This Summary Note is issued in accordance with the provisions of Chapter 4 of the Listing Rules issued by the Listing Authority and in accordance with the provisions of Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012, Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014.

3 November 2014

SUMMARY NOTE

in respect of an Issue of:
€36,000,000 5.1% Unsecured Bonds 2024
of a nominal value of €100 per Bond issued at par by

PTL Holdings p.l.c.
A public limited liability company registered in Malta
with company registration number C 63261

Joint Manager & Registrar	Joint Manager	Legal Counsel	Sponsor
HSBC	BOV Bank of Valletta	GVTH Advocates	CHARTS Wealth Management ▪ Corporate Broking

APPROVED BY THE DIRECTORS

Carmelo *sive* Melo Hili

Richard Abdilla Castillo

Stephen K. Tarr

John Roberts

Karl Fritz

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

THE LISTING AUTHORITY ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THE PROSPECTUS, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THE PROSPECTUS INCLUDING ANY LOSSES INCURRED BY INVESTING IN THESE SECURITIES.

A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK INDEPENDENT FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY LISTED FINANCIAL INSTRUMENTS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN INVESTING IN THE SECURITIES OF AN ISSUER AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISOR.

IMPORTANT INFORMATION

THIS SUMMARY NOTE CONSTITUTES PART OF A PROSPECTUS AND CONTAINS INFORMATION ON PTL HOLDINGS P.L.C., AND THE BUSINESS OF THE GROUP, AND INCLUDES INFORMATION GIVEN IN COMPLIANCE WITH: (A) THE LISTING RULES OF THE LISTING AUTHORITY, THE COMPANIES ACT (CAP. 386 OF THE LAWS OF MALTA) AND COMMISSION REGULATION (EC) NO. 809/2004 OF 29 APRIL 2004 IMPLEMENTING DIRECTIVE 2003/71/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL AS REGARDS INFORMATION CONTAINED IN PROSPECTUSES AS WELL AS THE FORMAT, INCORPORATION BY REFERENCE AND PUBLICATION OF SUCH PROSPECTUSES AND DISSEMINATION OF ADVERTISEMENTS (AS AMENDED BY COMMISSION DELEGATED REGULATION (EU) NO. 486/2012 OF 30 MARCH 2012, COMMISSION DELEGATED REGULATION (EU) NO. 862/2012 OF 4 JUNE 2012, COMMISSION DELEGATED REGULATION (EU) NO. 759/2013 OF 30 APRIL 2013) AND COMMISSION DELEGATED REGULATION (EU) NO. 382/2014 OF 7 MARCH 2014; AND (B) THE RULES AND REGULATIONS APPLICABLE TO THE ADMISSION OF SECURITIES ON THE OFFICIAL LIST OF THE MSE.

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

THE LISTING AUTHORITY ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THE PROSPECTUS, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THE PROSPECTUS.

THE PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SECURITIES ISSUED BY THE ISSUER 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.

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 INVESTORS FOR ANY SECURITIES THAT MAY BE ISSUED BY THE ISSUER SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF APPLYING FOR ANY SUCH SECURITIES AND ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRIES OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

SAVE FOR THE ISSUE 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.

IN RELATION TO EACH MEMBER STATE OF THE EUROPEAN ECONOMIC AREA (OTHER THAN MALTA) WHICH HAS IMPLEMENTED DIRECTIVE 2003/71/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 4 NOVEMBER 2003 ON THE PROSPECTUS TO BE PUBLISHED WHEN SECURITIES ARE OFFERED TO THE PUBLIC OR ADMITTED TO TRADING OR WHICH, PENDING SUCH IMPLEMENTATION, APPLIES ARTICLE 3.2 OF SAID DIRECTIVE, THE SECURITIES CAN ONLY BE OFFERED TO "QUALIFIED INVESTORS" (AS DEFINED IN SAID DIRECTIVE) AS WELL AS IN ANY OTHER CIRCUMSTANCES WHICH DO NOT REQUIRE THE PUBLICATION BY THE ISSUER OF A PROSPECTUS PURSUANT TO ARTICLE 3 OF THE SAID DIRECTIVE.

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

THE CONTENTS OF THE ISSUER'S WEBSITE OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE ISSUER'S WEBSITE DO NOT FORM PART OF THIS DOCUMENT. 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 FINANCIAL INSTRUMENTS AND SECURITIES ISSUED BY THE ISSUER.

THE VALUE OF INVESTMENTS CAN RISE OR FALL AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. IF YOU NEED ADVICE YOU SHOULD CONSULT A LICENSED STOCKBROKER OR AN INVESTMENT ADVISOR LICENSED UNDER THE INVESTMENT SERVICES ACT, CAP. 370 OF THE LAWS OF MALTA.

THIS DOCUMENT AND ALL AGREEMENTS, ACCEPTANCES AND CONTRACTS RESULTING THEREFROM SHALL BE GOVERNED BY AND

IMPORTANT INFORMATION

CONSTRUED IN ACCORDANCE WITH THE LAWS OF MALTA, AND ANY PERSON ACQUIRING ANY BONDS PURSUANT TO THE PROSPECTUS SHALL SUBMIT TO THE JURISDICTION OF THE MALTESE COURTS, WITHOUT LIMITING IN ANY MANNER THE RIGHT OF THE ISSUER TO BRING ANY ACTION, SUIT OR PROCEEDING, IN ANY OTHER COMPETENT JURISDICTION, ARISING OUT OF OR IN CONNECTION WITH ANY PURCHASE OF BONDS, OR AGREEMENT, ACCEPTANCE OR CONTRACT RESULTING HEREFROM, OR THE PROSPECTUS AS A WHOLE.

ALL THE ADVISORS TO THE ISSUER HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER IN RELATION TO THIS PUBLIC OFFER AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION OR RESPONSIBILITY TOWARDS ANY OTHER PERSON AND WILL ACCORDINGLY NOT BE RESPONSIBLE TO ANY INVESTOR OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE PROSPECTUS.

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

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

This Summary Note is prepared in accordance with the requirements of the Regulation, as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012, Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014.

Summaries are made up of disclosure requirements known as 'Elements'. These elements are numbered in Sections A – E (A.1–E.7). This summary contains all the Elements required to be included in a summary for this type of securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

In this Summary Note the following words and expressions shall bear the following meaning except where the context otherwise requires:

Act	the Companies Act (Cap. 386 of the Laws of Malta);
APCO	collectively, APCO Limited (C 8724) and APCO Systems Limited (C 29099). The companies are registered under the laws of Malta and have their registered office at 227, Psaila Street, Birkirkara BKR 9078, Malta;
Apple	Apple Inc., 1 Infinite Loop, Cupertino, California 95014, USA;
Applicant/s	a person or persons whose name or names (in the case of joint applicants) appear in the registration details of an Application Form;
Application/s	the application to subscribe for Bonds made by an Applicant/s by completing an Application Form/s and delivering same to the Registrar or to any of the Authorised Financial Intermediaries;
Application Form	the form of application of subscription for Bonds, a specimen of which is contained in Annex II of the Securities Note;
Authorised Financial Intermediaries	the licensed stockbrokers and financial intermediaries listed in Annex I of the Securities Note;
Bond(s)	the €36 million unsecured bonds due 2024 of a face value of €100 per bond redeemable at their nominal value on the Redemption Date, bearing interest at the rate of 5.1% per annum;
Bond Issue	the issue of the Bonds;
Bond Issue Price	the price of €100 per Bond;
Bondholder	a holder of Bonds;

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;
Company or **Issuer**	PTL Holdings p.l.c., a company registered under the laws of Malta with company registration number C 63261 and having its registered office at Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta;
CSD	the Central Securities Depository of the Malta Stock Exchange authorised in terms of Part IV of the Financial Markets Act (Cap. 345, Laws of Malta), having its address at Garrison Chapel, Castille Place, Valletta, VLT 1063;
Cut-Off Date	close of business on 3 November 2014;
Directors or **Board**	the board of directors of the Company is composed of: Carmelo *sive* Melo Hili, Richard Abdilla Castillo, Stephen K. Tarr, John Roberts and Karl Fritz;
Euro or **€**	the lawful currency of the Republic of Malta;
Exchange, Malta Stock Exchange or **MSE**	Malta Stock Exchange p.l.c., as originally constituted interms of the Financial Markets Act (Cap. 345 of the Laws of Malta), having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta, and bearing company registration number C 42525;
Group or **PTL Group**	the Issuer, its subsidiaries and any affiliates;
Hili Ventures Group or **HVL**	Hili Ventures Limited, a company registered under the laws of Malta with company registration number C 57902 and having its registered office at Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta, its subsidiaries and any affiliates;
Hili Ventures Group Preferred Applicants	shareholders, directors and employees of any company forming part of the Hili Ventures Group as at the Cut-Off Date;
Interest Payment Date	4 December of each year between and including each of the years 2015 and 2024, provided that if any such day is not a Business Day such Interest Payment Date will be carried over to the next following day that is a Business Day;
Issue Date	expected on 16 December 2014;
Issue Period	the period between 24 November 2014 to 28 November 2014 during which the Bonds are on offer;
Listing Authority	the MFSA, appointed as Listing Authority for the purposes of the Financial Markets Act (Cap. 345 of the Laws of Malta) by virtue of Legal Notice 1 of 2003;
Listing Rules	the listing rules of the Listing Authority;
Memorandum and Articles of Association or **M&As**	the memorandum and articles of association of the Issuer in force at the time of publication of the Prospectus;
MFSA	the Malta Financial Services Authority, incorporated in terms of the Malta Financial Services Authority Act (Cap. 330 of the Laws of Malta);
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;
Premier Capital Bondholders	holders of the 6.8% Premier Capital p.l.c. Bonds 2017-2020 (ISIN: MT0000511205) included on the bond register at the CSD as at the close of business on Monday, 3 November 2014 (the "Cut-Off Date"). For any avoidance of doubt, the bond register as at the Cut-Off Date will include trades undertaken up to and including Thursday, 30 October 2014;
Preplacement Offer	the entry into of conditional subscription agreements with a number of Authorised Financial Intermediaries for the subscription of Bonds whereby the Issuer will bind itself to allocate Bonds to such investors on 19 November 2014;
Prospectus	collectively the Registration Document, Securities Note and this Summary Note;
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of 4 November, 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC, as may be amended from time to time;
PTL	PTL Limited (formerly Philip Toledo Limited) and the companies in which it has a controlling interest. PTL is a company registered under the laws of Malta with company registration number C 3545 and having its registered office at Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta;
Redemption Date	4 December 2024;
Redemption Value	the nominal value of each Bond (€100 per Bond);
Registrar	HSBC Bank Malta p.l.c. (C 3177) of 116 Archbishop Street, Valletta VLT1444, Malta;
Registration Document	the registration document issued by the Issuer dated 3 November 2014, forming part of the Prospectus;

Regulation	Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in a prospectus and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012, Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014;
SAD	collectively, the companies listed hereunder: - PTL Poland Sp. z o.o (formerly Foxleed Investments Sp. z o.o), a company registered under the laws of Poland with company registration number 500329 and having its registered office at Al. Jerozolimskie str. 56C, 00-803, Warsaw, Poland; - SAD Sp. z o.o, a company registered under the laws of Poland with company registration number 0000011564 and having its registered office at Pulawska str. 107, Warsaw 02-595, Poland;
Securities Note	the securities note issued by the Issuer dated 3 November 2014, forming part of the Prospectus;
Sponsor	Charts Investment Management Service Limited (C 7944) of Valletta Waterfront, Vault 17, Pinto Wharf, Floriana FRN 1913, Malta, an authorised financial intermediary licensed by the MFSA and a Member of the MSE;
Summary Note	this document in its entirety;
Terms and Conditions	the terms and conditions of the Bond Issue a summary of which is included in Element E.3.

SECTION A: INTRODUCTION AND WARNINGS

A.1 Prospective investors are hereby warned that:

i. This summary is being provided to convey the essential characteristics and risks associated with the Issuer and the securities being offered pursuant to this document. This part is merely a summary and therefore should only be read as an introduction to the Prospectus. It is not and does not purport to be exhaustive and investors are warned that they should not rely on the information contained in this summary in making a decision as to whether to invest in the securities described in this document. Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor;

ii. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of Malta, have to bear the costs of translating the Prospectus before legal proceedings are initiated; and

iii. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, and who applied for its notification, but only if the summary, when read together with the other parts of the Prospectus: is misleading, inaccurate or inconsistent; or does not provide key information in order to aid investors when considering whether to invest in such securities.

A.2 Consent required for use of the Prospectus during the Issue Period: prospective investors are hereby informed that:

i. For the purposes of any subscription for Bonds through any of the Authorised Financial Intermediaries during the Issue Period and any subsequent resale, placement or other offering of Bonds by such Authorised Financial Intermediaries in circumstances where there is no exemption from the requirement to publish a prospectus under the Prospectus Directive, the Issuer consents to the use of this Prospectus (and accepts responsibility for the information contained therein) with respect to any such subsequent resale, placement or other offering of Bonds, provided this is limited only:

(a) in respect of Bonds subscribed for through the Authorised Financial Intermediaries listed in Annex I of the Securities Note during the Offer Period;

(b) to any resale or placement of Bonds subscribed for as aforesaid taking place in Malta;

(c) to any resale or placement of Bonds subscribed for as aforesaid taking place within the period of 60 days from the date of the Prospectus.

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

iii. Any new information with respect to Authorised Financial Intermediaries unknown at the time of the approval of this Prospectus will be made available through a company announcement which will also be made available on the Issuer's website: www.ptli.net

SECTION B: ISSUER

B.1 The legal and commercial name of the Issuer is PTL Holdings p.l.c. (registration number C 63261).

B.2 The Issuer was registered in Malta in terms of the Act on 23 December 2013 as a private limited liability company and changed its status to a public limited liability company on 20 October 2014. The Issuer is domiciled in Malta.

Upon incorporation, the Company acquired a 100% shareholding in PTL International Limited (C 63276) which was set up on the same day. Subsequently, by virtue of a number of share transfer instruments the latter company acquired the Group companies highlighted in Element B.5 below, other than (i) PTL Company B.V. (28889541) and Ipsyon Limited (C 65394) which were incorporated after the said transactions; and (ii) SAD and APCO which were acquired from third parties in 2014. As at 31 December 2013, the principal operating company of the Group was PTL.

B.4b The Issuer is a wholly owned subsidiary of Hili Ventures Limited and is the parent company of the technology business division of the Hili Ventures Group. The principal object of the Issuer is to carry on the business of a holding and finance company. The Issuer does not itself undertake any trading activities apart from the raising of capital and the advancing thereof to members of the Group. Accordingly, the Issuer is economically dependent on the financial and operating performance of the business of PTL, SAD and APCO.

The following is an overview of the trends expected in the key areas of operations of the PTL Group in the foreseeable future.

IT products and services

The IT hardware, software and services industry is very fragmented and highly competitive. PTL competes with a large number and wide variety of marketers and resellers of IT hardware, software and services. The competitive landscape in the industry is continually changing as various competitors expand their product and service offerings. In addition, emerging models such as cloud computing are creating new competitors and opportunities in messaging, infrastructure, security, collaboration and other service offerings, and, as with other areas, PTL both resells and competes directly with many of these offerings.

Reselling of Apple products and services

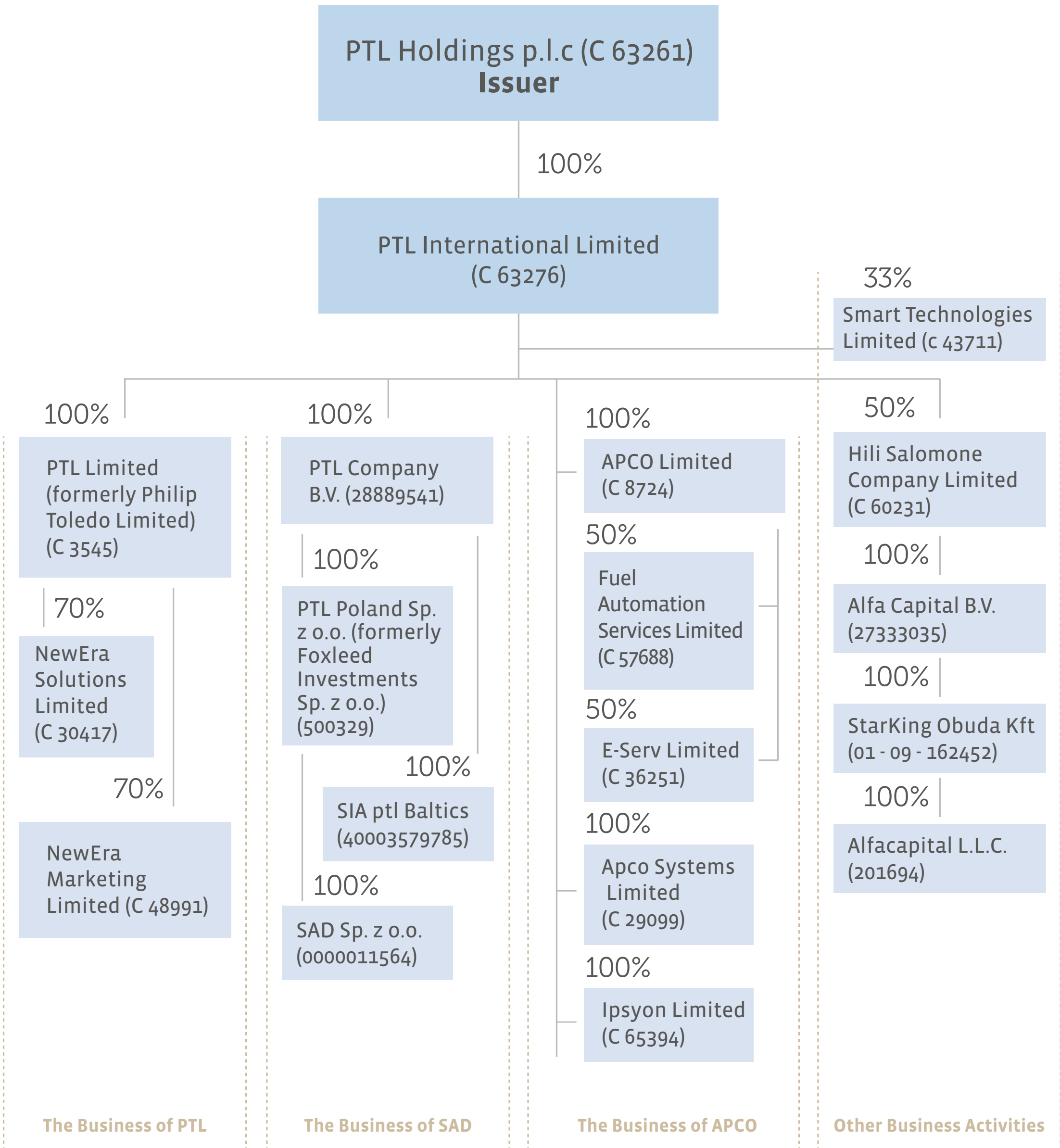
The market in Poland for Apple products and services is highly competitive. As with other developed markets, the market is characterised by frequent product introductions and rapid technological advances that have substantially increased the capabilities and use of mobile communication and media devices, personal computers, and other digital electronic devices. SAD competes with other resellers of Apple products and services, and therefore the main competing factors are not price or quality of products, but location of stores, quality of service provided and share of the business-to-business market. SAD's other competitors, who sell mobile devices and personal computers based on other operating systems, typically undertake aggressive price cuts and lower their product margins to gain or maintain market share.

SAD is highly dependent on Apple to continuously introduce new and improved products and services ahead of competitors so as to maintain high demand for Apple offerings. Principal competitive factors important to SAD include price, product features, relative price/performance, product quality and reliability, design innovation, a strong third-party software and peripherals ecosystem, marketing and reselling capability, service and support, and corporate reputation.

Electronic payment gateway and related services

APCO believes that electronic transactions will expand further in the future and that an increasing percentage of these transactions will be processed through emerging technologies. Competitors are continually offering innovative products and enhanced services, such as products that support smart phones that contain mobile wallet software. As mobile payments continue to evolve and are desired by merchants and consumers, APCO will continue to develop new products and services that will leverage the benefits that these new technologies can offer customers. In addition, it is expected that new markets will develop in areas that have been previously dominated by paper-based transactions. Industries such as e-commerce, government, recurring payments and business-to-business should continue to see transaction volumes migrate to more electronic-based settlement solutions. As a result, the continued development of new products and services and the emergence of new vertical markets will provide opportunities for APCO to expand its business in the years to come.

B.5 The Issuer is the holding company of the PTL Group. The organisational structure of the Group is illustrated in the diagram below.



B.8 The following financial information is extracted from the pro forma consolidated financial statements of the Issuer for the year ended 31 December 2013 and for the six month period ended 30 June 2014. The aforesaid pro forma financial information has been prepared to take into account the changes that have taken place in the structure of the Group as described in Element B.2 above.

The pro forma consolidated financial information has been prepared for illustrative purposes only. Because of its nature, the pro forma consolidated financial information addresses a hypothetical situation and therefore does not represent the Group's actual financial position or results as at 31 December 2013 and 30 June 2014. In the basis of preparation of the pro forma consolidated financial information, it has been assumed that the Issuer has controlled the Group as from 1 January 2013, and that the acquisitions of SAD and APCO have occurred with effect from 1 January 2013.

PTL Holdings p.l.c.
Pro Forma Consolidated Income Statement for the year ended 31 December 2013

	(€'000)
Revenue	90,864
EBITDA	5,605
Profit after tax	2,153

PTL Holdings p.l.c.
Pro Forma Consolidation Balance Sheet as at 31 December 2013

	(€'000)
Total Assets	**73,388**
Equity	6,795
Liabilities	66,593
Total equity and liabilities	**73,388**

PTL Holdings p.l.c.
Pro Forma Consolidated Income Statement for the six month period ended 30 June 2014

	(€'000)
Revenue	54,614
EBITDA	1,330
Loss after tax	(408)

PTL Holdings p.l.c.
Pro Forma Consolidation Balance Sheet as at 30 June 2014

	(€'000)
Total Assets	**66,400**
Equity	3,787
Liabilities	62,613
Total equity and liabilities	**66,400**

B.9 Not Applicable: the Registration Document forming part of the Prospectus does not contain any profit forecasts or estimates.

B.10 Not Applicable: the Issuer was set up on 23 December 2013 and since incorporation to the date of this Summary Note no financial statements have been prepared. The audit reports on the audited financial statements of each of PTL, SAD and APCO relating to the latest three financial years do not contain any qualifications.

B.12 The financial information of the Group is included in the pro forma consolidated financial statements for the financial year ended 31 December 2013. The aforesaid statements, together with the annual statutory financial statements of each of PTL, SAD and APCO for the latest three financial years have been published and are available at the Issuer's registered office. The unaudited pro forma financial statements of the Group for the six month period ended 30 June 2014 are also available at the registered office of the Issuer. Extracts of the historical financial information are set out in Element B.8 of this Summary Note.

The remaining components of Element B.12 are not applicable, given that:
- there has been no material adverse change in the prospects of the PTL Group since the date of its last published consolidated pro forma financial statements; and
- there were no significant changes in the financial or trading position of the PTL Group since the end of the financial period to which the last consolidated pro forma financial statements relate.

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

B.14 The principal object of the Issuer is the carrying on of the business of a holding and finance company. Accordingly the Issuer is economically dependent on the operations and performance of the Group's operating companies – PTL, SAD and APCO. PTL is a multi-brand information technology solutions provider to businesses and the public sector primarily in Malta and to a lesser extent in the Middle East. SAD is Poland's largest Apple retailer and operates 22 stores under the iSpot brand, together with a well-developed online proposition. APCO is a provider of electronic payments transaction processing services for retailers and internet-based merchants and operates under the brand name 'APCOPAY'.

B.15 As at the date of the Prospectus, the Issuer is the holding company of the PTL Group. In terms of the Memorandum and Articles of Association of the Issuer the principal object is to purchase or otherwise acquire, under any title whatsoever, to hold and manage, by any title, movable and immovable property or other assets, including but not limited to securities and other financial interests. Sub-Clause 4(n) of the Company's Memorandum of Association specifically provides that the Issuer is authorised and empowered to issue bonds, commercial paper or other instruments creating or acknowledging indebtedness and to sell or offer same to the public.

B.16 The authorised share capital of the Issuer is €10,000,000. The issued share capital is €8,399,724 divided into 8,399,724 ordinary shares of €1 each, fully paid up. The share capital is subscribed to by Hili Ventures Limited except for one share which is held by APM Holdings Limited. The PTL Group is wholly owned directly or indirectly through Hili Ventures Limited by Carmelo *sive* Melo Hili as to 50%, whilst the remaining 50% is held by Joseph *sive* Beppe Hili and other members of his family.

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

SECTION C. SECURITIES

C.1 The Issuer shall issue an aggregate of €36 million in Unsecured Bonds having a face value of €100 per bond, subject to a minimum subscription of €2,000 in Bonds. The Bonds will be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD. On admission to trading the Bonds will have the following ISIN number MT0000841206. The Bonds shall bear interest at the rate of 5.1% per annum and shall be repayable in full upon maturity unless they are previously re-purchased and cancelled.

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

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

C.8 Investors wishing to participate in the Bonds will be able to do so by duly executing the appropriate Application Form in relation to the Bonds. Execution of the Application Form will entitle such investor to:

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

As at 30 September 2014 the Group's indebtedness amounted to €41.71 million, comprising of bank loans and related party loans. The Group's bank borrowings are secured by general hypothecs, pledges and guarantees provided by Group companies, by companies forming part of the Hili Ventures Group and by the Company's ultimate shareholders. The related party loans of the Group are unsecured and interest free. An amount of €20.8 million of bank borrowings and a related party loan amounting to €8.4 million will be repaid through net proceeds of the Bond Issue, and therefore bank borrowings senior to the Bonds will be reduced to *circa* €12 million.

The indebtedness being created by the Bonds ranks after these bank borrowings. In addition, the Bonds would also rank after any future debts which may be secured by a cause of preference such as a pledge, mortgage, privilege and/or a hypothec.

C.9 The Bonds shall bear interest from and including 5 December 2014 at the rate of 5.1% per annum on the nominal value thereof, payable annually in arrears on each Interest Payment Date. The first interest payment will be effected on 4 December 2015. Any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next following day that is a Business Day. Unless previously purchased and cancelled, the Bonds will be redeemed at their nominal value (together with interest accrued to the date fixed for redemption) on 4 December 2024.

The gross yield calculated on the basis of the Interest, the Bond Issue Price and the Redemption Value of the Bonds at Redemption Date, is five point one per cent (5.1%).

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

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

C.11 The Listing Authority has authorised the Bonds as admissible to Listing pursuant to the Listing Rules by virtue of a letter dated 3 November 2014. Application has been made to the MSE for the Bonds being issued, pursuant to the Prospectus, to be listed and traded on the Official List. The Bonds are expected to be admitted to the MSE with effect from 16 December 2014 and trading is expected to commence on 17 December 2014.

SECTION D. RISKS

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

The Prospectus contains statements that are, or may be deemed to be, "forward looking statements", which relate to matters that are not historical facts and which may involve projections of future circumstances. They appear in a number of places throughout the Prospectus and include statements regarding the intentions, beliefs or current expectations of the

Issuer and/or its' Directors. These forward looking statements are subject to a number of risks, uncertainties and assumptions and important factors that could cause actual risks to differ materially from the expectations of the Issuer's Directors. No assurance is given that the future results or expectations will be achieved.

Below is a summary of the principal risks associated with an investment in the Issuer and the Bonds – there may be other risks which are not mentioned in this Summary Note. Investors are therefore urged to consult their own financial or other professional advisors with respect to the suitability of investing in the Bonds. The following is a summary of the principal risk factors:

D.2 Essential information on the key risks specific to the Issuer, the Group and its business:

A. Risks relating to the Issuer:

i. The Issuer is a holding company and, as such, its assets consist primarily of loans issued to and investments in Group companies. Consequently, the Issuer is largely dependent on income derived from dividends receivable from Group companies and the receipt of interest and loan repayments from Group companies.

ii. The integration and operation of acquired businesses may disrupt the Group's business and create additional expenses, and the Group may not achieve the anticipated benefits of the acquisitions.

iii. The Group's operating results may be adversely affected by fluctuations in the Polish Zloty and other foreign currency exchange rates.

iv. The Group's failure to comply with its contracts or applicable laws and regulations could result in, among other things, fines or other liabilities, and changes in procurement regulations could adversely impact the Group's business, results of operations or cash flows.

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

B. Risks relating to the business of PTL:

i. General economic conditions could negatively affect technology spending by PTL's customers and put downward pressure on prices, which may have an adverse impact on PTL's business, results of operations or cash flows.

ii. PTL's financial performance could be adversely affected by decreases in spending on technology products and services by PTL's public sector customers.

iii. PTL's business depends on vendor partner relationships and the availability of their products.

iv. PTL's sales are dependent on continued innovations in hardware, software and services offerings by vendor partners and the competitiveness of their offerings.

v. Substantial competition could reduce PTL's market share and significantly harm its financial performance.

vi. Failure to provide high-quality services to PTL's customers could adversely impact PTL's reputation and business.

vii. If PTL loses any of its key personnel, or is unable to attract and retain the talent required for its business, the business could be disrupted and its financial performance could suffer.

C. Risks relating to the business of SAD:

i. Economic conditions in Poland could have material adverse effect on SAD.

ii. SAD's business is highly dependent on the reseller agreement with Apple; a loss of or change in the material terms of this agreement could have a material adverse effect on SAD's business, operating results and financial condition.

iii. Fluctuation in the value of currencies in which operations are conducted and activities are financed relative to the Polish Zloty could adversely affect SAD's business, operating results and financial condition.

iv. SAD operates in a highly competitive market.

v. SAD is reliant on Apple to successfully manage frequent product introductions and transitions.

vi. If SAD loses any of its key personnel, or is unable to attract and retain the talent required for its business, the business could be disrupted and its financial performance could suffer.

D. Risks relating to the business of APCO:

i. APCO's future success is partly dependent upon its speed to adapt to technological changes.

ii. If APCO loses any of its key personnel, or is unable to attract and retain the talent required for its business, the business could be disrupted and its financial performance could suffer.

iii. APCO regards its intellectual property as critical to its success. Despite APCO's efforts to protect such proprietary rights, unauthorised parties may attempt to obtain and use information that APCO regards as proprietary.

iv. Failure on the part of APCO to safeguard its data could affect its reputation among merchant clients and cardholders, and may expose APCO to penalties, fines, liabilities and legal claims.

v. APCO relies on various financial institutions to provide clearing services in connection with settlement activities. If APCO is unable to maintain clearing services with these financial institutions and is unable to find a replacement, its business may be adversely affected.

vi. The payment processing industry is highly competitive and some of APCO's competitors are larger and have greater financial and operational resources, which may give them an advantage in the market with respect to the pricing of products and services offered to APCO's customers, and the ability to develop new technologies.

vii. APCO's systems and systems of third-party providers may fail, which could interrupt APCO's service.

viii. APCO may experience software defects, undetected errors, and development delays, which could damage customer relations, decrease potential profitability and expose APCO to liability.

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

An investment in the Bonds involves certain risks, including those set out below in this section. In deciding whether to make an investment in the Bonds, prospective investors are advised to carefully consider, with their own independent financial and other (including tax, accounting, credit, legal and regulatory) professional advisors, the following risk factors (not listed in order of priority) and other investment considerations, together with all the other information contained in the Prospectus:

i. the existence of an orderly and liquid market for the Bonds depends on a number of factors. Accordingly, there can be no assurance that an active secondary market for the Bonds will develop, or, if it develops, that it will continue. Furthermore, there can be no assurance that an investor will be able to sell or otherwise trade in the Bonds at or above the Bond Issue Price or at all;

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

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

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

v. the Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any priority or preference among themselves and with other unsecured debt, if any. Furthermore, subject to the negative pledge clause, third party security interests may be registered which will rank in priority to the Bonds against the assets of the Issuer for so long as such security interests remain in effect;

vi. in the event that the Issuer wishes to amend any of the Terms and Conditions of the Bond Issue it shall call a meeting of Bondholders. The provisions relating to meetings of Bondholders permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority;

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

SECTION E. OFFER

E.2b The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €35.3 million, will be used by the Issuer for the following purposes, in the amounts and order of priority set out below:

- an amount of €20.0 million of proceeds shall be used to repay a short term bank facility with HSBC Bank Malta p.l.c., which funds were applied for the purpose of financing the acquisition of SAD;
- an amount of €4 million shall be applied to settle the remaining consideration due to the selling parties in relation to the acquisition of APCO;
- an amount of €8.4 million shall be used to repay loans granted by Hili Ventures Limited for the purchase of SAD and APCO;
- an aggregate amount of €1.6 million shall be used to settle expenses incurred in the acquisition of SAD and APCO;
- an aggregate amount of €0.8 million shall be used to refinance bank loans with HSBC Bank Malta p.l.c. and Banif Bank (Malta) p.l.c.; and
- an amount of €0.5 million shall be used for working capital purposes.

In the event that the Bond Issue is not fully subscribed, the Issuer will proceed with the listing of the amount of Bonds subscribed for, and the proceeds from the Bond Issue shall be applied in the manner and order of priority set out above. Any residual amounts required by the Issuer for the purposes of the uses specified above which shall not have been raised through the Bond Issue shall be financed from the Group's general cash flow and/or bank financing.

E.3 The Bonds are open for subscription to all categories of investors, which may be broadly split as follows:

i. The Issuer has reserved an aggregate amount of Bonds amounting to €2,000,000 for subscription by Hili Ventures Group Preferred Applicants;
ii. The Issuer has reserved an aggregate amount of Bonds amounting to €5,000,000 for subscription by Premier Capital Bondholders;
iii. Authorised Financial Intermediaries shall be entitled through the Preplacement Offer to subscribe for Bonds up to an aggregate amount of €19,000,000;
iv. The remaining balance of €10,000,000 in Bonds shall be made available for subscription by the general public. In the event that the aggregate amount of €26,000,000 reserved for the Hili Ventures Group Preferred Applicants, Premier Capital Bondholders and Authorised Financial Intermediaries in the Preplacement Offer (detailed in clauses (i), (ii) and (iii) above) is not fully taken up, such unutilised portion/s shall also become available for allocation to the general public.

In the event that subscriptions exceed the reserved portions referred to in clauses (i) and (ii) above of €2,000,000 and €5,000,000 respectively, the unsatisfied excess amounts of such Applications will automatically participate in the amount of Bonds available to the general public.

Other than subscriptions in relation to clause (iii) above (Preplacement Offer), the minimum subscription amount of Bonds that can be subscribed for by Applicants is €2,000. As to the Preplacement Offer, the minimum subscription amount of Bonds that can be subscribed for by Applicants is €25,000. In each case, subscription amounts shall be in multiples of €100. Subscriptions may be made through any of the Authorised Financial Intermediaries.

Within 5 business days from closing of the subscription lists, the Issuer shall announce the result of the Issue and shall determine, and issue a company announcement setting out, the basis of acceptance of applications and allocation policy to be adopted.

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

1. General

Each Bond forms part of a duly authorised issue of 5.1% Unsecured Bonds 2024 of a nominal value of €100 per Bond issued by the Issuer at par up to the principal amount of €36 million.

2. Form, Denomination and Title

The Bonds will be issued in fully registered form, without interest coupons, in denominations of any integral multiple of €100, provided that on subscription, other than on subscription in the Preplacement Offer, the Bonds will be issued for a minimum of €2,000 per individual Bondholder. Authorised Financial Intermediaries subscribing to the Bonds through nominee accounts for and on behalf of clients shall apply the minimum subscription amount of €2,000 to each underlying client. As to a subscription in the Preplacement Offer, the Bonds will be issued for a minimum of €25,000 per individual Bondholder or underlying client, as the case may be. Any person in whose name a Bond is registered may (to the fullest extent permitted by applicable law) be deemed and treated at all times, by all persons and for all purposes (including the making of any payments), as the absolute owner of such Bond. Title to the Bonds may be transferred as provided in clause 8 of this Element E.3.

3. Redemption and Purchase

Unless previously purchased and cancelled, the Bonds will be redeemed at their nominal value (together with interest accrued to the date fixed for redemption) on the Redemption Date. Subject to the provisions of this paragraph, the Issuer may at any time purchase Bonds in the open market or otherwise at any price. Any purchase by tender shall be made available to all Bondholders alike. All Bonds so purchased will be cancelled forthwith and may not be re-issued or re-sold.

4. Interest and Yield

The Bonds shall bear interest at the rate of 5.1% per annum payable annually on 4 December of each year. Interest shall accrue as from 5 December 2014. The first Interest Payment Date following the issuance of this Prospectus shall be 4 December 2015. Any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next following day that is a Business Day.

The gross yield calculated on the basis of the interest, the Bond Issue Price and the redemption value of the Bonds at Redemption Date, is five point one per cent (5.1%).

5. Status of the Bonds and Negative Pledge

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

6. Payments

Payment of the principal amount of a Bond will be made in Euro by the Issuer to the person in whose name such Bonds are registered, with interest accrued up to the Redemption Date, by means of direct credit transfer into such bank account as the Bondholder may designate from time to time, provided such bank account is denominated in Euro and held with any licensed bank in Malta. Such payment shall be effected within seven (7) days of the Redemption Date.

Payment of interest on a Bond will be made in Euro to the person in whose name such Bond is registered as at the close of business fifteen (15) days prior to the Interest Payment Date, by means of a direct credit transfer into such bank account as the Bondholder may designate from time to time. Such payment shall be effected within seven (7) days of the Interest Payment Date.

7. Events of Default

The Securities Note sets out a list of events of default the occurrence of which would result in the Bonds becoming immediately due and repayable at their principal amount together with accrued interest.

8. Transferability of the Bonds

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

9. Further Issues

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

10. Meetings of Participation Bondholders

The provisions of the Prospectus may be amended with the approval of the Bondholders at a meeting called for that purpose by the Issuer.

11. Governing Law and Jurisdiction

The Bonds have been created, and the Bond Issue relating thereto is being made, in terms of the Act. From their inception the Bonds, and all contractual arrangements arising therefrom, shall be governed by and shall be construed in accordance with Maltese law. Any legal action, suit, action or proceeding against the Issuer arising out of or in connection with the Bonds shall be brought exclusively before the Maltese Courts and the Bondholder shall be deemed to acknowledge that it is submitting to the exclusive jurisdiction of the Maltese Courts as aforesaid.

E.4 Save for the possible subscription for Bonds by Charts Investment Management Service Limited, HSBC Bank Malta p.l.c. and Bank of Valletta p.l.c., and any fees payable in connection with the Issue to Charts Investment Management Service Limited as Sponsor, HSBC Bank Malta p.l.c. as Joint Manager and Registrar, and Bank of Valletta p.l.c. as Joint Manager, so far as the Issuer is aware no person involved in the Issue has an interest material to the Issue.

E.7 Professional fees and costs related to publicity, advertising, printing, listing, registration, sponsor, management, registrar fees, selling commission, and other miscellaneous expenses in connection with this Bond Issue are estimated to be in the region of €700,000.

TIME-TABLE

1.	Application Forms available	10 November 2014
2.	Preplacement Offer	19 November 2014
3.	Issue Period (Opening and closing of subscription lists, respectively)	24 November 2014 to 28 November 2014, both days included
4.	Commencement of interest on the Bonds	5 December 2014
5.	Announcement of basis of acceptance	5 December 2014
6.	Refunds of unallocated monies	15 December 2014
7.	Expected dispatch of allotment advices	15 December 2014
8.	Expected date of admission of the securities to listing	16 December 2014
9.	Expected date of commencement of trading in the securities	17 December 2014

The Issuer reserves the right to close the Issue of Bonds before 28 November 2014 in the event of over-subscription, in which case the events set out in steps 5 to 9 above shall be brought forward, although the number of workings days between the respective events shall not also be altered.

This Registration Document is issued in accordance with the provisions of Chapter 4 of the Listing Rules issued by the Listing Authority and of Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012, Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014.

3 November 2014

REGISTRATION DOCUMENT

The Bonds are being issued by

PTL Holdings p.l.c.
A public limited liability company registered in Malta
with company registration number C 63261

Joint Manager & Registrar	Joint Manager	Legal Counsel	Sponsor
HSBC	BOV Bank of Valletta	GVTH Advocates	CHARTS Wealth Management ▪ Corporate Broking

APPROVED BY THE DIRECTORS

Carmelo *sive* Melo Hili

Richard Abdilla Castillo

Stephen K. Tarr

John Roberts

Karl Fritz

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

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A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK INDEPENDENT FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY LISTED FINANCIAL INSTRUMENTS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN INVESTING IN THE SECURITIES OF AN ISSUER AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISOR.

TABLE OF CONTENTS

IMPORTANT INFORMATION

THIS REGISTRATION DOCUMENT CONTAINS INFORMATION ON PTL HOLDINGS P.L.C. IN ACCORDANCE WITH THE REQUIREMENTS OF THE LISTING RULES OF THE LISTING AUTHORITY, THE COMPANIES ACT (CAP. 386 OF THE LAWS OF MALTA) AND COMMISSION REGULATION (EC) NO. 809/2004 OF 29 APRIL 2004 IMPLEMENTING DIRECTIVE 2003/71/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL AS REGARDS INFORMATION CONTAINED IN PROSPECTUSES AS WELL AS THE FORMAT, INCORPORATION BY REFERENCE AND PUBLICATION OF SUCH PROSPECTUSES AND DISSEMINATION OF ADVERTISEMENTS (AS AMENDED BY COMMISSION DELEGATED REGULATION (EU) NO. 486/2012 OF 30 MARCH 2012, COMMISSION DELEGATED REGULATION (EU) NO. 862/2012 OF 4 JUNE 2012, COMMISSION DELEGATED REGULATION (EU) NO. 759/2013 OF 30 APRIL 2013 AND COMMISSION DELEGATED REGULATION (EU) NO. 382/2014 OF 7 MARCH 2014).

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

IT IS THE RESPONSIBILITY OF ANY PERSONS IN POSSESSION OF THE PROSPECTUS 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 INVESTORS FOR ANY SECURITIES THAT MAY BE ISSUED BY THE ISSUER SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF SO APPLYING FOR ANY SUCH SECURITIES AND OF ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRIES OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

SAVE FOR THE PUBLIC 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 FORMING PART OF THE PROSPECTUS 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.

IN RELATION TO EACH MEMBER STATE OF THE EUROPEAN ECONOMIC AREA (OTHER THAN MALTA) WHICH HAS IMPLEMENTED DIRECTIVE 2003/71/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 4 NOVEMBER 2003 ON THE PROSPECTUS TO BE PUBLISHED WHEN SECURITIES ARE OFFERED TO THE PUBLIC OR ADMITTED TO TRADING OR WHICH, PENDING SUCH IMPLEMENTATION, APPLIES ARTICLE 3.2 OF SAID DIRECTIVE, THE BONDS CAN ONLY BE OFFERED TO “QUALIFIED INVESTORS” (AS DEFINED IN SAID DIRECTIVE), AS WELL AS IN ANY OTHER CIRCUMSTANCES WHICH DO NOT REQUIRE THE PUBLICATION BY THE ISSUER OF A PROSPECTUS PURSUANT TO ARTICLE 3 OF SAID DIRECTIVE.

A COPY OF THIS DOCUMENT HAS BEEN SUBMITTED TO THE LISTING AUTHORITY IN SATISFACTION OF THE LISTING RULES, TO 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 COMPANIES 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.

ALL THE ADVISORS TO THE ISSUER NAMED IN THIS REGISTRATION DOCUMENT UNDER THE HEADING “IDENTITY OF DIRECTORS, ADVISORS AND AUDITORS OF THE ISSUER” IN SECTION 3 OF THIS REGISTRATION DOCUMENT HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER IN RELATION TO THIS PUBLIC OFFER AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION TOWARDS ANY OTHER PERSON AND WILL, ACCORDINGLY, NOT BE RESPONSIBLE TO ANY INVESTOR OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE PROSPECTUS.

