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# REGISTRATION DOCUMENT

**CF ESTATES FINANCE P.L.C.**

9 NOVEMBER 2026

# REGISTRATION DOCUMENT

Dated 9 November 2026

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

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## CF ESTATES FINANCE P.L.C.

**a public limited liability company duly incorporated under the Laws of Malta**
**with company registration number C 102839**
**with the joint and several Guarantee of CF Estates Ltd. a private limited company registered in Malta**
**with company registration number C 102632**

| SPONSOR & CO-MANAGER | REGISTRAR & CO-MANAGER | SECURITY TRUSTEE | LEGAL COUNSEL |
|---|---|---|---|
| Calamatta Cuschieri<br>moneybase | BOV<br>Bank of Valletta | CSB trustees& fiduciaries ltd | salibastafrace<br>LEGAL |

**THIS REGISTRATION DOCUMENT HAS BEEN APPROVED BY THE MALTA FINANCIAL SERVICES AUTHORITY AS THE COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE MALTA FINANCIAL SERVICES AUTHORITY ONLY APPROVES THIS REGISTRATION DOCUMENT AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY AND CONSISTENCY IMPOSED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHOULD NOT HOWEVER BE CONSIDERED AS AN ENDORSEMENT OF THE ISSUER THAT IS THE SUBJECT OF THIS REGISTRATION DOCUMENT. IN PROVIDING THIS AUTHORISATION, THE MALTA FINANCIAL SERVICES AUTHORITY DOES NOT GIVE ANY CERTIFICATION REGARDING THE POTENTIAL RISKS IN INVESTING IN ANY INSTRUMENT ISSUED BY THE ISSUER AND SUCH AUTHORISATION SHOULD NOT BE DEEMED OR BE CONSTRUED AS A REPRESENTATION OR WARRANTY AS TO THE SAFETY OF INVESTING IN SUCH INSTRUMENTS.**

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APPROVED BY THE DIRECTORS

FRANCIS AGIUS

in his capacity as director of the Issuer and for and on behalf of
Clifton Cassar, Stephen Muscat, Peter Portelli and Mario Vella

# IMPORTANT INFORMATION

THIS REGISTRATION DOCUMENT CONTAINS INFORMATION ON CF ESTATES FINANCE P.L.C. IN ITS CAPACITY AS ISSUER AND CF ESTATES LTD. AS GUARANTOR, IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS RULES, THE COMPANIES ACT (CAP. 386 OF THE LAWS OF MALTA) AND THE PROSPECTUS REGULATION.

NO BROKER, DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORISED BY THE ISSUER, THE GUARANTOR OR THEIR RESPECTIVE DIRECTORS, TO PUBLISH OR ISSUE ANY ADVERTISEMENT OR TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE ISSUER, THE GUARANTOR AND/OR THE SECURITIES OF THE ISSUER OTHER THAN THOSE CONTAINED IN THE PROSPECTUS AND IN THE DOCUMENTS REFERRED TO THEREIN, AND IF PUBLISHED, ISSUED, GIVEN OR MADE, SUCH ADVERTISEMENT, INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY THE ISSUER, THE GUARANTOR OR THEIR RESPECTIVE DIRECTORS OR ADVISORS.

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THE PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SECURITIES BY ANY PERSON IN ANY JURISDICTION: (I) IN WHICH SUCH OFFER OR INVITATION IS NOT AUTHORISED; OR (II) IN WHICH THE PERSON MAKING SUCH OFFER OR INVITATION IS NOT QUALIFIED TO DO SO; OR (III) TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION.

THE DISTRIBUTION OF THE PROSPECTUS IN CERTAIN JURISDICTIONS MAY BE RESTRICTED AND ACCORDINGLY, PERSONS INTO WHOSE POSSESSION IT IS RECEIVED ARE REQUIRED TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, SUCH RESTRICTIONS.

IT IS THE RESPONSIBILITY OF ANY PERSONS IN POSSESSION OF THIS DOCUMENT AND ANY PERSONS 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 APPLICANTS 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.

SAVE FOR THE OFFERING IN THE REPUBLIC OF MALTA, NO ACTION HAS BEEN OR WILL BE TAKEN BY THE ISSUER THAT WOULD PERMIT A PUBLIC OFFERING OF THE SECURITIES DESCRIBED IN THE SECURITIES NOTE OR THE DISTRIBUTION OF THE PROSPECTUS OR ANY PART THEREOF OR ANY OFFERING MATERIAL IN ANY COUNTRY OR JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. ACCORDINGLY, NO SECURITIES MAY BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THE PROSPECTUS NOR ANY ADVERTISEMENT OR OTHER OFFERING MATERIAL MAY BE DISTRIBUTED OR PUBLISHED IN ANY JURISDICTION, EXCEPT UNDER CIRCUMSTANCES THAT WILL RESULT IN COMPLIANCE WITH ANY APPLICABLE LAWS AND REGULATIONS. PERSONS INTO WHOSE POSSESSION THE PROSPECTUS OR ANY SECURITIES MAY COME MUST INFORM THEMSELVES ABOUT, AND OBSERVE, ANY SUCH RESTRICTIONS ON THE DISTRIBUTION OF THE PROSPECTUS AND THE OFFERING AND SALE OF SECURITIES.

A COPY OF THIS DOCUMENT HAS BEEN SUBMITTED TO THE MALTA FINANCIAL SERVICES AUTHORITY IN SATISFACTION OF THE CAPITAL MARKETS RULES, THE MALTA STOCK EXCHANGE IN SATISFACTION OF THE MALTA STOCK EXCHANGE BYE-LAWS AND HAS BEEN DULY FILED WITH THE REGISTRAR OF COMPANIES, IN ACCORDANCE WITH THE ACT.

**STATEMENTS MADE IN THIS REGISTRATION DOCUMENT ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THEREIN.**

THE PROSPECTUS AND THE OFFERING, SALE OR DELIVERY OF ANY SECURITIES ISSUED BY THE ISSUER MAY NOT BE TAKEN AS AN IMPLICATION: (I) THAT THE INFORMATION CONTAINED IN THE PROSPECTUS IS ACCURATE AND COMPLETE SUBSEQUENT TO ITS DATE OF ISSUE; OR (II) THAT THERE HAS BEEN NO MATERIAL ADVERSE CHANGE IN THE FINANCIAL POSITION OF THE ISSUER OR THE GUARANTOR SINCE SUCH DATE; OR (III) THAT ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE PROSPECTUS IS ACCURATE AT ANY TIME SUBSEQUENT TO THE DATE ON WHICH IT IS SUPPLIED OR, IF DIFFERENT, THE DATE INDICATED IN THE DOCUMENT CONTAINING THE SAME.

**THIS REGISTRATION DOCUMENT IS VALID FOR A PERIOD OF TWELVE MONTHS FROM THE DATE HEREOF. THE ISSUER IS NOT OBLIGED TO PUBLISH A SUPPLEMENT TO THE PROSPECTUS IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES OR MATERIAL INACCURACIES WHICH ARISE OR ARE NOTED FOLLOWING THE LAPSE OF THE PERIOD OF VALIDITY OF THE PROSPECTUS. PROVIDED THAT THE ISSUER SHALL NOT BE OBLIGED TO SUPPLEMENT THE PROSPECTUS SHOULD THE AFORESAID SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES, OR MATERIAL INACCURACIES ARISE OR ARE NOTED FOLLOWING THE LATER OF THE CLOSING OF THE OFFER PERIOD OR THE TIME WHEN TRADING ON THE OFFICIAL LIST BEGINS.**

UNLESS OTHERWISE STATED, THE CONTENTS OF THE ISSUER'S OR GUARANTOR'S WEBSITES, IF ANY, OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE ISSUER'S OR GUARANTOR'S WEBSITES DO NOT FORM PART OF THE PROSPECTUS. ACCORDINGLY, NO RELIANCE OUGHT TO BE MADE BY ANY INVESTOR ON ANY INFORMATION OR OTHER DATA CONTAINED IN SUCH WEBSITES AS THE BASIS FOR A DECISION TO INVEST IN ANY SECURITIES ISSUED BY THE ISSUER.

**THE VALUE OF INVESTMENTS CAN FALL AS WELL AS RISE, 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 FINANCIAL AND OTHER PROFESSIONAL ADVISORS.**

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# 1 • DEFINITIONS

In this Registration Document the following words and expressions shall bear the following meanings except where otherwise expressly stated or where the context otherwise requires:

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| **7 Dwarfs Ltd** | 7 Dwarfs Ltd, a limited liability company registered under the laws of Malta, with company registration number C 94667, having its registered office at White Rose, Hompesch Road, Zurrieq ZRQ 2503, Malta; |
| **Act** | The Companies Act, 1995, Cap. 386, Laws of Malta; |
| **Bank of Valletta p.l.c.** | Bank of Valletta p.l.c., a limited liability company registered under the laws of Malta with company registration number C 2833 and having its registered office at 58, Zachary Street, Valletta VLT 1130, Malta, which is licensed as a credit institution in Malta; |
| **Bank Security Interests** | The security interests, consisting of first special hypothecs and special privileges currently encumbering the Security Property or parts thereof, as well as general hypothecs currently registered against the Security Provider, registered in favour of and to secure the Relevant Bank Loans due by CF Leisure Limited and CF Hotels Ltd. to FCM Bank Limited (C 50343) and/or possibly other loans, as referred to under the heading 'Financing through bank loans' under section 6.2 of this Registration Document; |
| **BNF Bank plc** | BNF Bank plc, a limited liability company registered under the laws of Malta with company registration number C 41030 and having its registered office at Level 2, 203, Rue D'Argens, Gzira, Malta, which is licensed as a credit institution in Malta; |
| **Bondholders** | The holders of the Bonds, each a "**Bondholder**"; |
| **Bond Issue** | The issue of Bonds; |
| **Bonds** or **Secured Bonds** | The €12,500,000 secured bonds due 2031-2036 of a nominal value of €100 per bond payable in full upon subscription and redeemable at their Redemption Value on the Redemption Date, bearing interest at the rate of 5.65% per annum, as set out in the Securities Note; |
| **Business Day** | Any day between Monday and Friday, both days included, on which commercial banks in Malta settle payments and are open for normal banking business; |
| **CF Business Centre** | The building named "CF Business Centre", having its main entrance abutting onto Triq Sant'Andrija – Triq Gort c/w Triq Gdida fi Trejqet San Gorg, Paceville, St. Julian's, Malta, consisting of commercial offices and catering outlets; |
| **CF Business Centre Ltd.** | CF Business Centre Ltd., a limited liability company registered under the laws of Malta, with company registration number C 95327, having its registered office at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta; |
| **CF Contracting Ltd.** | CF Contracting Ltd., a limited liability company registered under the laws of Malta, with company registration number C 96370, having its registered office at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta; |
| **CF Homes Ltd.** | CF Homes Ltd., a limited liability company registered under the laws of Malta, with company registration number C 96073, having its registered office at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta; |
| **CF Hotels Ltd.** | CF Hotels Ltd., a limited liability company registered under the laws of Malta, with company registration number C 97986, having its registered office at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta; |

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| **CF Leisure Ltd.** | CF Leisure Ltd., a limited liability company registered under the laws of Malta, with company registration number C 104594, having its registered office at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta; |
| **Capital Markets Rules** | The capital markets rules issued by the Malta Financial Services Authority in terms of the Financial Markets Act (Cap. 345 of the Laws of Malta), as may be amended from time to time; |
| **Collateral** | The following security to be granted in favour of the Security Trustee for the benefit of Bondholders:<br>a) the Special Hypothec over the Security Property to be granted by the Security Provider;<br>b) the Pledge on Insurance to be granted by the Security Provider; and<br>c) the Guarantee granted by the Guarantor; |
| **Deed of Hypothec** | A notarial deed to be entered into by and between the Issuer, the Guarantor, the Security Provider, CF Leisure Ltd., the Security Trustee and FCM Bank Limited whereby *inter alia* the Security Provider shall constitute in favour of the Security Trustee that part of the Collateral over the Security Property owned by it which according to law requires the execution of a notarial deed; |
| **Designated Early Redemption Date** | Any date falling between the First Possible Early Redemption Date (15 December 2031) and 14 December 2036, at the sole option of the Issuer, on which the Issuer shall be entitled to redeem all or part of the Bonds and prepay the Redemption Value thereof and all interests accrued up to the date of prepayment, by giving not less than 15 days' notice to the Bondholders and the term "**Early Redemption**" shall be construed accordingly; |
| **Directors** or **Board** | The directors of the Issuer whose names are set out under the heading "Identity of the Directors, Advisors and Auditors" in section 3 of this Registration Document; |
| **Euro** or **€** | The official currency of the member States of the European Union that form part of the Euro-zone, including Malta; |
| **Existing Bondholders** | The holders of the Existing Bonds from time to time, each an "**Existing Bondholder**"; |
| **Existing Bonds** | The 5% secured bonds due 2028-2033 issued by the Issuer pursuant to the Prospectus Existing Bonds 2028-2033, of a nominal value of €100 per bond and of an aggregate nominal value of €30,000,000, and carrying ISIN MT0002701200; |
| **Existing Secured Notes** | The unlisted secured notes of a face value of €100 per note, amounting in aggregate as at the date of the Prospectus to €3,200,000, paying interest at 7.5% per annum, currently issued by the Issuer in terms of the Offering Memorandum Existing Secured Notes, which are to be redeemed and finally repaid at the applicable Redemption Value set out in the Offering Memorandum Existing Secured Notes on 16 June 2029, subject to early redemption by and at the discretion of the Issuer at any time prior to 16 June 2029; |
| **FCM Bank Limited** | FCM Bank Limited, a limited liability company registered under the laws of Malta with company registration number C 50343 and having its registered office at Suite 3, Tower Business Centre, Tower Street, Swatar, Birkirkara BKR 4013, Malta, which is licensed as a credit institution in Malta; |
| **Finish Furnish Limited** | Finish Furnish Limited, a limited liability company registered under the laws of Malta, with company registration number C 76264, having its registered office at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta; |
| **First Possible Early Redemption Date** | 15 December 2031; |
| **Full Term Redemption Date** | 14 December 2036; |

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| **Group** or **CF Group** | The Guarantor and its direct or indirect Subsidiaries, including the Issuer, and the term "**Group Company**" shall mean any one of the companies forming part of the Group; |
| **Guarantee** | The joint and several guarantee dated 9 November 2026 granted by the Guarantor as security for the punctual performance of the Issuer's payment obligations under the Bond Issue, subject to the terms and conditions contained in the Security Trust Deed and as the same is held on trust for the benefit of the Bondholders by the Security Trustee. A copy of the Guarantee, which contains a description of the nature and scope and the terms of the Guarantee, is appended to the Securities Note as Annex II thereto; |
| **Guarantor** | CF Estates Ltd., a limited liability company registered under the laws of Malta with company registration number C 102632 and having its registered office at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta; |
| **Issuer** or **Company** | CF Estates Finance p.l.c., a limited liability company registered under the laws of Malta with company registration number C 102839 and having its registered office at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta; |
| **Issuer-Guarantor Loan** | The loan facility between the Issuer, as lender, and the Guarantor, as borrower, referred to in section 4.2 of the Securities Note, by virtue of which the proceeds of the Bond Issue will be made available by the Issuer to the Guarantor; |
| **Issuer-Guarantor Loan Existing Bonds** | The loan facility between the Issuer (as lender) and the Guarantor (as borrower) by virtue of which the proceeds of issue of the Existing Bonds were made available by the Issuer to the Guarantor and regulated by the public deed in the records of Notary Kristen Dimech of the 11 January 2023; |
| **Issuer-Guarantor Loan Existing Secured Notes** | The loan facility between the Issuer (as lender) and the Guarantor (as borrower) by virtue of which the proceeds of issue of the Existing Secured Notes were made available by the Issuer to the Guarantor and regulated by the loan agreement dated 4 June 2026; |
| **JDC Projects Limited** | JDC Projects Limited, a limited liability company registered under the laws of Malta, with company registration number C 88087, having its registered office at Office 6, Bohemia Crt., Vjal Indipendenza, Mosta MST 9024, Malta; |
| **Levante Hotel** | The hotel by the name 'Levante Hotel' owned by Ratcon Ltd in Triq Gort, Paceville, St. Julian's, which consist of 19 rooms organised on 11 floors, including recessed floor, above the lower street level and a basement, which hotel and respective facilities are operated by Ratcon Ltd through the hotel operation and management services provided by Meliá Hotels International S.A. and Prodigios Interactivos S.A.; |
| **Lidion Bank p.l.c.** | Lidion Bank p.l.c., a limited liability company registered under the laws of Malta with company registration number C 57067 and having its registered office at Block 3, Level 0, Trident Park, Mdina Road, Zone 2, Central Business District, Birkirkara CBD 2010, Malta, which is licensed as a credit institution in Malta; |
| **Malta Financial Services Authority** or **MFSA** | The Malta Financial Services Authority, established in terms of Article 3 of the Malta Financial Services Authority Act (Cap. 330 of the Laws of Malta), and which has been appointed by the Financial Markets Act (Cap. 345 of the Laws of Malta) as the competent authority to approve prospectuses of any offer of securities to the public in Malta; |
| **Malta Stock Exchange** or **Exchange** or **MSE** | Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act (Cap. 345 of the Laws of Malta) with company registration number C 42525 and having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta; |
| **Malta Stock Exchange Bye-Laws** or **MSE Bye-Laws** | The Malta Stock Exchange Bye-Laws issued by the authority of the board of directors of Malta Stock Exchange, as may be amended from time to time; |

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| **Meltemi Relevant Bank Loans** | The existing bank loans due by CF Hotels Ltd. to FCM Bank Limited, as referred to in row B of Table A under the heading 'Financing through bank loans' under section 6.2 of this Registration Document, which or some of which are at the date of this Registration Document secured *inter alia* by the Bank Security Interests, and which are intended to be re-financed using part of the proceeds of the Bond Issue as explained in section 4.2 of the Securities Note; |
| **Meltemi Residence** | The project being developed by CF Hotels Ltd. on a site measuring approximately 365.5 sq.m. at 11 and 15 in Triq Luigi Apap, Paceville, St. Julian's, which was purchased by notarial deed in the records of Notary Kristen Dimech dated 31 July 2023, will consist of 25 units organised on 7 floors, including recessed floor, above street level and two basement levels, currently constructed in shell form and being finished, which units are intended to be subsequently operated as a rental investment project by CF Hotels Ltd., under the name 'Meltemi Residence'; |
| **Memorandum and Articles of Association** or **Articles** | The memorandum and articles of association of the Issuer in force at the time of publication of this Registration Document; |
| **Mistral Hotel** | The hotel by the name 'Mistral Hotel' owned by Mistral Hotel Ltd in Triq Luigi Apap, Paceville, St. Julian's, which consists of 51 rooms organised on 11 floors, including recessed floor, above the lower street level and a lower intermediate level/basement, which hotel and respective facilities are operated by Mistral Hotel Ltd through the hotel operation and management services provided by Meliá Hotels International S.A. and Prodigios Interactivos S.A.; |
| **Mistral Hotel Ltd** | Mistral Hotel Ltd, a limited liability company registered under the laws of Malta, with company registration number C 88387, having its registered office at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta; |
| **Offer Period** | The period between 08:30 hours on 10 November 2026 and 12:00 hours on 27 November 2026, both days included, during which the Bonds are on offer, which offer period may be anticipated or extended depending on the total level of subscription in the Bond Issue; |
| **Offering Memorandum Existing Secured Notes** | The offering memorandum dated the 18 May 2026, issued by the Issuer in connection with the issue of the Existing Secured Notes, as approved by the Board by resolutions taken on 14 May 2026; |
| **Official List** | The list prepared and published by the Malta Stock Exchange as its official list in accordance with the Malta Stock Exchange Bye-Laws; |
| **Other Subsidiaries** | The Subsidiaries within the Group, namely the Subsidiaries of the Guarantor, other than the Issuer; |
| **Pledge of Insurance** | a pledge over the Security Provider's present and future rights, title and interest in, and claims to all proceeds of, the policy/ies of insurance relating to the Security Property, both during and after its development, to be granted by the Security Provider to the Security Trustee, by virtue of Pledge of Insurance Agreement/s, to secure *inter alia* the Issuer's, the Guarantor's and the Security Provider's obligations under the Prospectus, the Deed of Hypothec and the Trust Deed (including, without limitation, the obligation to make good any loss or damage to the Security Property); |
| **Pledge of Insurance Agreement** | the pledge agreement/s to be entered into by and between the Security Provider and the Security Trustee to constitute the Pledge of Insurance, as provided in section 4.4 of the Securities Note and in the Security Trust Deed, and in the form of the pledge agreement attached as Annex III to the Security Trust Deed; |
| **Property Valuation Report** | The valuation report dated 19 October 2026 and prepared by Architect Edwin Mintoff at the Issuer's request in respect of the Security Property; |
| **Prospectus** | Collectively, this Registration Document, the Securities Note, and the Summary; |

