



SUMMARY NOTE

Dated 18 March 2016

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.

Summary Note

in respect of an Issue of:
€40,000,000 4.25% Unsecured Bonds 2026
of a nominal value of €100 per Bond issued at par
by

CORINTHIA FINANCE P.L.C.

(A PUBLIC LIMITED LIABILITY COMPANY REGISTERED IN MALTA
WITH COMPANY REGISTRATION NUMBER C 25104)
ISIN:- MT0000101262

Guaranteed* by

Corinthia Palace Hotel Company Limited

(A private limited liability companies registered in Malta with company registration number C 257)

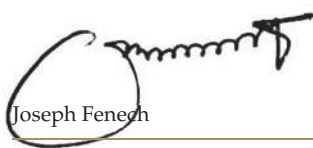
*Prospective investors are to refer to the Guarantee contained in Annex A of the Securities Note forming part of the Prospectus for a description of the scope, nature and term of the Guarantee. Reference should also be made to the sections entitled "Risk Factors" contained in this Summary Note, the Registration Document and the Securities Note for a discussion of certain factors which should be considered by prospective investors in connection with the Bonds and the Guarantee provided by Corinthia Palace Hotel Company Limited (the "Guarantor").

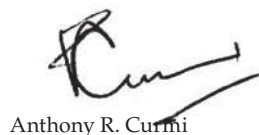
THE LISTING AUTHORITY HAS AUTHORISED THE ADMISSIBILITY OF THESE SECURITIES AS A LISTED FINANCIAL INSTRUMENT. THIS MEANS THAT SAID INSTRUMENTS ARE IN COMPLIANCE WITH THE REQUIREMENTS AND CONDITIONS SET OUT IN THE LISTING RULES. IN PROVIDING THIS AUTHORISATION, THE LISTING AUTHORITY DOES NOT GIVE ANY CERTIFICATION 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.

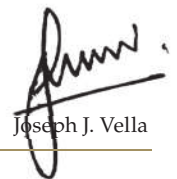
A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK INDEPENDENT FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY LISTED FINANCIAL INSTRUMENTS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN INVESTING IN THE SECURITIES OF AN ISSUER AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION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

APPROVED BY THE DIRECTORS


Joseph Fenech


Anthony R. Curmi


Frank Xerri de Caro


Joseph J. Vella

Legal Counsel



Sponsor & Manager



Registrar



Malta Stock Exchange plc



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IMPORTANT INFORMATION

THIS SUMMARY NOTE CONSTITUTES PART OF A PROSPECTUS AND CONTAINS INFORMATION ON CORINTHIA FINANCE P.L.C. IN ITS CAPACITY AS ISSUER, AND CORINTHIA PALACE HOTEL COMPANY LIMITED IN ITS CAPACITY AS GUARANTOR, 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, THE GUARANTOR OR THEIR RESPECTIVE 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, THE GUARANTOR OR THEIR RESPECTIVE 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 THE PROSPECTUS 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 AND/OR GUARANTOR'S WEBSITES OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE ISSUER'S AND/OR GUARANTOR'S WEBSITES DO NOT FORM PART OF THE PROSPECTUS. ACCORDINGLY NO RELIANCE OUGHT TO BE MADE BY ANY INVESTOR ON ANY INFORMATION OR OTHER DATA CONTAINED IN SUCH WEBSITES AS THE BASIS FOR A DECISION TO INVEST IN ANY FINANCIAL INSTRUMENTS AND SECURITIES ISSUED BY THE ISSUER.



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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 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 AND GUARANTOR HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER AND THE GUARANTOR 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 THE 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 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);
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 any of the Authorised Financial Intermediaries;
Application Form	the form of application of subscription for Bonds, a specimen of which is contained in Annex C of the Securities Note;
Authorised Financial Intermediaries	the licensed stockbrokers and financial intermediaries listed in Annex B of the Securities Note;
Bond(s)	the €40 million unsecured bonds due 2026 of a face value of €100 per bond issued at par and redeemable at their nominal value on the Redemption Date, bearing interest at the rate of 4.25% per annum. The Bonds are guaranteed by Corinthia Palace Hotel Company Limited;
Bondholder	a holder of Bonds;



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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	Corinthia Finance p.l.c., a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 25104;
Corinthia Group or Group	CPHCL (as defined below) and the companies in which CPHCL has a controlling interest;
CPHCL or Guarantor	Corinthia Palace Hotel Company Limited, a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 257. CPHCL is the parent company of the Corinthia Group and is acting as Guarantor in terms of the guarantee contained in Annex A of the Securities Note;
CSD	the Central Securities Depository of the Malta Stock Exchange, having its address at Garrison Chapel, Castille Place, Valletta, VLT 1063;
Cut-off Date	close of business on 15 March 2016 (trading session of 11 March 2016);
Directors or Board	the board of directors of the Company is composed of: Joseph Fenech, Anthony R. Curmi, Frank Xerri de Caro and Joseph J. Vella;
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;
Exchangeable Bond Transfer	the subscription for Bonds by an Existing Bondholder settled, after submitting the pre-printed Application Form (received by mail directly from the Issuer), by the transfer to the Issuer of all or part of the Exchangeable Bonds held by such Existing Bondholder as at the Cut-off Date;
Exchangeable Bonds	the 6.25% bonds 2016 - 2019 with ISIN code MT0000101239 due to mature on 23 September 2019 (unless otherwise redeemed at the Issuer's sole discretion on any day falling between and including 24 September 2016 and 22 September 2019), amounting as at the date of the Prospectus to €39,927,600;
Existing Bondholder	a holder of Exchangeable Bonds as at the Cut-off Date;
Guarantee	the suretyship of the Guarantor undertaking to effect payment of interest and capital repayments of any amount due by the Issuer to any Bondholder and which remain unpaid by the Issuer after sixty (60) days of the due date for payment thereof. A copy of the Guarantee and a description of the nature, scope and terms of the Guarantee are appended to the Securities Note as Annex A;
IHI	International Hotel Investments p.l.c., a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 26136, and the companies in which IHI has a controlling interest;
IHGH	Island Hotels Group Holdings p.l.c., a company registered under the laws of Malta having its registered office at Radisson Blu Resort St. Julians, Louis V. Farrugia Street, St. George's Bay, St. Julians STJ 3391, Malta and bearing company registration number C 44855, and the companies in which IHGH has a controlling interest;
Interest Payment Date	12 April of each year between and including each of the years 2017 and 2026, 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;
Intermediaries' Offer	an offer to be held on 12 April 2016 to a number of Authorised Financial Intermediaries for the subscription of any resultant balance of Bonds following the subscription of Bonds by Existing Bondholders;



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Issue Date	expected on 21 April 2016;
Issue Period	the period between 08:30 hours on 22 March 2016 and 12:00 hours on 12 April 2016 during which the Bonds are available for subscription;
Libyan Foreign Investment Company or LFICO	Libyan Foreign Investment Company, a company registered under the laws of Libya with company registration number 9481 and having its registered office at Ghadem Aljabel, Gharian, P.O. Box 4538 Tripoli, Libya;
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;
Malta Stock Exchange Bye-Laws	the Malta Stock Exchange p.l.c. bye-laws issued by the authority of the board of directors of Malta Stock Exchange p.l.c., as may be amended from time to time;
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);
MIH	Mediterranean Investments Holding p.l.c., a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 37513;
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;
Palm City or PCL	Palm City Ltd, a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 34113;
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;
Redemption Date	12 April 2026;
Redemption Value	the nominal value of each Bond (€100 per Bond);
Registrar	MSE;
Registration Document	the registration document issued by the Issuer dated 18 March 2016, 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;
Securities Note	the securities note issued by the Issuer dated 18 March 2016, forming part of the Prospectus;
Sponsor & Manager	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.



SUMMARY NOTE

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, the Guarantor 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 this Summary Note including any translation thereof, and who applied for its notification, but only if this Summary Note, 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**

Prospective investors are hereby informed that:

- i. For the purposes of any subscription for Bonds through any of the Authorised Financial Intermediaries pursuant to the Intermediaries' Offer 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 in terms of the Intermediaries' Offer by Authorised Financial Intermediaries participating in the Intermediaries' Offer;
 - (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 subsequent to the Intermediaries' Offer, 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 the Prospectus will be made available through a company announcement which will also be made available on the Issuer's website: www.corinthiacorporate.com

Section B Issuer and Guarantor

B.1 The legal and commercial name of the Issuer is Corinthia Finance p.l.c. (registration number C 25104). The legal and commercial name of the Guarantor is Corinthia Palace Hotel Company Limited (registration number C 257).

B.2 The Issuer was registered in Malta in terms of the Act on 9 September 1999 and is a public limited liability company. The Guarantor was registered in Malta in terms of the Act on 21 June 1966 as a private limited liability company. The Issuer and the Guarantor are domiciled in Malta.

B.4b The Issuer is a wholly owned subsidiary of the Guarantor. The principal object of the Issuer is to carry on the business of a finance company with monies raised through public instruments, on-lent to the Guarantor, which is an investment company in connection with the ownership, development, operation and financing of hotels, resorts, leisure facilities and tourism-related activities as may, from time to time, be ancillary or complimentary to the foregoing, whether in Malta or overseas. The issue of bonds falls within the objects of the Issuer.



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The following is an overview of the most significant recent trends affecting the Guarantor and the markets in which it operates.

