shares shall carry the right for the holders thereof to participate in any distribution of capital made whether on a winding up or otherwise, <i>pari passu</i> with all other shares of the same class; |
| Transferability: | The Shares are freely transferable and once admitted to the Official List of the MSE, shall be transferable in accordance with the rules and regulations of the MSE, applicable from time to time; |
| Pre-Emption: | In accordance with article 88 of the Act, should shares of the Company be proposed for allotment for consideration in cash, those shares must be offered on a pre-emptive basis to shareholders in proportion to the share capital held by them. A copy of any offer of subscription on a pre-emptive basis indicating the period within which this right must be exercised must be delivered to the Registrar of Companies. The right of pre-emption must be exercised within a period of not less than fourteen (14) days from the date of publication of the offer in the Government Gazette or on the website of the registry of companies or from the date of dispatch of the letters to the shareholders. This right of pre-emption may be withdrawn by an extraordinary resolution of the general meeting, in which case the Directors will be required to present to that general meeting a written report indicating the reasons for restriction/withdrawal of the said right and justifying the issue price; |
| Other: | The Shares are not redeemable and not convertible into any other form of security; |

Mandatory Takeover Bids, Squeeze-Out and Sell-Out Rules: Chapter 18 of the Listing Rules, implementing the relevant provisions of Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 regulates the acquisition by a person or persons acting in concert of the control of a company and provides specific rules on takeover bids, squeeze-out rules and sell-out rules. The shareholders of the Company may be protected by the said Listing Rules in the event that the Company is subject to a Takeover Bid (as defined therein). The Listing Rules may be viewed on the official website of the Listing Authority – www.mfsa.com.mt

6.5. Authorisations

The MFSA admitted the Shares as eligible to listing on a Recognised Market pursuant to the Listing Rules by virtue of a letter dated 28 December 2007.

7. DETAILS OF THE OFFER

7.1. The Offer

The Offeror is hereby offering for sale 11,200,000 ordinary shares of a nominal value of €0.25 (Lm0.107325) at the Share Offer Price in the issued share capital of the Company.

7.2. Pre-placement Arrangements

The Offeror has entered into a number of conditional subscription agreements with Financial Intermediaries. In terms of those agreements the said Financial Intermediaries have bound themselves to subscribe and purchase, and the Offeror has bound itself to allot to such investors such number of the Shares, as the case may be, as in aggregate does not exceed 5,040,000 Shares. The agreements relating to the Shares are subject, *inter alia*, to the admission to listing of the Shares by the Listing Authority. During the Offer Period, Applications for subscription of the Shares may be made through any of the Financial Intermediaries.

7.3. Subscription

The following are highlights of the terms and conditions applicable to any Application for Shares and should be read and construed as one with the Terms and Conditions of Application contained in Annex 1 hereto:

7.3.1. Offer Period

The Offeror is making an Offer of Shares for subscription by the general public. The Shares will be available for subscription during the Offer Period commencing on 15 January 2008 up to and including 18 January 2008, subject to the right of the Offeror to close subscription lists before such date in the case of over-subscription. The Offeror reserves the right to revoke or suspend the Offer until such time as the Shares have been allocated in accordance with this Prospectus and dealing of the said Shares takes place on the official list of the MSE.

The Offer is being made to the general public in Malta and applications may be obtained from and are to be lodged with Financial Intermediaries during the Offer Period.

7.3.2. Eligible Applicants

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 for Shares. In the case of corporate Applicants or Applicants having separate legal personality, the Application Form must be signed by a person or persons authorised to sign and bind such Applicant. It shall not be incumbent on the Company, the Offeror or the Registrar to verify whether the person or persons purporting to bind such an Applicant is or are in fact so authorised.

Applications in the name and for the benefit of minors shall be allowed provided that they are signed by both parents or the legal guardian and accompanied by a Public Registry birth certificate of the minor in whose name and for whose benefit the Application Form is submitted. Any Shares allocated pursuant to such an Application shall be registered in the name of the minor as Shareholder, with dividends payable to the parents/legal guardian signing the Application Form until such time as the minor attains the age of eighteen (18) years, after which all dividends shall be payable directly to the registered holder, provided that the Company has been duly notified in writing of the fact that the minor has attained the age of eighteen years.