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| **Prospectus Existing Bonds 2028-2033** | The prospectus dated 28 November 2022 issued by the Company in relation to the issue of the Existing Bonds; |
| **Prospectus Regulation** | Regulation (EU) 2017/1129 of 14 June 2017 of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as may be amended and/or supplemented from time to time; |
| **Ratcon Ltd** | Ratcon Ltd, a limited liability company registered under the laws of Malta, with company registration number C 91834, having its registered office at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta; |
| **Redeemed Zero-Coupon Notes 2026** | The zero-coupon secured unlisted notes of a face value of €100 per note, amounting in aggregate nominal value to €4,900,000, which were issued by the Issuer in terms of an offering memorandum dated 5 September 2024, which were redeemed and fully paid in cash on their maturity date, namely 20 March 2026; |
| **Redemption Date** | The Full Term Redemption Date or a Designated Early Redemption Date, whichever is the earlier; |
| **Redemption Value** | The redemption amount to be paid to a Bondholder in respect of the redemption of a Bond on the Redemption Date, apart from any interests accrued up to such date, which shall be:<br><br>i) If the Redemption Date occurs at any time between, and including, 15 December 2031 and 14 December 2032, the amount of €102.825 per Bond, being the nominal value of such Bond, namely €100 per Bond, plus a premium of 2.825%;<br><br>ii) If the Redemption Date occurs at any time between, and including, 15 December 2032 and 14 December 2033, the amount of €101.4125 per Bond, being the nominal value of such Bond, namely €100 per Bond, plus a premium of 1.4125%;<br><br>iii) If the Redemption Date occurs at any time between, and including, 15 December 2033 and 14 December 2034, the amount of €100.70625 per Bond, being the nominal value of such Bond, namely €100 per Bond, plus a premium of 0.70625%; and<br><br>iv) If the Redemption Date occurs at any time after 14 December 2034, the amount of €100 per Bond, being the nominal value of such Bond; |
| **Registrar** or **Registrar and Co-Manager** | Bank of Valletta p.l.c., a public limited liability company registered under the laws of Malta, with company registration number C 2833, having its registered office at 58, Zachary Street, Valletta VLT 1130, Malta; |
| **Registration Document** | This document in its entirety, forming part of the Prospectus; |
| **Relevant Bank Loans** | The existing bank loans due by CF Leisure Ltd. and CF Hotels Ltd. to FCM Bank Limited, as referred to in rows A and B of Table A under the heading 'Financing through bank loans' under section 6.2 of this Registration Document, which or some of which are at the date of this Registration Document secured *inter alia* by the Bank Security Interests, and which are intended to be repaid on the Deed of Hypothec as explained in section 4.2 of the Securities Note; |
| **Scirocco Hotel** | The hotel by the name 'Scirocco Hotel' owned by Ratcon Ltd in Triq Ross, Paceville, St. Julian's, which consists of 37 rooms organised on 11 floors, including recessed floor, above the lower street level and a basement, which hotel and respective facilities are operated by Ratcon Ltd through the hotel operation and management services provided by Meliá Hotels International S.A. and Prodigios Interactivos S.A.; |
| **SDF Limited** | SDF Limited, a limited liability company registered under the laws of Malta, with company registration number C 59236, having its registered office at White Rose, Triq Hompesch, Zurrieq, Malta; |

| | |
|---|---|
| **Securities Note** | The securities note issued by the Issuer dated 9 November 2026, forming part of the Prospectus; |
| **Security Property** | The Meltemi Residence, including any further completion and finishing works and improvements thereto as may be made from time to time and including also the airspace thereof, currently owned by CF Hotels Ltd.; |
| **Security Provider** | CF Hotels Ltd., which will grant the Special Hypothec over the Meltemi Residence to the Security Trustee for the benefit of Bondholders; |
| **Security Trust Deed** or **Trust Deed** | The security trust deed entered into in respect of the Bond Issue between the Security Trustee, the Issuer, the Guarantor and the Security Provider dated 9 November 2026; |
| **Security Trustee** | CSB Trustees & Fiduciaries Limited, a private limited liability company duly registered and validly existing under the laws of Malta, with company registration number C 40390 and having its registered office at Level 3, Tower Business Centre, Tower Street, Swatar, Birkirkara 4013, Malta, duly authorised to act as a trustee or co-trustee in terms of Article 43(3) of the Trusts and Trustees Act (Cap. 331 of the Laws of Malta); |
| **Shareholders** | The shareholders of the Guarantor and ultimate beneficial owners of the Group, namely Duncan Micallef, Clifton Cassar, Francis Agius, and Stephen Falzon; |
| **Special Hypothec** | The first ranking special hypothec over the Meltemi Residence to be granted by CF Hotels Ltd., in favour of the Security Trustee, for the benefit of Bondholders, to secure the claim of the Security Trustee, for the benefit and in the interest of Bondholders, for the repayment of the Redemption Value and interest under the Bonds by the Issuer, as set out in section 6.2 of this Registration Document; |
| **Sponsor** or **Sponsor and Co-Manager** | Calamatta Cuschieri Investment Services Limited, a private limited liability company registered under the laws of Malta having its registered office at Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034, Malta and bearing company registration number C 13729. Calamatta Cuschieri Investment Services Limited is authorised to conduct investment services by the Malta Financial Services Authority in terms of the Investment Services Act (Cap. 370 of the laws of Malta) and is a member of the MSE; |
| **Subsidiary** | When such term used in respect of an undertaking, namely a parent undertaking, it means an undertaking which is such parent undertaking's direct or indirect "subsidiary undertaking", as such latter term is defined in Article 2(2)(c) of the Act, and for such purpose the term "parent undertaking" shall have the meaning assigned to it in Article 2(2)(a) of the Act, and "Subsidiaries" shall be construed accordingly; and |
| **Summary** | The summary issued by the Issuer dated 9 November 2026, forming part of the Prospectus. |

All references in the Prospectus to "Malta" are to the "Republic of Malta".

Unless it appears otherwise from the context:

a) words importing the singular shall include the plural and *vice-versa*;
b) words importing the masculine gender shall include also the feminine gender and *vice-versa*;
c) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative;
d) any references to a person include natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, states, foundations or trusts;
e) any phrase introduced by the term "including", "include", "in particular" or any similar expression is illustrative only and does not limit the sense of the words preceding the term; and
f) any references to a law, legislative act and/or other legislation shall mean that particular law, legislative act and/or legislation as in force at the time of issue of this Registration Document.

# 2 • RISK FACTORS

PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER WITH THEIR OWN 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 MAKING ANY INVESTMENT DECISION WITH RESPECT TO THE ISSUER OR ITS SECURITIES.

SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR AND THE ISSUER IS NOT IN A POSITION TO EXPRESS ANY VIEWS ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING.

THE RISK FACTORS BELOW HAVE BEEN CATEGORISED UNDER TWO MAIN CATEGORIES, ACCORDING TO WHETHER THE RISK FACTORS RELATE TO: (I) THE ISSUER; OR (II) THE GUARANTOR AND THE GROUP, WITH THE LATTER CATEGORY BEING DIVIDED INTO FURTHER SUB-CATEGORIES. THE RISK FACTOR FIRST APPEARING UNDER EACH SUB-CATEGORY CONSTITUTES THAT RISK FACTOR WHICH THE DIRECTORS HAVE ASSESSED TO BE THE MOST MATERIAL RISK FACTOR UNDER SUCH SUB-CATEGORY AS AT THE DATE OF THIS REGISTRATION DOCUMENT. IN MAKING THIS ASSESSMENT OF MATERIALITY, THE DIRECTORS HAVE EVALUATED THE COMBINATION OF: (I) THE PROBABILITY THAT THE RISK FACTOR OCCURS; AND (II) THE EXPECTED MAGNITUDE OF THE ADVERSE EFFECT ON THE FINANCIAL CONDITION AND PERFORMANCE OF THE ISSUER, THE GUARANTOR OR THE GROUP, IF THE RISK FACTOR WERE TO MATERIALISE.

IF ANY OF THE RISKS DESCRIBED BELOW WERE TO MATERIALISE, THEY COULD HAVE A SERIOUS EFFECT ON THE ISSUER'S AND/OR GUARANTOR'S FINANCIAL RESULTS, FINANCIAL CONDITION, OPERATIONAL PERFORMANCE, BUSINESS AND/OR TRADING PROSPECTS, AND ON THE ABILITY OF THE ISSUER TO FULFIL ITS OBLIGATIONS UNDER THE SECURITIES TO BE ISSUED BY IT FROM TIME TO TIME AND OF THE GUARANTOR TO HONOUR ITS OBLIGATIONS UNDER THE GUARANTEE. THE RISKS AND UNCERTAINTIES DISCUSSED BELOW ARE THOSE IDENTIFIED AND BELIEVED TO BE MATERIAL AS AT THE DATE HEREOF BY THE DIRECTORS OF THE ISSUER, BUT THESE RISKS AND UNCERTAINTIES MAY NOT BE THE ONLY ONES THAT THE ISSUER AND THE GUARANTOR MAY FACE. ADDITIONAL RISKS AND UNCERTAINTIES, INCLUDING THOSE WHICH THE ISSUER'S DIRECTORS ARE NOT CURRENTLY AWARE OF, MAY WELL RESULT IN A MATERIAL ADVERSE IMPACT ON THE FINANCIAL RESULTS, FINANCIAL CONDITION, OPERATIONAL PERFORMANCE, BUSINESS AND/OR TRADING PROSPECTS.

NEITHER THE PROSPECTUS NOR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH SECURITIES ISSUED BY THE ISSUER: (I) IS INTENDED TO PROVIDE THE BASIS OF ANY CREDIT OR OTHER EVALUATION OR (II) IS OR SHOULD BE CONSIDERED AS A RECOMMENDATION BY THE ISSUER, THE DIRECTORS, ANY OF THE ADVISORS LISTED IN SECTION 3 BELOW, THE SPONSOR OR ANY OF THE AUTHORISED FINANCIAL INTERMEDIARIES THAT ANY RECIPIENT OF THE PROSPECTUS OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION THEREWITH, SHOULD PURCHASE ANY SECURITIES ISSUED BY THE ISSUER. PROSPECTIVE INVESTORS SHOULD MAKE THEIR OWN INDEPENDENT EVALUATION OF ALL RISK FACTORS, AND SHOULD CONSIDER ALL OTHER SECTIONS IN THIS DOCUMENT AND IN OTHER DOCUMENTS COMPRISED IN THE PROSPECTUS.

### Forward-looking Statements

The Prospectus and the documents incorporated therein by reference or annexed thereto contain statements that are, or may be deemed to be, forward-looking statements. Forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believe", "estimate", "forecast", "project", "plan", "anticipate", "expects", "envisage", "intend", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements relate to matters that are not historical facts. They appear in a number of places within the Prospectus and include statements regarding the intentions, beliefs or current expectations of the Issuer and, or the Directors concerning, amongst other things, the Issuer's or the Guarantor's strategy and business plans, financial condition and performance, results of operations, liquidity, prospects, investments, and the markets in which it operates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may, or may not occur, in the future. Forward-looking statements are not guarantees of future performance and should therefore not be construed as such. The Issuer's and/or the Guarantor's actual operational results, financial condition and performance, and trading prospects may differ materially from the impression created by the forward-looking statements contained in the Prospectus. In addition, even if the operational results, financial condition and performance, and trading prospects of the Issuer or the Guarantor are consistent with the forward-looking statements contained in the Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to, those factors identified under this section and elsewhere in the Prospectus.

All forward-looking statements contained in the Prospectus are made only as at the date hereof. Subject to applicable legal and regulatory obligations, the Issuer and its Directors expressly disclaim any obligations to update or revise any forward-looking statement contained herein to reflect any change in expectations with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

## 2.1 RISKS RELATING TO THE ISSUER

*Risks relating to the Issuer's Business and its reliance on the Group*

The Issuer does not undertake any trading activities itself and its sole purpose is that of acting as the finance arm of the Group, principally by raising finance and advancing same to members of the Group. The Issuer itself therefore does not have any substantial assets and is essentially a special purpose vehicle set up to act as a financing company solely for the needs of the Group and, as such, its assets are intended to consist primarily of loans issued to Group companies (including the Issuer-Guarantor Loan Existing Bonds, the Issuer-Guarantor Loan Existing Secured Notes and the proposed Issuer-Guarantor Loan).

The Issuer is economically dependent principally on the operational results, financial condition and performance of its borrower Group companies, principally the Guarantor, which will in turn economically depend on the results and performance of its Subsidiaries from which it expects to receive dividends and/or payments of shareholders' loans, as applicable.

Therefore, the risks intrinsic in the business and operations of Group companies have an effect on the ability of the Issuer and the Guarantor to meet their respective obligations in connection with the payment of interest on the Bonds and repayment of the Redemption Value when due including, in the case of the Guarantor, any payments that it may be required to make under the Guarantee. Accordingly, the risks of the Issuer are indirectly those of the Group, in particular the Guarantor and, in turn, all risks relating to the Group are the risks relevant to the Guarantor.

## 2.2 RISKS RELATING TO THE GUARANTOR AND THE GROUP

As noted in section 2.1 above, the Guarantor, being the holding company of the Group, is ultimately dependent financially on the results and performance of its Subsidiaries from which it expects to receive payments of and under any shareholders' loans made to them to finance their respective projects and/or operations and from which it expects to receive dividends from time to time, which loan payments and dividends will be used *inter alia* to finance payments under the Issuer-Guarantor Loan by the Guarantor to the Issuer. The various Subsidiaries in turn depend on the viability, profitability and success of their respective projects, business and operations, for their continued liquidity, financial soundness and growth and their ability to make payments to the Guarantor as aforesaid and also to banks and other third parties providing them with finance. The respective business and operations of the Subsidiaries and therefore the financial performance of the Group as a whole will be subject to certain risks.

### Economic and financial risks

*Risks arising from war and/or conflict*

Wars and conflicts which may from time to time occur in various parts of the world, including the Russia – Ukraine armed conflict and the Middle Eastern conflict as at the date of this Registration Document, may present new risks or exacerbate certain risks to which the operations of the Group are subject, including shortage of and/or increase in prices and delay in importation and delivery of building material and supplies needed for the development projects, apart from the negative effects these conflicts may have on the economy as a whole and on particular economic drivers, such as tourism and possibly also sale of property.

*Risks relating to inflation*

As of the date of this Registration Document, inflation remains at relatively elevated levels when compared with past decades. Inflation may negatively affect the future financial performance of the Group, including through the consequent increase in the prices of goods and services, the cost of new opportunities, higher borrowing costs, and the overall decrease in purchasing power.

*The Group's indebtedness could adversely affect its financial position.*

As at the date of this Registration Document, various companies within the Group have bank debt, and the Guarantor also has the Issuer-Guarantor Loan Existing Bonds and the Issuer-Guarantor Loan Existing Secured Notes, in addition to the debt of the Issuer under the Existing Bonds and the Existing Secured Notes, respectively. Whilst some of these bank facilities will be repaid through the proceeds of issue of the Bonds, the Group's overall financial gearing levels will further increase pursuant to the Bond Issue. This may also increase as a result of further indebtedness that the Group may, from time to time in future, obtain to fund the Subsidiaries' existing and new projects, for the maintenance or refinancing of existing indebtedness, or for their respective business purposes. The increase in financial gearing gives rise to all risks typically associated with higher leverage, including lower asset cover and debt service cover.

As a result of such indebtedness as aforesaid, a substantial portion of the Group's generated cash flows may need to be used to service the same. Should the Guarantor or its Subsidiaries significantly increase their debt obligations, this may have an adverse effect on the profitability of the Guarantor or its Subsidiaries.

There can be no assurance that the Group will have access to such further debt financing as may be required from time to time at reasonable interest rates and at reasonable terms. Furthermore, any borrowings under bank credit facilities will likely bear variable interest rates, which could leave the Group vulnerable to interest rate increases.

*Risks relating to liquidity strains*

Some business sectors in which the Group is involved, particularly that relating to real estate development, is of such nature that it goes through different liquidity cycles, from the moment of acquisition and planning of the projects through the construction, completion and sale thereof, depending on the size and other characteristics of the project but also on the payment structures adopted under the respective sales contracts, apart from factors which may affect the development and/or the sales. The above may subject the Group and/or the relevant Group company/ies to periods of liquidity strains. If such liquidity risks are not adequately catered for at Group level, also through a proper maturity management exercise and the appropriate planning of the timing of the different projects and their respective various phases of development and relative expenditure, the expected dates of receipt of sales proceeds thereunder, and the due dates for payments under the various financings in place, including bank loans and the Bonds, they may lead the Group into liquidity shortage and have an adverse effect on the ability of the Group to honour its payment obligations in a timely manner.

## Business and operational risks

*The Group depends on third parties in connection with its business, giving rise to counter-party risks*

The Group is subject to various counterparty risks.

The Group relies upon third-party or related service providers such as architects, project managers, building contractors, subcontractors, suppliers, hotel operators and others, as well as on certain key officers and members of staff, for the construction and completion and, where applicable, subsequent operation of its property developments. This gives rise to counterparty risk when such third parties do not perform in line with the Group's expectations and in accordance with their contractual obligations.

Furthermore, the Group relies on permits and other actions being taken by the relevant competent authorities in connection with its proposed developments and any delays or inaction by such authorities in this respect will affect the timely completion of such developments.

If the above-mentioned risks were to materialise, the resulting development cost overruns or delays in completion or loss of revenue could have an adverse impact on the Group's business, and its financial condition, results of operations and prospects, and may also expose the respective Group company to complaints, claims or litigation by property buyers, owners of neighbouring tenements and other third parties for contractual default or for damages.

Prospective purchasers of properties may default on their obligations under preliminary agreements of sale with CF Homes Ltd., in particular by failing to appear on the final deed of sale and/or pay the outstanding amounts of the price when due, and tenants of the offices and commercial outlets or residential units may default on their rental payment obligations towards CF Business Centre Ltd., CF Hotels Ltd. or other Group companies as applicable, thus causing potential liquidity shortages for the Group, including, indirectly, the Issuer.

*Material risks relating to real estate acquisition, development and sale*

One of the Group's main lines of business is the acquisition, development and subsequent resale of immovable property.

