SUMMARY NOTE
DATED 4 MARCH 2019

This Summary Note is issued in accordance with the provisions of Chapter 4 of the Listing Rules published by the Listing Authority and in accordance with the provisions of Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No. 486/2012 of the 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012, Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013, Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014 and Commission Delegated Regulation (EU) No. 2016/301 of 30 November 2015. Application has been made for the admission to listing and trading of the Bonds on the Official List of the Malta Stock Exchange. This Summary Note should be read in conjunction with the Registration Document containing information about the Issuer and Securities Note containing information about the Bonds.

In respect of an issue of

€20,000,000 4% Unsecured Bonds 2026

of a nominal value of €100 per Bond issued at par by

INTERNATIONAL HOTEL INVESTMENTS p.l.c.

A PUBLIC LIMITED LIABILITY COMPANY REGISTERED UNDER THE LAWS OF MALTA

WITH REGISTRATION NUMBER C 26136

ISIN:– MT 0000 111329

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

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APPROVED BY THE DIRECTORS

Joseph Fenech on behalf of: Alfred Pisani, Salem Hnesh, Abdulnaser Ahmida, Hamad Buamin, Abuagila Almahdi, Douraid Zaghouani, Joseph Pisani, Winston V. Zahra, Frank Xerri de Caro, Joseph J. Vella.

Sponsor, Manager and Registrar

WEALTH MANAGEMENT • CORPORATE BROKING
CHARTS
A division of MeDirect Bank (Malta) plc

Legal Counsel

CAMILLERI PREZIOSI
ADVOCATES

IMPORTANT INFORMATION

THIS SUMMARY NOTE CONSTITUTES PART OF A PROSPECTUS AND CONTAINS INFORMATION ON INTERNATIONAL HOTEL INVESTMENTS P.L.C. IN ITS CAPACITY AS ISSUER. THIS SUMMARY NOTE INCLUDES INFORMATION GIVEN IN ACCORDANCE WITH THE REQUIREMENTS OF THE LISTING RULES OF THE LISTING AUTHORITY, THE COMPANIES ACT (CAP. 386 OF THE LAWS OF MALTA) AND COMMISSION REGULATION (EC) NO. 809/2004 OF 29 APRIL 2004 IMPLEMENTING DIRECTIVE 2003/71/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL AS REGARDS INFORMATION CONTAINED IN PROSPECTUSES AS WELL AS THE FORMAT, INCORPORATION BY REFERENCE AND PUBLICATION OF SUCH PROSPECTUSES AND DISSEMINATION OF ADVERTISEMENTS AS AMENDED BY COMMISSION DELEGATED REGULATION (EU) NO. 486/2012 OF 30 MARCH 2012, COMMISSION DELEGATED REGULATION (EU) NO. 862/2012 OF 4 JUNE 2012, COMMISSION DELEGATED REGULATION (EU) NO. 759/2013 OF 30 APRIL 2013, COMMISSION DELEGATED REGULATION (EU) NO. 382/2014 OF 7 MARCH 2014 AND COMMISSION DELEGATED REGULATION (EU) NO. 2016/301 OF 30 NOVEMBER 2015.

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

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

A COPY OF THIS DOCUMENT HAS BEEN SUBMITTED TO THE LISTING AUTHORITY IN SATISFACTION OF THE LISTING RULES, THE MALTA STOCK EXCHANGE IN SATISFACTION OF THE MALTA STOCK EXCHANGE BYE-LAWS AND HAS BEEN DULY FILED WITH THE REGISTRY OF COMPANIES, IN ACCORDANCE WITH THE ACT. APPLICATION HAS BEEN MADE TO THE MALTA STOCK EXCHANGE FOR THE BONDS TO BE ADMITTED TO THE OFFICIAL LIST OF THE MALTA STOCK EXCHANGE. **A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN INVESTING IN THE ISSUER AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISOR**.

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

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

ALL THE ADVISORS TO THE ISSUER NAMED UNDER THE HEADING “ADVISORS TO THE ISSUER” IN SECTION 3.3 OF THE REGISTRATION DOCUMENT HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER IN RELATION TO THIS PUBLIC OFFER AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION TOWARDS ANY OTHER PERSON AND WILL ACCORDINGLY NOT BE RESPONSIBLE TO ANY INVESTOR OR ANY OTHER PERSON WHOSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE PROSPECTUS AND/OR IN RELATION TO THE COMPLETENESS OR ACCURACY OF THE CONTENTS OF OR INFORMATION CONTAINED IN THE PROSPECTUS.

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

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

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

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

Summaries are made up of disclosure requirements known as 'Elements'. These elements are numbered in Sections A – E (A.1– E.7). This summary contains all the Elements required to be included in a summary for this type of security and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of security and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

Except where the context otherwise requires, the capitalised words and expressions used in this Summary Note shall bear the meanings assigned to them in the Registration Document and the Securities Note, as the case may be.

