FINAL TERMS

Dated 21 July 2020

Series 1

Tranche 2020/1

issued pursuant to the

€10,000,000 Notes Programme

Dated 21 July 2020

of

D Foods Finance p.l.c.

ISIN: MT0002491208

Issue Price: €100,000 per Note

Issue Date: 3 August 2020

These are the Final Terms for the issue of a Tranche of Notes under the €10,000,000 Notes Programme of D Foods Finance Limited. (the "Programme") and comprise the final terms required for the issue and admission to trading on the Institutional Financial Securities Market of the Notes described herein pursuant to the Programme, as authorised by the Issuer's board of directors' resolution dated 1 June 2020. These Final Terms have been prepared for the purpose of Article 8.1 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus dated 21 July 2020 and any Supplement(s) thereto from time to time (collectively, the "Base Prospectus"). Full information on the Issuer and the issue of the Notes is only available if these Final Terms are read in conjunction with the Base Prospectus shall be made available to the public by means of electronic publication on the website of the Listing Authority (www.mfsa.com.mt). Capitalised terms used but not defined in these Final Terms shall have the same meanings specified in the Base Prospectus.

PART I: TERMS AND CONDITIONS

This part of the Final Terms is to be read in conjunction with the Terms and Conditions of the Notes set out in the Base Prospectus.

1. Currency, Denomination, Minimum Subscription and Form

Specified currency: Euro

Aggregate Nominal Value to be issued: up to EUR 3,000,000

The Board of Directors of the Issuer may, at their absolute discretion, close the Offer Period early should the Issue be fully subscribed before the Issue Date. The Directors of the Issuer may also, at their absolute discretion, issue the Notes on the Issue Date even if the Aggregate Nominal Value of up to €3,000,000 is not fully subscribed.

Specified (unit) denomination: EUR 100,000

Number of Notes to be issued: 30

Minimum subscription per Noteholder: EUR 100,000

Form: fully registered, dematerialised and uncertificated form, represented by the appropriate entry in the electronic register maintained by the CSD of the Malta Stock Exchange

2. Interest

Fixed Rate of Interest / Yield (% per annum) on the Nominal Value: 3% Interest Commencement Date: 3 August Interest Payment Dates: 30 June and 31 December First Interest Payment Date: 30 June

3. Maturity Date: 2 August 2030

4. Security: the Collateral which shall include the following Security Rights granted in favour of the Security Trustee for the benefit of Noteholders:

- (i) a first special hypothec over the Tranche 2020/1 Security Property; and
- (ii) a pledge over the Insurance Policy.

The Collateral may be increased upon issue of any other Tranches if the Tranche 2020/1 Security Property does not provide sufficient security for the other Tranches.

The following definitions shall apply for the purposes of this paragraph entitled 'Security':

Insurance Policy	the insurance policy providing for the replacement value of the Tranche 2020/1 Security Property;
Tranche 2020/1 Security	the temporary utile dominium for a period of sixty five (65) years
Property	which commenced to run with effect from the twenty sixth May of
	the year two thousand and sixteen (26.05.2016) over the immovable
	property unofficially known as 'The Hub', built in lieu of the two (2)
	divided portions of land forming part of the lands in Mriehel,
	Birkirkara bordered in red on the plans marked as Document letter
	'X' attached to a deed in the records of Notary Diana Charles of the
	twenty sixth May two thousand and sixteen (26.05.2016), measuring
	site 'A' as therein indicated approximately one thousand two hundred
	and thirteen square metres (1213 sq.m.) and site 'B' as therein
	indicated approximately five hundred and sixty four square metres
	(564 sq.m.). The aforementioned divided portions of land are
	contiguous to each other and thus are together bounded on the south

in part with Triq is-Snajja and on all other compass points by property of the Government of Malta or its successors in title or more accurate and precise boundaries;

PART II: TIMETABLE / ADMISSION TO LISTING AND TRADING AND AGENT

5. Timetable / Admission to Listing and Trading
Application forms available from the Agent:
GlobalCapital Financial Management Ltd, Testaferrata Street, Ta' Xbiex XBX 1403, Malta
Phone Number: +356 2134 2342
E-mail: investmentoperations@globalcapital.com.mt

Application deadline: 31 July 2020 Issue Date: 3 August 2020 Date of admission to listing and trading on IFSM: 3 August 2020 Commencement of dealing: 4 August 2020

PART III: ADDITIONAL DISCLOSURE REQUIREMENTS

- 6. Amount of Eligible Assets to be Acquired: up to €3,000,000
- 7. Reasons for Issue: To part-fund the acquisition of the Subsidiaries and pay the cash consideration due
- 8. Additional Information on the Eligible Asset to be acquired: N/A
- 9. Any interest material to issue N/a
- 10. Estimated Expenses of Issue and Admission to Trading: €100,000
- 11. Introducer Fees (if applicable): N/A

12. Valuation Reports: The Issuer commissioned Architect Joe Grech to issue a valuation report on the freehold value of the Tranche 2020/1 Security Property. The business address of Architect Joe Grech is Office 3, JL Building, Luqa Road, Paola PLA 9045, Malta. The said valuation report is available for inspection at the registered office of the Issuer and a version included in Annex A attached hereto. The valuation report on the Tranche 2020/1 Security Property has been included in the form and context in which they appear with the authorization of Architect Joe Grech, who has given and has not withdrawn his consent to the inclusion of such report herein. Architect Joe Grech does not have any material interest in the Issuer. The Issuer confirms that the valuation report has been accurately reproduced in these Final Terms and that there are no facts of which the Issuer is aware that have been omitted and which would render the reproduced information inaccurate or misleading.

ANNEX A: VALUATION OF SECURED PROPERTY



11th November, 2019

To Whom It May Concern

The undersigned architect and civil engineer is hereby estimating the current market value of the property located at Triq I-Industrija, Industrial Estate, Mriehel, indicated bordered in red on the attached aerial photo. A detailed valuation is outlined in the following report.

