

# REGISTRATION DOCUMENT

Dated  
31/01/2017

## QUASAR SYSTEM S.A.

A LIMITED COMPANY (SOCIÉTÉ ANONYME) INCORPORATED UNDER THE  
LAWS OF LUXEMBOURG  
WITH COMPANY REGISTRATION NUMBER B 140672  
AND WITH REGISTERED OFFICE AT 10, RUE ANTOINE JANS, L-1820,  
LUXEMBOURG

**LISTING AGENT:**

**AGENT:**



INTEGRA PRIVATE WEALTH  
INVESTMENT SOLUTIONS

alterDomus\*

## IMPORTANT INFORMATION

This document constitutes a Registration Document within the terms of Directive 2003/71/EC of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC (as amended from time to time by various instruments, including by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010).

The Registration Document contains information in respect of QUASAR SYSTEM S.A. (the “**Issuer**”) and it has been prepared in accordance with the requirements of the Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (as amended from time to time by various instruments, including by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June, 2012, Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 and Commission Delegated Regulation (EU) No. 2016/301 of 30 November 2015).

This Registration Document is valid for a period of twelve (12) months and may be supplemented from time to time to reflect any significant new factor, material mistake or inaccuracy relating to the information included in it or otherwise as required or permitted by the Prospectus Directive and the Listing Rules, as defined hereinafter.

This Registration Document shall be valid in connection with issues of debt securities (the “**Securities**”) by the Issuer over the period of twelve (12) months from its approval.

This Registration Document contains all information which is necessary to enable investors to make an informed assessment of the financial position and prospects of the Issuer. Some of this information is incorporated by reference from other documents, as set out under the heading “Documents available and incorporated by reference” in section 13 of this Registration Document (the “**Reference Documents**”). You should read the Reference Documents together with this Registration Document. Reference Documents will be made available as provided in the said section 13.

The directors of the Issuer (the “**Directors**”) confirm that where information included in this Registration Document has been sourced from a third party, such information has been accurately reproduced and as far as the Directors of the Issuer are aware and are able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Information relating to an issue of Securities, including the contractual terms governing the same, will be comprised in a separate Securities Note, which should always be read in conjunction with this Registration Document and any Supplement thereto and hereto.

The Issuer accepts responsibility for the information contained in this Registration Document. The Issuer confirms that, to the best of its knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this

Registration Document is in accordance with the facts and contains no omission likely to affect the import of such information.

None of the advisors or any person mentioned in this Registration Document, other than the Issuer and its Directors, shall be responsible for the information contained in this Registration Document, in any Supplement, and in any Reference Documents, and accordingly, to the extent permitted by the laws of any relevant jurisdiction, none of these persons, other than the Issuer and its Directors, accepts any responsibility as to the accuracy and completeness of the information contained in any of these documents.

All and any advisors to the Issuer have acted and are acting exclusively for the Issuer in relation to this Registration Document and such advisors have no contractual, fiduciary or other obligation or responsibility towards any other person generally and will accordingly not be responsible to any investor or any other person whomsoever in relation to the contents of and any information contained in this Registration Document, its completeness or accuracy or any other statement made in connection therewith. Each person receiving this Registration Document acknowledges that such person has not relied on any of the above-mentioned advisors in connection with its investigation of the accuracy of such information or its investment decision and each person must rely on its own evaluation of the Issuer and the relevant Securities and the merits and risks involved in the investing in such Securities.

This Registration Document is not and does not purport to represent investment advice.

No broker, dealer, salesman or other person has been authorised by the Issuer to publish or issue any advertisement or to give any information or to make any representations in connection with the Issuer and/or the Securities, other than as contained in the Prospectus, and if issued, given or made, such advertisement, information or representation must not be relied upon as having been authorised by the Issuer.

The Issuer has obtained all necessary consents, approvals and authorisations (if any) which are necessary in Luxembourg and Malta at the date of this Registration Document and the terms hereof were authorised by a resolution of the general meeting held on 5<sup>th</sup> January 2017. The issue of this Registration Document was authorised by a resolution of the Directors approved on 5<sup>th</sup> January 2017, provided that the issuance of any Securities must be previously approved by the general meeting of the Company.

A copy of this Registration Document has been submitted to the Listing Authority and to the EWSM in satisfaction of the Listing Rules.

The Registration Document has been approved by the Listing Authority (meaning the MFSA acting in its capacity as Listing Authority in terms of the Financial Markets Act, Chapter 345 of the laws of Malta) as competent authority under and for the purposes of the Prospectus Directive. The Listing Authority only approves this Registration Document as meeting the disclosure requirements imposed under Maltese and European Union law pursuant to the Prospectus Directive.