1. DEFINITIONS

In this Registration Document the following words and expressions shall bear the following meanings whenever such words and expressions are used in their capitalised form, except where the context otherwise requires:

Act or **Companies Act**	the Companies Act (Cap. 386 of the Laws of Malta);
APCO	collectively, the companies included hereunder: - APCO Limited (C 8724); - APCO Systems Limited (C 29099). The above companies are registered under the laws of Malta and have their registered office at 227, Psaila Street, Birkirkara BKR 9078, Malta;
Apple	Apple Inc., 1 Infinite Loop, Cupertino, California 95014, USA;
Bond/s	the €36,000,000 unsecured bonds due 2024 of a nominal value of €100 per bond issued at par and redeemable on the Redemption Date at their nominal value, bearing interest at the rate of 5.1% per annum, as detailed in the Securities Note;
Company or **Issuer**	PTL Holdings p.l.c., a company registered under the laws of Malta having its registered office at Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta and bearing company registration number C 63261;
Directors or **Board**	the directors of the Company whose names are set out in section 3 of this Registration Document;
Euro or **€**	the lawful currency of the Republic of Malta;
Group or **PTL Group**	the Issuer and any company or entity in which the Issuer has a controlling interest, as further described in section 6 of this Registration Document;
Listing Authority	the MFSA, appointed as Listing Authority for the purposes of the Financial Markets Act (Cap. 345 of the Laws of Malta) by virtue of Legal Notice 1 of 2003;
Malta Stock 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;
Memorandum and Articles of Association or **M&As**	the memorandum and articles of association of the Issuer in force at the time of publication of the Prospectus;
MFSA	the Malta Financial Services Authority, established in terms of the Malta Financial Services Authority Act, 1988 (Cap. 330 of the Laws of Malta);
Prospectus	collectively, the Summary Note, this Registration Document and the Securities Note, all dated 3 November 2014;
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC, as may be amended from time to time;
PTL	PTL Limited (formerly Philip Toledo Limited) and the companies in which it has a controlling interest. PTL is a company registered under the laws of Malta with company registration number C 3545 and having its registered office at Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta;

Redemption Date	shall have the meaning set out in the Securities Note;
Registration Document	this document in its entirety;
Regulation	Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in a prospectus and dissemination of advertisements, as amended by: Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 amending Regulation (EC) No. 809/2004 as regards the format and the content of the prospectus, the base prospectus, the summary and the final terms and as regards the disclosure requirements; Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 amending Regulation (EC) No. 809/2004 as regards information on the consent to use of the prospectus, information on underlying indexes and the requirement for a report prepared by independent accountants or auditors; Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 amending Regulation (EC) No. 809/2004 as regards the disclosure requirements for convertible and exchangeable debt securities; and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014 supplementing Directive 2003/71/EC of the European Parliament and of the Council with regard to regulatory technical standards for publication of supplements to the prospectus (Text with EEA relevance);
SAD	collectively, the companies listed hereunder: - PTL Poland Sp. z o.o (formerly Foxleed Investments Sp. z o.o), a company registered under the laws of Poland with company registration number 500329 and having its registered office at Al. Jerozolimskie str. 56C, 00-803, Warsaw, Poland; - SAD Sp. z o.o, a company registered under the laws of Poland with company registration number 0000011564 and having its registered office at Pulawska str. 107, Warsaw 02-595, Poland;
Securities Note	the securities note issued by the Issuer dated 3 November 2014, forming part of the Prospectus;
Summary Note	the summary note issued by the Issuer dated 3 November 2014, forming part of the Prospectus.

All references in this Registration Document 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 the feminine gender and vice-versa;
(c) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative.

2. RISK FACTORS

PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER WITH THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISORS THE FOLLOWING RISK FACTORS AND OTHER INVESTMENT CONSIDERATIONS, AS WELL AS ALL THE OTHER INFORMATION CONTAINED IN THE PROSPECTUS, BEFORE MAKING ANY INVESTMENT DECISION WITH RESPECT TO THE ISSUER. SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR AND THE ISSUER IS NOT IN A POSITION TO EXPRESS ANY VIEWS ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING. THE SEQUENCE IN WHICH THE RISKS BELOW ARE LISTED IS NOT INTENDED TO BE INDICATIVE OF ANY ORDER OF PRIORITY OR OF THE EXTENT OF THEIR CONSEQUENCES.

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

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

2.1 Forward-looking statements

The Prospectus and the documents incorporated therein by reference or annexed thereto contain forward-looking statements that include, among others, statements concerning the Issuer's strategies and plans relating to the attainment of its objectives, capital requirements and other statements of expectations, beliefs, anticipated developments and other matters that are not historical facts and which may, accordingly, involve predictions of future circumstances. Prospective investors can generally identify forward-looking statements by the use of terminology such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe" or similar phrases. Such forward-looking statements are inherently subject to a number of risks, uncertainties and assumptions, a few of which are beyond the Issuer's control. Important factors that could cause actual results to differ materially from the expectations of the Directors of the Issuer include those risks identified under this Section and elsewhere in the Prospectus.

If any of the risks described herein were to materialise, they could have a serious adverse effect on the Issuer's financial results, trading prospects and the ability of the Issuer to fulfil its obligations under the securities to be issued in terms of the Prospectus. Accordingly, the Issuer cautions prospective investors that these forward-looking statements are subject to risks and uncertainties that could cause actual events or results to differ from those expressed or implied by such statements, that such statements do not bind the Issuer with respect to future results and no assurance is given that the professed future results or expectations will be achieved.

2.2 Risks relating to the business of the Issuer and the Group

Issuer's dependence on payments due from Group companies may be affected by factors beyond the Issuer's control.

The Issuer is a holding company and, as such, its assets consist primarily of loans issued to and investments in Group companies. Consequently, the Issuer is largely dependent, including for the purpose of servicing interest payments on the securities described in the Securities Note and the repayment of the principal on maturity date, on income derived from dividends receivable from Group companies and the receipt of interest and loan repayments from Group companies. In this respect, the operating results of the Group companies have a direct effect on the Issuer's financial position and therefore the risks intrinsic in the business and operations of PTL, SAD, APCO and other Group companies have a direct effect on the ability of the Issuer to meet its obligations in respect of the repayment of principal and interest under the Bonds when due.

The dividends, interest payments and loan repayments to be effected by Group companies are subject to certain risks. More specifically, the ability of Group companies to effect payments to the Issuer will depend on the cash flows and earnings of PTL, SAD, APCO and such other Group companies, which may be restricted by: changes in applicable laws and regulations; by the terms of agreements to which they are or may become party, including the indenture governing their existing indebtedness, if any; or by other factors beyond the control of the Issuer. The occurrence of any such factor could in turn negatively affect the ability of the Issuer to meet its obligations in respect of the payment of interest on the Bonds and repayment of principal when due.

The integration and operation of acquired businesses may disrupt the Group's business and create additional expenses, and the Group may not achieve the anticipated benefits of the acquisitions.

Integration of an acquired business involves numerous challenges and risks, including assimilation of operations of the acquired business and difficulties in the convergence of IT systems, the diversion of management's attention from other business concerns, risks of entering markets in which the Group have had no or only limited direct experience, assumption of unknown or unquantifiable liabilities, the potential loss of key personnel and/or clients, difficulties in completing strategic initiatives already underway in the acquired companies, and unfamiliarity with partners and clients of the acquired company, each of which could have a material adverse effect on the Group's business, results of operations and financial condition. The success of integration of acquired businesses typically assumes certain synergies and other benefits. There is no assurance that these risks or other unforeseen factors will not offset the intended benefits of the acquisitions, in whole or in part.

The Group's operating results may be adversely affected by fluctuations in the Polish Zloty and other foreign currency exchange rates.

Although the Group reports its operating results in Euro, a portion of revenues and expenses are denominated in currencies other than the Euro. Fluctuations in foreign currency exchange rates can have a number of adverse effects on the Group. Because the Group's consolidated financial statements are presented in Euro, revenues, expenses and income must be translated, as well as assets and liabilities, into Euro at exchange rates in effect during or at the end of each reporting period. Therefore, changes in the value of the Euro against other currencies will affect the Group's revenues, income from operations, other income (expense), net and the value of balance sheet items originally denominated in other currencies. There is no guarantee that the Group's financial results will not be adversely affected by currency exchange rate fluctuations or that any efforts to engage in currency hedging activities will be effective. In addition, as the Group continues to provide services in countries outside the Euro zone, more of the Group's expenses are incurred in currencies other than those in which the Group bills for the related services. An increase in the value of certain currencies against the Euro could increase costs for delivery of services at offshore sites by increasing labour and other costs that are denominated in local currency.

The Group's failure to comply with its contracts or applicable laws and regulations could result in, among other things, fines or other liabilities, and changes in procurement regulations could adversely impact the Group's business, results of operations or cash flows.

A portion of revenues is generated from sales to governmental departments and private entities, through various contracts and open market sales. Non compliance with contract provisions, government procurement regulations or other applicable laws or regulations could result in civil and administrative liability, including substantial monetary fines or damages, termination of government contracts or private sector customer contracts, and suspension, debarment or ineligibility from doing business with the government or other customers. In addition, generally contracts are terminable at any time for convenience of the contracting agency or upon default. The effect of any of these possible actions could adversely affect the Group's business, results of operations or cash flows.

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

The Group has a material amount of debt and may incur additional debt in connection with its future growth in terms of acquisitions and business development.

A portion of the cash flow generated from the Group's operations is utilised to repay its debt obligations. This gives rise to a reduction in the amount of cash available for funding the Group's working capital, capital expenditure, development costs and other general corporate costs, or for the distribution of dividends. A decrease in operating cash flows may limit further available cash for working capital and other purposes, which may have an adverse material effect on the financial condition and results of the Group.

In addition, the agreements regulating the Group's bank debt impose and, in relation to new indebtedness, are likely to impose operating restrictions and financial covenants on the Group. These restrictions and covenants could limit the Group's ability to obtain future financing, to make capital expenditure, to withstand a future downturn in business or economic conditions generally or could otherwise inhibit the ability of the Group to conduct necessary corporate activities.

2.3 Risks relating to the business of PTL

General economic conditions could negatively affect technology spending by PTL's customers and put downward pressure on prices, which may have an adverse impact on PTL's business, results of operations or cash flows.

Weak economic conditions generally, sustained uncertainty about global economic conditions or a prolonged or further tightening of credit markets could cause PTL's customers and potential customers to postpone or reduce spending on technology products or services or put downward pressure on prices, which could have an adverse effect on PTL's business, results of operations or cash flows.

PTL's financial performance could be adversely affected by decreases in spending on technology products and services by PTL's public sector customers.

PTL's sales to public sector customers are impacted by government spending policies, budget priorities and revenue levels. An adverse change in government spending policies, budget priorities or revenue levels could cause public sector customers to reduce their purchases or to terminate or not renew their contracts with PTL, which could adversely affect PTL's business, results of operations or cash flows.

PTL's business depends on vendor partner relationships and the availability of their products.

PTL purchases products for resale from vendor partners, which include OEMs ("Original Equipment Manufacturers") and software publishers, and wholesale distributors. PTL's authorisation with each vendor partner is subject to specific terms and conditions regarding such things as sales channel restrictions, product return privileges, price protection policies, purchase discounts and vendor incentive programs. However, PTL does not have any long-term contracts with such vendor partners and many of these arrangements are terminable upon notice by either party.

From time to time, vendor partners may terminate or limit PTL's right to sell some or all of their products or change the terms and conditions or reduce or discontinue the incentives that they offer. Any such termination or limitation or the implementation of such changes could have a negative impact on PTL's business, results of operations or cash flows. The loss of, or change in business relationship with, any of the key vendor partners, the diminished availability of their products, or backlogs for their products leading to manufacturer allocation, could reduce the supply and increase the cost of products PTL sells and negatively impact PTL's competitive position.

PTL's sales are dependent on continued innovations in hardware, software and services offerings by vendor partners and the competitiveness of their offerings.

The technology industry is characterised by rapid innovation and the frequent introduction of new and enhanced hardware, software and services offerings. PTL has been, and will continue to be, dependent on innovations in hardware, software and services offerings, as well as, the acceptance of those innovations by customers. A decrease in the rate of innovation, or the lack of acceptance of innovations by customers, could have an adverse effect on PTL's business, results of operations or cash flows.

In addition, if PTL is unable to keep up with changes in technology and new hardware, software and services offerings, for example, by providing the appropriate training to account managers, sales technology specialists and engineers to enable them to effectively sell such new offerings to customers, PTL's business, results of operations or cash flows could be adversely affected.

Substantial competition could reduce PTL's market share and significantly harm its financial performance.

PTL expects the competitive landscape in which it competes to continue to change as new technologies are developed. While innovation can help PTL's business as it creates new offerings to sell, it can also disrupt PTL's business model and create new and stronger competitors.

Some of the hardware and software vendor partners sell, and could intensify their efforts to sell, their products directly to customers. In addition, traditional OEMs are increasing their services capabilities through mergers and acquisitions with service providers, which could potentially increase competition in the market to provide comprehensive technology solutions to customers. Moreover, newer, potentially disruptive technologies exist and are being developed that deliver technology solutions as a service, for example, software as a service ("SaaS") and hardware as a service ("HaaS"). These technologies could increase the amount of sales directly to customers rather than through resellers like PTL, or could lead to a reduction in PTL's profitability. If any of these trends becomes more prevalent, it could adversely affect PTL's business, results of operations or cash flows.

To the extent PTL faces increased competition to gain and retain customers, it may be required to reduce prices, increase advertising expenditures or take other actions which could adversely affect its business, results of operations or cash flows. Additionally, some of PTL's competitors may reduce their prices in an attempt to stimulate sales, which may require PTL to reduce prices. This would require PTL to sell a greater number of products to achieve the same level of net sales and gross profit. If such a reduction in prices occurs and PTL is unable to attract new customers and sell increased quantities of products, PTL's sales growth and profitability could be adversely affected.

Certain PTL competitors have greater financial, technical, marketing and other resources. In addition, some of these competitors may be able to respond more quickly to new or changing opportunities, technologies and client requirements. Some current and potential competitors also have greater name recognition and engage in more extensive promotional activities, offer more attractive terms to their customers and adopt more aggressive pricing policies. Additionally, some of PTL's competitors have higher margins and/or lower operating cost structures, allowing them to price more aggressively. There can be no assurance that PTL will be able to compete effectively with current or future competitors or that the competitive pressures will not have a material adverse effect on PTL's business, results of operations and financial condition.

Failure to provide high-quality services to PTL's customers could adversely impact PTL's reputation and business.

If PTL or its third-party service providers fail to provide high quality services to customers or such services result in a disruption of customers' businesses, PTL's reputation with its customers and its business, results of operations or cash flows could be adversely affected.

If PTL loses any of its key personnel, or is unable to attract and retain the talent required for its business, the business could be disrupted and its financial performance could suffer.

PTL's success is heavily dependent upon its ability to attract, develop and retain key personnel to manage and grow the business, including key executive, management, sales, services and technical staff.

PTL's inability to attract, develop and retain key personnel could have an adverse effect on its relationships with vendor partners and customers and adversely affect its ability to expand PTL's offerings of value-added services and solutions. Moreover, PTL's inability to train its sales, services and technical personnel effectively to meet the rapidly changing technology needs of customers could cause a decrease in the overall quality and efficiency of such personnel. Such consequences could adversely affect PTL's business, results of operations or cash flows.

2.4 Risks relating to the business of SAD

Economic conditions in Poland could have a material adverse effect on SAD.

SAD's operations and performance depend on Poland's economic conditions. Uncertainty about the economy poses a risk as consumers and businesses postpone spending in response to tighter credit, higher unemployment, financial market volatility, government austerity programs, negative financial news, declines in income or asset values and/or other factors. These economic conditions could have a material adverse effect on demand for SAD's products and services, and negatively effect its earnings and financial position.

SAD's business is highly dependent on the reseller agreement with Apple; a loss of or change in the material terms of this agreement could have a material adverse effect on SAD's business, operating results and financial condition.

SAD's business is dependent on the decisions and actions of Apple. The agreement with Apple is on a non-exclusive basis, allows for termination with or without cause and is open-ended with respect to requirements and output rather than imposing any commitment to a specific volume of business or scope of work.

SAD faces the risk of termination of its reseller agreement, in the event that it does not perform pursuant to Apple's expectations or for any other reason, including a number of factors outside SAD's control. Changes in Apple's business strategies, including by way of moving part or all of their reseller arrangements to SAD's competitors, or directly distributing products to end-users, could result in the termination of the reseller contract. Termination or material change in the terms of contract with Apple due to any of the aforesaid factors could have a material adverse effect on SAD's business, results of operations and financial condition.

Fluctuation in the value of currencies in which operations are conducted and activities are financed relative to the Polish Zloty could adversely affect SAD's business, operating results and financial condition.

SAD's reporting currency is the Polish Zloty. The company is exposed, in the case of certain transactions not denominated in

Polish Zloty, to foreign currency risk. Exchange gains and losses may arise in relation to the purchase of products from outside Poland intended for re-sale (other than Apple products which are purchased in the local currency). As a result, reported results are affected by movements in exchange rates. There can be no assurance that fluctuations in exchange rates will not have a material adverse effect on SAD's business, financial condition and results of operations.

SAD operates in a highly competitive market.

SAD already operates in a highly competitive market. This level of competition may increase, which may limit the future ability of the business to maintain its market share and revenue level. SAD competes with store based retailers as well as internet retailers, for customers, employees, locations and other important aspects of its business. Businesses join and leave the market and/or expand or reduce their product ranges in response to competitive forces. Some competitors may have access to greater resources or use strategies such as lower pricing, wider selection of products, exclusive products, larger store size, better located stores, higher promotional and advertising intensity, better store design and more efficient sales methods. Increasing competitive pressures may cause SAD to make certain pricing, service or marketing decisions that could have a material adverse effect on revenues, costs, financial conditions and results of operations.

SAD is reliant on Apple to successfully manage frequent product introductions and transitions.

SAD is reliant on Apple to continually introduce new products, services and technologies, enhance existing products and services, and effectively stimulate customer demand for new and upgraded products. The success of new product introductions depends on a number of factors including, but not limited to, timely and successful product development, market acceptance, Apple's ability to manage the risks associated with new product production ramp-up issues, the availability of application software for new products, the effective management of purchase commitments and inventory levels in line with anticipated product demand, the availability of products in appropriate quantities and costs to meet anticipated demand, and the risk that new products may have quality or other defects or deficiencies in the early stages of introduction. Accordingly, SAD cannot determine in advance the ultimate effect of new product introductions and transitions which could adversely impact its revenues, financial condition and results of operations.

If SAD loses any of its key personnel, or is unable to attract and retain the talent required for its business, the business could be disrupted and its financial performance could suffer.

In common with many businesses, SAD will be relying heavily on the contacts and expertise of its senior management team and other key personnel within the business. Although no single person is solely instrumental in fulfilling SAD's business objectives, there is no guarantee that these objectives will be achieved to the degree expected following the loss of key personnel. The loss of the services of any of the key personnel could have, in the short term, a material adverse effect on the business of SAD.

2.5 Risks relating to the business of APCO

APCO's future success is partly dependent upon its speed to adapt to technological changes.

APCO's future success depends in part, on its ability to develop enhancements to its existing products and to introduce new products that keep pace with rapid technological developments, changes in customers' needs and any changes in the regulatory environment. Failure to successfully introduce new or enhanced products to the market may adversely affect APCO's business, financial condition and results of operations.

No assurance can be given that APCO's products and services will be developed in time to capture market opportunities, will achieve a sufficient level of acceptance in new and existing markets or that APCO will successfully anticipate rapid technological changes, new industry standards or changes in the regulatory environment.

If APCO loses any of its key personnel, or is unable to attract and retain the talent required for its business, the business could be disrupted and its financial performance could suffer.

In common with many businesses, APCO will be relying heavily on the contacts and expertise of its senior management team and other key personnel within the business. Although no single person is solely instrumental in fulfilling APCO's business objectives, there is no guarantee that these objectives will be achieved to the degree expected following the loss of key personnel. The loss of the services of any of the key personnel could have, in the short term, a material adverse effect on the business of APCO.

Risk to intellectual property and proprietary rights.

APCO regards its intellectual property as critical to its success. It relies and will rely on a combination of trade secret, copyright, trademark and non-disclosure laws, domain name registrations and other contractual agreements and technical measures to protect its intellectual proprietary rights (IPR). APCO generally seeks to enter into confidentiality or license agreements with its employees, consultants and clients.

Despite APCO's efforts to protect such proprietary rights, unauthorised parties may attempt to obtain and use information that APCO regards as proprietary. There can be no assurance that the steps which have been, are being or will be taken by APCO to protect its proprietary information will prevent misappropriation of such technology and proprietary information and that such measures will not preclude competitors from developing products with functionality or features similar to APCO's. In addition, effective copyright and other legal protection may be unavailable or limited in certain countries, and failure by APCO to register its intellectual property rights in certain countries may make enforcement of its rights more difficult.

Legal proceedings to enforce, protect or defend APCO's intellectual property rights assigned and/or developed could be burdensome and expensive and could involve a high degree of uncertainty. If APCO cannot successfully enforce or defend such rights, this could have a material adverse effect on its business and financial condition.

Furthermore, although procedures are in place to ensure that third parties' rights are not infringed in the software development process, such procedures may not be sufficient to guarantee total compliance.

Failure on the part of APCO to safeguard its data could affect its reputation among merchant clients and cardholders, and may expose APCO to penalties, fines, liabilities and legal claims.

Under VISA and MasterCard card network rules, and various other laws, APCO is responsible for information provided by merchants, third-party service providers and other agents which is required in order to process transactions and for the prevention of fraud. This information includes bank card numbers, names, addresses, and bank account numbers. Although plans and procedures are in place to protect this sensitive data, APCO cannot be certain that implemented measures will be successful and will be sufficient to counter all current and emerging technology threats. A security breach or other misuse of data could harm APCO's reputation and deter existing and prospective customers from using its products and services, increase the risk of regulatory scrutiny, and adversely affect its financial condition and results of operations.

APCO relies on various financial institutions to provide clearing services in connection with settlement activities. If APCO is unable to maintain clearing services with these financial institutions and is unable to find a replacement, its business may be adversely affected.

APCO relies on various financial institutions to provide clearing services in connection with settlement activities. If such financial institutions should stop providing clearing services, APCO must find other financial institutions to provide those services. If APCO is unable to find a replacement financial institution it may no longer be able to provide processing services to certain customers which could negatively impact revenue and earnings

The payment processing industry is highly competitive and some of APCO's competitors are larger and have greater financial and operational resources, which may give them an advantage in the market with respect to the pricing of products and services offered to APCO's customers, and the ability to develop new technologies.

APCO operates in the electronic payments market, which is highly competitive. Many of its competitors are companies that are larger than the company and have greater financial and operational resources than APCO. In addition, many of APCO's competitors may have the ability to devote more financial and operational resources than APCO can to the development of new technologies and services, including internet payment processing services and mobile payment processing services that provide improved operating functionality and features to their product and service offerings. If successful, their development efforts could render APCO's product and services offerings less desirable to customers, resulting in the loss of customers or a reduction in the price for products and services. Furthermore, APCO is facing competition from non-traditional competitors, such as Paypal and Google that offer alternative payment methods. These non-traditional competitors have significant financial resources and robust networks and are highly regarded by consumers. If these non-traditional competitors gain a greater share of total electronic payments transactions, it could also have a material adverse effect on APCO's business, financial condition and results of operation.

APCO's systems and systems of third-party providers may fail which could interrupt APCO's service.

APCO depends on the efficient and uninterrupted operation of its computer systems, software, data centres and telecommunications networks, as well as the systems and services of third parties. A system outage or data loss could have a material adverse effect on APCO's business, financial condition and results of operations.

APCO may experience software defects, undetected errors, and development delays, which could damage customer relations, decrease potential profitability and expose APCO to liability.

APCO's products are based on sophisticated software and computing systems that may encounter development delays and the underlying software may contain undetected errors, viruses, or defects. Defects in APCO's software products and errors or delays in the processing of electronic transactions could result in additional development costs, diversion of technical and other resources from other development efforts, loss of credibility with current or potential customers, harm to the company's reputation, or exposure to liability claims.

3. IDENTITY OF DIRECTORS, ADVISORS AND AUDITORS OF THE ISSUER

3.1 Directors

As at the date of this Registration Document, the board of Directors of the Issuer is composed of the following persons:

Carmelo *sive* Melo Hili	Chairman
Richard Abdilla Castillo	Executive Director
Stephen Kenneth Tarr	Non-Executive Director
John Roberts	Independent Non-Executive Director
Karl Fritz	Independent Non-Executive Director

The business address of said Directors is Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta.

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

3.2 Advisors to the Issuer

Legal Counsel
Name: GVTH Advocates
Address: 192, Old Bakery Street, Valletta VLT 1455, Malta

Financial Advisors
Name: Deloitte Services Limited
Address: Deloitte Place, Mriehel Bypass, Mriehel BKR 3000, Malta

Sponsor
Name: Charts Investment Management Service Limited
Address: Valletta Waterfront, Vault 17, Pinto Wharf, Floriana FRN 1913, Malta

Registrar and Joint Manager
Name: HSBC Bank Malta p.l.c.
Address: 116, Archbishop Street, Valletta VLT 1444, Malta

Joint Manager
Name: Bank of Valletta p.l.c.
Address: BOV Centre, Cannon Road, Santa Venera SVR 9030, Malta

The persons listed on the previous page have advised and assisted the Directors of the Issuer in the drafting and compilation of the Prospectus.

As at the date of the Prospectus, the advisors named under this sub-heading have no beneficial interest in the share capital of the Issuer.

3.3 Auditors

The financial statements of the operating company of the Group, PTL Limited (formerly Philip Toledo Limited), for the financial year ended 30 November 2011 and for the financial period from 1 December 2011 to 31 December 2012 have been audited by PricewaterhouseCoopers of 78, Mill Street, Qormi QRM 3101. The financial statements of PTL Limited for the financial year ended 31 December 2013 have been audited by Deloitte Audit Limited of Deloitte Place, Mriehel Bypass, Mriehel BKR 3000, Malta. PricewaterhouseCoopers and Deloitte Audit Limited are firms of certified public accountants, each holding a warrant to practice the profession of accountant in terms of the Accountancy Profession Act (Cap. 281 of the Laws of Malta).

4. PRESENTATION OF CERTAIN INFORMATION & CORPORATE RESTRUCTURING

The Company was registered on 23 December 2013 as a private limited liability company for the purpose of developing and managing the technology business of Hili Ventures Limited (C 57902), the parent company of the Issuer. Upon incorporation, the Company acquired a 100% shareholding in PTL International Limited (C 63276) which was set up on the same day. Subsequently, by virtue of a number of share transfer instruments the latter company acquired the Group companies highlighted in section 6.3 of this Registration Document, other than (i) PTL Company B.V. (28889541) and Ipsyon Limited (C 65394) which were incorporated after the said transactions; and (ii) SAD and APCO which were acquired from third parties in 2014. As at 31 December 2013, the principal operating company of the Group was PTL.

PTL (a company incorporated on 16 November 1976 under the name 'Philip Toledo Limited' and registered in Malta with registration number C 3545) was acquired by the Hili group on 9 February 2012 pursuant to the subscription of all of PTL's ordinary shares by Motherwell Bridge Limited (C 49248) and Motherwell Bridge Estates Limited (C 54894), as to 49,999 ordinary shares and 1 ordinary share respectively of €2.329373 each share. The shares held by Motherwell Bridge Limited were subsequently transferred to Hili Company Limited (C 57955) on 28 July 2013, and the 1 ordinary share held by Motherwell Bridge Estates Limited was transferred to Hili Ventures Limited on 25 October 2013. PTL issued a further 150,255 ordinary shares on 11 December 2013 to Hili Company Limited, and on 30 December 2013 transferred its shareholding in PTL to PTL International Limited (C 63276).

On 30 June 2014 and 1 August 2014, the Group acquired SAD and APCO respectively. Further information on the said transactions is included in section 5 of this Registration Document.

In this context, and with a view of presenting financials of the Group as currently constituted, the financial information contained in this Prospectus for the year ended 31 December 2013 and for the six months ended 30 June 2014 has been prepared on a pro forma consolidated basis to reflect: (i) the above restructuring process that positions the Issuer as the parent company of the Group; and (ii) the enlarged Group as a result of the acquisition of SAD and APCO.

5. INVESTMENTS

During the current financial year ending 31 December 2014, the Group carried out the following investment transactions:

- On 12 June 2014 Hili Ventures Limited (C 57902), the parent company of the Group, entered into an agreement with Milton S.a.r.l. (registered in Luxembourg with registration number 123486) to acquire from the latter party the issued share capital of SAD Sp. z o.o. By virtue of an assignment agreement entered into on 23 June 2014, Hili Ventures Limited transferred all its rights and obligations under the purchase agreement to PTL Poland Sp. z o.o. (formerly Foxleed Investments Sp. z o.o. (500329)). The effective date of purchase was 30 June 2014. The acquired business operates 22 Apple stores in Poland and is involved in the provision of technology solutions to businesses and government entities. The business of SAD is described in further detail in section 6.5 of this Registration Document.

- On 18 July 2014, PTL International Limited (C 63276) acquired all the issued share capital of each of APCO Limited and APCO Systems Limited (hereinafter referred to as APCO), except for one share in each of the acquired companies which was subscribed to by the Issuer. The effective date of the agreements was 1 August 2014. APCO is principally engaged in the supply of cash-handling equipment such as ATMs and point-of-sale terminals, and is a provider of electronic payments transaction processing services under the brand name "APCOPAY". An overview of the business of APCO is included in section 6.6 of this Registration Document.

The Group's management has not made any firm commitments on any material future investments.

6. INFORMATION ABOUT THE ISSUER AND THE GROUP

6.1 Introduction

Full legal and commercial name of the Issuer:	**PTL Holdings p.l.c.**
Registered address:	**Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta**
Place of registration and domicile:	**Malta**
Registration number:	**C 63261**
Date of registration:	**23 December 2013**
Legal form:	**The Issuer is lawfully existing and registered as a public limited liability company in terms of the Act**
Telephone number:	**+356 2144 5566**
E-mail address:	**ptlholdings@ptli.net**
Website:	**www.ptli.net**

6.2 Principal activities and markets of the Issuer

The Issuer was registered on 23 December 2013 as a private limited liability company and was subsequently converted into a public limited liability company on 20 October 2014. It is a wholly-owned subsidiary of Hili Ventures Limited and is the parent company of the technology business division of the Hili Ventures Group.

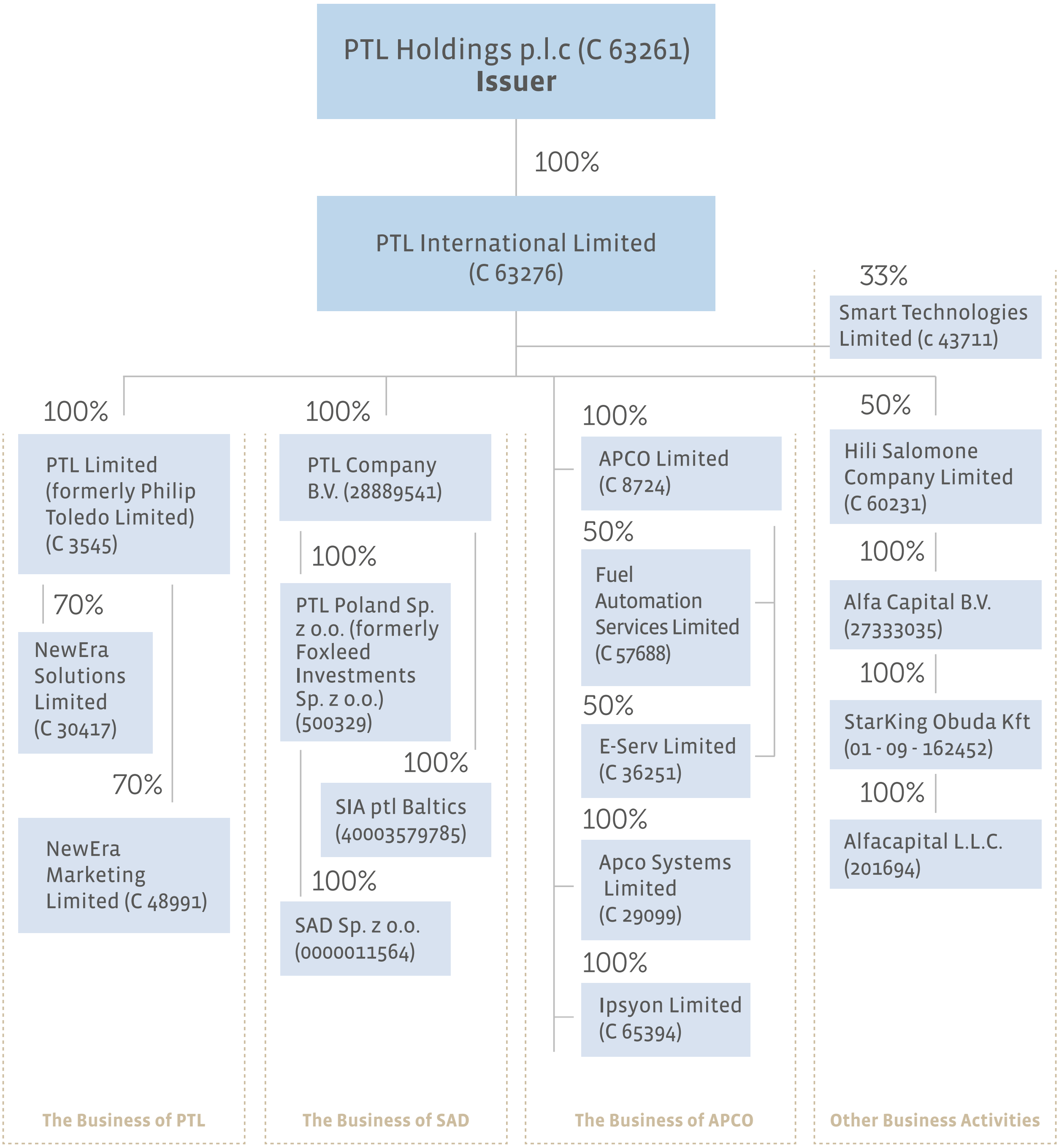
The principal object of the Issuer is to carry on the business of a holding and finance company. The Issuer does not itself undertake any trading activities apart from the raising of capital and the advancing thereof to members of the Group. Accordingly, the Issuer is economically dependent on the financial and operating performance of the business of PTL, SAD and APCO.

The Issuer operates exclusively in and from Malta.

The principal activities and markets of PTL, SAD and APCO are detailed in sections 6.4.1, 6.5.1 and 6.6.1 respectively of this Registration Document.

6.3 Group organisational structure

The organisational structure of the Group is illustrated in the diagram hereunder:



A brief overview of each of the business areas of the Group is provided in sections 6.4 to 6.7 below.

6.4 PTL

6.4.1 Business overview

PTL is a multi-brand information technology solutions provider to businesses and the public sector primarily in Malta and to a lesser extent in the Middle East. PTL provides comprehensive and integrated solutions for its customers' technology needs through the company's extensive hardware, software and value-added service offerings. The breadth of offerings allows customers to streamline their procurement processes by partnering with PTL as a complete technology solutions provider. The company's hardware offerings include products with leading brands across multiple categories such as network communications, notebooks/mobile devices, data storage, video monitors, printers, desktops and servers, among others. Software offerings include licensing, licensing management and software solutions and services that help customers to optimise their software investments. PTL offers a full suite of value-added services, which typically are delivered as part of a technology solution, to help customers meet their specific needs.

Solutions range from configuration services for computer devices to fully integrated solutions such as virtualisation, collaboration, security, application integration and migration, mobility and cloud computing. With broad technical scope and capabilities, PTL offers a single source for its clients' diverse IT requirements, which involves assessing, designing, deploying and managing IT solutions to help customers enable, manage and secure their IT environments.

PTL's business is well-diversified across customers, products and service offerings and vendors from whom it purchases products and software for resale. The company has aligned its sales and marketing functions around customer channels to retain and increase sales to existing customers and to acquire new customers. The direct selling personnel are supported by a team of technology specialists who design solutions and provide recommendations in the selection and procurement processes. Products are purchased for resale from original equipment manufacturers (OEMs) and distributors. Management maintains that effective purchasing from a diverse vendor base is a key element of the company's business strategy. PTL is authorised by OEMs to sell all or selected products offered by the manufacturer, and operate as a reseller for major software publishers that allows the end-user customer to acquire packaged software or licensed products and services.

PTL offers its end-to-end services to entities from various industry sectors, but predominantly operates within a set of industry vertical markets where the Group has developed extensive knowledge and expertise. Such vertical markets include the following:

- **Retail and Distribution** – PTL provides a variety of solutions to businesses in Malta and the Middle East ranging from point-of-sale devices, merchandising infrastructure and supply chain systems to customer loyalty programmes, security products and services.

- **Banking** – PTL primarily supplies the banking industry in Malta with NCR deposit ATMs and also offers ancillary support services.

- **Public sector** – PTL supplies IT products (hardware and software) and provides support services to a number of government entities and public sector organisations in Malta.

6.4.2 Financial information

The financial information about PTL is included in the audited financial statements of PTL for the financial periods ended 30 November 2011, 31 December 2012 and 31 December 2013. The said statements have been published and are available at the registered office of the Issuer.

Set out below are highlights taken from the audited financial statements of PTL for the financial periods indicated hereunder.

PTL Limited (formerly Philip Toledo Limited)
Income Statement for the year ended 31 December 2013

	2013 (12 months) (€'000)	2012 (13 months) (€'000)	2011 (12 months) (€'000)
Revenue	9,604	8,802	6,546
Net operating costs	(8,669)	(8,472)	(6,185)
EBITDA	**935**	**330**	**361**
Depreciation and amortisation	(122)	(202)	(103)
Other income	-	2,205	-
Net finance costs	(67)	(77)	(31)
Profit before tax	**746**	**2,256**	**227**
Taxation	(195)	(296)	(85)
Profit after tax	**551**	**1,960**	**142**

PTL Limited (formerly Philip Toledo Limited)
Balance Sheet as at

	31 Dec' 13 (€'000)	31 Dec' 12 (€'000)	31 Dec' 11 (€'000)
ASSETS			
Non-current assets	516	291	349
Current assets	4,734	4,550	3,555
Total assets	**5,250**	**4,841**	**3,904**
EQUITY AND LIABILITIES			
Total equity	**719**	**468**	**120**
Liabilities			
Non-current liabilities	797	947	-
Current liabilities	3,734	3,426	3,784
Total liabilities	**4,531**	**4,373**	**3,784**
Total equity and liabilities	**5,250**	**4,841**	**3,904**

PTL Limited (formerly Philip Toledo Limited) Cash Flow Statement for the year ended 31 December 2013	2013 (12 months) (€'000)	2012 (13 months) (€'000)	2011 (12 months) (€'000)
Net cash from operating activities	239	246	160
Net cash from investing activities	(377)	2,101	(127)
Net cash from financing activities	18	(1,469)	(134)
Net movement in cash and cash equivalents	**(120)**	**878**	**(101)**
Cash and cash equivalents at beginning of period	277	(601)	(500)
Cash and cash equivalents at end of period	**157**	**277**	**(601)**

Review of performance and state of affairs

Revenue for the year ended 31 December 2013 amounted to €9.6 million, an increase of 9% from the previous year and which followed an increase of 35% from FY2011. In FY2013, 18% of revenue was generated from clients located in the Middle East which operate in the retail sector. In addition, 5% of turnover was derived from the sale of ATMs to banks in Libya.

During the reviewed period PTL registered an improved EBITDA of €935,000, which is significantly higher than the figures for FY2012 (€330,000) and FY2011 (€361,000). This was reflected in the bottom line as profit after tax increased from €14,000 (being €1,960,000 profit after tax less €1,946,000 relating to the one-off property transaction) in FY2012 to €551,000 in FY2013.

In FY2012 the company was acquired by the Hili group by way of the transfer of PTL's issued ordinary shares. As a result the financial year end was changed to match that of the Group from 30 November to 31 December. During the year ended 31 December 2012, the company disposed of immovable property and recorded a gain of €2.2 million. In the same year, dividends amounting to €3 million were paid to the company's shareholders, and shareholders made a capital contribution of €0.35 million, which was subsequently capitalised in 2013.

6.5 SAD

6.5.1 Business overview

SAD is Poland's largest Apple retailer and operates 22 stores under the iSpot brand, together with a well-developed online proposition. As an Apple Premium Reseller and Apple Authorised Service Provider, SAD outlets carry a full range of Apple products, including software and accessories, and through its trained staff also offer support and repair services to customers regardless of where they originally purchased the Apple product from. In addition to Apple solutions, iSpot stores offer an extensive range of third-party products and software.

SAD is also involved in turnkey solutions for government agencies and business customers, and its services comprise the design and construction of networks, data security, and the supply of hardware and software. Moreover, as a certified Apple Authorised Training Centre, SAD has since incorporation participated in numerous projects relating to the implementation of Apple technology in higher education, has equipped more than 2,000 school technology labs and provided training to *circa* 8,500 teachers on information technology.

An important part of SAD's business is its involvement in the audio-video market, streaming and TV broadcasting. In this niche market, SAD provides TV stations, production companies, content owners and broadcasters with innovative technology and integration solutions to enable the production of live, enriched video programming. SAD's clients comprise most of the major TV stations in Poland, including TVN, TVP and Polsat.

6.5.2 Financial information

The financial information about SAD is included in the audited financial statements of SAD Sp. z o.o for the years ended 31 December 2011, 31 December 2012 and 31 December 2013. The said statements have been published and are available at the registered office of the Issuer.

Set out below are highlights taken from the audited financial statements of SAD Sp. z o.o for the financial years indicated hereunder. The reporting currency of the company is the Polish Zloty. For comparative purposes, the financial information below has been translated into Euro, being the functional currency of the Group, at an average conversion rate of 1 Polish Zloty: €0.24.

SAD Sp. z o.o.
Income Statement for the year ended 31 December

	2013 (€'000)	2012 (€'000)	2011 (€'000)
Revenue	77,342	56,561	38,622
Net operating costs	(73,879)	(54,441)	(37,374)
EBITDA	**3,463**	**2,120**	**1,248**
Depreciation and amortisation	(800)	(553)	(344)
Other net income	171	(187)	(77)
Net finance costs	(88)	(26)	(87)
Profit before tax	**2,746**	**1,354**	**740**
Taxation	(495)	(257)	(30)
Profit before tax	**2,251**	**1,097**	**710**

SAD Sp. z o.o.
Balance Sheet as at 31 December

	2013 (€'000)	2012 (€'000)	2011 €'000)
ASSETS			
Non-current assets	5,273	3,515	2,317
Current assets	14,797	11,808	9,137
Total assets	**20,070**	**15,323**	**11,454**
EQUITY AND LIABILITIES			
Total equity	**7,067**	**4,812**	**3,711**
Liabilities			
Non-current liabilities	1,561	1,094	37
Current liabilities	11,442	9,417	7,706
Total liabilities	**13,003**	**10,511**	**7,743**
Total equity and liabilities	**20,070**	**15,323**	**11,454**

SAD Sp. z o.o.
Cash Flow Statement for the year ended 31 December

	2013 (€'000)	2012 (€'000)	2011 (€'000)
Net cash from operating activities	2,975	2,475	(738)
Net cash from investing activities	(1,328)	(1,583)	(816)
Net cash from financing activities	(713)	(179)	40
Net movement in cash and cash equivalents	**934**	**713**	**(1,514)**
Cash and cash equivalents at beginning of period	1,126	413	1,927
Cash and cash equivalents at end of period	**2,060**	**1,126**	**413**

Review of performance and state of affairs

SAD's principal business activity is that of a reseller of Apple products, primarily through its 22 retail outlets which operate as Authorised Premium Resellers under the proprietary iSpot brand. During the three years under review retail sales increased by 44% from €30.06 million in FY2011 to €43.40 million in FY2013, primarily as a result of new openings in FY2012 (2 new stores) and FY2013 (5 new stores). CPU, iPads and iPhones were the key type of merchandise sold by SAD in the reviewed years constituting on average 68% of total sales. In FY2013, traffic in stores was of *circa* 2.12 million customers (FY2012: 2.59 million), of which 264,195 visits (FY2012: 219,733) were converted to sales of products and services.