SECTION A – INTRODUCTION AND WARNINGS

A.1 Prospective investors are hereby warned that:

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

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

Prospective investors are hereby informed that:

i. for the purposes of any subscription for Bonds through any of the Authorised Financial Intermediaries and any subsequent resale, placement or other offering of Bonds by such Authorised Financial Intermediaries in circumstances where there is no exemption from the requirement to publish a prospectus under the Prospectus Directive, the Issuer consents to the use of the Prospectus (and accepts responsibility for the information contained therein) with respect to any such subsequent resale or placement or other offering of Bonds, provided this is limited only:
   a. in respect of Bonds subscribed for by Authorised Financial Intermediaries either for their own account or for the account of underlying customers;
   b. to any resale or placement of Bonds subscribed for as aforesaid, taking place in Malta; and
   c. to any resale or placement of Bonds subscribed for as aforesaid, taking place within the period of 60 days from the date of the Prospectus;

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

SECTION B – ISSUER

B.1 The legal and commercial name of the Issuer is International Hotel Investments p.l.c.

B.2 The Issuer was registered in Malta in terms of the Act on 29 March 2000, as a public limited liability company. The Issuer is domiciled in Malta.

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

Libya
The continued instability and state of uncertainty prevailing since the 2011 uprising continues to have a negative effect on Libya's economy and as a result, on the performance and operation of the Corinthia Hotel Tripoli.

Although in 2018 low room occupancy at the Corinthia Hotel Tripoli was registered, there is still a sizeable food and beverage activity at the hotel and the adjoining office and commercial centre is fully leased to international blue-chip companies.

Given this environment, the development of a number of the Group's properties in Libya (including Medina Tower and the Benghazi Project) will remain on hold until such time as there are clear signs that the political uncertainty in Libya has subsided and a gradual recovery in business activity is under way.

***Russia*[1]**

In the third quarter of 2018, GDP expanded by 1.5% (year-on-year), notably lower from the second quarter's 1.9% increase. Available data for the fourth quarter suggests that economic growth improved, mainly due to increased oil production, despite the fact that the price of Ural oil sunk to the lowest level in December 2018 since June 2017. Russia's growth prospects remain modest, with growth forecast to be between 1.5% and 1.7% over the next three years. However, in the short-term, these forecasts may change due to volatility in oil prices and limits imposed on oil production agreed to with OPEC and other allies.

In tourism, 2018 is to be viewed as another positive year, which benefited from the hosting of the FIFA World Cup football tournament during June and July in a number of cities across the Russian Federation. According to the Russian Federal Tourism Agency, more than 5 million tourists, including 2.9 million foreigners, visited such cities (Moscow and St Petersburg registered approximately 2.7 million and 0.6 million tourists respectively).

The performance of the Corinthia Hotel St Petersburg continues to be affected by the decrease in international demand for hotel services, which has however been more than amply replaced by an increase in local business. Both occupancy and revenue generation, in Rouble terms, have seen year-on-year increases. In 2018, the Hotel is expected to register an all-time record in both revenue and operating profit.

***Malta*[2]**

Malta's strong GDP growth is set to continue as domestic demand replaces net exports as the main engine of economic activity. The internationally-oriented services sector continues to underpin the large current account surplus. Inflation is expected to pick up as wage pressures start gaining pace. The government balance of payments is projected to increase at a moderate pace but remain in surplus.

Inbound tourist trips for the first eleven months of 2018 reached nearly 2.5 million, an increase of 14.5% over the same period in 2017. Total nights spent by inbound tourists went up by 12.6%, reaching nearly 17.7 million nights. Total tourism expenditure for the first eleven months of 2018 was estimated at €2.0 billion, 8.2% higher than that recorded for 2017. Total expenditure per capita stood at €817, a decrease of 5.4% when compared to 2017.

In light of the above developments, the Group's hotel properties in Malta have performed exceptionally well both in terms of revenue generation and profitability, achieving significant year-on-year growth.

***Hungary*[3]**

Economic growth is set to slow down after a strong 2018 as the domestic business cycle matures, fiscal stimulus gradually moderates, and headwinds from the global economy strengthen. Fuel and food prices have driven inflation up, but underlying inflation is also gathering momentum. After peaking at 2.4% of GDP in 2018, the budget deficit is set to fall below 2% in 2019.

From January to November 2018, commercial accommodation establishments registered a total of 11.7 million arrivals and 29.0 million tourism nights, up 5.5% and 4.0% respectively, compared to the same period of the previous year.

With the hosting of the European Maccabi Games and the World Table Tennis Championships in Budapest in 2019, along with various music festivals and other events, the tourism market in Hungary is set to continue performing within this positive trend.

In line with the country's economic improvements, the Group's five star hotel property achieved significant year-on-year growth both in revenue generation and in profitability. A substantial part of these improvements is in consequence of the diversification in market segmentation wherein lower rated business is being replaced by the more lucrative leisure market segment.

[1] *Russia Economic Report May 2018 (World Bank Group); focus-economics.com (Russia GDP Q3 2018), 8 January 2019; www.guidetopetersburg.com.*
[2] *European Economic Forecast Autumn 2018 – European Commission; National Statistics Office Malta (www.nso.gov.mt).*
[3] *European Economic Forecast Autumn 2018 – European Commission; Central Statistical Office (KSH).*

Czech Republic[4]

After a strong 2017, economic growth in the Czech Republic is expected to moderate in 2018. Real GDP increased by 2.7% year-on-year in Q2 2018 (as compared to 2.9% in the same period a year earlier). Such increase was exclusively due to domestic demand, principally household consumption expenditure, investment activity by firms and general government sector expenditure.

The number of overnight stays of guests in collective accommodation establishments reached 20.6 million nights in Q3 2018, resulting in a 4.3% increase when compared to the corresponding period the year before. Almost all categories of accommodation establishments (except for the five-star hotels category) recorded a year-on-year growth.