Property Description

The property consists of a plot of land covering an approximate area of 1800sq.m and acquired by Dizz Manufacturing Ltd through a contract of temporary emphyteutical grant dated 26^{th} May, 2016. As per the same contract, the land is leased for a term of 65 years, and is subject to an annual ground rent of \in 18,000 with a 10% increase every 5 years payable to the Government of Malta. A one time payment of \in 500,000 was also paid upon acquisition of the land.

The site lies within the Mriehel Industrial Estate as per Planning Authority Area Policy MAP BKM 2 attached and can be developed into offices as outlined in same plan.

A development permit bearing reference number PA 1845/16 for the 'Construction of two levels of underground carpark as well as four floors and a receded floor to be used as Class 6A storage and distribution, Class 4A offices and ancillary amenities including Class 4C cafeteria' was issued for the site on the 15th July, 2016 and the site is currently excavated and construction works commenced at the lower basement level.

A recent application referenced PA 4497/19 for proposed changes to the uses approved by the above permit was submitted to the Planning Authority but is still being processed and is currently suspended at the developer's architect request. For the purpose of this valuation, the uses as approved by PA 1845/16 are being taken into consideration. Following is a breakdown of the areas as approved in same permit:

Level -2 Level -1	Carpark Carpark	1125sq.m 1125sq.m
Level 0	Storage & Ancillary Facilities Offices Cafeteria	700sq.m 230sq.m 45sq.m
Level 1	Storage & Ancillary Facilities Offices Cafeteria	740sq.m 210sq.m 45sq.m
Level 2	Storage & Ancillary Facilities	1125sq.m
Level 3	Offices & Ancillary Facilities	1125sq.m
Level 4	Offices & Ancillary Facilities	870sq.m

Total Usable Area 7340sq.m

Valuation

1.05

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Considering an investment approach to the valuation of the property:

The leasehold interest in renting out the property to third parties can be considered with the following return:

Parking Areas	2250sq.m x € 25/sq.m	€ 56,250
Storage & Ancillary	2565sq.m x € 85/sq.m	€ 218,025
Offices & Ancillary	2435sq.m x €160/sq.m	€ 389,600
Cafeteria	90sq.m x €200/sq.m	€ 18,000
		€ 681,875
	Rounded to	€ 680,000/yr

For simplification purposes, it is being assumed that the rate of increase in ground rent is equal to the rate of increase in rental value. Considering a sinking fund at 3% for the redemption of the capital invested upon reversion, a yield value of 8.5% gives a total capital value for the completed development at €7,600,000.

ESTG048-19

Therefore, land value is computed as follows:

	Total Capital Invested	€7	,600,000
Less	Construction Expense (as per contract of works signed between DIZZ Manufacturing Ltd. and G&P Borg Ltd.) (inc. VAT)		
	ö , (€ 1	,870,000
Less	Finishing Expenses (estimated value)*1	€ 1	,550,000
Less	Professional Fees (5% of € 2,900,000)	€	145,000
Less	Planning Authority Development Fees	€	100,000

€ 3,935,000

*1 Finishes Estimates

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Parking	2,250 sq.m x €20 /sq.m	€	45,000
Storage	2,565 sq.m x €50 /sq.m	€	128,250
Offices	2,435 sq.m x €450 /sq.m	€	1,095,750
Cafeteria	90 sq.m x €550 /sq.m	€	49,500
	Sub Total	€	1,318,500
	Add 18% VAT	€	237,330
	Total Finishes Estimates	€	1,555,830

Finishes Estimates Rounded € 1,550,000

Therefore, considering the development as approved by PA1845/16, the current market value of the land is estimated at **three million**, **nine hundred thousand euro** (€ 3,900,000).

Joe Grech A&CE

ADDENDUM

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Should the application PA4497/19 be approved, the annual rental return would be revised as follows:

Parking Areas	2050sq.m x € 25/sq.m	€	51,250
Offices & Ancillary	4800sq.m x €160/sq.m	€	768,000
Cafeteria	55sq.m x €200/sq.m	€	11,000
		€	830,250
	Rounded to	€	830,000

Retaining the same conditions in relation to sinking fund and yield would lead to a capital investment value of € 9,365,000. Therefore, in this instance land value is computed as follows:

	Total Capital Invested	€9	9,365,000	
Less	E	870.000		
	£	,870,000		
Less	Finishing Expenses (estimated value)*2	€2	2,600,000	
Less	Professional Fees (5% of € 3,788,000)	€	189,400	
Less	Planning Authority Development Fees and Urban			
	Improving Funds	€	350,000	

€ 4,355,600

*² Finishes Estimates

Parking	2,050 sq.m x €20 /sq.m	€	41,000
Offices & Ancillary	4,800 sq.m x €450 /sq.m	€	2,160,000
Cafeteria	55 sq.m x €550 /sq.m	€	30,250
	Sub Total	€	2,231,250
	Add 18% VAT	€	401,625
	Total Finishes Estimates	€	2,632,875

Finishes Estimates Rounded € 2,600,000

Hence should PA4497/19 be approved, the market value of the land could be revised to **four million**, three hundred and fifty thousand euro (€ 4,350,000).