In addition to its retail operation, SAD generates business from the corporate sector which has been growing significantly in recent years mainly driven by B2B sales. In fact this sector expanded from 22% of aggregate turnover in FY2011 to 44% in FY2013. It is estimated that *circa* 50% of the business from the corporate sector represents pure sales of Apple products whereas the remaining portion includes other hardware sales and IT services.

Sales of services to corporate customers constituted 71% to 91% of total sales of services in the periods under consideration and pertained mainly to the design, planning, implementation of solutions for the media sector and consulting, maintenance, servicing and technical support regarding these solutions, as well as designing applications for corporate customers based on Apple and non-Apple products.

SAD's EBITDA margin improved from 3.2% in FY2011 to 4.5% in FY2013, which corresponded to an increase in net profit of €1.54 million from €0.71 million to €2.25 million in FY2013.

6.6 APCO

6.6.1 Business overview

APCO is a provider of electronic payments transaction processing services for retailers and internet-based merchants and operates under the brand name 'APCOPAY'. In addition, APCO is a supplier of ATMs (Wincor Nixdorf), point-of-sale terminals, plastic cards, deposit machines, currency exchanges, automotive fuel payment systems and other cash-handling equipment.

The primary business model of APCO is to enable merchants, that are APCO clients, to accept a variety of card and electronic based payments at the point of sale. The term "merchant" generally refers to any entity that accepts credit or debit cards for the payment of goods and services. APCO sells its products and services through multiple sales channels in Malta and internationally, and targets customers in many vertical markets.

Card-based payment forms consist of credit, debit, vouchers and prepaid cards. Credit and debit card transaction processing includes the processing of major international card brands such as MasterCard and Visa, as well as other debit networks. Electronic payment processing involves a consumer or cardholder acquiring goods or services from a merchant and using a credit or debit card or other electronic method as the form of payment. APCO is the processing intermediary between the merchant, the credit and debit networks and the financial institutions that issue cards. APCO's offerings include terminal sales and deployment, front-end authorisation processing, settlement and funding processing, full customer support, industry compliance, PCI-DSS (Payment Card Industry Data Security Standards) compliant, consolidated billing and statements, and on-line reporting. APCO's value proposition is to provide high quality, responsive, secure and full end-to-end service to all its customers.

The majority of merchant services revenue is generated on services priced as a percentage of transaction value or a specified fee per transaction, depending on card type. APCO also charges fees based on specific services that are unrelated to the number of transactions or the transaction value.

6.6.2 Financial information

The financial information about APCO Limited, which is engaged in the importation of office and banking equipment and the provision of payment services, is included in the audited financial statements of APCO Limited for the years ended 30 June 2012, 30 June 2013 and 30 June 2014. The said statements have been published and are available at the registered office of the Issuer.

The financial information about APCO Systems Limited, which is engaged in the provision of bespoke computer software and payment gateway solutions under the 'APCOPAY' brand, is included in the audited financial statements of APCO Systems Limited for the years ended 31 December 2011, 31 December 2012 and 31 December 2013. The said statements have been published and are available at the registered office of the Issuer.

Set out below are highlights taken from the audited financial statements of APCO Limited for the financial years indicated hereunder.

APCO Limited Income Statement for the year ended 30 June	2014 (€'000)	2013 (€'000)	2012 (€'000)
Revenue	3,428	3,618	4,251
Net operating costs	(3,048)	(3,344)	(3,726)
EBITDA	**380**	**274**	**525**
Depreciation and amortisation	(11)	(21)	(20)
Other income	163	117	160
Net finance costs	(3)	-	-
Profit before tax	**529**	**370**	**665**
Taxation	(167)	(137)	(209)
Profit after tax	**362**	**233**	**456**

APCO Limited Balance Sheet as at 30 June	2014 (€'000)	2013 (€'000)	2012 (€'000)
ASSETS			
Non-current assets	908	860	861
Current assets	1,414	3,518	3,244
Total assets	**2,322**	**4,378**	**4,105**
EQUITY AND LIABILITIES			
Total equity	**719**	**1,904**	**1,701**
Liabilities			
Current liabilities	1,603	2,474	2,404
Total liabilities	**1,603**	**2,474**	**2,404**
Total equity and liabilities	**2,322**	**4,378**	**4,105**

APCO Limited Cash Flow Statement for the year ended 30 June	2014 (€'000)	2013 (€'000)	2012 (€'000)
Net cash from operating activities	(1,799)	664	408
Net cash from investing activities	(8)	(51)	(230)
Net movement in cash and cash equivalents	**(1,807)**	**613**	**178**
Cash and cash equivalents at beginning of period	2,227	1,636	1,485
Effect of exchange rate changes	(10)	(22)	(27)
Cash and cash equivalents at end of period	**410**	**2,227**	**1,636**

Review of performance and state of affairs

Revenue primarily comprises of: (i) hardware sales mainly to the banking and finance sector, and includes sales of automation equipment such as ATMs, point-of-sale terminals and foreign exchange machines; and (ii) the provision of online payment solutions to web merchants. As a payment service provider the company offers a single payment gateway that provides the merchant's customers access to multiple payment methods via various banks, cards and payment networks. The platform is developed and owned by its sister company, APCO Systems Limited.

Income increased significantly in FY2012 by €1.90 million (FY2011: €2.35 million) mainly due to growth in the payment solutions sector. During the said year, the company experienced an increase in the number of new merchants and a corresponding increase in the processing of payments. However, most of these merchants terminated the service in FY2013 and as a result revenue in FY2013 was lower than the preceding financial year. Further to the above event, management resolved to better evaluate prospective merchants and initiate business relationships only with more established and stable merchants.

Revenue registered in FY2014 was 5% lower than in the preceding year, principally as a result of a further decrease in the provision of services which declined by 12% to €1.86 million. This movement was partly compensated for by an increase of 8% in the sale of equipment to €1.57 million. In FY2014, operating costs were significantly lower than in FY2013, which improved EBITDA by 39% to €380,000.

Revenue generated from the provision of payment services is highly volatile partly due to seasonality factors that affect the business activities of APCO's clients. A portion of its customer base operates in the gaming industry and as a result the number of major sports events has a material impact on the volume of transactions and achieved revenue. In FY2013, apart from the exceptional movement in merchant accounts described above, the lack of major sports events in the summer months also contributed to lower income for the year. As for FY2014, the company experienced a general decrease in transactions volume during the year which adversely impacted revenue from services. With respect to the cash flow statement, the main outflow in operating activities related to a dividend payment of €1.55 million to the company's previous owners.

Set out below are highlights taken from the audited financial statements of APCO Systems Limited for the financial years indicated hereunder.

APCO Systems Limited Income Statement for the year ended 31 December	2013 (€'000)	2012 (€'000)	2011 (€'000)
Revenue	1,728	1,419	1,233
Net operating costs	(953)	(520)	(416)
EBITDA	**775**	**899**	**817**
Depreciation and amortisation	(7)	(8)	(8)
Other income	6	194	45
Profit before tax	**774**	**1,085**	**854**
Taxation	(268)	(312)	(283)
Profit after tax	**506**	**773**	**571**

APCO Systems Limited Balance Sheet as at 31 December	2013 (€'000)	2012 (€'000)	2011 (€'000)
ASSETS			
Non-current assets	63	63	18
Current assets	1,954	2,107	1,580
Total assets	**2,017**	**2,170**	**1,598**
EQUITY AND LIABILITIES			
Total equity	**1,373**	**1,734**	**1,054**
Liabilities			
Current liabilities	644	436	544
Total liabilities	**644**	**436**	**544**
Total equity and liabilities	**2,017**	**2,170**	**1,598**

APCO Systems Limited Cash Flow Statement for the year ended 31 December	2013 (€'000)	2012 (€'000)	2011 (€'000)
Net cash from operating activities	951	145	107
Net cash from investing activities	(8)	(2)	(14)
Net cash from financing activities	(866)	(144)	(84)
Net movement in cash and cash equivalents	**77**	**(1)**	**9**
Cash and cash equivalents at beginning of period	13	14	5
Cash and cash equivalents at end of period	**90**	**13**	**14**

Review of performance and state of affairs

APCO Systems Limited has developed a single payment gateway under the brand 'APCOPAY'. In this respect, revenue is generated from annual fees, fees charged on transaction volumes and support services. Such revenue is charged to its sister company, APCO Limited.

6.7 Other business activities

6.7.1 Hili Salomone Company Limited

Hili Salomone Company Limited was incorporated to operate Apple stores, as an Apple Premium Reseller, in Hungary and Romania. Under the brand name 'iCentre', the company operates 3 stores in Hungary and 1 outlet in Romania. The Group holds a 50% shareholding in the company.

6.7.2 Smart Technologies Limited

Smart Technologies Limited is principally engaged in information technology outsourcing services and rental of equipment including desktops, laptops and netbooks. The company also manages and supports portfolios of IT assets for corporate clients through leasing packages. The Group holds a 33.3% shareholding in Smart Technologies Limited.

6.7.3 Other Entities

The Group holds 50% of the issued share capital of each of Fuel Automation Services Limited and E-Serv Limited, both of which are non-operating companies.

6.8 Business development strategy

The key elements of the Group's strategy are:

The Group's vision is to be the trusted advisor to its clients, helping them enhance their business performance through innovative technology solutions. The Group's value is its ability to guide, advise, implement and manage IT solutions for its clients, and the strategy is to grow profitable market share by delivering relevant IT solutions to customers on a scalable support and delivery platform. With the continual emergence of new technologies and technology solutions in the IT industry, management believes businesses continue to seek technology providers to supply value-added advice to help them identify and deploy IT solutions, rather than to just supply product selection, price and availability. The Group believes that it is well positioned in the market and can gain profitable market share and provide enhanced value to clients.

The Group's strategy is based on the following cornerstones:

- Growing the traditional core business faster than market through innovation and additional products;

- Strengthening the core business through targeted expansion of its range of software solutions and support services;

- Focusing on increasing penetration of Apple products and services in Poland through the expansion of Apple stores and further developing business-to-business propositions; and

- Pursue potential acquisitions or investments that have high growth potential.

7. TREND INFORMATION AND FINANCIAL PERFORMANCE

7.1 Trend information

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

At the time of publication of this Registration Document, the Issuer considers that its future performance is intimately related to the performance of the PTL Group. The Issuer considers that generally the PTL Group will be subject to the normal business risks associated with the principal activities detailed in section 6 above and does not anticipate any trends, uncertainties, demands, commitments or events outside the ordinary course of business that could be deemed likely to have a material effect on the upcoming prospects of its business and that of the PTL Group, at least with respect to the current financial year and the forecast year ending 31 December 2015.

The following is an overview of the trends expected in the key areas of operation of the PTL Group in the foreseeable future:

IT products and services

The IT hardware, software and services industry is very fragmented and highly competitive. PTL competes with a large number and wide variety of marketers and resellers of IT hardware, software and services. The competitive landscape in the industry is continually changing as various competitors expand their product and service offerings. In addition, emerging models such as cloud computing are creating new competitors and opportunities in messaging, infrastructure, security, collaboration and other services offerings, and, as with other areas, PTL both resells and competes directly with many of these offerings.

Reselling of Apple products and services

The market in Poland for Apple products and services is highly competitive. As with other developed markets, the market is characterised by frequent product introductions and rapid technological advances that have substantially increased the capabilities and use of mobile communication and media devices, personal computers, and other digital electronic devices. SAD competes with other resellers of Apple products and services, and therefore the main competing factors are not price or quality of products, but location of stores, quality of service provided and share of the business-to-business market. SAD's other competitors, who sell mobile devices and personal computers based on other operating systems, typically undertake aggressive cut prices and lower their product margins to gain or maintain market share.

SAD is highly dependent on Apple to continuously introduce new and improved products and services ahead of competitors so as to maintain high demand for Apple offerings. Principal competitive factors important to SAD include price, product features, relative price/performance, product quality and reliability, design innovation, a strong third-party software and peripherals ecosystem, marketing and reselling capability, service and support, and corporate reputation.

Electronic payment gateway and related services

APCO believes that electronic transactions will expand further in the future and that an increasing percentage of these transactions will be processed through emerging technologies. Competitors are continually offering innovative products and enhanced services, such as products that support smart phones that contain mobile wallet software. As mobile payments continue to evolve and are desired by merchants and consumers, APCO will continue to develop new products and services that will leverage the benefits that these new technologies can offer customers. In addition, it is expected that new markets will develop in areas that have been previously dominated by paper-based transactions. Industries such as e-commerce, government, recurring payments and business-to-business should continue to see transaction volumes migrate to more electronic-based settlement solutions. As a result, the continued development of new products and services and the emergence of new vertical markets will provide opportunities for APCO to expand its business in the years to come.

7.2 Key financial review

The following financial information is extracted from the pro forma consolidated financial statements of the Issuer for the year ended 31 December 2013 and for the six-month period ended 30 June 2014, full versions of which are available for inspection as indicated in section 17 below. The aforesaid pro forma financial information has been prepared to take into account the changes that have taken place in the structure of the Group as described in section 17 of this Registration Document.

The pro forma consolidated financial information has been prepared for illustrative purposes only. Because of its nature, the pro forma consolidated financial information addresses a hypothetical situation and therefore does not represent the Group's actual financial position or results as at 31 December 2013 and 30 June 2014. In the basis of preparation of the pro forma consolidated financial information, it has been assumed that the Issuer has controlled the Group as from 1 January 2013, and that the acquisitions of SAD and APCO have occurred with effect from 1 January 2013.

The latest audited financial statements of each individual company forming part of the Group, other than the Issuer and PTL International Limited which were both incorporated in December 2013, have been published and are available at the registered office of the Issuer.

Pro forma financial information for the year ended 31 December 2013

PTL Holdings p.l.c. Pro Forma Consolidated Income Statement for the year ended 31 December 2013	(€'000)
Revenue	90,864
Net operating costs	(85,259)
EBITDA	**5,605**
Depreciation and amortisation	(950)
Net finance costs	(1,836)
Profit before tax	**2,819**
Taxation	(666)
Profit after tax	**2,153**

The pro forma consolidated income statement comprises the financial performance of PTL, SAD and APCO for the year ended 31 December 2013. During the review period, 90% of revenue and 65% of EBITDA was generated by SAD. Each of the operating businesses of the Group is described in further detail in sections 6.4 to 6.6 of this Registration Document.

PTL Holdings p.l.c. Pro Forma Consolidation Balance Sheet as at 31 December 2013	(€'000)
ASSETS	
Non-current assets	47,745
Current assets	25,643
Total assets	**73,388**
EQUITY AND LIABILITIES	
Total equity	**6,795**
Liabilities	
Non-current liabilities	47,519
Current liabilities	19,074
Total liabilities	**66,593**
Total equity and liabilities	**73,388**

Total assets of the Group primarily include tangible assets (furniture, fittings and equipment) and goodwill and intangibles arising on the acquisition of SAD and APCO of *circa* €41 million. The Group does not own any immovable property. Current assets mainly comprise inventory, trade and other receivables, cash balances.

Total liabilities of the Group primarily comprise trade and other payables amounting to €16.4 million, and borrowings totalling €42.0 million which were used for the purpose of acquiring SAD and APCO. Such borrowings are composed of bank loans of €33.7 million and a loan from the Issuer's parent company of €8.3 million.

Pro forma financial information for the six month period ended 30 June 2014

PTL Holdings p.l.c. Pro Forma Consolidated Income Statement for the six month period ended 30 June 2014	(€'000)
Revenue	54,614
Net operating costs	(53,284)
EBITDA	**1,330**
Depreciation and amortisation	(538)
Share of profits/(losses) of associate and jointly controlled entities	(145)
Net finance costs	(992)
Loss before tax	**(345)**
Taxation	(63)
Loss after tax	**(408)**

PTL Holdings p.l.c. Pro Forma Consolidation Balance Sheet as at 30 June 2014	(€'000)
ASSETS	
Non-current assets	46,082
Current assets	20,318
Total assets	**66,400**
EQUITY AND LIABILITIES	
Total equity	**3,787**
Liabilities	
Non-current liabilities	47,510
Current liabilities	15,103
Total liabilities	**62,613**
Total equity and liabilities	**66,400**

In the first six months of 2014, SAD was the principal contributor to the Group results, both in terms of revenue and profit after tax. As to PTL, its results for the period were impacted by a reduction in revenue from the Middle East due to the termination of service of a solutions supplier to the retail sector. On the other hand, 30% of PTL's revenue related to the sale of ATMs to Libyan banks. The latter activity has ceased and as such management does not anticipate any sales to Libyan clients in the near term. Business generated in Malta remained relatively stable although profit margins were lower due to a shift from larger scale IT projects to smaller assignments. Profitability in the interim period was adversely affected by acquisition costs of €1.1 million.

8. MANAGEMENT AND ADMINISTRATION

8.1 The Board of Directors of the Issuer

The Issuer is currently managed by a board of five directors entrusted with the overall direction and management of the Issuer. The Board currently consists of one executive Director and four non-executive Directors. The business address of each Director is the registered office of the Issuer.

8.1.1 Executive Director

The Executive Director of the Issuer is entrusted with the company's day-to-day management and is also a director or officer of other companies within the PTL Group. He is supported in this role by several consultants and benefits from the know-how gained by members and officers of the PTL Group.

The Executive Director of the Issuer is Richard Abdilla Castillo.

8.1.2 Non-Executive Directors

The Non-Executive Directors constitute a majority on the Board of the Issuer and their main functions are to monitor the operations of the Executive Director and his performance, as well as to review any proposals tabled by the Executive Director.

The Non-Executive Directors are Melo Hili, Stephen Kenneth Tarr, John Roberts and Karl Fritz.

8.1.3 Curriculum vitae of Directors of the Issuer

Carmelo *sive* Melo Hili - Chairman

Melo Hili is Chairman and non-Executive Director of the Issuer, and is also Chairman and Chief Executive of Hili Ventures Limited, the ultimate parent company of the PTL Group. Within the Hili Ventures Group, Melo Hili is a director of Hili Company Limited, the logistics and engineering division, a director of Hili Properties Limited, the property management division, and Chairman of Premier Capital p.l.c., the division which operates 60 McDonald's restaurants in Estonia, Greece, Latvia, Lithuania and Malta.

Mr Hili joined the family business in 1988 and was appointed managing director of Motherwell Bridge Limited, then a joint venture with Motherwell Bridge Group of Scotland. He later headed the company's Italian operation and was a board member of Motherwell Bridge Bhicam in the Bahamas. Mr Hili was named Developmental Licensee for McDonald's in Malta in 2005 and became managing director of Premier Capital. Premier Capital acquired the Development Licence for Estonia, Lithuania and Latvia in 2007 and for Greece in 2011. Mr Hili is a member of the supervisory board of the Ronald McDonald Charity Foundation in Latvia.

Richard Abdilla Castillo – Executive Director

Richard Abdilla Castillo is an Executive Director of the Issuer. He is a Certified Public Accountant. Mr Abdilla Castillo is Finance Director of Hili Ventures Limited and a director in Hili Company Limited, Hili Properties Limited and Premier Capital p.l.c., all forming part of the Hili Ventures Group.

He joined the group in 1989 as a Financial Controller and has since been extensively involved in the growth of the group's companies. Mr Abdilla Castillo previously occupied senior roles at KPMG Malta, formerly Joseph Tabone and Co., within the firm's consultancy division. In his role at KPMG Malta, he was responsible for several companies in diverse industries, based in Malta and abroad.

Stephen Kenneth Tarr – Non-Executive Director

Stephen K. Tarr is a Non-Executive Director of the Issuer. He is the Chief People Officer of Hili Ventures Limited and also holds directorships with various companies within the Hili Ventures Group. Mr Tarr is a certified management consultant and sits on a number of company boards in the UK, Malta and Germany. Throughout his career, he has been involved in more than 20 mergers and acquisitions, and is a specialist in supporting organisations in change management and people management.

Mr Tarr established Mdina Partnership, a management and people consultancy firm in 1980, after an apprenticeship in engineering and a career in sales in the UK. He has delivered bespoke training programmes to thousands of people within organisations of all sizes in more than 30 countries. Mdina Partnership has offices in the UK, Malta and Germany.

John Roberts – Independent Non-Executive Director

John Roberts is a Non-Executive Director of the Issuer. He has specialised in company law and corporate finance since 1979, acting for UK private companies and international public companies. He was admitted as a solicitor in 1968 after graduating LLB from the University of Liverpool with a First Class Honours. After a stint with the Law Commission, he joined London-based Goodman Derrick LLP in 1970. He was appointed partner with the firm in 1974, senior partner in 1998, and consultant in 2014. Mr Roberts is a former director of the English National Ballet, English National Ballet Enterprises Limited and Royal Southern Yacht Club Limited. He has been a director of The Borrow Foundation since 1992.

Karl Fritz – Independent Non-Executive Director

Karl Fritz has occupied key roles within the McDonald's system around Europe since 1992. He has served as Chief Financial Officer for McDonald's Central and Eastern Europe, Managing Director in Ukraine, Vice-President Southeast Europe with responsibility for eight countries, Project Leader for diversification and exit in Chicago and Switzerland, Managing Director in Italy, and Vice-President Chief Supply Chain Officer for McDonald's Europe. After obtaining an MBA in Finance and International Tax from the Economic University in Vienna in 1985, he joined ITT Austria AG as internal auditor. He was later financial analyst at ITT Courier in Phoenix, Arizona, international controller at Alcatel Austria AG, and international controller at Austria-listed mining company VMAG. Mr Fritz is currently a franchisee with McDonald's in Switzerland in the Canton of Zug.

8.1.4 Service contracts of the Issuer's Directors

None of the Directors of the Issuer have a service contract with the Issuer.

8.1.5 Aggregate emoluments of the Issuer's Directors

In accordance with the Issuer's Articles of Association, the total emoluments payable to all Directors, whether as fees and/or salaries by virtue of holding employment with the Issuer, is subject to shareholder approval at general meeting.

None of the Directors have received emoluments for the financial period ended 31 December 2013.

8.1.6 Loans to the Issuer's Directors

There are no loans outstanding by the Issuer to any of its Directors nor any guarantees issued for their benefit by the Issuer.

8.1.7 Removal of the Issuer's Directors

A Director may, unless he resigns, be removed by the shareholder appointing him or by an ordinary resolution of the shareholders as provided in sections 139 and 140 of the Act.

8.1.8 Powers of the Issuer's Directors

By virtue of the Articles of Association of the Issuer the Directors are empowered to transact all business which is not by the Articles expressly reserved for the shareholders in general meeting. The powers of the Directors of the Issuer are better described in section 14.2 below.

8.2 Employees of the Group

As at the date of this Registration Document, the Group had a total of 362 employees, of which 17 staff members formed part of sales corporate team, 36 were involved in support and administration, whilst 195 employees were involved in sales retail. The remaining 114 employees form part of the Group's technical department. The Issuer does not have any employees of its own.

9. MANAGEMENT STRUCTURE

9.1 General

The Issuer is an investment company which does not require an elaborate management structure. Richard Abdilla Castillo has been appointed Executive Director of the Issuer. In the execution of the strategic direction, investment and management oversight of the Group, he is assisted by members of senior management of the PTL Group.

The Directors believe that the current organisational structures are adequate for the current activities of the Company. The Directors will maintain these 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.

9.2 Senior management

The members of senior management of the PTL Group are:

PTL International Limited

Kenneth Spiteri – Chief Executive Officer

Kenneth Spiteri is a management professional with several years' experience in banking, financial services, and sales and marketing. He began his professional career at Mid-Med Bank (now HSBC Bank Malta p.l.c.) before joining Global Capital p.l.c. as Chief Officer Sales. Mr Spiteri joined PTL Limited as Chief Executive Officer in 2012 from Go p.l.c., where he was Head of Business.

Jeffrey Cusens – Chief Financial Officer

Jeffrey Cusens is a chartered accountant with a 10-year background in advisory and audit with PwC Malta. Throughout his career, he headed the finance departments of the Dionica Group and Frosch Touristik International, and has worked in tourism and technology manufacturing. He joined PTL Limited in 2010 from Betfair International where he was Senior Accountant. Mr Cusens is a Fellow Chartered Accountant with the Institute of Chartered Accountants in England and Wales.

Paul Doyle – Chief Technology Officer

Paul Doyle is a technology professional with 15 years' international experience in telecoms, financial services, digital agencies, and ICT. He has been involved in operations, management and restructuring, and has held key roles in engineering, sales, product and project management, and solutions architecture. Before joining PTL Limited in 2013, Mr Doyle was IT Director at Huge, Senior Technical Staff at IPC Systems Inc., Technical Marketing Director at Endace, Principal Technologist at BEA System Inc., and director of Product Solutions at Ubiquity Software Corp plc.

PTL

Andrew Spiteri Willets – Director of Finance

Andrew Spiteri Willets is a Certified Public Accountant and holds an honours degree in Accountancy. He began his career in audit with a Big Four firm and later managed finance departments in the travel, igaming and insurance industries for several years. Andrew is a member of the Malta Institute of Accountants.

Tony Muscat – Chief Commercial Officer

Tony Muscat has held diverse roles throughout his career, including credit control at ExxonMobil and marketing executive at NCR Corporation before joining PTL Limited in 1992. He was appointed Chief Commercial Officer in 2012. Mr Muscat obtained an honours degree in Computer Science from the University of Bradford in 1989. He is a long-serving member of IBM's Global Business Partner Advisory Council.

Ambrose Muscat - General Manager (Middle East)

Ambrose Muscat is an experienced finance professional with a solid background in strategic management. He began his career at HSBC Bank Malta plc, and was later Manager of Epic Financial Services. In Dubai, Mr Muscat was Head of Wealth Management at British American Investment and private banker with Mashreq Bank. He has been heading PTL's branch in Dubai since 2012. Mr Muscat holds an MBA in Banking and Corporate Finance (Montreux) and several investment management qualifications.

Adrian Mifsud – Head Operations

Adrian Mifsud began his career at Mid-Med Bank (now HSBC Bank Malta p.l.c.) as a software developer, where he was engaged in Conversion of Banking System (Cobol), interfacing ATMs with back office systems, and implementation of cheque sorting and clearing systems. Before joining PTL Limited in 2014, he was Software Development Manager at BDS Ltd and IT Manager at Alf. Mizzi & Sons (Marketing) Ltd. He has experience with key projects including migration to ERP systems, CRM, business intelligence, sales force automation, migration of servers to VM environments, virtualisation of desktops and workflow.

SAD

Bartosz Sulek – Head Corporate Sales

Bartosz Sulek is an IT and media solutions designer with extensive experience of the Polish broadcasting, telecoms and media industries. He joined SAD Sp. z o.o. as Sales Director in 2010 from Poland's Comtegra Media Networks. Mr Sulek is responsible for managing negotiations and sales with major accounts. He determines and supervises the sales team's strategy, and spearheads the identification of new customers and projects. He graduated from Warsaw University of Technology as a telecommunications and multimedia engineer.

Magda Pilaszek – Head Sales and Marketing

Magda Pilaszek is an experienced marketer and previously worked as Marketing Manager at GTI, a leading Polish provider of telecommunication products and services. At SAD Sp. z o.o. Ms Pilaszek oversees the creation and execution of sales plans for the 22-store network of iSpot Apple Premium Resellers. She leads the development of the sales network and marketing activities, and ensures the highest customer service standards are maintained through internal audits and mystery shopper exercises. Ms Pilaszek graduated from the University of Warsaw and the School of Art and Design.

Marcin Kotas – Head Logistics

Marcin Kotas joined SAD Sp. z o.o. iSpot network in 2005 as a Store Manager and was promoted to Product Manager after two years. After a stint as Senior Product Manager in 2013, he assumed responsibility for the products and logistics of SAD Sp. z o.o.'s 22-store network of iSpot Apple Premium Resellers. He is responsible for building and maintaining appropriate stock levels of Apple and third party products in stores and at the central distribution centre. Mr Kotas works closely with Apple and major vendors to fulfil future demand, and leads the product management and logistics teams in maximising product availability. Mr Kotas read Economics, Geography and Regional Studies at Warsaw University.

APCO

Ian Pellicano – Managing Director

Ian Pellicano has more than 20 years' experience in IT and financial services sector. He is responsible for generating local and international business for payment enabling technologies, applying his extensive knowledge of card management and card personalisation systems, unattended sales platforms and payment gateways with special focus on anti-fraud systems. From 1991 to 1996, Mr Pellicano was Chief Information Officer at Austrian investment group Hasenbichler. He held directorships at Maltacom p.l.c. from 1999 to 2003, and at MaltaPost p.l.c. from 2003 to 2007.

Andrew Spiteri Willets – Director of Finance

Curriculum vitae is included above.

9.3 Conflict of interest

Melo Hili, Richard Abdilla Castillo and Stephen K. Tarr are directors of the Issuer and other companies of the PTL Group. Conflicts of interest could potentially arise in relation to transactions involving the Issuer and other companies of the PTL Group.

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 these different roles held by Directors, are handled in the best interest of the Issuer and according to law. The majority held by the independent Non-Executive Directors on the audit committee provides an effective measure to ensure that transactions vetted by the Audit Committee are determined on an arms-length basis. To the extent known or potentially known to the Issuer as at the date of this Registration Document, there are no potential conflicts of interest between any duties of the Directors towards the Issuer and their private interests and/or their other duties which require disclosure in terms of the Regulation.

9.4 Major shareholders of the Issuer

Hili Ventures Limited currently holds 8,399,723 of the Issuer's 8,399,724 ordinary shares in issue. The PTL Group is wholly owned directly or indirectly through Hili Ventures Limited by Melo Hili as to 50%, whilst the remaining 50% is held by Joseph *sive* Beppe Hili and other members of his family.

The Issuer adopts measures in line with the Code of Corporate Governance to ensure that the relationship with Hili Ventures Limited is retained at arm's length, including adherence to Rules on Related Party Transactions requiring the sanction of the Audit Committee, in which the majority is constituted by the two independent Non-Executive Directors of the Issuer.

10. AUDIT COMMITTEE PRACTICES

The terms of reference of the Audit Committee consist of *inter alia* its support to the Board of Directors of the Issuer in its responsibilities in dealing with issues of risk; control and governance; and associated assurance. The Board has set formal terms of establishment and the terms of reference of the Audit Committee that establish its composition, role and function, the parameters of its remit as well as the basis for the processes that it is required to comply with. The Audit Committee is a sub-committee of the Board and is directly responsible and accountable to the Board. The Board reserves the right to change these terms of reference from time to time.

Briefly, the Committee is expected to deal with and advise the Board on:

a) its monitoring responsibility over the financial reporting processes, financial policies and internal control structures;
b) maintaining communications on such matters between the Board, management and the independent auditors; and
c) preserving the company's assets by understanding the company's risk environment and determining how to deal with those risks.

In addition, the Audit Committee also has the role and function of scrutinising and evaluating any proposed transaction to be entered into by the Company and a related party, to ensure that the execution of any such transaction is at arm's length and on a commercial basis and ultimately in the best interests of the Company.

The Audit Committee is composed of Richard Abdilla Castillo, Melo Hili and Karl Fritz, the latter two members being Non-Executive Directors of the Company. The Audit Committee is chaired by Karl Fritz. In compliance with the Listing Rules, Karl Fritz is the independent Non-Executive Director considered by the Board to be the director competent in accounting and/or auditing matters. The CVs of the said Directors may be found in section 8.1.3 above.

11. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

Prior to the present issue, the Company was not regulated by the Listing Rules and accordingly was not required to comply with the Code of Principles of Good Corporate Governance forming part of the Listing Rules (the "**Code**"). As a consequence of the present issue of securities in accordance with the terms of the Listing Rules, the Issuer is required to comply with the provisions of the Code. The Issuer supports the Code and is confident that the application thereof shall result in positive effects accruing to the Issuer.

As at the date hereof, the Board considers the Company to be in compliance with the Code save for the following exceptions:

- **Principle 8:** The Issuer does not have a Remuneration Committee as recommended in Principle 8. The Issuer does not have any employees other than the Directors and the company secretary; and

- **Principle 8:** The Issuer does not have a Nomination Committee as recommended in Principle 8. Appointments to the Board of Directors of the Issuer are determined by the shareholders of the Company in accordance with the Memorandum and Articles of Association of the Issuer. The Issuer considers that the members of the Board provide the level of skill, knowledge and experience expected in terms of the Code.

12. HISTORICAL INFORMATION

The Issuer was set up on 23 December 2013 and since incorporation to the date of this Registration Document no financial statements have been prepared.

The financial information of the Group is included in the pro forma consolidated financial statements for the financial year ended 31 December 2013. The aforesaid statements, together with the audited financial statements of each of PTL, SAD and APCO have been published and are available at the Issuer's registered office.

The unaudited financial statements for the six month period ended 30 June 2014 are available at the Issuer's registered office.

There were no significant changes to the financial or trading position of the Issuer or the Group, since the end of the financial period to which the pro forma consolidated financial statements referred to in the above paragraph relate.

13. LITIGATION

There have not been any 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 (12) months prior to the date of the Prospectus which may have, or have had, in the recent past significant effects on the financial position or profitability of the Issuer or of the Group.

14. ADDITIONAL INFORMATION

14.1 Share capital

The current authorised share capital of the Company is ten million Euro (€10,000,000) divided into ten million (10,000,000) ordinary shares of a nominal value of one Euro (€1) each. The current issued share capital of the Company is eight million, three hundred and ninety-nine thousand, seven hundred and twenty-four Euro (€8,399,724) divided into eight million, three hundred and ninety-nine thousand, seven hundred and twenty-four (8,399,724) ordinary shares of one Euro (€1) each nominal value, fully paid up.

The issued shares in the Company are subscribed for, allotted and taken up as fully paid up shares by Hili Ventures Limited as to eight million, three hundred and ninety-nine thousand, seven hundred and twenty-three (8,399,723) ordinary shares of €1 each, and the remaining one (1) ordinary share of €1 is held by APM Holdings Limited (C 30527).

The authorised share capital of the Issuer may be increased by an ordinary resolution of the shareholders in general meeting. Shares can be issued when and under those conditions decided by a resolution of the shareholders in general meeting.

There are no classes of shares and each share confers the right to one (1) vote at general meetings of the Company. All ordinary shares rank *pari passu* in all respects.

The shares of the Company are not listed on the Exchange and no application for such listing has been made to date.

It is not expected that the Company issues during the next financial year any shares, whether fully or partly paid up, in consideration for cash or otherwise.

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

14.2 Memorandum and articles of association

14.2.1 Objects

In terms of its Memorandum of Association, the principal object of the Issuer is to purchase or otherwise acquire, under any title whatsoever, to hold and manage, by any title, movable and immovable property or other assets, including but not limited to securities and other financial interests.

Sub-Clause 4(n) of the Company's Memorandum of Association specifically provides that the Issuer is authorised and empowered to issue bonds, commercial paper or other instruments creating or acknowledging indebtedness and to sell or offer same to the public.

14.2.2 Appointment of Directors

The Directors of the Issuer are appointed in terms of the Company's Articles of Association. In line with generally accepted principles of sound corporate governance, at least one (1) of the Directors shall be a person independent of the Group.

14.2.3 Removal of Directors

In terms of the Company's Articles of Association, any Director may be removed at any time by the Company in general meeting, provided that the Director who is to be removed shall be given the opportunity of making representations to the general meeting at which a resolution for his removal is to be taken.

14.2.4 Powers of Directors

The Directors are vested with the management of the Issuer and their powers of management and administration emanate directly from the Memorandum and Articles of Association and the law. The Directors are empowered to act on behalf of the Issuer and, in this respect, have the authority to enter into contracts, sue and be sued in representation of the Issuer. In terms of the Memorandum and Articles of Association, the Directors may do all such things as are not by the Memorandum and Articles of Association reserved for the shareholders in general meeting.

Directors may not vote on any proposal, issue, arrangement or contract in which they have a personal material interest.

In terms of the Memorandum and Articles of Association, the Board of Directors may exercise all the powers of the Company to borrow money to an unlimited amount and to grant as security therefor a hypothecation and/or other charges upon the whole or any part of the Company's property, present and future.

There are no provisions in the Memorandum and Articles of Association regulating the retirement or non-retirement of directors over an age limit.

15. MATERIAL CONTRACTS

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

16. STATEMENTS BY EXPERTS AND DECLARATIONS OF ANY INTEREST

Save for the Financial Analysis Summary reproduced in Annex III of the Securities Note, the Prospectus does not contain any statement or report attributed to any person as an expert.

The Financial Analysis Summary dated 3 November 2014 has been included in the form and context in which it appears with the authorisation of Charts Investment Management Service Limited of Valletta Waterfront, Vault 17, Pinto Wharf, Floriana FRN 1913, Malta, which has given and has not withdrawn its consent to the inclusion of said report herein. Charts Investment Management Service Limited does not have any beneficial interest in the Issuer. The Issuer confirms that the Financial Analysis Summary has been accurately reproduced in the Prospectus and that there are no facts of which the Issuer is aware that have been omitted and which would render the reproduced information inaccurate or misleading.

17. DOCUMENTS AVAILABLE FOR INSPECTION

For the duration period of this Registration Document, the following documents or certified copies thereof, where applicable, shall be available for inspection at the registered office of the Issuer at Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta, during office hours:

(a) Memorandum and Articles of Association of the Issuer;
(b) Audited Financial Statements of PTL Limited, SAD Sp. z o.o and APCO Systems Limited for the years ended 31 December 2011, 2012 and 2013; and of APCO Limited for the years ended 30 June 2012, 2013 and 2014;
(c) Pro forma Consolidated Financial Information of the Issuer for the year ended 31 December 2013 and for the six month period ended 30 June 2014;
(d) The letter of confirmation drawn up by Deloitte Services Limited dated 3 November 2014;
(e) Financial Analysis Summary prepared by Charts Investment Management Service Limited dated 3 November 2014.

Items (a) and (e) above are also available for inspection in electronic form on the Issuer's website at www.ptli.net.

This document is a Securities Note issued in accordance with the provisions of Chapter 4 of the Listing Rules published by the Listing Authority and in accordance with the provisions of Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012, Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014. This Securities Note is issued pursuant to the requirements of Listing Rule 4.14 of the Listing Rules and contains information about the Bonds being issued by PTL Holdings p.l.c. Application has been made for the admission to listing and trading of the Bonds on the Official List of the Malta Stock Exchange. This Securities Note should be read in conjunction with the most updated Registration Document issued from time to time containing information about the Issuer.

3 November 2014

Securities Note

In respect of an Issue of €36 million 5.1% Unsecured Bonds 2024
of a nominal value of €100 per Bond issued at par by

PTL Holdings p.l.c.
(a public limited liability company registered under the laws of Malta
with registration number C 63261)

ISIN:- MT0000841206

Joint Manager & Registrar	Joint Manager	Legal Counsel	Sponsor
HSBC	BOV Bank of Valletta	GVTH Advocates	CHARTS Wealth Management ▪ Corporate Broking

APPROVED BY THE DIRECTORS

Carmelo *sive* Melo Hili

Richard Abdilla Castillo

Stephen K. Tarr

John Roberts

Karl Fritz

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

THE LISTING AUTHORITY ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THE PROSPECTUS, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THE PROSPECTUS INCLUDING ANY LOSSES INCURRED BY INVESTING IN THESE SECURITIES.

A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK INDEPENDENT FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY LISTED FINANCIAL INSTRUMENTS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN INVESTING IN THE SECURITIES OF AN ISSUER AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISOR.

TABLE OF CONTENTS

IMPORTANT INFORMATION

THIS SECURITIES NOTE CONTAINS INFORMATION ON AN ISSUE BY PTL HOLDINGS PLC (THE "**ISSUER**") OF €36 MILLION UNSECURED BONDS 2024 OF A NOMINAL VALUE OF €100, ISSUED AT PAR AND BEARING INTEREST AT THE RATE OF 5.1 % PER ANNUM, PAYABLE ANNUALLY ON 4 DECEMBER OF EACH YEAR. THE NOMINAL VALUE OF THE BONDS WILL BE REPAYABLE IN FULL AT MATURITY ON THE REDEMPTION DATE UNLESS OTHERWISE PREVIOUSLY REPURCHASED FOR CANCELLATION.

THIS SECURITIES NOTE CONTAINS INFORMATION ABOUT THE ISSUER AND THE BONDS IN ACCORDANCE WITH THE REQUIREMENTS OF THE LISTING RULES, THE ACT AND THE REGULATION, AND SHOULD BE READ IN CONJUNCTION WITH THE REGISTRATION DOCUMENT ISSUED BY THE ISSUER.

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

THE PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR BONDS 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.

IT IS THE RESPONSIBILITY OF ANY PERSONS IN POSSESSION OF THIS DOCUMENT AND ANY PERSONS WISHING TO APPLY FOR ANY BONDS 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 BONDS AND ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRY OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

SAVE FOR THE ISSUE IN THE REPUBLIC OF MALTA, NO ACTION HAS BEEN OR WILL BE TAKEN BY THE ISSUER THAT WOULD PERMIT A PUBLIC OFFERING OF THE BONDS 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. IN RELATION TO EACH MEMBER STATE OF THE EUROPEAN ECONOMIC AREA (OTHER THAN MALTA) WHICH HAS IMPLEMENTED DIRECTIVE 2003/71/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 4 NOVEMBER 2003 ON THE PROSPECTUS TO BE PUBLISHED WHEN SECURITIES ARE OFFERED TO THE PUBLIC OR ADMITTED TO TRADING OR WHICH, PENDING SUCH IMPLEMENTATION, APPLIES ARTICLE 3.2 OF SAID DIRECTIVE, THE BONDS CAN ONLY BE OFFERED TO "QUALIFIED INVESTORS" (AS DEFINED IN SAID DIRECTIVE) AS WELL AS IN ANY OTHER CIRCUMSTANCES WHICH DO NOT REQUIRE THE PUBLICATION BY THE ISSUER OF A PROSPECTUS PURSUANT TO ARTICLE 3 OF SAID DIRECTIVE.

THE BONDS HAVE NOT BEEN NOR WILL THEY BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT, 1933 AS AMENDED, OR UNDER ANY FEDERAL OR STATE SECURITIES LAW AND MAY NOT BE OFFERED, SOLD OR OTHERWISE TRANSFERRED, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, ITS TERRITORIES OR POSSESSIONS, OR ANY AREA SUBJECT TO ITS JURISDICTION (THE "U.S.") OR TO OR FOR THE BENEFIT OF, DIRECTLY OR INDIRECTLY, ANY U.S. PERSON (AS DEFINED IN REGULATION "S" OF THE SAID ACT). FURTHERMORE THE ISSUER WILL NOT BE REGISTERED UNDER THE UNITED STATES INVESTMENT COMPANY ACT, 1940 AS AMENDED AND INVESTORS WILL NOT BE ENTITLED TO THE BENEFITS SET OUT THEREIN.