The Group's five star hotel property in Prague continued to perform positively, achieving significant year-on-year growth both in revenue streams and profitability.

Portugal[5]

Real GDP in Portugal rose by 2.3% year on year over the first half of 2018, mainly driven by strong domestic demand. Notwithstanding, GDP growth is expected to slow down in 2019 and 2020 as net exports weaken.

In the first 11 months of 2018, the number of guests increased by 1.6%, when compared to the same period a year earlier, to reach 19.8 million guests and overnight stays amounted to 54.8 million, a decline of 0.2%. In the same period of 2018, overnight stays spent in hotels (comprising 70% of total establishments) grew by 1.3%. British tourists remained the largest group of visitors last year, however with a decline of 8.0% in the first 11 months of 2018.

With the introduction of low-cost airline carriers to the country, Portugal is perceived as a 'value for money' destination, a leading factor contributing to the growth in hospitality numbers detailed above. The Group's hotel property in Lisbon has likewise benefitted from this upsurge in business registering significant year-on-year growth both in revenue and profitability.

United Kingdom[6]

UK GDP growth is currently subdued and expected to remain so over the forecast horizon. Private consumption growth is forecast to remain weak as real wages grow modestly and households look to maintain savings. Heightened uncertainty means that business investment growth is likely to remain constrained. The net trade contribution to growth is projected to decrease in-line with a moderation in external demand. Employment growth is expected to slow significantly, leading to a modest rise in unemployment. Inflation should ease as the impact of the Pound Sterling's 2016 depreciation unwinds.

Between January and September 2018 there were 28.9 million inbound visits to the UK, down by 5% on the first nine months of 2017. During the first nine months of 2018, inbound visitors spent a combined £17.5 billion, 9% less than they did in the first nine months of 2017. The drop in inbound tourism to the UK has been attributed to a fall in interest among Europeans, who account for two-thirds of overseas visitors. The forecast for 2018 is for 41.7 million overseas visits to the UK, an increase of 4.4% on 2017, and £26.9 billion in visitor spending, an increase of 6.8% on 2017.

Since its launch in 2011, the Corinthia Hotel & Residences London managed to increase both its revenue generation and operating profits annually, and is now approaching its stabilised years of performance.

B.5 The Issuer was set up and promoted by the Corinthia Group as the principal vehicle for the international expansion of the Group's hotels and mixed-use developments. The Issuer is principally engaged in the ownership, development and operation of hotels and ancillary real estate in Europe, North Africa and the Middle East. Whilst CPHCL holds directly 57.81% of the share capital in the Issuer, Istithmar and LAFICO both act as strategic investors in the company with direct holdings of 21.69% and 10.85% respectively. LAFICO also owns 50% of CPHCL, whilst half of its direct holding of 10.85% in the Issuer is subject to a call option in favour of CPHCL. The remaining shares in the Issuer are held by the general investing public.

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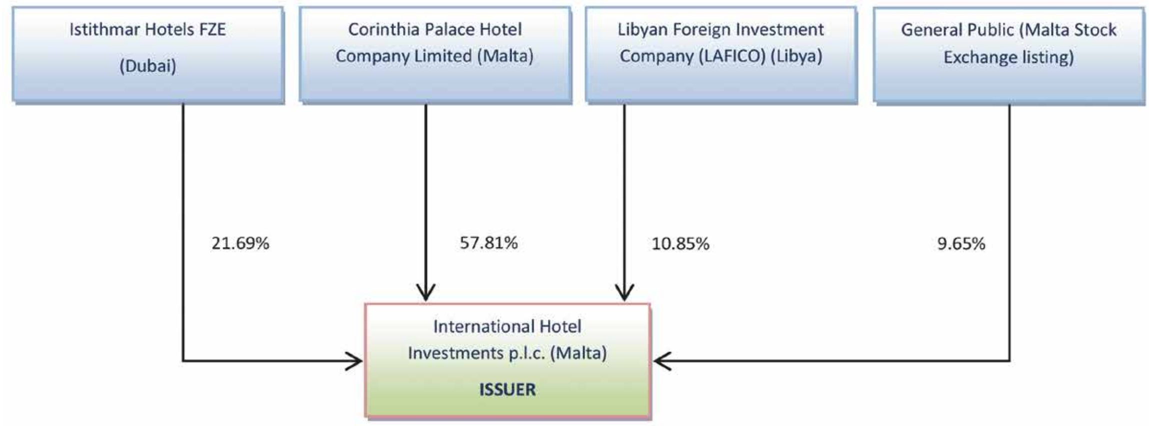
[4] Macroeconomic Forecast November 2018 (Ministry of Finance of the Czech Republic); Czech Statistical Office (www.czso.cz); Praguecitytourism.com (2017 Annual Report Prague City Tourism; Tourism Trends in Prague – January to September 2018).
[5] European Economic Forecast Autumn 2018 – European Commission; Instituto Nacional De Estatistica (www.ine.pt).
[6] European Economic Forecast Autumn 2018 – European Commission; 2018 inbound tourism forecast (www.visitbritain.org).

The organisational structure of the Group, in simplified format, is illustrated in the diagram below:



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

B.10 Not Applicable: the audit reports on the audited financial statements for the years ended 31 December 2015, 2016 and 2017 of the Issuer do not contain any material qualifications. However, the audit report contained in the audited consolidated financial statements of the Issuer for the year ended 31 December 2015 includes an emphasis of matter relating to the significant political and economic uncertainties prevailing in Libya and their impact on the Group for 2015.