A number of factors commonly affect the real estate development industry and could adversely affect the financial performance of the Group and the value of the immovable properties under development within the Group's portfolio. Such factors, which are typically outside the Group's control, include:

- inability to secure the necessary planning permits in a timely manner or at all, and costs of addressing oppositions to applications for such permits;
- changes in local market conditions, such as an oversupply of similar properties, a reduction in demand for real estate or change of local preferences and tastes;
- increased competition in the market segment in which the Group operates which may lead to an oversupply of residential or commercial properties in such markets, resulting in a lowering of prices and rental rates and a corresponding reduction in revenue for the Group;
- shortages and/or price increases in raw materials, services or other construction inputs, such as, among others, cement, steel, energy and other utilities, leading to cost overruns;
- insufficiency or unavailability of resources to complete the projects, as a result of sudden and unexpected events, such as outbreaks of contagious diseases, wars or civil conflicts;
- sales or rental of properties not being made at the prices and/or at the timings envisaged resulting in a liquidity strain or even potential penalties or other financial sanction or litigation;
- possible structural problems;
- potential environmental related issues, restrictions and litigation;
- acts of God and other force majeure events, such as earthquakes and floods and other natural disasters, that may damage any of the properties or delay development thereof; and

- the health and safety risks inherent to property development, including the risk of serious injury or even fatality, and the claims and litigations that may arise therefrom.

Any of the factors described above could have a material adverse effect on the Group's business and financial condition.

*Real estate investments are illiquid*

The potential lack of liquidity and alternative uses of real estate investments could significantly limit the Group's ability to vary its portfolio or dispose of or liquidate part of its portfolio in a timely manner and at satisfactory prices to respond to adverse changes in the performance of its properties or in economic, real estate, market and other conditions, thereby potentially harming its financial condition.

The real estate market is affected by many factors, including general economic conditions, availability of financing, interest rates, and supply and demand, that are beyond the Guarantor's and the Group's control.

*Risks relating to the hospitality industry*

The hotel operations and the hospitality industry in general are exposed to a number of external factors and risks, including, without limitation:

- changes in travel patterns and customer trends;
- the seasonality and cyclical nature of the tourism industry;
- the impact of outbreaks of contagious diseases, wars and possibly of other unexpected calamities on patterns and/or volume of travel;
- the introduction of new laws or more restrictive laws and requirements related to the hospitality industry;
- increases in operating costs and increased taxes;
- the strong and increasing local and global competition in the tourism sector; and
- the increased availability and popularity of alternative hospitality solutions and alternative accommodation which represent a competitive threat to hotels.

Any of these factors or a combination thereof may adversely impact room rates and occupancy levels at the hotels or other accommodation facilities operated by the Group, or otherwise cause a reduction in the Group's revenue from hospitality services, which could have a material adverse effect on the Group's business, financial condition and operational results.

*Risks relating to the rental business of the Group*

CF Business Centre Ltd., CF Hotels Ltd. and possibly other Group companies will or may lease the CF Business Centre, the Meltemi Residence and possibly other properties owned or to be owned and retained by them to third parties as offices or for commercial operation, including food and beverage outlets, or as residential units, as the case may be. The health of the office, commercial and residential rental market may be affected by a number of factors, including national economy, political developments, government regulations, changes in planning or tax laws, interest rate fluctuations, inflation and other economic, political and social factors. An increase in the supply of office, commercial retail, and catering space and/or residential units could negatively impact capital values and income streams of the Group's properties, and the Group's ability to source new lessees upon termination or non-renewal of the then current leases.

Moreover, the business, revenue and projected profits of the Group would be negatively impacted if lessees fail to honour their respective lease obligations, a failure that may be due to several reasons beyond the Group's control, including the insolvency and lack of liquidity of the lessees.

The Group is also subject to the risk that lessees may terminate or elect not to renew their respective leases, either upon expiration of the lease term or upon early termination. In cases of early termination by lessees before the lease term expires, there is a risk of lost rental income if the lessee is not replaced in a timely manner.

Furthermore, the Group may be subject to increases in operating and other expenses with respect to the said properties, which expenses may not necessarily be recoverable from the third-party tenants.

*The Group's key senior personnel and management have been and remain material to its growth*

The Group believes that its growth is largely attributable to the efforts and abilities of the directors and members of its executive management team and other key personnel. If the services of one or more of the members of this team were to become unavailable, 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 and operations.

## Legal and regulatory risks

*Risks relative to changes in laws and new industry standards and practices*

The Group companies and their current and future operations are subject to laws and regulatory requirements applicable to property development, hospitality and other business sectors in which they operate. These include laws and regulations relating to planning, construction and development, health and safety, the environment, accommodation, bribery and corruption, data privacy and information protection, financial matters, accounting and taxation. Furthermore, the regulatory environment in which the Group operates is constantly evolving, with the introduction of new rules, regulations and policies, or the amendment of existing ones, including new initiatives at European or other regional and/or local levels which may result in the imposition of new requirements for the Group in terms of sustainability factors and other matters. As with any business, the Group is at risk from changes in the laws and regulations to which it is subject, and from the timing and effects of those changes, including changes in their interpretation and in administrative practices, which cannot be predicted and can negatively affect the business and operations of Group companies, apart from the additional costs of compliance which these may entail. The Guarantor or one of its Subsidiaries may be unable to anticipate the implications of legal and regulatory changes in a given sector, which necessitate a re-evaluation of processes from both a fiscal and operational perspective. This may result in a loss of revenue for the respective sector and the profitability of the Group.

*Risks relating to health and safety*

As owners of various properties which are still under construction, the Guarantor and its Subsidiaries must comply and ensure compliance with, and can be exposed to claims relating to, health and safety at work, and may also be exposed to claims for injury or even death at the workplace, all of which could have a detrimental effect on their operations and profits. As regards completed and operational properties retained by the Group, the respective Group companies owning or operating the same will be required to ensure compliance with applicable health and safety standards and practices in the relevant sectors in which they will operate, including the hospitality, property rental and office administration business, and failure to comply with such standards or practices could expose such Group companies to third party claims which could in turn have a material adverse effect on their business, profitability and reputation.

*Litigation risk*

The real estate development industry, as well as the other business sectors in which the Group is involved and/or operates, is subject to legal claims, with or without merit. Defence and settlement costs can be substantial. Due to the inherent uncertainty of the litigation and dispute resolution process, there can be no assurance that the resolution of any particular legal proceeding or dispute will not have a material adverse effect on the Group's results of operations, financial condition or reputation.

*Risks relating to failure to incorporate expected sustainability standards in business model*

Expectations for undertakings to incorporate environmental, social and governance ("ESG") sustainability factors into their business strategies are growing across the globe and throughout various business sectors, including those relating to property development, tourism, property rentals and trading in which the Group is involved. The implementation of such factors in the Group's business model is likely to become under increased scrutiny by investors, regulators, and the public at large. The Group's businesses may face increased demand to raise awareness and address ESG considerations relating to *inter alia* energy and resource efficiency and use, energy performance, use of renewables, waste management, health and safety at work or at the workplace and other social and employment considerations affecting the Group and suppliers. Failure by the Group to meet such ESG expectations may negatively impact its reputation across the various business sectors in which it is involved, and consequently adversely affect the Group's business activities, revenues, financial condition, and operations.

# 3 • IDENTITY OF THE DIRECTORS, ADVISORS AND AUDITORS

## 3.1 DIRECTORS OF THE ISSUER AND THE GUARANTOR

*Directors of the Issuer*

As at the date of this Registration Document, the Board of Directors of the Issuer is constituted by the following persons:

| Name | Office Designation |
|---|---|
| **Francis Agius** | Chairman of the Board and Executive Director |
| **Clifton Cassar** | Executive Director |
| **Stephen Muscat** | Independent non-executive Director |
| **Mario Vella** | Independent non-executive Director |
| **Peter Portelli** | Independent non-executive Director |

Francis Agius and Clifton Cassar are executive Directors and occupy senior executive positions within the Group, namely those of Chief Financial Officer and Chief Executive Officer respectively, whilst Francis Agius is also, as at the date of this Registration Document, the Chairman of the Board of Directors of the Issuer. The other three Directors, Stephen Muscat, Mario Vella and Peter Portelli serve on the Board of the Issuer in a non-executive capacity. They are considered as independent Directors since they are free of any significant business, family or other relationship with the Issuer, its controlling shareholders or the management of either, that could create a conflict of interest such as to impair their judgement. In assessing the said directors' independence due notice has been taken of Rule 5.119 of the Capital Markets Rules.

The business address of the Directors is at the registered office of the Issuer.

Reference is made to section 9 titled "Administrative, Management and Supervisory Bodies" for a short curriculum vitae of the Directors, description of principal activities, if any, performed by them outside the Issuer, their potential conflicts of interest and other information relevant to such Directors.

*Directors of the Guarantor*

As at the date of this Registration Document, the board of directors of the Guarantor is constituted by the following persons:

| Name | Office Designation |
|---|---|
| **Clifton Cassar** | Executive Director |
| **Duncan Micallef** | Executive Director |
| **Francis Agius** | Executive Director |
| **Stephen Falzon** | Executive Director |

## 3.2 COMPANY SECRETARIES OF THE ISSUER AND THE GUARANTOR

Dr Joseph Saliba whose business address is at 9/4, Britannia House, Old Bakery Street Valletta VLT 1450, Malta, is the company secretary of the Issuer.

Dr Nicole Ann Demicoli whose business address is at 9/4, Britannia House, Old Bakery Street Valletta VLT 1450, Malta, is the company secretary of the Guarantor.

## 3.3 RESPONSIBILITY AND AUTHORISATION STATEMENT

The Directors of the Issuer are the persons responsible for the information contained in this Registration Document. To the best of the knowledge and belief of the Directors, who have all taken reasonable care to ensure such is the case, the information

contained in this Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

This Registration Document has been approved by the Malta Financial Services Authority as the competent authority in Malta for the purposes of the Prospectus Regulation. The Malta Financial Services Authority has only approved this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and the Capital Market Rules and such approval should not be considered as an endorsement of the Issuer.

## 3.4 ADVISORS

The persons listed hereunder have advised and assisted the Directors in the drafting and compilation of the Prospectus

*Sponsor and Co-Manager*

| | |
|---|---|
| **Name:** | Calamatta Cuschieri Investment Services Limited |
| **Address:** | Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034, Malta |
| **Company Registration number:** | C 13729 |

*Registrar and Co-Manager*

| | |
|---|---|
| **Name:** | Bank of Valletta p.l.c. |
| **Address:** | 58, Zachary Street, Valletta VLT 1130, Malta |
| **Company Registration number:** | C 2833 |

*Financial Advisors*

| | |
|---|---|
| **Name:** | Grant Thornton (Malta) |
| **Address**: | Fort Business Centre, Level 2, Triq L-Intornjatur, Zone 1, Central Business District, Birkirkara CBD 1050, Malta |

*Legal Counsel*

| | |
|---|---|
| **Name:** | Saliba Stafrace Legal |
| **Address**: | 9/4, Britannia House, Old Bakery Street, Valletta VLT 1450, Malta |

## 3.5 AUDITORS OF THE ISSUER AND THE GUARANTOR

As at the date of the Prospectus, the statutory auditors of the Issuer are:

| | |
|---|---|
| **Name:** | Grant Thornton (Malta) |
| **Address:** | Fort Business Centre, Level 2, Mriehel Bypass, Birkirkara BKR 3000 |

Grant Thornton (Malta) is a firm of certified public accountants holding a warrant to practice the profession of accountant in terms of the Accountancy Profession Act (Cap. 281 of the Laws of Malta). The Accountancy Board registration number of Grant Thornton (Malta) is AB/26/84/22.

The annual statutory financial statements of the Issuer for the accounting reference periods ended 31 December 2023, 31 December 2024 and 31 December 2025 have been audited by Grant Thornton (Malta).

As at the date of the Prospectus, the statutory auditors of the Guarantor are also Grant Thornton (Malta).

The annual statutory financial statements of the Guarantor for the accounting reference periods ended 31 December 2023, 31 December 2024 and 31 December 2025 have been audited by the said Grant Thornton (Malta).

## 3.6 SECURITY TRUSTEE

| | |
|---|---|
| **Name:** | CSB Trustees & Fiduciaries Limited |
| **Registered Office:** | Level 3, Tower Business Centre, Tower Street, Swatar, Birkirkara 4013, Malta |
| **Company Registration number:** | C 40390 |

# 4 • INFORMATION ABOUT THE ISSUER AND THE GROUP

## 4.1 HISTORY AND DEVELOPMENT OF THE ISSUER

| | |
|---|---|
| **Full legal and commercial name of the Issuer:** | CF Estates Finance p.l.c. |
| **Registered address:** | CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan, STJ 9023, Malta |
| **Place of registration and domicile:** | Malta |
| **Registration number:** | C 102839 |
| **Legal Entity Identifier ('LEI'):** | 391200TP055LTCBL9P32 |
| **Date of registration:** | 26 July 2022 |
| **Legal form:** | A public limited liability company duly registered in terms of the Act |
| **Telephone number:** | +356 21441000 |
| **Email:** | info@cf.com.mt |
| **Website:** | https://cf.com.mt/investor-relations* |

**The information on the Issuer's website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus.*

## 4.2 HISTORY AND DEVELOPMENT OF THE GUARANTOR

| | |
|---|---|
| **Full legal and commercial name of the Guarantor:** | CF Estates Ltd. |
| **Registered address:** | CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan, STJ 9023, Malta |
| **Place of registration and domicile:** | Malta |
| **Registration number:** | C 102632 |
| **Legal Entity Identifier ('LEI'):** | 3912000P4VJJ2FYN8497 |
| **Date of registration:** | 30 June 2022 |
| **Legal form:** | A private limited liability company duly registered in terms of the Act |
| **Telephone number:** | +356 21441000 |
| **Email:** | info@cf.com.mt |
| **Website:** | https://cf.com.mt/investor-relations* |

**The information on the Guarantor's website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus*

## 4.3 ORGANISATIONAL STRUCTURE OF THE GROUP

The Issuer was incorporated in July 2022 as a fully-owned subsidiary of the Guarantor, which latter entity is the parent company of the Group, except for one (1) share which is held by CF Homes Ltd.

The Group currently consists of the following entities:

i. The Guarantor, being the parent company, which has been set up in June 2022, which is essentially a holding company and holds the totality of the issued share capital in each of its Subsidiaries mentioned below (save for one (1) share in the Issuer which is held by CF Homes Ltd.) and is owned by the shareholders and beneficial owners referred to in section 11 titled "Major Shareholders";

ii. CF Business Centre Ltd., a private limited liability company, incorporated under the laws of Malta on 2 April 2020 with registration number C 95327 and with its registered office situated at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta, which owns the CF Business Centre;

iii. Mistral Hotel Ltd, a private limited liability company, incorporated under the laws of Malta on 19 September 2018 with registration number C 88387 and with its registered office situated at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta, which owns the Mistral Hotel in Triq Luigi Apap, Paceville, St. Julian's;

iv. Ratcon Ltd, a private limited liability company, incorporated under the laws of Malta on 16 May 2019 with registration number C 91834 and with its registered office situated at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta, which owns the Levante Hotel in Triq Gort, Paceville, St. Julian's, and the Scirocco Hotel in Triq Ross, Paceville, St. Julian's;

v. CF Hotels Ltd., a private limited liability company, incorporated under the laws of Malta on 26 January 2021 with registration number C 97986 and with its registered office situated at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta, which owns the site on which the Meltemi Residence in Triq Luigi Apap c/w, Triq Ross, St. Julian's, has been constructed and is being finished;

vi. CF Homes Ltd., a private limited liability company, incorporated under the laws of Malta on 8 July 2020 with registration number C 96073 and with its registered office situated at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta, which carries on the business of property developers of various residential, commercial and other projects, including the current main property developments specifically mentioned in Section 5.2 under the heading 'Sale of real estate projects';

vii. CF Contracting Ltd., a private limited liability company, incorporated under the laws of Malta on 13 August 2020 with registration number C 96370 and with its registered office situated at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta, which carries on the business of property contractors, and which is mainly engaged by CF Homes Ltd. to carry out finishing works to common parts and installation of external apertures on building projects developed by the said CF Homes Ltd.;

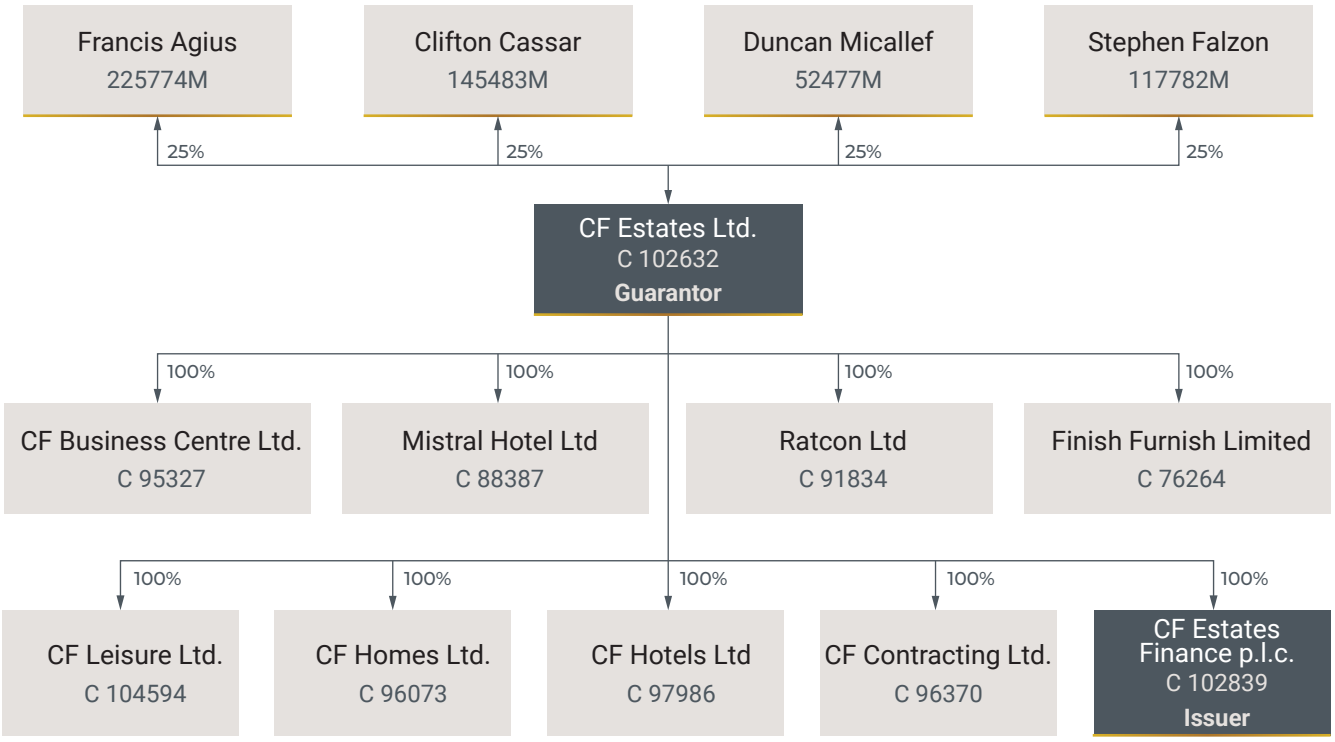
viii. CF Leisure Ltd. a private limited liability company, incorporated under the laws of Malta on 2 March 2023 with registration number C 104594 and with its registered office situated at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta, which has the object of carrying on and which used to carry on the leisure and entertainment business of the Group, but is currently not actively operated;

ix. Finish Furnish Limited, a private limited liability company, incorporated under the laws of Malta on 4 July 2016 with registration number C 76264 and with its registered office situated at CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan STJ 9023, Malta, which used to carry on the business of dealing in and providing services in respect of tiles, sanitaryware, furnishings, fittings and furniture for residential and commercial buildings, but which is currently not actively operated; and

x. the Issuer, which does not have any substantial assets apart from loans to companies within the Group (principally the Guarantor), and is essentially a special purpose vehicle set up to act as a financing company for the Group, and intended to serve as a vehicle through which the Group will continue to finance its existing and future projects.

