

Summary

Dated 9 November 2022

This Summary is issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules issued by the Malta Financial Services Authority and of the Prospectus Regulation.

In respect of an issue of €13,000,000 5% Secured Bonds 2029 of a nominal value of €100 per Bond issued at par by



MedservRegis p.l.c., a public limited liability company registered under the laws of Malta with company registration number C 28847

ISIN: MT0000311259

Sponsor

Registrar & Manager

Legal Counsel

Security Trustee



THIS SUMMARY HAS BEEN APPROVED BY THE MFSA AS THE COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE MFSA ONLY APPROVES THIS SUMMARY AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY AND CONSISTENCY IMPOSED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHOULD NOT BE CONSIDERED AS AN ENDORSEMENT OF THE ISSUER AND/OR THE SECURITIES THAT ARE THE SUBJECT OF THIS SUMMARY.

THIS SUMMARY IS VALID FOR A PERIOD OF 12 MONTHS FROM THE DATE HEREOF. FOLLOWING THE LAPSE OF THIS VALIDITY PERIOD, THE ISSUER IS NOT OBLIGED TO SUPPLEMENT THIS SUMMARY IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES OR MATERIAL INACCURACIES

Approved by the Directors

A handwritten signature in black ink, appearing to read "Anthony S. Diacono", written over a thin horizontal line.

Mr Anthony S. Diacono

in his capacity as Director, and on behalf of David O'Connor, Olivier Bernard, Carmelo *sive* Karl Bartolo, Laragh Cassar, Keith Grunow, Monica Vilabril and Jean Pierre Lhote.

This Summary is prepared in accordance with the requirements of the Prospectus Regulation and the delegated acts issued thereunder. This Summary contains key information which will enable investors to understand the nature and the risks associated with the Issuer and the Bonds. Except where the context otherwise requires or where otherwise defined herein, the capitalised words and expressions used in this Summary shall bear the meanings assigned thereto in the Registration Document and the Securities Note, respectively, as the case may be.

1.0 Introduction and Warnings

This Summary contains key information on the Issuer and the Bonds, summarised details of which are set out below:

Issuer	MedservRegis p.l.c.
Address	Port of Marsaxlokk, Birzebbugia, BBG3011, Malta
Telephone Number	(00356) 2220 2000
Website	www.medservregis.com
Legal Entity Identifier	2138003WBERIMWQVKZ64
Nature of the Securities	Secured Bonds up to a maximum amount of €13,000,000, bearing an interest rate of 5% per annum, payable annually in arrears on the 20 December of each year between and including 2023 and 2029
ISIN of the Bonds	MT0000311259
Competent authority approving the Prospectus	The Malta Financial Services Authority, established in terms of the Malta Financial Services Authority Act (Cap 330 of the laws of Malta). The MFSA only approves the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval shall not be considered as an endorsement of the Issuer.
Address, telephone number & official website of the competent authority approving the Prospectus	Malta Financial Services Authority, Triq l-Imdina, Zone 1, Central Business District, Birkirkara CBD 1010, Malta. The telephone number of the competent authority is +356 2144 1155. The official website of the competent authority is https://www.mfsa.mt/ .
Prospectus approval date	9 November 2022.

Prospective investors are hereby warned that:

- (i) this Summary should be read as an introduction to the Prospectus. It is being provided to convey the key characteristics and risks associated with the Issuer and the Bonds being offered pursuant 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;
- (ii) any decision of the investor to invest in the securities should be based on consideration of the Prospectus as a whole by the investor;
- (iii) an investor may lose all or part of the capital invested by subscribing for Bonds;
- (iv) 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
- (v) civil liability attaches only to those persons who have tabled the Summary, 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.

2.0 Key Information on the Issuer

2.1 Who is the Issuer of the Bonds?

2.1.1 Domicile and legal form, LEI and country of incorporation of the Issuer

The Issuer is MedservRegis p.l.c., a public limited liability company registered in terms of the Companies Act (Cap 386 of the laws of Malta), with company registration number C 28847 and its registered office is at Port of Marsaxlokk, Birzebbugia, BBG3011, Malta. The Issuer is incorporated and is domiciled in Malta. Its LEI number is 2138003WBERIMWQVKZ64.