- **Libya** - The continued instability and state of uncertainty prevailing since the 2011 uprising continues to have a negative effect on Libya's economy and as a result, on the performance and operation of the Corinthia Hotel Tripoli and the Palm City Residences in Janzour. Moreover, development of a number of the Group's properties in Libya (including Medina Tower, the Palm Waterfront and the Benghazi Project) will remain on hold until such time when there are clear signs that the turmoil in Libya has subsided and a gradual recovery in business activity has commenced.
- **Russia** - Lower oil prices, a decline in real wages, the weakening of the Rouble and the impact from external economic factors continues to weigh on the Russian economy and consequently on the results of the Corinthia Hotel St Petersburg.
- **Tunisia** - Tunisia was once again rocked by terrorist activity on 24 November 2015 when a bus carrying presidential guards was targeted in the capital. This marks the third high-profile incident for Tunisia in 2015. The latest attack will exacerbate the country's security concerns and have far-reaching implications for the economy.
- **Malta** - Tourism in Malta has in recent years been performing at a strong level and this trend continued in 2015 as well. Inbound tourism from January to December 2015 amounted to 1.8 million guests, an increase of 6.0% over the same period in 2014. In the light of the aforesaid developments, the Group's hotel properties in Malta have performed exceptionally well both in terms of revenue generation and profitability, achieving significant year-on-year growth.
- **Hungary** - Hungary's economic expansion gained momentum in the fourth quarter of 2015 because of robust output in the manufacturing and services sectors. In 2015 as a whole, Hungarian GDP rose 2.9% for the year, 0.8% slower than in 2014. In line with the country's economic improvements, the Group's two hotel properties (one five star and one four star) achieved significant year-on-year growth both in revenue generation and in profitability.
- **Czech Republic** - The economic performance was extraordinary strong in 2015 at 4.3% fuelled by rising investment, through strong absorption of EU funds, and public spending. This positive trend was also witnessed at the Group's two hotel properties in Prague (one five star and one four star) where over the past couple of years there has been significant year-on-year growth both in revenue streams and profitability.
- **Portugal** - In 2015, Portugal's GDP increased 1.5% after expanding 0.9% in 2014. With the introduction of low cost airline carriers to the country, Portugal is perceived as a 'value for money' destination and this has been one of the leading factors contributing to the growth in hospitality numbers. The Group's hotel property in Lisbon has likewise benefitted from this upsurge in business registering significant year-on-year growth both in revenue and operating profits.
- **United Kingdom** - The UK economy grew by 0.5% in Q4 2015, taking the annual rate of growth for 2015 to 2.2% (0.7% lower than the 2.9% growth registered in 2014). Since its launch in 2011, the Corinthia Hotel & Residences London managed to increase both its revenue generation and operating profits annually. 2015 has been the best performing year for the hotel as it is now approaching its stabilised years of performance.

B.5 (B.19) The Guarantor is the parent company of the Corinthia Group and is principally engaged, directly or through subsidiaries and/or associated entities, in investments that are predominantly focused on the ownership, development and operation of mixed-use real estate developments that consist principally of hotels, residences, offices, retail areas, as well as industrial and event catering, in various countries. The Issuer is a subsidiary of the Guarantor.

On 10 August 2015, IHI acquired 100% of the issued share capital of IHGH. The business of IHGH largely relates to: the ownership, management and operation of five-star hotels in Malta (namely, the Radisson Blu Resort St Julians and the Radisson Blu Resort & Spa, Golden Sands); the operating of a vacation ownership marketing business for the aforesaid hotels; the operation of retail and event catering business (Island Caterers Limited [C9377]); and the development and operation of Costa Coffee outlets in Malta, the East Coast of Spain, Canary Islands and the Balearic Islands. IHGH also owns a plot of land measuring 83,530m² located next to the Radisson Blu Resort & Spa, Golden Sands, Malta. The property is earmarked for the development of a residence complex.

B.9 Not Applicable. The Registration Document does not contain any profit forecasts or estimates.

B.10 (B.19) Not Applicable: The audit reports on the audited historical financial statements of each of the Issuer and Guarantor, described in Element B.12 below, do not contain qualifications.

B.12 The historical financial information for the three financial years ended 31 December 2012, 31 December 2013 and 31 December 2014 as audited by Grant Thornton is set out in the annual statutory financial statements of each of the Issuer and the Guarantor. The audited financial statements and unaudited financial statements for the six-month period ended 30 June 2015 are available at the Issuer's registered office.

There has been no material adverse change in the prospects of the Issuer and Guarantor since the date of their latest published audited financial statements. There were no significant changes to the financial or trading position of each of the Issuer and



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Guarantor since 31 December 2014, being the end of the financial year to which the last audited financial statements of each of the Issuer and Guarantor relate.

Extracts of the above-mentioned historical financial information are set out below:

Audited financial information for the years ended 31 December 2012 to 2014

Corinthia Finance p.l.c. Financial Information

<i>for the year ended 31 December</i>	2012	2013	2014
	€'000	€'000	€'000
Net finance income	70	60	75
Profit for the year	22	15	26
Total assets	49,242	49,576	49,348
Equity	314	337	512

Corinthia Palace Hotel Company Limited

Condensed Consolidated Income Statement for the year ended 31 December

	2012	2013	2014
	€'000	€'000	€'000
Revenue	158,676	164,901	159,238
Net operating expenses	(163,404)	(161,390)	(155,314)
Other income (expense)	699	(488)	507
Net reversal of impairment (impairment) of hotel properties	(6,402)	5,000	5,170
Operating (loss) profit	(10,431)	8,023	9,601
Net finance costs	(21,148)	(17,325)	(17,573)
Gain on sale of investment property	-	3,447	-
Revaluation to fair value of investment properties	4,154	7,159	(14,629)
Share of results of associate companies	29,242	425	(29,075)
Other	124	(1,613)	923
Profit (loss) before tax	1,941	116	(50,753)
Tax income	973	4,653	12,028
Profit (loss) for the year	2,914	4,769	(38,725)

Corinthia Palace Hotel Company Limited

Condensed Consolidated Balance Sheet as at 31 December

	2012	2013	2014
	€'000	€'000	€'000
Non-current	1,167,915	1,229,090	1,136,924
Current	95,866	70,776	71,521
Total assets	1,263,781	1,299,866	1,208,445
Equity pertaining to CPHCL's shareholders	382,635	418,211	386,745
Minority interest	248,457	259,609	246,961
Total equity	631,092	677,820	633,706
Non-current	534,070	503,640	483,414
Current	98,619	118,406	91,325
Total liabilities	632,689	622,046	574,739
Total equity and liabilities	1,263,781	1,299,866	1,208,445



SUMMARY NOTE

In 2014 the Corinthia Group's revenue amounted to €159.2 million reflecting a decrease of €5.7 million on the turnover registered in 2013 (€164.9 million). In view of the instability in Libya in the second half of the year and the political situation in the Russian Federation, the revenues generated by Corinthia Hotel Tripoli and Corinthia Hotel St. Petersburg for the year ended 31 December 2014 were lower than those of 2013 by *circa* €16.1 million. This reduction was, however, in the main compensated by increased revenues and the rationalisation of operating costs by the Corinthia Group's other hotel properties across Europe.

The Corinthia Group's operating profit for 2014 at €9.6 million (which excludes the Corinthia Hotel & Residences London and Palm City Residences) represents an increase of €1.6 million on the operating profit of €8.0 million reported in 2013.

After accounting for depreciation, net finance costs, share of losses of associate companies and impairment charges on Group properties, the Corinthia Group registered a loss after tax in 2014 of €38.7 million compared to a profit of €4.8 million in 2013.

Unaudited financial information for the six-month period ended 30 June 2015

Corinthia Finance p.l.c. Financial Information

for the six-month period ended 30 June

	2014	2015
	Unaudited	Unaudited
	€'000	€'000
Net finance income	17	33
Profit for the period	1	9
Total assets	49,348	50,481
Equity	512	584

Corinthia Palace Hotel Company Limited

Condensed Consolidated Income Statement for the six months ended 30 June

	2014	2015
	Unaudited	Unaudited
	€'000	€'000
Revenue	77,642	76,008
Net operating expenses	(76,871)	(72,901)
Other income	1,279	102
Operating profit	2,050	3,209
Net finance costs	(10,241)	(8,906)
Share of results of associate companies	(7,957)	(2,551)
Loss before tax	(16,148)	(8,248)
Tax income	6,018	1,162
Loss for the period	(10,130)	(7,086)

Corinthia Palace Hotel Company Limited

Condensed Consolidated Balance Sheet as at

	31-Dec-14	30-Jun-15
	Audited	Unaudited
	€'000	€'000
Non-current	1,136,924	1,137,786
Current	71,521	75,870
Total assets	1,208,445	1,213,656
Total equity	633,706	634,654
Non-current	483,414	485,528
Current	91,325	93,474
Total liabilities	574,739	579,002
Total equity and liabilities	1,208,445	1,213,656



SUMMARY NOTE

During the first six months of 2015 the Group registered an increase in revenues and operating profits in most of its hotels, most notably those in Malta, Prague, Budapest, Lisbon and London. These properties registered double digit growth in revenues. In turn, CHI Limited (C 26086), the Group's hotel operating company, also registered significant increases in its performance. Of even greater significance is the fact that the improvements in the Group's revenue streams were mostly retained and converted into a higher Group operating profit.