The Guarantor is in turn owned as to 25% each by the Shareholders, as provided in section 11 of this Registration Document.

The organisational structure of the Group, as at the date of this Registration Document, is illustrated in the following diagram:




*Recent corporate / shareholding restructuring*

Until 23 April 2026, the Guarantor had an issued share capital of €6,308,200 which was owned as to 30% by Jospeh Portelli and as to 17.5% each by the current Shareholders, and namely Joseph Portelli owned 1,892,460 ordinary Class A shares of a nominal value of €1 each, Francis Agius owned 1,103,935 ordinary Class B shares of a nominal value of €1 each, Clifton Cassar owned 1,103,935 ordinary Class C shares of a nominal value of €1 each, Duncan Micallef owned 1,103,935 ordinary Class D shares of a nominal value of €1 each, and Stephen Falzon owned 1,103,935 ordinary Class E shares of a nominal value of €1 each. Pursuant to shareholders' written resolutions dated 30 December 2025, it was resolved that the 1,892,460 ordinary Class A shares held by Joseph Portelli be cancelled and that the issued share capital of the Guarantor be accordingly reduced from €6,308,200 to €4,415,740, which cancellation of shares and reduction of issued share capital became effective on 23 April 2026 in terms of Article 83 of the Act.

Subsequently, the issued share capital of the Company was increased again to €6,308,200 by the issue and allotment by the Guarantor of 473,115 ordinary Class A shares of a nominal value of €1 each to and subscribed by Francis Agius, 473,115 ordinary Class A shares of a nominal value of €1 each to and subscribed by Clifton Cassar, 473,115 ordinary Class A shares of a nominal value of €1 each to and subscribed by Duncan Micallef, and 473,115 ordinary Class A shares of a nominal value of €1 each to and subscribed by Stephen Falzon. These newly issued shares were so issued to the Shareholders respectively by way of capitalisation and settlement of dividends declared by the Guarantor to such Shareholders.

*Dependence of Issuer and Guarantor on the Group*

As previously stated, the Issuer is, essentially, a special purpose vehicle set up to act as a financing company for the needs of the Group and, as such, it is dependent on the business prospects and operating results of the Group, particularly the Guarantor. More specifically, the Issuer is principally dependent, including for the purpose of servicing interest payments under the Bonds and the repayment of the Redemption Value on redemption, on the receipt of interest payments and loan repayment from the Guarantor to which the proceeds of the Bond Issue will be advanced by way of loan under the Issuer-Guarantor Loan.

As the holding company of the Group, the Guarantor is ultimately dependent on the results and performance of its Subsidiaries from which it expects to receive payments under any shareholders' loans made to them to finance their respective projects and/or operations and from which it expects to receive dividends from time to time, which loan payments and dividends will be used to finance payments under the Issuer-Guarantor Loan by the Guarantor to the Issuer.

# 5 • BUSINESS OVERVIEW OF THE GROUP AND INVESTMENTS

## 5.1 PRINCIPAL ACTIVITIES AND MARKETS

The Issuer does not undertake any trading activities itself, and its sole purpose is that of acting as the finance arm of the Group, principally by raising finance and advancing same to members of the Group. Accordingly, the Issuer is economically dependent principally on the operational results, financial condition and performance of its borrower Group companies.

Subject to the successful issue and allocation of the Bonds, the Issuer will grant the Issuer-Guarantor Loan to the Guarantor, by virtue of which the proceeds of the Bond Issue will be made available to such Guarantor as set out in more detail in section 4 of the Securities Note.

The Group, through the various Subsidiaries comprised therein, is involved in a mixed range of business activities and sectors, including in particular:

i) **hospitality and tourism** – principally the acquisition and/or development and operation of hotels, aparthotels and other accommodation facilities;

ii) **property rentals** – principally the acquisition and/or development of office spaces, commercial outlets and/or residential property and their rental to third parties; and

iii) **real estate** – principally the identification, acquisition, design, development and resale of residential and commercial real estate developments of various sizes.

A more detailed explanation of these main lines of business of the Group is provided below in section 5.2.

Until recently the Group was also in the leisure business, principally the operation of leisure and entertainment facilities at the 'Planet Play' entertainment arena at Mercury Towers in Paceville, St. Julian's through CF Leisure Ltd., as well as in the tiles, furniture and furnishings trading business, principally through the operation of 'Casafini' outlet by Finish Furnish Limited. These lines of business, however, have been discontinued.

## 5.2 BUSINESS OVERVIEW OF THE GROUP

As noted under section 5.1 above, the main business activities of the Group are expected to be the resale of residential and commercial immovable projects, the development and retention of other immovables particularly hotels or other accommodation facilities, office spaces or commercial units, residential projects and facilities for long-term investment to generate rental and operational income therefrom.

*Retention and operation of hotels*

The Group, principally through Ratcon Ltd, Mistral Hotel Ltd and CF Hotels Ltd., currently owns three finished and operational hotels, namely:

**A. Levante Hotel – Paceville, St. Julian's**

This is the smallest of the hotels of the Group and is situated in Triq Gort, Paceville, St. Julian's. It was developed by Ratcon Ltd on a site measuring approximately 95 sq.m. which it acquired on 31 July, 2019. Its development was approved on 24 June 2019 by virtue of planning permit PA/05714/18.

It consists of 19 rooms, a reception area, a pool deck, a restaurant and kitchen, all organised on 11 floors, including recessed floor above the lower street level, a basement and the roof.

It started operating as a 3-star hotel in July 2024. In 2025 it registered an average occupancy rate of 79.6%.

**B. Scirocco Hotel – Paceville, St. Julian's**

This is another hotel owned and operated by Ratcon Ltd and is situated in Triq Ross, Paceville, St. Julian's. It was developed by Ratcon Ltd on a site measuring approximately 145 sq.m. which was acquired by it on 1 July 2019. The development was approved on 21 February 2019 by virtue of planning permit PA/03756/18.

It consists of 37 rooms, a lobby area, piano area, office, gym, breakfast room, and a pool deck area with bar, all organised on 11 floors, including a recessed floor, above the lower street level, a basement and the roof.

It started operating as a 3-star hotel in March 2024. In 2025 it registered an average occupancy rate of 76%.

**C. Mistral Hotel – Paceville, St. Julian's**

This hotel is owned and operated by Mistral Hotel Ltd and is situated in Triq Luigi Apap, Paceville, St. Julian's. It was developed by Mistral Hotel Ltd on a site measuring approximately 178 sq.m., which was acquired by it on 30 October 2018. The development has been approved on 9 January 2018 by virtue of planning permit PA/05335/17.

It consists of 51 rooms, a lobby area, restaurants and a pool deck area, all organised on 11 floors, including recessed floor, above the lower street level and a lower intermediate level/basement and the roof.

It started operating as a 3-star hotel in June 2023. In 2025 it registered an average occupancy rate of 79.7%.

*Operation of the 3 finished hotels*

The above-mentioned three hotels are all fully finished and operational.

The Group has in 2021 entered into a hotel management agreement with Meliá Hotels International S.A., as manager, and Prodigios Interactivos S.A., as provider, for the provision of hotel operation and management services by the said Meliá Hotels International S.A. and Prodigios Interactivos S.A. in respect of the above-mentioned three hotels and respective facilities.

In terms of such hotel management agreement, the said Meliá Hotels International S.A. and Prodigios Interactivos S.A. have agreed to manage and operate the hotels under the affiliation brand name of 'Meliá', in accordance with the parameters and under the conditions agreed to between the parties. The parties have agreed on a management consideration payable to Meliá Hotels International S.A. and Prodigios Interactivos S.A. calculated in accordance with a formula essentially based on a percentage of operating revenue and gross operating profit, with the remaining operational revenue being retained by the Group. The term of the agreement is of 15 years with effect from the date when the handover requirements as set out in the agreement were met.

*Retention and letting of offices, commercial outlets and residential units*

**A. CF Business Centre – Paceville, St. Julian's**

The Group, through CF Business Centre Ltd., currently owns the CF Business Centre, a luxurious and spacious work environment which boasts of high-quality facilities and modern design. It is a completed and finished complex of offices, having its main entrance abutting onto Triq Sant'Andrija – Triq Gort c/w Triq Gdida fi Trejqet San Gorg, Paceville, St. Julian's, Malta. It is built on a site measuring approximately 351 sq.m.

It was acquired in shell form by the CF Business Centre Ltd on 18 January 2021.
The complex consists of eight floors of commercial offices, from levels 1 to level 8. Within the same building there are also ancillary storage facilities at basement level -1 and commercial outlets/catering outlets situated and reception/lobby area at the ground floor (level 0).

The development has been approved on 12 March 2018 by virtue of planning permit PA/04056/17.

CF Business Centre Ltd.'s main business model is to let the office space as well as the commercial/catering outlets to third parties (except for one floor thereof currently used by the Group), thus generating rental income for the company. As at the date of this Registration Document, all the office space and catering outlet space available for rent within the CF Business Centre, which totals approximately 3,241 sq.m., is subject to lease contracts.

The various leases have a different duration, although the majority thereof have a di fermo period of 2 years.

**B. Meltemi Residence – Paceville, St. Julian's**

This project is being developed by CF Hotels Ltd. on a site measuring approximately 365.5 sq.m. at 11 and 15, Triq Luigi Apap, Paceville, St. Julian's, and the unnumbered door named 'Marjoe' in Triq Ross, Paceville, St. Julian's, which was acquired by the said CF Hotels Ltd. on 31 July 2023.

The project will consist of 25 units, including four maisonettes at ground floor level, 20 apartments from first to fifth floors, and one penthouse at roof level, as well as two offices (Class 4A), stores, garages and garage spaces, and a substation at basement levels -1 and -2.

The development in its current state has been approved by virtue of a series of planning permits, namely PA/06415/22, as amended by PA/05350/23 and as further amended by PA/05964/25.

The project has been completed in shell form and is currently being finished. The Group intends to use the same as a rental investment project to generate rental income therefrom. The project is expected to become operational in the second quarter of 2027.

The acquisition cost of the site was €3,200,000 and the total cost of completion is expected to amount to approximately €3,800,000. As set out in section 6.2 of this Registration Document, the site acquisition costs and a material part of the development costs of this project were financed through bank financing from FCM Bank Limited. An amount of approximately €2,100,000 of the development costs are proposed to be financed and/or refinanced through the use of proceeds of the Bond Issue, as set out in section 4 of the Securities Note.

*Development and sale of real estate projects*

The Group, principally through CF Homes Ltd., currently owns or is in the process of acquiring various sites of varying sizes and in various localities which it has developed or is in the process of developing into residential and/or residential and commercial complexes or buildings for eventual resale. Some of these projects have already secured a planning permit whilst others are in the process of obtaining the relative permit. A number of projects are also completed and being sold, where some of these projects are fully covered by promise of sale agreements with some units still awaiting the final deed of sale, while other projects still have units in respect of which no promise of sale agreement has yet been entered into.

These on-going projects, which have a planning permit issued by the Planning Authority, include the following projects:

**1 · Mayfair Residences - Attard**

This is a major development on a site acquired by CF Homes Ltd. on 17 May 2022 situated in Triq Lorenzo Manche, Attard. The development has been approved by the planning authorities by virtue of planning permit PA/03873/21. It consists of 43 residential units and 44 garages/garage spaces/shops. As at the date hereof, the development is complete, with most units and garages/garage spaces/shops already sold, whilst the remaining units are still under promise of sale agreements awaiting the final deed of sale.

**2 · Nova - Fgura**

This is a development on a site acquired by CF Homes Ltd. on 8 January 2026 situated in Fgura. The development has been approved by the planning authorities by virtue of planning permit PA/00632/25. It consists of 26 residential units and 14 garages/garage spaces/shops. The development is currently ongoing and is expected to be completed during 2027.

**3 · Corner Residences - Fgura**

This is a development on a site acquired by CF Homes Ltd. on 25 June 2024 situated in Fgura. The development has been approved by the planning authorities by virtue of planning permit PA/7378/23. It consists of 28 residential units and 27 garages/garage spaces/shops. As at the date hereof, the development is complete, with most units and garages/garage spaces/shops already sold, whilst the remaining units and garages/garage spaces are still under promise of sale agreements awaiting the final deed of sale.

**4 · Sienja - Manikata**

This is a development on a site acquired by CF Homes Ltd. on 29 April 2024 situated in the territory known as Tas-Sienja, in Triq GĦerien il-Ħida on other occasions referred to as Triq il-Palma, Manikata, Mellieħa at other times indicated as limits of San Pawl il-Bahar. It has been approved by the planning authorities by virtue of planning permit PA/4255/23, and consists of 5 residential units (villas). This development is currently completed with some units having been already sold whilst the remaining units being still under promise of sale agreements awaiting the final deed of sale, except for 1 villa which is not under promise of sale yet as at the date hereof.

**5 · Dovecote - Mosta**

This is a project on a site acquired by CF Homes Ltd. on 26 June 2023 situated in Mosta. It has been approved by the planning authorities by virtue of planning permits PA/06265/22 and PA/1762/24. It consists of 47 residential units and 47 garages/garage spaces/shops. The development is complete with most units and garages/garage spaces/shops already sold, whilst the remaining units and garages/garage spaces/shops are still under promise of sale agreements awaiting the final deed of sale and/or still awaiting a promise of sale agreement.

**6 · Field View - Mqabba**

This is a development on a site acquired by CF Homes Ltd. on 1 May 2024 situated in Mqabba. It has been approved by the planning authorities by virtue of planning permit PA/04317/23. It consists of 43 residential units and 41 garages/garage spaces/shops. This development is currently completed with the majority of units and garages/garage spaces/shops having been already sold whilst the remaining units or garages/garage spaces/shops are still under promise of sale agreements awaiting the final deed of sale and/or still awaiting a promise of sale agreement.

**7 · Sunset Breeze - Qawra**

This is a development on a site acquired by CF Homes Ltd. on 23 December 2024 situated in Triq il-Fliegu, Qawra. It has been approved by the planning authorities by virtue of planning permit PA/3209/23. It consists of 65 residential units (Class 1) and 54 garages/garage spaces, as well as some commercial units including five retail outlets at ground floor level (Class 4B), language school (Class 2C), student residence of 50 rooms (Class 3A) and ancillary commercial space (Class 4D). Such development is expected to be completed towards the fourth quarter of 2026, with a substantial number of units and garages/garage spaces/shops having been already sold whilst the remaining units and garages/garage spaces/shops are still under promise of sale agreements awaiting the final deed of sale and/or still awaiting a promise of sale agreement.

**8 · Artemis - Qrendi**

This is a development on a site acquired by CF Homes Ltd. which has been approved by the planning authorities by virtue of planning permits PA/08753/21 and PA/08754/21. It consists of 67 residential units and 60 garages/garage spaces/shops. This development is currently completed with most units and garages/garage spaces/shops having been already sold whilst the remaining units and garages/garage spaces/shops are still under promise of sale agreements awaiting the final deed of sale.

**9 · Arches - Santa Venera**

This is a development on a site acquired by CF Homes Ltd. on 8 May 2025 situated in Santa Venera. It has been approved by the planning authorities by virtue of planning permit PA/5366/23. It consists of 33 residential units and 40 garages/garage spaces/shops. The development is expected to be completed towards the end of 2026, with all residential units being subject to promise of sale agreements awaiting the final deed of sale, whilst most garages/garage spaces/shops are under promise of sale agreements awaiting the final deed of sale and a few awaiting a promise of sale agreement.

**10 · House - Żabbar**

This is a development on a site acquired by CF Homes Ltd. on 15 January 2026 situated in Żabbar. It has been approved by the planning authorities by virtue of planning permit PA/04158/25, consisting of 1 residential unit (house), which development has been completed and is subject to a promise of sale agreement awaiting the final deed of sale.

**11. · Meadow - Burmarrad**

This is a development on a site acquired by CF Homes Ltd. on 3 February 2023 situated in Burmarrad. It has been approved by the planning authorities by virtue of planning permit PA/3317/21. It consists of 19 residential units and 12 garages/garage spaces/shops. This development has currently been completed, with most units and garages/garage spaces/shops having been already sold whilst the remaining units and garages/garage spaces/shops are still under promise of sale agreements awaiting the final deed of sale and/or still awaiting a promise of sale agreement.

**12 · Regent - Balzan**

This is a development on a site owned by CF Homes Ltd. situated in Balzan and has been approved by the planning authorities by virtue of planning permit PA/08992/21. It consists of 11 residential units and 21 garages/garage spaces/shops. This development has been completed, with all residential units and most garages/garage spaces/shops having been sold whilst a few remaining garages/garage spaces/shops awaiting a promise of sale agreement.

**13 · Complex - Żejtun**

This is a development on a site acquired by CF Homes Ltd. on 5 June 2026 situated at "Ta' Tablin iż-Żgħir" accessible from a new road accessible from Triq il-Labour and from Sqaq Ta' Tavlin Number 1 in Żejtun. It has been approved by the planning authorities by virtue of planning permit PA/06601/25. It consists of 12 residential units and 27 garages/garage spaces/shops. The development is expected to be completed towards the end of 2027, with some of the residential units and garages/garage spaces/shops being already subject to promise of sale agreements awaiting the final deed of sale.

The Group, through CF Homes Ltd., is also involved in other proposed developments, which are quite advanced in terms of the process of acquisition of the relevant site and/or the relevant design and planning permits. The largest of such projects currently is the Dolphin Court project in Balzan.

**14 · Dolphin Court - Balzan**

This is a major residential real estate property development to be situated in Balzan. The development will span over a site of a superficial area of approximately 3,997 sq.m. The said site is the subject of a preliminary agreement entered into by CF Homes Ltd. with the relevant vendors on 3 August 2020, as subsequently amended by various addenda, to acquire the building named "Dolphin Centre" in Triq Wied Ħal Balzan corner with Triq il-Kbira, limits of Ħal Balzan.

This is proposed to consist of a mixed-use development comprising 104 residential units, 19 commercial outlets, and 168 parking facilities.

The development is still subject to the issuance of a full development permit. It is currently subject to Planning Authority applications PA/08693/20 and PA/06573/25, with the latter having been approved on 16 April 2026, but is currently subject to appeal.

As at the date of this Registration Document there are other real estate projects which are being considered, negotiated and/or planned by CF Homes Ltd. Furthermore, the Group is always seeking new opportunities for profitable residential or residential and commercial developments.

*Resale of real estate projects*

As mentioned earlier, these real estate development projects undertaken by the Group as mentioned above are typically intended for resale to third parties, typically in shell form, apertures installed and finished common parts. The Group engages various contractors for the building works whilst it typically engages CF Contracting Ltd. to carry out finishing works to common parts and installation of external apertures on the projects developed by the Group.

# 6 • FINANCING AND SOLVENCY

## 6.1 SOLVENCY AND CREDIT RATINGS

There are no recent events particular to the Issuer or the Guarantor which are to a material extent relevant to an evaluation of their respective solvency.

No credit ratings have been assigned to the Issuer or the Guarantor at the request or cooperation of the said Issuer or, as the case may be, the Guarantor in the rating process.