A COPY OF THIS DOCUMENT HAS BEEN SUBMITTED TO THE LISTING AUTHORITY IN SATISFACTION OF THE LISTING RULES AND TO 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 THE PROSPECTUS ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THEREIN.

THE CONTENTS OF THE ISSUER'S WEBSITE OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE ISSUER'S WEBSITE 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 THE BONDS.

ALL THE ADVISORS TO THE ISSUER NAMED IN THE PROSPECTUS UNDER THE HEADING **"IDENTITY OF DIRECTORS, ADVISORS AND AUDITORS OF THE ISSUER"** UNDER SECTION 3 OF THE REGISTRATION DOCUMENT HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER IN RELATION TO THIS ISSUE AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION TOWARDS ANY OTHER PERSON AND WILL ACCORDINGLY NOT BE RESPONSIBLE TO ANY INVESTOR OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE PROSPECTUS.

THE VALUE OF INVESTMENTS CAN GO UP OR DOWN AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. THE NOMINAL VALUE OF THE BONDS WILL BE REPAYABLE IN FULL UPON MATURITY. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER ALL THE INFORMATION CONTAINED IN THE PROSPECTUS AS A WHOLE AND SHOULD CONSULT THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISORS BEFORE DECIDING TO MAKE AN INVESTMENT IN THE BONDS.

DEFINITIONS

Words and expressions and capitalised terms used in this Securities Note shall, except where the context otherwise requires and except where otherwise defined herein, bear the same meaning as the meaning given to such words, expressed and capitalised terms as indicated in the Registration Document forming part of the Prospectus. Additionally, the following words and expressions as used in this Securities Note shall bear the following meanings whenever such words and expressions are used in their capitalised form, except where the context otherwise requires:

Act	the Companies Act (Cap. 386 of the Laws of Malta);
Applicant/s	a person or persons whose name or names (in the case of joint applicants) appear in the registration details of an Application Form;
Application/s	the application to subscribe for Bonds made by an Applicant/s by completing an Application Form/s and delivering same to the Registrar or to any of the Authorised Financial Intermediaries;
Application Form	the forms of application of subscription for Bonds, specimens of which are contained in Annex II of this Securities Note;
Authorised Financial Intermediaries	the licensed stockbrokers and financial intermediaries listed in Annex I of this Securities Note;
Bond(s)	the €36 million unsecured bonds due 2024 of a face value of €100 per bond redeemable at their nominal value on the Redemption Date, bearing interest at the rate of 5.1% per annum, as detailed in this Securities Note;
Bondholder	a holder of Bonds;
Bond Issue	the issue of the Bonds;
Bond Issue Price	the price of €100 per Bond;
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;
Company or Issuer	PTL Holdings p.l.c., a company registered under the laws of Malta with company registration number C 63261 and having its registered office at Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta;
CSD	the Central Securities Depository of the Malta Stock Exchange authorised in terms of Part IV of the Financial Markets Act (Cap. 345 of the Laws of Malta), having its address at Garrison Chapel, Castille Place, Valletta, VLT 1063;
Cut-Off Date	close of business on 3 November 2014;
Directors or Board	the directors of the Company whose names and addresses are set out in section 3.1 ("Directors") of the Registration Document;
Euro or €	the lawful currency of the Republic of Malta;
Exchange, Malta Stock 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), having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta, and bearing company registration number C 42525;

Group or PTL Group	the Issuer, its subsidiaries and any affiliates, as further described in section 6 of the Registration Document;
Hili Ventures Group or HVL	Hili Ventures Limited, a company registered under the laws of Malta with company registration number C 57902 and having its registered office at Nineteen Twenty Three, Valletta Road, Marsa MRS 3000, Malta, its subsidiaries and any affiliates;
Hili Ventures Group Preferred Applicants	shareholders, directors and employees of any company forming part of the Hili Ventures Group as at the Cut-Off Date;
Interest Payment Date	4 December of each year between and including each of the years 2015 and the year 2024, provided that if any such day is not a Business Day such Interest Payment Date will be carried over to the next following day that is a Business Day;
Issue Date	expected on 16 December 2014;
Issue Period	the period between 24 November 2014 to 28 November 2014 during which the Bonds are on offer;
Listing Authority	the MFSA, appointed as Listing Authority for the purposes of the Financial Markets Act (Cap. 345 of the Laws of Malta) by virtue of Legal Notice 1 of 2003;
Listing Rules	the listing rules of the Listing Authority;
Memorandum and Articles of Association or M&As	the memorandum and articles of association of the Issuer in force at the time of publication of the Prospectus;
MFSA	the Malta Financial Services Authority, incorporated in terms of the Malta Financial Services Authority Act (Cap. 330 of the laws of Malta);
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;
Premier Capital Bondholders	holders of the 6.8% Premier Capital p.l.c. Bonds 2017-2020 (ISIN: MT0000511205) included on the bond register at the CSD as at the close of business on Monday, 3 November 2014 (the "Cut-Off Date"). For any avoidance of doubt, the bond register as at the Cut-Off Date will include trades undertaken up to and including Thursday, 30 October 2014;
Preplacement Offer	shall have the meaning set out in section 7.4 of this Securities Note;
Prospectus	collectively the Registration Document, Summary Note and this Securities Note (each as defined in this Securities Note);
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of 4 November, 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC, as may be amended from time to time;
Redemption Date	4 December 2024;
Redemption Value	the nominal value of each Bond (€100 per Bond);
Registrar	HSBC Bank Malta p.l.c. (C 3177) of 116 Archbishop Street, Valletta VLT1444, Malta;
Registration Document	the registration document issued by the Issuer dated 3 November 2014, forming part of the Prospectus;

Regulation	Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in a prospectus and dissemination of advertisements, as amended by: Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 amending Regulation (EC) No. 809/2004 as regards the format and the content of the prospectus, the base prospectus, the summary and the final terms and as regards the disclosure requirements; Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 amending Regulation (EC) No. 809/2004 as regards information on the consent to use of the prospectus, information on underlying indexes and the requirement for a report prepared by independent accountants or auditors; Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 amending Regulation (EC) No. 809/2004 as regards the disclosure requirements for convertible and exchangeable debt securities; and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014 as regards to regulatory technical standards for publication of supplements to the prospectus;
Securities Note	this document in its entirety;
Sponsor	Charts Investment Management Service Limited (C 7944) of Valletta Waterfront, Vault 17, Pinto Wharf, Floriana FRN 1913, an authorised financial intermediary licensed by the MFSA and a Member of the MSE;
Subscription Agreement	an agreement between the Issuer, the Registrar and an Authorised Financial Intermediary to subscribe for Bonds;
Summary Note	the summary note issued by the Issuer dated 3 November 2014, forming part of the Prospectus;
Terms and Conditions	the terms and conditions of the Bond Issue as contained in section 7 of this Securities Note.

2. RISK FACTORS

2.1 GENERAL

THE VALUE OF INVESTMENTS CAN GO UP OR DOWN AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE.

THE NOMINAL VALUE OF THE BONDS WILL BE REPAYABLE IN FULL UPON MATURITY ON THE REDEMPTION DATE UNLESS THE BONDS ARE PREVIOUSLY RE-PURCHASED AND CANCELLED.

AN INVESTMENT IN THE BONDS INVOLVES CERTAIN RISKS INCLUDING THOSE DESCRIBED BELOW. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER, WITH THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISORS, THE FOLLOWING RISK FACTORS AND OTHER INVESTMENT CONSIDERATIONS AS WELL AS ALL THE OTHER INFORMATION CONTAINED IN THE PROSPECTUS BEFORE DECIDING TO MAKE AN INVESTMENT IN THE BONDS. THE SEQUENCE IN WHICH THE RISKS BELOW ARE LISTED IS NOT INTENDED TO BE INDICATIVE OF ANY ORDER OF PRIORITY OR OF THE EXTENT OF THEIR CONSEQUENCES.

NEITHER THIS SECURITIES NOTE, NOR ANY OTHER PARTS OF THE PROSPECTUS OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE BONDS: (I) IS INTENDED TO PROVIDE THE BASIS OF ANY CREDIT OR OTHER EVALUATION OR (II) SHOULD BE CONSIDERED AS A RECOMMENDATION BY THE ISSUER OR THE SPONSOR OR AUTHORISED FINANCIAL INTERMEDIARIES THAT ANY RECIPIENT OF THIS SECURITIES NOTE OR ANY OTHER PART OF THE PROSPECTUS OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE PROSPECTUS OR ANY BONDS, SHOULD PURCHASE ANY BONDS.

ACCORDINGLY PROSPECTIVE INVESTORS SHOULD MAKE THEIR OWN INDEPENDENT EVALUATION OF ALL RISK FACTORS, AND SHOULD CONSIDER ALL OTHER SECTIONS IN THIS DOCUMENT.

2.2 FORWARD LOOKING STATEMENTS

This Securities Note may contain "forward looking statements" which include, among others, statements concerning matters that are not historical facts and which may involve projections of future circumstances. These forward looking statements are subject to a number of risks, uncertainties and assumptions and important factors that could cause actual risks to differ materially from the expectations of the Issuer's Directors. No assurance is given that future results or expectations will be achieved.

2.3 RISKS RELATING TO THE BONDS

- The existence of an orderly and liquid market for the Bonds depends on a number of factors, including but not limited to the presence of willing buyers and sellers of the Issuer's Bonds at any given time and the general economic conditions in the market in which the Bonds are traded. Such factors are dependent upon the individual decisions of investors and the general economic conditions of the market, over which the Issuer has no control. Accordingly, there can be no assurance that an active secondary market for the Bonds will develop, or, if it develops, that it will continue. Furthermore, there can be no assurance that an investor will be able to sell or otherwise trade in the Bonds at or above the Bond Issue Price or at all.

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

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

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

- The Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer, and shall at all times rank *pari passu*, without any priority or preference among themselves and with other unsecured debt, if any. Furthermore, subject to the negative pledge clause (section 5.7 of this Securities Note), third party security interests

may be registered which will rank in priority to the Bonds against the assets of the Issuer for so long as such security interests remain in effect.

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

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

- **In the event that the Issuer wishes to amend any of the Terms and Conditions of Issue of the Bond it shall call a meeting of Bondholders in accordance with the provisions of section 5.13 of this Securities Note. These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority.**

3. PERSONS RESPONSIBLE

This document includes information given in compliance with the Listing Rules for the purpose of providing prospective investors with information with regard to the Issuer. All of the directors of the Issuer, whose names appear under the sub-heading **"Directors"** under the heading **"Identity of Directors, Senior Management, Advisors and Auditors of the Issuer"** in section 3 of the Registration Document, accept responsibility for the information contained in this Securities Note.

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

3.1 CONSENT FOR USE OF PROSPECTUS

Consent required in connection with the use of the Prospectus during the Issue Period by the Authorised Financial Intermediaries:

For the purposes of any subscription for Bonds through any of the Authorised Financial Intermediaries during the Issue Period and any subsequent resale, placement or other offering of Bonds by such Authorised Financial Intermediaries in circumstances where there is no exemption from the requirement to publish a prospectus under the Prospectus Directive, the Issuer consents to the use of this Prospectus (and accepts responsibility for the information contained therein) with respect to any such subsequent resale, placement or other offering of Bonds, provided this is limited only:

i. in respect of Bonds subscribed for through Authorised Financial Intermediaries listed in Annex I of this Securities Note during the Issue Period;

ii. to any resale or placement of Bonds taking place in Malta;

iii. to any resale or placement of Bonds taking place within the period of 60 days from the date of the Prospectus.

Neither the Issuer nor the Sponsor has any responsibility for any of the actions of any Authorised Financial Intermediary, including their compliance with applicable conduct of business rules or other local regulatory requirements or other securities law requirements in relation to a resale or placement of Bonds.

Other than as set out above, neither the Issuer nor the Sponsor has authorised (nor do they authorise or consent to the use of this Prospectus in connection with) the making of any public offer of the Bonds by any person in any circumstances. Any such unauthorised offers are not made on behalf of the Issuer or the Sponsor and neither the Issuer nor the Sponsor has any responsibility or liability for the actions of any person making such offers.

Investors should enquire whether an intermediary is considered to be an Authorised Financial Intermediary in terms of the Prospectus. If the investor is in doubt as to whether it can rely on the Prospectus and/or who is responsible for its contents, it should obtain legal advice.

No person has been authorised to give any information or to make any representation not contained in or inconsistent with this Prospectus. If given or made, it must not be relied upon as having been authorised by the Issuer or Sponsor. The Issuer does not accept responsibility for any information not contained in this Prospectus.

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

Any resale, placement or other offering of Bonds to an investor by an Authorised Financial Intermediary will be made in accordance with any terms and other arrangements in place between such Authorised Financial Intermediary and such investor including as to price, allocations and settlement arrangements. Where such information is not contained in the Prospectus, it will be the responsibility of the applicable Authorised Financial Intermediary at the time of such resale, placement or other offering to provide the investor with that information and neither the Issuer nor the Sponsor has any responsibility or liability for such information.

Any Authorised Financial Intermediary using this Prospectus in connection with a resale, placement or other offering of Bonds subsequent to the Bond Issue shall, limitedly for the period of 60 days from the date of the Prospectus, publish on its website a notice to the effect that it is using this Prospectus for such resale, placement or other offering in accordance with the consent of the Issuer and the conditions attached thereto. The consent provided herein shall no longer apply following the lapse of such period.

Any new information with respect to Authorised Financial Intermediaries unknown at the time of the approval of this Securities Note will be made available through a company announcement which will also be made available on the Issuer's website: www.ptli.net

4. ESSENTIAL INFORMATION

4.1 REASONS FOR THE ISSUE AND USE OF PROCEEDS

The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €35.3 million, will be used by the Issuer for the following purposes, in the amounts and order of priority set out below:

(i) an amount of €20.0 million of proceeds shall be used to repay a short term bank facility with HSBC Bank Malta p.l.c., which funds were applied for the purpose of financing the acquisition of SAD;

(ii) an amount of €4 million shall be applied to settle the remaining consideration due to the selling parties in relation to the acquisition of APCO;

(iii) an amount of €8.4 million shall be used to repay loans granted by Hili Ventures Limited for the purchase of SAD and APCO;

(iv) an aggregate amount of €1.6 million shall be used to settle expenses incurred in the acquisition of SAD and APCO;

(v) an aggregate amount of €0.8 million shall be used to refinance bank loans with HSBC Bank Malta p.l.c. and Banif Bank (Malta) p.l.c.; and

(vi) an amount of €0.5 million shall be used for working capital purposes.

A more detailed description of the borrowings highlighted in clauses (i), (iii) and (v) above is provided in section 5.2 of this Securities Note.

In the event that the Bond Issue is not fully subscribed, the Issuer will proceed with the listing of the amount of Bonds subscribed for, and the proceeds from the Bond Issue shall be applied in the manner and order of priority set out above. Any residual amounts required by the Issuer for the purposes of the uses specified in this section 4.1 which shall not have been raised through the Bond Issue shall be financed from the Group's general cash flow and/or bank financing.

4.2 EXPENSES

Professional fees, and costs related to publicity, advertising, printing, listing, registration, sponsor, management, registrar fees, selling commission, and other miscellaneous expenses in connection with this Bond Issue are estimated to be in the region of €700,000. There is no particular order of priority with respect to such expenses.

4.3 ISSUE STATISTICS

Amount:	€36 million;
Form:	The Bonds will be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD;
Denomination:	Euro (€);
ISIN:	MT0000841206;
Minimum amount per subscription, other than a subscription in the Preplacement Offer:	Minimum of €2,000 and multiples of €100 thereafter;
Minimum amount per subscription in the Preplacement Offer:	Minimum of €25,000 and multiples of €100 thereafter;
Redemption Date:	4 December 2024;
Plan of Distribution:	The Bonds are open for subscription by all categories of investors, including: Hili Ventures Group Preferred Applicants, Premier Capital Bondholders, Authorised Financial Intermediaries either for their own account or on behalf of clients, and the general public;
Preferred Allocations:	(i) Hili Ventures Group Preferred Applicants will be granted preference in their applications for Bonds up to an aggregate amount of €2,000,000; (ii) Premier Capital Bondholders will be granted preference in their applications for Bonds up to an aggregate amount of €5,000,000;
Bond Issue Price:	At par (€100 per Bond);
Status of the Bonds:	The Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer and shall at all times rank *pari passu*, without any priority or preference among themselves and with other unsecured debt of the Issuer, if any;
Listing:	Application has been made to the Listing Authority for the admissibility of the Bonds to listing and to the Malta Stock Exchange for the Bonds to be listed and traded on its Official List;
Application Forms available:	10 November 2014;
Preplacement Offer:	The Issuer shall enter into a conditional subscription agreements with a number of Authorised Financial Intermediaries for the subscription of Bonds up to an aggregate amount of €19,000,000 whereby it will bind itself to allocate Bonds to participating investors during the Preplacement Offer period;

Closing date for Applications:	28 November 2014;
Issue Period:	24 November 2014 to 28 November 2014, both days included;
Interest:	5.1 % per annum;
Interest Payment Date(s):	Annually on 4 December as from 4 December 2015 (the first interest payment date);
Governing Law of Bonds:	The Bonds are governed by and shall be construed in accordance with Maltese law;
Jurisdiction:	The Maltese Courts shall have exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Bonds.

4.4 INTEREST OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the possible subscription for Bonds by Charts Investment Management Service Limited, HSBC Bank Malta p.l.c. and Bank of Valletta p.l.c., and any fees payable in connection with the Issue to Charts Investment Management Service Limited as Sponsor, HSBC Bank Malta p.l.c. as Joint Manager and Registrar, and Bank of Valletta p.l.c. as Joint Manager, so far as the Issuer is aware no person involved in the Issue has an interest material to the Issue.

5. INFORMATION CONCERNING THE SECURITIES TO BE ISSUED AND ADMITTED TO TRADING

5.1 GENERAL

5.1.1 Each Bond forms part of a duly authorised issue of 5.1% Unsecured Bonds 2024 of a nominal value of €100 per Bond issued by the Issuer at par up to the principal amount of €36 million (except as otherwise provided under section 5.12 “Further Issues”).

5.1.2 The currency of the Bonds is Euro (€).

5.1.3 Subject to admission to listing of the Bonds to the Official List of the MSE, the Bonds are expected to be assigned ISIN MT0000841206.

5.1.4 Unless previously purchased and cancelled, the Bonds shall be redeemable at par on the Redemption Date.

5.1.5 The issue of the Bonds is made in accordance with the requirements of the Listing Rules, the Act, and the Regulation.

5.1.6 The Issue Period of the Bonds is between 24 November 2014 and 28 November 2014, both days included.

5.1.7 The expected Issue Date of the Bonds is 16 December 2014.

5.1.8 The Bond Issue is not underwritten.

5.2 RANKING OF THE BONDS

The Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer, and shall at all times rank *pari passu*, without any priority or preference among themselves and with other unsecured debt, if any. Furthermore, subject to the negative pledge clause set out in section 5.7 of this Securities Note, third party security interests may be registered which will rank in priority to the Bonds against the assets of the Issuer for so long as such security interests remain in effect.

The following sets out a summary of Group indebtedness as at 30 September 2014, amounting to €41.71 million, and includes bank loans and related party loans. The bank borrowings listed below are secured by the pledges and mortgages described below. The indebtedness being created by the Bonds ranks after these bank borrowings. In addition, the Bonds would also rank after any future debts which may be secured by a cause of preference such as a pledge, mortgage, privilege and/or a hypothec.

Parties and description of facility	Original Amount	Amount Outstanding	Security
Loan facility between the Issuer (as borrower) and HSBC Bank Malta p.l.c. (as lender) granted in terms of a facility agreement dated 8 April 2014 for the purpose of financing the acquisition of the entire shareholding in SAD Sp. z o.o	€20,000,000	€20,000,000[1]	• First general hypothec for €20,000,000 over all of the Issuer's assets, present and future; • First general hypothecary guarantee for €20,000,000 over all of the assets of HVL, present and future; • Corporate guarantee for €20,000,000 to secure all liabilities of the Issuer provided by HVL; • Corporate guarantee for €20,000,000 to secure all liabilities of the Issuer provided by Hili Company Limited (C 57955); • Corporate guarantee for €20,000,000 to secure all liabilities of the Issuer provided by Harbour (APM) Investments Limited (C 58453).
A facility agreement dated 28 January 2014 between PTL (as borrower) and HSBC Bank Malta p.l.c. (as lender) analysed as follows:			• First general hypothec for €3,400,000 over all of the assets of PTL, present and future; • First general hypothecary guarantee for €3,400,000 over all of the assets of Motherwell Bridge Estates Limited (C 54894), present and future; • Corporate guarantee for €3,400,000 to secure all liabilities of PTL provided by Motherwell Bridge Estates Limited (C 54894); • Corporate guarantee for €3,400,000 to secure all liabilities of PTL provided by Motherwell Bridge Limited (C 49248) • Pledge by PTL for €1,855,498.
(i) a general banking facility for working capital requirements; and	(i) €700,000	(i) €490,000	
(ii) a loan facility for the purpose of financing the acquisition of PTL Limited (C3545) (formerly Philip Toledo Limited)	(ii) €925,369	(ii) €760,000[2]	
An agreement for credit facilities dated 26 June 2013 between PTL (as borrower) and Banif Bank (Malta) p.l.c. (as lender) analysed as follows:			Second general hypothec for €345,000 over all of the assets of PTL, present and future.
(i) a business overdraft facility for working capital requirements; and	(i) €170,000	(i) €90,000	
(ii) two loan facilities for financing the purchase of equipment for use by the company and to be supplied to Banif Bank (Malta) p.l.c.	(ii) €230,000	(ii) €130,000[2]	

Parties and description of facility	Original Amount	Amount Outstanding	Security
Loan facility between PTL Poland Sp. z o. o. (formerly Foxleed Investments Sp. z o. o.) as borrower and HSBC Bank Polska S.A. (as lender) granted in terms of a facility agreement dated 26 June 2014 for the purpose of acquiring 100% of the shares in the share capital of SAD Sp. z o. o.	PLN 50,064,000 (equivalent to €12,015,360)	PLN 48,500,000 (equivalent to €11,640,000)	• Agreement of Pledge on Shares dated 26 June 2014 wherein PTL Company BV (as pledgor) established a pledge over 100 shares of PTL Poland Sp. z o. o. (formerly Foxleed Investments Sp. z o. o.) in favour of HSBC Bank Polska S.A. (as pledgee); • Corporate Guarantee up to a maximum of €18,000,000 to secure all liabilities of PTL Poland provided by Hili Ventures Limited; • Agreement of Pledge on Shares dated 26 June 2014 wherein PTL Poland (as pledgor) established a financial pledge over 43,646 shares of SAD Sp. z o. o. in favour of HSBC Bank Polska S.A. (as pledgee); • Statement of submission to enforcement by PTL Poland in favour of HSBC Bank Polska S.A. in respect of all obligations undertaken by PTL Poland in connection with the facility up to a maximum of €18,000,000; • Subordination agreement between PTL International and HSBC Bank Polska S.A. subordinating repayment of all debts provided to PTL Poland to the repayment of the present Bank Loan.
Related party borrowings: (i) Amount due to HVL for part financing the acquisition of SAD and APCO;	(i) €8,400,000	(i) €8,400,000[3]	The related party loans are unsecured.
(ii) Amount due to HVL; and	(ii) €100,000	(ii) €100,000	
(iii) Amount due to Hili Company Limited	(iii) €100,000	(iii) €100,000	

1 The outstanding balance of €20 million will be repaid from net proceeds of the Bond Issue (vide section 4.1 (i));

2 It is expected that upon listing of the Bond on the MSE the outstanding balance of the loan facilities will amount to *circa* €0.8 million and shall be repaid from net proceeds of the Bond Issue (vide section 4.1 (v));

3 An amount of €8.4 million, which was advanced to the Issuer for settling part of the consideration in relation to the acquisition of SAD and APCO, shall be repaid from Bond Issue proceeds in terms of section 4.1 (iii).

5.3 RIGHTS ATTACHED TO THE BONDS

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

(i) the payment of capital;
(ii) the payment of interest;
(iii) ranking with respect to other indebtedness of the Issuer in accordance with the provisions of section 5.2 hereof;
(iv) attend, participate in and vote at meetings of Bondholders in accordance with the terms and conditions of the Bond; and
(v) enjoy all such other rights attached to the Bonds emanating from this Prospectus.

5.4 INTEREST

5.4.1 The Bonds shall bear interest from and including 5 December 2014 at the rate of 5.1% per annum on the nominal value thereof, payable annually in arrears on each Interest Payment Date. The first interest payment will be effected on 4 December 2015. Any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next following day that is a Business Day. In terms of article 2156 of the Civil Code (Cap. 16 of the Laws of Malta), the right of Bondholders to bring claims for payment of interest and repayment of the principal on the Bonds is barred by the lapse of five years.

5.4.2 When interest is required to be calculated for any period of less than a full year, it shall be calculated on the basis of a three hundred and sixty (360) day year consisting of twelve (12) months of thirty (30) days each, and in the case of an incomplete month, the number of days elapsed.

5.5 YIELD

The gross yield calculated on the basis of the Interest, the Bond Issue Price and the Redemption Value of the Bonds at Redemption Date is 5.1%.

5.6 REGISTRATION, FORM, DENOMINATION AND TITLE

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

5.6.2 The CSD will issue, upon a request by a Bondholder, a statement of holdings to such Bondholder evidencing his/her/its entitlement to Bonds held in the register kept by the CSD.

5.6.3 The Bonds will be issued in fully registered form, without interest coupons, in denominations of any integral multiple of €100, provided that on subscription, other than on subscription in the Preplacement Offer, the Bonds will be issued for a minimum of €2,000 per individual Bondholder. Authorised Financial Intermediaries subscribing to the Bonds through nominee accounts for and on behalf of clients shall apply the minimum subscription amount of €2,000 to each underlying client. As to a subscription in the Preplacement Offer, the Bonds will be issued for a minimum of €25,000 per individual Bondholder or underlying client, as the case may be.

5.6.4 Any person in whose name a Bond is registered may (to the fullest extent permitted by applicable law) be deemed and treated at all times, by all persons and for all purposes (including the making of any payments), as the absolute owner of such Bond. Title to the Bonds may be transferred as provided below under the heading **"Transferability of the Bonds"** in section 5.11 of this Securities Note.

5.7 NEGATIVE PLEDGE

The Company undertakes, for as long as any principal or interest under the Bonds or any of the Bonds remains outstanding, not to create or permit to subsist any Security Interest (as defined below), other than a Permitted Security Interest (as defined below), upon the whole or any part of their present or future assets or revenues to secure any Financial Indebtedness (as defined below) of the Issuer, unless at the same time or prior thereto the Issuer's indebtedness under the Bonds shares in and is secured equally and rateably therewith, and the instrument creating such Security Interest so provides.

"Financial Indebtedness" means any indebtedness in respect of: (A) monies borrowed; (B) any debenture, bond, note, loan stock or other security; (C) any acceptance credit; (D) the acquisition cost of any asset to the extent payable before or after the time of acquisition or possession by the party liable where the advance or deferred payment is arranged primarily as a method of raising finance for the acquisition of that asset; (E) leases entered into primarily as a method of raising finance for the acquisition of the asset leased; (F) amounts raised under any other transaction having the commercial effect of borrowing or raising of money; (G) any guarantee, indemnity or similar assurance against financial loss of any person;

"Security Interest" means any privilege, hypothec, pledge, lien, charge or other encumbrance or real right which grants rights of preference to a creditor over the assets of the Issuer;

"Permitted Security Interest" means: (A) any Security Interest arising by operation of law; (B) any Security Interest securing temporary bank loans or overdrafts in the ordinary course of business; (C) any other Security Interest (in addition to (A) and (B) above) securing Financial Indebtedness of the Issuer, in an aggregate outstanding amount not exceeding 80% of the difference between the value of the unencumbered assets of the Issuer and the aggregate principal amount of Bonds outstanding at the time.

Provided that the aggregate Security Interests referred to in (B) and (C) above do not result in the unencumbered assets of the Issuer being less than 105.10 % of the aggregate principal amount of the Bonds still outstanding;

"unencumbered assets" means assets which are not subject to a Security Interest.

5.8 PAYMENTS

5.8.1 Payment of the principal amount of Bonds will be made in Euro by the Issuer to the person in whose name such Bonds are registered, with interest accrued up to the Redemption Date, by means of direct credit transfer into such bank account as the Bondholder may designate from time to time, provided such bank account is denominated in Euro and held with any licensed bank in Malta. Such payment shall be effected within seven (7) days of the Redemption Date. The Issuer shall not be responsible for any charges, and any loss or delay in transmission. Upon payment of the Redemption Value the Bonds shall be redeemed and the appropriate entry made in the electronic register of the Bonds at the CSD.

5.8.2 In the case of Bonds held subject to usufruct, payment will be made against the joint instructions of all bare owners and usufructuaries. Before effecting payment the Issuer and/or the CSD shall be entitled to request any legal documents deemed necessary concerning the entitlement of the bare owner/s and the usufructuary/ies to payment of the Bonds.

5.8.3 Payment of interest on a Bond will be made to the person in whose name such Bond is registered at the close of business fifteen (15) days prior to the Interest Payment Date, by means of a direct credit transfer into such bank account as the Bondholder may designate, from time to time, which is denominated in Euro and held with any licensed bank in Malta. Such payment shall be effected within seven (7) days of the Interest Payment Date. The Issuer shall not be responsible for any charges, and any loss or delay in transmission.

5.8.4 All payments with respect to the Bonds are subject in all cases to any applicable fiscal or other laws and regulations prevailing in Malta. In particular, but without limitation, all payments of principal and interest by or on behalf of the Issuer in respect of the Bonds shall be made net of any amount which the Issuer is compelled by law to deduct or withhold for or on account of any present or future taxes, duties, assessments or other government charges of whatsoever nature imposed, levied, collected, withheld or assessed by or within the Republic of Malta or any authority thereof or therein having power to tax.

5.8.5 No commissions or expenses shall be charged by the Issuer to Bondholders in respect of such payments.

5.9 REDEMPTION AND PURCHASE

5.9.1 Unless previously purchased and cancelled, the Bonds will be redeemed at their nominal value (together with interest accrued to the date fixed for redemption) on 4 December 2024.

5.9.2 Subject to the provisions of this section 5.9, the Issuer may at any time purchase Bonds in the open market or otherwise at any price. Any purchase by tender shall be made available to all Bondholders alike.

5.9.3 All Bonds so purchased will be cancelled forthwith and may not be re-issued or re-sold.

5.10 EVENTS OF DEFAULT

The Bonds shall become immediately due and repayable at their principal amount together with accrued interest, if any, upon the occurrence of any of the following events (**"Events of Default"**):

5.10.1 the Issuer shall fail to pay any interest on any Bond when due and such failure shall continue for sixty (60) days after written notice thereof shall have been given to the Issuer by any Bondholder; or

5.10.2 the Issuer shall fail duly to perform or shall otherwise be in breach of any other material obligation contained in the terms and conditions of the Bonds and such failure shall continue for sixty (60) days after written notice thereof shall have been given to the Issuer by any Bondholder; or

5.10.3 an order is made or resolution passed or other action taken for the dissolution, termination of existence, liquidation, winding-up or bankruptcy of the Issuer; or

5.10.4 the Issuer stops or suspends payments (whether of principal or interest) with respect to all or any class of its respective debts or announces an intention to do so or ceases or threatens to cease to carry on its respective business or a substantial part of its respective business; or

5.10.5 the Issuer is unable, or admits in writing its inability, to pay its debts as they fall due or otherwise becomes insolvent; or

5.10.6 there shall have been entered against the Issuer a final judgment by a court of competent jurisdiction from which no appeal may be or is made for the payment of money in excess of €5 million or its equivalent and ninety (90) days shall have passed since the date of entry of such judgment without its having been satisfied or stayed; or

5.10.7 any default occurs and continues for ninety (90) days under any contract or document relating to any Financial Indebtedness (as defined above) of the Issuer in excess of €5 million or its equivalent at any time.

5.11 TRANSFERABILITY OF THE BONDS

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

5.11.2 Any person becoming entitled to a Bond in consequence of the death or bankruptcy of a Bondholder may, upon such evidence being produced as may from time to time properly be required by the Issuer or the CSD, elect either to be registered himself as holder of the Bond or to have some person nominated by him registered as the transferee thereof. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the CSD a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by transferring the Bond, or procuring the transfer of the Bond, in favour of that person.

5.11.3 All transfers and transmissions are subject in all cases to any pledge (duly constituted) of the Bonds and to any applicable laws and regulations.

5.11.4 The cost and expenses of effecting any registration of transfer or transmission, except for the expenses of delivery by any means other than regular mail (if any) and except, if the Issuer shall so require, the payment of a sum sufficient to cover any tax, duty or other governmental charge or insurance charges that may be imposed in relation thereto, will be borne by the Issuer.

5.11.5 The Issuer will not register the transfer or transmission of Bonds for a period of fifteen (15) days preceding the due date for any payment of interest on the Bonds.

5.12 FURTHER ISSUES

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

5.13 MEETINGS OF BONDHOLDERS

5.13.1 The Issuer may from time to time call meetings of Bondholders for the purpose of consultation with Bondholders or for the purpose of obtaining the consent of Bondholders on matters which in terms of the Prospectus require the approval of a Bondholders' meeting.

5.13.2 A meeting of Bondholders shall be called by the Directors by giving all Bondholders listed on the register of Bondholders as at a date being not more than thirty (30) preceding the date scheduled for the meeting, not less than fourteen (14) days' notice in writing. Such notice shall set out the time, place and date set for the meeting and the matters to be discussed or decided thereat, including, if applicable, sufficient information on any amendment of the Prospectus that is proposed to be voted upon at the meeting and seeking the approval of the Bondholders. Following a meeting of Bondholders held in accordance with the provisions contained hereunder, the Issuer shall, acting in accordance with the resolution(s) taken at the meeting, communicate to the Bondholders whether the necessary consent to the proposal made by the Issuer has been granted or withheld. Subject to having obtained the necessary approval by the Bondholders in accordance with the provisions of this section 5.13 at a meeting called for that purpose as aforesaid, any such decision shall subsequently be given effect to by the Issuer.

5.13.3 The amendment or waiver of any of the provisions of and/or conditions contained in this Securities Note, or in any other part of the Prospectus, may only be made with the approval of Bondholders at a meeting called and held for that purpose in accordance with the terms hereof.

5.13.4 A meeting of Bondholders shall only validly and properly proceed to business if there is a quorum present at the commencement of the meeting. For this purpose at least two (2) Bondholders present, in person or by proxy, representing not less than 50% in nominal value of the Bonds then outstanding, shall constitute a quorum. If a quorum is not present within thirty (30) minutes from the time scheduled for the commencement of the meeting as indicated on the notice convening same, the meeting shall stand adjourned to a place, date and time as shall be communicated by the Directors to the Bondholders present at that meeting. The Issuer shall within two (2) days from the date of the original meeting publish by way of a company announcement the date, time and place where the adjourned meeting is to be held. An adjourned meeting shall be held not earlier than seven (7) days, and not later than fifteen (15) days, following the original meeting. At an adjourned meeting: the number of Bondholders present, in person or by proxy, shall constitute a quorum; and only the matters specified in the notice calling the original meeting shall be placed on the agenda of, and shall be discussed at, the adjourned meeting.

5.13.5 Any person who in accordance with the Memorandum and Articles of Association of the Issuer is to chair the annual general meetings of shareholders shall also chair meetings of Bondholders.

5.13.6 Once a quorum is declared present by the chairman of the meeting, the meeting may then proceed to business and address the matters set out in the notice convening the meeting. In the event of decisions being required at the meeting the directors or their representative shall present to the Bondholders the reasons why it is deemed necessary or desirable and appropriate that a particular decision is taken. The meeting shall allow reasonable and adequate time to Bondholders to present their views to the Issuer and the other Bondholders present at the meeting. The meeting shall then put the matter as proposed by the Issuer to a vote of the Bondholders present at the time at which the vote is being taken, and any Bondholders taken into account for the purpose of constituting a quorum who are no longer present for the taking of the vote shall not be taken into account for the purpose of such vote.

5.13.7 The voting process shall be managed by the Company Secretary under the supervision and scrutiny of the auditors of the Issuer.

5.13.8 The proposal placed before a meeting of Bondholders shall only be considered approved if at least 65% in nominal value of the Bondholders present at the meeting at the time when the vote is being taken, in person or by proxy, shall have voted in favour of the proposal.

5.13.9 Save for the above, the rules generally applicable to proceedings at general meetings of shareholders of the Issuer shall *mutatis mutandis* apply to meetings of Bondholders.

5.14 AUTHORISATIONS AND APPROVALS

The Board of Directors of the Issuer authorised the Bond Issue pursuant to a board of directors' resolution passed on 29 September 2014.

5.15 NOTICES

Notices will be mailed to Bondholders at their registered addresses and shall be deemed to have been served at the expiration of twenty four (24) hours after the letter containing the notice is posted, and in proving such service it shall be sufficient to prove that a prepaid letter containing such notice was properly addressed to such Bondholder at his registered address and posted.

6. TAXATION

6.1 GENERAL

Investors and prospective investors are urged to seek professional advice as regards both Maltese and any foreign tax legislation which may be applicable to them in respect of the Bonds, including their acquisition, holding and disposal as well as any income/gains derived therefrom or made on their disposal. The following is a summary of the anticipated tax treatment applicable to Bondholders in so far as taxation in Malta is concerned. This information does not constitute legal or tax advice and does not purport to be exhaustive.

The information below is based on an interpretation of tax law and practice relative to the applicable legislation, as known to the Issuer at the date of the Prospectus, in respect of a subject on which no official guidelines exist. Investors are reminded that tax law and practice and their interpretation as well as the levels of tax on the subject matter referred to in the preceding paragraph, may change from time to time.

This information is being given solely for the general information of investors. The precise implications for investors will depend, among other things, on their particular circumstances and on the classification of the Bonds from a Maltese tax perspective, and professional advice in this respect should be sought accordingly.

6.2 MALTA TAX ON INTEREST

Since interest is payable in respect of a Bond which is the subject of a public issue, unless the Issuer is otherwise instructed by a Bondholder or if the Bondholder does not fall within the definition of "recipient" in terms of article 41(c) of the Income Tax Act, (Cap. 123 of the Laws of Malta), interest shall be paid to such person net of a final withholding tax, currently at the rate of 15% of the gross amount of the interest, pursuant to article 33 of the Income Tax Act (Cap. 123 of the Laws of Malta). Bondholders who do not fall within the definition of a "recipient" do not qualify for the said rate and should seek advice on the taxation of such income as special rules may apply.

This withholding tax is considered as a final tax and a Maltese resident individual Bondholder need not declare the interest so received in his income tax return. No person shall be charged to further tax in respect of such income. However where the Bondholder is a Maltese resident individual, he is still entitled to declare the gross interest in the tax return and the tax so deducted will be available as a credit against the individual's tax liability or for a refund as the case may be.

In the case of a valid election made by an eligible Bondholder resident in Malta to receive the interest due without the deduction of final tax, interest will be paid gross and such person will be obliged to declare the interest so received in his income tax return and be subject to tax on it at the standard rates applicable to that person at that time. Additionally in this latter case the Issuer will advise the Inland Revenue on an annual basis in respect of all interest paid gross and of the identity of all such recipients unless the beneficiary is a non-resident of Malta. Any such election made by a resident Bondholder at the time of subscription may be subsequently changed by giving notice in writing to the Issuer. Such election or revocation will be effective within the time limit set out in the Income Tax Act.

In terms of article 12(1)(c) of the Income Tax Act, Bondholders who are not resident in Malta satisfying the applicable conditions set out in the Income Tax Act are not taxable in Malta on the interest received and will receive interest gross, subject to the requisite declaration/evidence being provided to the Issuer in terms of law.

6.3 EUROPEAN UNION SAVINGS DIRECTIVE

Non-residents of Malta should note that payment of interest to individuals and certain residual entities residing in another EU Member State is reported on an annual basis to the Director General Inland Revenue, Malta, who will in turn exchange the information with the competent tax authority of the Member State where the recipient of interest is resident. This exchange of information takes place in terms of the EU Savings Directive 2003/48/EC.

6.4 MALTESE TAXATION ON CAPITAL GAINS ON TRANSFER OF THE BONDS

On the assumption that the Bonds would not fall within the definition of "securities" in terms of article 5(1)(b) of the Income Tax Act, that is, "shares and stocks and such like instrument that participate in any way in the profits of the company and whose return is not limited to a fixed rate of return", no tax on capital gains is chargeable in respect of transfer of the Bonds.

6.5 DUTY ON DOCUMENTS AND TRANSFERS

In terms of article 50 of the Financial Markets Act (Cap. 345 of the Laws of Malta) as the Bonds constitute financial instruments of a company quoted on a regulated market Exchange, as is the MSE, redemptions and transfers of the Bonds are exempt from Maltese duty.

INVESTORS AND PROSPECTIVE INVESTORS ARE URGED TO SEEK PROFESSIONAL ADVICE AS REGARDS BOTH MALTESE AND ANY FOREIGN TAX LEGISLATION APPLICABLE TO THE ACQUISITION, HOLDING AND DISPOSAL OF BONDS AS WELL AS INTEREST PAYMENTS MADE BY THE ISSUER. THE ABOVE IS A SUMMARY OF THE ANTICIPATED TAX TREATMENT APPLICABLE TO THE BONDS AND TO BONDHOLDERS. THIS INFORMATION, WHICH DOES NOT CONSTITUTE LEGAL OR TAX ADVICE, REFERS ONLY TO BONDHOLDERS WHO DO NOT DEAL IN SECURITIES IN THE COURSE OF THEIR NORMAL TRADING ACTIVITY.

7. TERMS AND CONDITIONS OF THE BOND ISSUE

7.1 EXPECTED TIMETABLE OF THE BOND ISSUE

1.	Application Forms available	10 November 2014
2.	Preplacement Offer	19 November 2014
3.	Issue Period (Opening and closing of subscription lists, respectively)	24 Novemver 2014 to 28 November 2014, both days included
4.	Commencement of interest on the Bonds	5 December 2014
5.	Announcement of basis of acceptance	5 December 2014
6.	Refunds of unallocated monies	15 December 2014
7.	Expected dispatch of allotment advices	15 December 2014
8.	Expected date of admission of the securities to listing	16 December 2014
9.	Expected date of commencement of trading in the securities	17 December 2014

The Issuer reserves the right to close the Offer of Bonds before 28 November 2014 in the event of over-subscription, in which case, the events set out in steps 5 to 9 above shall be brought forward, although the number of workings days between the respective events shall not also be altered.

7.2 TERMS AND CONDITIONS OF APPLICATION

7.2.1 The issue and allotment of the Bonds is conditional upon the Bonds being admitted to the Official List of the MSE. In the event that the Bonds are not admitted to the Official List of the MSE any Application monies received by the Issuer will be returned without interest by direct credit into the Applicant's bank account indicated by the Applicant on the relative Application Form.

7.2.2 Hili Ventures Group Preferred Applicants, Premier Capital Bondholders and the general public may subscribe for Bonds by submitting Application Form 'A', Application Form 'B' and Application Form 'C' respectively. The subscription lists during the Issue Period will open at 08:30 hours on 24 November 2014 and will close thereafter as may be determined by the Issuer, but in any event no later than 16:00 hours on 28 November 2014.

7.2.3 The contract created by the Issuer's acceptance of an Application filed by a prospective bondholder shall be subject to all the terms and conditions set out in this Securities Note and the Memorandum and Articles of Association of the Issuer. It is the responsibility of investors wishing to apply for the Bonds to inform themselves as to the legal requirements of so applying including any requirements relating to external transaction requirements in Malta and any exchange control in the countries of their nationality, residence or domicile.