This Registration Document has been approved by the Listing Authority as a registration document issued in compliance with the Prospectus Directive for the purpose of giving information with regard to the Issuer.

**The Listing Authority accepts no responsibility for the contents of this Registration**

**Document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss however arising from, or in reliance upon, the whole or any part of the contents hereof.**

The contents of this Registration Document have not been reviewed or approved by any regulatory authority, other than the Listing Authority.

**Statements made in this Registration Document are, except where otherwise stated, based on the law and practice currently in force in Luxembourg (in respect of statements relating to the Issuer) and in Malta (in respect of statements relating to the approval of this Registration Document by the Listing Authority or the listing of the Securities on the EWSM in Malta or in so far as relates to the compliance of such statements with the requirements of the Prospectus Directive as transposed into Maltese law) and are subject to changes therein.**

Without prejudice to the Issuer's obligations under applicable rules and regulations, the delivery of this Registration Document shall not create any impression that information therein relating to the Issuer is correct, accurate or complete at any time subsequent to the date hereof, or that there has not been any change (including adverse change) thereto at any time subsequent to such date.

All capitalised terms used will be defined in this Registration Document.

This Registration Document can only be used for the purposes for which it has been published.

**This Registration Document will be published in electronic form on the website of the Listing Authority and is also available, in printed form, free of charge, from the registered office of the Issuer and the Agent.**

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## 1. DEFINITIONS

In this Registration Document, unless the context otherwise requires, the following terms shall have the respective meanings set out below:

<b>AC Europe</b>	Advanced Capital Europe SA, a holding company established in Luxembourg with registration number B90587 and having registered address at 56, Rue Glesener, L-1630 Luxembourg, the main asset of which is the 100% participation in Advanced Capital SGR SpA, a company established in Italy having registered address at Via della Spiga, 30, Milan 20121, Italy (R.E.A. 1751411) which operates as a private equity fund manager;
<b>AC Underlying Shares</b>	33,685 ordinary shares in AC Europe, underlying the PPLNs;
<b>Agent</b>	in respect of any issue of Securities by the Issuer, shall have the meaning ascribed to it in the respective Securities Note;
<b>Articles</b>	the updated articles of association of the Issuer in force at the time of approval of this Registration Document;
<b>Board or Directors or Board of Directors</b>	the directors of the Issuer whose names and addresses are set out under the heading “Board of Directors” in section 9.1 of this Registration Document;
<b>Euro or €</b>	the lawful currency of the Eurozone, being the region comprised of Member States of the European Union (including Malta) that have and continue to adopt the single currency in accordance with the Treaty establishing the European Community, as amended by the Treaty on European Union and by the Treaty of Amsterdam;;
<b>EWSM or European Wholesale Securities Market</b>	the European Wholesale Securities Market Limited of Garrison Chapel, Castille Place, Valletta VLT 1603, Malta;
<b>Issuer</b>	QUASAR SYSTEM S.A. whose registered office is situated at 10, Rue Antoine Jans, L-1820, Luxembourg;
<b>Listing Agent</b>	Integra Private Wealth Limited, a company incorporated in Malta with registered office at 228, Tower Road, Sliema SLM 1601, Malta;
<b>Listing Authority</b>	the MFSA, appointed as Listing Authority for the EWSM for the purposes of the Financial Markets Act (Chapter 345 of the Laws of Malta);
<b>Listing Rules</b>	the Listing Rules issued by the Listing Authority for the European Wholesale Securities Market;
<b>MFSA or Malta</b>	the Malta Financial Services Authority, incorporated in terms of

<b>Financial Services Authority</b>	the Malta Financial Services Authority Act (Cap. 330 of the Laws of Malta);
<b>Original Bonds</b>	the one hundred and fifty two (152) Convertible Callable Zero Coupon Bonds named "AC CONVERTIBLE CALLABLE Zero Coupon Bond" due 2021, each having a nominal value of €250,000, with a total nominal value of €38,000,000.00, which were issued by the Issuer on the basis of the offer and the terms and conditions contained in the prospectus composed of a registration document and a securities note both dated 27 <sup>th</sup> May 2015, as subsequently supplemented by a supplement dated 17 <sup>th</sup> November 2015;
<b>Profit Participating Loan Notes or PPLNs</b>	the twenty four million three hundred and twenty nine thousand nine hundred and eighty five euro (€24,329,985) in nominal value of Profit Participating Loan Notes issued by Rainbow, and currently held by the Issuer, within the securitization compartment named "AC" and having the AC Underlying Shares as underlying;
<b>Prospectus</b>	collectively, the Registration Document and the Securities Note;
<b>Prospectus Directive</b>	Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC (as amended from time to time by various instruments, including by Directive 2010/73/EU of the European Parliament and of the Council of 24 November 2010);
<b>Prospectus Regulation</b>	the Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (as amended from time to time by various instruments, including by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June, 2012, Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 and Commission Delegated Regulation (EU) No. 2016/301 of 30 November 2015);
<b>Rainbow</b>	Rainbow Finance S.A., a securitization company established in Luxembourg, with registration number B150784 and having registered address at 10, Rue Antoine Jans, L-1820, Luxembourg;
<b>Reference Documents</b>	the documents listed in section 13 under the heading "Documents available and incorporated by reference";
<b>Registration Document</b>	this registration document issued by the Issuer (including the Reference Documents and any Supplements thereto issued