## 6.2 FINANCING AND FUNDING STRUCTURE OF THE ISSUER AND THE GROUP

Apart from the redemption in cash of the Redeemed Zero-Coupon Notes 2026 by the Issuer in March 2026 and the raising of finance by the Issuer through the issue of the Existing Secured Notes in June 2026, there are no material changes in the Issuer's borrowing and funding structure since the last financial year.

*Existing Secured Notes*

The Existing Secured Notes consist of an issue of an aggregate of €3,200,000 7.5% secured unlisted notes of a face value of €100 per note, in terms of the Offering Memorandum Existing Secured Notes. The Existing Secured Notes are not listed and were placed through the Sponsor, acting as a placement agent to such issue.

The Existing Secured Notes are redeemable on 16 June 2029, subject to early redemption by and at the discretion of the Issuer at any time prior to 16 June 2029.

The Issuer's payment obligations in respect of the Existing Secured Notes are secured by a joint and several guarantee by the Guarantor dated 18 May 2026, as well as by a first ranking pledge by the Shareholders over the totality of their shares in the Guarantor. Such guarantee and pledge have been granted to, and the respective guarantee agreement and pledge agreements have been entered into with, the Security Trustee, who has been appointed and acts as security trustee in respect of the security created in respect of such Existing Secured Notes, for the benefit of the holders of such Existing Secured Notes.

The proceeds from the Existing Secured Notes were made available by way of loan by the Issuer to the Guarantor through the Issuer-Guarantor Loan Existing Secured Notes, for the purposes of general corporate funding of the Group. Such Issuer-Guarantor Loan Existing Secured Notes between the Issuer and the Guarantor bears interest at the rate of 8% and per annum. The said loan is repayable on 14 June 2029 or earlier as provided in the relevant loan agreement.

*Expected sources of finance going forward*

The Directors expect the Issuer's and the Group's future working capital and funding requirements to be met by a combination of the following sources of finance: (i) the financing raised by the issue of Existing Bonds; (ii) cash flow from profits generated by the Group's operations; (iii) external bank credit and loan facilities; and (iv) the proceeds from the Bonds.

*Existing Bonds*

Pursuant to the issue of the Existing Bonds, the Issuer raised the sum of €30,000,000 through the issue of €30,000,000 secured bonds due in 2028-2033 of a nominal value of €100 per Bond having a coupon of 5% per annum pursuant to the Prospectus Existing Bonds 2028-2033, which Existing Bonds bear ISIN MT0002701200. The Existing Bonds are redeemable on 6 January 2033, subject to early redemption by and at the discretion of the Issuer at any time from 6 January 2028.

The said Existing Bonds are listed on the Official List of the MSE and have been admitted to trading on the said regulated market in Malta.

These bonds are secured as follows:

- by a joint and several guarantee dated 28 November 2022 granted by the Guarantor as security for the Issuer's payment obligations under the Existing Bonds, held on trust for the benefit of the Existing Bondholders by the Security Trustee; and
- by a first ranking special hypothec constituted by Ratcon Ltd, Mistral Hotel Ltd and CF Business Centre Ltd. on the security property respectively owned by them, essentially the Scirocco Hotel, the Mistral Hotel and the CF Business Centre.

The proceeds of the Existing Bonds were made available by the Issuer to the Guarantor through the Issuer-Guarantor Loan Existing Bonds as a loan facility for the purpose of, and were used, essentially for the purposes of financing the redemption or exchange into Existing Bonds of the then outstanding zero-coupon secured unlisted notes of a face value of €100 per note, amounting in aggregate to €3,500,000, which had been issued by the Issuer in terms of an offering memorandum dated 22 August 2022, refinancing of bank loans at the time due by Ratcon Ltd to BNF Bank plc and by Mistral Hotel Ltd and CF Business Centre Ltd. respectively to MeDirect Bank (Malta) plc, financing remaining development costs of the Levante Hotel, the Scirocco Hotel and the Mistral Hotel, financing of development costs of certain residential projects of CF Homes Ltd. and for general corporate funding purposes, all as described in the Prospectus Existing Bonds 2028-2033

The Issuer-Guarantor Loan Existing Bonds, which is still outstanding as at the date of this Registration Document, was created and is regulated by public deed in the records of Notary Doctor Kristen Dimech of the 11 January 2023, which provides that the loan will bear interest at 6% per annum and payable on 2 January of each year, and the principal amount thereof shall be repayable by not later than 2 January 2033, subject to earlier repayment in case the Issuer exercises the earlier redemption option of the Existing Bonds under the Prospectus Existing Bonds 2028-2033. Such interest payment and repayment terms were designed to ensure that the Issuer would timely receive sufficient funds to finance payments due under the Existing Bonds, with a residual amount to finance its corporate funding requirements.

*Financing of operations and of payment obligations under bank borrowings and the Bonds through the Group's operations*

The various business lines within the Group are expected to generate operational profits for the respective Group companies, principally, but not limitedly, in the form of revenues generated from the sale of residential and commercial immovable properties by CF Homes Ltd., the hotel operational revenues to be generated by Ratcon Ltd and Mistral Hotel Ltd in respect of the hotels owned by the Group, the office, commercial and residential rental income to be generated by CF Commercial Centre Ltd. and CF Hotels Ltd., as well as other operational revenues to be generated from any other business activities from time to time by the Group and the companies forming part thereof.

The above-mentioned operational revenues will be used to finance investments, acquisitions and expenses involved in the business operations and growth of the various Group companies. They are also expected to finance payments under bank borrowings obtained by the various Group companies as well as payments of dividends and/or payments of shareholders' loans or other payments to the Guarantor by the various Group companies, including those to which the proceeds of the Bond Issue would be made available by the Guarantor, thus financing the payments due under the Bonds.

*Financing through bank loans*

**Bank loans**

The Group has various bank loan facilities available. Table A below shows the bank loan facilities available and total bank borrowings as at 30 June 2026, based on sanction letters in place as at such date:

**TABLE A**

| | Borrower Group company | Bank | Purpose of Borrowing | Total Facility Amount | Balance as at 30/06/2026 | Interest per annum | Repayment |
|---|---|---|---|---|---|---|---|
| A. | CF Leisure Ltd. | FCM Bank Limited | Investment loan to finance one-off payment to operate an entertainment arena, payable to Mercury Towers Ltd. | €2,660,000 | €2,093,510 | First 24 months: the higher of 5.5% or 3% + 3M EURIBOR; as from 01/11/2026: the higher of 5.2% or 2.7% + 3M EURIBOR | 12-month capital moratorium (interest-only, quarterly); Fixed monthly repayments of €24,630 for 108 months. |
| B. | CF Hotels Ltd. | FCM Bank Limited | Loan 1: Acquisition of property at Marjoe, St. Julian's (site of Meltemi Residence);<br><br>Loan 2: Development financing (demolition, construction and finishes into units of Meltemi Residence);<br><br>Loan 3: Financing of furnishings of Meltemi Residence. | Loan 1: €2,600,000;<br><br>Loan 2: €1,500,000;<br><br>Loan 3: €500,000.<br><br>Total: €4.6 million | €2,600,000<br><br>€804,247<br><br>NIL – not yet utilised | During capital moratorium: the higher of 5.5% or 3% + 3M EURIBOR; Post capital moratorium: the higher of 5.2% or 2.7% + 3M EURIBOR | Loans 1 and 2: 36-month capital moratorium during which interest is payable on a quarterly basis, then fixed monthly repayments of €14,450 and €8,350, respectively, for 180 months.<br><br>Loan 3: 12-month moratorium during which interest is payable on a quarterly basis, then fixed monthly repayments of €4,630, for 108 months. |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| C. | CF Homes Ltd. | MeDirect Bank (Malta) plc | Loan 20: Equity release facility to reimburse Borrower for funds already paid in relation to the acquisition of sites for projects in Hal Ghaxaq and in Qawra. | Loan 20: €1,280,000. | €819,952 | Fixed rate of 5.85%. | Repayable from sale proceeds of units in Mosta Dovecote development financed by Loans 13 and 14 mentioned above; Minimum retention: 70% of selling price; full repayment within 3 years from first drawdown. |
| D. | CF Homes Ltd. | MeDirect Bank (Malta) plc | Loan 21: Acquisition of site re Nova project in Fgura;<br><br>Loan 22: Nova project demolition, excavation and development financing (80:20 pro rata basis). | Loan 21: €2,160,000;<br><br>Loan 22: €1,028,900.<br><br>Total: €3,188,900 | €2,160,000<br><br>€197,401 | 3.20% over 3-month EURIBOR. | Repayable from sale proceeds of units; Minimum retention: 75% of selling price; full repayment within 4 years from first drawdown. |
| E. | CF Homes Ltd. | MeDirect Bank (Malta) p.l.c | Loan 23: Acquisition of site re Zejtun Complex project;<br><br>Loan 24: Zejtun Complex project demolition, excavation and development financing (80:20 pro rata basis). | Loan 23: €2,000,000;<br><br>Loan 24: €1,163,000.<br><br>Total: €3,163,000 | €2,000,000<br><br>NIL – not yet utilised | 3.25% over 3-month EURIBOR. | Repayable from sale proceeds of units; Minimum retention: 75% of selling price; full repayment within 4 years from first drawdown. |
| F. | CF Homes Ltd. | MeDirect Bank (Malta) p.l.c | Loan 25: Acquisition of site ('Dolphin Centre') re Dolphin Court project in Balzan;<br><br>Loan 26: An equity release facility representing 55% of unrealised gain over the property's current market value, to support Borrower's working capital requirements and reimburse Borrower for costs already incurred on the project.<br><br>Loan 27: Dolphin Court project demolition, excavation and development financing (75:25 pro rata basis). | Loan 25: €5,809,000;<br><br>Loan 26: €3,327,500;<br><br>Loan 27: €9,655,000.<br><br>Total: €18,791,500. | NIL – not yet utilised<br><br>NIL – not yet utilised<br><br>NIL – not yet utilised | 3.8% over 3-month EURIBOR. | Repayable from sale proceeds of units; Minimum retention: 75% of selling price; full repayment within 4 years from first drawdown. |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| G. | CF Homes Ltd. | MeDirect Bank (Malta) plc | Equity release facility against unsold units in Qrendi - Hestia and Qrendi - Artemis developments for working capital purposes. | €2,490,000 | €206,615 | Fixed rate of 5.85% | Repayment from sale proceeds of specific units; Minimum retention: 70% of selling price (subject to minimum waiver values); Full repayment within 2.5 years from first drawdown. |
| H. | CF Homes Ltd. | FIMBank p.l.c. | Facility 1: Acquisition of undivided shares in land re Sienja project in Manikata (80:20 pro rata basis).<br><br>Facility 2: Development financing (demolition, excavation and construction) for the said project (70:30 pro rata basis) to shell form. | Facility 1: €2,640,000;<br><br>Facility 2: €1,500,000.<br><br>Total: €4,140,000 | €1,890,000<br><br>€817,343 | 5.50% fixed until 31 May 2025, thereafter 4.25% over 3-month EURIBOR. | Repayable from sale proceeds of units; Minimum retention: 75% of value / selling price ; full repayment within 3 years from first drawdown. |
| I. | CF Homes Ltd. | FIMBank p.l.c. | Facility 1: Acquisition of 'Mavina Holiday Complex' being site of Sunset Breeze project in Qawra.<br><br>Facility 2: Development financing (demolition, excavation and construction) for the said project. | Facility 1: €6,300,000;<br><br>Facility 2: €4,366,000.<br><br>Total: €10,666,000 | €1,500,000<br><br>€2,824,336 | 2.75% over 3-month EURIBOR. | Repayment from sale proceeds of units; Minimum retention: 65% of value / sales price; €4.8m bullet repayment from sale of 295sqm to Business English Language School; Full repayment within 4 years from first drawdown. |
| J. | CF Homes Ltd. | Bank of Valletta p.l.c. | Loan 1: Acquisition of St. Venera property re Arches project.<br><br>Loan 2: Development financing (70:30 pro rate basis). | Loan 1: €1,750,000;<br><br>Loan 2: €1,090,320.<br><br>Total: €2,840,320 | €1,750,000<br><br>€317,521 | 3.35% over Business Lending Bank Base Rate (currently 2.15%). | Interest serviced semi-annually; Repayable from sale proceeds of units; Minimum retention: 70% of projected selling price as originally provided; full repayment within 5 years from first drawdown. |
| K. | Ratcon Ltd | Lidion Bank p.l.c. | To finance working capital requirements of the borrower and group requirements. | €3,000,000 | €3,000,000 | 4.1% over European Central Bank marginal lending facility (currently 2.4%). | Over 5 years:-<br>First three years, principal shall be repaid through two half-yearly bullet repayments of €150,000 each;<br>Last two years, quarterly principal repayments of €262,500.<br>Interest shall be repaid quarterly throughout the term of the loan. |

The bank loans and facilities granted to CF Leisure Ltd. and CF Hotels Ltd. set out under rows A and B of Table A above, are herein referred to as "**Relevant Bank Loans**", and the bank loans and facilities granted to CF Hotels Ltd. set out under row B of Table A above, are herein referred to as "Meltemi Relevant Bank Loans".

The bank borrowings and facilities mentioned above are secured through various security interests granted over assets of the Group or otherwise granted by the Group, and in some cases also over assets of third parties or entities outside the Group. Such security interests typically include, without limitation, a general hypothec by the relevant borrowing Group company over all its present and future assets, a first special hypothec and/or privilege over the property owned by the relevant borrowing Group company the development whereof constitutes the purpose or one of the purposes of the relevant loan or facility (where applicable), a pledge on insurance proceeds under various insurance policies of the relevant borrowing Group company and/or the shareholders/beneficial owners of the Group, as applicable, personal guarantees by the shareholders/beneficial owners, as well as a series of covenants and undertakings by the relevant borrowing Group company and/or the shareholders/beneficial owners, including undertakings that no declaration and payment of dividends, repayments of shareholders' or related party loans, and no change in the shareholding structure are to be made by or in respect of the relevant borrowing Group company without the relevant bank's prior consent.

The Meltemi Relevant Bank Loans are intended to be refinanced through part of the proceeds of the Bond Issue and the Relevant Bank Loans are intended to be repaid in full to FCM Bank Limited on the Deed of Hypothec, as set out in section 4.2 of the Securities Note, whereupon the Bank Security Interests over or affecting the Security Property or parts thereof securing the said Relevant Bank Loans shall be cancelled or postponed by FCM Bank Limited.

The Group may from time to time seek further financing from banks as well as from other sources for various projects or operations.

*Further financing through the Bonds*

The Group intends to obtain further financing for certain projects and operations through the issue of the Bonds, by virtue of which the Issuer intends to raise €12,500,000 and to make the proceeds from the Bond Issue available to the Group.

The Bonds will be due in ten (10) years, namely in 2036 subject to the Issuer being entitled to redeem the Bonds on any date falling between 15 December 2031 (First Possible Early Redemption Date) and 14 December 2036, and will pay a coupon of 5.65% per annum. The Bonds will be listed on the Official List of the MSE and admitted to trading on such regulated market.

The proceeds of the Bonds will be made available by the Issuer to the Guarantor by way of loan under the Issuer-Guarantor Loan, which will be used for the purposes set out in section 4.2 of the Securities Note.

The Issuer's obligations under the Bonds will be secured by the Collateral, namely:

a) the first ranking Special Hypothec over the Security Property to be granted by the Security Provider owning such Security Property;

b) the Pledge on Insurance to be granted by the Security Provider; and

c) the joint and several Guarantee by the Guarantor.

The security shall be constituted in favour of the Security Trustee for the benefit of the relevant Bondholders, as applicable, from time to time registered by the CSD.

Further details on the Collateral are contained in sections 4.4 and 6.3 of the Securities Note.

# 7 • TREND INFORMATION

*The Issuer*

In view of the Issuer's purpose of acting as a financing company to the Group, its business is limited to the raising of capital for the financing of capital projects and the loaning of such capital to entities within the Group, the collection of interest from said Group entities and the settlement, in turn, of interest payable on capital raised from third parties, including the payment of interest payable by the Issuer in respect of the Secured Bonds.

The Issuer is thus dependent on the business prospects of the Group and, therefore, the trend information relating to the Group has a material effect on its financial position and prospects.

There has been no significant change in the prospects of the Group since the date of the last published audited financial statements published being 31 December 2025.

Moreover, there has been no significant change in the financial performance of the Group since the end of the last financial period for which financial information has been published, 31 December 2025, up to the date of this Prospectus.

*The Guarantor and the Group*

**1. GENERAL MARKET CONDITIONS**

At the time of publication of this Analysis, management considers that the companies remain subject to the normal business risks associated with the industries in which they operate. Barring unforeseen circumstances, management does not anticipate any trends, uncertainties, demands, commitments, or events outside the ordinary course of business that could reasonably be expected to materially affect the companies' prospects throughout the projected period. Nevertheless, investors are strongly encouraged to carefully review the risk factors outlined in the Prospectus.

**2. ECONOMIC UPDATE**

The Central Bank of Malta's ('CBM') Business Conditions Index ('BCI') tracks current business conditions at high frequency, and the average value of zero in the BCI refers to an economy growing at around 4.0%. This rate is high when compared with long run averages of other developed economies. The CBM's BCI indicates that in June 2026[1], annual growth in business activity stood slightly below its long-term average estimated since January 2000. The contributing components to this below-average BCI level was primarily due to the timing of receipt of corporate taxes.

The European Commission's Economic Sentiment Indicator ('ESI') is a composite indicator produced with the sole aim of tracking Gross Domestic Product ('GDP') growth at Member states, EU and euro area levels. This indicator is a weighted average of balances of replies to selected questions addressed to firms in five sectors covered by the EU Business and Consumer Surveys and to consumers. The sectors covered are industry, services, consumers, retail and construction. The ESI for Malta averaged 102.0 during the last three months of 2024, which was above the EU average of 95.7. Conversely, the last three months of 2025 saw a significant increase in Malta's ESI average at 114.3, surpassing not only its previous performance, but also the EU average of 96.9[2]. The ESI for Malta remained significantly above the EU average during the initial months of 2026, reaching 121.8 in January 2026 before moderating to 107.5 in April 2026. Despite the moderation, the indicator continues to signal above-average economic sentiment relative to historical levels and EU benchmarks, where the euro area average remained below 100[3].

Government financial accounts for early 2026 show total expenditure increased by €325.7 million while recurrent revenue increased by €481.9 million when compared to the previous year, resulting in a reduced deficit of €84.3 million at the end of March 2026. The increase in recurrent revenue outweighed the expenditure, leading to a positive change in the Government's Consolidated Fund by €156.1 million . The largest increase in revenue was recorded under Income Tax (€238.4 million), while Programmes and Initiatives (€154.3 million) reported the biggest increase among the expenditure categories. As of end March 2026, Central Government Debt totalled €11,415.9 million, €621.8 million higher than the corresponding month in 2025[4].

[1] *Central Bank of Malta, Economic Update 7/2026 – BCI stood below its long term average in June 2026 - Update-7-26.pdf*

[2] *European Commission, Directorate-General for Economic and Financial Affairs – Economic Sentiment Indicator (ESI), Eurostat dataset*

[3] *European Commission, Business and Consumer Surveys – Economic Sentiment Indicator (Malta), monthly releases and dataset. - Latest business and consumer surveys - Economy and Finance*

[4] *NSO, Government Finance Data; January–March 2026 – total expenditure and recurrent revenue increase in March 2026 when compared to the previous year. - NSO Malta | Government Finance Data: January-March 2026 - NSO Malta*

## 3. ECONOMIC OUTLOOK

The CBM forecasts GDP growth moderating from 7.0% in 2024 to 3.6% in 2025, and to 3.7% in 2026 and is projected to remain stable at 3.7% in the following 2 years[5]. When compared to the previous projections, the Bank's latest forecast for GDP is revised downwards in 2025 primarily on account of lower-than-expected growth in private consumption and government investment, while the outlook remains broadly unchanged over the rest of the following years. Net export growth will remain positive, though at a slower pace, mainly driven by services exports, while import levels are expected to align with investment activity. The current account is expected to remain in surplus and above 6% of GDP over the forecast horizon[5].