7.2.4 If an Application Form is signed on behalf of another party or on behalf of a corporation or corporate entity or association of persons, the person signing will be deemed to have duly bound his principal, or the relative corporation, corporate entity, or association of persons, and will be deemed also to have given the confirmations, warranties and undertakings contained in these terms and conditions on their behalf. Such representative may be requested to submit the relative power of attorney/resolution or a copy thereof duly certified by a lawyer or notary public if so required by the Issuer and the Registrar, but it shall not be the duty or responsibility of the Registrar or Issuer to ascertain that such representative is duly authorised to appear on the Application Form.

7.2.5 In the case of joint Applications, reference to the Applicant in these Terms and Conditions is a reference to each of the joint Applicants, and liability therefor is joint and several. The person whose name shall be inserted in the field entitled "Applicant" on the Application Form, or first-named in the register of Bondholders shall, for all intents and purposes, be deemed to be such nominated person by all those joint holders whose names appear in the field entitled "Additional

Applicants" in the Application Form or joint holders in the register, as the case may be. Such person shall, for all intents and purposes, be deemed to be the registered holder of the Bond/s so held.

7.2.6 In respect of a Bond held subject to usufruct, the name of the bare owner and the usufructuary shall be entered in the register. The usufructuary shall, for all intents and purposes, be deemed vis-à-vis the Issuer to be the holder of the Bond/s so held and shall have the right to receive interest on the Bond/s and to vote at meetings of the Bondholders but shall not, during the continuance of the Bond/s, have the right to dispose of the Bond/s so held without the consent of the bare owner, and shall not be entitled to the repayment of principal on the Bond (which shall be due to the bare owner).

7.2.7 Applications in the name and for the benefit of minors shall be allowed provided that they are signed by both parents or the legal guardian/s and accompanied by a Public Registry birth certificate of the minor in whose name and for whose benefit the Application Form is submitted. Any Bonds allocated pursuant to such an Application shall be registered in the name of the minor as Bondholder, with interest and redemption monies payable to the parents / legal guardian/s signing the Application Form until such time as the minor attains the age of eighteen (18) years, following which all interest and redemption monies shall be paid directly to the registered holder, provided that the Issuer has been duly notified in writing of the fact that the minor has attained the age of eighteen (18) years.

7.2.8 The Bonds have not been and will not be registered under the Securities Act of 1933 of the United States of America and accordingly may not be offered or sold within the United States or to or for the account or benefit of a U.S. person.

7.2.9 No person receiving a copy of the Prospectus or an Application Form in any territory other than Malta may treat the same as constituting an invitation or offer to such person nor should such person in any event use such Application Form, unless, in the relevant territory, such an invitation or offer could lawfully be made to such person or such Application Form could lawfully be used without contravention of any registration or other legal requirements.

7.2.10 It is the responsibility of any person outside Malta wishing to make any Application to satisfy himself/herself as to full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.

7.2.11 Subject to all other terms and conditions set out in the Prospectus, the Issuer reserves the right to reject, in whole or in part, or to scale down, any Application, including multiple or suspected multiple Applications, and to present any cheques and/or drafts for payment upon receipt. The right is also reserved to refuse any Application which in the opinion of the Issuer is not properly completed in all respects in accordance with the instructions or is not accompanied by the required documents. Only original Application Forms will be accepted and photocopies/facsimile copies will not be accepted.

7.2.12 The Bonds will be issued in multiples of €100. Other than in the Preplacement Offer, the minimum subscription amount of Bonds that can be subscribed for by Applicants is €2,000. In the Preplacement Offer, the minimum subscription amount of Bonds that can be subscribed for by Applicants is €25,000.

7.2.13 The Bond Issue shall close on the earlier of: (i) the date on which the aggregate of the amount subscribed for in terms of the Preplacement Offer and total Applications received reaches €36 million; or (ii) on 28 November 2014. Within 5 business days from closing of the subscription lists, the Issuer shall announce the result of the Issue and shall determine, and issue a company announcement setting out, the basis of acceptance of applications and allocation policy to be adopted.

7.2.14 In the event that an Applicant has not been allocated any Bonds or has been allocated a number of Bonds which is less than the number applied for, the Applicant shall receive a full refund or, as the case may be, the balance of the price of the Bonds applied for but not allocated, without interest, by credit transfer to such account indicated in the Application Form, at the Applicant's sole risk within five Business Days from the date of final allocation. The Issuer shall not be responsible for any charges, and any loss or delay in transmission.

7.2.15 The completed Application Forms 'A', 'B' and 'C' are to be lodged with any of the Authorised Financial Intermediaries.

7.2.16 All Application Forms must be accompanied by the full price of the Bonds applied for in EUR. Payment may be made either in cash or by cheque payable to **"The Registrar – PTL Bond Issue"**. In the event that cheques accompanying Application Forms are not honoured on their first presentation, the Issuer and the Registrar reserve the right to invalidate the relative Application.

7.2.17 For the purposes of the Prevention of Money Laundering and Funding of Terrorism Regulations 2008 as amended from time to time, all appointed Authorised Financial Intermediaries are under a duty to communicate, upon request, all information about clients as is mentioned in Articles 1.2(d) and 2.4 of the "Code of Conduct for Members of the Malta Stock Exchange" appended as Appendix IV to Chapter 3 of the Malta Stock Exchange Bye-Laws, irrespective of whether the said appointed Authorised Financial Intermediaries are Malta Stock Exchange Members or not. Such information shall be held and controlled by the Malta Stock Exchange in terms of the Data Protection Act (Cap. 440 of the Laws of Malta) for the purposes and within the terms of the Malta Stock Exchange Data Protection Policy as published from time to time.

7.2.18 By completing and delivering an Application Form the Applicant:

a. agrees and acknowledges to have had the opportunity to read the Prospectus and to be deemed to have had notice of all information and representations concerning the Issuer and the issue of the Bonds contained therein;

b. warrants that the information submitted by the Applicant in the Application Form is true and correct in all respects and in the case where an MSE account number is indicated in the Application Form, such MSE account number is the correct account of the Applicant. In the event of a discrepancy between the personal details (including name and surname and the Applicant's address) appearing on the Application Form and those held by the MSE in relation to the MSE account number indicated on the Application Form, the details held by the MSE shall be deemed to be the correct details of the Applicant;

c. authorises the Issuer and the MSE to process the personal data that the Applicant provides in the Application Form, for all purposes necessary and subsequent to the Bond Issue applied for, in accordance with the Data Protection Act (Cap. 440 of the Laws of Malta). The Applicant has the right to request access to and rectification of the personal data relating to him/her as processed by the Issuer and/or the MSE. Any such requests must be made in writing and sent to the Issuer at the address indicated in the Prospectus. The requests must further be signed by the Applicant to whom the personal data relates;

d. confirms that in making such Application no reliance was placed on any information or representation in relation to the Issuer or the issue of the Bonds other than what is contained in the Prospectus and accordingly agree/s that no person responsible solely or jointly for the Prospectus or any part thereof will have any liability for any such other information or representation;

e. agrees that the registration advice and other documents and any monies returnable to the Applicant may be retained pending clearance of his/her remittance and any verification of identity as required by the Prevention of Money Laundering Act (Cap. 373 of the Laws of Malta) and regulations made thereunder, and that such monies will not bear interest;

f. agrees to provide the Registrar and/or the Issuer, as the case may be, with any information which it/they may request in connection with the Application;

g. warrants, in connection with the Application, to have observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with his/her Application in any territory, and that the Applicant has not taken any action which will or may result in the Issuer or the Registrar acting in breach of the regulatory or legal requirements of any territory in connection with the issue of the Bond or his/her Application;

h. warrants that all applicable exchange control or other such regulations (including those relating to external transactions) have been duly and fully complied with;

i. represents that the Applicant is not a U.S. person (as such term is defined in Regulation S under the Securities Act of 1933 of the United States of America, as amended) as well as not to be accepting the invitation set out in the Prospectus from within the United States of America, its territories or its possessions, or any area subject to its jurisdiction (the "United States") or on behalf or for the account of anyone within the United States or anyone who is a U.S. person;

j. agrees that Charts Investment Management Service Limited will not, in their capacity of Sponsor, treat the Applicant as their customer by virtue of such Applicant making an Application for the Bonds, and that Charts Investment Management Service Limited will owe the Applicant no duties or responsibilities concerning the price of the Bonds or their suitability for the Applicant;

k. agrees that all documents in connection with the issue of the Bonds will be sent at the Applicant's own risk and may be sent by post at the address (or, in the case of joint Applications, the address of the first named Applicant) as set out in the Application Form;

l. renounces to any rights the Applicant may have to set off any amounts the Applicant may at any time owe the Issuer against any amount due under the terms of these Bonds.

7.3 PLAN OF DISTRIBUTION AND ALLOTMENT

The Bonds are open for subscription to all categories of investors, which may be broadly split as follows:

i. The Issuer has reserved an aggregate amount of Bonds amounting to €2,000,000 for subscription by Hili Ventures Group Preferred Applicants;
ii. The Issuer has reserved an aggregate amount of Bonds amounting to €5,000,000 for subscription by Premier Capital Bondholders;
iii. Authorised Financial Intermediaries shall be entitled to subscribe for Bonds up to an aggregate amount of €19,000,000 as detailed in section 7.4 below;
iv. The remaining balance of €10,000,000 in Bonds shall be made available for subscription by the general public. In the event that the aggregate amount of €26,000,000 reserved for the Hili Ventures Group Preferred Applicants, Premier Capital Bondholders and Authorised Financial Intermediaries in the Preplacement Offer (detailed in clauses (i), (ii) and (iii) above) is not fully taken up, such unutilised portion/s shall also become available for allocation to the general public.

In the event that subscriptions exceed the reserved portions referred to in clauses (i) and (ii) above of €2,000,000 and €5,000,000 respectively, the unsatisfied excess amounts of such Applications will automatically participate in the amount of Bonds available to the general public.

Other than subscriptions in relation to clause (iii) above (Preplacement Offer), the minimum subscription amount of Bonds that can be subscribed for by Applicants is €2,000. As to the Preplacement Offer, the minimum subscription amount of Bonds that can be subscribed for by Applicants is €25,000. In each case, subscription amounts shall be in multiples of €100. Subscriptions may be made through any of the Authorised Financial Intermediaries.

It is expected that an allotment advice will be dispatched to Applicants within five (5) Business Days of the announcement of the allocation policy. The registration advice and other documents and any monies returnable to Applicants may be retained pending clearance of the remittance and any verification of identity as required by the Prevention of Money Laundering Act (Cap. 373 of the Laws of Malta), and regulations made thereunder. Such monies will not bear interest while retained as aforesaid.

Dealings in the Bonds shall not commence prior to admission to trading of the Bonds by the MSE or prior to the said notification.

7.4 PREPLACEMENT OFFER

An aggregate amount of €19,000,000 of Bonds are being reserved for Authorised Financial Intermediaries participating in the Preplacement Offer. The Issuer shall enter into conditional subscription agreements with a number of Authorised Financial Intermediaries for the subscription of Bonds whereby it will bind itself to allocate Bonds thereto during the Preplacement Offer period, up to the amount of €19,000,000 as aforesaid.

In the event that subscriptions exceed the reserved portion of €19,000,000, the unsatisfied excess amount of such subscriptions may, at the option of each Authorised Financial Intermediary that has entered into a Subscription Agreement, participate in the amount of Bonds available to the general public without priority or preference.

In terms of each Subscription Agreement entered into with an Authorised Financial Intermediary, the Issuer will be conditionally bound to issue, and each Authorised Financial Intermediary will bind itself to subscribe to, the number of Bonds indicated therein. The Subscription Agreements will become binding on each of the Issuer and the Authorised Financial Intermediaries upon delivery, provided that these intermediaries would have paid to the Issuer all subscription proceeds in cleared funds on delivery of the Subscription Agreement.

The minimum which each Authorised Financial Intermediary may apply for in terms of the Subscription Agreement is €500,000 in Bonds and the amount per underlying application must be of a minimum of €25,000 (and in multiples of €100 thereafter).

7.5 PRICING

The Bonds are being issued at par, that is, at €100 per Bond.

7.6 ALLOCATION POLICY

The Issuer shall allocate the Bonds on the basis of the following policy and order of priority:

i. Up to an aggregate amount of €2,000,000 shall be allocated to Hili Ventures Group Preferred Applicants in accordance with the allocation policy as determined by the Issuer and Registrar. In the event that subscriptions exceed the reserved portion of €2,000,000, the unsatisfied excess amount of such Applications will be considered for allocation purposes with the Applications submitted by the general public without priority or preference;

ii. Up to an aggregate amount of €5,000,000 shall be allocated to Premier Capital Bondholders in accordance with the allocation policy as determined by the Issuer and Registrar. In the event that subscriptions exceed the reserved portion of €5,000,000, the unsatisfied excess amount of such Applications will be considered for allocation purposes with the Applications submitted by the general public without priority or preference;

iii. An aggregate amount of €19,000,000 has been reserved for subscription by Authorised Financial Intermediaries participating through the Preplacement Offer in accordance with section 7.4 above. In the event that subscriptions exceed the reserved portion of €19,000,000, the unsatisfied excess amount of such subscriptions may, at the option of each Authorised Financial Intermediary that has entered into a Subscription Agreement, be considered for allocation purposes with the Applications submitted by the general public without priority or preference.

Applications received by the general public, including such unsatisfied excess amounts detailed in clauses (i), (ii) and (iii) above, if any, shall be allocated without priority or preference and in accordance with the allocation policy as determined by the Issuer and Registrar.

Any amounts which were reserved for the Hili Ventures Group Preferred Applicants, Premier Capital Bondholders and Authorised Financial Intermediaries in the Preplacement Offer (detailed in clauses (i), (ii) and (iii) above) but not fully taken up, will be taken into consideration by the Issuer and the Registrar in formulating the allocation policy for the general public portion.

7.7 ADMISSION TO TRADING

7.7.1 The Listing Authority has authorised the Bonds as admissible to Listing pursuant to the Listing Rules by virtue of a letter dated 3 November 2014.

7.7.2 Application has been made to the Malta Stock Exchange for the Bonds being issued pursuant to the Prospectus to be listed and traded on the Official List of the Malta Stock Exchange.

7.7.3 The Bonds are expected to be admitted to the Malta Stock Exchange with effect from 16 December 2014 and trading is expected to commence on 17 December 2014.

ANNEX I – AUTHORISED FINANCIAL INTERMEDIARIES

Name	Address	Telephone
APS Bank Ltd	17, Republic Street, Valletta VLT 1111	25671719
Bank of Valletta p.l.c.	BOV Centre, Cannon Road, St Venera SVR 9030	22751732
Calamatta Cuschieri & Co Ltd	Fifth Floor, Valletta Buildings, South Street, Valletta VLT 1103	25688688
Charts Investment Management Service Ltd	Valletta Waterfront, Vault 17, Pinto Wharf, Floriana FRN 1913	21224106
Crystal Finance Investments Ltd	10, First Floor, City Gate, Valletta VLT 1010	21226190
Curmi & Partners Ltd	Finance House, Princess Elizabeth Street, Ta' Xbiex XBX 1102	23426000
Fexserv Investment Services Ltd	Alpine House, Naxxar Road, San Gwann SGN 9032	25762001
Financial Planning Services Ltd	4, Marina Court No. 1, G. Calì Street, Ta' Xbiex XBX 1421	21344244
FINCO Treasury Management Ltd	Level 5, The Mall Complex, The Mall, Floriana FRN 1470	21220002
Global Capital Financial Management Ltd	Testaferrata Street, Ta'Xbiex XBX 1403	21342342
Growth Investments Ltd	Customer Service Centre, Pjazza Papa Giovanni XXIII, Floriana FRN 1420	25909000
Hogg Capital Investments Ltd	Ferris Building, Level 4, 1, St Luke's Road, Gwardamangia, Pieta PTA 1020	21322872
HSBC Bank Malta p.l.c.	116, Archbishop Street, Valletta VLT 1444	23802381
Jesmond Mizzi Financial Advisors Ltd	67/3, South Street, Valletta, VLT 1105	23265690
Joseph Scicluna Investment Services Ltd	Bella Vista Court, Level 3, Gorg Borg Olivier Street, Victoria, Gozo, VCT 2517	21565707
Lombard Bank Malta p.l.c.	67, Republic Street, Valletta VLT 1117	25581114
Mediterranean Bank p.l.c.	10, St Barbara Bastion, Valletta VLT 1961	25574400
Mercieca Financial Investment Services Ltd	Mercieca, John F. Kennedy Square, Victoria, Gozo VCT 2580	21553892
MFSP Financial Management Ltd	220, Immaculate Conception Street, Msida MSD 1838	21332200
Michael Grech Financial Investment Services Ltd	The Brokerage, Level 0 A, St Marta Street, Victoria, Gozo VCT 2550	21554492
MZ Investment Services Ltd	55, Mz House, St Rita Street, Rabat RBT 1523	21453739
Rizzo, Farrugia & Co (Stockbrokers) Ltd	Airways House, Third Floor, High Street, Sliema SLM 1549	22583000

ANNEX II - SPECIMEN APPLICATION FORMS

PTL Holdings PLC
€36,000,000 5.1% Unsecured Bonds 2024
APPLICATION FORM 'A'

THIS APPLICATION FORM IS TO BE COMPLETED ONLY BY SHAREHOLDERS, DIRECTORS AND EMPLOYEES OF ANY COMPANY FORMING PART OF HILI VENTURES GROUP.
Please read the notes overleaf before completing this Application Form. Mark 'X' if applicable. Unless otherwise indicated, each of the panels below is to be completed.

A APPLICANT/S (see notes 3 to 7)

☐ Shareholder ☐ Director ☐ Employee
☐ Non-Resident ☐ Minor (under 18) ☐ Body Corporate / Body of Persons

B

TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME / REGISTERED NAME		
ADDRESS / REGISTERED OFFICE			POST CODE
MSE A/C NO. (if applicable)	I.D. CARD / PASSPORT / COMPANY REG NO.	TEL NO.	MOBILE NO.

C ADDITIONAL (JOINT) APPLICANTS (see note 3) (please use an additional Application Form if space is not sufficient)

TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.
TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.

D MINOR'S PARENTS / LEGAL GUARDIAN/S (see note 4) (to be competed ONLY if the Applicant is a minor)

	TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.
I	TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.
II	TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.

E I/WE APPLY TO PURCHASE AND ACQUIRE (see notes 8 and 9)

AMOUNT IN FIGURES	AMOUNT IN WORDS
€	

PTL Holdings p.l.c. 5.1% Unsecured Bonds 2024 (minimum of €2,000 in multiples of €100 thereafter) at the Bond Issue Price (at par), as defined in the Prospectus dated 3 November 2014, payable in full upon application under the Terms and Conditions specified in the Prospectus.

F RESIDENT - WITHHOLDING TAX DECLARATION (see note 10) (to be completed ONLY if the Applicant is a resident of Malta)

☐ I/We elect to have final withholding tax deducted from my/our interest.
☐ I/We elect to receive interest gross (i.e. without deduction of withholding tax).

G NON-RESIDENT - DECLARATION FOR TAX PURPOSES (see note 12) (to be completed ONLY if the Applicant is a non-resident)

TAX COUNTRY	CITY OF BIRTH	COUNTRY OF BIRTH	
PASSPORT / NATIONAL I.D. CARD NO.	T.I.N. (Tax Identification Number)	COUNTRY OF ISSUE	ISSUE DATE

☐ I/We am/are NOT resident in Malta but I/we am/are resident in the European Union.
☐ I/We am/are NOT resident in Malta and I/we am/are NOT resident in the European Union.

H INTEREST, REFUND AND REDEMPTION MANDATE (see note 11) (completion of this panel is mandatory)

BANK	IBAN

I **I/We have fully understood the instructions for completing this Application Form, and am/are making this application solely on the basis of the Prospectus subject to the Terms and Conditions as contained therein which I/we fully accept.**

Signature/s of Applicant/s
(Both parents or legal guardian/s are/is to sign if the Applicant is a minor)
(All parties are to sign in the case of a joint application)

Date

AUTHORISED FINANCIAL INTERMEDIARY'S STAMP	AUTHORISED FINANCIAL INTERMEDIARY'S CODE	APPLICATION NUMBER

ANNEX II - SPECIMEN APPLICATION FORMS

Notes on how to complete this application form and other information

The following notes are to be read in conjunction with the Prospectus dated 3 November 2014 (the "Prospectus").

1. This Application is governed by the Terms and Conditions contained in Section 7 of the Securities Note dated 3 November 2014 forming part of the Prospectus. Capitalised terms not defined herein shall, unless the context otherwise requires, have the meaning ascribed to them in the Prospectus.

2. The Application Form is to be completed in BLOCK LETTERS and entitles you to a preferential treatment as shareholder, director or employee of any company forming part of the Hili Ventures Group.

3. Applicants are to insert full personal details in Panel B. In the case of an application by more than one person (including husband and wife) full details of all individuals - including I.D. card numbers - must be given in Panels B and C but the person whose name appears in Panel B shall, for all intents and purposes, be deemed to be the registered holder of the Bonds. Interest, redemption proceeds and any refund payments will be issued in the name of such Bondholder (vide note 7 below).

4. Applications in the name and for the benefit of minors shall be allowed provided that they are signed by both parents or by the legal guardian/s and accompanied by a Public Registry birth certificate of the minor in whose name and for whose benefit the Application Form is being submitted. The relative box in Panel A must also be marked appropriately. Any Bonds allocated pursuant to such an Application shall be registered in the name of the minor as Bondholder, with interest and redemption proceeds payable to the parents or legal guardian/s signing the Application Form until such time as the minor attains the age of eighteen (18) years, following which all interest and redemption proceeds shall be payable directly to the registered holder, provided that the Issuer has been duly notified in writing of the fact that the minor has attained the age of eighteen (18) years.

5. Applicants who are non-resident in Malta for tax purposes, must indicate their passport number in Panel B and complete Panel G. The relative box in Panel A must also be marked appropriately.

6. In the case of a body corporate, the name of the entity exactly as registered, and the registration number are to be inserted in Panel B, the relative box in Panel A must also be marked appropriately. Applications must be signed by the duly authorised representatives indicating the capacity in which they are signing.

7. **APPLICANTS WHO ALREADY HOLD SECURITIES ON THE MALTA STOCK EXCHANGE ARE TO INDICATE THEIR MSE ACCOUNT NUMBER IN PANEL B. APPLICANTS ARE TO NOTE THAT ANY SECURITIES ALLOTTED TO THEM WILL BE RECORDED BY THE MSE IN THE MSE ACCOUNT NUMBER QUOTED ON THE APPLICATION FORM EVEN IF THE DETAILS OF SUCH MSE ACCOUNT NUMBER, AS HELD BY THE MSE, DIFFER FROM ANY OR ALL OF THE DETAILS APPEARING OVERLEAF. A SEPARATE REQUEST BY THE APPLICANT TO CHANGE THESE DETAILS AS RECORDED AT THE MSE WILL HAVE TO BE EFFECTED.**

8. Applications must be for a minimum of €2,000 (and in multiples of €100 thereafter).

9. Payment must be made in Euro, in cleared funds, to **'The Registrar - PTL Bond Issue'**. In the event that the cheque accompanying an Application Form is not honoured on the first presentation, the Registrar reserves the right to invalidate the relative Application.

10. Only Applicants who hold a valid official Maltese identity card or companies registered in Malta will be treated as resident in Malta. In such a case the Applicant may elect to have final withholding tax, currently 15% deducted from interest payments in which case such interest need not be declared in the Applicant's income tax return. The Applicant may elect to receive the interest gross (i.e. without deduction of final withholding tax), but he/she will be obliged to declare interest so received on his/her return. Authorised entities applying in the name of a prescribed fund (having indicated their status in the appropriate box in Panel A) will have final withholding tax, currently 10%, deducted from interest payments. In terms of Section 6.2 of the Securities Note, unless the Issuer is otherwise instructed by Bondholder, or if the Bondholder does not fall within the definition of 'Recipient' in terms of Article 41(c) of the Income Tax Act (Cap. 123 of the laws of Malta), interest shall be paid to such persons net of a final withholding tax, currently at the rate of 15% of the gross amount of the interest pursuant to Article 33 of the Income Tax Act.

11. Applicants will receive their interest directly in a bank account held locally in Euro as indicated in Panel H. If any Application is not accepted, or is accepted for fewer Bonds after the closure of the subscription lists than those applied for, the monies or the balance of the amount paid but not allocated, as the case may be, will be returned by direct credit into the Applicant's bank account as indicated in Panel H.

12. European Council Directive 2003/48/EC on the Taxation of Savings Income in the form of interest payments requires all payors established in the EU which pay interest to an individual resident in another EU Member State, to report the interest payment to the tax authorities of the Member State in which the payor is established. If the applicant's permanent residential address is in a EU Member State or is in a country to which the Directive applies (called a "specified territory") then the interest paid will be reported as aforementioned.

13. Subscriptions will open at 08:30 hours on 24 November 2014 and close at 16:00 hours on 28 November 2014. The Issuer reserves the right, however, to close the Issue before 28 November 2014, in the event of over-subscription. Subscriptions may be made during office hours through any of the Authorised Financial intermediaries listed in Annex I of the Prospectus. The Issuer reserves the right not to accept any Application which appears to be in breach of the Terms and Conditions of the Issue as contained in the Prospectus. Any Applications received by the Registrar after the subscription lists close will be rejected. Any remittances by post are at the sole risk of the Applicant and the Issuer disclaims all responsibility for such remittances not received by the closing of the subscription lists.

14. By completing and delivering an Application Form you (as the Applicant(s)):
    a. acknowledge that the Issuer may process the personal data that you provide in the Application Form in accordance with the Data Protection (Cap. 440 of the Laws of Malta);
    b. acknowledge that the Issuer may process such personal data for all purposes necessary for and related to the Bonds applied for; and
    c. acknowledge that you, as the Applicant(s), have the right to request access to and rectification of the personal data relating to you, as processed by the Issuer. Any such requests must be made in writing and addressed to the Issuer. The requests must be signed by you, as the applicant(s) to whom the personal data relates.

The value of the investments can go up or down and past performance is not necessarily indicative of future performance. The nominal value of the Bonds on offer will be repayable in full upon redemption. Prior to applying for the purchase of Bonds, an investor should consult an independent financial advisor, licensed under the Investment Services Act (Cap. 370 of the Laws of Malta), for advice.

ANNEX II - SPECIMEN APPLICATION FORMS

PTL Holdings PLC
€36,000,000 5.1% Unsecured Bonds 2024
APPLICATION FORM 'B'

Please read the notes overleaf before completing this Application Form. Mark 'X' if applicable. Unless otherwise indicated, each of the panels below is to be completed.

A APPLICANT/S (see notes 2 to 7)

MSE A/C NO. (if applicable)	I.D. CARD / PASSPORT / COMPANY REG NO.	TEL NO.	MOBILE NO.

B I/WE APPLY TO PURCHASE AND ACQUIRE (see notes 8 and 9:)

AMOUNT IN FIGURES	AMOUNT IN WORDS
€	

PTL Holdings p.l.c. 5.1% Unsecured Bonds 2024 (minimum of €2,000 in multiples of €100 thereafter) at the Bond Issue Price (at par), as defined in the Prospectus dated 3 November 2014, payable in full upon application under the Terms and Conditions specified in the Prospectus.

C RESIDENT - WITHHOLDING TAX DECLARATION (see note 10) (to be completed ONLY if the Applicant is a resident of Malta)

☐ I/We elect to have final withholding tax deducted from my/our interest.

☐ I/We elect to receive interest gross (i.e. without deduction of withholding tax).

D NON-RESIDENT - DECLARATION FOR TAX PURPOSES (see note 12) (to be completed ONLY if the Applicant is a non-resident)

TAX COUNTRY	CITY OF BIRTH	COUNTRY OF BIRTH	
PASSPORT / NATIONAL I.D. CARD NO.	T.I.N. (Tax Identification Number)	COUNTRY OF ISSUE	ISSUE DATE

☐ I/We am/are NOT resident in Malta but I/we am/are resident in the European Union.

☐ I/We am/are NOT resident in Malta and I/we am/are NOT resident in the European Union.

E INTEREST, REFUND AND REDEMPTION MANDATE (see note 11) (completion of this panel is mandatory)

BANK	IBAN

F **I/We have fully understood the instructions for completing this Application Form, and am/are making this application solely on the basis of the Prospectus subject to the Terms and Conditions as contained therein which I/we fully accept.**

Signature/s of Applicant/s
(Both parents or legal guardian/s are/is to sign if the Applicant is a minor)
(All parties are to sign in the case of a joint application)

Date

AUTHORISED FINANCIAL INTERMEDIARY'S STAMP	AUTHORISED FINANCIAL INTERMEDIARY'S CODE	APPLICATION NUMBER

ANNEX II - SPECIMEN APPLICATION FORMS

Notes on how to complete this application form and other information

The following notes are to be read in conjunction with the Prospectus dated 3 November 2014 (the "Prospectus").

1. This Application is governed by the Terms and Conditions contained in Section 7 of the Securities Note dated 3 November 2014 forming part of the Prospectus. Capitalised terms not defined herein shall, unless the context otherwise requires, have the meaning ascribed to them in the Prospectus.

2. The Application Form is to be completed in BLOCK LETTERS and entitles you to a preferential treatment as a holder of the Premier Capital p.l.c. 6.8% bonds 2017-2020 as at the close of business on 3 November 2014.

3. The first-named person is Panel A shall, for all intents and purposes, be deemed to be the registered holder of the Bonds. Interest, redemption proceeds and any refund payments will be issued in the name of such Bondholder (vide note 7 below).

4. Applications in the name and for the benefit of minors shall be allowed provided that they are signed by both parents or by the legal guardian/s. Any Bonds allocated pursuant to such an Application shall be registered in the name of the minor as Bondholder, with interest and redemption proceeds payable to the parents or legal guardian/s signing the Application Form until such time as the minor attains the age of eighteen (18) years, following which all interest and redemption proceeds shall be payable directly to the registered holder, provided that the Issuer has been duly notified in writing of the fact that the minor has attained the age of eighteen (18) years.

5. Applicants who are non-resident in Malta for tax purposes, must complete Panel D.

6. In the case of a body corporate. Applications must be signed by the duly authorised representatives indicating the capacity in which they are signing.

7. **APPLICANTS ARE TO NOTE THAT ANY SECURITIES ALLOTTED TO THEM WILL BE RECORDED BY THE MSE IN THE MSE ACCOUNT NUMBER QUOTED ON THE APPLICATION FORM EVEN IF THE DETAILS OF SUCH MSE ACCOUNT NUMBER, AS HELD BY THE MSE, DIFFER FROM ANY OR ALL OF THE DETAILS APPEARING OVERLEAF. A SEPARATE REQUEST BY THE APPLICANT TO CHANGE THESE DETAILS AS RECORDED AT THE MSE WILL HAVE TO BE EFFECTED.**

8. Applications must be for a minimum of €2,000 (and in multiples of €100 thereafter).

9. Payment must be made in Euro, in cleared funds, to **'The Registrar - PTL Bond Issue'**. In the event that the cheque accompanying an Application Form is not honoured on the first presentation, the Registrar reserves the right to invalidate the relative Application.

10. Only Applicants who hold a valid official Maltese identity card or companies registered in Malta will be treated as resident in Malta. In such a case the Applicant may elect to have final withholding tax, currently 15% deducted from interest payments in which case such interest need not be declared in the Applicant's income tax return. The Applicant may elect to receive the interest gross (i.e. without deduction of final withholding tax), but he/she will be obliged to declare interest so received on his/her return. Authorised entities applying in the name of a prescribed fund (having indicated their status in the appropriate box in Panel A) will have final withholding tax, currently 10%, deducted from interest payments. In terms of Section 6.2 of the Securities Note, unless the Issuer is otherwise instructed by Bondholder, or if the Bondholder does not fall within the definition of 'Recipient' in terms of Article 41(c) of the Income Tax Act (Cap. 123 of the laws of Malta), interest shall be paid to such persons net of a final withholding tax, currently at the rate of 15% of the gross amount of the interest pursuant to Article 33 of the Income Tax Act.

11. Applicants will receive their interest directly in a bank account held locally in Euro as indicated in Panel E. If any Application is not accepted, or is accepted for fewer Bonds after the closure of the subscription lists than those applied for, the monies or the balance of the amount paid but not allocated, as the case may be, will be returned by direct credit into the Applicant's bank account as indicated in Panel E.

12. European Council Directive 2003/48/EC on the Taxation of Savings Income in the form of interest payments requires all payors established in the EU which pay interest to an individual resident in another EU Member State, to report the interest payment to the tax authorities of the Member State in which the payor is established. If the applicant's permanent residential address is in a EU Member State or is in a country to which the Directive applies (called a "specified territory") then the interest paid will be reported as aforementioned.

13. Subscriptions will open at 08:30 hours on 24 November 2014 and close at 16:00 hours on 28 November 2014. The Issuer reserves the right, however, to close the Issue before 28 November 2014, in the event of over-subscription. Subscriptions may be made during office hours through any of the Authorised Financial intermediaries listed in Annex I of the Prospectus. The Issuer reserves the right not to accept any Application which appears to be in breach of the Terms and Conditions of the Issue as contained in the Prospectus. Any Applications received by the Registrar after the subscription lists close will be rejected. Any remittances by post are at the sole risk of the Applicant and the Issuer disclaims all responsibility for such remittances not received by the closing of the subscription lists.

14. By completing and delivering an Application Form you (as the Applicant(s)):
    a. acknowledge that the Issuer may process the personal data that you provide in the Application Form in accordance with the Data Protection (Cap. 440 of the Laws of Malta);
    b. acknowledge that the Issuer may process such personal data for all purposes necessary for and related to the Bonds applied for; and
    c. acknowledge that you, as the Applicant(s), have the right to request access to and rectification of the personal data relating to you, as processed by the Issuer. Any such requests must be made in writing and addressed to the Issuer. The requests must be signed by you, as the applicant(s) to whom the personal data relates.

The value of the investments can go up or down and past performance is not necessarily indicative of future performance. The nominal value of the Bonds on offer will be repayable in full upon redemption. Prior to applying for the purchase of Bonds, an investor should consult an independent financial advisor, licensed under the Investment Services Act (Cap. 370 of the Laws of Malta), for advice.

ANNEX II - SPECIMEN APPLICATION FORMS

PTL Holdings PLC
€36,000,000 5.1% Unsecured Bonds 2024
APPLICATION FORM 'C'

Please read the notes overleaf before completing this Application Form. Mark 'X' if applicable. Unless otherwise indicated, each of the panels below is to be completed.

APPLICANT/S (see notes 3 to 7)

A ☐ Non-Resident ☐ Minor (under 18) ☐ Body Corporate / Body of Persons ☐ CIS-Prescribed Fund

B TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME / REGISTERED NAME		
ADDRESS / REGISTERED OFFICE			POST CODE
MSE A/C NO. (if applicable)	I.D. CARD / PASSPORT / COMPANY REG NO.	TEL NO.	MOBILE NO.

C ADDITIONAL (JOINT) APPLICANTS (see note 3) (please use an additional Application Form if space is not sufficient)

TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.
TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.

D MINOR'S PARENTS / LEGAL GUARDIAN/S (see note 4) (to be competed ONLY if the Applicant is a minor)

I TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.
II TITLE (Mr/Mrs/Ms/...)	FULL NAME & SURNAME	I.D. CARD / PASSPORT NO.

E I/WE APPLY TO PURCHASE AND ACQUIRE (see notes 8 and 9)

AMOUNT IN FIGURES €	AMOUNT IN WORDS

PTL Holdings p.l.c. 5.1% Unsecured Bonds 2024 (minimum of €2,000 in multiples of €100 thereafter) at the Bond Issue Price (at par), as defined in the Prospectus dated 3 November 2014, payable in full upon application under the Terms and Conditions specified in the Prospectus.

F RESIDENT - WITHHOLDING TAX DECLARATION (see note 10) (to be completed ONLY if the Applicant is a resident of Malta)

☐ I/We elect to have final withholding tax deducted from my/our interest.
☐ I/We elect to receive interest gross (i.e. without deduction of withholding tax).

G NON-RESIDENT - DECLARATION FOR TAX PURPOSES (see note 12) (to be completed ONLY if the Applicant is a non-resident)

TAX COUNTRY	CITY OF BIRTH	COUNTRY OF BIRTH	
PASSPORT / NATIONAL I.D. CARD NO.	T.I.N. (Tax Identification Number)	COUNTRY OF ISSUE	ISSUE DATE

☐ I/We am/are NOT resident in Malta but I/we am/are resident in the European Union.
☐ I/We am/are NOT resident in Malta and I/we am/are NOT resident in the European Union.

H INTEREST, REFUND AND REDEMPTION MANDATE (see note 11) (completion of this panel is mandatory)

BANK	IBAN

I **I/We have fully understood the instructions for completing this Application Form, and am/are making this application solely on the basis of the Prospectus subject to the Terms and Conditions as contained therein which I/we fully accept.**

Signature/s of Applicant/s
(Both parents or legal guardian/s are/is to sign if the Applicant is a minor)
(All parties are to sign in the case of a joint application)

Date

AUTHORISED FINANCIAL INTERMEDIARY'S STAMP	AUTHORISED FINANCIAL INTERMEDIARY'S CODE	APPLICATION NUMBER

ANNEX II - SPECIMEN APPLICATION FORMS

Notes on how to complete this application form and other information

The following notes are to be read in conjunction with the Prospectus dated 3 November 2014 (the "Prospectus").

1. This Application is governed by the Terms and Conditions contained in Section 7 of the Securities Note dated 3 November 2014 forming part of the Prospectus. Capitalised terms not defined herein shall, unless the context otherwise requires, have the meaning ascribed to them in the Prospectus.

2. The Application Form is to be completed in BLOCK LETTERS.

3. Applicants are to insert full personal details in Panel B. In the case of an application by more than one person (including husband and wife) full details of all individuals - including I.D. card numbers - must be given in Panels B and C but the person whose name appears in Panel B shall, for all intents and purposes, be deemed to be the registered holder of the Bonds. Interest, redemption proceeds and any refund payments will be issued in the name of such Bondholder (vide note 7 below).

4. Applications in the name and for the benefit of minors shall be allowed provided that they are signed by both parents or by the legal guardian/s and accompanied by a Public Registry birth certificate of the minor in whose name and for whose benefit the Application Form is being submitted. The relative box in Panel A must also be marked appropriately. Any Bonds allocated pursuant to such an Application shall be registered in the name of the minor as Bondholder, with interest and redemption proceeds payable to the parents or legal guardian/s signing the Application Form until such time as the minor attains the age of eighteen (18) years, following which all interest and redemption proceeds shall be payable directly to the registered holder, provided that the Issuer has been duly notified in writing of the fact that the minor has attained the age of eighteen (18) years.

5. Applicants who are non-resident in Malta for tax purposes, must indicate their passport number in Panel B and complete Panel G. The relative box in Panel A must also be marked appropriately.

6. In the case of a body corporate, the name of the entity exactly as registered, and the registration number are to be inserted in Panel B, the relative box in Panel A must also be marked appropriately. Applications must be signed by the duly authorised representatives indicating the capacity in which they are signing.

7. **APPLICANTS WHO ALREADY HOLD SECURITIES ON THE MALTA STOCK EXCHANGE ARE TO INDICATE THEIR MSE ACCOUNT NUMBER IN PANEL B. APPLICANTS ARE TO NOTE THAT ANY SECURITIES ALLOTTED TO THEM WILL BE RECORDED BY THE MSE IN THE MSE ACCOUNT NUMBER QUOTED ON THE APPLICATION FORM EVEN IF THE DETAILS OF SUCH MSE ACCOUNT NUMBER, AS HELD BY THE MSE, DIFFER FROM ANY OR ALL OF THE DETAILS APPEARING OVERLEAF. A SEPARATE REQUEST BY THE APPLICANT TO CHANGE THESE DETAILS AS RECORDED AT THE MSE WILL HAVE TO BE EFFECTED.**

8. Applications must be for a minimum of €2,000 (and in multiples of €100 thereafter).

9. Payment must be made in Euro, in cleared funds, to **'The Registrar - PTL Bond Issue'**. In the event that the cheque accompanying an Application Form is not honoured on the first presentation, the Registrar reserves the right to invalidate the relative Application.

10. Only Applicants who hold a valid official Maltese identity card or companies registered in Malta will be treated as resident in Malta. In such a case the Applicant may elect to have final withholding tax, currently 15% deducted from interest payments in which case such interest need not be declared in the Applicant's income tax return. The Applicant may elect to receive the interest gross (i.e. without deduction of final withholding tax), but he/she will be obliged to declare interest so received on his/her return. Authorised entities applying in the name of a prescribed fund (having indicated their status in the appropriate box in Panel A) will have final withholding tax, currently 10%, deducted from interest payments. In terms of Section 6.2 of the Securities Note, unless the Issuer is otherwise instructed by Bondholder, or if the Bondholder does not fall within the definition of 'Recipient' in terms of Article 41(c) of the Income Tax Act (Cap. 123 of the laws of Malta), interest shall be paid to such persons net of a final withholding tax, currently at the rate of 15% of the gross amount of the interest pursuant to Article 33 of the Income Tax Act.

11. Applicants will receive their interest directly in a bank account held locally in Euro as indicated in Panel H. If any Application is not accepted, or is accepted for fewer Bonds after the closure of the subscription lists than those applied for, the monies or the balance of the amount paid but not allocated, as the case may be, will be returned by direct credit into the Applicant's bank account as indicated in Panel H.

12. European Council Directive 2003/48/EC on the Taxation of Savings Income in the form of interest payments requires all payors established in the EU which pay interest to an individual resident in another EU Member State, to report the interest payment to the tax authorities of the Member State in which the payor is established. If the applicant's permanent residential address is in a EU Member State or is in a country to which the Directive applies (called a "specified territory") then the interest paid will be reported as aforementioned.

13. Subscriptions will open at 08:30 hours on 24 November 2014 and close at 16:00 hours on 28 November 2014. The Issuer reserves the right, however, to close the Issue before 28 November 2014, in the event of over-subscription. Subscriptions may be made during office hours through any of the Authorised Financial intermediaries listed in Annex I of the Prospectus. The Issuer reserves the right not to accept any Application which appears to be in breach of the Terms and Conditions of the Issue as contained in the Prospectus. Any Applications received by the Registrar after the subscription lists close will be rejected. Any remittances by post are at the sole risk of the Applicant and the Issuer disclaims all responsibility for such remittances not received by the closing of the subscription lists.

14. By completing and delivering an Application Form you (as the Applicant(s)):
    a. acknowledge that the Issuer may process the personal data that you provide in the Application Form in accordance with the Data Protection (Cap. 440 of the Laws of Malta);
    b. acknowledge that the Issuer may process such personal data for all purposes necessary for and related to the Bonds applied for; and
    c. acknowledge that you, as the Applicant(s), have the right to request access to and rectification of the personal data relating to you, as processed by the Issuer. Any such requests must be made in writing and addressed to the Issuer. The requests must be signed by you, as the applicant(s) to whom the personal data relates.

The value of the investments can go up or down and past performance is not necessarily indicative of future performance. The nominal value of the Bonds on offer will be repayable in full upon redemption. Prior to applying for the purchase of Bonds, an investor should consult an independent financial advisor, licensed under the Investment Services Act (Cap. 370 of the Laws of Malta), for advice.

PTL Holdings p.l.c.

Financial Analysis Summary

3 November 2014

CHARTS
WEALTH MANAGEMENT • CORPORATE BROKING

CHARTS INVESTMENT MANAGEMENT SERVICE LTD.
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PINTO WHARF, FLORIANA, FRN 1913, MALTA
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www.charts.com.mt • info@charts.com.mt

The Directors
PTL Holdings p.l.c.
Nineteen Twenty Three
Valletta Road
Marsa MRS 3000

3 November 2014

Dear Sirs

PTL Holdings p.l.c. Financial Analysis Summary

In accordance with your instructions, and in line with the requirements of the Listing Authority Policies, we have compiled the Financial Analysis Summary set out on the following pages and which is being forwarded to you together with this letter.