The positive performance in the above locations was however negatively impacted by the political and economic conditions prevailing in Russia and Libya. In the case of Russia it was principally affected by the devaluation of the Rouble relative to corresponding period in 2014. On the other hand the hotel in Tripoli was closed for most of the first six months of 2015 as a result of the attack at the hotel in January 2015. Since then, management took all the necessary steps to reinstate the hotel to an operational mode and a gradual reopening is under way, providing certain services in line with demand. Office accommodation at the adjacent Commercial Centre, remained fully leased out, albeit with minor discounts allowed to the tenants.

Despite the setbacks in Russia and Libya, the Group registered an operating profit of €3.2 million compared to €2.1 million in the same period in 2014. During the first six months of 2015 the Group registered a loss after tax of €7.1 million compared to the loss of €10.1 million reported for the same period in 2014.

B.13 Not Applicable: the Issuer and/or the Guarantor are not aware of any recent events which are to a material extent relevant to the evaluation of the solvency of the Issuer and/or Guarantor.

B.14 The Issuer is a wholly owned subsidiary of the Guarantor. The Issuer itself does not have any substantial assets and is a special purpose vehicle set up to raise finance for the business of CPHCL, either directly or through its subsidiaries and/or associated companies, to enable the latter to undertake the ownership, development and operation of real estate developments. In this respect, the Issuer is mainly dependent on the business prospects of CPHCL.

B.15 The Issuer is a finance and investment company. In terms of its Memorandum and Articles of Association the principal object of the Issuer is to issue bonds, commercial paper or other instruments creating or acknowledging indebtedness and to sell or offer same to the public.

The Guarantor is the parent company of the Corinthia Group and is principally engaged, directly or through subsidiaries and/or associated entities, in investments that are predominantly focused on the ownership, development and operation of mixed-use real estate developments that consist principally of hotels, residences, offices, retail areas, as well as industrial and event catering, in various countries. In terms of clause 4.6 of its Memorandum of Association, the Guarantor is, amongst other things, authorised to borrow, raise or secure the payment of money for the purpose of or in connection with the company's business and to secure the repayment of any moneys borrowed by hypothecation, charge or lien upon the whole or part of the movable and immovable property or assets of the company. Furthermore, the Guarantor is authorised to give guarantees or provide security for any such persons, firms and companies as the directors may deem fit and proper and on such terms as may seem expedient and, in particular, to companies in which the company has an interest.

B.16 The authorised share capital of the Issuer is €2,500,000. The issued share capital is €250,000 divided into 250,000 ordinary shares of €1 each, fully paid up. The share capital is subscribed to by the Guarantor except for one share which is held by CPHCL Investments Limited.

The authorised and issued share capital of the Guarantor is €20,000,000 divided into 20,000,000 ordinary shares of €1 each, fully paid up. The Guarantor is wholly owned directly or indirectly by the Pisani family as to 50%, whilst the remaining 50% is held by LFICO.

B.17 Not Applicable: neither the Issuer nor the Guarantor have 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.

B.18 For the purposes of the Guarantee, the Guarantor irrevocably and unconditionally guarantees to each Bondholder that if for any reason the Issuer fails to pay any sum payable by it to such Bondholder pursuant to the terms and conditions of the Bonds as and when the same shall become due under any of the foregoing, the Guarantor will pay to such Bondholder on demand the amount payable by the Issuer to such Bondholder. The obligations of the Guarantor under the Guarantee shall remain in full force and effect until no sum remains payable to any Bondholder pursuant to the issue of the Bonds.



Section C Securities

- C.1 The Issuer shall issue an aggregate of €40 million in Unsecured Bonds having a face value of €100 per bond, subject to a minimum subscription of €2,000 in Bonds. The Bonds are guaranteed by Corinthia Palace Hotel Company Limited. 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 MT0000101262. The Bonds shall bear interest at the rate of 4.25% 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 multiples of €100) 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 and the Guarantor in accordance with the status of the Bonds, as follows: "The Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer, guaranteed by the Guarantor, and shall at all times rank *pari passu*, without any priority or preference among themselves and with other unsecured debt of each of the Issuer and Guarantor.";
 - (iv) attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions of the Bond Issue; and
 - (v) enjoy all such other rights attached to the Bonds emanating from the Prospectus.

As at 31 December 2015 the Group's indebtedness amounted to €486.88 million, comprising of bank loans, corporate bonds and other borrowings from related parties. The Group's bank borrowings are secured by general and special hypothecs, privileges and guarantees provided by Group companies. The indebtedness being created by the Bonds ranks after secured bank borrowings of €265.32 million. 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 12 April 2016 at the rate of 4.25% per annum on the nominal value thereof, payable annually in arrears on each Interest Payment Date. The first interest payment will be effected on 12 April 2017 (covering the period 12 April 2016 to 11 April 2017). Any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next day that is a Business Day. Unless previously purchased and cancelled, the Bonds will be redeemed at their nominal value (together with accrued interest) on 12 April 2026.

An Exchangeable Bond Transfer shall be without prejudice to the rights of the holders of Exchangeable Bonds to receive interest on the Exchangeable Bonds up to and including 23 September 2016.

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 four point two five per cent (4.25%).

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 18 March 2016. 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 21 April 2016 and trading is expected to commence on 22 April 2016.

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.



SUMMARY NOTE

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, the Guarantor and/or their respective 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 and Guarantor’s respective 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 business of the Issuer, the Group and the Guarantor:

- i. The Issuer is a holding company and, as such, its assets consist primarily of loans issued to the Guarantor. Consequently, the Issuer is largely dependent on the business prospects of the Guarantor.
- ii. CPHCL’s operations and its results are subject to a number of factors that could adversely affect the Group’s business, many of which are common to the hotel and real estate industry and beyond the Group’s control.
- iii. Certain countries in which the Group operates, specifically Libya, Tunisia and the Russian Federation, are susceptible to political, economic or social risks not normally encountered in more developed countries.
- iv. Currency fluctuations and other regional economic developments may have a material adverse effect on the Guarantor’s business, financial condition and results of operations.
- v. A significant portion of the Guarantor’s operating expenses are fixed, which may impede the Guarantor from quickly reacting to changes in its revenue.
- vi. The lack of liquidity and alternative uses of real estate investments could significantly limit the Guarantor’s ability to respond to adverse changes in the performance of its investments and other factors, thereby potentially harming its financial condition.
- vii. The Group is exposed to the risk of failure of its proprietary reservation system and increased competition in reservations infrastructure.
- viii. The Group relies on non-proprietary software systems and third-party information technology providers and as such is exposed to the risk of failures in such systems.
- ix. The Group may not be able to realise the benefits it expects from investments made in its properties under development.
- x. The Group may not be able to realise the benefits it expects from acquisitions, joint ventures and strategic alliances.
- xi. The Guarantor’s indebtedness could adversely affect its financial position.
- xii. The Guarantor may be exposed to certain financial risks, including interest rate risk, which the Group may be unable to effectively hedge against.
- xiii. The Group’s key senior personnel and management have been and remain material to its growth. The loss of one or more of the members of this team could have a material adverse effect on the Group’s business.
- xiv. The Group is subject to the risk of litigation, the outcome of which may have a material adverse effect of the Group’s operations and financial condition.
- xv. The Group may not be able to obtain the capital it requires for development or improvement of existing or new properties on commercially reasonable terms, or at all.
- xvi. No assurance can be given that the Group’s current insurance coverage would be sufficient to cover all potential losses, regardless of the cause, nor can any assurance be given that an appropriate coverage would always be available at acceptable commercial rates.
- xvii. Changes in laws and regulations relevant to the Group’s business and operations could be enacted that may have an adverse impact on the Group’s business, results of operations, financial condition or prospects.

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

- 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, guaranteed by the



SUMMARY NOTE

- Guarantor, and shall at all times rank *pari passu*, without any priority or preference among themselves and with other unsecured debt of each of the Issuer and Guarantor. 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 and of the Guarantor, as the case may be, for so long as such security interests remain in effect;
- vi. repayment of interest and capital on the Bonds is being guaranteed by the Guarantor and therefore, Bondholders are entitled to request the Guarantor to pay the full amounts due under the Bonds if the Issuer fails to meet any amount. The Guarantee also entitles the Bondholders to take action against the Guarantor without having to first take action against the Issuer. The level of recoverability by the Bondholders from the Guarantor of any amounts due under any of the Bonds is dependent upon the financial strength of the Guarantor and in the case of insolvency of the Guarantor, such level of recoverability is further dependent upon the existence or otherwise of any prior ranking claims over the assets of the Guarantor;
- vii. in the event that the Issuer wishes to amend any of the Terms and Conditions of the Bond Issue it shall call a meeting of Bondholders. 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;
- viii. 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 the Prospectus.

Section E Offer

- E.2b The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €39.6 million, will be used by the Issuer for the purpose of purchasing Exchangeable Bonds from Existing Bondholders, for cancellation, by way of Exchangeable Bond Transfer, and for the purpose of redeeming any Exchangeable Bonds remaining in issue as at 24 September 2016, being the first early date of redemption of the Exchangeable Bonds (as at the date of the Prospectus the total value of Exchangeable Bonds in issue stands at €39,927,600).

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 for the purpose set out above. The balance required to complete the redemption of the remaining Exchangeable Bonds on 24 September 2016 will be raised by the Group from own funds.

- E.3 The Bonds are open for subscription to Existing Bondholders and to Authorised Financial Intermediaries pursuant to the Intermediaries' Offer in respect of any balance of Bonds not subscribed to by Existing Bondholders as aforesaid.