SITE LOCATION

ESTG048-19

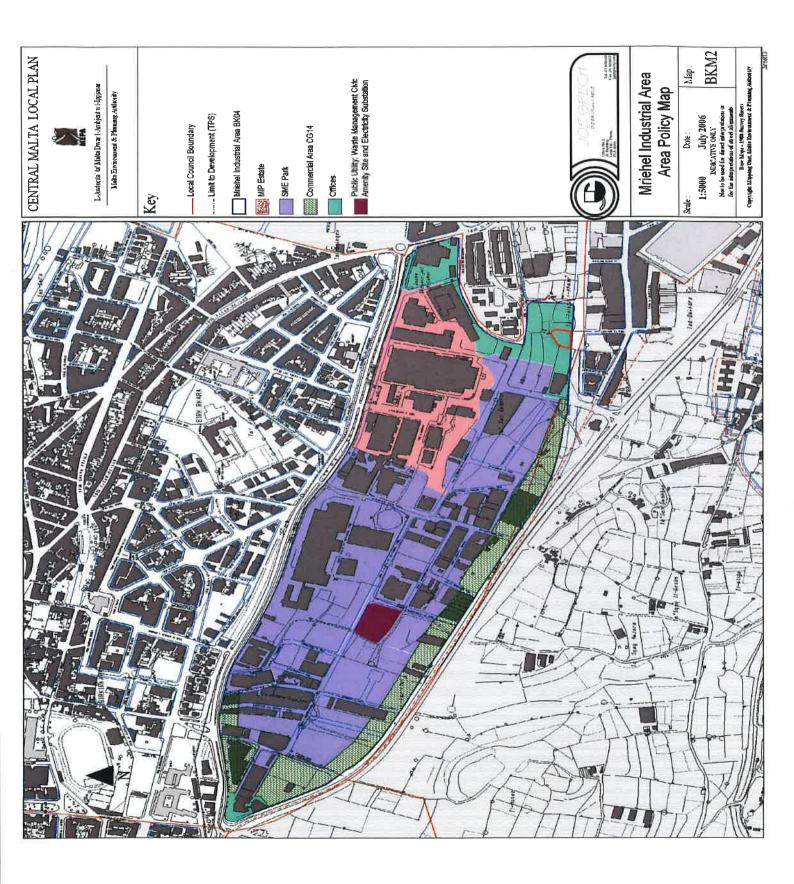
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POLICY MAP BKM 2

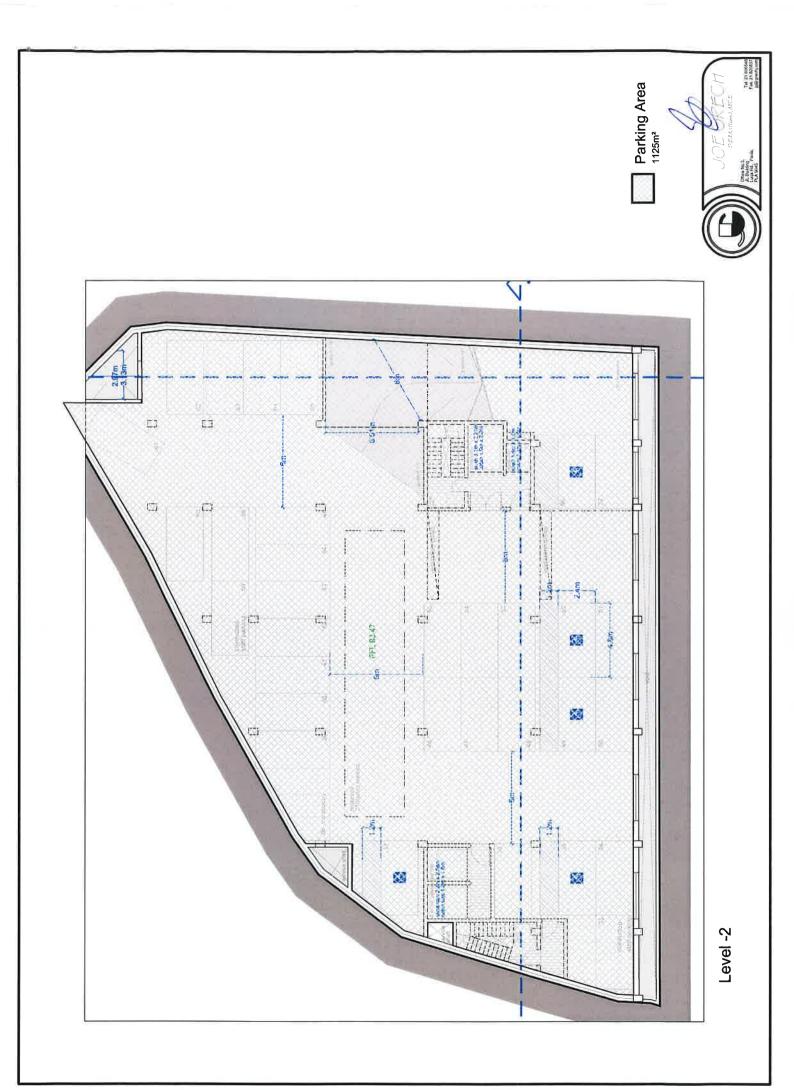
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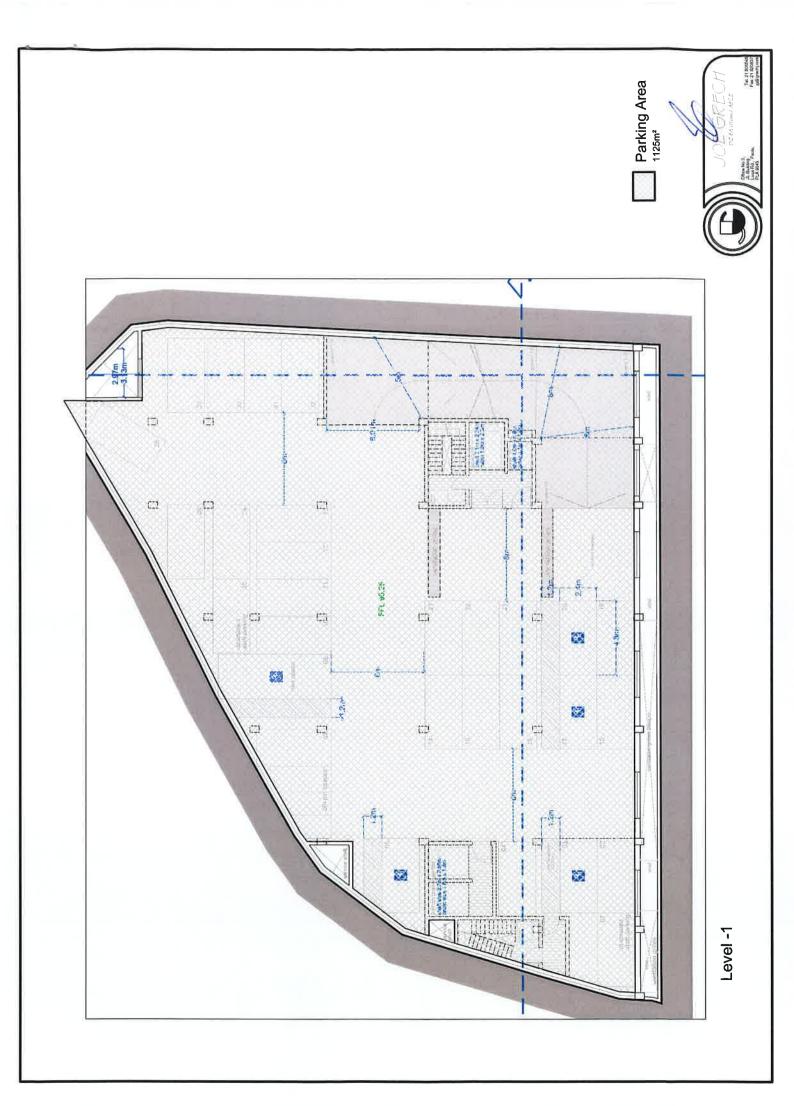