2.1.2 Principle Activities of the Issuer

The Issuer is the parent company of the Group. The Group's core business is the provision of integrated logistics services to the energy industry. The Group presently has facilities in Malta, Cyprus, Egypt, UAE, Iraq, Oman, Mozambique and Uganda. The Group has developed five principal product service lines in order to better meet client requirements, comprising Integrated Offshore Logistics, OCTG Pipe Services, Engineering Support Services, Mixing and Storage of Drilling Fluids and Environmental Services including power generation from solar energy.

2.1.3 Major Shareholders

To the knowledge of the Issuer, control of the Issuer is not vested in any one single entity. The shareholders of the Issuer holding more than 10% of the Issuer are Mr Anthony S. Diacono (holding 13.23%), Mr Anthony J. Duncan (holding 16.7%) and DOCOB Limited (beneficially owned by Mr David O'Connor (CEO) and Mr Olivier Bernard (Deputy CEO)) holding 49.9% of the issued share capital of the Issuer.

2.1.4 Directors of the Issuer

The directors of the Issuer are Anthony S. Diacono, David O'Connor, Olivier Bernard, Carmelo sive Karl Bartolo, Laragh Cassar, Keith Grunow, Monica Vilabril and Jean Pierre Lhote.

2.1.5 Statutory Auditors

The auditors of the Issuer are PricewaterhouseCoopers, Malta (accountancy board registration number AB/26/84/38) of 78, Mill Street, Qormi QRM 3101, Malta. The financial statements of the Issuer for the financial years ended 31 December 2021 have been audited by KPMG (accountancy board registration number AB/26/84/12) of 92, Marina Street, Pieta, Malta. PricewaterhouseCoopers were appointed as auditor of the Issuer on 28 July 2022 pursuant to a tender process carried out by the Issuer. KPMG, Malta and PricewaterhouseCoopers are firms registered as partnerships of certified public accountants holding practicing certificates to act as auditors in terms of the Accountancy Profession Act, 1979 (Cap 281 of the laws of Malta).

2.2 What is the key financial information regarding the Issuer?

The key financial information regarding the Issuer is set out below:

	FY2021*	FY2020	FY2019	HY2022**	Comparative HY2021
	Audited EUR	Audited EUR	Audited EUR	Unaudited EUR	Unaudited EUR
Income Statement					
Total Turnover	29,924,554	32,411,788	68,729,751	26,075,032	6,026,946
Results from operating activities	(7,426,064)	(5,550,968)	3,088,044	308,663	(381,203)
(Loss) / Profit for the year from continuing operations	(7,303,136)	(8,795,415)	(3,360,983)	(664,827)	849,907
Balance Sheet					
Total assets	150,786,139	121,768,671	150,446,675	152,918,297	150,786,139
Total equity	62,818,484	4,291,781	14,088,217	63,273,135	62,818,484
Current ratio (Current Assets / Current Liabilities)***	2.36x	1.73x	1.45x	2.76x	2.36x

Net debt (Total debt less cash and cash equivalents)***	60,275,134	70,837,189	84,857,822	58,029,461	60,275,134
(Net Debt inc. leases/ EBITDA)***	11.36x	12.73x	6.67x	N/A	N/A
Cash Flow Statement					
Cash and cash equivalents	9,107,124	4,651,336	625,002	10,828,111	9,107,124
Net cash generated from operating activities	6,579,652	10,123,586	8,675,135	2,380,305	2,130,559
Net cash (used in) / generated from investing activities	(1,893,008)	(1,679,616)	(1,171,344)	748,772	1,045,584
Net cash used in financing activities	(5,290,404)	(3,976,490)	(9,035,718)	(2,623,414)	(4,515,626)

* As a result of the reverse acquisition: a) the Consolidated Statement of Financial Position as at 31 December 2021 represents the consolidated financial position of the combined Medserv and Regis group of companies; whereas b) the Consolidated Statement of Profit or Loss and Other Comprehensive Income for the year ended 31 December 2021 includes the financial results of the continued operations of Regis group of companies for the entire year and financial results of the formerly Medserv group of companies from 1 July 2021 until year-ended 31 December 2021.