B.12 The historical financial information for the financial years ended 31 December 2015, 2016 and 2017 as audited by PricewaterhouseCoopers are set out in the consolidated financial statements of the Issuer. Such audited consolidated financial statements are available on the Issuer's web site www.ihiplc.com.

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

There were no significant changes in the financial or trading position of the Issuer since the date of its last published audited consolidated financial statements.

The key highlights taken from the audited consolidated financial statements of the Issuer for the years ended 31 December 2015, 2016 and 2017 are set out below:

**INTERNATIONAL HOTEL INVESTMENTS P.L.C.
CONDENSED CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER**

	2015 (€'000)	**2016 (€'000)**	**2017 (€'000)**
Revenue	134,074	157,901	242,413
Net operating expenses	(101,957)	(120,116)	(178,518)
Depreciation and amortisation	(20,093)	(23,307)	(31,066)
Other losses arising on property, plant and equipment	–	(1,044)	(378)
Net changes in fair value of investment property and indemnification assets	744	(19,922)	68
Net reversals of impairment losses attributable to hotel properties and intangibles	11,639	2,960	998
Results from operating activities	**24,407**	**(3,528)**	**33,517**
Net finance costs	(22,199)	(4,896)	(24,218)
Share of net profit of associates and joint ventures accounted for using the equity method	(2,557)	1,661	2,119
Reclassification of currency translation reserve to profit and loss upon obtaining control of NLI	–	–	(1,809)
Profit/(Loss) before tax	**(349)**	**(6,763)**	**9,609**
Tax income/(expense)	(3,398)	(895)	5,288
Profit/(Loss) for the year	**(3,747)**	**(7,658)**	**14,897**

INTERNATIONAL HOTEL INVESTMENTS P.L.C.
CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER

	2015 (€'000)	2016 (€'000)	2017 (€'000)
Net cash from operating activities	29,502	27,635	60,013
Net cash from investing activities	(28,555)	(29,099)	(15,579)
Net cash from financing activities	(7,133)	10,632	(21,956)
Net movement in cash and cash equivalents	**(6,186)**	**9,168**	**22,478**
Cash and cash equivalents at the beginning of year	17,850	11,664	20,832
Effect of translation of group entities to presentation currency	–	–	(658)
Cash and cash equivalents at end of year	**11,664**	**20,832**	**42,652**

INTERNATIONAL HOTEL INVESTMENTS P.L.C.
CONDENSED CONSOLIDATED BALANCE SHEET
FOR THE YEAR ENDED 31 DECEMBER

	2015 (€'000)	2016 (€'000)	2017 (€'000)
ASSETS			
Non-current	1,091,247	1,119,397	1,464,457
Current	68,396	100,857	137,860
	1,159,643	**1,220,254**	**1,602,317**
EQUITY			
Capital and reserves attributable to owners of IHI	607,690	646,224	684,049
Non-controlling interest	598	598	200,583
Total equity	**608,288**	**646,822**	**884,632**
LIABILITIES			
Non-current	451,356	487,851	627,964
Current	99,999	85,581	89,721
Total liabilities	**551,175**	**573,432**	**717,685**
Total equity and liabilities	**1,159,643**	**1,220,254**	**1,602,317**

Total revenue for FY2017 amounted to €242.4 million compared to €157.9 million the year before. The increase in revenue is mainly attributable to the consolidation of the Corinthia Hotel London which contributed €68.7 million of the increase - the remaining €15.8 million is the result of continuing performance improvements in the other operations of the Company. EBITDA for 2017, excluding the consolidation of the results of jointly controlled companies, amounted to €63.9 million compared to €37.8 million achieved in 2016. The year-on-year performance of the Corinthia Hotel St Petersburg was €2.6 million higher in 2017 relative to 2016, an exceptional improvement when considering that last year this operation achieved a similar result when compared to 2015. Similar marked improvements were achieved at the Corintha Hotel Lisbon and Corinthia Hotels Limited, the Group's operating arm.

Performance in 2017 was slightly dampened by the exchange losses recorded in St Petersburg on account of the weakened Rouble compared to 2016. The Group's share of the associates and joint ventures now reflects the Golden Sands operation only as the Corinthia Hotel London operation is fully consolidated. This operation contributed €4.9 million to the Group's EBITDA. On an adjusted basis, the EBITDA for the Group including its share of the joint venture's EBITDA is €61.2 million compared to € 53.0 million in 2016.

In 2017, the Group registered net property uplifts including our share of joint venture's uplifts, before tax, of €30.5 million on account of the continuing improved trading performance of the Group's assets located in Europe. This amount included a full reversal of all impairments previously recorded on St Petersburg.

Net finance costs in 2017 amounted to €24.4 million, which reflects a material increase from the previous year on account of exchange translation movements of €13.2 million and the inclusion of the interest cost of the Corinthia London for the first time now that it is accounted as a Subsidiary.

After accounting for taxation and other items in the comprehensive income statement, IHI reported total comprehensive income for the year, net of tax, of €39.3 million (2016: comprehensive income, net of tax, of €32.9 million).

Set out below are the interim financial results of the Issuer for the six month period 1 January to 30 June 2018, and the comparative for the period 1 January to 30 June 2017. The said results, which are unaudited, have been published and are available on the Issuer's website (www.ihiplc.com) and at its registered office.