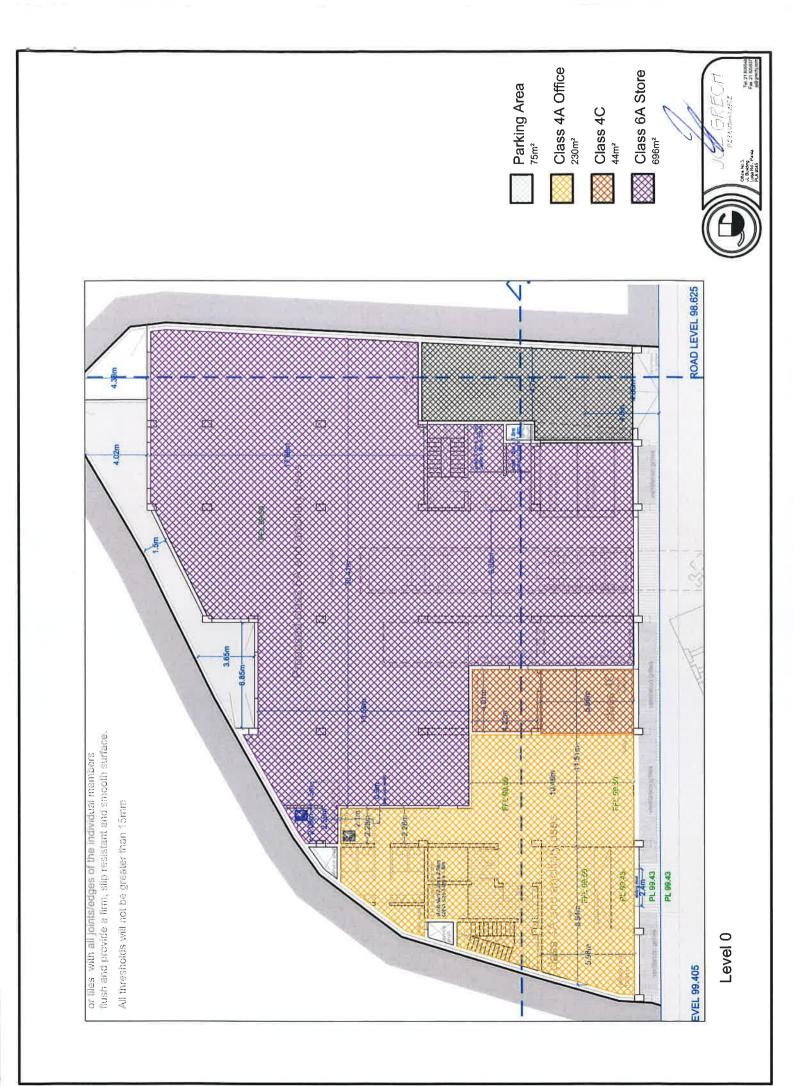
PLANS AS APPROVED BY PA1845/16

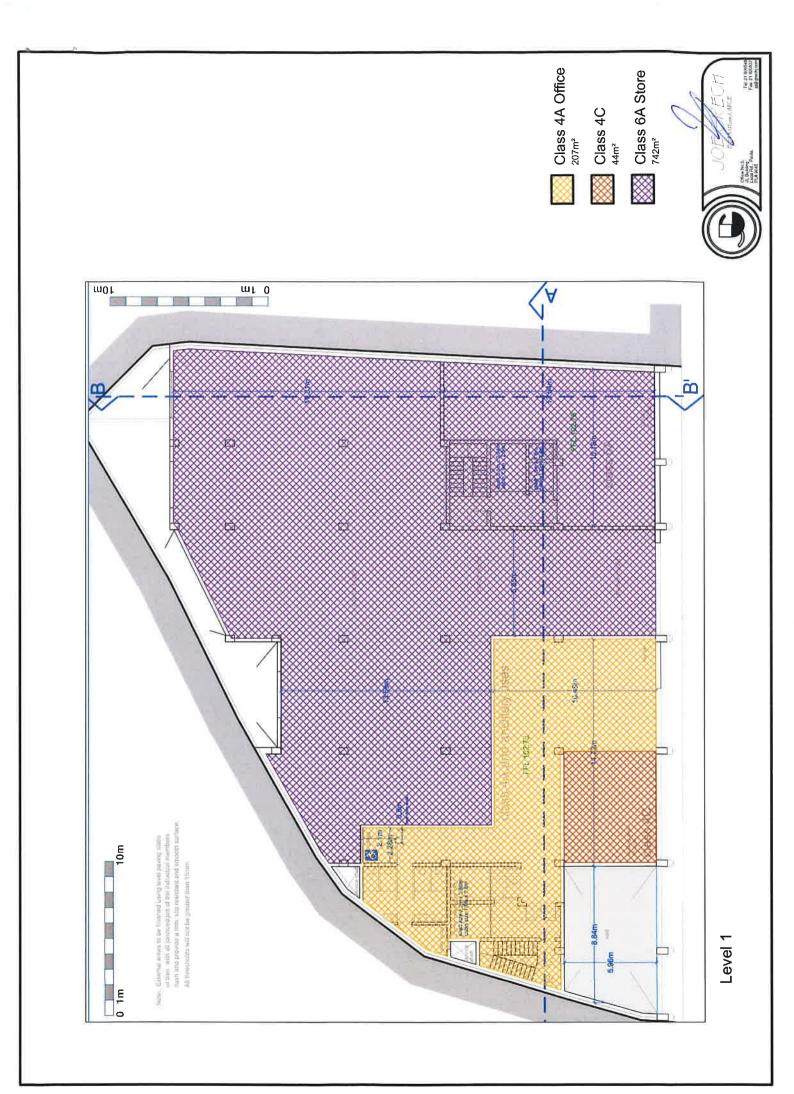