** As a result of the reverse acquisition, the Consolidated Statement of Profit or Loss and Other Comprehensive Income for the six-month period ended 30 June 2022 includes the combined financial results of the continued operations of both the Regis group of companies and the formerly Medserv group of companies for the entire period, whereas the comparative figures for the Consolidated Statement of Profit or Loss and Other Comprehensive Income for the six-month period ended 30 June 2021 only comprise the financial results of the formerly Medserv group of companies.

*** This financial information has not been extracted from the financial statements of the Issuer for the period in question.

2.3 What are the key risks specific to the Issuer?

The most material risk factors specific to the Issuer which may negatively impact the operations and financial position of the Issuer should the circumstances mentioned therein materialise are set out below:

- 2.3.1** The Group is exposed to the risks associated with the trends and future outlook of the oil and gas industry, including the demand and/or supply for oil and gas in the future.
- 2.3.2** The price of oil and gas is, to a large extent, affected by geopolitical tensions (eg the Ukraine conflict). The volatility of these markets can affect the appetite of International Energy Companies to undertake new projects to explore and develop new reservoirs, which could have a negative indirect impact on the Group, and on its business pipeline and related revenues.
- 2.3.3** The concerns derived from the climate change are causing a global push to shift from fossil energies to alternative sources such as wind and solar, which in the long run could lead to a decrease of the consumption of oil and gas. This could be further accelerated by the conflict in Ukraine.
- 2.3.4** Following the pressure of regulatory bodies and of the public in general, some financing institutions are less inclined to fund projects linked with non-renewable sources of energy.
- 2.3.5** The Group's operations are dependent on emerging markets, which present economic and political challenges. Therefore, the Group's business may be negatively impacted by political and economic instability, exchange controls, risk of nationalisation and changes in Government policies.
- 2.3.6** The oil and gas industry, particularly in the Mediterranean region, is dominated by a very limited number of International Energy Companies (IECs). The Group's performance depends on it being able to maintain and increase its relationship with these IECs.

3.0 Key Information on the Bonds

3.1 What are the main features of the securities?

The key features of the Bonds are set out below:

Each Bond forms part of a duly authorised issue of 5% secured bonds 2029 of a nominal value of €100 per Bond issued by the Issuer at par up to the principal amount of €13,000,000. The Issue Date of the Bonds is expected to be on or around the 20 December 2022. The Bonds are redeemable on 20 December 2029. The Bonds shall bear interest from and including 20 December 2022 at the rate of 5% per annum on the nominal value thereof, payable annually in arrears on each Interest Payment Date. The first interest payment will be effected on 20 December 2023 (covering the period 20 December 2022 up to and including 19 December 2023).

The currency of the Bonds is Euro (€). Subject to admission to listing of the Bonds to the Official List, the Bonds are expected to be assigned ISIN: MT0000311259. The Bonds, as and when issued and allotted, shall constitute the general, direct, unconditional and secured obligations of the Issuer. The Bonds shall at all times rank *pari passu*, without any priority or preference among themselves and with other outstanding and unsecured debt of the Issuer, present and future, save for such exceptions as may be provided by applicable law. However, in view of the Security being provided by MedOps, if the Issuer had to default on its obligations and an Event of Default occurs, Bondholders may use MedOps' assets and its rights on the Medserv Site to settle the amounts due under the Bonds.

The minimum subscription amount of Bonds that can be subscribed for by Applicants upon subscription is €2,000, and in multiples of €100 thereafter. Once the Bonds are admitted to listing on the Official List of the MSE, there is no minimum holding requirement. The Bonds are freely transferable and, once admitted to the Official List, shall be transferable in multiples of €100 in accordance with the rules and regulations of the MSE applicable from time to time. There are no special rights attached to the Bonds other than the right of the Bondholders to payment of interest and capital, enforcing the Security (through the Security Trustee) if the Issuer does not pay any sum due to Bondholders, and subject to the prior ranking of Secured Creditors.