IHI GROUP INCOME STATEMENT
FOR THE SIX-MONTH PERIOD 1 JANUARY TO 30 JUNE

	2017 Unaudited (€'000)	2018 Unaudited (€'000)
Revenue	115,284	116,937
Results from operating activities	10,033	11,149
Loss for the year	**(1,866)**	**(2,737)**

IHI GROUP CASH FLOW STATEMENT
FOR THE SIX-MONTH PERIOD 1 JANUARY TO 30 JUNE

	2017 Unaudited (€'000)	2018 Unaudited (€'000)
Net cash from operating activities	22,631	21,883
Net cash from investing activities	5,156	(20,889)
Net cash from financing activities	3,849	(2,978)
Net movement in cash and cash equivalents	**31,636**	**(1,984)**
Cash and cash equivalents at the beginning of year	20,832	42,652
Cash and cash equivalents at end of year	**52,468**	**40,668**

IHI GROUP BALANCE SHEET
AS AT 31 DECEMBER

	2017 Unaudited (€'000)	2018 Unaudited (€'000)
ASSETS		
Non-current	1,464,457	1,480,858
Current	137,860	127,644
	1,602,317	**1,608,502**
EQUITY		
Capital and reserves attributable to owners of IHI	684,049	668,723
Non-controlling interest	200,583	198,530
Total equity	**884,632**	**867,253**
LIABILITIES		
Non-current	627,964	605,596
Current	89,721	135,653
Total liabilities	**717,685**	**741,249**
Total equity and liabilities	**1,602,317**	**1,608,502**

During the first six months of 2018, the Group registered an increase in revenue of €1.6 million over the corresponding period the year before resulting from overall operational improvements and the effect of the consolidation, as of 1 April 2018, of the Corinthia Palace Hotel. As mentioned in the notes to the financial statements of 2017, this hotel was acquired as a going concern in April 2018 for €26.6 million.

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

B.14 The Issuer was set up by the Corinthia Group in 2000. Following a successful initial public offering that same year, the Issuer's shares were listed on the Official List. CPHCL holds directly 57.81% of the share capital in the Issuer, Istithmar and LAFICO both act as strategic investors in the company with direct holdings of 21.69% and 10.85% respectively. LAFICO also owns 50% of CPHCL, whilst half of its direct holding of 10.85% in the Issuer is subject to a call option in favour of CPHCL. The remaining shares in the Issuer are held by the general investing public. As the holding company of the Group, the Issuer is ultimately dependent upon the operations and performance of its Subsidiaries and their respective operations.

B.15 As at the date of the Prospectus, the Issuer serves as the principal vehicle for the international expansion of the Group's hotels and mixed-use developments. In terms of its Memorandum and Articles of Association, the principal object of the Issuer is to carry on the business of a finance and investment company in connection with the ownership, development, operation and financing of hotels, resorts, leisure facilities, tourism related activities and such other activities as may from time to time be ancillary or complimentary to the foregoing whether in Malta or overseas.

B.16 To the extent known to the Issuer, the Issuer is not directly or indirectly controlled by any of its majority shareholders.

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

SECTION C – SECURITIES

C.1 The Issuer shall issue an aggregate of €20,000,000 in Bonds having a face value of €100 per bond, subject to a minimum holding of €2,000 in Bonds. The Bonds will be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD. On admission to trading the Bonds will have the following ISIN: MT 0000 111329. The Bonds shall bear interest at the rate of 4% per annum.

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

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

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

i. the repayment of capital;
ii. the payment of interest;
iii. ranking with respect to other indebtedness of the Issuer in accordance with the status of the Bonds, as follows: the Bonds constitute the general, direct unconditional and unsecured obligations of the Issuer and shall at all times rank *pari passu* without priority or preference among themselves and with other unsecured debt, if any;
iv. attend, participate in and vote at meetings of Bondholders in accordance with the terms and conditions of the Bond; and
v. enjoy all such other rights attached to the Bonds emanating from this Prospectus.

As at 30 September 2018, the Group's indebtedness amounted to €569,930,000 and include secured and unsecured borrowings, the latter included unsecured bonds. The bank borrowings and the 4% secured bonds 2026 (ISIN: MT0000111303) included hereunder are secured by privileges, hypothecs and other security. The indebtedness being created by the Bonds, together with other issued unsecured bonds including the 2016 Bonds, rank after all bank borrowings and the 4% secured bonds 2026 (ISIN: MT0000111303). In addition, the Bonds would also rank after any future debts which may be secured by a cause of preference such as a privilege and/or a hypothec.

C.9 The Bonds shall bear interest from and including 22 March 2019 at the rate of 4% per annum on the nominal value thereof, payable annually in arrears on each Interest Payment Date, provided that the first interest payment period shall be of less than one year. The nominal value of the Bonds will be repayable in full upon maturity on the 20 December 2026 (the "**Redemption Date**") unless they are previously re-purchased and cancelled. The first interest payment will be effected on 20 December 2019 (covering the period 22 March 2019 to 19 December 2019). Subsequent interest payments will cover the period 20 December to 19 December of ensuing years during the term of the Bonds. Any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next following day that is a Business Day. The gross yield calculated on the basis of the Interest, the Bond Issue Price and the Redemption Value of the Bonds at Redemption Date is 4%.