The consideration payable by Existing Bondholders applying for Bonds may be settled, after submitting the appropriate pre-printed Application Form, by the transfer to the Issuer of all or part of the Exchangeable Bonds held by such Applicant as at the Cut-off Date, subject to a minimum application of €2,000, which transfer shall be effected at the par value of the Exchangeable Bonds. Any Existing Bondholders whose holding in Exchangeable Bonds is less than €2,000 shall be required to pay the difference together with the submission of their Application Form (the "Cash Top-Up").

Existing Bondholders electing to subscribe for Bonds through Exchangeable Bond Transfer shall be allocated Bonds for the corresponding nominal value of Exchangeable Bonds transferred to the Issuer (including Cash Top-Up, where applicable). The transfer of Exchangeable Bonds to the Issuer in consideration for the subscription for Bonds shall cause the obligations of the Issuer with respect to such Exchangeable Bonds to be extinguished, and shall give rise to obligations on the part of the Issuer under the Bonds. Bonds applied for by Existing Bondholders by way of Exchangeable Bond Transfer shall be allocated prior to any other allocation of Bonds.

In addition to the aforesaid, Existing Bondholders transferring all of the Exchangeable Bonds held by them as at the Cut-off Date may apply for an amount of Bonds in excess of the amount of Exchangeable Bonds being transferred. In such case Existing Bondholders may subscribe for additional Bonds, in multiples of €100, by appropriate entry in the Application Form. Payment by Applicants of the Cash Top-Up and the full price of the additional Bonds applied for, if any, shall be made in Euro and in cleared funds at the Bond Issue Price, in either cash or by cheque payable to "The Registrar – Corinthia Finance Bond Issue 2016".

The Issuer has not reserved any maximum amount of Bonds being issued for subscription by Existing Bondholders electing to subscribe for Bonds through Exchangeable Bond Transfer, subject to the outstanding amount of the Exchangeable Bonds, which, as at the date of the Prospectus, amounted to €39,927,600, plus Cash Top-Ups but in any case not exceeding €40,000,000.

Existing Bondholders on the Cut-off Date who do not elect to avail themselves of the possibility to exchange their investment in terms of the procedure outlined herein shall receive all capital with interest accrued on 24 September 2016, being the first early date of redemption of the Exchangeable Bonds.



SUMMARY NOTE

All applications for the subscription of Bonds by Existing Bondholders by means of Exchangeable Bond Transfer must be submitted on pre-printed Application Forms to any Authorised Financial Intermediary by 14:00 hours of 8 April 2016. Within 2 business days from closing of the Issue Period, 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 4.25% Unsecured Bonds 2026 of a nominal value of €100 per Bond issued by the Issuer at par up to the principal amount of €40 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 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. 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 accrued interest) 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 4.25% per annum payable annually on 12 April of each year. Interest shall accrue as from 12 April 2016. The first Interest Payment Date following the issuance of this Prospectus shall be 12 April 2017. 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 four point two five per cent (4.25%).

5. Status of the Bonds

The Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer, guaranteed by the Guarantor, and shall at all times rank *pari passu*, without any priority or preference among themselves and with other unsecured debt of each of the Issuer and Guarantor.

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 Bonds shall become immediately due and repayable, at their principal amount together with accrued interest, in an event of default. Subject to agreed exceptions, materiality qualifications, reservations of law and grace periods, an acceleration event shall occur if: (i) the Issuer or, in the event of default by the Issuer, the Guarantor, shall fail to pay any interest on any Bond when due; or (ii) the Issuer or, in the event of default by the Issuer, the Guarantor, shall be in breach of any material obligation contained in the terms and conditions of the Bonds; or (iii) the Issuer and/or Guarantor are *inter alia* dissolved, liquidated or bankrupt; or (iv) the Issuer or the Guarantor stops or suspends payments, or announces to do so, to all or any class of its debts or ceases or threatens to cease to carry on its business or a substantial part thereof; or (v) the Issuer or the



SUMMARY NOTE

Guarantor is unable to pay its debts; or (vi) a judgment by a court is made against the Issuer and/or Guarantor for the payment in excess of €5 million; or (vii) any default occurs relating to any financial indebtedness of the Issuer and/or Guarantor in excess of €5 million.

8. Transferability of the Bonds

The Bonds are freely transferable and, once admitted to the Official List, shall be transferable only in whole (in multiples of €100) 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, and any fees payable in connection with the Issue to Charts Investment Management Service Limited as Sponsor & 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 €425,000.

Time-Table

1	Application Forms mailed to Existing Bondholders as at the Cut-off Date	21 March 2016
2	Closing date for Applications to be received from Existing Bondholders	8 April 2016 (by 14:00)
3	Intermediaries Offer*	12 April 2016
4	Commencement of interest on the Bonds	12 April 2016
5	Announcement of basis of acceptance	14 April 2016
6	Dispatch of allotment advices and refunds (if any)	21 April 2016
7	Expected date of admission of the Bonds to listing	21 April 2016
8	Expected date of commencement of trading in the Bonds	22 April 2016

* In the event that the total amount of Applications received from Existing Bondholders exceeds €40,000,000, the Intermediaries' Offer will not take place.



SUMMARY NOTE



REGISTRATION DOCUMENT



CORINTHIA FINANCE plc

A member of the Corinthia Group of Companies

REGISTRATION DOCUMENT

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.

Dated 18 March 2016

In respect of an issue of €40,000,000 4.25% Unsecured Bonds 2026 of a nominal value of €100 per Bond issued at par by

CORINTHIA FINANCE P.L.C.

A public limited liability company registered in Malta with company registration number C 25104

Guaranteed* by

CORINTHIA PALACE HOTEL COMPANY LIMITED

A private limited liability company registered in Malta with company registration number C 257

ISIN: MT0000101262

**Prospective investors are to refer to the guarantee contained in Annex A of the Securities Note forming part of the Prospectus for a description of the scope, nature and term of the guarantee. Reference should also be made to the sections entitled "Risk Factors" contained in the Summary Note, this Registration Document and the Securities Note for a discussion of certain factors which should be considered by prospective investors in connection with the Bonds and the guarantee provided by Corinthia Palace Hotel Company Limited.*

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.

APPROVED BY THE DIRECTORS


Joseph Fenech

Legal Counsel


Anthony R. Curmi

Sponsor & Manager


Frank Xerri de Caro

Registrar

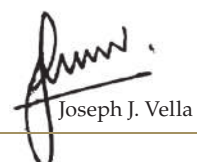

Joseph J. Vella





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IMPORTANT INFORMATION

THIS REGISTRATION DOCUMENT CONTAINS INFORMATION ON CORINTHIA FINANCE P.L.C. IN ITS CAPACITY AS ISSUER AND CORINTHIA PALACE HOTEL COMPANY LIMITED IN ITS CAPACITY AS GUARANTOR 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, THE GUARANTOR OR THEIR RESPECTIVE 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 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, THE GUARANTOR OR THEIR RESPECTIVE 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 HOWSOEVER 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. THE DISTRIBUTION OF THE PROSPECTUS IN CERTAIN JURISDICTIONS MAY BE RESTRICTED AND, ACCORDINGLY, PERSONS INTO WHOSE POSSESSION IT IS RECEIVED ARE REQUIRED TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, SUCH RESTRICTIONS.

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

A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK INDEPENDENT FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY FINANCIAL INSTRUMENTS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS OF 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 LEGAL ADVISORS, ACCOUNTANTS AND/OR OTHER FINANCIAL ADVISORS AS TO LEGAL, TAX, INVESTMENT OR ANY OTHER RELATED MATTERS CONCERNING THE BONDS AND THE PROSPECTUS.

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.



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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 THE 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 (THE "PROSPECTUS DIRECTIVE") OR WHICH, PENDING SUCH IMPLEMENTATION, APPLIES ARTICLE 3.2 OF THE PROSPECTUS DIRECTIVE, THE BONDS CAN ONLY BE OFFERED TO "QUALIFIED INVESTORS" (AS DEFINED IN THE PROSPECTUS 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 PROSPECTUS 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 AND THE GUARANTOR NAMED IN THIS REGISTRATION DOCUMENT UNDER THE HEADING "ADVISORS TO THE ISSUER AND GUARANTOR" IN SUB-SECTION 4.3 OF THIS REGISTRATION DOCUMENT HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER AND THE GUARANTOR 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.