7.3.3. Application Form/Methods of Payment

All Applications for the purchase of Shares must be submitted on Application Forms during the Offer Period. The completed Application Forms are to be lodged with any of the Financial Intermediaries. Unless other arrangements are concluded with the Registrar, all Application Forms must be accompanied by the full price of the Shares applied for. Payment may be made either in cash or by cheque payable to “The Registrar-MaltaPost Share Offering”. In the event that cheques accompanying Application Forms are not honoured, the Company, the Offeror and the Registrar reserve the right to invalidate the relative Application. Multiple Applications are not allowed.

7.3.4. Refunds

In the event that an Applicant has not been allocated any Shares or has been allocated a smaller number of Shares than the number applied for, then the Applicant shall receive a full refund or, the balance of the price of the Shares applied for but not allocated, without interest, by direct credit into the Applicant’s bank account as indicated by the Applicant on the Application Form, within five (5) Business Days from the date of final allocation.

7.3.5. Minimum and Maximum Applications

Applications for less than 2,000 Shares will not be considered. All Applications in excess of 2,000 Shares must be in multiples of 100.

7.3.6. Preferential Treatment

The allocation of the Shares shall be made without preference to any class or classes of investors or certain affinity group in the allotment.

7.3.7. Pricing

The pricing of the Offer has been fixed by the Offeror at the Share Offer Price.

7.3.8. Allocation Policy

The Company will determine the allocation policy for the allotment of the Shares within five (5) Business Days of the closing of subscriptions for Shares. The Company will endeavour, through the allocation policy to be adopted, that there will be a sufficiently dispersed shareholder base to facilitate, as far as practicable, an active secondary market in the Shares.

7.3.9. Results of the Offer

It is expected that the results of the Offer will be published by the Company by means of a press release within three (3) Business Days following the close of the Offer Period. Each Applicant will

be directly notified of the amount of Shares allocated in his/her name by the central securities depository of the MSE once these have been admitted to the Official List of the MSE. Trading may not commence before notification by the Central Securities Depository of the MSE has been dispatched to each allottee.

7.3.10. Intention to Acquire

The Company does not have any indication that a single investor has the intention of participating in the Offer by purchasing more than five per cent (5%) of the Shares.

7.4. Admission to Trading

The Shares have been declared admissible to listing by the Listing Authority in terms of the Financial Markets Act by letter dated 28 December 2007. Application has been made to the Malta Stock Exchange for the shares to be admitted to the Official List of the MSE as and when the Shares following the Offer have been allocated.

For the purposes of the Prevention of Money Laundering and Funding of Terrorism Regulations, 2003, as subsequently amended, all appointed selling agents are under a duty to communicate, upon request, all information about clients as is mentioned in Articles 1.2(d) and 2.4 of the Code of Conduct for Members of the Malta Stock Exchange, appended as appendix IV to Chapter 3 of the Malta Stock Exchange Bye-Laws, irrespective of whether the said appointed selling agents are Malta Stock Exchange Members or not. Such information shall be held and controlled by the Malta Stock Exchange in terms of the Data Protection Act, Cap. 440 of the Laws of Malta, for the purposes and within the terms of the Malta Stock Exchange Data Protection Policy, as published from time to time.

8. OFFER EXPENSES

The Offer expenses including advisors' fees, intermediaries' commissions and other costs and expenses are estimated to be in the region of €232,937 (Lm100,000). This amount shall be deducted from the proceeds of the Offer, which accordingly will bring the net proceeds from the Offer to €5,367,063 (Lm2,304,080).

Selling commission is payable to Financial Intermediaries. Each Financial Intermediary shall be entitled to a selling commission on the value of the Shares allocated to Applications, through such Financial Intermediaries at the rate of 1.5%.

9. TAXATION

9.1. Taxation status of the Company

The Company is subject to tax in Malta on taxable profits excluding certain interest income at the standard corporate tax rate which currently stands at 35%. Certain interest income may, at the option of the Company, be received net of a final withholding tax, currently at the rate of 15% of the gross amount of interest.

9.2. Taxation on Dividends paid to the Company's shareholders

Dividends distributed to shareholders resident in Malta, other than companies, from untaxed profits are subject to 15% withholding tax which may be treated as a final tax at the option of the recipient shareholders. The Company will deduct this 15% withholding tax from the amount of the dividend and will remit such withholding tax to the Commissioner of Inland Revenue.