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

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

C.11 The Listing Authority has authorised the Bonds as admissible to Listing pursuant to the Listing Rules by virtue of a letter dated 4 March 2019. Application has been made to the MSE for the Bonds being issued pursuant to the Prospectus to be listed and traded on the Official List. The Bonds are expected to be admitted to the MSE with effect from 28 March 2019 and trading is expected to commence on 29 March 2019.

SECTION D – RISKS

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

Holding of a Bond involves certain risks. Prospective investors should carefully consider, with their own independent financial and other professional advisors, the following risk factors and other investment considerations, as well as all the other information contained in the Prospectus, before deciding to acquire Bonds. Prospective investors are warned that by investing in the Bonds they may be exposing themselves to significant risks that may result in them losing a substantial part of all of their investment.

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

Prospective investors are advised to read the Prospectus in its entirety and, in particular, the sections entitled "Risk Factors" in the Registration Document and Securities Note, for an assessment of the factors that could affect the Issuer's future performance.

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

The principal risks relating to the Group and its Business

i. **The Issuer's operations and the results of its operations are subject to a number of factors that could adversely affect the Group's business, many of which are common to the hotel and real estate industry and beyond the Group's control.**

ii. **The Issuer's business is reliant on mixed-use developments having hotels as their principal component, spread across various countries. Severe competition in certain countries and changes in economic and market conditions could adversely affect the Issuer's business and operating results.**

iii. **The Issuer's business model remains primarily reliant on hotel assets, with a diversified strategy resulting in increased reliance on non-hotel assets, mainly in commercial and residential real estate. Accordingly the Issuer's prospects should be considered in light of the risks and difficulties generally encountered by companies operating in similar markets and industry sectors.**

iv. The Issuer's business, either directly or through subsidiaries or associated entities, consists of the acquisition, development and operation of mixed-use real estate projects, comprising hotels, residences, offices and retail spaces. Property acquisition and development projects are subject to a number of specific risks, including the inability to identify appropriate opportunities or source adequate resources, cost overruns, insufficiency of resources to complete the projects, sales transactions not materialising at the prices and the tempo envisaged resulting in a liquidity strain, rental of commercial areas not being effected at the prices and within the timeframes envisaged, higher interest costs, and the erosion of revenue generation. If these risks were to materialise, they would have an adverse impact on the Issuer's revenue generation, cash flows and financial performance.

v. The Group has operations situated in emerging markets, specifically Libya and the Russian Federation. Businesses in emerging markets may not be operating in a market-oriented economy as is generally associated with developed markets. The emerging markets in which part of the Group's operations are situated are undergoing and may continue to undergo substantial political, economic and social reform, and the implications and consequences of reform may not be entirely clear at the outset. As the political, economic and social environments in certain countries in which the Group operates remain subject to continuing development, investments in these countries are characterised by a degree of uncertainty. Any unexpected changes in the political, social, economic or other conditions in these countries may have an adverse effect on any investments made. The consequences may be profound and accordingly prospective investors should take into account the unpredictability associated therewith.

vi. Natural disasters, the spread of contagious disease, industrial action, travel-related accidents, terrorist activity and war and the targeting of hotels and popular tourist destinations in particular, have in the past had a significant negative impact on the hotel industry globally and such events could have a similarly negative impact in the future. Events such as the aforementioned in locations where the Group owns or operates hotels could have an adverse impact on occupancy levels in hotels owned or operated by the Group, and on the business, financial condition, results of operations and prospects of the Group.

vii. The room rates and occupancy levels of hotels forming part of the Group could be adversely impacted by a number of events including political, social and economic instability, amongst others, all of which could have the effect of reducing domestic or international travel and consequently decreasing the demand for hotel rooms, which may have an adverse impact on the Group's operations and financial results. With particular reference to the Group's operations in Libya and the Russian Federation:

Libya: The continued instability and state of uncertainty prevailing since the 2011 uprising continues to have a negative effect on travel to Libya and consequently on the performance and operation of the Group's hotel in Tripoli as well as on the financial results of the Group relative to that particular hotel compared to operating results generated pre-2011. While the second half of 2017 saw a doubling in Libyan oil production due to improved political and security arrangements, the first half of 2018 has seen a stagnation and subsequent drop in oil production following the June 2018 attack on and temporary seizure of control over oil fields and terminals in Eastern Libya by militias. Inflation in Libya remains high, although is expected to decrease to 15% for 2018. Public finances remain highly stressed due to volatile revenues deriving from oil, amongst others. Security concerns resulting from the above, as well as social unrest and lack of clarity on the political situation have also brought about a decline in investor confidence, investment (including foreign direct investment) and capital spending.

A significant indirect shareholder in the Group is a Libyan entity. Whilst the entity is not under sanction, any future sanction or change in the regulatory status of the shareholder could have an adverse effect on the Group.

The Russian Federation: In consequence of past actions particularly in Ukraine, the Russian Federation remains subject to international criticism and a series of European and international sanctions on its financial, defence and energy sectors, which are expected to have an adverse effect on both the political and economic development of the country. Such sanctions were due to expire in January 2019, but in December 2018 were extended further by the European Union. Additionally, the US recently introduced a series of sanctions on the Russian economy and certain companies and individuals, in response to a number of events, including support of the Syrian government in the Syrian civil war.