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

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



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, 1995 (Chapter 386 of the laws of Malta);
“AHCT”	Alinmaa Holding Company for Tourism & Real Estate Investments, a company registered under the laws of Libya and having its registered office at Al-Hamamat St., Al Madina Alsiahya, Tripoli, Libya;
“AUCC”	Arab Union Contracting Company, a company registered under the laws of Libya and having its registered office at Level 21, General Department, Tripoli Tower, Tower 1, Tripoli, Libya;
“Authorised Financial Intermediaries”	the licensed stockbrokers and financial intermediaries listed in Annex B of the Securities Note forming part of the Prospectus;
“Bond/s”	the €40,000,000 unsecured bonds due 2026 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 4.25% per annum, as detailed in the Securities Note. The Bonds are guaranteed by CPHCL;
“Bondholder”	a holder of Bonds;
“CHI Limited”	CHI Limited, a company registered under the laws of Malta having its registered office at 1, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 26086;
“Company” or “Issuer”	Corinthia Finance p.l.c., a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 25104;
“Corinthia Group” or “Group”	CPHCL (as defined below) and the companies in which CPHCL has a controlling interest;
“CPHCL” or “Guarantor”	Corinthia Palace Hotel Company Limited, a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 257. CPHCL is the parent company of the Corinthia Group and is acting as Guarantor in terms of the guarantee contained in Annex A of the Securities Note;
“Directors” or “Board”	the directors of the Issuer whose names are set out in sub-section 4.1 of this Registration Document;
“Euro” or “€”	the lawful currency of the Republic of Malta;
“Exchange” or “Malta Stock Exchange” or “MSE”	Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act, 1990 (Chapter 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;



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“Exchangeable Bonds”	<p>(i) the 6.25% bonds 2016 - 2019 with ISIN code MT0000101239 due to mature on 23 September 2019 (unless otherwise redeemed at the Issuer’s sole discretion on any day falling between and including 24 September 2016 and 22 September 2019), amounting as at the date of issue to €25,000,000, issued by the Issuer pursuant to a prospectus dated 28 August 2009; and</p> <p>(ii) the 6.25% bonds 2016 - 2019 (Second Issue) with ISIN code MT0000101247 due to mature on 23 September 2019 (unless otherwise redeemed at the Issuer’s sole discretion on any day falling between and including 24 September 2016 and 22 September 2019), amounting as at the date of issue to €15,000,000, issued by the Issuer pursuant to a prospectus dated 12 February 2010;</p> <p>which bonds were, with effect from 23 September 2010, integrated with one another and deemed to be one bond with ISIN code MT0000101239, amounting as at the date of the Prospectus to €39,927,600;</p>
“Financial Analysis Summary”	<p>the financial analysis summary dated 18 March 2016 compiled by the Sponsor & Manager in line with the applicable requirements of the Listing Authority policies and which is intended to summarise the key financial data set out in the Prospectus appertaining to the Issuer and the Guarantor, a copy of which is reproduced in Annex D of the Securities Note;</p>
“Guarantee”	<p>the suretyship of the Guarantor undertaking to effect payment of interest and capital repayments of any amount due by the Issuer to any Bondholder and which remain unpaid by the Issuer after sixty (60) days of the due date for payment thereof. A copy of the Guarantee and a description of the nature, scope and terms of the Guarantee are appended to the Securities Note as Annex A thereof;</p>
“IHI”	<p>International Hotel Investments p.l.c., a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 26136, and the companies in which IHI has a controlling interest;</p>
“IHGH”	<p>Island Hotels Group Holdings p.l.c., a company registered under the laws of Malta having its registered office at Radisson Blu Resort St. Julians, Louis V. Farrugia Street, St. George’s Bay, St. Julians STJ 3391, Malta and bearing company registration number C 44855, and the companies in which IHGH has a controlling interest;</p>
“Island Caterers Limited”	<p>Island Caterers Limited, a company registered under the laws of Malta having its registered office at Radisson Blu Resort St. Julians, Louis V. Farrugia Street, St. George’s Bay, St. Julians STJ 3391, Malta and bearing company registration number C 9377;</p>
“Istithmar Hotels FZE”	<p>Istithmar Hotels FZE, a company registered under the laws of Dubai having its registered office at PO Box 262080, Level 38, Al Shatha Tower, Media City, Dubai, United Arab Emirates and bearing company registration number 01256L;</p>
“LFICO”	<p>Libyan Foreign Investment Company, a company registered under the laws of Libya with company registration number 9481 and having its registered office at Ghadem Aljabel, Gharian, P.O. Box 4538 Tripoli, Libya;</p>
“Listing Authority”	<p>the Malta Financial Services Authority, appointed as Listing Authority for the purposes of the Financial Markets Act (Chapter 345 of the laws of Malta) by virtue of Legal Notice 1 of 2003;</p>
“Listing Rules”	<p>the listing rules issued by the Listing Authority, as may be amended from time to time;</p>
“Malta Stock Exchange Bye-Laws”	<p>the Malta Stock Exchange p.l.c. bye-laws issued by the authority of the board of directors of Malta Stock Exchange p.l.c., as may be amended from time to time;</p>
“Memorandum and Articles of Association” or “M&As”	<p>the memorandum and articles of association of the Issuer in force at the time of publication of the Prospectus;</p>



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“MFSA”	the Malta Financial Services Authority, established in terms of the Malta Financial Services Authority Act, 1988 (Chapter 330 of the Laws of Malta);
“MIH”	Mediterranean Investments Holding p.l.c., a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 37513;
“MTJSC”	Medina Tower Joint Stock Company for Real Estate and Development, a joint stock investment company registered under the commercial laws of Libya in accordance with Law No. 5 (1997) as amended by Law No. 7 (2004) and Law No. 9 (2010), having its registered office at Tripoli Tower, Suite 107, Tower 2, Level 10, Tripoli, Libya, and bearing privatisation and investment board number 343;
“Official List”	the list prepared and published by the MSE as its official list in accordance with the Malta Stock Exchange Bye-Laws;
“Palm City” or “PCL”	Palm City Ltd, a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 34113;
“Prospectus”	collectively the Summary Note, this Registration Document and the Securities Note, all dated 18 March 2016, as such documents may be amended, updated, replaced and supplemented from time to time;
“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;
“PWL”	Palm Waterfront Ltd, a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 57155;
“Redemption Date”	12 April 2026;
“Registration Document”	this document dated 18 March 2016 in its entirety, 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 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);
“Securities Note”	the securities note issued by the Issuer dated 18 March 2016, forming part of the Prospectus;
“Sponsor & Manager”	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”	the summary note issued by the Issuer dated 18 March 2016, forming part of the Prospectus;



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“The Coffee Company Malta Limited”

The Coffee Company Malta Limited, a limited liability company registered under the laws of Malta with company registration number C 55973 and with registered office at The Penthouse, Papillion Court A, Birbal Street, Balzan BZN 9019, Malta;

“The Coffee Company Spain S.L.”

The Coffee Company Spain S.L., a company registered under the laws of Spain with fiscal number (NIF): B66240581 and with registered office at Calle Floridablanca 98, Planta Ent, Puerta 2, 08015, Barcelona, Spain.

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; and
- (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 AND/OR THE GUARANTOR. SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR AND NEITHER THE ISSUER NOR THE GUARANTOR ARE 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 AND/OR GUARANTOR'S FINANCIAL RESULTS AND TRADING PROSPECTS AND ON THE ABILITY OF THE ISSUER AND/OR GUARANTOR TO FULFIL THEIR RESPECTIVE OBLIGATIONS UNDER THE SECURITIES ISSUED BY THE ISSUER FROM TIME TO TIME. THE RISKS AND UNCERTAINTIES DISCUSSED BELOW ARE THOSE IDENTIFIED AS SUCH BY THE DIRECTORS OF THE ISSUER AND THE GUARANTOR AS AT THE DATE OF THE PROSPECTUS, BUT THESE RISKS AND UNCERTAINTIES MAY NOT BE THE ONLY ONES THAT THE ISSUER AND THE GUARANTOR MAY FACE. ADDITIONAL RISKS AND UNCERTAINTIES, INCLUDING THOSE WHICH THE ISSUER'S AND/OR GUARANTOR'S DIRECTORS ARE NOT CURRENTLY AWARE OF, MAY WELL RESULT IN A MATERIAL IMPACT ON THE FINANCIAL CONDITION AND OPERATIONAL PERFORMANCE OF THE ISSUER AND/OR GUARANTOR.

NEITHER THE PROSPECTUS NOR ANY OTHER INFORMATION CONTAINED HEREIN OR SUPPLIED IN CONNECTION WITH SECURITIES ISSUED BY THE ISSUER: (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 GUARANTOR OR THE SPONSOR & MANAGER OR AUTHORISED FINANCIAL INTERMEDIARIES THAT ANY RECIPIENT OF THE PROSPECTUS, SHOULD PURCHASE ANY SECURITIES ISSUED BY THE ISSUER. PROSPECTIVE INVESTORS SHOULD MAKE THEIR OWN INDEPENDENT EVALUATION OF ALL RISK FACTORS AND SHOULD CONSIDER ALL OTHER SECTIONS 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 and Guarantor's strategies and plans relating to the attainment of their respective objectives, capital requirements and other statements of expectations, beliefs, future plans and strategies, 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 and Guarantor's control.

Important factors that could cause actual results to differ materially from the expectations of the Issuer's and/or Guarantor's directors include those risks identified under this Section 2 and elsewhere in the Prospectus. If any of the risks described were to materialise, they could have a material effect on the Issuer's and/or Guarantor's financial results, trading prospects and the ability of the Issuer and/or Guarantor to fulfil their respective obligations under the securities to be issued in terms of the Prospectus.

Accordingly, the Issuer and Guarantor caution prospective investors that these forward-looking statements are subject to risks and uncertainties that could cause actual events or results to differ materially from those expressed or implied by such statements, that such statements do not bind the Issuer and/or Guarantor with respect to future results and no assurance is given that the projected future results or expectations covered by such forward-looking statements will be achieved.

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, unless the Bonds are previously re-purchased and cancelled. An investment in the Bonds involves certain risks, including those described below.