The Issuer's payment obligation in respect of principal and interest under the Bonds shall be secured by a general hypothec and a special hypothec granted by MedOps over the Medserv Site in favour of the Security Trustee, on trust for the benefit of the Bondholders. On the basis of searches carried out, there are prior ranking privileges and hypothecs over the Medserv Site, which will rank before the Security on the Bond. These are 1) a privilege granted to the Malta Freeport securing the payment of the ground rent over the Medserv Site, 2) general and special hypothecs over the Medserv Site in favour of HSBC for overdraft facilities in the amount of €7,500,000, 3) a general hypothec in favour of Bank of Valletta plc securing a loan in the amount of €5,000,000 and 4) a general and special hypothec over the Medserv Site in favour of HSBC Bank Malta p.l.c. as security trustee of the Callable Bonds in the amount of €20,000,000. The Callabe Bond Security will be cancelled within 14 Business Days from the issuance of the Bonds. MedOps shall not create other prior ranking security (unless arising by law) but shall be free to grant security which rank after the Bonds.

3.2 Where will the securities be traded?

Application has been made to the Malta Stock Exchange for the Bonds being issued pursuant to the Prospectus to be listed and traded on its Official List. The Bonds are expected to be admitted to the Malta Stock Exchange with effect from 20 December 2022 and trading is expected to commence thereafter. Dealing may commence prior to notification of the amount allotted being issued to Applicants.

3.3 What are the key risks associated with the Bonds?

The most material risk factors specific to the Bonds are set out below:

- 3.3.1** There can be no assurance that an active secondary market for the Bonds will develop, or, if it develops, that it will continue.
- 3.3.2** By acquiring the Bonds, the Bondholder is considered to be bound by the terms of the Security Trust Deed as if he had been a party to it.
- 3.3.3** The Issuer and MedOps may incur further borrowings or indebtedness and may create or permit to subsist

other security interests upon the whole or any part of its present or future undertakings, assets or revenues (including uncalled capital) provided that MedOps shall be prohibited from, throughout the term of any Bond, creating or permitting to subsist any prior ranking charges over its assets other than those arising by operation of law or those existing as at the date hereof.

- 3.3.4** The Bonds, when issued and allotted, shall constitute the general, direct, unconditional obligations of the Issuer. The payment of interest and principal shall be secured by the Security over the Medserv Site given by MedOps in favour of the Security Trustee, as trustee of the Bondholders. The Bonds are secured by a general hypothec and a special hypothec over the Medserv Site, both granted by MedOps. The Issuer's obligations under the Bonds are unsecured obligations ranking equally with its other present and future unsecured obligations. However, in view of the Security being provided by MedOps, if the Issuer had to default on its obligations and an Event of Default occurs, Bondholders may use MedOps' assets and its rights on the Medserv Site to settle the amounts due under the Bonds.
- 3.3.5** The Security will at all times rank junior to the special privilege granted to the Freeport Authority, to the security granted to Secured Creditors and also to any prior ranking security interest arising by law. Prior ranking security means that in the event of insolvency of MedOps, its assets will be used to settle the prior ranking debts before settling the amounts due under the Bonds.
- 3.3.6** The Issuer undertakes to procure the cancellation of the Callable Bond Security in favour of the Security Trustee within 14 Business Days after the Issue Date of the Bonds. If the Issuer does not fulfil this obligation, each Bondholder may declare his Bonds due and demand immediate redemption thereof at the Redemption Value, with accrued interest, if any, to the date of repayment.
- 3.3.7** Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds. Investors should also be aware that the price of fixed rate bonds should, theoretically, move adversely to changes in interest rates.