Furthermore, the Russian Federation remains susceptible to fluctuations in the price of oil, its largest export. Such price, as well as the Russian Federation's ability to sell its oil produce, is in part dependent on its cooperation with the Organisation of the Petroleum Exporting Countries (OPEC). Accordingly, a drop in oil prices or deterioration in the relationship between the Russian Federation and OPEC may have a negative effect on Russia's economy.

Such negative political or economic factors and trends may continue to negatively affect the operating results of the Group and could also have a material impact on the business of the Issuer in these regions.

viii. The legal and judicial system of certain countries in which the Group operates may be different from that which some investors may be more familiar with in certain civil and common law jurisdictions, and investors in Malta may consider such systems as not providing, in various aspects, the level of comfort for investment which they are used to under the Maltese legal system or other civil and common law jurisdictions. Accordingly, they may consider that the Issuer may face difficulties in enforcing its legal rights relating to the properties owned in such countries.

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

x. If one or more of the members of the executive management team and other key personnel were unable or unwilling to continue in their present position, the Group might not be able to replace them within the short term, which could have a material adverse effect on the Group's business, financial condition and results of operations.

xi. With respect to losses for which the Group is covered by its insurance policies, it may be difficult and may take time to recover such losses from insurers. No assurance can be given that the Group's current insurance coverage would be sufficient to cover all potential losses, regardless of the cause, nor can any assurance be given that an appropriate coverage would always be available at acceptable commercial rates.

xii. The Group may not be able to secure sufficient financing for its current and future investments. No assurance can be given that sufficient financing will be available on commercially reasonable terms. Any weakness in the capital markets may limit the Group's ability to raise capital for completion of projects that have commenced or for development of future properties.

xiii. The Group has a material amount of debt and it expects to incur additional debt in connection with its future growth in terms of acquisitions and developments. A substantial portion of the Group's generated cash flows will be required to make principal and interest payments on the Group's debt. Substantial borrowings under bank credit facilities are expected to be at variable interest rates, which could cause the Group to be vulnerable to increases in interest rates. The agreements regulating the Issuer's bank debt impose and are likely to impose significant operating restrictions and financial covenants on the Issuer which could limit the Issuer's ability to obtain future financing, make capital expenditure, withstand a future downturn in business or economic conditions generally, or otherwise inhibit the ability to conduct necessary corporate activities.

xiv. Although the Group seeks to hedge against interest rate fluctuations, this may not always be economically practicable, and the possibility of hedging may become more difficult in the future due to the unavailability or limited availability of hedging counterparties. An increase in interest rates which is not hedged by the Issuer may have a material adverse effect on the business, financial condition and results of operations of the Group.

The principal risks relating to the operations of the Issuer

i. A significant portion of the Issuer's costs are fixed and the Issuer's operating results are vulnerable to short-term changes in its revenues. The Issuer's inability to react quickly to changes in its revenue by reducing its operating expenses could have a material adverse effect on their business, financial condition and results of operations.

ii. The lack of liquidity and alternative uses of real estate investments could significantly limit the Issuer's ability to respond to adverse changes in the performance of its properties thereby potentially harming its financial condition. Furthermore, the Issuer's ability to sell, in a timely fashion, one or more of its properties in response to changing economic, financial and investment conditions, is limited.

iii. The Issuer is exposed to the risk of failure of the Group's proprietary reservations system and increased competition in reservations infrastructure. Lack of resilience or failure of the Group's proprietary central reservation system could lead to service disruption and may result in significant interruption in processing room bookings and reservations, which could negatively impact revenues. There can be no assurance that the continued stability of this system will not be disrupted and inadequate investment in this system or failure to maintain an effective e-commerce strategy may adversely affect the competitiveness and market share of the Issuer.

iv. The Issuer's financial statements, which are presented in Euro, can be affected by foreign exchange fluctuations through both translation risk and transaction risk. The Issuer is also exposed to the inherent risks of global and regional adverse economic developments, which could result in the lowering of revenues and in reduced income. These measures and any further unexpected changes in the political, social or economic conditions of certain countries, may reduce leisure and business travel to and from those affected countries, which, in turn, may adversely affect the Issuer's room rates and/or occupancy levels and other income-generating activities, and could potentially lead to increased costs through increased taxes in those particular countries, ultimately resulting in the deterioration of the Group's business and/or operating results in the affected countries.

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

An investment in the Bonds involves certain risks, including those set out below in this section. In deciding whether to make an investment in the Bonds, prospective investors are advised to carefully consider, with their own independent financial and other (including tax, accounting, credit, legal and regulatory) professional 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:

i. There can be no assurance that an active secondary market for the Bonds will develop, or, if it develops, that it will continue. Nor can there be any assurance that an investor will be able to sell or otherwise trade in the Bonds at or above the Bond Issue Price or at all.

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

iii. A Bondholder will bear the risk of any fluctuations in exchange rates between the currency of denomination of the Bonds (€) and the Bondholder's currency of reference, if different.

iv. No prediction can be made about the effect which any future public offerings of the Issuer's securities, or any takeover or merger activity involving the Issuer, will have on the market price of the Bonds prevailing from time to time.

v. The Bonds, as and when issued and allotted, shall constitute the general, direct, unconditional and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any priority or preference among themselves and, save for such exceptions as may be provided by applicable law, without any priority or preference to all other present and future unsecured obligations of the Issuer.

vi. Privileges or similar charges accorded by law in specific situations may arise during the course of the business of each of the Issuer which may rank with priority or preference to the Bonds.

vii. In the event that the Issuer wishes to amend any of the Terms and Conditions of the Bond Issue it shall call a meeting of Bondholders in accordance with the provisions of the Securities Note. These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority.

viii. The issue and allotment of the Bonds is conditional upon the Bonds being admitted to the Official List.

ix. The Terms and Conditions of the Bond Issue are based on Maltese law in effect as at the date of this Prospectus. No assurance can be given as to the impact of any possible judicial decision or change in Maltese law or administrative practice after the date of this Prospectus.