All other dividends distributed to any shareholders are not subject to any further tax.

Under Malta's full imputation system of taxation, a person is subject to tax, where applicable, on the net dividend grossed up by the tax paid by the distributing company on the profits out of which the dividend is distributed. A shareholder is normally entitled to claim a refund of the difference between the tax payable on the grossed up dividend and the tax paid by the company distributing the dividend.

9.3. Tax on Capital Gains

In accordance with current legislation, if and for as long as the Shares are listed on the Malta Stock Exchange, no tax on capital gains is payable in Malta on any transfer of these Shares.

9.4. Duty on Documents and Transfers

In accordance with current legislation, if and for as long as the Shares are listed on the Malta Stock Exchange, no duty on documents and transfers (stamp duty) is payable in Malta on any transfer of these Shares.

THE INFORMATION ABOVE IS BASED ON TAX LAW AND PRACTICE APPLICABLE AT THE DATE OF THIS PROSPECTUS. SHAREHOLDERS ARE REMINDED THAT TAX LAW AND PRACTICE AND THE LEVELS OF TAX RELATING TO THE COMPANY AND ITS SHAREHOLDERS MAY CHANGE FROM TIME TO TIME. SHAREHOLDERS ARE URGED TO SEEK PROFESSIONAL ADVICE AS REGARDS BOTH MALTESE AND ANY FOREIGN TAX LEGISLATION APPLICABLE TO THE ACQUISITION, HOLDING AND DISPOSAL OF THE SHARES, AS WELL AS DIVIDEND PAYMENTS MADE BY THE COMPANY. THIS INFORMATION, WHICH DOES NOT CONSTITUTE LEGAL OR TAX ADVICE, REFERS ONLY TO SHAREHOLDERS WHO DO NOT DEAL IN SECURITIES IN THE COURSE OF THEIR NORMAL TRADING ACTIVITY.

10. DOCUMENTS ON DISPLAY

For the duration period of this Prospectus the following documents shall be available for inspection at the registered address of the Company:

- (a) Memorandum and Articles of Association of the Company;
- (b) the Historical Financial Information of the Company for each of the financial years ended 30 September 2005, 30 September 2006 and 30 September 2007;
- (c) the Profit Forecasts for the financial year ending 30 September 2008;
- (d) the Prospectus;
- (e) the Share Purchase Agreement; and
- (f) the Postmaster General Agreement.

The documents listed under (a), (b), (c) and (d) are also available for inspection in electronic form on the Company's website at www.maltapost.com.

ANNEX 1

TERMS AND CONDITIONS

1. The contract created by the acceptance of an Application shall be subject to the terms and conditions set out herein. If any Application is not accepted, or if any Application is accepted for fewer Shares than those applied for, the Application monies or the balance of the amount paid on Application will be returned without interest by direct credit into the Applicant's bank account as indicated by the Applicant on the Application Form within five (5) Business Days from the date of the final allocation.
2. Subject to all other terms and conditions set out in the Prospectus, the Offeror 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 Registrar, 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.

In the case of joint Applications, reference to the Applicant in these Terms and Conditions is a reference to each Applicant, and liability therefore is joint and several. Furthermore, as joint applicants, each warrant that he/she has only submitted one Application in his/her name.

3. By completing and delivering an Application Form you (as the Applicant(s)):
 - a. **irrevocably** offer to purchase the number of Shares specified in your Application Form (or any smaller number for which the Application is accepted) at the Share Offer Price, subject to the provisions of the Prospectus, these Terms and Conditions and the Memorandum and Articles of Association of the Company;
 - b. authorise the Registrar and the Directors to include your name, or in the case of joint Applications, the first named applicant, in the register of Members of the Company, in respect of the Shares allocated to you;
 - c. agree that you will receive a refund of unallocated Application monies, without interest, by direct credit, into the bank account indicated by you in the Application Form;
 - d. warrant that your remittance will be honoured on first presentation and agree that, if such remittance is not so honoured, you will not be entitled to receive a registration advice, or to be registered in the register of Members or to enjoy or receive any rights in respect of such Shares unless and until you make payment in cleared funds for such Shares and such payment is accepted by the Registrar (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 Registrar of such late payment in respect of such Shares, the Company may (without prejudice to other rights) treat the agreement to allocate such Shares as void and may allocate such Shares to any other person, in which case you will not be entitled to any refund or payment in respect of such Shares (other than return of such late payment);
 - e. 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 1994 (and regulations made thereunder), and that such monies will not bear interest;
 - f. agree that all Applications, acceptance 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 Company to bring any action, suit or proceeding arising out of or in connection with any such Applications, acceptance of Applications and contracts in any other manner permitted by law in any court of competent jurisdiction;