	and published from time to time), forming part of the Prospectus;
<b>Securities</b>	debt securities which may be issued by the Issuer over the period of twelve (12) months from the approval of this Registration Document, which are subject to the requirement to draw up and publish a prospectus in terms of the Prospectus Directive;
<b>Securities Note</b>	any securities note which may be issued and published by the Issuer from time to time in connection with the issue of any Securities and in accordance with the requirements of the Prospectus Directive (including any documents incorporated by reference therein and any supplements thereto issued and published from time to time), forming part of the Prospectus;
<b>Supplement</b>	any supplement to this Registration Document dated 31/01/2017 which may be issued from time to time by the Issuer;
<b>Taliti</b>	Taliti Funds SICAV p.l.c., a multi-fund public investment company with variable share capital established in Malta, with registration number SV 185 and having registered office at Level 1, Blue Harbour Business Centre, Ta' Xbiex Yacht Marina, Ta' Xbiex, Malta, which has established a number of distinct sub-funds in terms of Maltese law, including the sub-fund by the name of Crystal Fund;
<b>Taliti Private Placement Bond</b>	the private placement interest-free bond of a principal amount of sixteen million, six hundred and forty five thousand nine hundred and seventy nine euro (€16,645,979), issued by the Issuer to Taliti for the account of the Crystal Fund on 16 <sup>th</sup> October 2015.

A reference to a 'person' in this Registration Document includes any person, firm, company, corporation, government, state or agency of a state or any association, trust or partnership (whether or not having separate legal personality) of two or more of the foregoing.

A reference in this Registration Document to a provision of law is a reference to that provision as amended or re-enacted.

References in this Registration Document to a company or entity shall be deemed to include a reference to any successor or replacement thereto.



## **2. RISK FACTORS**

### **2.1 General**

AN INVESTMENT IN THE ISSUER INVOLVES CERTAIN RISKS INCLUDING BUT NOT LIMITED TO THOSE DESCRIBED BELOW. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER, WITH THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISORS, THE FOLLOWING RISK FACTORS AND THOSE DISCLOSED IN THE SECURITIES NOTE AND OTHER INVESTMENT CONSIDERATIONS AS WELL AS ALL THE OTHER INFORMATION CONTAINED IN THE PROSPECTUS BEFORE DECIDING TO MAKE AN INVESTMENT IN THE ISSUER. SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR AND THE ISSUER IS NOT IN A POSITION TO EXPRESS A VIEW ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING.

IF ANY OF THE RISKS DESCRIBED BELOW WERE TO MATERIALISE, THEY COULD HAVE A SERIOUS EFFECT ON THE ISSUER'S FINANCIAL RESULTS, TRADING PROSPECTS AND THE ABILITY OF THE ISSUER TO FULFIL ITS OBLIGATIONS UNDER THE SECURITIES ISSUED BY IT FROM TIME TO TIME.

THE RISKS AND UNCERTAINTIES DESCRIBED BELOW ARE THOSE THAT THE DIRECTORS BELIEVE TO BE MATERIAL AS AT THE DATE HEREOF, BUT THESE RISKS AND UNCERTAINTIES MAY NOT BE THE ONLY ONES THAT THE ISSUER FACES. ADDITIONAL RISKS AND UNCERTAINTIES, INCLUDING THOSE WHICH THE ISSUER'S DIRECTORS ARE NOT CURRENTLY AWARE OF OR DO NOT DEEM MATERIAL, MAY WELL RESULT IN A MATERIAL IMPACT ON THE FINANCIAL CONDITION AND OPERATIONAL PERFORMANCE OF THE ISSUER. ACCORDINGLY PROSPECTIVE INVESTORS SHOULD MAKE THEIR OWN INDEPENDENT EVALUATION OF ALL RISK FACTORS, AND SHOULD CONSIDER ALL OTHER SECTIONS IN THIS DOCUMENT AND IN THE PROSPECTUS BEFORE INVESTING. IN ADDITION, PROSPECTIVE INVESTORS OUGHT TO BE AWARE THAT RISKS MAY BE AMPLIFIED DUE TO A COMBINATION OF RISK FACTORS.