The purpose of the financial analysis is that of summarising key financial data appertaining to PTL Holdings p.l.c. (the "**Group**" or the "**Company**"). The data is derived from various sources or is based on our own computations as follows:

(a) Historical financial data for the latest three years has been extracted from the audited financial statements of each of the operating companies forming part of the Group (PTL, SAD and APCO), and from the pro forma consolidated financial statements of the Company for the year ended 31 December 2013.

(b) The forecast data of the Group for the years ending 31 December 2014 and 31 December 2015 has been provided by management of the Company.

(c) Our commentary on the results of the Group and on its financial position is based on the explanations provided by the Company.

(d) The ratios quoted in the Financial Analysis Summary have been computed by us applying the definitions set out in Part 4 of the Analysis.

(e) Relevant financial data in respect of the companies included in Part 3 has been extracted from public sources such as websites of the companies concerned, financial statements filed with the Registrar of Companies or websites providing financial data.

The Analysis is meant to assist investors in the Company's securities and potential investors by summarising the more important financial data of the Group. The Analysis does not contain all data that is relevant to investors or potential investors. The Analysis does not constitute an endorsement by our firm of any securities of the Company and should not be interpreted as a recommendation to invest in any of the Company's securities. We shall not accept any liability for any loss or damage arising out of the use of the Analysis. As with all investments, potential investors are encouraged to seek professional advice before investing in the Company's securities.

Yours faithfully,

Wilfred Mallia
Director

TABLE OF CONTENTS

PART 1

1. COMPANY'S KEY ACTIVITIES

The principal activity of PTL Holdings p.l.c. (the "**Company**", "**Issuer**" or the "**Group**") is to carry on the business of a holding and finance company.

The Company was registered on 23 December 2013 as a private limited liability company for the purpose of developing and managing the technology business of Hili Ventures Limited (C 57902), the parent company of the Issuer. Upon incorporation, the Company acquired a 100% shareholding in PTL International Limited (C 63276) which was set up on the same day. Subsequently, by virtue of a number of share transfer instruments the latter company acquired the Group companies highlighted in section 3.1 of this document, other than (i) PTL Company B.V. (28889541) and Ipsyon Limited (C 65394) which were incorporated after the said transactions; and (ii) SAD (collectively, PTL Poland Sp. z o.o. and SAD Sp. z o.o.) and APCO (collectively APCO Limited and APCO Systems Limited) which were acquired from third parties in 2014. As at 31 December 2013, the principal operating company of the Group was PTL Limited ("PTL").

PTL (a company incorporated on 16 November 1976 under the name 'Philip Toledo Limited' and registered in Malta with registration number C 3545) was acquired by the Hili group on 9 February 2012 pursuant to the subscription of all of PTL's ordinary shares by Motherwell Bridge Limited (C 49248) and Motherwell Bridge Estates Limited (C 54894), as to 49,999 ordinary shares and 1 ordinary share respectively of €2.329373 each share. The shares held by Motherwell Bridge Limited were subsequently transferred to Hili Company Limited (C 57955) on 28 July 2013, and the 1 ordinary share held by Motherwell Bridge Estates Limited was transferred to Hili Ventures Limited on 25 October 2013. PTL issued a further 150,255 ordinary shares on 11 December 2013 to Hili Company Limited, and on 30 December 2013 transferred its shareholding in PTL to PTL International Limited (C 63276).

On 30 June 2014 and 1 August 2014, the Group acquired SAD and APCO respectively.

2. DIRECTORS AND KEY EMPLOYEES

The Company is managed by a Board consisting of five directors entrusted with its overall direction and management.

Board of Directors

Carmelo *sive* Melo Hili	Chairman
Richard Abdilla Castillo	Executive Director
Stephen Kenneth Tarr	Non-Executive Director
John Roberts	Independent Non-Executive Director
Karl Fritz	Independent Non-Executive Director

The Company is an investment company which does not require an elaborate management structure. Richard Abdilla Castillo has been appointed Executive Director of the Company. In the execution of the strategic direction, investment and management oversight of the Group, he is assisted by the following members of senior management of the PTL Group.

PTL International Limited

Kenneth Spiteri	Chief Executive Officer
Jeffrey Cusens	Chief Financial Officer
Paul Doyle	Chief Technology Officer

PTL

Andrew Spiteri Willets	Director of Finance
Tony Muscat	Chief Commercial Officer
Ambrose Muscat	General Manager (Middle East)
Adrian Mifsud	Head Operations

SAD

Bartosz Sulek	Head Corporate Sales
Magda Pilaszek	Head Sales and Marketing
Marcin Kotas	Head Logistics

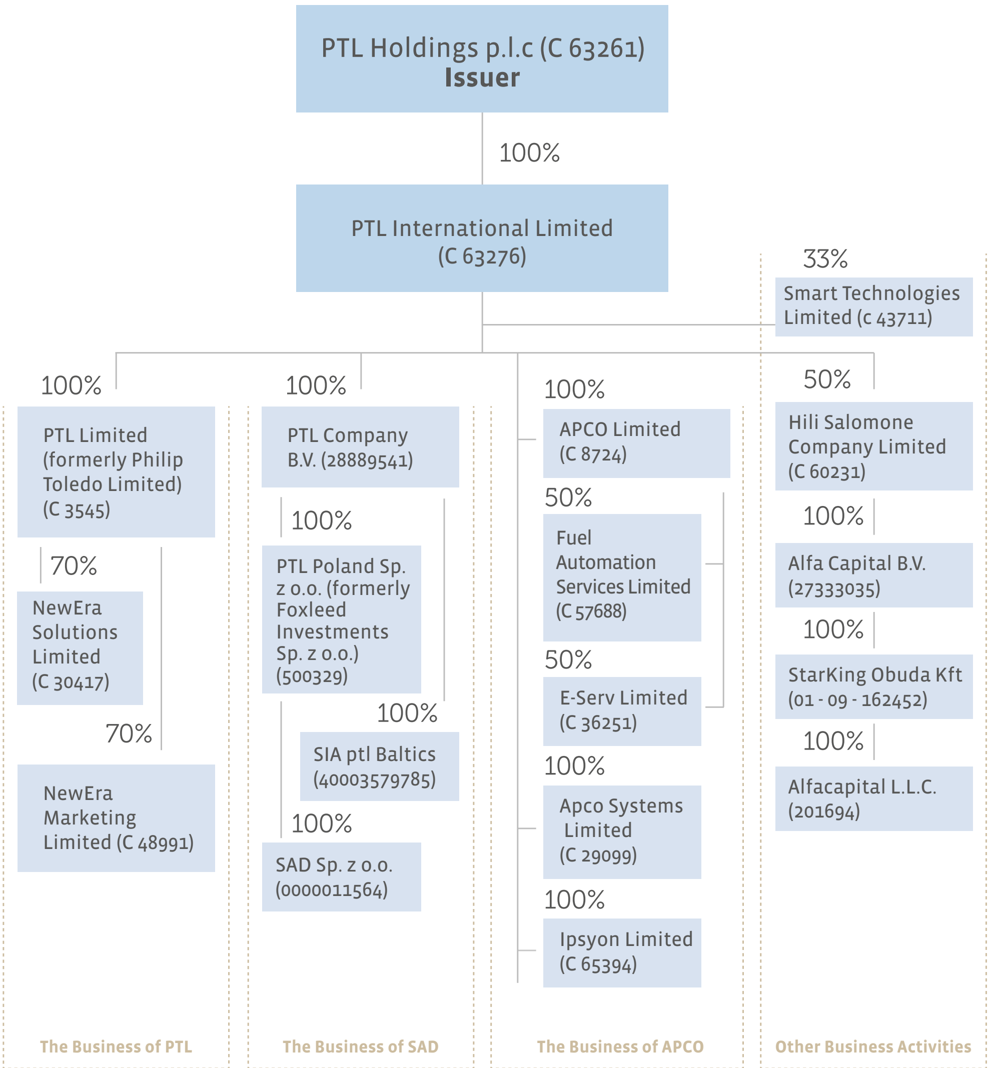
APCO

Ian Pellicano	Managing Director
Andrew Spiteri Willets	Director of Finance

3. PTL GROUP

3.1 ORGANISATIONAL STRUCTURE

As the holding company of the Group, the Company is ultimately dependent upon the operations and performance of the Group's operating companies. The organisational structure of the Group is illustrated in the diagram hereunder:



The Group's businesses (PTL, SAD and APCO) are described in more detail in section 4 below. With respect to other business activities, the Group has shareholdings of 50% and 33.3% in Hili Salomone Company Limited and Smart Technologies Limited respectively. The Group also holds 50% of the issued share capital of each of Fuel Automation Services Limited and E-Serv Limited, both of which are non-operating companies.

Hili Salomone Company Limited was incorporated to operate Apple stores, as an Apple Premium Reseller, in Hungary and Romania. Under the brand name 'iCentre', the company operates 3 stores in Hungary and 1 outlet in Romania.

Smart Technologies Limited is principally engaged in information technology outsourcing services and rental of equipment including desktops, laptops and netbooks. The company also manages and supports portfolios of IT assets for corporate clients through leasing packages.

4. GROUP OPERATION BUSINESSES

4.1 PTL

4.1.1 Business Overview

PTL is a multi-brand information technology solutions provider to businesses and the public sector primarily in Malta and to a lesser extent in the Middle East. PTL provides comprehensive and integrated solutions for its customers' technology needs through the company's extensive hardware, software and value-added service offerings. The breadth of offerings allows customers to streamline their procurement processes by partnering with PTL as a complete technology solutions provider. The company's hardware offerings include products with leading brands across multiple categories such as network communications, notebooks/mobile devices, data storage, video monitors, printers, desktops and servers, among others. Software offerings include licensing, licensing management and software solutions and services that help customers to optimise their software investments. PTL offers a full suite of value-added services, which typically are delivered as part of a technology solution, to help customers meet their specific needs.

Solutions range from configuration services for computer devices to fully integrated solutions such as virtualisation, collaboration, security, application integration and migration, mobility and cloud computing. With broad technical scope and capabilities, PTL offers a single source for its clients' diverse IT requirements, which involves assessing, designing, deploying and managing IT solutions to help customers enable, manage and secure their IT environments.

PTL's business is well-diversified across customers, products and service offerings and vendors from whom it purchases products and software for resale. The company has aligned its sales and marketing functions around customer channels to retain and increase sales to existing customers and to acquire new customers. The direct selling personnel are supported by a team of technology specialists who design solutions and provide recommendations in the selection and procurement processes. Products are purchased for resale from original equipment manufacturers (OEMs) and distributors. Management maintains that effective purchasing from a diverse vendor base is a key element of the company's business strategy. PTL is authorised by OEMs to sell all or selected products offered by the manufacturer, and operate as a reseller for major software publishers that allows the end-user customer to acquire packaged software or licensed products and services.

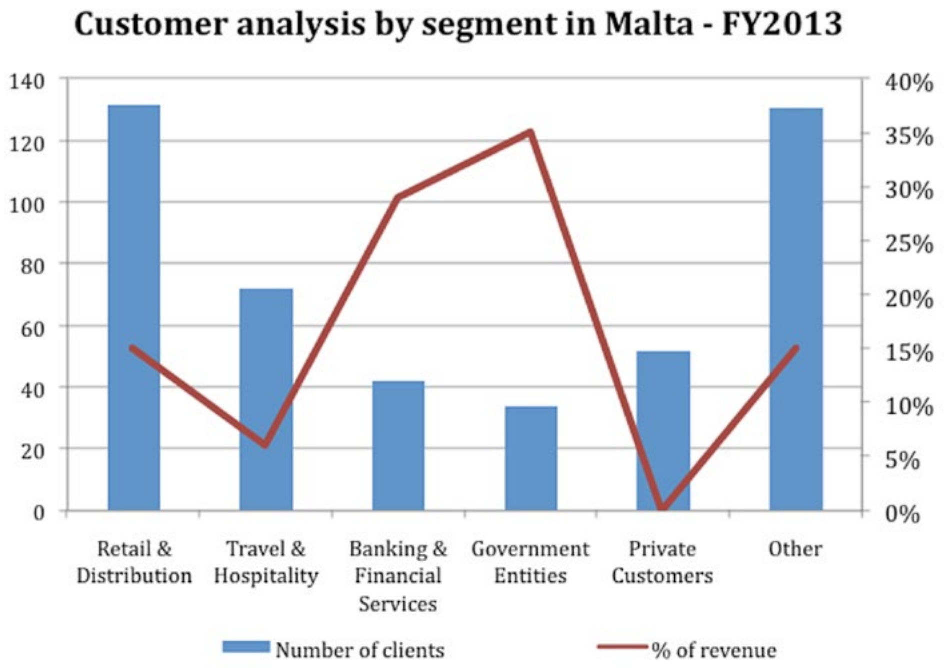
PTL offers its end-to-end services to entities from various industry sectors, but predominantly operates within a set of industry vertical markets where the Group has developed extensive knowledge and expertise. Such vertical markets include the following:

- **Retail and Distribution** – PTL provides a variety of solutions to businesses in Malta and the Middle East ranging from point-of-sale devices, merchandising infrastructure and supply chain systems to customer loyalty programmes, security products and services.

- **Banking** – PTL primarily supplies the banking industry in Malta with NCR deposit ATMs and also offers ancillary support services.

- **Public sector** – PTL supplies IT products (hardware and software) and provides support services to a number of government entities and public sector organisations in Malta.

Further analysis of the sectors in which PTL's clients operate is included below:



Source: Management information

4.1.2 The Information Technology (IT) Sector

IT sector worldwide

According to research, worldwide IT spending (excluding telecommunications) is projected to total $2.1 trillion in 2014, a 4.2% increase from 2013 spending of $2.0 trillion. In 2013, the market experienced flat growth, growing 0.4% year over year.

Spending on devices (including PCs, ultramobiles, mobile phones and tablets) contracted 1.2% in 2013, but will grow by 4.4% in 2014. It is expected that convergence of the PC, ultramobiles (including tablets) and mobile phone segments, as well as erosion of margins, will take place as differentiation will soon be based primarily on price instead of orientation of devices to specific tasks.

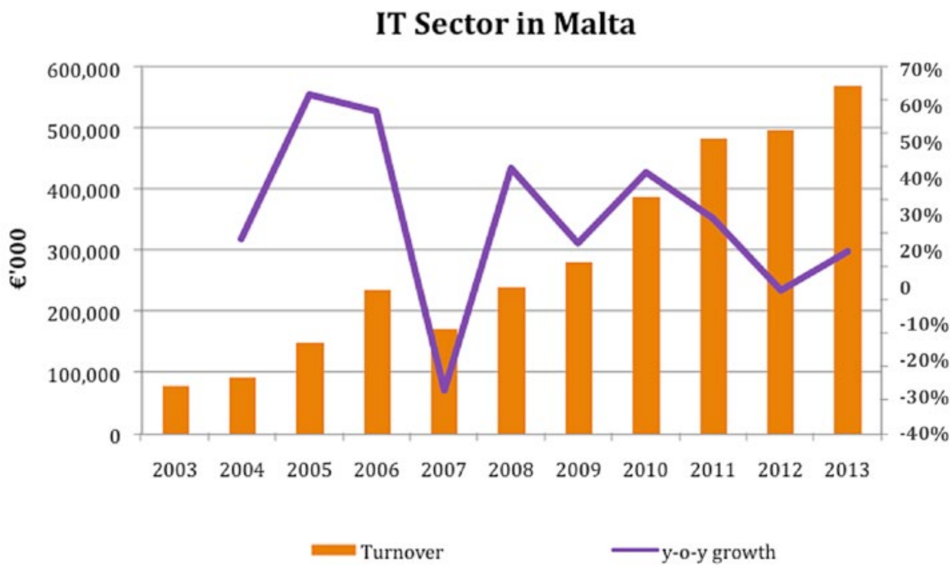
Enterprise software spending growth continues to be the strongest throughout the forecast period and is expected to achieve an annual growth rate of 7.0%. Customer relationship management and supply chain management (SCM) have also experienced a period of strong growth.

Investment is being driven from exploiting analytics to make B2C processes more efficient and improve customer marketing efforts. Investment is also being aligned to B2B analytics, particularly in the SCM space, where annual spending is expected to grow 10.6% in 2014. The focus is on enhancing the customer experience throughout the presales, sales and post sales processes.

Market analysts have slightly revised downward the IT services compound annual growth rate between 2012 and 2017. The largest contributor to this revision comes from reductions in IT outsourcing – specifically, in co-location, hosting and data centre outsourcing growth rates. It seems that CIOs are increasingly reconsidering data centre build-out and instead planning faster than expected moves to cloud computing and mobility. Despite these small reductions, it is anticipated that annual growth through 2017 will be four to five percent.

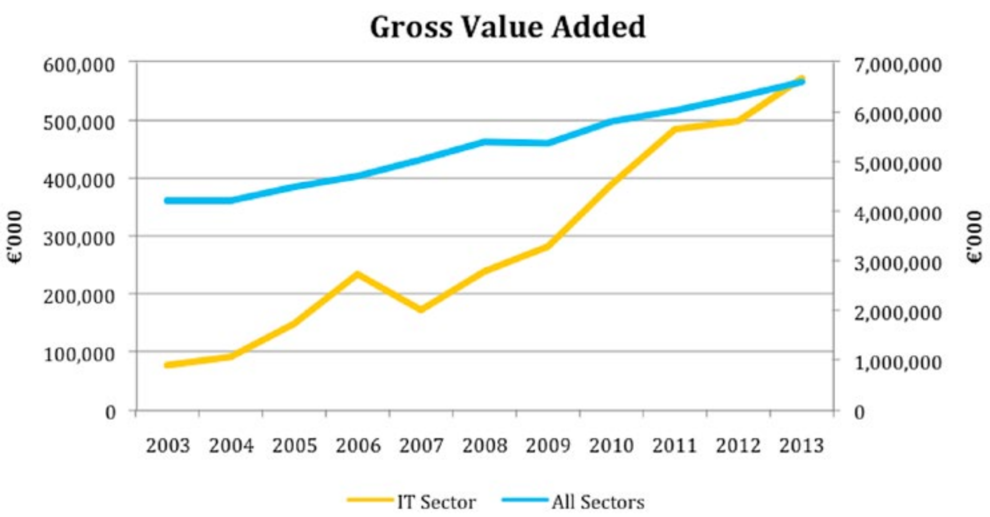
IT sector in Malta

The IT sector is divided into three closely connected segments: hardware, software and IT services (implementations, integrations, technical service, consultancy, training and outsourcing). In 2013, the total income from this sector in Malta amounted to €571 million, an increase of 14.7% over the previous year. The chart below illustrates the output from the IT sector in Malta in the last 10 years. As highlighted, the IT market recovered quickly in 2008 after the economic downturn in 2007, and grew at an annual compound rate of 19% thereafter.



Source: National Statistics Office Malta (NACE 62 & NACE 63 data)

Activity in the IT sector has, in the last decade, increased considerably in relation to the local economy and in 2013 represented 4% of Malta's gross value added (2003: 1%). The chart hereunder highlights the growth in the country's gross value added as compared to the growth in IT.



Source: National Statistics Office Malta (NACE 62 & NACE 63 data)

4.1.3 Competition and Trends

The IT hardware, software and services industry is very fragmented and highly competitive. PTL competes with a large number and wide variety of marketers and resellers of IT hardware, software and services. The competitive landscape in the industry is continually changing as various competitors expand their product and service offerings. In addition, emerging models such as cloud computing are creating new competitors and opportunities in messaging, infrastructure, security, collaboration and other services offerings, and, as with other areas, PTL both resells and competes directly with many of these offerings.

4.1.4 Operational Performance

The following table sets out the highlights of PTL's operating performance for the years indicated therein.

Income Statement For the year ended 31 December	2013 (12 months) Actual (€'000)	2012 (13 months) Actual (€'000)	2011 (12 months) Actual (€'000)
Revenue	9,604	8,802	6,546
Operating expenses	(8,669)	(8,472)	(6,185)
EBITDA	**935**	**330**	**361**
Depreciation and amortisation	(122)	(202)	(103)
Other net income	-	2,205	-
Net interest expense	(67)	(77)	(31)
Profit before tax	**746**	**2,256**	**227**
Taxation	(195)	(296)	(85)
Profit for the year	**551**	**1,960**	**142**

The key accounting ratios are set out below:

	FY2013	FY2012	FY2011
Revenue growth *(Revenue FY1/Revenue FY0)*	9%	34%	
EBITDA margin *(EBITDA/revenue)*	10%	4%	6%
Net profit margin *(Profit after tax/revenue)*	6%	22%	2%

Source: Charts Investment Management Service Limited

A segmental analysis of revenue for the three financial years ended 31 December 2011 to 31 December 2013 is provided below:

Revenue by segment	FY2013 (12 months) Actual (€'000)	FY2012 (13 months) Actual (€'000)	FY2011 (12 months) Actual (€'000)
Products	4,397	3,947	1,876
Maintenance and support	3,219	2,973	2,569
Services	1,988	1,882	2,101
Total revenue	**9,604**	**8,802**	**6,546**

The company was acquired in FY2012 by the Hili group by way of the transfer of PTL's issued ordinary shares. As a result the financial year end was changed to match that of the Group from 30 November to 31 December. During the year ended 31 December 2012, the company disposed of immovable property and recorded a gain of €2.2 million.

Revenue for the year ended 31 December 2013 amounted to €9.6 million, an increase of 9% from the previous year and which followed an increase of 34% from FY2011. In FY2013, 18% of revenue was generated from clients located in the Middle East which operate in the retail sector. In addition, 5% of turnover was derived from the sale of ATMs to banks in Libya. In relation to the business in Malta, PTL has in the last years experienced a general decline in large scale IT projects locally, which are normally driven by the public sector and the banking industry.

PTL has three main revenue segments as follows:

- **Products** – relates to the sale of hardware and licences.
- **Maintenance and support** – relates to ongoing agreements with customers for servicing and maintenance of products sold. Agreements are typically renewed on an annual basis and the value is determined on a pre-set minimum number of hours at pre-agreed rates.
- **Services** – this revenue stream encompasses all other services provided outside of the standard service and maintenance agreements.

During the reviewed period PTL registered an improved EBITDA of €935,000, which is significantly higher than the figures for FY2012 (€330,000) and FY2011 (€361,000). This was reflected in the bottom line as profit after tax increased from €14,000 (being €1,960,000 profit after tax less €1,946,000 relating to the one-off property transaction) in FY2012 to €551,000 in FY2013.

4.2. SAD

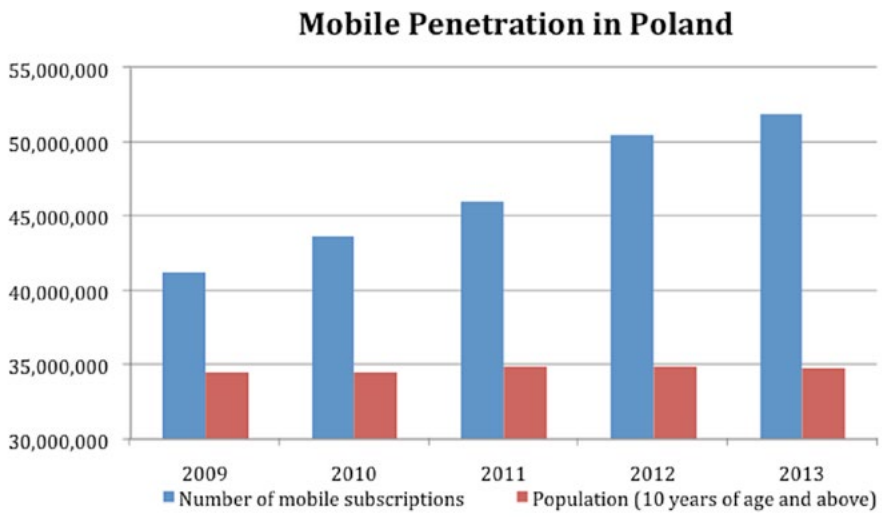
4.2.1 Business Overview

SAD is Poland's largest Apple retailer and operates 22 stores under the iSpot brand, together with a well-developed online proposition. As an Apple Premium Reseller and Apple Authorised Service Provider, SAD outlets carry a full range of Apple products, including software and accessories, and through its trained staff also offer support and repair services to customers regardless of where they originally purchased the Apple product. In addition to Apple solutions, iSpot stores offer an extensive range of third-party products and software.

SAD is also involved in turnkey solutions for government agencies and business customers, and its services comprise the design and construction of networks, data security, and the supply of hardware and software. Moreover, as a certified Apple Authorised Training Centre, SAD has since incorporation participated in numerous projects relating to the implementation of Apple technology in higher education, has equipped more than 2,000 school technology labs and provided training to *circa* 8,500 teachers on information technology.

An important part of SAD's business is its involvement in the audio-video market, streaming and TV broadcasting. In this niche market, SAD provides TV stations, production companies, content owners and broadcasters with innovative technology and integration solutions to enable the production of live, enriched video programming. SAD's clients comprise most of the major TV stations in Poland, including TVN, TVP and Polsat.

4.2.2 The Market for Mobiles in Poland



Source: EUROSTAT

According to results of market analysis, the number of smart phones in Poland may have reached more than 13 million by the end of 2013 (out of *circa* 52 million units), twice as many in comparison with 2012. While Western markets are reaching saturation, Poles are still demanding more and more mobile devices, including tablets. Among their greatest advantages are relatively low prices due to fierce competition, increasing availability and lower mobile internet rates. The growth in smart phones is also confirmed when analysing data traffic. Such traffic is projected to increase over the next five years at a CAGR of 3.86%, with mobile data being the fastest growing segment of the market.

The percentage of cell phone users in Poland is still significantly higher than of those opting for smart phones, but the gap is closing month by month. The current smart phone penetration level in Poland is 33% - a lot worse than in Sweden (70%) or South Korea (73%). But as much as 18% of Poles are seriously considering buying one, while half of the current smart phone owners are considering replacing theirs with newer models. All of that is contributing to the projected rise of smart phone penetration in Poland up to 51%.

As to the favoured brands, Samsung seems to stand comfortably on top, having acquired almost a third of the smart phone market share. Nokia is in second place, but their share has decreased significantly. With respect to Apple, an estimated 4% of smart phone users were on the iOS platform in Poland in 2013, though that number has been steadily growing. Such results re-confirm the fact that Poles are very price conscious when it comes to choosing smart phones and tablets, and thus prefer lower-end Android phones.

According to another research study, 2014 will see the Poles increase browsing the web through their smart phones and tablets. The trend is observed all over the world and Poland will most certainly be no exception. More interestingly, Apple and Samsung products will be generating a significant majority of the Polish online mobile traffic. However, the question is if Samsung's growth will retain its vigorous dynamics, or perhaps level off to the benefit of Apple, which will stop losing ground to the Korean company.

In June 2014, the traffic generated from tablets and smart phones on the Polish internet reached 10%. This is more than twice the result for the last year (4% in January 2013) and two times lower than the global average (24%).

4.2.3 *Competition and Trends*

The market in Poland for Apple products and services is highly competitive. As with other developed markets, the market is characterised by frequent product introductions and rapid technological advances that have substantially increased the capabilities and use of mobile communication and media devices, personal computers, and other digital electronic devices. SAD competes with other resellers of Apple products and services, and therefore the main competing factors are not price or quality of products, but location of stores, quality of service provided and share of the business-to-business market. SAD's other competitors, who sell mobile devices and personal computers based on other operating systems, typically undertake aggressive cut prices and lower their product margins to gain or maintain market share.

SAD is highly dependent on Apple to continuously introduce new and improved products and services ahead of competitors so as to maintain high demand for Apple offerings. Principal competitive factors important to SAD include price, product features, relative price/performance, product quality and reliability, design innovation, a strong third-party software and peripherals ecosystem, marketing and reselling capability, service and support, and corporate reputation.

4.2.4 *Operational Performance*

The following table sets out the highlights of SAD's operating performance for the years indicated therein. The reporting currency of the company is the Polish Zloty. For comparative purposes, the financial information below has been translated into Euro, being the functional currency of the Group, at an average conversion rate of 1 Polish Zloty: €0.24.

Income Statement For the year ended 31 December	2013 Actual (€'000)	2012 Actual (€'000)	2011 Actual (€'000)
Revenue	77,342	56,561	38,622
Operating expenses	(73,879)	(54,441)	(37,374)
EBITDA	**3,463**	**2,120**	**1,248**
Depreciation and amortisation	(800)	(553)	(344)
Other net income	171	(187)	(77)
Net interest expense	(88)	(26)	(87)
Profit before tax	**2,746**	**1,354**	**740**
Taxation	(495)	(257)	(30)
Profit for the year	**2,251**	**1,097**	**710**

The key accounting ratios are set out below:

	FY2013	FY2012	FY2011
Revenue growth *(Revenue FY1/Revenue FY0)*	37%	46%	
EBITDA margin *(EBITDA/revenue)*	4%	4%	3%
Net profit margin *(Profit after tax/revenue)*	3%	2%	2%

Source: Charts Investment Management Service Limited

A segmental analysis of revenue for the three financial years ended 31 December 2011 to 31 December 2013 is provided below:

Revenue by segment	FY2013 Actual (€'000)	FY2012 Actual (€'000)	FY2011 Actual (€'000)
Retail	43,404	38,850	30,059
Corporate	31,596	16,136	6,855
Services	2,342	1,575	1,708
Total revenue	**77,342**	**56,561**	**38,622**

SAD's principal business activity is that of a reseller of Apple products, primarily through its 22 retail outlets which operate as Authorised Premium Resellers under the proprietary iSpot brand. During the three years under review retail sales increased by 44% from €30.06 million in FY2011 to €43.40 million in FY2013, primarily as a result of new openings in FY2012 (2 new stores) and FY2013 (5 new stores). CPU, iPads and iPhones were the key type of merchandise sold by SAD in the reviewed years constituting on average 68% of total sales. In FY2013, traffic in stores was of *circa* 2.12 million customers (FY2012: 2.59 million), of which 264,195 visits (FY2012: 219,733) were converted to sales of products and services.

In addition to its retail operation, SAD generates business from the corporate sector which has been growing significantly in recent years mainly driven by B2B sales. In fact this sector expanded from 22% of aggregate turnover in FY2011 to 44% in FY2013. It is estimated that *circa* 50% of the business from the corporate sector represents pure distribution of Apple products whereas the remaining portion includes other hardware sales and IT services.

Sales of services to corporate customers constituted 71% to 91% of total sales of services in the periods under consideration and pertained mainly to the design, planning, implementation of solutions for the media sector and consulting, maintenance, servicing and technical support regarding these solutions, as well as designing applications for corporate customers based on Apple and non-Apple products.

During the period under review, SAD's EBITDA margin improved from 3.2% in FY2011 to 4.5% in FY2013 and net profit increased substantially from €0.71 million in FY2011 to €2.25 million in FY2013.

4.3 APCO

4.3.1 Business Overview

APCO is a provider of electronic payments transaction processing services for retailers and internet-based merchants and operates under the brand name 'APCOPAY'. In addition, APCO is a supplier of ATMs (Wincor Nixdorf), point-of-sale terminals, plastic cards, deposit machines, currency exchanges, automotive fuel payment systems and other cash-handling equipment.

The primary business model of APCO is to enable merchants that are APCO clients to accept a variety of card and electronic-based payments at the point of sale. The term "merchant" generally refers to any entity that accepts credit or debit cards for the payment of goods and services. APCO sells its products and services through multiple sales channels in Malta and internationally, and targets customers in many vertical markets.

Card-based payment forms consist of credit, debit, vouchers and prepaid cards. Credit and debit card transaction processing includes the processing of major international card brands such as MasterCard and Visa, as well as other debit networks. Electronic payment processing involves a consumer or cardholder acquiring goods or services from a merchant and using a credit or debit card or other electronic method as the form of payment. APCO is the processing intermediary between the merchant, the credit and debit networks and the financial institutions that issue cards. APCO's offerings include terminal sales and deployment, front-end authorisation processing, settlement and funding processing, full customer support, industry compliance with PCI-DSS (Payment Card Industry Data Security Standards), consolidated billing and statements, and online reporting. APCO's value proposition is to provide high quality, responsive, secure and full end-to-end service to all its customers.

The majority of merchant services revenue is generated on services priced as a percentage of transaction value or a specified fee per transaction, depending on card type. APCO also charges fees based on specific services that are unrelated to the number of transactions or the transaction value.

4.3.2 The E-payments and M-payments Market

E-payments are defined as digital payments that are made over the internet for e-commerce activities. The largest segment of e-payments is the consumer-to-business (C2B) payments, which are used mainly for goods purchased in online stores, and are being driven by the fast growing global e-commerce market. Consumers are likely to increasingly opt for online stores that provide more convenience and a broader selection of products at prices regarded as competitive. Moreover, in order to drive sales, e-commerce businesses are increasingly offering personalised services and loyalty programs to frequent customers.

M-payments are defined as a form of payment where the mobile phone is used as a payment method – not just as an alternative channel to send the payment instruction – and the payment information flow takes place in real time. Such payments occur across applications such as: (i) Peer-to-peer (P2P) – as domestic money transfers or international remittances; and (ii) Consumer-to-business (C2B) – as retail payments at stores, mobile online payments such as those made on eBay or to purchase ringtones. It should be noted that these payments are not made using the browser on the mobile, but by using the payment application built for the mobile.

Volume growth in global non-cash payments transactions accelerated during 2011 (being the latest market data available), with developing markets again fuelling the rise. Volumes grew 8.8% to reach 307 billion transactions in 2011. The Central Europe, Middle East, Africa (CEMEA) and Emerging Asia regions each grew by more than 20%, while Latin America also recorded above average growth of 14.4%. Mature markets of North America and Europe recorded mid-single digit growth rates but remain the largest non-cash payments markets, together accounting for about two-thirds of global non-cash transaction volumes.

Growth in Europe, which in 2011 had a 26.8% share of total global volumes, occurred in non-Euro countries, such as Poland (+14.6%), the UK (+7.6%) and Denmark (+7.6%). Among the Eurozone countries, Finland grew by 10%. However Spain and Ireland recorded falls of 1% and 0.8% respectively. Both countries were hit hard and early by the economic downturn and experienced slowing growth of overall non-cash transactions. In total Europe grew by 4.2%, its performance buoyed by the faster growing markets such as Poland and the UK.

It is expected that global non-cash payments volumes will have grown by 8.5% in 2012 to reach 333 billion transactions. Growth is likely to have been driven by further economic recovery in North America, as well as the continued rapid rise of developing markets.

The use of cards (debit and credit) further accelerated during 2011, with debit card volumes rising 15.8% to a total of 124 billion transactions, and credit cards climbing 12.3% to a total of 57 billion. These two payments instruments lead the non-cash arena, with debit cards the most popular non-cash payments instrument globally. The rate of growth of credit card transactions bounced back in 2011, helped by liquidity returning to the U.S. markets and overall improving sentiment. The growing popularity of e-commerce also helped push up figures.

Three forces are helping drive growth in mobile and electronic payments transactions – increased penetration of smart phones and internet usage, advances in technology, and innovative products and services. Industry expectations are that m-payment transactions will have grown 58.5% annually to 28.9 billion transactions in 2014; and e-payments, as demonstrated by trends in e-commerce, are expected to have grown by 18.1% yearly in the same period to a total of 34.8 billion transactions. This growth is making the area an attractive one for banks and non-banks.

4.3.3 Competition and Trends

APCO believes that electronic transactions will expand further in the future and that an increasing percentage of these transactions will be processed through emerging technologies. Competitors are continually offering innovative products and enhanced services, such as products that support smart phones that contain mobile wallet software. As mobile payments continue to evolve and are desired by merchants and consumers, APCO will continue to develop new products and services that will leverage the benefits that these new technologies can offer customers. In addition, it is expected that new markets will develop in areas that have been previously dominated by paper-based transactions. Industries such as e-commerce, government, recurring payments and business-to-business should continue to see transaction volumes migrate to more electronic-based settlement solutions. As a result, the continued development of new products and services and the emergence of new vertical markets will provide opportunities for APCO to expand its business in the years to come.

4.3.4 Operational performance

APCO Limited

APCO Limited is engaged in the importation of office and banking equipment and the provision of payment services. The following table sets out the operating performance highlights of APCO Limited for the years indicated therein.

Income Statement For the year ended 30 June	2014 Actual (€'000)	2013 Actual (€'000)	2012 Actual (€'000)
Revenue	3,428	3,618	4,251
Operating expenses	(3,048)	(3,344)	(3,726)
EBITDA	**380**	**274**	**525**
Depreciation and amortisation	(11)	(21)	(20)
Other net income	163	117	160
Net interest expense	(3)	-	-
Profit before tax	**529**	**370**	**665**
Taxation	(167)	(137)	(209)
Profit for the year	**362**	**233**	**456**

The key accounting ratios are set out below:

	FY2014	FY2013	FY2012
Revenue growth *(Revenue FY1/Revenue FY0)*	-5%	-15%	
EBITDA margin *(EBITDA/revenue)*	11%	8%	12%
Net profit margin *(Profit after tax/revenue)*	11%	6%	11%

Source: Charts Investment Management Service Limited

A segmental analysis of revenue for the three financial years ended 30 June 2011 to 30 June 2013 is provided below:

Revenue by segment	FY2014 Actual (€'000)	FY2013 Actual (€'000)	FY2012 Actual (€'000)
Hardware revenue	1,567	1,456	1,432
Payment Service Provider (PSP)	1,861	2,119	2,721
Other revenue	-	43	98
Total revenue	**3,428**	**3,618**	**4,251**

Revenue primarily comprises of: (i) hardware sales mainly to the banking and finance sector, and include sales of automation equipment such as ATMs, point-of-sale terminals and foreign exchange machines; and (ii) the provision of online payment solutions to web merchants. As a payment service provider the company offers a single payment gateway that provides the merchant's customers access to multiple payment methods via various banks, cards and payment networks. The platform is developed and owned by its sister company, APCO Systems Limited.

Income increased significantly in FY2012 by €1.90 million (FY2011: €2.35 million) mainly due to growth in the payment solutions sector. During the said year, the company experienced an increase in the number of new merchants and a corresponding increase in the processing of payments. However, most of these merchants terminated the service in FY2013 and as a result revenue in FY2013 was lower than the preceding financial year. Further to the above event, management resolved to better evaluate prospective merchants and initiate business relationships only with more established and stable merchants.

Revenue registered in FY2014 was 5% lower than in the preceding year, principally as a result of a further decrease in the provision of services which declined by 12% to €1.86 million. This movement was partly compensated for by an increase of 8% in the sale of equipment to €1.57 million. In FY2014, operating costs were significantly lower than in FY2013, which improved EBITDA by 39% to €380,000.

Revenue generated from the provision of payment services is highly volatile partly due to seasonality factors that affect the business activities of APCO's clients. A portion of its customer base operates in the gaming industry and as a result the number of major sports events has a material impact on the volume of transactions and achieved revenue. In FY2013, apart from the exceptional movement in merchant accounts described above, the lack of major sports events in the summer months also contributed to lower income for the year. As for FY2014, the company experienced a general decrease in transactions volume during the year which adversely impacted revenue from services.

APCO Systems Limited

APCO Systems Limited is engaged in the provision of bespoke computer software and payment gateway solutions under the 'APCOPAY' brand. The following table sets out the operating performance highlights of APCO Systems Limited for the years indicated therein.

Income Statement For the year ended 30 June	2013 Actual (€'000)	2012 Actual (€'000)	2011 Actual (€'000)
Revenue	1,728	1,419	1,233
Operating expenses	(953)	(520)	(416)
EBITDA	**775**	**899**	**817**
Depreciation and amortisation	(7)	(8)	(8)
Other net income	6	194	45
Profit before tax	**774**	**1,085**	**854**
Taxation	(268)	(312)	(283)
Profit for the year	**506**	**773**	**571**

The key accounting ratios are set out below:

	FY2013	FY2012	FY2011
Revenue growth *(Revenue FY1/Revenue FY0)*	22%	15%	
EBITDA margin *(EBITDA/revenue)*	45%	63%	66%
Net profit margin *(Profit after tax/revenue)*	29%	54%	46%

APCO Systems Limited has developed a single payment gateway under the brand 'APCOPAY'. In this respect, revenue is generated from annual fees, fees charged on transaction volumes and support services. Such revenue is charged to its sister company, APCO Limited.

5. BUSINESS DEVELOPMENT STRATEGY

The key elements of the Group's strategy are:

The Group's vision is to be the trusted advisor to its clients, helping them enhance their business performance through innovative technology solutions. The Group's value is its ability to guide, advise, implement and manage IT solutions for its clients, and the strategy is to grow profitable market share by delivering relevant IT solutions to customers on a scalable support and delivery platform. With the continual emergence of new technologies and technology solutions in the IT industry, management believes businesses continue to seek technology providers to supply value-added advice to help them identify and deploy IT solutions, rather than to just supply product selection, price and availability. The Group believes that it is well positioned in the market and can gain profitable market share and provide enhanced value to clients.

The Group's strategy is based on the following cornerstones:

- Growing the traditional core business faster than market through innovation and additional products;
- Strengthening the core business through targeted expansion of its range of software solutions and support services;
- Focusing on increasing penetration of Apple products and services in Poland through the expansion of Apple stores and further developing business-to-business propositions; and
- Pursue potential acquisitions or investments that have high growth potential.

PART 2

6. COMPANY PERFORMANCE REVIEW

The projected financial statements detailed below relate to events in the future and are based on assumptions which the Company believes to be reasonable. Consequently, the actual outcome may be adversely affected by unforeseen situations and the variation between forecast and actual results may be material.

The Company was registered on 23 December 2013 as a private limited liability company for the purpose of developing and managing the technology business of Hili Ventures Limited (C 57902), the parent company of the Issuer. Upon incorporation, the Company acquired a 100% shareholding in PTL International Limited (C 63276) which was set up on the same day. Subsequently, by virtue of a number of share transfer instruments the latter company acquired the Group companies highlighted in section 3.1 of this report, other than (i) PTL Company B.V. (28889541) and Ipsyon Limited (C 65394) which were incorporated after the said transactions; and (ii) SAD and APCO which were acquired from third parties in 2014. As at 31 December 2013, the principal operating company of the Group was PTL. On 30 June 2014 and 1 August 2014, PTL International Limited acquired SAD and APCO respectively.

In this context, and with a view of presenting financials of the Group as currently constituted, the financial information contained in this report relating to FY2013 and FY2014 have been prepared on a pro forma consolidated basis to reflect: (i) the above restructuring process that positions the Issuer as the parent company of the Group; and (ii) the enlarged Group as a result of the acquisition of SAD and APCO.

6.1 FINANCIAL INFORMATION

The financial information relating to FY2013 is extracted from the pro forma consolidated financial statements of PTL Holdings p.l.c. (the "**Company**") for the year ended 31 December 2013. The financial information for the year ending 31 December 2014 is extracted from the pro forma consolidated interim financial statements for the six-month period to 30 June 2014 and the forecast for the six-month period to 31 December 2014. The projected financial information for the year ending 31 December 2015 has been provided by the Company.