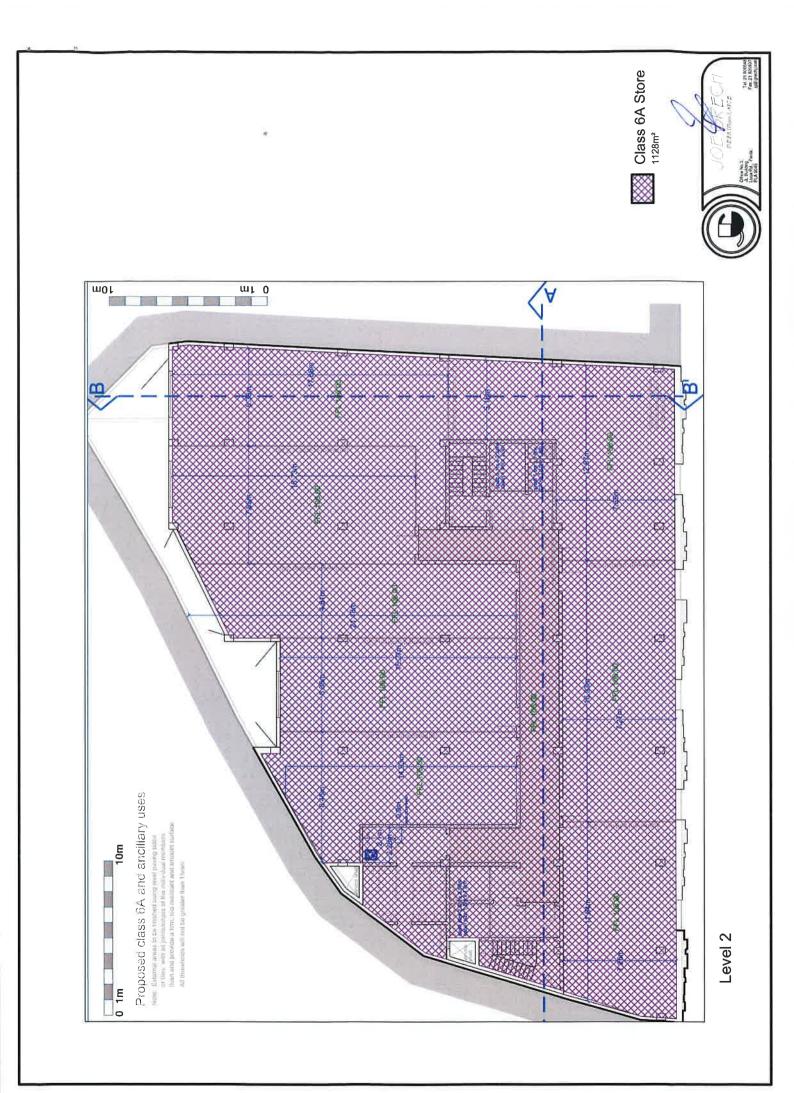
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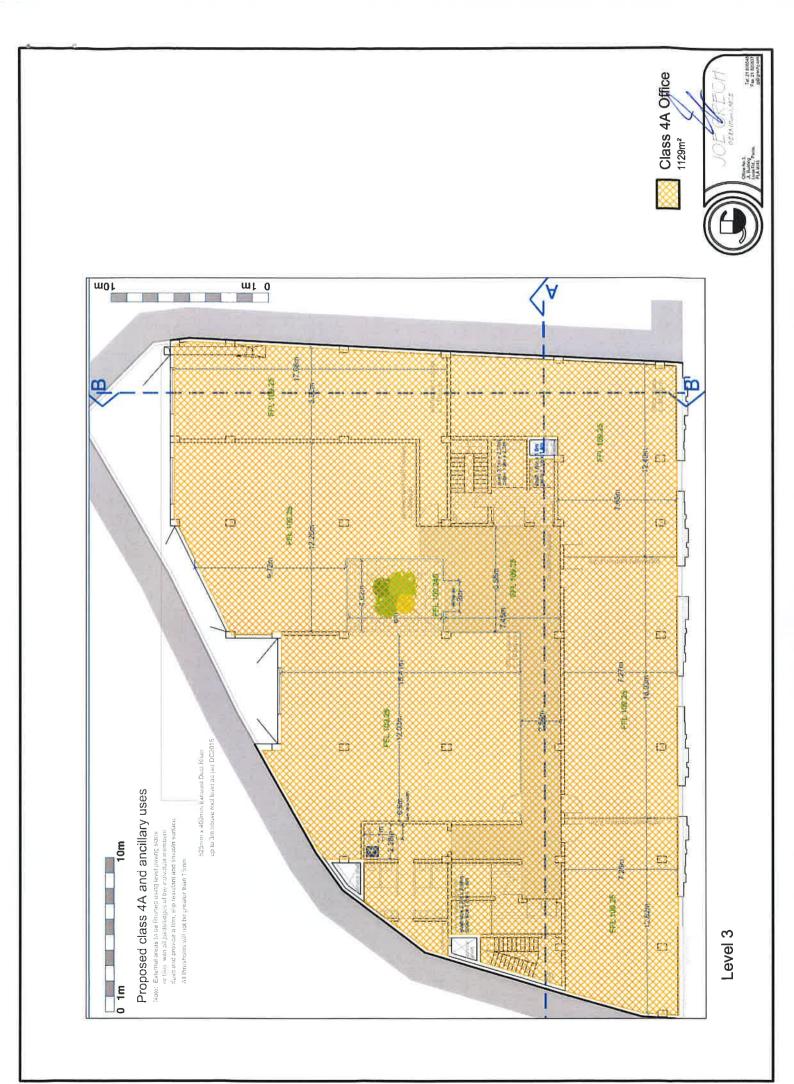