THE SEQUENCE IN WHICH THE RISKS BELOW ARE LISTED IS NOT INTENDED TO BE INDICATIVE OF ANY ORDER OF PRIORITY OR OF THE EXTENT OF THEIR CONSEQUENCES.

### **2.2 Forward-looking statements**

This document includes statements that are or may be deemed to be "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including but not limited to the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements are based purely on the intentions, beliefs or current expectations of the Issuer and/or the Directors. There can be no assurance that the results and events contemplated by the forward-looking statements contained herein will occur.

Forward-looking statements, by their very nature, involve substantial uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, many of which are beyond the Issuer's control. Forward-looking

statements are not guarantees of future performance and should therefore not be construed as such. The Issuer's actual results of operations and financial condition may, as a result of many different factors, differ materially from the impression created by the forward-looking statements contained in this document. In addition, even if the results of operations and financial condition of the Issuer are consistent with the forward-looking statements contained in this document, those results or developments may not be indicative of results or developments in subsequent periods.

Subject to its legal and regulatory obligations (including those under the Listing Rules), the Issuer and its Directors expressly disclaim any obligations to update or revise any forward-looking statement contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based.

## **2.3 Risks Relating to the Issuer**

### **Special Purpose Vehicle and Limited Operating History**

The Issuer is established under the law of Luxembourg with the following corporate purpose:

*“to take holdings, in whatsoever form they may be, in any Luxembourg or foreign companies, and to acquire securities of all sorts by purchase or in any other way and to dispose of them by way of sale, exchange or otherwise, to borrow, to advance funds on loans and to manage and develop those holdings.*

*The Company [i.e. the Issuer] may participate in the creation and development of any company or enterprise and may grant them any assistance. In general, it may take any measures of control and surveillance and perform all operations it deems useful to realising and developing its object, without benefiting from the Law of 31 July 1929 on holding companies”.*

The Issuer has to date operated as a special purpose vehicle for the purpose of issuing securities. The Issuer was incorporated on the 6th August 2008, but has started operations only in 2015, and therefore has a limited operating history that can be evaluated as a basis for the Issuer's potential performance.

### **Limited Source of Funds for Payments to holders of Securities; Securities not Guaranteed or Secured**

The Issuer is a relatively low capitalised company and is not expected to have assets available for payments due under Securities issued by it other than the assets against which such Securities or payments thereunder are backed and/or secured, or assets into which such Securities are convertible, and any payments received by the Issuer in respect of such assets, all as described in the relevant Securities Note. There can be no assurance that there will be sufficient funds received or available to the Issuer to enable the Issuer to make payments or repayments of interest, principal or otherwise due under the Securities, in whole or in part. This risk is further aggravated if there are other creditors of the Issuer, whose debts must be satisfied out of the same payments and assets, especially if their claims against the Issuer are secured over such assets or payments or otherwise rank in priority to those of holders of Securities. Unless otherwise specified in the respective Securities Note, obligations under the Securities will not be guaranteed or secured, and holders of Securities will not have a lawful right

of preference to get payment out of assets of the Issuer over other creditors.

### **No Current Income**

The Issuer's investment policies should be considered speculative as there can be no assurance that the Issuer's investments will generate a return sufficient for the Issuer to meet its obligations to holders of Securities.

The Issuer's current investments comprise the PPLNs which in turn are backed by and have as underlying the AC Underlying Shares, details of which are to be found further below and in the relevant Securities Note. Whilst by their nature the PPLNs are structured in such a way as to make periodical payments to the Issuer received from the underlying, there is no assurance that the AC Underlying Shares will generate or distribute any dividends or other payments in any given period.

Furthermore, the assets of the Issuer (including the PPLNs) may not be sufficiently liquid, and the Issuer may encounter difficulty in realizing the same at such time and price as may be necessary to raise funds to make payments on the Securities, whether on their maturity or otherwise. See "Liquidity Risk" below.

### **Concentration Risk**

Concentration risk may arise because of lack of diversification in the Issuer's business or investments that may lead to excessive exposure or concentration in one counterparty/issuer or group of connected counterparties/issuers. The Issuer operates as a special purpose vehicle and the Issuer's investments are not diversified. The PPLNs are expected to constitute its sole investment or substantial portion of its investment portfolio, at least for the foreseeable future. The PPLNs are in turn expected to be backed solely by the AC Underlying Shares. This means that the Issuer's financial position and its ability to meet its obligations to holders of Securities will be heavily dependent on AC Europe's operations and its ability to generate a dividend or return or appreciation in value of its equity for its shareholders, including Rainbow (as issuer of the PPLNs) and indirectly to the Issuer, as holder of the PPLNs.