Employment growth is set to moderate to 2.6% in 2026 from 3.5% in 2025, which partly reflects the envisaged slowdown in economic activity towards its potential growth. Over the rest of the projection horizon, employment rate is set to slowdown further by 2.5% and 2.3% in 2027 and 2028, respectively. The unemployment rate is forecast to stand at 2.8% this year and for the rest of the forecast horizon until 2028. The unemployment gap remains negative, as the NAIRU is projected at around 3.1% in 2028[5].

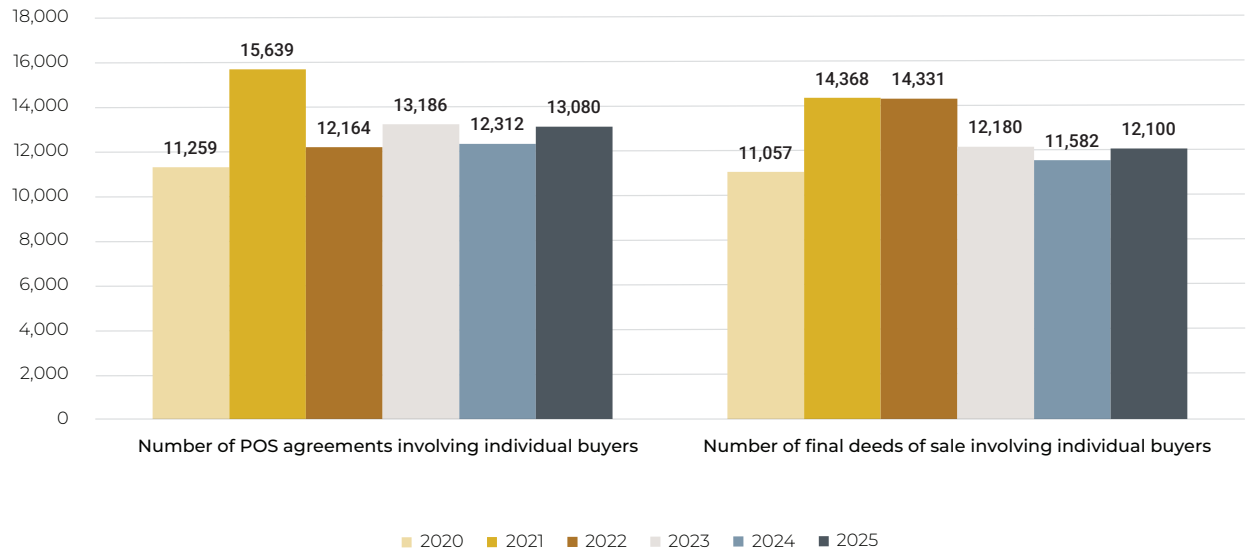
Inflationary pressures are projected to ease gradually, with annual inflation based on the 12-month moving average of the Harmonised Index of Consumer Prices is projected to moderate to 2.3% in 2026. Inflation is expected to moderate further, falling to 2.1% in 2027 and 2.0% in 2028 with this reduction mostly driven by lower services inflation[5].

## 4. RESIDENTIAL PROPERTY DEVELOPMENTS

The property market in Malta has experienced steady periods of growth over the past forty years at a compound annual growth rate ('CAGR') of 6.7%, with a stronger 8.4% CAGR observed in the most recent decade. Demand continues to outpace supply, driven by population growth, rising foreign inflows, and the continued attractiveness of property as an inflation hedging investment. The chart below highlights how the number of final deeds of sale involving individual buyers and the number of final deeds of sale increased to 12,100 in 2025 when compared to the 11,582 in 2024 .

Furthermore, in terms of POSA involving individual buyers reached an all-time high in 2021 at 15,639, partly reflecting the sales brought forward due to the anticipated expiry of the stamp duty exemption that the Government had introduced during the year. POSAs have decreased back to 12,312 and 13,080 in 2024 and 2025, respectively, which is still higher than every year in the last six years barring the outlying year of 2021[6].

**Final deeds of sale and POSA involving individual buyers (2020 – 2025)**




*Source: NSO*

In accordance with the Grant Thornton – The Malta Property Landscape (Q2 2024), the selling house price index experienced a strong growth through the period between 2013 till 2019. Such timeframe, preceding the pandemic phase sustained a CAGR of 12.2% between 2013 to 2019. However, the slowdown in 2020 reflected the effects of the pandemic on the property developments industry, while it recovered back again in year 2022. In 2024, selling prices increased by around 22.4% from 2020 levels[7].

[5] *Central Bank of Malta, Outlook for the Maltese Economy 2026 – GDP and HICP projections for 2026–2028 - Outlook-2026-1.pdf*

[6] *NSO, Residential Property Transactions: May 2026 – number of final deeds of sale and POSA involving individual buyers. - NSO Malta | Residential Property Transactions: May 2026 - NSO Malta*

[7] *Grant Thornton – The Malta Property Landscape | A True Picture - The Malta Property Landscape - The Malta Property Landscape*

Recent figures published by the National Statistics Office (NSO) indicate that residential property prices have continued to increase. The Residential Property Price Index (RPPI) shows that house prices rose by 6.1% in Q4 2025 when compared to the corresponding quarter of 2024[7].

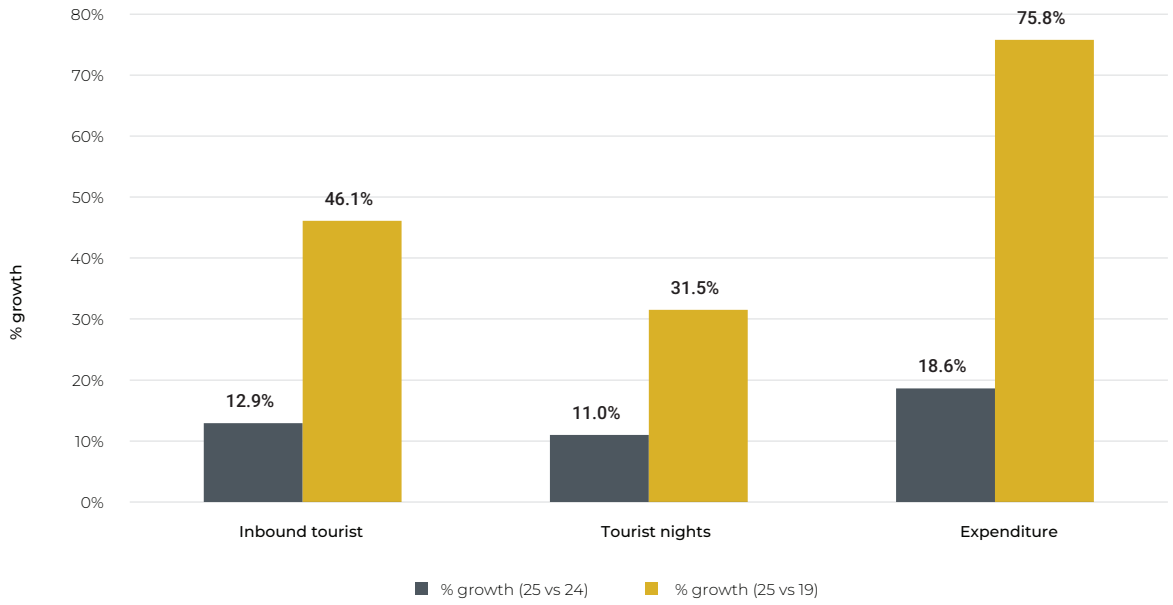
## 5. MALTA'S TOURISM INDUSTRY

The Maltese tourism industry continued to recover and expand following the severe disruption caused by the COVID-19 pandemic. NSO statistics indicate that activity in 2025 exceeded both pre-pandemic levels and the figures recorded in 2024. In 2025, inbound tourists were 46.1% above 2019 levels, while tourist nights increased by 31.5% over the same period. Tourist expenditure rose to €3.9 billion, representing a 75.8% increase over the six-year period and highlighting the sector's continued contribution to the Maltese economy[8].

The year-on-year performance in 2025 also points to continued sectoral growth. Relative to 2024, inbound tourists increased by 12.9%, while tourist nights and expenditure grew by 11.0% and 18.6%, respectively[8]. These movements indicate not only higher levels of tourism activity, but also changes in tourist behaviour and consumption patterns over time.

The positive trend continued into 2026. In June 2026, inbound tourists increased by 18.5% when compared to June 2025, while tourist nights and expenditure rose by 3.9% and 15.2%, respectively[9].

**Total growth of tourism number, nights, and expenditure of 2025 over 2024 and 2019**




*Source: NSO*

## 6. MALTA'S HOTEL PERFORMANCE

Hotel supply in Malta has generally increased since 2019, notwithstanding a temporary decline in 2020. The number of hotels fell from 125 in 2019 to 101 in 2020, before rising to 161 by September 2025, of which 71 were classified as 3-star hotels[10].

Hotel operating performance also improved in the first quarter of 2026. The average occupancy rate for 3-star hotels reached 73.7%, which was 2.0% higher than the same quarter in 2025[10]. The ADR also increased, rising by 9.5% year-on-year to €52.6[11].

[8] NSO, Inbound Tourism: December 2025 – number of inbound tourists and tourist nights, and tourist expenditure. – NSO Malta | Inbound Tourism: December 2025 - NSO Malta
[9] NSO, Inbound Tourism: June 2026 – number of inbound tourists and tourist nights, and tourist expenditure. – NSO Malta Inbound Tourism: June 2026 - NSO Malta
[10] NSO, Collective Accommodation Establishments: Q3/2025 – total number of hotels and total 3-star hotels by September 2025. – NSO Malta Collective Accommodation Establishment: Q3/2025 - NSO Malta
[11] MHRA, Hotel Survey by Deloitte – Key Highlights: Q1 2026 – occupancy rate and average daily rate for Q1 2026. – MHRA | Hotel Survey by Deloitte: Q1 2026 - MHRA

# 8 • FINANCIAL INFORMATION

**Key Financial Information**

## 8.1. FINANCIAL INFORMATION OF THE ISSUER

The historical financial information of the Issuer is set out in its audited financial statements for the financial years ended 31 December 2023, 2024 and 2025, together with the unaudited interim financial statements for the period ending 30 June 2026 which were prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and in compliance with the Companies Act. The interim financial statements for the six-month periods ended 30 June 2025 and 30 June 2026 were extracted from management accounts.

As at the date of the Prospectus there has been no material adverse change in the prospects of the Issuer since the date of the Interim Accounts.

The said financial statements are available on the Issuer's website (https://cf.com.mt/investor-relations) and are also available for inspection at the Issuer's registered office as set out in section 17 of this Registration Document, and shall be deemed to be incorporated by reference in, and form part of, the Prospectus.

In this respect, the following table of cross-references sets out specific items set out in the document above which is incorporated by reference:

| Page numbers in financial statement for the periods ending | 31 December 2023 | 31 December 2024 | 31 December 2025 | 30 June 2025 | 30 June 2026 |
|---|---|---|---|---|---|
| Statements of Comprehensive Income | 10 | 10 | 10 | 6 | 7 |
| Statements of Financial Position | 11-12 | 11-12 | 11-12 | 7-8 | 8-9 |
| Statements of Cash Flows | 14 | 14 | 14 | 10 | 11 |
| Notes to the Financial Statements | 15-26 | 15-27 | 15-27 | 11-19 | 12-21 |
| Independent Auditor's Report | 27-31 | 28-34 | 28-33 | 20-21 | N/A |

| CF Estates Finance p.l.c. - Statement of comprehensive income *€000* | FY2023A 17 months | FY2024A 12 months | FY2025A 12 months | FY2025 6 months | FY2026 6 months |
|---|---|---|---|---|---|
| Finance income | 1,779 | 1,858 | 2,110 | 1,051 | 966 |
| Finance costs | (1,574) | (1,636) | (1,892) | (941) | (864) |
| Net finance income | 206 | 222 | 218 | 111 | 102 |
| Administrative expenses | (227) | (99) | (100) | (51) | (45) |
| Other expense | (38) | - | - | - | - |
| Profit before tax | (58) | 124 | 118 | 59 | 56 |
| Tax expense | (35) | - | - | - | - |
| **Profit for the year** | **(93)** | **124** | **118** | **59** | **56** |

The Issuer was set up as the financing arm of the Group, hence the Issuer's revenue primarily comprises interest income generated on loans advanced to CF Estates Ltd., which are charged at a margin over the borrowing costs incurred by the Issuer. Revenue increased over the period in line with the growth in the loan portfolio following the issuance of additional debt instruments.

Finance costs principally comprise interest expense associated with the debt instruments issued during the historical period together with the amortisation of bond issue costs.

Administrative expenses mainly consist of professional fees, directors' remuneration, annual listing fees, registration fees and other corporate overheads. Other expenses recognised in FY2023 primarily relate to a loss on the extinguishment of financial liabilities, partially offset by a gain arising on the early redemption of debt instruments.

| CF Estates Finance p.l.c. - Statement of financial position<br>*€000* | Dec-23A<br>17 months | Dec-24A<br>12 months | Dec-25A<br>12 months | Jun-26<br>6 months |
|---|---|---|---|---|
| **Assets** | | | | |
| ***Non-current assets*** | | | | |
| Loan receivable | 29,295 | 33,695 | 29,295 | 32,495 |
| **Total non-current assets** | **29,295** | **33,695** | **29,295** | **32,495** |
| ***Current assets*** | | | | |
| Loan receivable | - | - | 4,400 | - |
| Receivables | 1,816 | 1,852 | 2,728 | 3,190 |
| Cash and cash equivalents | 1,507 | 1,503 | 1,504 | 15 |
| **Total current assets** | **3,323** | **3,355** | **8,633** | **3,204** |
| **Total assets** | **32,618** | **37,050** | **37,928** | **35,699** |
| **Equity and Liabilities** | | | | |
| ***Equity*** | | | | |
| Share capital | 250 | 250 | 250 | 250 |
| (Accumulated losses)/Retained earnings | (93) | 31 | 148 | 205 |
| **Total equity** | **157** | **281** | **398** | **455** |
| ***Non-current liabilities*** | | | | |
| Borrowings | 29,442 | 33,885 | 29,547 | 32,778 |
| **Total non-current liabilities** | **29,442** | **33,885** | **29,547** | **32,778** |
| ***Current liabilities*** | | | | |
| Borrowings | - | - | 4,400 | - |
| Payables | 3,019 | 2,885 | 3,582 | 2,467 |
| **Total current liabilities** | **3,019** | **2,885** | **7,982** | **2,467** |
| **Total liabilities** | **32,462** | **36,769** | **37,529** | **35,245** |
| **Total equity and liabilities** | **32,618** | **37,050** | **37,928** | **35,699** |

As at 30 June 2026, total assets amounted to €35.7 million. The asset base primarily comprises loans receivable from the Guarantor of €32.5 million.

Total equity increased from €157k as at 31 December 2023 to €455k as at 30 June 2026, principally as a result of the accumulation of retained earnings.

As at 30 June 2026 borrowings comprise the Existing Bonds issued in January 2023 and the Existing Secured Notes issued in June 2026.

| CF Estates Finance p.l.c. - Statement of cash flows<br>*€000* | FY2023A<br>17 months | FY2024A<br>12 months | FY2025A<br>12 months | Jun-25<br>6 months | Jun-26<br>6 months |
|---|---|---|---|---|---|
| Net cash from / (used in) operating activities | 1,277 | (5) | 1 | 2 | (1,489) |
| Net cash used in investing activities | (29,295) | (2,900) | 1,500 | - | (1,200) |
| Net cash from / (used in) financing activities | 29,525 | 2,900 | (1,500) | (1,500) | 1,200 |
| Net cash movements | 1,507 | (5) | 1 | (1,498) | (1,489) |
| Cash & cash equivalents at beginning of year/period | - | 1,507 | 1,503 | 1,503 | 1,504 |
| **Cash & cash equivalents at end of year/period** | **1,507** | **1,503** | **1,504** | **5** | **15** |

## 8.2 FINANCIAL INFORMATION OF THE GUARANTOR

The historical consolidated financial information of the Guarantor is included in its audited financial statements for the financial years ended 31 December 2023, 2024 and 2025. As at the date of this Prospectus there has been no material adverse change in the prospects of the Guarantor since the date of the latest audited financial statements.

The said financial statements are available on the Issuer's website (https://cf.com.mt/investor-relations) and are also available for inspection at the Issuer's registered office as set out under the heading "Documents available for inspection" in section 17 of this Registration Document which shall be deemed to be incorporated by reference in, and form part of, the Prospectus. The Group's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and in compliance with the Act.

In this respect, the following table of cross-references sets out specific items set out in the documents above which are incorporated by reference:

| Page numbers in financial statements for the periods ending | 31 December 2023 | 31 December 2024 | 31 December 2025 | 30 June 2026 |
|---|---|---|---|---|
| Statements of Comprehensive Income | 5 | 6 | 6 | 8 |
| Statements of Financial Position | 6-7 | 7-8 | 7-8 | 9-10 |
| Statements of Cash Flows | 9 | 10 | 10 | 12 |
| Notes to the Financial Statements | 10-33 | 11-35 | 11-37 | 13-28 |
| Independent Auditor's Report | 34-37 | 36-39 | 38-41 | N/A |

| CF Estates Limited - Consolidated statement of comprehensive income<br>*€000* | FY2023A | FY2024A | FY2025A | Jun-25 | Jun-26 |
|---|---|---|---|---|---|
| Revenue | 23,058 | 41,104 | 40,352 | 14,787 | 13,269 |
| Cost of sales | (15,928) | (29,288) | (27,259) | (9,743) | (8,557) |
| **Gross profit** | **7,130** | **11,816** | **13,092** | **5,045** | **4,712** |
| Administrative expenses | (4,011) | (6.017) | (4,220) | (1,882) | (1,159) |
| Other income | 37 | 51 | 344 | 25 | - |
| **EBITDA** | **3,156** | **5,851** | **9,216** | **3,187** | **3,553** |
| Fair value uplift | - | - | 5,029 | - | - |
| Loss on disposal of PPE | - | - | - | - | (2,724) |
| Amortisation and depreciation | (555) | (927) | (744) | (481) | (412) |
| **EBIT** | **2,602** | **4,923** | **13,501** | **2,707** | **417** |
| Finance costs | (1,816) | (1,733) | (2,166) | (1,111) | (1,341) |
| **Profit before tax** | **785** | **3,190** | **11,335** | **1,595** | **(924)** |
| Tax expense | (1,186) | (2,436) | (1,857) | (896) | (795) |
| **(Loss)/Profit for the year** | **(401)** | **754** | **9,479** | **699** | **(1,719)** |
| **Other comprehensive income** | | | | | |
| Revaluation increase on PPE | - | - | 2,097 | - | - |
| Deferred tax charge relating to components of other comprehensive income | - | - | (734) | - | - |
| **Total (loss)/profit and other comprehensive income** | **(401)** | **754** | **10,842** | **699** | **(1,719)** |

The Group's principal activities during the period under review consist of property development activities in Malta, the lease of office spaces, operation of hotels and finishing works.