- g. 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 Terms and 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;
- h. agree that all documents in connection with the Offer and any returned monies will be sent at your risk and may be sent by post at the address set out in the Application Form;
- i. agree that, having had the opportunity to read the Prospectus, you shall be deemed to have had notice of all information and representations concerning the Company and the Offer contained therein;
- j. confirm that in making such Application you are not relying on any information or representation in relation to the Company or the Offer other than those contained in the Prospectus and you accordingly agree that no person responsible, solely or jointly, for the Application or any part thereof, will have any liability for any such other information or representation;
- k. confirm that you have reviewed and you will comply with the restriction contained in paragraph (t) and the warning in paragraph 4 below;
- l. 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;
- m. agree that such Application Form is addressed to the Company and that in respect of those Shares for which your Application has been accepted, you shall receive a registration advice confirming such acceptance;
- n. confirm that in the case of a joint Application the first named Applicant shall be deemed the holder of the Shares;
- o. agree to provide the Registrar with any information which it may request in connection with your Application(s);
- p. agree that the Sponsor will not, in its capacity of sponsoring stockbroker, treat you as its customer by virtue of your making an application for Shares or by virtue of your Application to purchase Shares being accepted and it will not owe you any duties or responsibilities concerning the price of the Shares or their suitability for you;
- q. 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 Company or the Registrar acting in breach of the regulatory or legal requirements of any territory in connection with the Offer or your Application;
- r. warrant that if you are a non-resident any funds accompanying your Application emanate from a foreign source or foreign currency account held in Malta;
- s. 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 Offer from within the United States of America, its territories or its possessions, any State of the United States of America or the District of Columbia (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 with your Application Form; and

- t. The Shares 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.
- 4. No person receiving a copy of the Prospectus or any part thereof 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.
- 5. Within five (5) Business Days of the closing of the subscription lists, the Company either directly or through the Registrar shall determine and announce the basis of acceptance of applications and allocation policy to be adopted.
- 6. Save where the context requires otherwise, terms defined in the Prospectus bear the same meaning when used in these Terms and Conditions of Application, in the Application Form and in any other document issued pursuant to the Prospectus.
- 7. The Offer will open at 08.30 hours on the 15 January 2008 and will close as soon thereafter as may be determined by the Registrar but not later than 15.00 hours on the 18 January 2008.
- 8. Registration, Replacement, Transfer and Exchange
 - a. A register of the Shares will be kept by the Company at the Central Securities Depository ("CSD") of the Exchange, wherein there will be entered the names and addresses of the shareholders and particulars of the Shares held by them respectively, and a copy of such register will be open to inspection at the registered office of the Company during business hours.
 - b. Shares shall be issued in uncertificated form and shall be maintained in book-entry form at the CSD of the Malta Stock Exchange. The Shares shall accordingly be evidenced by a book-entry in the register of shareholders held by the CSD. The CSD will issue on an annual basis or at such other intervals as the Malta Stock Exchange Bye-Laws shall from time to time determine a statement of holdings to Shareholders evidencing their entitlement to Shares held in the register kept by the CSD.
 - c. A Share may be transferred only in whole in accordance with the rules and procedures applicable from time to time at the Malta Stock Exchange.
 - d. Any person becoming entitled to Share/s in consequence of the death or bankruptcy of a shareholder may, upon such evidence being produced as may from time to time properly be required by the Company or the Malta Stock Exchange, elect either to be registered himself/herself as holder of the Share or to have some person nominated by him/her registered as the transferee thereof. If the person so becoming entitled shall elect to be registered himself/herself, he/she shall deliver or send to the Company a notice in writing signed by him/her stating that he/she so elects. If he/she shall elect to have another person registered he/she shall testify his/her election by executing to that person a transfer of that/those Share/s.
 - e. All transfers and transmissions are subject in all cases to any pledge (duly constituted) of the Shares and to any applicable laws and regulations.
 - f. The cost and expenses of effecting any exchange or registration of transfer or transmission, except for the expenses of delivery by other than regular mail (if any), and except, if the Company shall so require, for 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 shareholder.