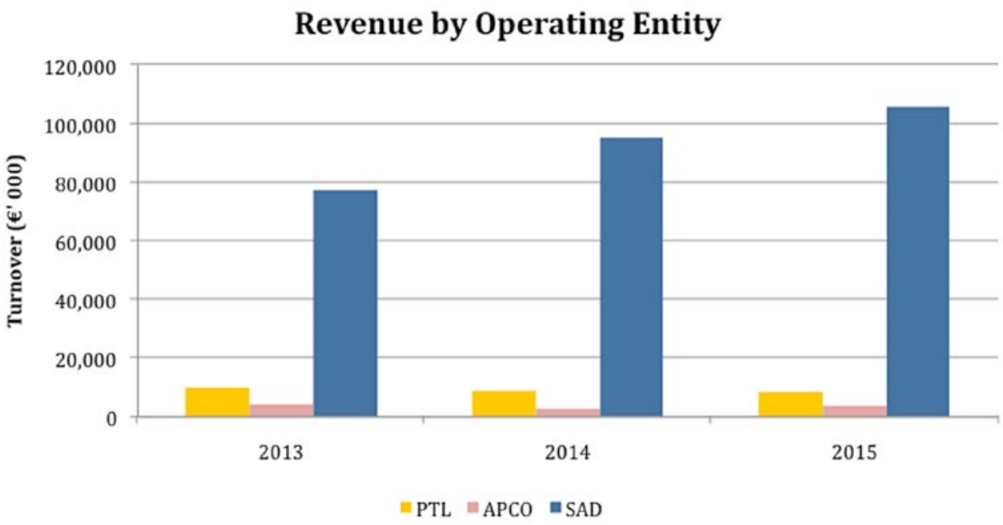
6.1.1 Group Income Statement

Income Statement (€'000)	FY2015 Projection	FY2014 Pro forma	FY2013 Pro forma
Revenue	117,449	106,466	90,864
Operating expenses	(109,957)	(103,182)	(85,259)
EBITDA	**7,492**	**3,284**	**5,605**
Depreciation and amortisation	(1,251)	(1,021)	(950)
Share of profits/(losses) of associates and jointly controlled entities	8	(142)	-
Net interest expense	(2,773)	(2,234)	(1,836)
Profit/(Loss) before tax	**3,476**	**(113)**	**2,819**
Taxation	(575)	(38)	(666)
Profit/(Loss) for the year	**2,901**	**(151)**	**2,153**

The key accounting ratios are set out below:

	FY2015	FY2014	FY2013
Operating profit margin *(EBITDA/revenue)*	6%	3%	6%
Interest cover (times) *(EBITDA/net finance cost)*	2.7	1.5	3.1
Net profit margin *(Profit after tax/revenue)*	2%	-	2%
Return on equity *(Profit after tax/shareholders' equity)*	28%	-	32%
Return on capital employed *(Operating profit/total assets less current liabilities)*	14%	6%	10%
Return on assets *(Profit after tax/total assets)*	4%	-	3%

Source: Charts Investment Management Service Limited



PTL Group Segmental Analysis (€'000)	FY2015 Projection	FY2014 Pro Forma	FY2013 Pro Forma
Revenue			
PTL	8,396	8,644	9,639
SAD	105,586	95,336	77,342
APCO	3,467	2,486	3,883
Total revenue	**117,449**	**106,466**	**90,864**
EBITDA			
PTL	48	(315)	943
SAD	6,188	4,635	3,634
APCO	1,934	1,078	1,239
Non-operating entities	(678)	(2,114)	(211)
Total EBITDA	**7,492**	**3,284**	**5,605**
EBITDA Margin			
PTL	1%	-4%	10%
SAD	6%	5%	5%
APCO	56%	43%	32%

The pro forma income statement outlines the financial performance of the Group, assuming that all Group restructuring transactions undertaken during FY2014 were completed as of 1 January 2013, and that PTL Holdings p.l.c. controlled the Group as from 1 January 2013. The historical results for FY2013 and forecasted figures for FY2014 and FY2015 principally relate to the operations of PTL, SAD and APCO.

In FY2013, revenue generated by SAD amounted to €77 million (representing approximately 85% of Group turnover) and is projected to increase by 23% and 11% in FY2014 and FY2015 respectively. The assumed growth in revenue is primarily attributable to the addition of one new iSpot shop in FY2014 and two new shops in FY2015. In addition, management is anticipating significant sales in the projected period from the launch of the new range of iPhone, iPad and other Apple products (including wearables and Apple TV). With respect to Group EBITDA, SAD is expected to generate 83% of the projected figure of €7.5 million in FY2015 (EBITDA margin of 6%).

As to PTL, management is projecting a decline in revenue of 13% from FY2013 to FY2015 (-€1.2 million). This is mainly due to a reduction in revenue from the Middle East and Libya. In the former market, PTL discontinued its relationship with a solutions supplier for the retail sector in FY2014 which will adversely impact revenue in FY2014 and FY2015. PTL however plans to remain active in the Middle East through the launch of alternative products for its retail clients and moreover plans to widen its offerings to win new customers operating in other sectors. In Libya, PTL sold a number of ATMs to Libyan banks in FY2013 and in the initial six months of FY2014. Such business operation has however ceased in the latter half of FY2014 and management is not projecting any further sales from Libya. With respect to PTL's business in Malta, income is projected to remain broadly stable in the reviewed period. Management expects growth to be driven through new areas of business, such as business intelligence (BI) and from synergies with other Group companies.

Regarding the operations of APCO, management is anticipating a decline in transaction volumes and revenue for FY2014 due to the lower business activity generated by the merchants. However, it is expected that revenue in FY2015 will recover by 39% through the addition of new clients and increased transaction volumes. Revenue derived from the sale of equipment to the banking and finance industry is projected to increase at a constant marginal rate, but income from the payment gateway should grow significantly as from FY2015. Going forward, management plans to increase focus on the enhancement of its payment gateway services, which can be undertaken with minimal capital expenditure.

On a consolidated basis, the Group is expected to register an interest cover ratio of 1.5x in FY2014 and 2.7x in FY2015. The low interest cover for FY2014 is principally due to exceptional costs of €1.6 million incurred by the Group in respect of the acquisition of SAD and APCO. As to the net result for FY2014, the Group will incur a loss after tax of €0.2 million as a consequence of the inclusion of the aforesaid acquisition costs and the impact of a forecasted loss at PTL. The net profit margin is expected to recover to 2% in FY2015.

6.1.2 Group Balance Sheet

Statement of Financial Position (€'000)	31 Dec'15 Projection	31 Dec'14 Forecast	31 Dec'13 Pro Forma
ASSETS			
Non-current assets			
Goodwill and other intangibles	40,841	41,047	40,888
Property, plant and equipment and other tangible assets	3,090	3,975	5,751
Investments in associates and joint ventures	228	220	270
Loans and receivables	376	376	554
Deferred tax asset	177	170	282
Total non-current assets	**44,712**	**45,788**	**47,745**
Current assets			
Inventory	7,565	7,356	6,412
Trade and other receivables	12,188	13,263	13,064
Short to medium term investments	-	-	1,168
Taxation	-	-	1,282
Cash and cash equivalents	3,535	1,208	3,717
Total current assets	**23,288**	**21,828**	**25,643**
Total assets	**68,000**	**67,615**	**73,388**

Total assets of the Group primarily include tangible assets (furniture, fittings and equipment) and goodwill and intangibles arising on the acquisition of SAD and APCO of *circa* €41 million. The Group does not own any immovable property. Current assets mainly comprise inventory, trade and other receivables, and cash balances.

Statement of Financial Position (cont.)			
(€'000)	31 Dec'15 Projection	31 Dec'14 Forecast	31 Dec'13 Pro Forma
EQUITY AND LIABILITIES			
Equity	**10,433**	**7,507**	**6,795**
LIABILITIES			
Non-current liabilities			
Loans from credit institutions	5,832	8,186	34,473
Bonds	35,432	35,367	-
Related party balances	-	-	8,287
Other financial liabilities – third party debt	-	-	4,000
Provisions and other financial liabilities	613	613	759
Total non-current liabilities	**41,877**	**44,166**	**47,519**
Current liabilities			
Loans from credit institutions	2,706	3,798	496
Other financial liabilities	-	-	1,334
Trade and other payables	12,333	11,516	16,440
Provisions and deferred consideration	64	130	-
Taxation	587	498	804
Total current liabilities	**15,690**	**15,942**	**19,074**
Total liabilities	**57,567**	**60,108**	**66,593**
Total equity and liabilities	**68,000**	**67,615**	**73,388**

The key accounting ratios are set out below:

	FY2015	FY2014	FY2013
Gearing ratio (%) *(Net debt/net debt + shareholders' equity)*	79	86	85
Liquidity ratio (times) *(Current assets/current liabilities)*	1.48	1.37	1.34

Source: Charts Investment Management Service Limited

The gearing ratio (net debt/net debt + equity) demonstrates the degree to which capital employed in a business is funded by external borrowings as compared to shareholders' funds. A company with high leverage tends to be more vulnerable when its business goes through a slowdown. At a leverage of 85% in FY2013, the Company's capital is funded to a higher degree from external debt as opposed to shareholders' funds. The Directors believe that the high leverage is appropriate for the Group in view of the substantial cash flows that are expected to be generated by SAD in the foreseeable future.

Other than equity, the Group is principally financed through bank loans and debt securities, analysed as follows:

PTL Group Borrowings & Bonds			
(€'000)	31 Dec'15 Projection	31 Dec'14 Forecast	31 Dec'13 Pro Forma
For funding the acquisitions			
Loan – HSBC Bank Malta p.l.c.			20,970
Loan – HSBC Bank Polska S.A.	8,538	10,892	12,707
Related party loan			8,287
Total	8,538	10,892	41,964
For operational purposes			
Loan & overdraft – HSBC Bank Malta p.l.c.			1,195
Loan – Banif Bank (Malta) p.l.c.			97
Loan – HSBC Bank Malta p.l.c.		1,092	
Total		1,092	1,292
Debt securities			
Bonds	35,432	35,368	
Total debt	**43,970**	**47,352**	**43,256**

The Group's bank borrowings are secured by general hypothecs, pledges and guarantees provided by Group companies, by companies forming part of the Hili Ventures Group and by the Company's ultimate shareholders. The related party loan of the Group is unsecured and interest free.

The Bonds constitute unsecured obligations of the Issuer, and rank equally without priority or preference with all other present and future unsecured and unsubordinated obligations of the Issuer.

6.1.3 Group Cash Flow Statement

Cash Flow Statement			
(€'000)	FY2015 Projection	FY2014 Forecast	FY2013 Actual
Cash flows from operating activiities	8,820	(1,528)	512
Cash flows from investing activities	(239)	(43,934)	158
Cash flows from financing activities	(6,254)	46,494	(494)
Net movement in cash and cash equivalents	**2,327**	**1,032**	**176**
Opening cash balance	1,208	176	-
Closing cash balance	**3,535**	**1,208**	**176**

Net cash flows from operating activities in FY2013 and the initial six months of FY2014 relate to the operations of PTL. As a result of the acquisition of SAD and APCO in June 2014 and August 2014 respectively, the Group's cash flows for the latter six months of FY2014 and for FY2015 comprise the results of operations of PTL, SAD and APCO. The operational activities of PTL, SAD and APCO are analysed in further detail in section 4 of this report.

The significant movements in investing and financing activities in the financial years under review principally relate to the acquisition of SAD and APCO, as follows:

- In June 2014, the Group concluded an agreement to acquire 100% of the shares in SAD for a consideration of €40.35 million. The transaction was financed by *circa* €32 million of bank funding, an injection of €7.7 million by Hili Ventures Limited (the parent of the Company) and the remaining balance by own funds. With respect to the cash balance received from Hili Ventures Limited, an amount of €4 million was capitalised through the issuance of new ordinary shares of the Company, whilst the remaining balance of €3.7 million is accounted for as a loan advanced by the parent company.

- In August 2014, the Group entered into an agreement to acquire 100% of APCO for a consideration of €8.8 million. An amount of €4.8 million was settled through a loan received from Hili Ventures Limited of same amount. The remaining balance of consideration will be paid from the net proceeds of the Bond Issue.

6.2 RELATED PARTY DEBT SECURITIES

PTL Holdings p.l.c. is a member of the Hili Ventures Group. Within the same group, Premier Capital p.l.c., a sister company of PTL Holdings p.l.c., has the following outstanding debt securities:

Security ISIN	Amount Listed	Security Name	Currency
MT0000511205	24,655,800	6.80% Premier Capital plc Bonds 2017-2020[1]	EUR

[1]*Debt securities listed on the Malta Stock Exchange.*

PART 3

7. COMPARABLES

The table below compares the Company and its proposed bond issue to other debt issuer listed on the Malta Stock Exchange and their respective debt securities. The list includes all issuers (excluding financial institutions) that have listed bonds maturing in the medium term (within six to ten years), similar to the duration of the Company's bonds. Although there are significant variances between the activities of the Company and other issuers (including different industries, principal markets, competition, capital requirements etc), and material differences between the risks associated with the Company's business and that of other issuers, the comparative analysis provides an indication of the financial performance and strength of the Company.

Comparative Analysis	Nominal Value (€'000)	Yield to Maturity (%)	Interest Cover (times)	Total Assets (€'million)	Net Asset Value (€'million)	Gearing Ratio (%)
7.0 % GH Marina plc 2017/20	11,659	5.61	n/a	47.03	24.90	37
6.8% Premier Cap. plc 2017/20	24,656	5.31	3.38	69.58	16.17	67
6.0% S. Farsons Cisk plc 2017/20	15,000	4.86	8.59	151.53	91.93	24
6.6% Eden Finance plc 2017/20	14,133	5.84	3.01	100.23	43.69	46
6.2% Tumas Investments plc 2017/20	25,000	4.84	3.74	286.00	93.60	55
4.9% Gasan Finance plc 2019/21	25,000	4.32	3.27	185.34	81.68	38
6.0% Corinthia Fin. plc 2019/22	7,500	5.41	2.09	1,299.87	677.82	39
6.0% Medserv plc 2020/23	20,000	5.15	3.38	22.46	8.16	49
5.5% Pendergardens Dev plc 2020	15,000	4.51	n/a	18.74	3.27	53
6.0% MIH plc 2021	12,000	6.43	3.40	350.91	166.14	39
6.0% Pendergardens Dev plc 2022	27,000	5.05	n/a	18.74	3.27	53
5.8% IHI plc 2023	10,000	5.53	2.54	1,092.67	626.49	33
6.0% AXI plc 2024	40,000	5.14	2.89	157.01	88.03	54
6.0% IHG plc 2024	35,000	4.99	2.29	141.14	36.20	65
5.3% Mariner Finance plc 2024	35,000	4.58	61.50	55.14	15.70	68
5.0% Tumas Investments plc 2024	25,000	4.37	3.74	286.00	93.60	55
5.0% Hal Mann Vella plc 2024	30,000	5.00	1.52	60.55	28.08	43
5.3% United Finance plc 2023	8,500	5.30	1.52	21.69	2.69	81
5.1% PTL Holdings plc 2024	36,000	5.10	3.10	73.39	6.80	85

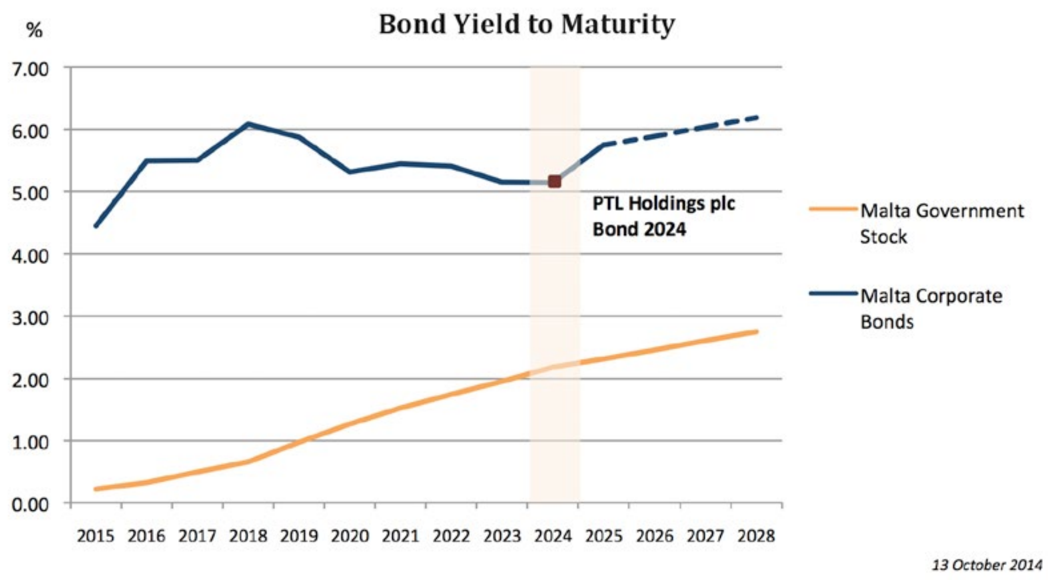
13 October 2014

Source: Malta Stock Exchange, Charts Investment Management Service Limited
Annual Accounts: For the year ended 31 December 2013, except for Island Hotels Group Holdings plc (YE 31/10/2013), Simonds Farsons Cisk plc (YE 31/01/2013), Tumas Investments plc (YE 31/12/2012) and AX Investments plc (YE 31/10/2013).

The interest cover ratio determines the ability of a company to pay interest on its outstanding borrowings. For the financial year ended 31 December 2013, the Group's earnings before depreciation, interest and taxes was 3.10 times higher than interest expenses for the year. This indicates that the Group is generating sufficient higher earnings to service its outstanding debt.

The debt to equity ratio or gearing ratio demonstrates the degree to which the capital employed in a business is funded by external borrowings as compared to shareholders' funds. A company with high leverage tends to be more vulnerable when its business goes through a slowdown. The gearing ratio of the Group is at 85%, which is relatively high. Notwithstanding, management is comfortable with such leverage given that the operating entities of the Group, in particular SAD, are expected to achieve substantial growth in revenue and operating cash flows in the short to medium term which will enable the Group to reduce significantly its gearing level by the redemption date of the Bonds.

The chart below shows the yield to maturity of the proposed bond as compared to other corporate bonds listed on the Malta Stock Exchange. The Malta Government Stock yield curve has also been included as the benchmark risk-free rate for Malta.



To date, there are no corporate bonds which have a redemption date beyond 2024 and therefore a trend line has been plotted (denoted in the above chart by the dashed line). The premium over Malta Government Stock has been assumed at 344 basis points, which is the average premium for medium term corporate bonds listed on the Malta Stock Exchange. The PTL Holdings plc 5.1% Unsecured Bonds 2024 has been priced at 292 basis points above Malta Government Stock and broadly is equal to listed corporate bonds.

PART 4

8. EXPLANATORY DEFINITIONS

Income Statement	
Revenue	Total revenue generated by the Group from its business activities during the financial year, including IT hardware, software, consultancy and related services.
Net operating expenses	Net operating expenses include the cost of products, labour expenses, and all other direct expenses.
EBITDA	EBITDA is an abbreviation for earnings before interest, tax, depreciation and amortisation. EBITDA can be used to analyse and compare profitability between companies and industries because it eliminates the effects of financing and accounting decisions.
Share of results of joint ventures	The PTL Group owns minority stakes in a number of companies (less than 50% plus one share of a company's share capital). The results of such companies are not consolidated with the subsidiaries of the Group, but the Group's share of profit is shown in the profit and loss account under the heading 'share of results of associates and jointly controlled entities'.
Profit after tax	Profit after tax is the profit made by the Group during the financial year both from its operating as well as non-operating activities.
Profitability Ratios	
Operating profit margin	Operating profit margin is operating income or EBITDA as a percentage of total revenue.
Net profit margin	Net profit margin is profit after tax achieved during the financial year expressed as a percentage of total revenue.
Efficiency Ratios	
Return on equity	Return on equity (ROE) measures the rate of return on the shareholders' equity of the owners of issued share capital, computed by dividing profit after tax by shareholders' equity.
Return on capital employed	Return on capital employed (ROCE) indicates the efficiency and profitability of a company's capital investments, estimated by dividing operating profit by capital employed.
Return on Assets	Return on assets (ROA) is computed by dividing profit after tax by total assets.
Equity Ratios	
Earnings per share	Earnings per share (EPS) is the amount of earnings per outstanding share of a company's share capital. It is computed by dividing net income available to equity shareholders by total shares outstanding as at balance sheet date.

Cash Flow Statement	
Cash flow from operating activities	Cash generated from the principal revenue-producing activities of the Company.
Cash flow from investing activities	Cash generated from the activities dealing with the acquisition and disposal of long-term assets and other investments of the Company.
Cash flow from financing activities	Cash generated from the activities that result in change in share capital and borrowings of the Company.
Balance Sheet	
Non-current assets	Non-current asset are the Group's long-term investments, which full value will not be realised within the accounting year. Non-current assets are capitalised rather than expensed, meaning that the Group allocates the cost of the asset over the number of years for which the asset will be in use, instead of allocating the entire cost to the accounting year in which the asset was purchased. Such assets include goodwill and other intangible assets, property, plant & equipment and investments accounted for using the equity method.
Current assets	Current assets are all assets of the Group, which are realisable within one year from the balance sheet date. Such amounts include inventory, accounts receivable, cash and bank balances.
Current liabilities	All liabilities payable by the Group within a period of one year from the balance sheet date, and include accounts payable and short-term debt.
Net debt	Borrowings before unamortised issue costs less cash and cash equivalents.
Non-current liabilities	The Group's long-term financial obligations that are not due within the present accounting year. The Group's non-current liabilities include bank borrowings and bonds.
Total equity	Total equity includes share capital, reserves & other equity components, and retained earnings.
Financial Strength Ratios	
Liquidity ratio	The liquidity ratio (also known as current ratio) is a financial ratio that measures whether or not a company has enough resources to pay its debts over the next 12 months. It compares a company's current assets to its current liabilities.
Interest cover	The interest coverage ratio is calculated by dividing a company's EBITDA of one period by the company's interest expense of the same period.
Gearing ratio	The gearing ratio indicates the relative proportion of shareholders' equity and debt used to finance a company's assets, and is calculated by dividing a company's net debt by net debt plus shareholders' equity.

PTL Holdings p.l.c.

Financial Analysis Summary

3 November 2014

CHARTS
WEALTH MANAGEMENT • CORPORATE BROKING

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The Directors
PTL Holdings p.l.c.
Nineteen Twenty Three
Valletta Road
Marsa MRS 3000

3 November 2014

Dear Sirs

PTL Holdings p.l.c. Financial Analysis Summary

In accordance with your instructions, and in line with the requirements of the Listing Authority Policies, we have compiled the Financial Analysis Summary set out on the following pages and which is being forwarded to you together with this letter.

The purpose of the financial analysis is that of summarising key financial data appertaining to PTL Holdings p.l.c. (the "**Group**" or the "**Company**"). The data is derived from various sources or is based on our own computations as follows:

(a) Historical financial data for the latest three years has been extracted from the audited financial statements of each of the operating companies forming part of the Group (PTL, SAD and APCO), and from the pro forma consolidated financial statements of the Company for the year ended 31 December 2013.

(b) The forecast data of the Group for the years ending 31 December 2014 and 31 December 2015 has been provided by management of the Company.

(c) Our commentary on the results of the Group and on its financial position is based on the explanations provided by the Company.

(d) The ratios quoted in the Financial Analysis Summary have been computed by us applying the definitions set out in Part 4 of the Analysis.

(e) Relevant financial data in respect of the companies included in Part 3 has been extracted from public sources such as websites of the companies concerned, financial statements filed with the Registrar of Companies or websites providing financial data.

The Analysis is meant to assist investors in the Company's securities and potential investors by summarising the more important financial data of the Group. The Analysis does not contain all data that is relevant to investors or potential investors. The Analysis does not constitute an endorsement by our firm of any securities of the Company and should not be interpreted as a recommendation to invest in any of the Company's securities. We shall not accept any liability for any loss or damage arising out of the use of the Analysis. As with all investments, potential investors are encouraged to seek professional advice before investing in the Company's securities.

Yours faithfully,

Wilfred Mallia
Director

TABLE OF CONTENTS

PART 1

1. COMPANY'S KEY ACTIVITIES

The principal activity of PTL Holdings p.l.c. (the "**Company**", "**Issuer**" or the "**Group**") is to carry on the business of a holding and finance company.

The Company was registered on 23 December 2013 as a private limited liability company for the purpose of developing and managing the technology business of Hili Ventures Limited (C 57902), the parent company of the Issuer. Upon incorporation, the Company acquired a 100% shareholding in PTL International Limited (C 63276) which was set up on the same day. Subsequently, by virtue of a number of share transfer instruments the latter company acquired the Group companies highlighted in section 3.1 of this document, other than (i) PTL Company B.V. (28889541) and Ipsyon Limited (C 65394) which were incorporated after the said transactions; and (ii) SAD (collectively, PTL Poland Sp. z o.o. and SAD Sp. z o.o.) and APCO (collectively APCO Limited and APCO Systems Limited) which were acquired from third parties in 2014. As at 31 December 2013, the principal operating company of the Group was PTL Limited ("PTL").

PTL (a company incorporated on 16 November 1976 under the name 'Philip Toledo Limited' and registered in Malta with registration number C 3545) was acquired by the Hili group on 9 February 2012 pursuant to the subscription of all of PTL's ordinary shares by Motherwell Bridge Limited (C 49248) and Motherwell Bridge Estates Limited (C 54894), as to 49,999 ordinary shares and 1 ordinary share respectively of €2.329373 each share. The shares held by Motherwell Bridge Limited were subsequently transferred to Hili Company Limited (C 57955) on 28 July 2013, and the 1 ordinary share held by Motherwell Bridge Estates Limited was transferred to Hili Ventures Limited on 25 October 2013. PTL issued a further 150,255 ordinary shares on 11 December 2013 to Hili Company Limited, and on 30 December 2013 transferred its shareholding in PTL to PTL International Limited (C 63276).

On 30 June 2014 and 1 August 2014, the Group acquired SAD and APCO respectively.

2. DIRECTORS AND KEY EMPLOYEES

The Company is managed by a Board consisting of five directors entrusted with its overall direction and management.

Board of Directors

Carmelo *sive* Melo Hili	Chairman
Richard Abdilla Castillo	Executive Director
Stephen Kenneth Tarr	Non-Executive Director
John Roberts	Independent Non-Executive Director
Karl Fritz	Independent Non-Executive Director

The Company is an investment company which does not require an elaborate management structure. Richard Abdilla Castillo has been appointed Executive Director of the Company. In the execution of the strategic direction, investment and management oversight of the Group, he is assisted by the following members of senior management of the PTL Group.

PTL International Limited

Kenneth Spiteri	Chief Executive Officer
Jeffrey Cusens	Chief Financial Officer
Paul Doyle	Chief Technology Officer

PTL

Andrew Spiteri Willets	Director of Finance
Tony Muscat	Chief Commercial Officer
Ambrose Muscat	General Manager (Middle East)
Adrian Mifsud	Head Operations

SAD

Bartosz Sulek	Head Corporate Sales
Magda Pilaszek	Head Sales and Marketing
Marcin Kotas	Head Logistics

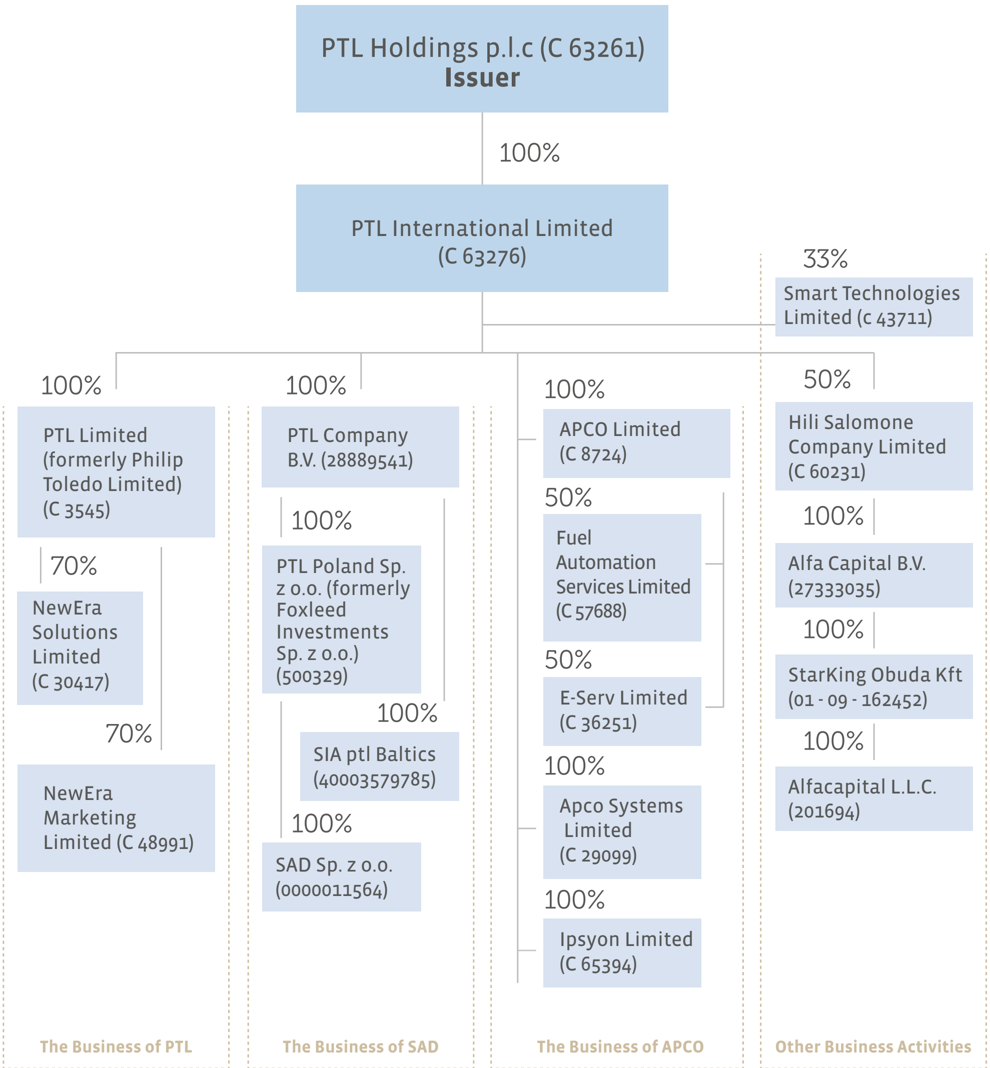
APCO

Ian Pellicano	Managing Director
Andrew Spiteri Willets	Director of Finance

3. PTL GROUP

3.1 ORGANISATIONAL STRUCTURE

As the holding company of the Group, the Company is ultimately dependent upon the operations and performance of the Group's operating companies. The organisational structure of the Group is illustrated in the diagram hereunder:



The Group's businesses (PTL, SAD and APCO) are described in more detail in section 4 below. With respect to other business activities, the Group has shareholdings of 50% and 33.3% in Hili Salomone Company Limited and Smart Technologies Limited respectively. The Group also holds 50% of the issued share capital of each of Fuel Automation Services Limited and E-Serv Limited, both of which are non-operating companies.

Hili Salomone Company Limited was incorporated to operate Apple stores, as an Apple Premium Reseller, in Hungary and Romania. Under the brand name 'iCentre', the company operates 3 stores in Hungary and 1 outlet in Romania.

Smart Technologies Limited is principally engaged in information technology outsourcing services and rental of equipment including desktops, laptops and netbooks. The company also manages and supports portfolios of IT assets for corporate clients through leasing packages.

4. GROUP OPERATION BUSINESSES

4.1 PTL

4.1.1 Business Overview

PTL is a multi-brand information technology solutions provider to businesses and the public sector primarily in Malta and to a lesser extent in the Middle East. PTL provides comprehensive and integrated solutions for its customers' technology needs through the company's extensive hardware, software and value-added service offerings. The breadth of offerings allows customers to streamline their procurement processes by partnering with PTL as a complete technology solutions provider. The company's hardware offerings include products with leading brands across multiple categories such as network communications, notebooks/mobile devices, data storage, video monitors, printers, desktops and servers, among others. Software offerings include licensing, licensing management and software solutions and services that help customers to optimise their software investments. PTL offers a full suite of value-added services, which typically are delivered as part of a technology solution, to help customers meet their specific needs.

Solutions range from configuration services for computer devices to fully integrated solutions such as virtualisation, collaboration, security, application integration and migration, mobility and cloud computing. With broad technical scope and capabilities, PTL offers a single source for its clients' diverse IT requirements, which involves assessing, designing, deploying and managing IT solutions to help customers enable, manage and secure their IT environments.

PTL's business is well-diversified across customers, products and service offerings and vendors from whom it purchases products and software for resale. The company has aligned its sales and marketing functions around customer channels to retain and increase sales to existing customers and to acquire new customers. The direct selling personnel are supported by a team of technology specialists who design solutions and provide recommendations in the selection and procurement processes. Products are purchased for resale from original equipment manufacturers (OEMs) and distributors. Management maintains that effective purchasing from a diverse vendor base is a key element of the company's business strategy. PTL is authorised by OEMs to sell all or selected products offered by the manufacturer, and operate as a reseller for major software publishers that allows the end-user customer to acquire packaged software or licensed products and services.

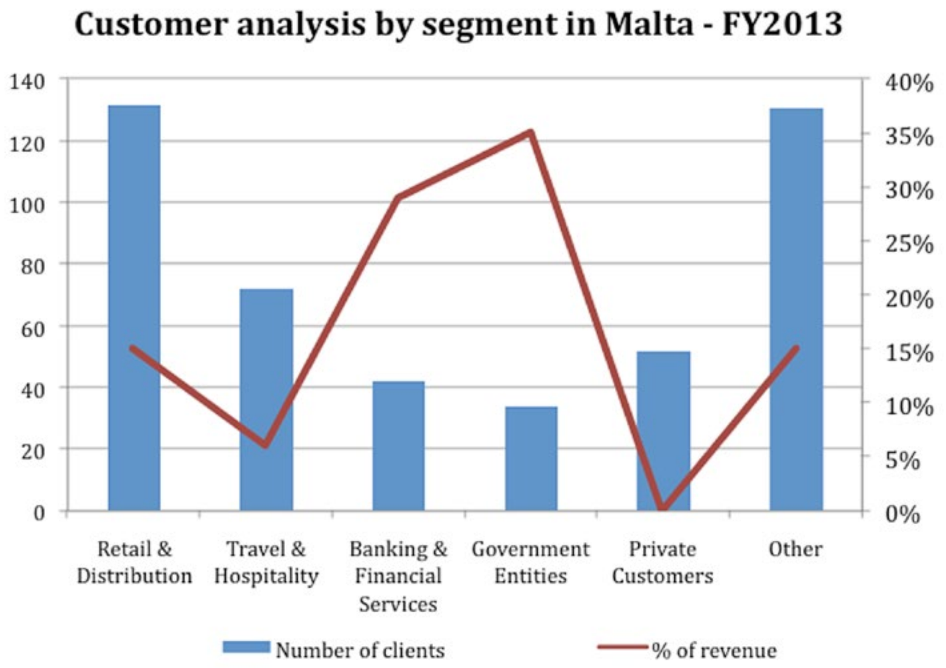
PTL offers its end-to-end services to entities from various industry sectors, but predominantly operates within a set of industry vertical markets where the Group has developed extensive knowledge and expertise. Such vertical markets include the following:

- **Retail and Distribution** – PTL provides a variety of solutions to businesses in Malta and the Middle East ranging from point-of-sale devices, merchandising infrastructure and supply chain systems to customer loyalty programmes, security products and services.

- **Banking** – PTL primarily supplies the banking industry in Malta with NCR deposit ATMs and also offers ancillary support services.

- **Public sector** – PTL supplies IT products (hardware and software) and provides support services to a number of government entities and public sector organisations in Malta.

Further analysis of the sectors in which PTL's clients operate is included below:



Source: Management information

4.1.2 The Information Technology (IT) Sector

IT sector worldwide

According to research, worldwide IT spending (excluding telecommunications) is projected to total $2.1 trillion in 2014, a 4.2% increase from 2013 spending of $2.0 trillion. In 2013, the market experienced flat growth, growing 0.4% year over year.

Spending on devices (including PCs, ultramobiles, mobile phones and tablets) contracted 1.2% in 2013, but will grow by 4.4% in 2014. It is expected that convergence of the PC, ultramobiles (including tablets) and mobile phone segments, as well as erosion of margins, will take place as differentiation will soon be based primarily on price instead of orientation of devices to specific tasks.

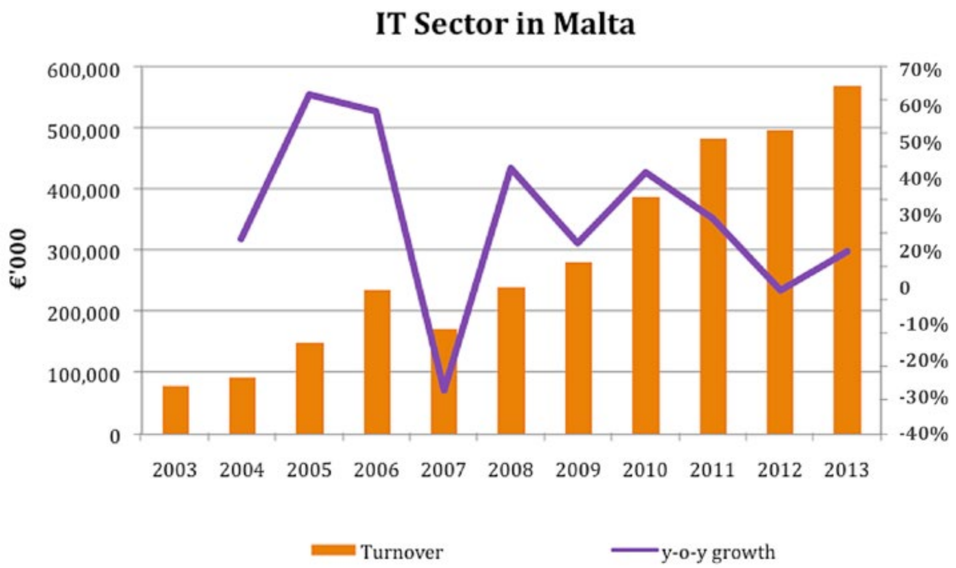
Enterprise software spending growth continues to be the strongest throughout the forecast period and is expected to achieve an annual growth rate of 7.0%. Customer relationship management and supply chain management (SCM) have also experienced a period of strong growth.

Investment is being driven from exploiting analytics to make B2C processes more efficient and improve customer marketing efforts. Investment is also being aligned to B2B analytics, particularly in the SCM space, where annual spending is expected to grow 10.6% in 2014. The focus is on enhancing the customer experience throughout the presales, sales and post sales processes.

Market analysts have slightly revised downward the IT services compound annual growth rate between 2012 and 2017. The largest contributor to this revision comes from reductions in IT outsourcing – specifically, in co-location, hosting and data centre outsourcing growth rates. It seems that CIOs are increasingly reconsidering data centre build-out and instead planning faster than expected moves to cloud computing and mobility. Despite these small reductions, it is anticipated that annual growth through 2017 will be four to five percent.

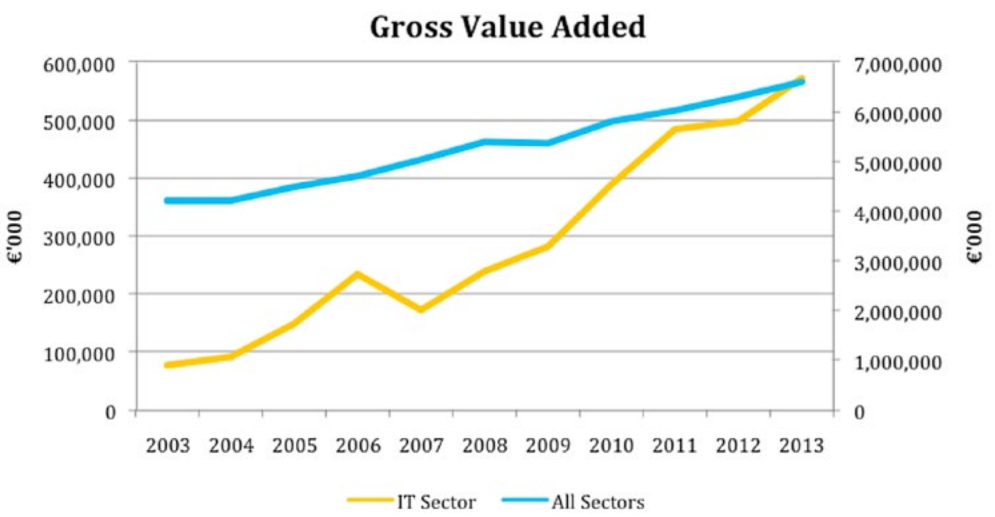
IT sector in Malta

The IT sector is divided into three closely connected segments: hardware, software and IT services (implementations, integrations, technical service, consultancy, training and outsourcing). In 2013, the total income from this sector in Malta amounted to €571 million, an increase of 14.7% over the previous year. The chart below illustrates the output from the IT sector in Malta in the last 10 years. As highlighted, the IT market recovered quickly in 2008 after the economic downturn in 2007, and grew at an annual compound rate of 19% thereafter.



Source: National Statistics Office Malta (NACE 62 & NACE 63 data)

Activity in the IT sector has, in the last decade, increased considerably in relation to the local economy and in 2013 represented 4% of Malta's gross value added (2003: 1%). The chart hereunder highlights the growth in the country's gross value added as compared to the growth in IT.



Source: National Statistics Office Malta (NACE 62 & NACE 63 data)

4.1.3 Competition and Trends

The IT hardware, software and services industry is very fragmented and highly competitive. PTL competes with a large number and wide variety of marketers and resellers of IT hardware, software and services. The competitive landscape in the industry is continually changing as various competitors expand their product and service offerings. In addition, emerging models such as cloud computing are creating new competitors and opportunities in messaging, infrastructure, security, collaboration and other services offerings, and, as with other areas, PTL both resells and competes directly with many of these offerings.

4.1.4 Operational Performance

The following table sets out the highlights of PTL's operating performance for the years indicated therein.

Income Statement For the year ended 31 December	2013 (12 months) Actual (€'000)	2012 (13 months) Actual (€'000)	2011 (12 months) Actual (€'000)
Revenue	9,604	8,802	6,546
Operating expenses	(8,669)	(8,472)	(6,185)
EBITDA	**935**	**330**	**361**
Depreciation and amortisation	(122)	(202)	(103)
Other net income	-	2,205	-
Net interest expense	(67)	(77)	(31)
Profit before tax	**746**	**2,256**	**227**
Taxation	(195)	(296)	(85)
Profit for the year	**551**	**1,960**	**142**

The key accounting ratios are set out below:

	FY2013	FY2012	FY2011
Revenue growth *(Revenue FY1/Revenue FY0)*	9%	34%	
EBITDA margin *(EBITDA/revenue)*	10%	4%	6%
Net profit margin *(Profit after tax/revenue)*	6%	22%	2%

Source: Charts Investment Management Service Limited

A segmental analysis of revenue for the three financial years ended 31 December 2011 to 31 December 2013 is provided below:

Revenue by segment	FY2013 (12 months) Actual (€'000)	FY2012 (13 months) Actual (€'000)	FY2011 (12 months) Actual (€'000)
Products	4,397	3,947	1,876
Maintenance and support	3,219	2,973	2,569
Services	1,988	1,882	2,101
Total revenue	**9,604**	**8,802**	**6,546**

The company was acquired in FY2012 by the Hili group by way of the transfer of PTL's issued ordinary shares. As a result the financial year end was changed to match that of the Group from 30 November to 31 December. During the year ended 31 December 2012, the company disposed of immovable property and recorded a gain of €2.2 million.

Revenue for the year ended 31 December 2013 amounted to €9.6 million, an increase of 9% from the previous year and which followed an increase of 34% from FY2011. In FY2013, 18% of revenue was generated from clients located in the Middle East which operate in the retail sector. In addition, 5% of turnover was derived from the sale of ATMs to banks in Libya. In relation to the business in Malta, PTL has in the last years experienced a general decline in large scale IT projects locally, which are normally driven by the public sector and the banking industry.