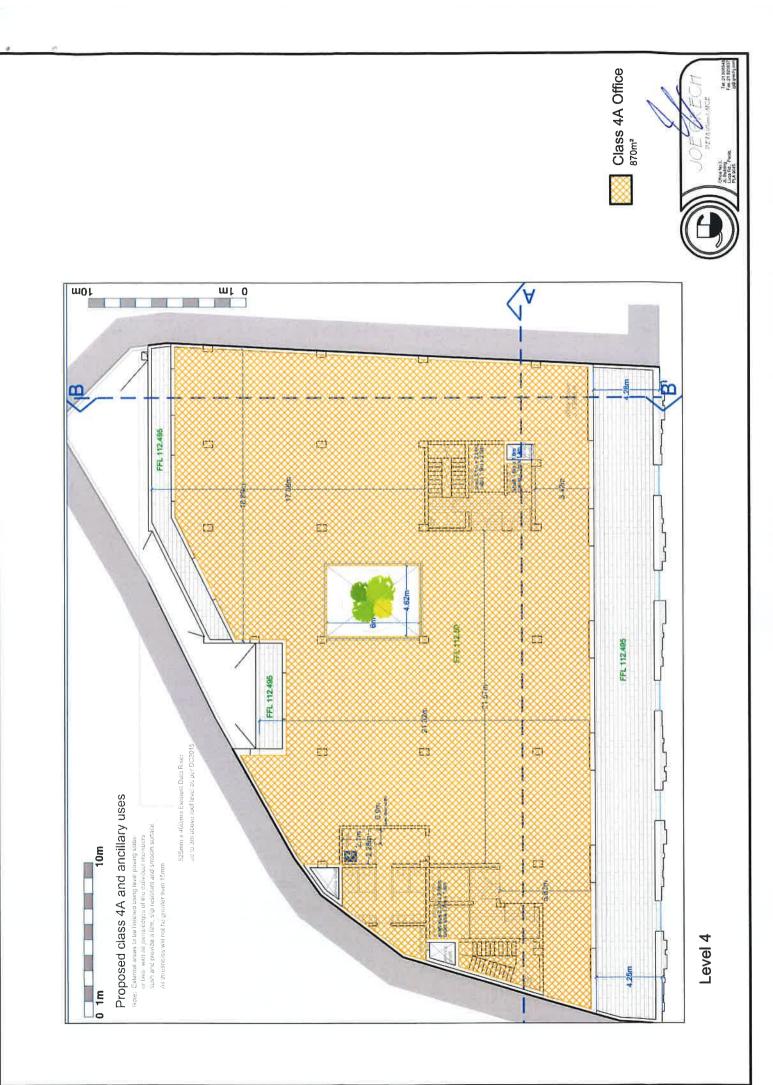






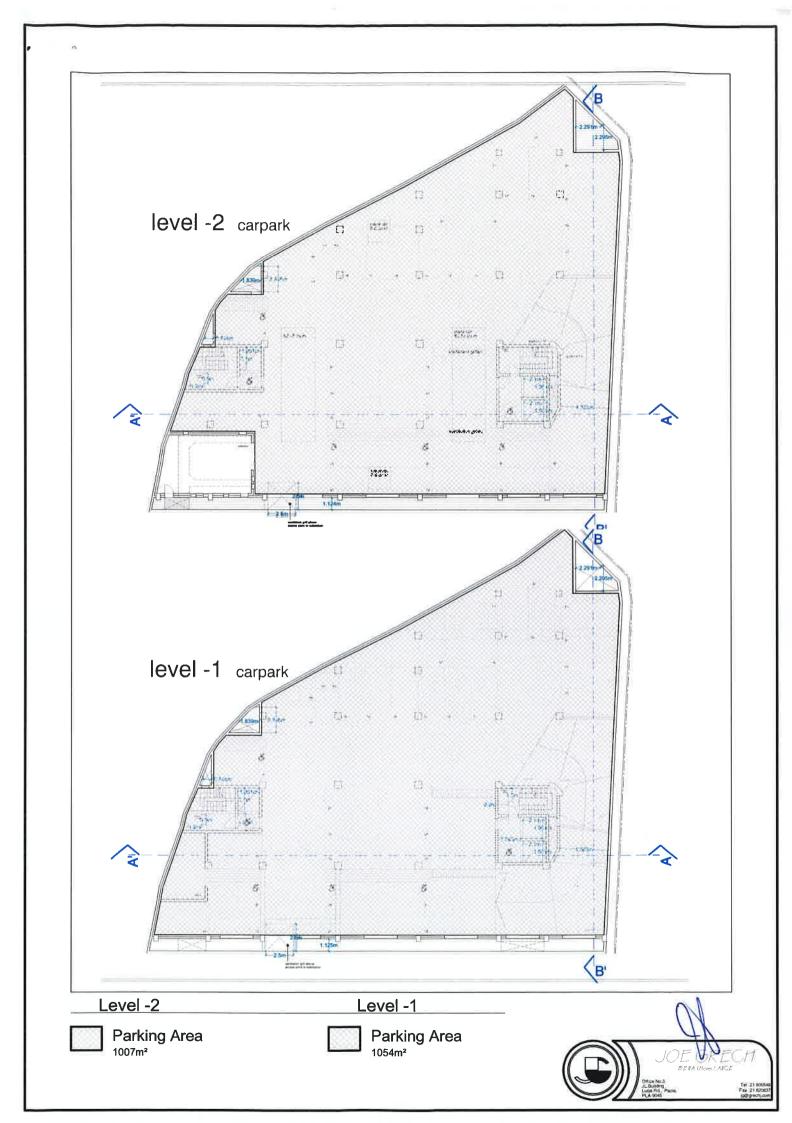


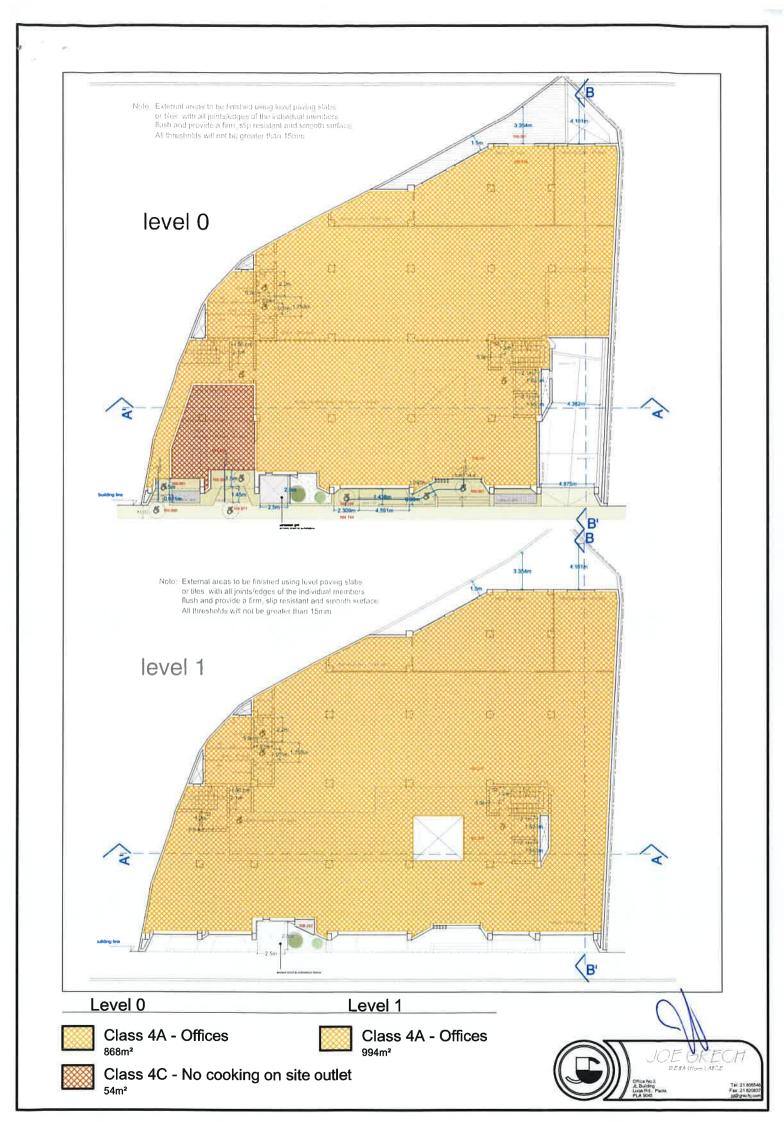


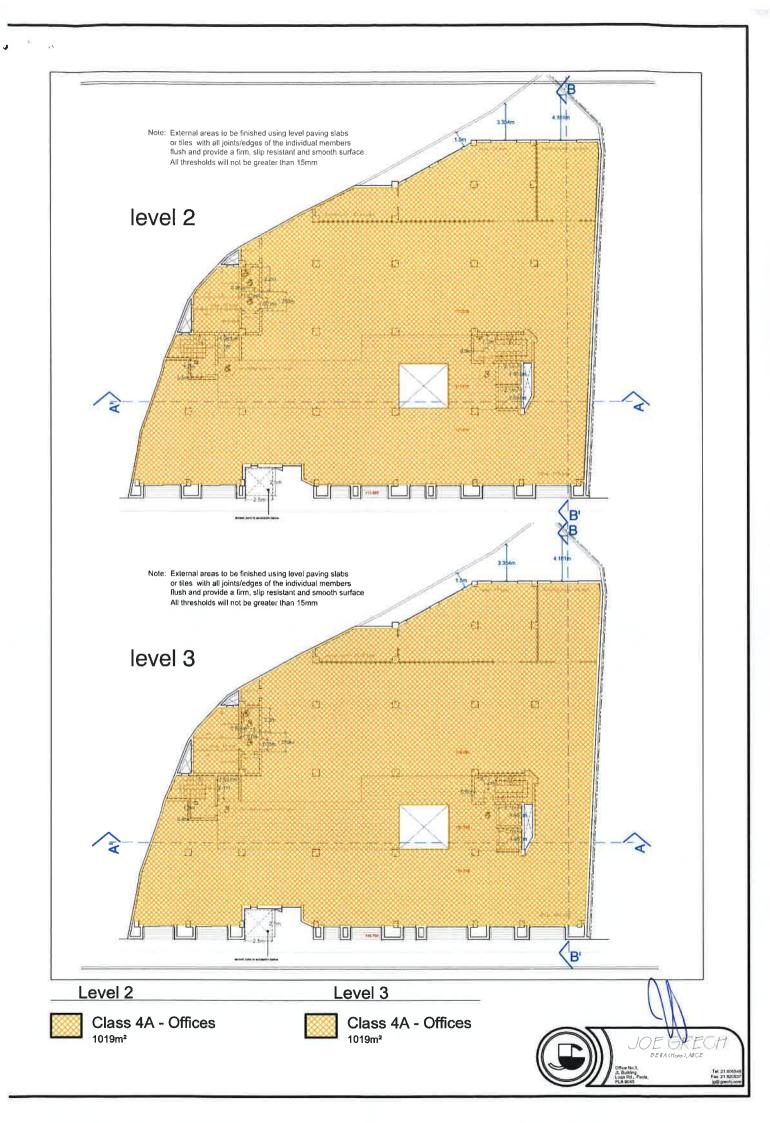


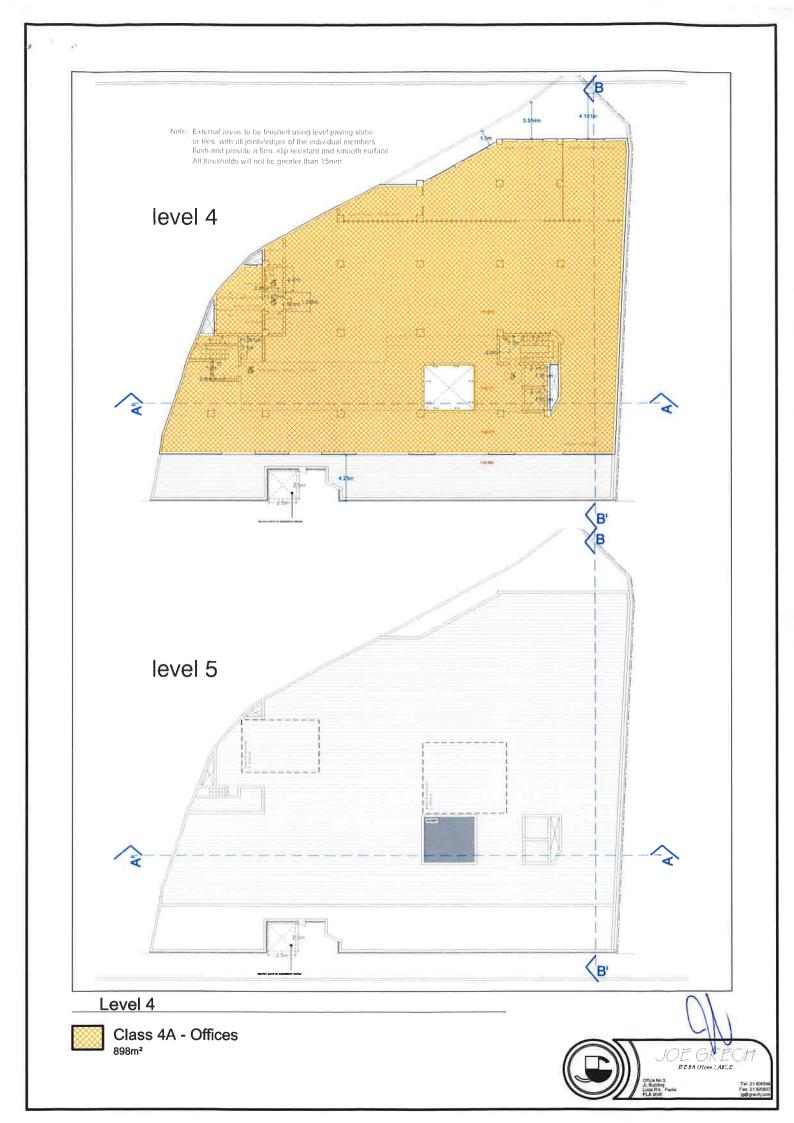
PLANS AS PROPOSED IN PA4497/19

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Capital Value Based on Yield	C.V.	€11,675,719	€10,729,533	€9,925,207	€9,233,061	€8,631,158	€8,102,928	€7,635,625	€11,184,651	€10,313,413	€9,568,098	€8,923,245	€8,359,825	€7,863,330	€7,422,502	€11.337.520	€10,443,256	€9,679,750	€9,020,279	€8,444,934	€7,938,583	€7,489,519