ANNEX 2

FINANCIAL INTERMEDIARIES

Members of the Malta Stock Exchange

Atlas Investment Services Ltd Abate Rigord Street, Ta Xbiex, XBX 1121	Tel: 2132 2590 www.atlas.com.mt	Fax: 2132 2584
Bank of Valletta p.l.c. Financial Markets & Investments Division, BOV Centre, Cannon Road, Santa Venera, SVR 9030	Tel: 2131 2020 www.bov.com	Fax: 2275 3348
Calamatta Cuschieri & Co. Ltd 5th Floor, Valletta Buildings, South Street, Valletta, VLT 1103	Tel: 2568 8688 www.cc.com.mt	Fax: 2568 8256
Charts Investment Management Services Ltd 18A, Third Floor, Europa Centre, Floriana, FRN 1400	Tel: 2122 4106 www.charts.com.mt	Fax: 2124 1101
Curmi & Partners Ltd Finance House, Princess Elizabeth Street, Ta Xbiex, XBX 1102	Tel: 2134 7331 www.curmiandpartners.com	Fax: 2134 7333
Financial Planning Services Ltd 4, Marina Court, G Cali Street, Ta Xbiex, XBX 1421	Tel: 2134 4255	Fax: 2134 1202
FINCO Treasury Management Ltd Level 5, The Mall Complex, The Mall, Floriana, FRN 1470	Tel: 2122 0002 www.fincotrust.com	Fax: 2124 3280
GlobalCapital Financial Management Ltd Operation Centre, Balzan Valley Road, Balzan, BZN 1409	Tel: 2131 0088 www.globalcapital.com.mt	Fax: 2328 2207
Hogg Capital Investments Ltd Regent House, Level 3, Suite 33, Bisazza Street, Sliema, SLM 1641	Tel: 2132 2872 www.hoggcapital.com	Fax: 2134 2760
HSBC Stockbrokers (Malta) Ltd 233, Republic Street Valletta, VLT 1116	Tel: 2597 2241 www.hsbcmalta.com	Fax: 2597 2494
Rizzo, Farrugia & Co. (Stockbrokers) Ltd Airways House, Third Floor, High Street, Sliema, SLM 1549	Tel: 2258 3000 www.rfstockbrokers.com	Fax: 2131 0671

Investment Services Providers

APS Bank Ltd
17, Republic Street,
Valletta, VLT 1111

Tel: 2559 3400 Fax: 2559 3167
www.apsbank.com.mt

Crystal Finance Investments Ltd
6, Freedom Square,
Valletta, VLT 1011

Tel: 2122 6190 Fax: 2122 6188
www.crystal.com.mt

D. B. R. Investments Ltd
Deber, Nigret Road,
Zurrieq, ZRQ 3172

Tel: 2164 7763 Fax: 2164 7765

Epic Financial Services Ltd
Burmarrad Road,
Burmarrad, SPB 9064

Tel: 21572010 Fax: 21571998
www.epicdirect.com

Growth Investments Ltd
Middlesea House,
Floriana, FRN 1442

Tel: 2123 4582 Fax: 2124 9811
www.growthinvestmentsonline.com

HSBC Bank Malta p.l.c.
233, Republic Street
Valletta, VLT 1116

Tel: 2597 2209 Fax: 2597 2475
www.hsbcmalta.com

Island Financial Services Ltd
Insurance House, Salvu Psaila Street,
Birkirkara, BKR 9078

Tel: 2385 5555 Fax: 2385 5238
www.islandins.com

Jesmond Mizzi Financial Services Ltd
67, Flat 3, South Street,
Valletta, VLT 1105

Tel: 2122 4410 Fax: 2122 3810
www.jmfs.net

Joseph Scicluna Investment Services Ltd
Level 3, Bellavista Court, Gorg Borg Olivier Street,
Gozo, VCT 2517