### **Credit risk**

This is the current or prospective risk arising from a debtor's or obligor's failure to meet a commitment that it has entered into and agreed with the Issuer, including Rainbow's failure to make payments under the PPLNs. Any default or inability of debtors or obligors to pay amounts due to the Issuer may result in the inability of the Issuer to meet its obligations, in whole or in part, to the holders of Securities and its other creditors. The payment obligations of Rainbow towards the Issuer under the PPLNs are not secured and are limited recourse obligations of Rainbow, and payments received by Rainbow therefrom will first be used to satisfy creditors of the expenses attributable to the relevant securitization compartment created by Rainbow to which the PPLNs are allocated. Credit risk includes but is not limited to default risk, counterparty risk, cross border (or transfer) risk and credit concentration risk.

### **Liquidity risk**

The Issuer is also subject to liquidity risk, which is the risk that the Issuer may encounter

difficulty in raising funds to meet financial commitments and may be unable to meet its obligations as they become due. The ability of the Issuer to meet its obligations in respect of the Securities is dependent on, inter alia, the timely payment of any amounts due under the assets held by the Issuer, which amounts may not be fixed but may be dependent or referenced to underlying payments or circumstances beyond the control of the Issuer and also beyond the control of the issuer / obligor of these assets. The Issuer is subject to the risk of delay arising between the scheduled payment dates for interest, dividends or other distributions owed to the Issuer in respect of the assets held by it and the date of actual receipt of those payments, dividends or other distributions. Any delay in payments due to the Issuer as aforesaid could result in a delay in payments due by the Issuer to the holders of Securities. Liquidity risk may also result from an inability of the Issuer to realise a financial asset quickly at a price close to its fair value to finance its payment obligations.

### **Market risk**

The assets of the Issuer (including the PPLNs) and their underlying assets are or may be subject to normal market fluctuations and the risks inherent in investment in the international securities markets. There can be no assurance that these assets and underlying assets will appreciate in value or will not depreciate in value or produce the expected returns necessary for the Issuer to meet its obligations to the holders of Securities.

### **Dependence on the Board of Directors**

The Issuer has not appointed and is not considering to appoint an asset manager or other outside service provider to manage its assets. The selection and management of such assets and rights thereof (including rights to payments in respect thereof) will therefore be carried out by the Board of Directors, apart from their responsibility for the general management of the Issuer's affairs. Such selection and management activities of the Board of Directors will therefore have a significant effect on the ability of the Issuer to meet its obligations to holders of Securities.

### **Failure of Service Providers**

The Issuer is entirely reliant on its service providers who have agreed to provide the Issuer with a number of services, including services with respect to Securities and payments to be made thereunder and the listing thereof. Failure of any service provider to carry out its obligations to the Issuer could have a materially detrimental effect on the operations of the Issuer and potentially its ability to meet its obligations to the holders of Securities or on the rights of such holders.

### **Operational risk**

This risk covers the losses arising from inadequate or failed internal processes and systems, the inability to retain key personnel, employee misconduct and unforeseen external events. The Issuer also takes into consideration reputational risk. Such operational risks include incurring direct or indirect loss due to inadequate or inoperative internal control processes, staff errors, and/or illegal actions, IT system failures or external factors.

## **Regulatory risk**

This risk arises from a failure or inability to comply fully with the laws or regulations applicable to the Issuer. Non-compliance could lead to fines, public reprimands, damage to reputation, enforced suspension of operations or, in extreme cases, withdrawal of authorisation to operate (where applicable).

## **External Factors**

The Issuer is subject to certain risks inherent in the economy in general and other external factors which are beyond its control, including but not limited to changes in economic conditions and/or interest rates, business cycles, inflation volatility in financial markets and increased competitive pressure in the financial services sector. The returns on the assets of the Issuer (out of which payments to holders of Securities are to be made) may also be adversely affected by the political, social and economic climate in any relevant country.

## **Taxes on Assets**

Payments to and proceeds received by the Issuer in respect of any of its assets may be subject to withholding or other taxes. Such taxes may have a material bearing on the Issuer's capacity to honour its payment and other commitments in terms of the Securities.

## **3. PERSONS RESPONSIBLE**

All of the Directors, whose names appear under the heading "Board of Directors" in section 9.1 of this Registration Document, are the persons responsible for the information contained in this Registration Document and accept responsibility therefor.