As illustrated in the table below, revenue increased from €23.1 million in FY2023 to €40.4 million in FY2025. This increase was driven by the sale of real estate and commencement of operations of the Scirocco Hotel, Levante Hotel and the Mistral Hotel. In FY2024, Management took the strategic decision to discontinue the operations of Finish Furnish Limited and in FY2025 ceased operations of the Entertainment Arena.

| Revenue<br>*€000* | FY2023A | FY2024A | FY2025A | Jun-25 | Jun-26 |
|---|---|---|---|---|---|
| Sale of properties | 17,299 | 33,065 | 33,367 | 11,224 | 10,026 |
| Leasing of office spaces | 829 | 928 | 908 | 408 | 425 |
| Hotel operations | 707 | 2,379 | 2,686 | 1,034 | 1,131 |
| Finishings and construction | 670 | 1,546 | 1,975 | 1,673 | 1,687 |
| Sale of sanitaryware | 3,553 | 1,842 | 27 | 34 | - |
| Entertainment Arena | - | 1,343 | 1,380 | 416 | - |
| Other revenue | - | - | 8 | - | - |
| **Total revenue** | **23,058** | **41,104** | **40,352** | **14,787** | **13,269** |

Cost of sales consist of costs directly associated with the sale of property including land acquisition costs (comprising purchase consideration, stamp duty and professional fees), construction and development expenditure, capitalised borrowing costs and agency fees. Costs relating to the hotel operations comprise food and beverage costs, payroll and related employee expenses, operating supplies, maintenance and utility costs, distribution and commission expenses, and management and system fees payable to Meliã Hotels International.

Administrative expenses principally comprise employee costs, repairs and maintenance, utilities, professional fees and directors' remuneration incurred in the ordinary course of business.

During FY2025, the Group recognised a fair value gain of €5.0 million on the CF Business Centre, reflecting an upward revaluation of the property.

Finance costs principally comprise interest incurred on the Existing Bonds and the €4.4 million zero-coupon unlisted secured notes, including the related amortisation of transaction costs, together with interest incurred on bank loans, overdraft facilities and other financing arrangements.

| CF Estates Limited - Consolidated statement of financial position<br>*€000* | Dec-23A | Dec-24A | Dec-25A | Jun-26 |
|---|---|---|---|---|
| **Assets** | | | | |
| ***Non-current assets*** | | | | |
| Investment property | 13,689 | 13,689 | 19,019 | 19,019 |
| Intangible assets | 5 | 34 | 28 | 5 |
| Property, plant and equipment | 24,770 | 26,321 | 25,954 | 26,113 |
| Right-of-use asset | 782 | 131 | 57 | 43 |
| Trade and other receivables | - | - | 1,100 | 1,100 |
| Deferred tax asset | 1,022 | 1,090 | 2,265 | 2,265 |
| **Total non-current assets** | **40,268** | **41,265** | **48,423** | **48,545** |
| ***Current assets*** | | | | |
| Non-current assets held for sale | - | - | 2,607 | - |
| Inventories | 30,026 | 35,763 | 27,745 | 27,585 |
| Trade and other receivables | 8,470 | 9,356 | 12,418 | 8,121 |
| Cash and cash equivalents | 2,330 | 5,865 | 3,660 | 5,184 |
| **Total current assets** | **40,825** | **50,983** | **46,429** | **40,890** |
| **Total assets** | **81,094** | **92,249** | **94,851** | **89,435** |
| **Equity and Liabilities** | | | | |
| ***Equity*** | | | | |
| Share capital | 6,308 | 6,308 | 6,308 | 6,308 |
| Revaluation reserve | 1,540 | 1,540 | 2,903 | 2,903 |
| (Accumulated losses)/Retained earnings | (331) | 423 | 9,901 | 4,182 |
| **Total equity** | **7,517** | **8,271** | **19,112** | **13,393** |
| ***Non-current liabilities*** | | | | |
| Lease liabilities | 602 | 55 | 15 | - |
| Borrowings | 48,808 | 56,916 | 45,694 | 41,275 |
| Long-term deposits | 208 | 221 | 255 | 219 |
| Deferred tax liability | 3,313 | 3,496 | 5,007 | 5,007 |
| Trade and other payables | - | 2,400 | 2,100 | 2,100 |
| **Total non-current liabilities** | **52,932** | **63,088** | **53,071** | **48,602** |
| ***Current liabilities*** | | | | |
| Lease liabilities | 214 | 91 | 16 | 15 |
| Borrowings | 4,313 | 2,535 | 4,595 | 14,483 |
| Trade and other payables | 16,119 | 18,264 | 18,057 | 12,943 |
| **Total current liabilities** | **20,646** | **20,890** | **22,669** | **27,441** |
| **Total liabilities** | **73,577** | **83,978** | **75,739** | **76,043** |
| **Total equity and liabilities** | **81,094** | **92,249** | **94,851** | **89,435** |

| CF Estates Limited - Consolidated statement of cash flows<br>*€000* | FY2023A | FY2024A | FY2025A | Jun-25 | Jun-26 |
|---|---|---|---|---|---|
| Net cash from / (used in) operating activities | (8,715) | 299 | 8,286 | (1,712) | 514 |
| Net cash used in investing activities | (9,713) | (2,677) | (1,100) | (335) | (493) |
| Net cash from/(used in) financing activities | 20,238 | 5,912 | (9,391) | 1,393 | 1,504 |
| Net cash movements | 1,810 | 3,535 | (2,205) | (655) | 1,524 |
| Cash & cash equivalents at 1 January | 520 | 2,330 | 5,865 | 5,865 | 3,660 |
| **Cash & cash equivalents at 31 December** | **2,330** | **5,865** | **3,660** | **5,210** | **5,184** |

As at 30 June 2026, the Group's total assets amounted to €89.4 million. The asset base primarily comprises:

- **Investment property** of €19.0 million, principally relating to the CF Business Centre;
- **Property, plant and equipment** of €26.1 million, mainly consisting of the Levante Hotel, Scirocco Hotel, Mistral Hotel, The Meltemi Residence, the owner-occupied portion of the CF Business Centre, and other operational assets held by CF Contracting Ltd., and CF Homes Ltd.;
- **Inventories** of €27.6 million, comprising property developments at different stages of construction, located across Malta;
- **Trade and other receivables** of €8.1 million, primarily consisting of trade receivables, prepayments, amounts due from shareholders, property purchase deposits and advances to suppliers; and
- **Cash and cash equivalents** of €5.2 million.

Total liabilities stood at €76.0 million as at 30 June 2026. These principally 00comprise:

- **Borrowings** of €55.8 million, including the Existing Bonds, the €4.4 million unlisted secured notes issued in 2024 (which was repaid in FY2026), and bank borrowings of €23.0 million; and
- **Trade and other payables** amounting to €15.0 million and mainly comprise customer deposits, accruals, trade payables, and amounts due to shareholders.

The Group's equity increased from €7.5 million as at 31 December 2023 to €13.4 million as at 30 June 2026. The increase primarily reflects the Group's performance during the years.

# 9 • ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

## 9.1 BOARD OF DIRECTORS OF THE ISSUER

The Issuer is currently managed by a Board consisting of five Directors entrusted with its overall direction and management. As at the date of this Registration Document, the Board of the Issuer is composed of the individuals listed in section 3.1 of this Registration Document.

The Board of Directors of the Issuer currently consists of two executive Directors and three non-executive Directors.

Mr Francis Agius is an executive director of the Issuer and is also an executive director on the board of the Guarantor and of all other existing Group companies as well as Chief Financial Officer of the Group, whilst Mr Clifton Cassar, the other executive director, is also an executive director on the board of the Guarantor and of some other Group companies and is also the Chief Executive Officer of the Group. Together with the Group's executive team, including the other executive directors on the Guarantor as are mentioned in section 9.2 below, the executive Directors of the Issuer are responsible for acquisitions, development, sales and operations and are entrusted with the Group's day-to-day management.

The non-executive Directors' main functions are to monitor the operations of the executive Director/s and their performance, as well as to review any proposals tabled by the executive Director/s, bringing to the Board the added value of independent judgment, and also to provide specialist support to the executive Director/s. In line with generally accepted principles of sound corporate governance, a majority of the non-executive Directors, who should constitute at least a third of the Board, shall be a person/s independent of the Group. Currently, the Issuer has 3 non-executive Directors, namely Mr Stephen Muscat, Mr Mario Vella and Mr Peter Portelli. These are all deemed independent, as set out in section 3.1 of this Registration Document, in that they are free from business, family or other relationships with the Issuer, its controlling shareholder or the management of either that create a conflict of interest such as to jeopardise exercise of their free judgment.

The *curriculum vitae* of the directors of the Issuer are set out in section 9.3 below.

## 9.2 BOARD OF DIRECTORS OF THE GUARANTOR

As at the date of this Registration Document, the board of directors of the Guarantor is composed of four directors, being Mr Francis Agius, Mr Clifton Cassar, Mr Duncan Micallef, and Mr Stephen Falzon.

The *curriculum vitae* of the directors of the Guarantor are set out in section 9.3 below.

## 9.3 *CURRICULUM VITAE* OF DIRECTORS OF THE ISSUER AND THE GUARANTOR

***Stephen Muscat (Non-executive Director of the Issuer)***

Stephen Muscat is a Certified Public Accountant and a graduate of the University of Malta with a BA (Honours) Accountancy degree, a fellow of the Malta Institute of Accountants, the Malta Institute of Taxation, the Institute of Directors (UK) and a member of the Institute of Financial Services Practitioners. He is the former CEO and Director of Maltacom p.l.c., today GO p.l.c.. During his engagement with Telemalta Corporation, the predecessor of Maltacom p.l.c., he held the topmost position in finance and was a member of the Executive Committee.

Stephen Muscat is an authorised Company Service Provider serving as a Director of holding and trading companies. He is also a Director of locally licensed financial institutions and a bank. Currently, he is a member of the Board of Directors and chairs or is a member of the Audit Committee of public bond issuers trading on the Malta Stock Exchange.

Apart from being a Director, Stephen Muscat is also a member and Chairman of the Audit Committee of the Issuer.

***Mario Vella (Non-executive Director of the Issuer)***

Mario Vella joined Barclays Bank in Malta in 1969 and has occupied several positions within the bank concluding his career with HSBC in 2013 in the role of Head of Corporate Banking in which position he was responsible for the major share of the Bank's lending portfolio and its largest corporate customers. He has been involved in driving through major changes in banking strategies especially on Mid-Med Bank's take-over by HSBC. Over the years, Mario Vella has arranged finance for a significant number of high-profile projects including via a mix of bank / syndicated lending and capital markets.

In 2013, after 43 years in banking, Mario Vella moved to KPMG as Director, Deal Advisory. In this role he has served as consultant to several companies. He helped clients restructure and refinance their trading activities and raise financing for new ventures. He has participated in putting together high-profile mergers and other significant business deals.

Mario Vella retired from KPMG in August 2017 but continues to provide consultancy services to various businesses. He presently also sits as non-executive director or chairman on a number of corporate boards, including boards of companies with securities listed on the Malta Stock Exchange, apart from the Issuer.

Apart from being a Director, Mario Vella is also a member of the Audit Committee of the Issuer.

***Peter Portelli (Non-executive Director of the Issuer)***

Peter Portelli obtained a degree of BA (Hons) Public Administration from the University of Malta in 1990 and a Master's in Business Administration from Henley Management College (UK) in 1997.

Between 1990 and 1998, he held various middle management and senior positions within the Ministry of Tourism and the Office of the Prime Minister, Malta. From 1998 to 2004 he was Private Secretary to the Prime Minister, and later Private Secretary to His Excellency, the President of Malta for a short period between April to December 2004. From January 2005 to June 2013, Peter Portelli acted as Permanent Secretary within the Maltese Public Service, heading the Ministry responsible for Tourism, with a portfolio that also included Culture and the Environment. Since July 2013 he is an Officer in Grade 2, Malta Public Service. Since 2015, he has held the position of Executive Secretary of The Strickland Foundation.

Peter Portelli presently sits as non-executive director on a number of corporate boards, including the board of another company which has securities listed on the Malta Stock Exchange.

Apart from being a Director, Peter Portelli is also a member of the Audit Committee of the Issuer.

***Francis Agius (Executive Director of the Issuer, director of the Guarantor and of CF Business Centre Ltd., CF Hotels Ltd., CF Contracting Ltd., Ratcon Ltd, Mistral Hotel Ltd, CF Homes Ltd., CF Leisure Ltd. and Finish Furnish Limited)***

After completing his education at St. Edwards College, Malta in 1990, Francis Agius joined his father to help run a shopping outlet, whilst furthering his studies. His willingness to adapt and aptitude for hard work helped Francis Agius gain the knowledge and experience needed to enable him to manage an outlet.

As a result, in 1995 Francis Agius opened his first retail outlet focusing on clothing, shoes and cosmetics. He then expanded the business by opening two outlets whereby he rented videos and DVDs and sold mobile phones, electronics and white goods. In 1999, Francis Agius joined Melita as a reseller for 13 outlets, while also supplying mobile phones and repairs for their customers.

In 2011, Francis Agius ventured into property development through a partnership with Duncan Micallef and Stephen Falzon, and has since been involved in various property developments around Malta and Gozo.

In 2016, Francis Agius took over Finish Furnish Limited together with *inter alia* Duncan and Stephen. They were then involved in the restructuring of different companies owned by *inter alia* the separate Shareholders into the CF Group in 2022.

Francis Agius' main responsibilities within the Group are those of account keeping, co-ordination and reconciliation of payments and main administration. He is the Chief Financial Officer of the Group.

***Clifton Cassar (Director of the Issuer, the Guarantor and of CF Homes Ltd. CF Contracting Ltd., CF Business Centre Ltd. and CF Leisure Ltd.)***

Clifton Cassar commenced his career in 2005 by opening an outlet in Mosta selling mobile services (as a GO authorised reseller), devices and accessories. The business expanded throughout the years, and now he owns and manages various outlets across Malta.

Clifton Cassar inherited his passion for property development and design from his father and today Clifton Cassar is recognised as one of the top property developers locally. As a result, he began venturing into property development whereby his leadership skills and eye for detail enable him to ensure that all projects are completed in a timely manner and in line with budget and quality standards. Nowadays, Clifton Cassar has a vast experience in property construction and property finishings, including the development and finishing of various hotels, a business centre and various residential projects.

Clifton Cassar is the Chief Executive Officer of the Group and his current main responsibilities within the Group consist of management and also oversight of property development.

***Duncan Micallef (Director of the Guarantor and of CF Hotels Ltd., Ratcon Ltd, Mistral Hotel Ltd and Finish Furnish Limited)***

Duncan Micallef commenced his career in 1993 as a freight clerk with Wings Cargo Floriana. In 1999 he started working with Gollcher Co. Ltd. as an Alitalia Cargo Coordinator, whereby he held this post until 2005.

During this period he began venturing into property development, mostly by acquiring and reselling various residential units, whilst also operating a mobile phone business despite a turbulent entry to the market by leveraging on trusted suppliers from Hong Kong. The business expanded over time, and by 2005, he commenced working on these ventures on a full time basis whilst also supplying around 50% of the mobile phone retail shops in Malta. In 2007, Duncan Micallef opened his first property company, DD Properties Ltd, whilst in 2010, Duncan opened Totalnet which traded overseas successfully, however in 2015, he opted to close this latter outlet in order to focus on the property business.

In 2013, Duncan Micallef, together with Stephen Falzon and Francis Agius, incorporated SDF Ltd which was aimed at acquiring and developing residential properties throughout Malta.

Following an acquisition of a project to build a hotel in Rabat with other persons, including Clifton Cassar, in 2016, these opened JDC Projects Ltd which then continued to acquire and develop more projects, including CF Business Centre and three hotels, Scirocco Hotel, Levante Hotel, and Mistral Hotel.

In 2016, Duncan together with *inter alia* Francis Agius and Stephen Falzon took over Finish Furnish Limited.

The different companies owned *inter alia* by the separate Shareholders were restructured into the CF Group in 2022.

Duncan Micallef's current main responsibilities within the Group are business development and hotel operations overview.

***Stephen Falzon (Director of the Guarantor)***

Stephen Falzon commenced his career in 2003 whereby he sold electronic components to retailers.

He then ventured into property development with Duncan Micallef and Francis Agius through a company called SDF Limited. One of their initial projects was the acquisition and reselling of the Forum Residences in Swieqi, and since then they have been involved in various property development focusing primarily on apartments around Malta and Gozo.

In 2016, Stephen Falzon together with *inter alia* Francis Agius and Duncan Micallef took over Finish Furnish Limited. In 2020, Stephen Falzon, together with *inter alia* Duncan Micallef and Francis Agius formed 7 Dwarfs Limited and together acquired and developed property around Malta.

Stephen Falzon's current main responsibilities within the Group relate to sales.

## 9.4 MANAGEMENT STRUCTURE AND MANAGEMENT TEAM

The Issuer is the finance arm of the Group. Its business is managed by its Board of Directors and it does not separately employ any senior management. The Directors believe that the current organisational structures are adequate for the current activities of the Issuer, and that the Issuer does not require an elaborate management structure. The Directors will maintain these existing structures under continuous review to ensure that they meet the changing demands of the business and to strengthen the checks and balances necessary for better corporate governance.

The key members of the Group's management team are the executive directors of the Issuer and the directors of the Guarantor, most of whom also serves as director with executive functions on various Subsidiaries within the Group, as indicated in section 9.3 above. The said directors are also supported by a number of executive staff.

### 9.5 CONFLICTS OF INTEREST

As at the date of the Prospectus, the executive Directors of the Issuer, namely Mr Francis Agius and Mr Clifton Cassar, are directors and shareholders of the parent company, namely the Guarantor, and also beneficial owners and/or directors of various other Group companies, as mentioned in section 9.3 above. The other directors of the Guarantor are also themselves beneficial owners and/or directors of various Subsidiaries within the Group. This makes the said Director of the Issuer and directors of the Guarantor susceptible to potential conflicts between the potentially diverging interests of the different members of the Group, including the Issuer-Guarantor Loan to be advanced by the Issuer to the Guarantor out of the proceeds of the Bond Issue.

The said executive Directors of the Issuer and directors of the Guarantor, or any of them, are or may in future be involved, as shareholders, beneficial owners, directors, officers or otherwise in business or in entities outside the Group carrying out business which may be similar to or even competing with the business of the Group, including property development, or in entities supplying works, goods or services to or otherwise carrying out transactions with any Group company. Such involvements of such Directors of the Issuer and directors of the Guarantor may create conflicts between the potentially diverging interests of the Guarantor and/or any of its Subsidiaries on the one hand and the private interests of the said directors and/or the interests of the entities outside the Group in which such directors are or may be involved as aforesaid.

In situations of conflict of interests involving the Issuer, the Directors shall act in accordance with the majority decision of the Directors and in line with the advice of outside legal counsel.

The Audit Committee of the Issuer has the task of ensuring that any potential conflicts of interest that may arise at any moment pursuant to related party transactions are handled according to law. The fact that the Audit Committee is constituted solely by independent, non-executive Directors provides an effective measure to ensure that transactions vetted by the Audit Committee are determined on an arms-length basis and in the interests of the Issuer. Additionally, the Audit Committee has, pursuant to the relative terms of reference, been granted express powers to be given access to the financial position of the Issuer, the Guarantor and other Group companies on a quarterly basis. To this effect, the Issuer and other Group companies are to submit to the Audit Committee quarterly accounts.

The presence of independent non-executive directors on the Board of the Issuer also aims to minimise the possibility of any abuse of control by its major shareholders and/or beneficial owners.