Tel: 2156 5707 Fax: 2156 5706

Lombard Bank Malta p.l.c.
67, Republic Street,
Valletta, VLT 1117

Tel: 2124 8411 Fax: 2558 1150
www.lombardmalta.com

MFSP Financial Management Ltd
220 Immaculate Conception Street
Msida, MSD 1838

Tel: 21322200 Fax: 21332190

Michael Grech Financial Investment Services Ltd
No 1 Mican Court, J.F.Kennedy Square,
Victoria Gozo, VCT 2580


Tel: 2155 4492 Fax: 2155 9199
www.michaelgrechfinancial.com

MZ Investment Services Ltd
PO Box 24 or 55, MZ house, St. Rita Street
Rabat, RBT1523

Tel: 2145 3739 Fax: 2145 3407
www.mzinvestments.com

ANNEX 3

APPLICATION FORM

	MALTAPOST P.L.C. Offer of 11,200,000 Ordinary Shares in MaltaPost P.L.C. at a Share Offer Price of €0.50 (Lm0.21465) per Share.	Application Form Number <div style="border: 1px solid black; height: 40px; width: 100%;"></div>																
APPLICATION FORM																		
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																		
B	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">TITLE (Mr/Mrs/Ms/...)</td> <td colspan="3">FULL NAME & SURNAME / REGISTERED NAME</td> </tr> <tr> <td colspan="4">ADDRESS</td> </tr> <tr> <td colspan="3"></td> <td>POST CODE</td> </tr> <tr> <td>MSE A/C No. (if applicable)</td> <td>ID CARD / PASSPORT / CO. REG. NO.</td> <td>TEL. NO</td> <td>MOBILE NO</td> </tr> </table>		TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME / REGISTERED NAME			ADDRESS							POST CODE	MSE A/C No. (if applicable)	ID CARD / PASSPORT / CO. REG. NO.	TEL. NO	MOBILE NO
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			POST CODE															
MSE A/C No. (if applicable)	ID CARD / PASSPORT / CO. REG. NO.	TEL. NO	MOBILE NO															
C ADDITIONAL (JOINT) APPLICANTS (SEE NOTE 2) (please use additional form if space is not sufficient)																		
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">TITLE (Mr/Mrs/Ms/...)</td> <td colspan="2">FULL NAME & SURNAME</td> <td>ID CARD / PASSPORT NO.</td> </tr> <tr> <td>TITLE (Mr/Mrs/Ms/...)</td> <td colspan="2">FULL NAME & SURNAME</td> <td>ID CARD / PASSPORT NO.</td> </tr> </table>			TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME		ID CARD / PASSPORT NO.	TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME		ID CARD / PASSPORT NO.							
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D MINOR'S PARENTS / LEGAL GUARDIAN/S (SEE NOTE 4) (to be completed ONLY if the Applicant is a minor)																		
(i)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">TITLE (Mr/Mrs/Ms/...)</td> <td colspan="2">FULL NAME & SURNAME</td> <td>ID CARD / PASSPORT NO.</td> </tr> </table>			TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME		ID CARD / PASSPORT NO.											
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E I/WE APPLY TO PURCHASE AND ACQUIRE (SEE NOTES 7 AND 8): <table style="width: 100%;"> <tr> <td style="width: 50%; border: 1px solid black; padding: 2px;">NUMBER OF SHARES IN FIGURES (minimum 2,000 shares)</td> <td style="width: 50%; border: 1px solid black; padding: 2px;">NUMBER OF SHARES IN WORDS</td> </tr> </table> <p style="font-size: small;">Ordinary Shares in MaltaPost p.l.c. (minimum 2,000 Shares and in multiples of 100 Shares thereafter) or any smaller number of Shares for which this Application may be accepted at the Share Offer Price as defined in the Prospectus dated 2 January 2008 payable in full upon application under the terms and conditions as defined in the said Prospectus and subject to the Memorandum and Articles of Association of MaltaPost p.l.c.</p> <table style="width: 100%; margin-top: 10px;"> <tr> <td style="width: 60%; border: 1px solid black; padding: 2px;">AMOUNT PAYABLE</td> </tr> <tr> <td style="text-align: center; font-size: 1.2em;">€</td> </tr> </table>				NUMBER OF SHARES IN FIGURES (minimum 2,000 shares)	NUMBER OF SHARES IN WORDS	AMOUNT PAYABLE	€											
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F REFUND / DIVIDEND MANDATE (SEE NOTE 9) <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">BANK</td> <td style="width: 30%;">BRANCH</td> <td style="width: 40%;">ACCOUNT NUMBER</td> </tr> </table>				BANK	BRANCH	ACCOUNT NUMBER												
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G 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 2 January 2008 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. <div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div style="width: 45%;"> <p style="text-align: center;">_____ Signature/s of Applicant/s</p> <p style="font-size: x-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)</p> </div> <div style="width: 45%;"> <p style="text-align: center;">_____ Date</p> </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div style="width: 45%; border: 1px solid black; height: 60px; position: relative;"> <div style="position: absolute; bottom: 5px; left: 5px; font-size: x-small;">Financial Intermediary's Rubber Stamp</div> </div> <div style="width: 45%; border: 1px solid black; padding: 10px;"> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25px; height: 25px; border: 1px solid black;"></td> <td style="width: 25px; height: 25px; border: 1px solid black;"></td> <td style="width: 25px; height: 25px; border: 1px solid black;"></td> <td style="width: 25px; height: 25px; border: 1px solid black;"></td> </tr> </table> <p style="text-align: center; font-size: x-small;">Financial Intermediary's Code</p> </div> </div>																		