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2.2 GENERAL

Prospective investors in the Bonds must determine the suitability of that investment in the light of their own circumstances. In particular, each prospective investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference to the Prospectus or any applicable supplement;
- (ii) have sufficient financial resources and liquidity to bear all the risks of an investment in the Bonds, including where the currency for principal or interest payments is different from the prospective investor's currency;
- (iii) understand thoroughly the terms of the Bonds and be familiar with the behaviour of any relevant indices and financial markets; and
- (iv) be able to evaluate (either alone or with the help of a financial advisor) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

2.3 RISKS RELATING TO THE ISSUER'S RELIANCE ON THE GUARANTOR

The Issuer itself does not have any substantial assets and is merely a special purpose vehicle set up for the issue of bonds and other funding requirements of the business of CPHCL or any of its subsidiaries and/or associated companies.

The Issuer is mainly dependent on the business prospects of CPHCL and, therefore, the operating results of CPHCL have a direct effect on the Issuer's financial position. Accordingly, the risks of CPHCL are indirectly those of the Issuer.

Consequently, the Issuer is principally dependent, including for the purpose of servicing interest payments on the securities described in the Securities Note and the repayment of the principal amount on the Redemption Date, on the receipt of interest and loan repayments from CPHCL or any of its subsidiaries and/or associated companies. In this respect, the operating results of CPHCL or any of its subsidiaries and/or associated companies have a direct effect on the Issuer's financial position and, therefore, the risks intrinsic in the business and operations of CPHCL or any of its subsidiaries and/or associated companies have a direct effect on the ability of the Issuer and the Guarantor to meet their respective obligations in connection with the payment of interest on the Bonds and the repayment of principal when due.

The loan repayments to be affected by CPHCL or any of its subsidiaries and/or associated companies are subject to certain risks. More specifically, the ability of CPHCL or any of its subsidiaries and/or associated companies to affect payments to the Issuer through CPHCL will depend principally on the cash flows and earnings of CPHCL or any of its subsidiaries and/or associated 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; or by other factors beyond the control of the Issuer and/or Guarantor. The occurrence of any such factor could, in turn, negatively affect the ability of the Issuer and the Guarantor to meet their respective obligations in connection with the payment of interest on the Bonds and the repayment of principal when due.

This Registration Document includes information about CPHCL as guarantor to bonds issued by the Issuer during the document's lifetime, to enable a prospective investor to make an informed judgment as to the reliance on the Guarantee.

2.4 RISKS RELATING TO THE BUSINESS OF THE GUARANTOR

CPHCL has a long trading history in mixed-use real estate developments that consist principally of hotels, residences, offices and retail areas. The hotel industry globally is characterised by strong and increasing competition. Many of CPHCL's current and potential competitors' operating histories, name recognition, customer bases and financial and other resources are a competitive factor for the Guarantor wherever it may have business. Severe competition in certain countries and changes in economic and market conditions could adversely affect CPHCL's business and operating results.



The Guarantor's prospects should be considered in the light of the risks and the difficulties generally encountered by companies operating in a mixture of mature and stabilised markets coupled with new and rapidly developing markets.

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

2.4.1 *Risks relating to the political, economic and social environment of the countries in which the Group operates. Certain countries in which the Group operates may be susceptible to political, economic or social risks not normally encountered in more developed countries*

A number of the companies within the Group have operations situated in emerging markets, specifically Libya, Tunisia and the Russian Federation. Emerging markets present economic and political conditions which differ from those of the more developed markets, thereby possibly resulting in less social, political and economic stability, which could render investments in such markets riskier than investments in more developed markets. Businesses in emerging markets may not be operating in a market-oriented economy as is generally associated with developed markets. The emerging markets in which part of the Group's operations are situated are undergoing and may continue to undergo substantial political, economic and social reform, and the implications and consequences of reform may not be entirely clear at the outset. As the political, economic and social environments in certain countries in which the Group operates remain subject to continuing development, investments in these countries are characterised by a degree of uncertainty. Any unexpected changes in the political, social, economic or other conditions in these countries may have an adverse effect on any investments made. The consequences may be profound and accordingly prospective investors should take into account the unpredictability associated therewith.

Specific country risks more often associated with emerging markets that may have a material impact on the Group's business, operating results, cash flows and financial condition include: acts of warfare and civil unrest; political, social and economic instability; government intervention in the market, including tariffs, protectionism and subsidies; changes in regulatory, taxation and legal structures; difficulties and delays in obtaining permits and consents for operations and developments; inconsistent governmental action and/or lack or poor condition of infrastructure. Furthermore, the legal and judicial systems of certain countries in which the Group operates may be different from those which some investors may be more familiar with in certain civil and common law jurisdictions, and investors in Malta may consider such systems as not providing, in various aspects, the level of comfort for investment which they are used to under the Maltese legal system or other civil and common law jurisdictions, and accordingly they may consider that the Group may face difficulties in enforcing its legal rights relating to the properties owned in such countries.

The room rates and occupancy levels of hotels forming part of the Group could be adversely impacted by the events set out in this risk factor, all of which could have the effect of reducing domestic or international travel and consequently decreasing the demand for hotel rooms, which may have an adverse impact on the Group's operations and financial results. At present three jurisdictions in which the Group has substantial investments are subject to an increasingly unstable political, economic and social environment. In this regard investors' attention is drawn to the information set out in the following paragraphs of this risk factor with specific reference to Libya, Tunisia and the Russian Federation.

Libya:

The continued instability and state of uncertainty prevailing since the 2011 uprising continues to have a negative effect on travel to Libya and accordingly on the performance and operation of the Group's hotel in Tripoli and the Palm City Residences as well as on the financial results of the Group relative to that particular hotel and the Palm City Residences. Economic uncertainty and political risk remain high in Libya with prevalent threats to positive development, including the rising incidence of violent acts resulting from conflicts in several parts of the country. At present extremist groups are gaining control in various regions of the country, with a number of attacks targeting locations visited by foreigners, including diplomatic interests and other symbolic targets. Practically all foreign embassies in Libya have suspended operations and withdrawn their diplomatic staff, and have advised their respective nationals against all unnecessary travel to the country.

Security concerns resulting from the above, as well as regional instability, social unrest and lack of clarity on the political situation have also brought about a decline in investor confidence, investment (including foreign direct investment) and capital spending.



Tunisia:

On 26 June 2015, an Islamist mass shooting attack occurred at the tourist resort at Port El Kantaoui (about 10 km north of the city of Sousse, Tunisia), wherein 38 people were killed. Following the attack, the Tunisian authorities increased their security measures but acknowledged the limitations in their ability to counter the terrorist threat. The attack has led a number of countries to advise their nationals against all but essential travel to Tunisia.

Following the aforementioned attack, hotel room rates and package prices were heavily discounted, and holiday companies offered customers the possibility to change their holiday to other destinations or receive a full refund. This general decline in demand and reduction in prices also adversely impacted the Group's hotel in Gammarth (located 20 km north of the city of Tunis, Tunisia), albeit not to the same degree as resort locations in the country. A prolonged security risk situation in the country will adversely affect the future performance and financial position of the Group's hotel in Tunisia.

The Russian Federation:

The intervention by the Russian Federation in Ukraine following the annexation of Crimea to the Russian Federation since 2014 had a negative effect on its international relations - particularly with the EU and the US - and on its prospects for growth. The Russian Federation's actions in Ukraine have elicited international criticism and resulted in the imposition of a series of European and international sanctions on the Russian Federation's financial, defence and energy sectors, which are expected to have an adverse effect on both the political and economic development of the country. These sanctions include, a travel ban imposed to prevent named Russian and Crimean officials, prominent members of the Russian business community and politicians travelling to Canada, the United States, and the European Union; a ban on business transactions with certain specified companies; trade restrictions relating to the Russian energy and defence industries and the freezing of funds and economic resources of certain specified natural and legal persons.

The Russian Federation has been negatively impacted by falling prices of its largest export, oil. Reliance on tax revenues from the oil industry makes the Russian Federation particularly sensitive to price movements. The Rouble has weakened significantly as a result of the foregoing.

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

2.4.2 *Currency fluctuations and other regional economic developments may have a material adverse effect on the Guarantor's business, financial condition and results of operations*

The Group's operations are exposed, in the case of transactions not denominated in Euro, to foreign currency risk on transactions, receivables and borrowings that are denominated in a currency other than the Euro. As a result, exchange gains or losses may arise on the realisation of amounts receivable and the settlement of amounts payable in foreign currencies.

The Group's financial statements, which are presented in Euro, can be affected by foreign exchange fluctuations through both translation risk, which is the risk that the financial statements for a particular period or as at a certain date depend, although in part only, on the prevailing exchange rates of the various currencies against the Euro; and transaction risk, which is the risk that the currency of the costs and liabilities fluctuates in relation to the currency of its revenue and assets, which fluctuation may adversely affect its operating performance.

The Group is exposed to the inherent risks of global and regional adverse economic developments that could result in the lowering of revenues and in reduced income. Since 2010, a number of European member states have been implementing austerity measures in an effort to reduce government deficits, with such measures including increases in taxes and reduction in social spending materially affecting disposable incomes.

These measures and any unexpected changes in the political, social or economic conditions of certain countries may reduce leisure and business travel to and from those affected countries, which, in turn, may adversely affect the Group's room rates and/or occupancy levels and other income-generating activities, and could potentially lead to increased costs through increased taxes in those particular countries, ultimately resulting in the deterioration of the Group's business and/or operating results in the affected countries.