To the extent known or potentially known to the Issuer as at the date of the Prospectus, there are no other potential conflicts of interest, save for those mentioned above, between any duties of the Directors of the Issuer and/or of the Guarantor, as the case may be, and their respective private interests and/or their other duties, which require disclosure in terms of the Prospectus Regulation.

## 10 • BOARD PRACTICES

### 10.1 AUDIT COMMITTEE

Being a listed company with the Existing Bonds listed on the Malta Stock Exchange, the Issuer was required to appoint and has appointed an Audit Committee.

The terms of reference of the Audit Committee of the Issuer consist of *inter alia* its support to the Board in its responsibilities in dealing with issues of risk, control and governance. The terms of reference of the Audit Committee, as adopted by the Board, establish its composition, role and functions, the parameters of its remit, as well as the basis for the processes that it is required to comply with. The Audit Committee, which meets at least once every quarter, is a committee of the Board and is directly responsible and accountable to the Board. The Board reserved the right to change the Committee's terms of reference from time to time.

Briefly, the Audit Committee is expected to deal with and advise the Board on its monitoring responsibility over the financial reporting processes, financial policies and internal control structures; maintaining communications on such matters between the Board, management and the independent auditors; facilitating the independence of the external audit process and addressing issues arising from the audit process; and preserving the Issuer's assets by understanding the Issuer's risk environment and determining how to deal with those risks.

Additionally, the Audit Committee has the role and function of considering and evaluating the arm's length nature of any proposed transaction to be entered into by the Issuer and a related party, given the role and position of the Issuer within the Group, to ensure

that the execution of any such transaction is, indeed, at arm's length and on a sound commercial basis and, ultimately, in the best interests of the Issuer. In this regard, the Audit Committee of the Issuer has the task of ensuring that any potential abuse which may arise in consequence of the foregoing state of affairs is immediately identified and resolved.

The Audit Committee has, pursuant to the relative terms of reference, been granted express powers to be given access to the financial position of the Issuer, the Guarantor and all other entities comprising the Group on a quarterly basis.

The Audit Committee is presently composed of Stephen Muscat, Mario Vella and Peter Portelli, all three members being non-executive Directors and all of them also being independent of the Issuer. The Audit Committee is chaired by Stephen Muscat. In compliance with the Capital Markets Rules, Mr Stephen Muscat and Mr Mario Vella are the independent, non-executive Directors who are competent in accounting and/or auditing matters. The Audit Committee or its Chairman holds meetings with the executive Directors as necessary to review the Issuer's accounts and operations. The Issuer considers that the members of the Audit Committee have the necessary experience, independence and standing to hold office as members thereof. The CVs of the said Directors may be found in section 9.3 above.

The Guarantor is not bound by the Capital Markets Rules to set up an Audit Committee.

## 10.2 COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

As a consequence of the issue of the Existing Bonds and the forthcoming Bond Issue and in accordance with the terms of the Capital Markets Rules, the Issuer is required to endeavour to adopt and comply with the provisions of the Code of Principles of Good Corporate Governance forming part of the Capital Markets Rules (the "**Code**"). The Issuer declares its full support of the Code and undertakes to comply with the Code to the extent that this is considered complementary to the size, nature and operations of the Issuer.

The Issuer supports the Code and its adoption and believes that its application results in positive effects accruing to the Issuer.

As at the date of the Prospectus, the Board considers the Issuer to be in compliance with the Code, save for the following exceptions:

**A · Principle 4 "The Responsibilities of the Board"**

Since the Directors are appointed directly by the shareholders of the Issuer, the Board did not develop a succession policy for the future composition of the Board of Directors, whether the executive or the non-executive component thereof.

**B · Principle 7 "Evaluation of the Board's Performance"**

The Board does not consider it necessary to appoint a committee to carry out a performance evaluation of its role, as the Board's performance is evaluated on an ongoing basis by, and is subject to the constant scrutiny of, the Board itself, the majority of which is composed by independent non-executive Directors, the Audit Committee in so far as conflicting situations are concerned, the Company's shareholders, the market and the rules by which the Issuer is regulated as a listed company.

**C · Principle 8 "Committees"**

The Issuer does not have a Remuneration Committee nor a Nomination Committee, as recommended in Principle 8.

The Board considers that the size and operations of the Issuer do not warrant the setting up of such committees. In particular:

i) the Issuer does not believe it necessary to establish a remuneration committee, given that the remuneration of the directors is required by the Memorandum and Articles of Association of the Issuer to be determined by the company in general meeting. Furthermore, the executive Directors of the Issuer, Mr Clifton Cassar and Mr Francis Agius, who are directors of the shareholder of the Issuer, namely the Guarantor, and ultimate beneficial owners of the Group, and can in such capacity influence the general meeting's decision on remuneration of Directors (although there are other directors of the Guarantor and ultimate beneficial owners of the Group, apart from them), have waived and do not receive Directors' fees; and

ii) the Issuer does not believe it is necessary to establish a nomination committee as appointments to the Board of Directors are determined by the shareholders of the Company, with the possibility of prior nomination by the shareholders or by the directors or a committee appointed by them, in accordance with the Memorandum and Articles of Association of the Issuer. The Issuer considers that the current members of the Board provide the required level of skill, knowledge and experience expected in terms of the Code.

**D · Principle 9 "Relations with Shareholders and with the Market"**

There is currently no established mechanism disclosed in the Memorandum and Articles of Association of the Issuer to trigger arbitration in the case of conflict between the minority shareholders and the controlling shareholders. The Issuer's shares are all held by the Guarantor, except for one share which is held by CF Homes Ltd. The Issuer is thus of the view that there is currently no need to establish such mechanism.

Going forward, the Issuer shall, on an annual basis in its annual report, explain the level of the Issuer's compliance with the principles of the Code, explaining the reasons for non-compliance, if any, in line with the Capital Markets Rules' requirements.

# 11 • MAJOR SHAREHOLDERS

## 11.1 THE ISSUER

The Issuer has an authorised and issued share capital of €250,000 divided into 249,999 ordinary A shares of a nominal value of €1.00 each, fully paid up and subscribed by the Guarantor and 1 ordinary B share of a nominal value of €1.00, fully paid up and subscribed by CF Homes Ltd.

Whilst ordinary A shares entitle their holders to voting rights at general meetings, with 1 vote for every share held, and the right to participate in and receive dividend distributions and distribution of assets upon winding up, ordinary B shares only have the right to receive notice of general meetings of the Company but do not have voting rights or rights to participate in dividend distributions and distribution of assets upon winding up.

Mr Francis Agius, Mr Duncan Micallef, Mr Clifton Cassar and Mr Stephen Falzon in turn own and collectively control CF Estates Ltd. (the Guarantor), as set out in section 11.2 below, and indirectly therefore also the Issuer.

To the best of the Issuer's knowledge there are no arrangements in place as at the date of this Registration Document the operation of which may at a subsequent date result in a change in control of the Issuer.

The Issuer adopts measures in line with the Code of Principles of Good Corporate Governance forming part of the Capital Markets Rules with a view to ensuring that the relationship with its major shareholders is retained at arm's length, including adherence to rules on related party transactions set out in Chapter 5 of the Capital Markets Rules requiring the vetting and approval of any related party transaction by the Audit Committee, which is constituted by independent, non-executive Directors. The Audit Committee has the task of ensuring that any potential abuse is managed, controlled and resolved in the best interests of the Issuer. The composition of the Board, including the presence of three independent, non-executive Directors, effectively minimises the possibility of any abuse of control by any major shareholder.

## 11.2 THE GUARANTOR

The Guarantor has an authorised share capital of €7,000,000 divided into 2,100,000 ordinary Class A shares, 1,225,000 ordinary Class B shares, 1,225,000 ordinary Class C shares, 1,225,000 ordinary Class D shares, and 1,225,000 ordinary Class E shares, having a nominal value of €1 each.

The issued share capital of the Guarantor as at the date of this Registration Document is €6,308,200, divided into 1,892,460 ordinary Class A shares, 1,103,935 ordinary Class B shares, 1,103,935 ordinary Class C shares, 1,103,935 ordinary Class D shares, and 1,103,935 ordinary Class E shares, having a nominal value of €1 each, which are subscribed to and allotted as fully paid up shares as follows:

| Name and address of shareholder | Number of shares held |
|---|---|
| **Francis Agius**<br>Pearl, Triq Manwel Bonnici, Burmarrad,<br>St Paul's Bay, Malta | 473,115 ordinary Class A shares of a nominal value of €1 each and 1,103,935 ordinary Class B shares of a nominal value of €1 each, fully paid up. |
| **Clifton Cassar**<br>Taċ-Ċawla F/H Sqaq taċ-Ċawla, Triq San Pawl tal-Qliegħa,<br>Mosta, Malta | 473,115 ordinary Class A shares of a nominal value of €1 each and 1,103,935 ordinary Class C shares of a nominal value of €1 each, fully paid up. |
| **Duncan Micallef**<br>Mimosa, Triq Wied Għollieqa, Kappara,<br>San Ġwann, Malta | 473,115 ordinary Class A shares of a nominal value of €1 each and 1,103,935 ordinary Class D shares of a nominal value of €1 each, fully paid up. |
| **Stephen Falzon**<br>White Rose, Triq Hompesch, Bubaqra,<br>Żurrieq, Malta | 473,115 ordinary Class A shares of a nominal value of €1 each and 1,103,935 ordinary Class E shares of a nominal value of €1 each, fully paid up. |

The Guarantor is therefore directly owned by, and each of the Group's Subsidiaries, including the Issuer, is indirectly beneficially owned by, Francis Agius, Clifton Cassar, Duncan Micallef and Stephen Falzon in the proportions of 25% each. No individual Shareholder on his own controls the Guarantor.

Ordinary Class B shares, ordinary Class C shares, ordinary Class D shares and ordinary Class E shares entitle their holders to receive notice of, attend and vote at general meetings, and the right to receive dividends and participate in the profits of the Guarantor. The holders of each of these classes are entitled to nominate and appoint one (1) director each to the Board of Directors of the Guarantor, with the approval of the other shareholders (except holders of the ordinary Class A shares). The holders of ordinary Class A shares only have the right to receive notice of and to attend at general meetings of the Guarantor but do not have voting rights or rights to receive dividends and participate in the profits of the Guarantor.

All holders of ordinary shares, whatever their class shall have the right to the surplus assets of the Guarantor on its winding up after settling all claims by the creditors and return of share capital to the holders of the respective class of ordinary shares.

Save as otherwise expressly provided in the Memorandum and Articles of Association of the Guarantor, the different classes of ordinary shares in the Guarantor shall be equal and rank *pari passu* in all respects.

Any shares before they are issued are to be offered to the existing holders of all classes of ordinary shares in the Company in proportion as nearly as may be to the number of ordinary shares held by each such holder of classes of ordinary shares at a price and upon terms determined by the Board of Directors of the Guarantor. Upon the transfer of shares by a shareholder, pre-emption rights apply in favour of the remaining shareholders in proportion as nearly as may be to the number of ordinary shares held by each, except in specified cases set out in the Memorandum and Articles of Association of the Guarantor. The said provisions are intended to maintain as much as possible the existing shareholding proportion between the Shareholders and to safeguard same in case of new issues or transfers of shares.

Extraordinary resolutions at general meetings of the Guarantor require the votes of members representing at least 3 out of the 4 classes of voting ordinary shares in the Guarantor. Furthermore, any decision of the Board of Directors of the Guarantor shall be deemed as valid if 3 of the 4 directors making up the Board of Directors, vote and agree to such a decision.

The existing shareholding proportions between the Shareholders, which reflect the beneficial ownership proportions of the Group, as well as various provisions included in the Memorandum and Articles of Association of the Guarantor, including those referred to above, ensure as much as possible that no single Shareholder of the Guarantor and no single beneficial owner of the Group is able on his own to control the Guarantor or the Group, which is itself an important measure to safeguard against potential abuse of such control.

To the best of the Issuer's knowledge there are no arrangements in place as at the date of this Registration Document the operation of which may at a subsequent date result in a change in control of the Guarantor.

# 12 • LITIGATION

There have been no governmental, legal or arbitration proceedings, including any such proceedings which are pending or threatened of which the Issuer is aware, during the period covering twelve months prior to the date of this Registration Document which may have, or have had in the recent past significant effects on the financial position or profitability of the Issuer, the Guarantor and/or the Group, taken as a whole.

# 13 • ADDITIONAL INFORMATION

## 13.1 SHARE CAPITAL OF THE ISSUER

The authorised and issued share capital of the Issuer is €250,000 divided into 249,999 ordinary A shares of a nominal value of €1.00 each, fully paid up and subscribed by the Guarantor and 1 ordinary B share of a nominal value of €1.00, fully paid up and subscribed by CF Homes Ltd.

The different classes of shares in the capital of the Issuer have the rights and restrictions and characteristics set out in the Memorandum and Articles of Association of the Issuer, as briefly described in section 11.1 of this Registration Document. The shares of the Issuer are not listed on the Malta Stock Exchange and no application for such listing has been made to date.

There is no capital of the Issuer which is currently under option, nor is there any agreement by virtue of which any part of the capital of the Issuer is to be put under option.

## 13.2 MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE ISSUER

The Memorandum and Articles of Association of the Issuer are registered with the Registrar of Companies at the Malta Business Registry.

The principal objects of the Issuer are set out in clause 3 of the Issuer's Memorandum and Articles of Association. These include, but are not limited to, the carrying on the business of a finance and investment company and in particular but without prejudice to the generality of the foregoing the financing or re-financing of the funding requirements of the business of the group of companies of which the Issuer forms part, to borrow and raise money for the purpose of its business and to secure the repayment of the money borrowed by hypothecation or other charge upon the whole or part of the movable and immovable assets or property of the company present and future, and to issue bonds, commercial paper or other instruments creating or acknowledging indebtedness and the sale or offer thereof to the public.

A copy of the Memorandum and Articles of Association of the Issuer may be inspected during the lifetime of this Registration Document at the registered office of the Issuer and as set out in section 17 of this Registration Document and at the Malta Business Registry during the lifetime of the Issuer.

## 13.3 SHARE CAPITAL OF THE GUARANTOR

The Guarantor has an authorised share capital of €7,000,000 divided into 2,100,000 ordinary Class A shares, 1,225,000 ordinary Class B shares, 1,225,000 ordinary Class C shares, 1,225,000 ordinary Class D shares, and 1,225,000 ordinary Class E shares, having a nominal value of €1 each.

The issued share capital of the Guarantor as at the date of this Registration Document is €6,308,200, divided into 1,892,460 ordinary Class A shares, 1,103,935 ordinary Class B shares, 1,103,935 ordinary Class C shares, 1,103,935 ordinary Class D shares, and 1,103,935 ordinary Class E shares, having a nominal value of €1 each, which are subscribed by and allotted as fully paid up shares to the Shareholders as set out and in the proportions indicated in section 11.2 above.

The different classes of shares in the capital of the Guarantor have the rights and restrictions and characteristics set out in the Memorandum and Articles of Association of the Guarantor, as briefly described in section 11.2 above The shares of the Guarantor are not listed on the Malta Stock Exchange and no application for such listing has been made to date.

There is no capital of the Guarantor which is currently under option, nor is there any agreement by virtue of which any part of the capital of the Guarantor is to be put under option.

## 13.4 MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE GUARANTOR

The Memorandum and Articles of Association of the Guarantor are registered with the Registrar of Companies at the Malta Business Registry.

The principal objects of the Guarantor are set out in clause 3 of the Guarantor's Memorandum and Articles of Association. These include that of acting as a holding company, namely to subscribe for, acquire, hold, manage, administer, dispose of or otherwise deal with, directly or indirectly, any shares, stock, debentures, debenture stock, bonds notes, options, interests in or securities of all kinds of any company, corporation, entity, partnership or other body of persons, only in the name of and on behalf of the Guarantor. The Guarantor's objects additionally include *inter alia*:

i) to guarantee the performance of obligations on the payment of money by any person and to mortgage or charge the Guarantor' assets for that purpose;

ii) to borrow, or in any manner raise money, without any limit, for the purpose of or in connection with the Guarantor's business; to secure the repayment of any monies borrowed or any other obligations by giving hypothecary or other security upon the whole or part of the movable and immovable property of the Guarantor; and

iii) to lend or advance money, with or without security, to corporate bodies engaged in activities similar or ancillary to those performed by the Guarantor or to corporate entities in which the Guarantor shall acquire participations or similar holdings, only where necessary and in relation to the business of the Guarantor.

A copy of the Memorandum and Articles of Association of the Guarantor may be inspected during the lifetime of this Registration Document at the registered office of the Issuer and as set out in section 17 of this Registration Document and at the Malta Business Registry during the lifetime of the Guarantor.

# 14 • MATERIAL CONTRACTS

Each of the Issuer and the Guarantor has not entered into any material contracts which are not in the ordinary course of their respective business which could result in any member of the Group being under an obligation or entitlement that is material to the Issuer's or the Guarantor's ability to meet its respective obligations to security holders in respect of the Bonds being issued pursuant to, and described in, the Securities Note.

# 15 • PROPERTY VALUATION REPORT

The Issuer commissioned Architect Edwin Mintoff to issue a property valuation report in relation to the Security Property. The business address of Architect Mintoff is 119, Sliema Road, Gzira GZR 1635, Malta.

Capital Markets Rule 7.4.3 provides that property valuations to be included in a prospectus must not be dated or be effective from more than 60 days prior to the date of publication of the prospectus. The Property Valuation Report is dated 19 October 2026.

A copy of the report compiled by Architect Edwin Mintoff, is accessible on the Issuer's website at the following hyperlink: https://cf.com.mt/investor-relations. A copy thereof shall also be available for inspection at the registered address of the Issuer for the duration period of this Registration Document.

# 16 • THIRD PARTY INFORMATION STATEMENTS BY EXPERTS AND DECLARATIONS OF ANY INTEREST

Save for the Property Valuation Report prepared in relation to the Group properties, the Prospectus does not contain any statement or report attributed to any person as an expert.

The Property Valuation Report has been included in the form and context in which it appears with the authorisation of Architect Edwin Mintoff, with qualifications: B.E.&A. (Hons). Ph.D. (Newcastle) A.& C.E., of 119, Sliema Road, Gzira GZR 1635, Malta operating under warrant number 0163, who has given and has not withdrawn his consent to the inclusion of his report herein.

Architect Edwin Mintoff does not have any material interest in the Issuer, save for his appointment and engagement as property valuer. The Issuer confirms that the Property Valuation Report has been accurately reproduced and that as far as the Issuer is aware and is able to ascertain from the information contained therein, no facts have been omitted which render the reproduced information inaccurate or misleading.

The sourced information contained in section 7 of this Registration Document has been accurately reproduced and, as far as the Issuer is aware and is able to ascertain from the published information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

# 17 • DOCUMENTS AVAILABLE FOR INSPECTION

For the duration period of this Registration Document the following documents shall be available for inspection at the registered address of the Issuer and also on the Issuer's website, on the following hyperlink https://cf.com.mt/investor-relations:

a) Memorandum and Articles of Association of the Issuer and of the Guarantor;
b) Audited financial statements of the Issuer and of the Guarantor for the years ended 31 December 2023, 31 December 2024 and 31 December 2025, and unaudited interim financial statements of the Issuer and of the Guarantor for the period ending 30 June 2026;
c) Property Valuation Report dated 19 October 2026 and prepared at the Issuer's request in respect of the Security Property;
d) Financial Analysis Summary dated 9 November 2026 and prepared by Calamatta Cuschieri Investment Services Limited;
e) The Guarantee; and
f) The Security Trust Deed.

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