Capital Value	Yield	5.50%	6.00%	6.50%	7.00%	7.50%	8.00%	8.50%	5.50%	6.00%	6.50%	7.00%	7.50%	8.00%	8.50%	5.50%	6.00%	6.50%	7.00%	7.50%	8.00%	8.50%
A.S.F. (65 years)		0.001699						•	0.004188					Ur U		0.00339			81 7			L.
A.S.F. (3%							3.50%							4%						

€680,000	€18,000	€662,000
Full Rental Value	Rent Paid	Profit Rent

Capital Value Based on Yield	c.v.	€14,321,275	€13,160,696	€12,174,121	€11,325,145	€10,586,858	€9,938,939	£9,365,751	€13,718,938	€12,650,289	€11,736,096	€10,945,129	€10,254,046	€9,645,051	€9,104,338		€13,900,445	€12,809,552	€11,873,047	€11,064,148	€10,358,438	€9,737,356	€9,186,539
Capital Value	Yield	5.50%	6.00%	6.50%	7.00%	7.50%	8.00%	8.50%	5.50%	6.00%	6.50%	7.00%	7.50%	8.00%	8.50%) 201 1	%UC.C	6.00%	6.50%	7.00%	7.50%	8.00%	8.50%
A.S.F. (65 years)		0.001699							0.004188						2		0.00339	,					ļ
A.S.F. (3%							3.50%							2 K	4%						

€830,000	€18,000	€812,000
Full Rental Value	Rent Paid	Profit Rent