To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

## **4. ADVISORS TO THE ISSUER AND STATUTORY AUDITORS**

### **Listing Agent**

Integra Private Wealth Limited  
228, Tower Road, Sliema SLM 1601, Malta  
[www.integra-pw.com](http://www.integra-pw.com)

### **Statutory Auditors**

IFG Audit S.A.  
Company Number B202014

Registered Address: 44, rue de Wiltz, L - 2734 Luxembourg

IFG Audit S.A. were appointed as external and independent auditors ('réviseur d'entreprises agréé') of the Issuer on 3<sup>rd</sup> May, 2016, for the purposes of auditing, and they have actually audited, the annual financial statements of the Issuer for the financial years ended 31 December 2013, 31 December 2014 and 31 December 2015.

Since 10 November 2014, SER.COM Sàrl (Company Number B117942, and with Registered Address at 19, Boulevard Grande-duchesse Charlotte, 1331, Luxembourg) have been appointed as 'commissaire aux comptes' of the Issuer.

## **5. INFORMATION ABOUT THE ISSUER**

The Issuer was registered in Luxembourg for an indefinite duration on the 21<sup>st</sup> July 2008 under the name QUASAR SYSTEM S.A.

### **5.1 Additional information about the Issuer:**

Legal & Commercial Name: QUASAR SYSTEM S.A.

Place of Registration and Domicile: Luxembourg

Registration number: B 140672

Legal Form: Limited Company (Société Anonyme)

Date of Incorporation: 21<sup>st</sup> July 2008

Legislation under which the Issuer operates: Luxembourg law

Registered Address: 10, Rue Antoine Jans, L-1820, Luxembourg

Phone Number: + 352 26 21 24 1

Fax Number: + 352 26 21 24 70

Contact Detail: Email: lbardelli@gta.lu

### **5.2 Recent events particular to the Issuer:**

In May 2015, the Issuer has offered and issued one hundred and fifty two (152) Convertible Callable Zero Coupon Bonds named "AC CONVERTIBLE CALLABLE Zero Coupon Bond" due 2021, each having a nominal value of €250,000, and for a total nominal value of €38,000,000.00 (the "Original Bonds"), on the basis of the offer and the terms and conditions contained in the prospectus composed of a registration document and a securities note both dated 27<sup>th</sup> May 2015, as subsequently supplemented by a supplement dated 17<sup>th</sup> November 2015. The Original Bonds have been admitted to listing and are currently listed on the EWSM in Malta. The said Prospectus has been approved by the MFSA in its capacity as Listing Authority under Maltese law and also in its capacity as competent authority under and for the purposes of the Prospectus Directive. The Original Bonds, which are zero-coupon bonds, were issued at a price of €112,500 each, namely at a price equivalent to 45% of their nominal value. The said Bonds were subscribed in full.

The net proceeds of the issue of the Original Bonds, were used by the Issuer to acquire part of the beneficial / economic interest of the AC Underlying Shares.

More specifically, the net proceeds of the issue of the Original Bonds, were used by the Issuer to partly finance the acquisition of twenty four million three hundred and twenty nine thousand nine hundred and eighty five euro (€24,329,985) in nominal value of profit participating loan

notes issued by Rainbow, which notes were backed by underlying assets comprising ordinary shares in AC Europe. These profit participating loan notes were so acquired by the Issuer from Taliti, acting for the account of its distinct sub-fund Crystal Fund, for a price of thirty three million seven hundred and forty five thousand nine hundred and seventy nine euro (€33,745,979), which price was based on an independent valuation of the said profit participating loan notes and their underlying procured a few months earlier by Rainbow. Such price was paid partly through a subscription 'in specie' of the Original Bonds by the said Taliti for the account of Crystal Fund, and the balance, namely an amount of sixteen million, six hundred and forty five thousand nine hundred and seventy nine euro (€16,645,979), was financed through the issue of an interest-free private placement bond of the same principal amount (the "Taliti Private Placement Bond") issued by the Issuer to the transferor of such notes, namely Taliti for the account of the Crystal Fund, at the relevant time.

As at the date hereof, the Issuer holds twenty four million three hundred and twenty nine thousand nine hundred and eighty five euro (€24,329,985) in nominal value of profit participating loan notes ("PPLNs") issued by Rainbow, which have as underlying the thirty three thousand six hundred and eighty five (33,685) ordinary shares in AC Europe (the "AC Underlying Shares"), and Rainbow is on the date hereof the registered holder of the said AC Underlying Shares on AC Europe's register of members. The said AC Underlying Shares are on the date hereof allocated to a segregated investment compartment established by Rainbow for the benefit of the Issuer (as holder of the PPLNs issued within such compartment) in terms of the securitization laws of Luxembourg. Through these PPLNs the Issuer therefore currently has the beneficial / economic interest of the said AC Underlying Shares

As a result, the Issuer's main assets as of the date hereof are the PPLNs (which have the AC Underlying Shares as underlying), and its main liabilities are those arising from the Original Bonds and those arising from the Taliti Private Placement Bond.