2.4.3 *A significant portion of the Guarantor's operating expenses are fixed, which may impede the Guarantor from quickly reacting to changes in its revenue*

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

2.4.4 *Liquidity risk*

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

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

2.4.5 *The Group is exposed to the risk of failure of its proprietary reservation system and increased competition in reservations infrastructure*

In 2010 the Group set up its own proprietary central reservation system to serve as a central repository for all of the Group's hotel room inventories. The system provides an electronic link between and to multiple sales channels, including Group websites, third-party internet intermediaries and travel agents, Group reservation offices and the Group's hotels. Lack of resilience or failure of the new central reservation system could lead to service disruption and may result in significant interruption in processing room bookings and reservations, which could negatively impact revenues. There can be no assurance that the continued stability of this system will not be disrupted. In addition, inadequate investment in this system or failure to maintain an effective e-commerce strategy may adversely affect the Group's competitiveness and its market share, thereby materially adversely affecting the business, financial condition, results of operations and prospects of the Group.

2.4.6 *The Group's reliance on non-proprietary software systems and third-party information technology providers*

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

2.5 **RISKS RELATING TO PROPERTY ACQUISITIONS AND DEVELOPMENT PROJECTS**

The Group may not be able to realise the benefits it expects from investments made in its properties under development

CPHCL's business, either directly or through subsidiaries or associated entities, consists of the acquisition, development and operation of mixed-use real estate projects that consist principally of ownership, development and operation of hotels, residences, offices and retail spaces in its own right including the holding company and/or as a shareholder in other mixed-use hotel ownership and real estate companies, as well as the rental of these spaces to third parties. Property acquisition and development projects are subject to a number of specific risks, including the inability to source adequate funding, cost overruns, insufficiency of resources to complete the projects, sales transactions not materialising at the prices and the pace envisaged resulting in a liquidity strain, rental of commercial areas not being effected at the prices and within the times envisaged, higher interest costs and curtailment of revenue generation. If these risks were to materialise, they would have an adverse impact on CPHCL's revenue generation, cash flows and financial performance.



Furthermore, CPHCL is subject to various counter-party risks, including that of contractors engaged in the demolition, excavation, construction, fit-out and finishing of developments in which CPHCL or its subsidiaries or associated entities may be involved and prospective tenants and/or purchasers defaulting on their obligations. Such parties may fail to perform or default on their obligations due to insolvency, lack of liquidity, market or economic downturns, operational failure or other reasons which are beyond CPHCL's control. If such risks, many of which are common to the real estate industry, were to materialise, they could have an adverse impact on the Group's revenue generation, cash flows and financial performance.

The Group's ability to realise the full benefits that it expects from investments made in properties will depend, in turn, on its ability to assess and minimise these risks in an efficient and cost-effective manner. No assurance can be given that the Group will be able to deal with these risks in an efficient and cost-effective manner.

2.6 RISKS RELATING TO ACQUISITIONS, JOINT VENTURES AND STRATEGIC ALLIANCES

The Group may not be able to realise the benefits it expects from acquisitions, joint ventures and strategic alliances

The Group has been involved in a number of acquisitions, joint ventures and strategic alliances, the most recent transaction being the acquisition of IHGH in 2015. The Group expects to continue to enter into similar transactions as part of its long-term business strategy. Such transactions involve significant challenges and risks, including the transaction failing to achieve the Group's business strategy; the Group not realising a satisfactory return on the investment; the potential occurrence of difficulties in integrating new employees, business systems, and technology; or the transaction diverting management's attention from the Group's other businesses.

The success of acquisitions, joint ventures and strategic alliances will depend in part on the Group's ability to provide efficient integration from an operational and financial point of view. It may take longer than expected to realise the full benefits from transactions, such as increased revenue, enhanced efficiencies, increased market share, and improved market capitalisation, or the benefits may ultimately be smaller than anticipated or not realised at all. In addition, making such acquisitions requires significant costs for legal and financial advice and can take management's focus away from achieving other strategic objectives.

There is no assurance that these risks or other unforeseen factors will not offset the intended benefits of any transaction, in whole or in part.

2.7 OTHER RISKS

2.7.1 *The Guarantor's indebtedness could adversely affect its financial position*

The Group has a material amount of debt and will incur significant additional debt in connection with future acquisitions and developments. Although the amount of debt funding of the Guarantor is expected to increase due to its new projects, it is the intention of the Guarantor to maintain its debt to equity ratio at prudent levels. A substantial portion of the Group's generated cash flows will be required to meet principal and interest payments on the Group's debt. Substantial borrowings under bank credit facilities are expected to be at variable interest rates, which could cause the Group to be vulnerable to increases in interest rates.

The agreements regulating the Guarantor's bank debt impose, and are likely to impose, significant restrictions and financial covenants on the Guarantor. These restrictions and covenants could limit the Guarantor's ability to obtain future financing, incur capital expenditure, withstand a future downturn in business or economic conditions generally, or otherwise inhibit its ability to conduct necessary corporate activities.

A substantial portion of the cash flow generated from the operations of the Group's subsidiary companies is utilised to repay their debt obligations pursuant to the terms of the facilities provided. This gives rise to a reduction in the amount of free cash flow available for distribution to the Guarantor, which would otherwise be available for funding of the Guarantor's working capital, capital expenditure, development costs and other general corporate costs, or for the distribution of dividends. The Guarantor may, in certain cases, also be required to provide guarantees for debts contracted by its subsidiaries or associated entities. Defaults under financing agreements could lead to the enforcement of security over property, where applicable, and/or cross-defaults under other financing agreements.



2.7.2 The Guarantor may be exposed to certain financial risks, including interest rate risk, which the Group may be unable to effectively hedge against

CPHCL's activities potentially expose it to a variety of financial risks, including market risk (principally interest rate risk and fair value risk), credit risk and risks associated with the unpredictability of financial markets, all of which could have adverse effects on the financial performance of CPHCL.

Interest rate risk refers to the potential changes in the value of financial assets and liabilities in response to changes in the level of interest rates and their impact on cash flows. The Group may be exposed to the risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows if any future borrowings are made under bank credit facilities set at variable interest rates. Although in such a case CPHCL seeks to hedge against interest rate fluctuations, this may not always be economically practicable.

Furthermore, the possibility of hedging may become more difficult in the future due to the unavailability or limited availability of hedging counter-parties. An increase in interest rates which is not hedged by the Guarantor may have a material adverse effect on its business, financial condition and results of operations.

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

The Group's growth since inception is, in part, attributable to the efforts and abilities of the members of its executive management team and other key personnel. If one or more of the members of this team were unable or unwilling to continue in their present position, they may not be replaceable within the short term, which could have a material adverse effect on the Group's business, financial condition and results of operations.

In common with many businesses, the Group will continue to rely heavily on the contacts and expertise of its senior management teams and other key personnel. Although no single person is solely instrumental in fulfilling the Group's business objectives, there is no guarantee that these objectives will be achieved to the degree expected following the possible 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 Group's business.

2.7.4 Litigation risk

All industries, including the real estate development industry, are subject to legal claims, with or without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation and dispute resolution process, there can be no assurance that the resolution of any particular legal proceeding or dispute will not have a material adverse effect on the Group's future cash flow, results of operations or financial condition.

2.7.5 The Group may not be able to obtain the capital it requires for development or improvement of existing or new properties on commercially reasonable terms, or at all

The Group may not be able to secure sufficient financing for its current and future investments. No assurance can be given that sufficient financing will be available on commercially reasonable terms or within the timeframes required by the Group, also taking into account the need, from time to time, for the Group's properties to undergo renovation, refurbishment or other improvements in the future. Any weakness in the capital markets may limit the Group's ability to raise capital for completion of projects that have commenced or for development of future properties. Failure to obtain, or delays in obtaining, the capital required to complete current or future developments and refurbishment projects on commercially reasonable terms, including increases in borrowing costs or decreases in loan availability, may limit the Group's growth and materially and adversely affect its business, financial condition, results of operations and prospects.



2.7.6 *The Group's insurance policies*

Historically, the Group has maintained insurance at levels determined by the Group to be appropriate in light of the cost of cover and the risk profiles of the business in which the Group operates. With respect to losses for which the Group is covered by its policies, it may be difficult and may take time to recover such losses from insurers. In addition, the Group may not be able to recover the full amount from the insurer. No assurance can be given that the Group's current insurance coverage would be sufficient to cover all potential losses, regardless of the cause, nor can any assurance be given that an appropriate coverage would always be available at acceptable commercial rates.

2.7.7 *Risks relative to changes in laws*

The Group is subject to taxation, environmental and health and safety laws and regulations. As with any business, the Group is at risk in relation to changes in laws and regulations and the timing and effects of changes in the laws and regulations to which it is subject, including changes in the interpretation thereof which cannot be predicted. No assurance can be given as to the impact of any possible judicial decision or change in law or administrative practice after the date of the Prospectus upon the business and operations of Group companies.

3 PERSONS RESPONSIBLE

This Registration Document includes information prepared in compliance with the Listing Rules of the Listing Authority for the purpose of providing Bondholders with information with regard to the Issuer and the Guarantor. The Directors, whose names appear in sub-section 4.1 of this Registration Document, accept responsibility for the information contained in this Registration Document. To the best of the knowledge and belief of the Directors, 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 accept responsibility accordingly.