4.0 Key Information on the Offer of the Bonds and Admission to Trading

4.1 Under which conditions and timetable can I invest in these Bonds?

Applications for subscription to the Bonds may be made through any of the Authorised Intermediaries (which include the Sponsor and the Registrar & Manager). The Bonds are open for subscription by:

- (i) Callable Bondholders up to the amount of Callable Bonds held as at the Cut-off Date and subject to any Cash Top-Up, as and if applicable;
- (ii) Callable Bondholders in respect of any number of additional Bonds applied for other than by Callable Bond Transfer exceeding in value the aggregate nominal value of Maturing Bonds held by them as at the Cut-off Date (including Cash Top-Up, as and if applicable); and
- (iii) Authorised Intermediaries through an Intermediaries' Offer in respect of any balance of the Bonds not subscribed to by Callable Bondholders as aforesaid.

The allocation policy to be adopted by the Issuer will be in terms of (i) to (iii) above, in that order of priority.

As regards preferred allocations, Callable Bondholders applying for Bonds may elect to settle all or part of the amount due on the Bonds applied for by the transfer to the Issuer of Callable Bonds at par value, subject to a minimum Application of €2,000 in Bonds. Any Callable Bondholders whose holding in Callable Bonds is less than €2,000 shall be required to pay the difference together with the submission of their Application Form ("**Cash Top-Up**"). Callable Bondholders electing to subscribe for Bonds through the transfer to the Issuer of all or part of the Callable Bonds held by them as at the Cut-off Date (including any Cash Top-Up necessary as stated above) ("**Callable Bond Transfer**") shall be allocated Bonds for the corresponding nominal value of Maturing Bonds transferred to the Issuer (including Cash Top-Up, where applicable).

Bonds applied for by Callable Bondholders by way of Callable Bond Transfer shall be allocated prior to any other allocation of Bonds. A Callable Bondholder wishing to apply for a number of Bonds exceeding in value the aggregate nominal value of Maturing Bonds held by him/her/it as at the Cut-off Date (including Cash Top-Up, if any) may subscribe for such additional Bonds.

4.2 Expected timetable of principal events

Application Forms mailed to Callable Bondholders	14 November 2022
Closing date for Applications to be received from Callable Bondholders	2 December 2022
Intermediaries' Offer (if Applications from Callable Bondholders Applications do not reach €13,000,000)	7 December 2022
Announcement of basis of acceptance through a company announcement	12 December 2022
Refund of Unallocated Funds, if any	20 December 2022
Dispatch of Allotment Letters	20 December 2022
Expected date of Admission of the Bonds to the Official List of the MSE	20 December 2022
Commencement of interest on the Bonds (also for Callable Bondholders pursuant to the Callable Bond Transfer, the relinquishment of the interest on the Callable Bonds)	20 December 2022
Expected commencement date of trading in the Bonds	21 December 2022
Cancellation of Callable Bond Security and Creation of Security.	Latest 11 January 2023

4.3 Allocation Policy

The Issuer shall allocate the Bonds on the basis of the information contained in 4.1 above.

4.4 Why is this Prospectus being Issued

This Prospectus is being issued in connection with the Bond Issue. The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €12.5 million will be used by the Issuer for the redemption of the outstanding amount of the Callable Bonds. As at the date of the Prospectus, the aggregate value of Callable Bonds in issue stands at €13,000,600. The issuance of the Bonds is conditional upon a minimum of €10,000,000 being raised. If the said minimum is not raised, the Issuer shall refund the proceeds received to the respective Applicants. If the minimum amount of €10,000,000 is raised however the proceeds received from Applications does not reach €13,000,000, the Issuer shall use its own funds to settle the balance due on the redemption of the Callable Bonds. Once the Bond Issue has raised the minimum of €10,000,000, the Issuer shall issue the notice of early redemption of the Callable Bonds, thus enabling the applications or proceeds from this Bond Issue to be utilised to redeem the Callable Bonds.

4.5 Underwriting

The Bonds shall not be underwritten.

4.6 Conflicts of Interest

Save for the possible subscription for Bonds by Authorised Intermediaries (which include the Sponsor and the Registrar & Manager) and any fees payable to the Sponsor and to the Registrar & Manager for their roles as such, so far as the Issuer is aware, no person involved in the Issue has an interest material to the Bond Issue.