PTL has three main revenue segments as follows:

- **Products** – relates to the sale of hardware and licences.
- **Maintenance and support** – relates to ongoing agreements with customers for servicing and maintenance of products sold. Agreements are typically renewed on an annual basis and the value is determined on a pre-set minimum number of hours at pre-agreed rates.
- **Services** – this revenue stream encompasses all other services provided outside of the standard service and maintenance agreements.

During the reviewed period PTL registered an improved EBITDA of €935,000, which is significantly higher than the figures for FY2012 (€330,000) and FY2011 (€361,000). This was reflected in the bottom line as profit after tax increased from €14,000 (being €1,960,000 profit after tax less €1,946,000 relating to the one-off property transaction) in FY2012 to €551,000 in FY2013.

4.2. SAD

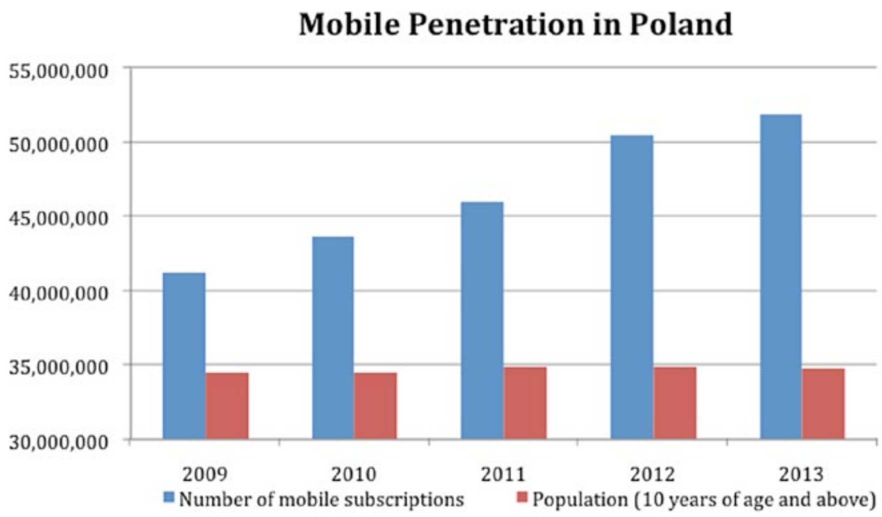
4.2.1 Business Overview

SAD is Poland's largest Apple retailer and operates 22 stores under the iSpot brand, together with a well-developed online proposition. As an Apple Premium Reseller and Apple Authorised Service Provider, SAD outlets carry a full range of Apple products, including software and accessories, and through its trained staff also offer support and repair services to customers regardless of where they originally purchased the Apple product. In addition to Apple solutions, iSpot stores offer an extensive range of third-party products and software.

SAD is also involved in turnkey solutions for government agencies and business customers, and its services comprise the design and construction of networks, data security, and the supply of hardware and software. Moreover, as a certified Apple Authorised Training Centre, SAD has since incorporation participated in numerous projects relating to the implementation of Apple technology in higher education, has equipped more than 2,000 school technology labs and provided training to *circa* 8,500 teachers on information technology.

An important part of SAD's business is its involvement in the audio-video market, streaming and TV broadcasting. In this niche market, SAD provides TV stations, production companies, content owners and broadcasters with innovative technology and integration solutions to enable the production of live, enriched video programming. SAD's clients comprise most of the major TV stations in Poland, including TVN, TVP and Polsat.

4.2.2 The Market for Mobiles in Poland



Source: EUROSTAT

According to results of market analysis, the number of smart phones in Poland may have reached more than 13 million by the end of 2013 (out of *circa* 52 million units), twice as many in comparison with 2012. While Western markets are reaching saturation, Poles are still demanding more and more mobile devices, including tablets. Among their greatest advantages are relatively low prices due to fierce competition, increasing availability and lower mobile internet rates. The growth in smart phones is also confirmed when analysing data traffic. Such traffic is projected to increase over the next five years at a CAGR of 3.86%, with mobile data being the fastest growing segment of the market.

The percentage of cell phone users in Poland is still significantly higher than of those opting for smart phones, but the gap is closing month by month. The current smart phone penetration level in Poland is 33% - a lot worse than in Sweden (70%) or South Korea (73%). But as much as 18% of Poles are seriously considering buying one, while half of the current smart phone owners are considering replacing theirs with newer models. All of that is contributing to the projected rise of smart phone penetration in Poland up to 51%.

As to the favoured brands, Samsung seems to stand comfortably on top, having acquired almost a third of the smart phone market share. Nokia is in second place, but their share has decreased significantly. With respect to Apple, an estimated 4% of smart phone users were on the iOS platform in Poland in 2013, though that number has been steadily growing. Such results re-confirm the fact that Poles are very price conscious when it comes to choosing smart phones and tablets, and thus prefer lower-end Android phones.

According to another research study, 2014 will see the Poles increase browsing the web through their smart phones and tablets. The trend is observed all over the world and Poland will most certainly be no exception. More interestingly, Apple and Samsung products will be generating a significant majority of the Polish online mobile traffic. However, the question is if Samsung's growth will retain its vigorous dynamics, or perhaps level off to the benefit of Apple, which will stop losing ground to the Korean company.

In June 2014, the traffic generated from tablets and smart phones on the Polish internet reached 10%. This is more than twice the result for the last year (4% in January 2013) and two times lower than the global average (24%).

4.2.3 Competition and Trends

The market in Poland for Apple products and services is highly competitive. As with other developed markets, the market is characterised by frequent product introductions and rapid technological advances that have substantially increased the capabilities and use of mobile communication and media devices, personal computers, and other digital electronic devices. SAD competes with other resellers of Apple products and services, and therefore the main competing factors are not price or quality of products, but location of stores, quality of service provided and share of the business-to-business market. SAD's other competitors, who sell mobile devices and personal computers based on other operating systems, typically undertake aggressive cut prices and lower their product margins to gain or maintain market share.

SAD is highly dependent on Apple to continuously introduce new and improved products and services ahead of competitors so as to maintain high demand for Apple offerings. Principal competitive factors important to SAD include price, product features, relative price/performance, product quality and reliability, design innovation, a strong third-party software and peripherals ecosystem, marketing and reselling capability, service and support, and corporate reputation.

4.2.4 Operational Performance

The following table sets out the highlights of SAD's operating performance for the years indicated therein. The reporting currency of the company is the Polish Zloty. For comparative purposes, the financial information below has been translated into Euro, being the functional currency of the Group, at an average conversion rate of 1 Polish Zloty: €0.24.

Income Statement For the year ended 31 December	2013 Actual (€'000)	2012 Actual (€'000)	2011 Actual (€'000)
Revenue	77,342	56,561	38,622
Operating expenses	(73,879)	(54,441)	(37,374)
EBITDA	**3,463**	**2,120**	**1,248**
Depreciation and amortisation	(800)	(553)	(344)
Other net income	171	(187)	(77)
Net interest expense	(88)	(26)	(87)
Profit before tax	**2,746**	**1,354**	**740**
Taxation	(495)	(257)	(30)
Profit for the year	**2,251**	**1,097**	**710**

The key accounting ratios are set out below:

	FY2013	FY2012	FY2011
Revenue growth *(Revenue FY1/Revenue FY0)*	37%	46%	
EBITDA margin *(EBITDA/revenue)*	4%	4%	3%
Net profit margin *(Profit after tax/revenue)*	3%	2%	2%

Source: Charts Investment Management Service Limited

A segmental analysis of revenue for the three financial years ended 31 December 2011 to 31 December 2013 is provided below:

Revenue by segment	FY2013 Actual (€'000)	FY2012 Actual (€'000)	FY2011 Actual (€'000)
Retail	43,404	38,850	30,059
Corporate	31,596	16,136	6,855
Services	2,342	1,575	1,708
Total revenue	**77,342**	**56,561**	**38,622**

SAD's principal business activity is that of a reseller of Apple products, primarily through its 22 retail outlets which operate as Authorised Premium Resellers under the proprietary iSpot brand. During the three years under review retail sales increased by 44% from €30.06 million in FY2011 to €43.40 million in FY2013, primarily as a result of new openings in FY2012 (2 new stores) and FY2013 (5 new stores). CPU, iPads and iPhones were the key type of merchandise sold by SAD in the reviewed years constituting on average 68% of total sales. In FY2013, traffic in stores was of *circa* 2.12 million customers (FY2012: 2.59 million), of which 264,195 visits (FY2012: 219,733) were converted to sales of products and services.

In addition to its retail operation, SAD generates business from the corporate sector which has been growing significantly in recent years mainly driven by B2B sales. In fact this sector expanded from 22% of aggregate turnover in FY2011 to 44% in FY2013. It is estimated that *circa* 50% of the business from the corporate sector represents pure distribution of Apple products whereas the remaining portion includes other hardware sales and IT services.

Sales of services to corporate customers constituted 71% to 91% of total sales of services in the periods under consideration and pertained mainly to the design, planning, implementation of solutions for the media sector and consulting, maintenance, servicing and technical support regarding these solutions, as well as designing applications for corporate customers based on Apple and non-Apple products.

During the period under review, SAD's EBITDA margin improved from 3.2% in FY2011 to 4.5% in FY2013 and net profit increased substantially from €0.71 million in FY2011 to €2.25 million in FY2013.

4.3 APCO

4.3.1 Business Overview

APCO is a provider of electronic payments transaction processing services for retailers and internet-based merchants and operates under the brand name 'APCOPAY'. In addition, APCO is a supplier of ATMs (Wincor Nixdorf), point-of-sale terminals, plastic cards, deposit machines, currency exchanges, automotive fuel payment systems and other cash-handling equipment.

The primary business model of APCO is to enable merchants that are APCO clients to accept a variety of card and electronic-based payments at the point of sale. The term "merchant" generally refers to any entity that accepts credit or debit cards for the payment of goods and services. APCO sells its products and services through multiple sales channels in Malta and internationally, and targets customers in many vertical markets.

Card-based payment forms consist of credit, debit, vouchers and prepaid cards. Credit and debit card transaction processing includes the processing of major international card brands such as MasterCard and Visa, as well as other debit networks. Electronic payment processing involves a consumer or cardholder acquiring goods or services from a merchant and using a credit or debit card or other electronic method as the form of payment. APCO is the processing intermediary between the merchant, the credit and debit networks and the financial institutions that issue cards. APCO's offerings include terminal sales and deployment, front-end authorisation processing, settlement and funding processing, full customer support, industry compliance with PCI-DSS (Payment Card Industry Data Security Standards), consolidated billing and statements, and online reporting. APCO's value proposition is to provide high quality, responsive, secure and full end-to-end service to all its customers.

The majority of merchant services revenue is generated on services priced as a percentage of transaction value or a specified fee per transaction, depending on card type. APCO also charges fees based on specific services that are unrelated to the number of transactions or the transaction value.

4.3.2 The E-payments and M-payments Market

E-payments are defined as digital payments that are made over the internet for e-commerce activities. The largest segment of e-payments is the consumer-to-business (C2B) payments, which are used mainly for goods purchased in online stores, and are being driven by the fast growing global e-commerce market. Consumers are likely to increasingly opt for online stores that provide more convenience and a broader selection of products at prices regarded as competitive. Moreover, in order to drive sales, e-commerce businesses are increasingly offering personalised services and loyalty programs to frequent customers.

M-payments are defined as a form of payment where the mobile phone is used as a payment method – not just as an alternative channel to send the payment instruction – and the payment information flow takes place in real time. Such payments occur across applications such as: (i) Peer-to-peer (P2P) – as domestic money transfers or international remittances; and (ii) Consumer-to-business (C2B) – as retail payments at stores, mobile online payments such as those made on eBay or to purchase ringtones. It should be noted that these payments are not made using the browser on the mobile, but by using the payment application built for the mobile.

Volume growth in global non-cash payments transactions accelerated during 2011 (being the latest market data available), with developing markets again fuelling the rise. Volumes grew 8.8% to reach 307 billion transactions in 2011. The Central Europe, Middle East, Africa (CEMEA) and Emerging Asia regions each grew by more than 20%, while Latin America also recorded above average growth of 14.4%. Mature markets of North America and Europe recorded mid-single digit growth rates but remain the largest non-cash payments markets, together accounting for about two-thirds of global non-cash transaction volumes.

Growth in Europe, which in 2011 had a 26.8% share of total global volumes, occurred in non-Euro countries, such as Poland (+14.6%), the UK (+7.6%) and Denmark (+7.6%). Among the Eurozone countries, Finland grew by 10%. However Spain and Ireland recorded falls of 1% and 0.8% respectively. Both countries were hit hard and early by the economic downturn and experienced slowing growth of overall non-cash transactions. In total Europe grew by 4.2%, its performance buoyed by the faster growing markets such as Poland and the UK.

It is expected that global non-cash payments volumes will have grown by 8.5% in 2012 to reach 333 billion transactions. Growth is likely to have been driven by further economic recovery in North America, as well as the continued rapid rise of developing markets.

The use of cards (debit and credit) further accelerated during 2011, with debit card volumes rising 15.8% to a total of 124 billion transactions, and credit cards climbing 12.3% to a total of 57 billion. These two payments instruments lead the non-cash arena, with debit cards the most popular non-cash payments instrument globally. The rate of growth of credit card transactions bounced back in 2011, helped by liquidity returning to the U.S. markets and overall improving sentiment. The growing popularity of e-commerce also helped push up figures.

Three forces are helping drive growth in mobile and electronic payments transactions – increased penetration of smart phones and internet usage, advances in technology, and innovative products and services. Industry expectations are that m-payment transactions will have grown 58.5% annually to 28.9 billion transactions in 2014; and e-payments, as demonstrated by trends in e-commerce, are expected to have grown by 18.1% yearly in the same period to a total of 34.8 billion transactions. This growth is making the area an attractive one for banks and non-banks.

4.3.3 Competition and Trends

APCO believes that electronic transactions will expand further in the future and that an increasing percentage of these transactions will be processed through emerging technologies. Competitors are continually offering innovative products and enhanced services, such as products that support smart phones that contain mobile wallet software. As mobile payments continue to evolve and are desired by merchants and consumers, APCO will continue to develop new products and services that will leverage the benefits that these new technologies can offer customers. In addition, it is expected that new markets will develop in areas that have been previously dominated by paper-based transactions. Industries such as e-commerce, government, recurring payments and business-to-business should continue to see transaction volumes migrate to more electronic-based settlement solutions. As a result, the continued development of new products and services and the emergence of new vertical markets will provide opportunities for APCO to expand its business in the years to come.

4.3.4 Operational performance

APCO Limited

APCO Limited is engaged in the importation of office and banking equipment and the provision of payment services. The following table sets out the operating performance highlights of APCO Limited for the years indicated therein.

Income Statement For the year ended 30 June	2014 Actual (€'000)	2013 Actual (€'000)	2012 Actual (€'000)
Revenue	3,428	3,618	4,251
Operating expenses	(3,048)	(3,344)	(3,726)
EBITDA	**380**	**274**	**525**
Depreciation and amortisation	(11)	(21)	(20)
Other net income	163	117	160
Net interest expense	(3)	-	-
Profit before tax	**529**	**370**	**665**
Taxation	(167)	(137)	(209)
Profit for the year	**362**	**233**	**456**

The key accounting ratios are set out below:

	FY2014	FY2013	FY2012
Revenue growth *(Revenue FY1/Revenue FY0)*	-5%	-15%	
EBITDA margin *(EBITDA/revenue)*	11%	8%	12%
Net profit margin *(Profit after tax/revenue)*	11%	6%	11%

Source: Charts Investment Management Service Limited

A segmental analysis of revenue for the three financial years ended 30 June 2011 to 30 June 2013 is provided below:

Revenue by segment	FY2014 Actual (€'000)	FY2013 Actual (€'000)	FY2012 Actual (€'000)
Hardware revenue	1,567	1,456	1,432
Payment Service Provider (PSP)	1,861	2,119	2,721
Other revenue	-	43	98
Total revenue	**3,428**	**3,618**	**4,251**

Revenue primarily comprises of: (i) hardware sales mainly to the banking and finance sector, and include sales of automation equipment such as ATMs, point-of-sale terminals and foreign exchange machines; and (ii) the provision of online payment solutions to web merchants. As a payment service provider the company offers a single payment gateway that provides the merchant's customers access to multiple payment methods via various banks, cards and payment networks. The platform is developed and owned by its sister company, APCO Systems Limited.

Income increased significantly in FY2012 by €1.90 million (FY2011: €2.35 million) mainly due to growth in the payment solutions sector. During the said year, the company experienced an increase in the number of new merchants and a corresponding increase in the processing of payments. However, most of these merchants terminated the service in FY2013 and as a result revenue in FY2013 was lower than the preceding financial year. Further to the above event, management resolved to better evaluate prospective merchants and initiate business relationships only with more established and stable merchants.

Revenue registered in FY2014 was 5% lower than in the preceding year, principally as a result of a further decrease in the provision of services which declined by 12% to €1.86 million. This movement was partly compensated for by an increase of 8% in the sale of equipment to €1.57 million. In FY2014, operating costs were significantly lower than in FY2013, which improved EBITDA by 39% to €380,000.

Revenue generated from the provision of payment services is highly volatile partly due to seasonality factors that affect the business activities of APCO's clients. A portion of its customer base operates in the gaming industry and as a result the number of major sports events has a material impact on the volume of transactions and achieved revenue. In FY2013, apart from the exceptional movement in merchant accounts described above, the lack of major sports events in the summer months also contributed to lower income for the year. As for FY2014, the company experienced a general decrease in transactions volume during the year which adversely impacted revenue from services.

APCO Systems Limited

APCO Systems Limited is engaged in the provision of bespoke computer software and payment gateway solutions under the 'APCOPAY' brand. The following table sets out the operating performance highlights of APCO Systems Limited for the years indicated therein.

Income Statement For the year ended 30 June	2013 Actual (€'000)	2012 Actual (€'000)	2011 Actual (€'000)
Revenue	1,728	1,419	1,233
Operating expenses	(953)	(520)	(416)
EBITDA	**775**	**899**	**817**
Depreciation and amortisation	(7)	(8)	(8)
Other net income	6	194	45
Profit before tax	**774**	**1,085**	**854**
Taxation	(268)	(312)	(283)
Profit for the year	**506**	**773**	**571**

The key accounting ratios are set out below:

	FY2013	FY2012	FY2011
Revenue growth *(Revenue FY1/Revenue FY0)*	22%	15%	
EBITDA margin *(EBITDA/revenue)*	45%	63%	66%
Net profit margin *(Profit after tax/revenue)*	29%	54%	46%

APCO Systems Limited has developed a single payment gateway under the brand 'APCOPAY'. In this respect, revenue is generated from annual fees, fees charged on transaction volumes and support services. Such revenue is charged to its sister company, APCO Limited.

5. BUSINESS DEVELOPMENT STRATEGY

The key elements of the Group's strategy are:

The Group's vision is to be the trusted advisor to its clients, helping them enhance their business performance through innovative technology solutions. The Group's value is its ability to guide, advise, implement and manage IT solutions for its clients, and the strategy is to grow profitable market share by delivering relevant IT solutions to customers on a scalable support and delivery platform. With the continual emergence of new technologies and technology solutions in the IT industry, management believes businesses continue to seek technology providers to supply value-added advice to help them identify and deploy IT solutions, rather than to just supply product selection, price and availability. The Group believes that it is well positioned in the market and can gain profitable market share and provide enhanced value to clients.

The Group's strategy is based on the following cornerstones:

- Growing the traditional core business faster than market through innovation and additional products;
- Strengthening the core business through targeted expansion of its range of software solutions and support services;
- Focusing on increasing penetration of Apple products and services in Poland through the expansion of Apple stores and further developing business-to-business propositions; and
- Pursue potential acquisitions or investments that have high growth potential.

PART 2

6. COMPANY PERFORMANCE REVIEW

The projected financial statements detailed below relate to events in the future and are based on assumptions which the Company believes to be reasonable. Consequently, the actual outcome may be adversely affected by unforeseen situations and the variation between forecast and actual results may be material.

The Company was registered on 23 December 2013 as a private limited liability company for the purpose of developing and managing the technology business of Hili Ventures Limited (C 57902), the parent company of the Issuer. Upon incorporation, the Company acquired a 100% shareholding in PTL International Limited (C 63276) which was set up on the same day. Subsequently, by virtue of a number of share transfer instruments the latter company acquired the Group companies highlighted in section 3.1 of this report, other than (i) PTL Company B.V. (28889541) and Ipsyon Limited (C 65394) which were incorporated after the said transactions; and (ii) SAD and APCO which were acquired from third parties in 2014. As at 31 December 2013, the principal operating company of the Group was PTL. On 30 June 2014 and 1 August 2014, PTL International Limited acquired SAD and APCO respectively.

In this context, and with a view of presenting financials of the Group as currently constituted, the financial information contained in this report relating to FY2013 and FY2014 have been prepared on a pro forma consolidated basis to reflect: (i) the above restructuring process that positions the Issuer as the parent company of the Group; and (ii) the enlarged Group as a result of the acquisition of SAD and APCO.

6.1 FINANCIAL INFORMATION

The financial information relating to FY2013 is extracted from the pro forma consolidated financial statements of PTL Holdings p.l.c. (the "**Company**") for the year ended 31 December 2013. The financial information for the year ending 31 December 2014 is extracted from the pro forma consolidated interim financial statements for the six-month period to 30 June 2014 and the forecast for the six-month period to 31 December 2014. The projected financial information for the year ending 31 December 2015 has been provided by the Company.

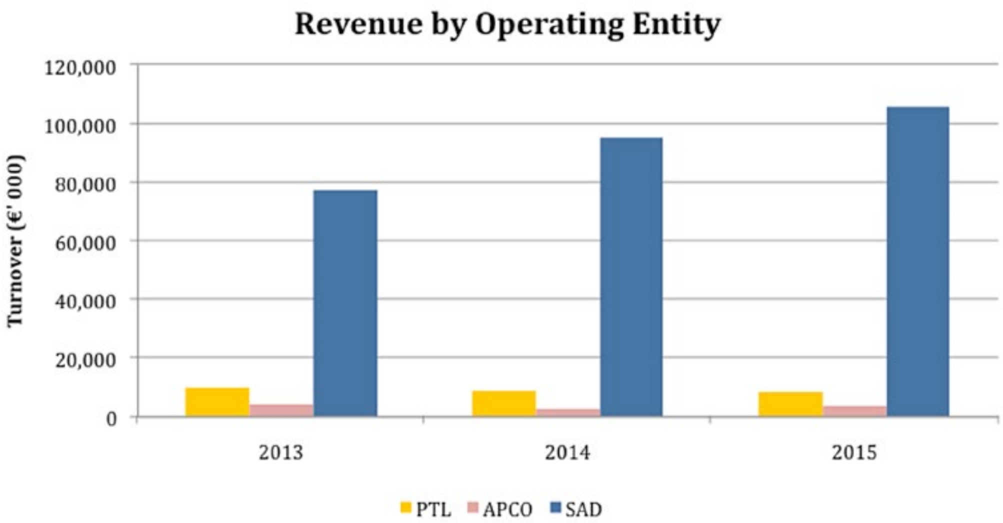
6.1.1 Group Income Statement

Income Statement (€'000)	FY2015 Projection	FY2014 Pro forma	FY2013 Pro forma
Revenue	117,449	106,466	90,864
Operating expenses	(109,957)	(103,182)	(85,259)
EBITDA	**7,492**	**3,284**	**5,605**
Depreciation and amortisation	(1,251)	(1,021)	(950)
Share of profits/(losses) of associates and jointly controlled entities	8	(142)	-
Net interest expense	(2,773)	(2,234)	(1,836)
Profit/(Loss) before tax	**3,476**	**(113)**	**2,819**
Taxation	(575)	(38)	(666)
Profit/(Loss) for the year	**2,901**	**(151)**	**2,153**

The key accounting ratios are set out below:

	FY2015	FY2014	FY2013
Operating profit margin *(EBITDA/revenue)*	6%	3%	6%
Interest cover (times) *(EBITDA/net finance cost)*	2.7	1.5	3.1
Net profit margin *(Profit after tax/revenue)*	2%	-	2%
Return on equity *(Profit after tax/shareholders' equity)*	28%	-	32%
Return on capital employed *(Operating profit/total assets less current liabilities)*	14%	6%	10%
Return on assets *(Profit after tax/total assets)*	4%	-	3%

Source: Charts Investment Management Service Limited



PTL Group Segmental Analysis			
(€'000)	FY2015 Projection	FY2014 Pro Forma	FY2013 Pro Forma
Revenue			
PTL	8,396	8,644	9,639
SAD	105,586	95,336	77,342
APCO	3,467	2,486	3,883
Total revenue	**117,449**	**106,466**	**90,864**
EBITDA			
PTL	48	(315)	943
SAD	6,188	4,635	3,634
APCO	1,934	1,078	1,239
Non-operating entities	(678)	(2,114)	(211)
Total EBITDA	**7,492**	**3,284**	**5,605**
EBITDA Margin			
PTL	1%	-4%	10%
SAD	6%	5%	5%
APCO	56%	43%	32%

The pro forma income statement outlines the financial performance of the Group, assuming that all Group restructuring transactions undertaken during FY2014 were completed as of 1 January 2013, and that PTL Holdings p.l.c. controlled the Group as from 1 January 2013. The historical results for FY2013 and forecasted figures for FY2014 and FY2015 principally relate to the operations of PTL, SAD and APCO.

In FY2013, revenue generated by SAD amounted to €77 million (representing approximately 85% of Group turnover) and is projected to increase by 23% and 11% in FY2014 and FY2015 respectively. The assumed growth in revenue is primarily attributable to the addition of one new iSpot shop in FY2014 and two new shops in FY2015. In addition, management is anticipating significant sales in the projected period from the launch of the new range of iPhone, iPad and other Apple products (including wearables and Apple TV). With respect to Group EBITDA, SAD is expected to generate 83% of the projected figure of €7.5 million in FY2015 (EBITDA margin of 6%).

As to PTL, management is projecting a decline in revenue of 13% from FY2013 to FY2015 (-€1.2 million). This is mainly due to a reduction in revenue from the Middle East and Libya. In the former market, PTL discontinued its relationship with a solutions supplier for the retail sector in FY2014 which will adversely impact revenue in FY2014 and FY2015. PTL however plans to remain active in the Middle East through the launch of alternative products for its retail clients and moreover plans to widen its offerings to win new customers operating in other sectors. In Libya, PTL sold a number of ATMs to Libyan banks in FY2013 and in the initial six months of FY2014. Such business operation has however ceased in the latter half of FY2014 and management is not projecting any further sales from Libya. With respect to PTL's business in Malta, income is projected to remain broadly stable in the reviewed period. Management expects growth to be driven through new areas of business, such as business intelligence (BI) and from synergies with other Group companies.

Regarding the operations of APCO, management is anticipating a decline in transaction volumes and revenue for FY2014 due to the lower business activity generated by the merchants. However, it is expected that revenue in FY2015 will recover by 39% through the addition of new clients and increased transaction volumes. Revenue derived from the sale of equipment to the banking and finance industry is projected to increase at a constant marginal rate, but income from the payment gateway should grow significantly as from FY2015. Going forward, management plans to increase focus on the enhancement of its payment gateway services, which can be undertaken with minimal capital expenditure.

On a consolidated basis, the Group is expected to register an interest cover ratio of 1.5x in FY2014 and 2.7x in FY2015. The low interest cover for FY2014 is principally due to exceptional costs of €1.6 million incurred by the Group in respect of the acquisition of SAD and APCO. As to the net result for FY2014, the Group will incur a loss after tax of €0.2 million as a consequence of the inclusion of the aforesaid acquisition costs and the impact of a forecasted loss at PTL. The net profit margin is expected to recover to 2% in FY2015.

6.1.2 Group Balance Sheet

Statement of Financial Position (€'000)	31 Dec'15 Projection	31 Dec'14 Forecast	31 Dec'13 Pro Forma
ASSETS			
Non-current assets			
Goodwill and other intangibles	40,841	41,047	40,888
Property, plant and equipment and other tangible assets	3,090	3,975	5,751
Investments in associates and joint ventures	228	220	270
Loans and receivables	376	376	554
Deferred tax asset	177	170	282
Total non-current assets	**44,712**	**45,788**	**47,745**
Current assets			
Inventory	7,565	7,356	6,412
Trade and other receivables	12,188	13,263	13,064
Short to medium term investments	-	-	1,168
Taxation	-	-	1,282
Cash and cash equivalents	3,535	1,208	3,717
Total current assets	**23,288**	**21,828**	**25,643**
Total assets	**68,000**	**67,615**	**73,388**

Total assets of the Group primarily include tangible assets (furniture, fittings and equipment) and goodwill and intangibles arising on the acquisition of SAD and APCO of *circa* €41 million. The Group does not own any immovable property. Current assets mainly comprise inventory, trade and other receivables, and cash balances.

Statement of Financial Position (cont.)			
(€'000)	31 Dec'15 Projection	31 Dec'14 Forecast	31 Dec'13 Pro Forma
EQUITY AND LIABILITIES			
Equity	**10,433**	**7,507**	**6,795**
LIABILITIES			
Non-current liabilities			
Loans from credit institutions	5,832	8,186	34,473
Bonds	35,432	35,367	-
Related party balances	-	-	8,287
Other financial liabilities – third party debt	-	-	4,000
Provisions and other financial liabilities	613	613	759
Total non-current liabilities	**41,877**	**44,166**	**47,519**
Current liabilities			
Loans from credit institutions	2,706	3,798	496
Other financial liabilities	-	-	1,334
Trade and other payables	12,333	11,516	16,440
Provisions and deferred consideration	64	130	-
Taxation	587	498	804
Total current liabilities	**15,690**	**15,942**	**19,074**
Total liabilities	**57,567**	**60,108**	**66,593**
Total equity and liabilities	**68,000**	**67,615**	**73,388**

The key accounting ratios are set out below:

	FY2015	FY2014	FY2013
Gearing ratio (%) *(Net debt/net debt + shareholders' equity)*	79	86	85
Liquidity ratio (times) *(Current assets/current liabilities)*	1.48	1.37	1.34

Source: Charts Investment Management Service Limited

The gearing ratio (net debt/net debt + equity) demonstrates the degree to which capital employed in a business is funded by external borrowings as compared to shareholders' funds. A company with high leverage tends to be more vulnerable when its business goes through a slowdown. At a leverage of 85% in FY2013, the Company's capital is funded to a higher degree from external debt as opposed to shareholders' funds. The Directors believe that the high leverage is appropriate for the Group in view of the substantial cash flows that are expected to be generated by SAD in the foreseeable future.

Other than equity, the Group is principally financed through bank loans and debt securities, analysed as follows:

PTL Group Borrowings & Bonds (€'000)	31 Dec'15 Projection	31 Dec'14 Forecast	31 Dec'13 Pro Forma
For funding the acquisitions			
Loan – HSBC Bank Malta p.l.c.			20,970
Loan – HSBC Bank Polska S.A.	8,538	10,892	12,707
Related party loan			8,287
Total	8,538	10,892	41,964
For operational purposes			
Loan & overdraft – HSBC Bank Malta p.l.c.			1,195
Loan – Banif Bank (Malta) p.l.c.			97
Loan – HSBC Bank Malta p.l.c.		1,092	
Total		1,092	1,292
Debt securities			
Bonds	35,432	35,368	
Total debt	**43,970**	**47,352**	**43,256**

The Group's bank borrowings are secured by general hypothecs, pledges and guarantees provided by Group companies, by companies forming part of the Hili Ventures Group and by the Company's ultimate shareholders. The related party loan of the Group is unsecured and interest free.

The Bonds constitute unsecured obligations of the Issuer, and rank equally without priority or preference with all other present and future unsecured and unsubordinated obligations of the Issuer.

6.1.3 Group Cash Flow Statement

Cash Flow Statement (€'000)	FY2015 Projection	FY2014 Forecast	FY2013 Actual
Cash flows from operating activiities	8,820	(1,528)	512
Cash flows from investing activities	(239)	(43,934)	158
Cash flows from financing activities	(6,254)	46,494	(494)
Net movement in cash and cash equivalents	**2,327**	**1,032**	**176**
Opening cash balance	1,208	176	-
Closing cash balance	**3,535**	**1,208**	**176**

Net cash flows from operating activities in FY2013 and the initial six months of FY2014 relate to the operations of PTL. As a result of the acquisition of SAD and APCO in June 2014 and August 2014 respectively, the Group's cash flows for the latter six months of FY2014 and for FY2015 comprise the results of operations of PTL, SAD and APCO. The operational activities of PTL, SAD and APCO are analysed in further detail in section 4 of this report.

The significant movements in investing and financing activities in the financial years under review principally relate to the acquisition of SAD and APCO, as follows:

- In June 2014, the Group concluded an agreement to acquire 100% of the shares in SAD for a consideration of €40.35 million. The transaction was financed by *circa* €32 million of bank funding, an injection of €7.7 million by Hili Ventures Limited (the parent of the Company) and the remaining balance by own funds. With respect to the cash balance received from Hili Ventures Limited, an amount of €4 million was capitalised through the issuance of new ordinary shares of the Company, whilst the remaining balance of €3.7 million is accounted for as a loan advanced by the parent company.

- In August 2014, the Group entered into an agreement to acquire 100% of APCO for a consideration of €8.8 million. An amount of €4.8 million was settled through a loan received from Hili Ventures Limited of same amount. The remaining balance of consideration will be paid from the net proceeds of the Bond Issue.

6.2 RELATED PARTY DEBT SECURITIES

PTL Holdings p.l.c. is a member of the Hili Ventures Group. Within the same group, Premier Capital p.l.c., a sister company of PTL Holdings p.l.c., has the following outstanding debt securities:

Security ISIN	Amount Listed	Security Name	Currency
MT0000511205	24,655,800	6.80% Premier Capital plc Bonds 2017-2020[1]	EUR

[1]*Debt securities listed on the Malta Stock Exchange.*

PART 3

7. COMPARABLES

The table below compares the Company and its proposed bond issue to other debt issuer listed on the Malta Stock Exchange and their respective debt securities. The list includes all issuers (excluding financial institutions) that have listed bonds maturing in the medium term (within six to ten years), similar to the duration of the Company's bonds. Although there are significant variances between the activities of the Company and other issuers (including different industries, principal markets, competition, capital requirements etc), and material differences between the risks associated with the Company's business and that of other issuers, the comparative analysis provides an indication of the financial performance and strength of the Company.

Comparative Analysis	Nominal Value (€'000)	Yield to Maturity (%)	Interest Cover (times)	Total Assets (€'million)	Net Asset Value (€'million)	Gearing Ratio (%)
7.0 % GH Marina plc 2017/20	11,659	5.61	n/a	47.03	24.90	37
6.8% Premier Cap. plc 2017/20	24,656	5.31	3.38	69.58	16.17	67
6.0% S. Farsons Cisk plc 2017/20	15,000	4.86	8.59	151.53	91.93	24
6.6% Eden Finance plc 2017/20	14,133	5.84	3.01	100.23	43.69	46
6.2% Tumas Investments plc 2017/20	25,000	4.84	3.74	286.00	93.60	55
4.9% Gasan Finance plc 2019/21	25,000	4.32	3.27	185.34	81.68	38
6.0% Corinthia Fin. plc 2019/22	7,500	5.41	2.09	1,299.87	677.82	39
6.0% Medserv plc 2020/23	20,000	5.15	3.38	22.46	8.16	49
5.5% Pendergardens Dev plc 2020	15,000	4.51	n/a	18.74	3.27	53
6.0% MIH plc 2021	12,000	6.43	3.40	350.91	166.14	39
6.0% Pendergardens Dev plc 2022	27,000	5.05	n/a	18.74	3.27	53
5.8% IHI plc 2023	10,000	5.53	2.54	1,092.67	626.49	33
6.0% AXI plc 2024	40,000	5.14	2.89	157.01	88.03	54
6.0% IHG plc 2024	35,000	4.99	2.29	141.14	36.20	65
5.3% Mariner Finance plc 2024	35,000	4.58	61.50	55.14	15.70	68
5.0% Tumas Investments plc 2024	25,000	4.37	3.74	286.00	93.60	55
5.0% Hal Mann Vella plc 2024	30,000	5.00	1.52	60.55	28.08	43
5.3% United Finance plc 2023	8,500	5.30	1.52	21.69	2.69	81
5.1% PTL Holdings plc 2024	36,000	5.10	3.10	73.39	6.80	85

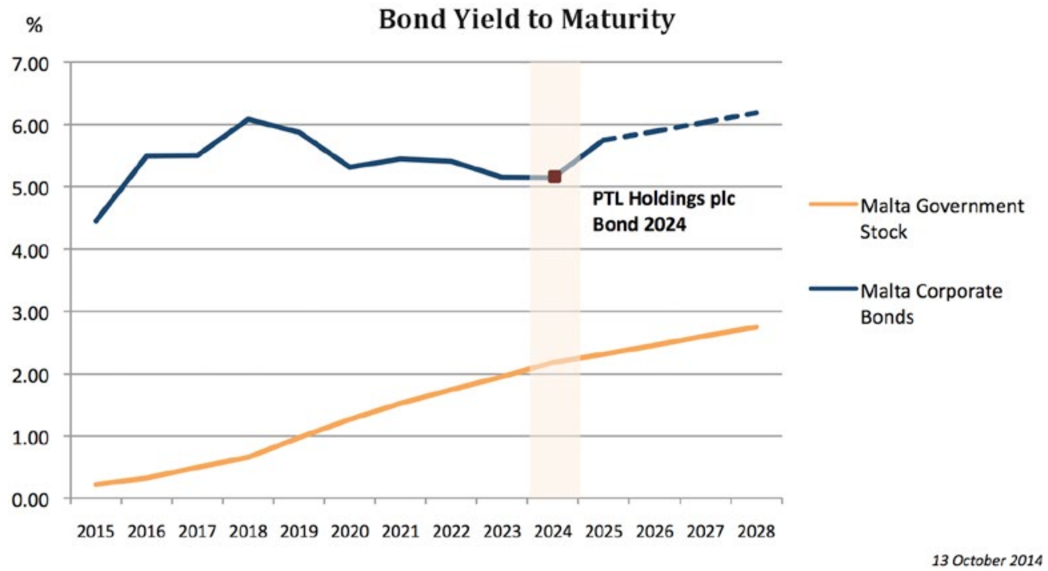
13 October 2014

Source: Malta Stock Exchange, Charts Investment Management Service Limited
Annual Accounts: For the year ended 31 December 2013, except for Island Hotels Group Holdings plc (YE 31/10/2013), Simonds Farsons Cisk plc (YE 31/01/2013), Tumas Investments plc (YE 31/12/2012) and AX Investments plc (YE 31/10/2013).

The interest cover ratio determines the ability of a company to pay interest on its outstanding borrowings. For the financial year ended 31 December 2013, the Group's earnings before depreciation, interest and taxes was 3.10 times higher than interest expenses for the year. This indicates that the Group is generating sufficient higher earnings to service its outstanding debt.

The debt to equity ratio or gearing ratio demonstrates the degree to which the capital employed in a business is funded by external borrowings as compared to shareholders' funds. A company with high leverage tends to be more vulnerable when its business goes through a slowdown. The gearing ratio of the Group is at 85%, which is relatively high. Notwithstanding, management is comfortable with such leverage given that the operating entities of the Group, in particular SAD, are expected to achieve substantial growth in revenue and operating cash flows in the short to medium term which will enable the Group to reduce significantly its gearing level by the redemption date of the Bonds.

The chart below shows the yield to maturity of the proposed bond as compared to other corporate bonds listed on the Malta Stock Exchange. The Malta Government Stock yield curve has also been included as the benchmark risk-free rate for Malta.



To date, there are no corporate bonds which have a redemption date beyond 2024 and therefore a trend line has been plotted (denoted in the above chart by the dashed line). The premium over Malta Government Stock has been assumed at 344 basis points, which is the average premium for medium term corporate bonds listed on the Malta Stock Exchange. The PTL Holdings plc 5.1% Unsecured Bonds 2024 has been priced at 292 basis points above Malta Government Stock and broadly is equal to listed corporate bonds.

PART 4

8. EXPLANATORY DEFINITIONS

Income Statement	
Revenue	Total revenue generated by the Group from its business activities during the financial year, including IT hardware, software, consultancy and related services.
Net operating expenses	Net operating expenses include the cost of products, labour expenses, and all other direct expenses.
EBITDA	EBITDA is an abbreviation for earnings before interest, tax, depreciation and amortisation. EBITDA can be used to analyse and compare profitability between companies and industries because it eliminates the effects of financing and accounting decisions.
Share of results of joint ventures	The PTL Group owns minority stakes in a number of companies (less than 50% plus one share of a company's share capital). The results of such companies are not consolidated with the subsidiaries of the Group, but the Group's share of profit is shown in the profit and loss account under the heading 'share of results of associates and jointly controlled entities'.
Profit after tax	Profit after tax is the profit made by the Group during the financial year both from its operating as well as non-operating activities.
Profitability Ratios	
Operating profit margin	Operating profit margin is operating income or EBITDA as a percentage of total revenue.
Net profit margin	Net profit margin is profit after tax achieved during the financial year expressed as a percentage of total revenue.
Efficiency Ratios	
Return on equity	Return on equity (ROE) measures the rate of return on the shareholders' equity of the owners of issued share capital, computed by dividing profit after tax by shareholders' equity.
Return on capital employed	Return on capital employed (ROCE) indicates the efficiency and profitability of a company's capital investments, estimated by dividing operating profit by capital employed.
Return on Assets	Return on assets (ROA) is computed by dividing profit after tax by total assets.
Equity Ratios	
Earnings per share	Earnings per share (EPS) is the amount of earnings per outstanding share of a company's share capital. It is computed by dividing net income available to equity shareholders by total shares outstanding as at balance sheet date.

Cash Flow Statement	
Cash flow from operating activities	Cash generated from the principal revenue-producing activities of the Company.
Cash flow from investing activities	Cash generated from the activities dealing with the acquisition and disposal of long-term assets and other investments of the Company.
Cash flow from financing activities	Cash generated from the activities that result in change in share capital and borrowings of the Company.
Balance Sheet	
Non-current assets	Non-current asset are the Group's long-term investments, which full value will not be realised within the accounting year. Non-current assets are capitalised rather than expensed, meaning that the Group allocates the cost of the asset over the number of years for which the asset will be in use, instead of allocating the entire cost to the accounting year in which the asset was purchased. Such assets include goodwill and other intangible assets, property, plant & equipment and investments accounted for using the equity method.
Current assets	Current assets are all assets of the Group, which are realisable within one year from the balance sheet date. Such amounts include inventory, accounts receivable, cash and bank balances.
Current liabilities	All liabilities payable by the Group within a period of one year from the balance sheet date, and include accounts payable and short-term debt.
Net debt	Borrowings before unamortised issue costs less cash and cash equivalents.
Non-current liabilities	The Group's long-term financial obligations that are not due within the present accounting year. The Group's non-current liabilities include bank borrowings and bonds.
Total equity	Total equity includes share capital, reserves & other equity components, and retained earnings.
Financial Strength Ratios	
Liquidity ratio	The liquidity ratio (also known as current ratio) is a financial ratio that measures whether or not a company has enough resources to pay its debts over the next 12 months. It compares a company's current assets to its current liabilities.
Interest cover	The interest coverage ratio is calculated by dividing a company's EBITDA of one period by the company's interest expense of the same period.
Gearing ratio	The gearing ratio indicates the relative proportion of shareholders' equity and debt used to finance a company's assets, and is calculated by dividing a company's net debt by net debt plus shareholders' equity.