SECTION E – OFFER

E.2b The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €19,650,000 will be used by the Issuer for the purpose of:

i. the amount of €10,000,000 shall be applied towards part-financing the re-development and refurbishment of the Corinthia Grand Astoria Hotel Brussels; and

ii. an amount equivalent to USD $6,000,000 (approximately €5,200,000) shall be applied towards part-financing the Issuer's investment in a mixed use real estate project at 10 Tverskaya Street, Moscow, comprising a luxury hotel to be operated as a Corinthia hotel, and residential apartments. Such investment shall be effected through the acquisition of a 10% share in the companies that own the land lease and buildings relevant to this development.

The remaining balance of the net Bond Issue proceeds will be used by the Issuer for general corporate funding purposes.

E.3 The Bonds are being made available for subscription to Authorised Financial Intermediaries, either for their own account or for the account of their underlying customers pursuant to subscription agreements, which are conditional upon the Bonds being admitted to the Official List.

On subscription, the Bonds will be issued for a minimum of €2,000 per individual Bondholder. Authorised Financial Intermediaries subscribing for Bonds through nominee accounts for and on behalf of clients shall apply the minimum subscription amount of €2,000 to each underlying client.

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

1. Form, Denomination and Title

The Bonds will be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD. The Bonds will be issued without interest coupons, in denominations of any integral multiple of €100 provided that on subscription the Bonds will be issued for a minimum of €2,000 per individual Bondholder. Financial intermediaries subscribing to the Bonds through nominee accounts for and on behalf of clients shall apply the minimum subscription amount of €2,000 to each underlying client. Any person in whose name a Bond is registered may (to the fullest extent permitted by applicable law) be deemed and treated at all times, by all persons and for all purposes (including the making of any payments) as the absolute owner of such Bond. Title to the Bonds may be transferred as provided in the Securities Note.

2. Interest

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

3. Status of the Bonds and Security

The Bonds, as and when issued and allotted, shall constitute the general, direct, unconditional and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any priority or preference among themselves and with other unsecured debt, present and future, if any.

4. Payments

Payment of the principal amount of a Bond will be made in Euro by the Issuer to the person in whose name such Bonds are registered, with interest accrued up to the Redemption Date, by means of direct credit transfer into such bank account as the Bondholder may designate from time to time. Such payment shall be effected within seven days of the Redemption Date. Payment of interest on a Bond will be made to the person in whose name such Bond is registered at the close of business 15 days prior to the Interest Payment Date, by means of a direct credit transfer into such bank account as the Bondholder may designate, from time to time. Such payment shall be effected within seven days of the Interest Payment Date. The Issuer shall not be responsible for any charges, loss or delay in transmission.

5. Redemption

Unless previously purchased and cancelled, the Bonds will be redeemed at their nominal value (together with interest accrued to the date fixed for redemption) on 20 December 2026.

6. Events of Default

The Bonds shall become immediately due and repayable at their principal amount together with accrued interest, if any, if any of the following events ("**Events of Default**") shall occur if: (i) the Issuer shall fail to pay any interest and/or principal on any Bond when due; or (ii) the Issuer shall be in breach of any material obligation contained in the Terms and Conditions of the Bonds; or (iii) an order is made or resolution passed or other action taken for the dissolution, termination of existence, liquidation, winding-up or bankruptcy of the Issuer; or (iv) the Issuer stops or suspends payments with respect to all or any class of its debts; or (v) the Issuer is unable to pay its debts; or (vi) a judgment by a court is made against the Issuer for the payment in excess of €10 million; or (vii) any default occurs relating to any financial indebtedness of the Issuer in excess of €10 million.

7. Transferability of the Bonds

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

8. Register of Bondholders

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

9. Further Issues

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

10. Meetings of Bondholders

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

11. Governing Law and Jurisdiction

The Bonds shall be governed by and shall be construed in accordance with Maltese law. Any legal action, suit, action or proceeding against the Issuer arising out of or in connection with the Bonds shall be brought exclusively before the Maltese Courts.

E.4 Save for the possible subscription for Bonds by Authorised Financial Intermediaries (which includes MeDirect Bank (Malta) plc) and any fees payable in connection with the Bond Issue to MeDirect Bank (Malta) plc as Sponsor, Manager and Registrar, so far as the Issuer is aware no person involved in the Issue has an interest material to the Issue.

E.7 Professional fees and costs related to publicity, advertising, printing, listing, registration, sponsor, management, registrar fees, selling commission, and other miscellaneous expenses in connection with this Bond Issue are estimated not to exceed €350,000. There is no particular order of priority with respect to such expenses.

TIME-TABLE

1. Opening and closing of subscription lists	6 March 2019 to 22 March 2019
2. Intermediaries' Offer	22 March 2019
3. Commencement of interest on the Bonds	22 March 2019
4. Expected date of admission of the Bonds to listing	28 March 2019
5. Expected date of opening of trading in the Bonds	29 March 2019