Notes on how to complete this Application Form and other information.

The following notes are to be read in conjunction with the Prospectus dated 2 January 2008

1. The Application Form is to be completed in BLOCK LETTERS.
2. 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 inserted 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 Shares.
3. Non-Resident applicants must indicate their passport number in Panel B. Applications must be accompanied by the corresponding amount in euro of the Shares applied for.
4. In the case of an Applicant who is a minor, the word ‘minor’ must be indicated in Panel B next to the Applicant’s name and the relative box in Panel A must also be marked. A Public Registry birth certificate must be attached to the Application Form. The birth certificate is not required if the minor already holds securities which are listed on the Malta Stock Exchange (MSE). The Application Form must be signed by both parents or by the legal guardian/s. (Any refund or dividends will be made payable to the parent / legal guardian named in Panel D (i) until such time as the Company is notified that the minor named in Panel B has attained the age of 18). The address to be inserted in Panel B is to be that of the parent / legal guardian.
5. 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.
6. Applicants who hold securities on the MSE are to indicate their MSE account number. If details shown on this Application Form differ from the existing account details at the MSE, a new MSE account may be opened for this Application.
7. Applications must be for a minimum of 2,000 shares and thereafter in multiples of 100 shares.
8. Payment in euro may be made by cheque drawn on a Maltese Bank or by a banker’s draft payable to ‘The Registrar – MaltaPost p.l.c. Share Offering’. In the event that cheques accompanying Application Forms are not honoured on their first presentation, the Company, the Offeror and the Registrar reserve the right to invalidate the relative Application.
9. Applicants will receive any refund or dividends directly in a bank account held in Malta in euro and such choice is to be indicated by completing the mandate in Panel F.
10. Subscription lists will open at 08.30 on 15 January 2008 and will close at 15.00 on 18 January 2008. The Offeror reserves the right, however, to close the Offer before 18 January 2008 in the event of over-subscription. Any Applications received by the Registrar after the subscription lists close will be rejected.
11. Completed Application Forms are to be lodged with any Financial Intermediary (listed in the Prospectus) during normal office hours. Remittances by post are made at the risk of the Applicant and the Offeror disclaims all responsibility for any such remittances not received by the closing of the subscription lists.
12. The Offeror reserves the right to refuse any Application which appears to be in breach of the terms and conditions of the Offer as contained in the Prospectus.
13. The terms used in this Application Form have the same meaning as that assigned to them in the Prospectus.
14. The Company and / or the Offeror may process the personal data which the Applicant provides in the Application Form, for all purposes necessary for and related to the Offer applied for, in accordance with the Data Protection Act, 2001. The Applicant has the right to request access to and rectification of the personal data relating to him / her as processed by the Offeror and /or the Company. Any such requests must be made in writing and sent to the Company at the address indicated in the Prospectus. The request must further be signed by 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. An investor should seek advice from an independent investment advisor licensed under the Investment Services Act (Cap.370 of the laws of Malta).