## **6. BUSINESS OVERVIEW**

### **6.1 Principal Activities**

The Issuer was established to carry on business as a holding and investment company and its object is to take holdings, whatsoever form they may be, in any Luxembourg or foreign companies, and to acquire securities of all sorts by purchase or in any other way and to dispose of them by way of sale, exchange or otherwise, to borrow, to advance funds on loans and to manage and develop those holdings. The Issuer does not carry on any other business.

As at the date of this Registration Document, (i) the Issuer's only non-cash assets are the PPLN's having the AC Underlying Shares as underlying, and (ii) the Issuer's main liabilities are those arising from the Original Bonds and those arising from the Taliti Private Placement Bond, as referred to above under section 5 under the heading "Recent events particular to the Issuer".

## **7. ORGANISATIONAL STRUCTURE**

### **7.1 Group Structure**

Whilst the Issuer is authorised by its Articles to open subsidiaries and branches both in

Luxembourg and abroad, as at the date hereof the Issuer has no subsidiaries and does not form part of a group.

## **8. TREND INFORMATION**

There has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements.

## **9. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES**

### **9.1 Board of Directors**

The Board of Directors of the Issuer must consist of a minimum of three (3) members who don't need to be shareholder of the Issuer. The Directors are appointed for a term not exceeding six (6) years and are eligible for re-election.

The Board of Directors is in charge of the administrative, management and supervisory functions within the Company.

As at the date of this Registration Document the Board of Directors of the Issuer is composed of the following persons, whose business address is that of the Issuer:

***Laurence Bardelli – Chairman & Director of the Board and Chief Executive Officer of the Issuer appointed from 10/11/2014 until the annual general meeting to be held in 2020.***

Was born in France in 1962. Ms. Bardelli has over twenty-five (25) years of experience in Corporate Services and financial markets. She started as administrative manager in SOFTE, Financial Company, Luxembourg, in 1985.

From 1985 to 2001, she worked as administrative manager of SOFTE (Telecom Italia Group), Luxembourg.

From 2001 to 2008, Ms. Bardelli became an employee dedicated to Corporate Services (Italian Desk) of MANACO SA, Luxembourg.

Since 2008, Ms. Bardelli has become an employee dedicated to Corporate Services (Italian Desk) of GLOBAL TRUST ADVISORS S.A., Luxembourg, a high-end independent advisory firm, specialized in finance and corporate services.

On the date hereof, Ms. Bardelli is also a director of Rainbow.

***Morgance Dethier - Director of the Board of the Issuer appointed from 10/08/2016 until the annual general meeting to be held in 2020***

Was born in 1992. In 2014, she has graduated Bachelor of Accountancy at Sainte



Marie (Liège).

From February to June 2014, she has carried out a stage d'insertion et de pratique professionnelle within a fiduciary entity in Luxembourg. Since August 2014 to date she works as Accountant as GLOBAL TRUST ADVISORS S.A., Luxembourg, a high-end independent advisory firm, specialized in finance and corporate services.

***Vincent Willems – Director of the Board of the Issuer appointed from 10/11/2014 until the annual general meeting to be held in 2020***

Was born in Belgium in 1975. Mr. Willems has around fifteen (15) years of experience in Tax and Corporate Services and financial markets. He started as assistant manager in DELOITTE-Luxembourg, department Tax and Corporate, in 2001.

From 2001 to 2005, he worked as assistant manager in DELOITTE, Luxembourg.

From 2005 to date, Mr. Willems became accounting manager and managing director of GLOBAL TRUST ADVISOR S.A., Luxembourg, a high-end independent advisory firm, specialized in finance and corporate services.

He is also member of the order of the accountants in Luxembourg. Mr. Willems holds a Degree in Accounting.

## **9.2 Employees**

As at the date hereof, the Issuer has no employees.

## **9.3 Committees**

The Board of Directors has not established any committees. Since the Issuer falls within the definition of 'small and medium sized enterprise' as defined in the Prospectus Directive, and given the size, nature and (lack of) complexity of the Issuer's business, the functions normally assigned to an audit committee as referred to and in terms of the Listing Rules will be performed by the Board of Directors as a whole.

## **9.4 Conflict of Interest**

As at the date of this Registration Document, Ms. Laurence Bardelli is Chairman and Director of the Board of each of the Issuer and Rainbow, and this may create conflicts of interests, particularly should there be circumstances where it would be necessary or desirable for the Issuer to take any measures or actions or to enforce any rights against Rainbow in connection with the PPLNs. This notwithstanding, the majority of the Board of Directors of each entity is composed of different persons; this apart from the legal duties of Ms. Bardelli to act in the best interests of each company for which she acts as director and her other legal duties in case of conflicts of interests. In view of the above, the risk that this potential conflict of interest created by the positions held by Ms. Bardelli will result in any material prejudice to the Issuer is in practice minimal.

Other than as stated in this section 9.4, there are no potential conflicts of interest between the duties to the Issuer of its Directors and their private interests and/or other duties.

## **10. SHARE CAPITAL AND MAJOR SHAREHOLDERS**

The share capital of the Issuer is EUR 31'000 and is divided into three hundred and ten (310) ordinary shares having a nominal value of one hundred euro (€100) each.

The share capital of the Issuer is fully owned by Sigma Trust International SARL, a company established in Luxembourg, with registration number B143.401 and having registered address at 10, Rue Antoine Jans, L-1820, Luxembourg.

## **11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES**

### **11.1 Historical Financial Information, Financial Statements and Auditing**

The audited historical financial information of the Issuer, consisting of the annual financial statements for the three years ended 31 December 2015, 31 December 2014 and 31 December 2013, and the audit report thereon, are incorporated by reference herein and are available as provided in section 13 for the period of validity of this Registration Document.

These annual financial statements of the Issuer have been prepared according to Luxembourg accounting standards.

The audit report in respect of each of the three years mentioned above:

- confirms the Auditors' opinion that the respective annual financial statements provide a true and fair picture of the Issuer's net assets and financial position as at the end of the respective financial year, and of the results for the financial year so ended, in accordance with the legal and regulatory obligations regarding the preparation and presentation of annual financial statements in effect in Luxembourg; and
- contain an observation about the fact that the Issuer's losses for the respective financial year exceeded 50% of the subscribed share capital as at the end of such financial year, and thus that, according to Luxembourg law, the Directors must convene a general meeting of shareholders, which must decide whether to continue trading.

The Issuer does not form part of a group and is not required to prepare consolidated financial statements.

## **11.2 Legal and Arbitration Proceedings**

No governmental, legal or arbitration proceedings whatsoever are pending or threatened by or against the Issuer. Nor have any such proceedings been pending or threatened during a period of twelve (12) months prior to the date hereof.

## **11.3 Significant Change in the Issuer's Financial or Trading Position**

There has been no significant change in the financial or trading position of the Issuer which has occurred since 31 December 2015.

## **12. MATERIAL CONTRACTS**

There are no material contracts that are not entered into in the ordinary course of the Issuer's business, which could result in the Issuer being under an obligation or entitlement that is material to the Issuer's ability to meet its obligations to the holders of Securities.

## **13. DOCUMENTS AVAILABLE AND INCORPORATED BY REFERENCE**

The following Reference Documents are incorporated by reference into this Registration Document and are available for physical inspection at the Issuer's registered office for the whole period of validity of this Registration Document:

- The updated Articles of Association of the Issuer;
- The audited annual financial statements of the Issuer, including the audit reports thereon, for the financial years ended 31 December 2013, 31 December 2014 and 31 December 2015, which are in French and accompanied by an English translation thereof.

The Reference Documents may also be requested and provided by electronic means through a request to the Issuer's contact email: [lbardelli@gta.lu](mailto:lbardelli@gta.lu).

## **DIRECTORY**

### The Issuer:

#### **QUASAR SYSTEM SA**

10, rue Antoine Jans, L-1820, Luxembourg

Phone Number: + 352 26 21 24 1

Fax Number: + 352 26 21 24 70

E-mail: [lbardelli@qta.lu](mailto:lbardelli@qta.lu)

### Listing Agent:

#### **INTEGRA PRIVATE WEALTH LIMITED**

228, Tower Road, Sliema SLM 1601, Malta

Phone Number: +356 21 338831/2

Fax Number: +356 21310452

E-mail: [info@integra-pw.com](mailto:info@integra-pw.com)

### Agent:

#### **ALTER DOMUS (SERVICES) MALTA LIMITED**

Vision Exchange Building, Territorials Street, Mriehel BKR 3000, Malta

Phone Number: +356 2205 1008

Fax Number: + 356 22 05 1099

E-mail: [admt-aafa@alterdomus.com](mailto:admt-aafa@alterdomus.com)

### Legal Advisor for Malta:

#### **SALIBA STAFRACE LEGAL**

9/4, Britannia House, Old Bakery Street, Valletta VLT1450, Malta

Phone Number: +356 2123 9556

E-mail: [info@salibastafpace.com](mailto:info@salibastafpace.com)