4 IDENTITY OF DIRECTORS, ADVISORS AND AUDITORS OF THE ISSUER AND GUARANTOR

4.1 DIRECTORS OF THE ISSUER

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

Joseph Fenech	Executive Director and Chairman
Anthony R. Curmi	Non-executive Director
Frank Xerri de Caro	Non-executive Director
Joseph J. Vella	Non-executive Director

Mr Joseph Fenech occupies a senior executive position within the Corinthia Group. The other three Directors, Mr Anthony R. Curmi, Mr Frank Xerri de Caro and Dr Joseph J. Vella, serve on the Board of the Issuer in a non-executive capacity. Mr Anthony R. Curmi is considered as an independent Director since he is free of any business, family or other relationship with the Issuer, its controlling shareholders or the management of either, that could create a conflict of interest such as to impair his judgement. In assessing Mr Curmi's independence due notice has been taken of sub-section 5.119 of the Listing Rules.

The business address of the Directors is 22, Europa Centre, Floriana FRN 1400, Malta.



REGISTRATION DOCUMENT

Eugenio Privitelli occupies the position of company secretary of the Issuer.

The following are the respective *curriculum vitae* of the Directors:

Name: **Joseph Fenech**; Executive Director and Chairman

Joseph Fenech is a Fellow of the Association of Chartered Certified Accountants of the United Kingdom and a Fellow of the Malta Institute of Accountants. Mr Fenech joined the Corinthia Group in 1980 after having spent a number of years as senior auditor with a local auditing firm. His first appointment was as Group Accountant responsible for all financial and accounting matters of the Corinthia Group operations. Mr Fenech is the Joint Chief Executive Officer of IHI and Chairman of the Issuer.

Name: **Anthony R. Curmi**; Non-executive Director

Anthony R. Curmi is a Fellow of the Chartered Institute of Bankers and was appointed as a non-executive director of the Issuer in August 2007. Mr Curmi was the first General Manager of Mid-Med Bank Limited and was CEO of the Malta International Business Authority. He held senior executive posts with an international bank in London (United Kingdom) and in Milan (Italy).

Name: **Frank Xerri de Caro**; Non-executive Director

Frank Xerri de Caro is an Associate of the Chartered Institute of Bankers and has previously served as General Manager of Bank of Valletta p.l.c., besides serving on the Boards of several major financial, banking and insurance institutions. Mr Xerri de Caro, in addition to being a director of IHI and a number of its subsidiaries, is also a director of the Issuer and is currently the Chairman of the Issuer's Audit Committee.

Name: **Joseph J. Vella**; Non-executive Director

Joseph J. Vella is a lawyer by profession. He was admitted to the bar in 1973 and has since then been in private practice. He is currently senior partner of the law firm GVTH Advocates. Dr Vella advises a number of leading commercial organisations both in the public and private sector and has been a legal advisor of the Corinthia Group for more than twenty years. In addition to being a director of the Issuer and a director of IHI and a number of its subsidiary companies, Dr Vella also acts as a director on several other companies.

4.2 DIRECTORS OF THE GUARANTOR

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

Alfred Pisani	Executive director and Chairman
Moftah Ali Suliaman Abdullah	Non-executive director
Abuagila Almahdi	Non-executive director
Mustafa T. Mohamed Khattabi	Non-executive director
Joseph Pisani	Executive director
Victor Pisani	Executive director

The business address of the directors of CPHCL is 22, Europa Centre, Floriana FRN 1400, Malta.

Alfred Fabri occupies the position of company secretary of CPHCL.



REGISTRATION DOCUMENT

The following are the respective *curriculum vitae* of the directors of CPHCL:

Name: **Alfred Pisani**; Executive director and Chairman

Alfred Pisani is the founder of the Corinthia Group and has been the Chairman and Chief Executive Officer since the inception of Corinthia in 1962. He was responsible for the construction of the Corinthia Group's first hotel, the Corinthia Palace Hotel in Attard. He has led the Corinthia Group from a one hotel company to a diversified group having significant interests, both locally and internationally.

Name: **Moftah Ali Suliaman Abdullah**; Non-executive director

Moftah Ali Suliaman Abdullah is the Director of Investments of LFICO. Mr Suliaman occupied various positions within LFICO for the past sixteen years and has served as a board member in several subsidiaries, in different sectors of the company. He is also the Chairman of Management Committee of Social Takaful of LFICO's employees.

Name: **Abuagila Almahdi**; Non-executive director

Abuagila Almahdi is a director of CPHCL and has been appointed as non-executive director of IHI with effect from 16 October 2014. Mr Almahdi joined LFICO in 1999 and has served as Deputy Managing Director until he was appointed Vice Chairman of CPHCL in February 2014. He is also Chairman of Medelec Switchgear Limited. Mr Almahdi holds a Bachelor of Accounting degree from Tripoli University, a postgraduate diploma in accounting from the Academy of Graduate Economic Studies Tripoli and a Master in Finance, Accounting and Management from Bradford University School of Management.

Name: **Mustafa T. Mohamed Khattabi**; Non-executive director

Mustafa T. Mohamed Khattabi has been a director of CPHCL since 15 November 2011. He holds a Master's degree in engineering and is the former Chairman of the Electricity Corporation in Tripoli. In 1982 he joined LFICO and in 1984 moved to Malta, where he chaired the Jerma Palace Hotel management committee, which post he held for ten years. He later moved back to Tripoli and held the position as general manager of the participation department of LFICO, managing and supervising all LFICO's investments. In 1997 he was appointed Chairman of the Libyan Arab African Investment Company, responsible for that company's investments in Africa. In 2004 he moved to Egypt to manage LFICO's tourism investments in the country, which include Sheraton Cairo, Hilton Hurgada, Swiss in Dahabas, as well as its participation in Conrad, Marriott and Hilton Sharm. Mr Khattabi is a former director of IHI.

Name: **Joseph Pisani**; Executive director

Joseph Pisani, besides being a founder director of CPHCL as from 1966, is also a director of IHI with effect from 22 December 2014, as well as acting as director on a number of boards of other subsidiary companies of the Corinthia Group. Since 2000 he has served as Chairman of the Monitoring Committee of CPHCL and IHI. He was educated at St Edward's College and the University of Malta. He has ever since been intimately involved in the growth and evolution of the Corinthia Group.

Name: **Victor Pisani**; Executive director

Victor Pisani has been a director of CPHCL since 1966 and is a director of several companies within the Corinthia Group. He is also the Chairman of Pisani Flour Mills Limited (C 3949).

4.3 ADVISORS TO THE ISSUER AND GUARANTOR

Legal Counsel

Name: GVTH Advocates

Address: 192, Old Bakery Street, Valletta VLT 1455, Malta



REGISTRATION DOCUMENT

Sponsor & Manager

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

Registrar

Name: Malta Stock Exchange p.l.c.
Address: Garrison Chapel, Castille Place, Valletta VLT 1063, Malta

The organisations listed above have advised and assisted the directors of the Issuer and the Guarantor 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 or the Guarantor.

4.4 STATUTORY AUDITORS

Name: Grant Thornton
Address: Tower Business Centre, Suite 3, Tower Street, Swatar BKR 4013, Malta

Name: PricewaterhouseCoopers
Address: 78, Mill Street, Qormi QRM 3101, Malta

The annual statutory consolidated financial statements of the Issuer and CPHCL for the financial years ended 31 December 2012, 2013 and 2014 have been audited by Grant Thornton. Grant Thornton is a firm of certified public accountants holding a practicing certificate to act as auditors in terms of the Accountancy Profession Act, 1979 (Chapter 281 of the laws of Malta).

The Issuer and the Guarantor appointed PricewaterhouseCoopers of 78, Mill Street, Qormi QRM 3101, Malta as their auditors, in replacement of Grant Thornton, with effect from 1 January 2015. PricewaterhouseCoopers is a firm of certified public accountants holding a practicing certificate to act as auditors in terms of the Accountancy Profession Act, 1979 (Chapter 281 of the laws of Malta).

5 INFORMATION ABOUT THE ISSUER AND GUARANTOR

5.1 THE ISSUER

5.1.1 Introduction

Full legal and commercial name of the Company:	Corinthia Finance p.l.c.
Registered address:	22, Europa Centre, Floriana FRN 1400, Malta
Place of registration and domicile:	Malta
Company registration number:	C 25104
Date of registration:	9 September 1999
Legal form:	The Company is lawfully existing and registered as a public limited company in terms of the Act
Telephone number:	(+356) 21 233 141
Fax number:	(+356) 21 234 219
E-mail address:	corinthia@corinthiacorporate.com
Website:	www.corinthiacorporate.com



5.1.2 Principal activities

The principal object of the Issuer is to carry on the business of a finance and investment company in connection with the ownership, development, operation and financing of hotels, resorts, leisure facilities and tourism-related activities as may, from time to time, be ancillary or complimentary to the foregoing, whether in Malta or overseas. The issue of bonds falls within the objects of the Issuer.

The Issuer itself does not have any substantial assets (other than the loans receivable that are detailed below) and is a special purpose vehicle set up to raise finance for the business of CPHCL, either directly or through its subsidiaries and/or associated companies, to enable the latter to undertake the ownership, development and operation of real estate developments. In this respect, the Issuer is mainly dependent on the business prospects of CPHCL.

Since incorporation, the Company issued six bonds, three of which are currently listed and traded on the Malta Stock Exchange.

In September 1999, pursuant to a prospectus dated 14 September 1999, the Company issued Lm10,000,000 (equivalent to €23,293,734) 6.7% bonds redeemable at par. These bonds, which matured on 30 October 2009, were repaid in full upon maturity.

In March 2002, pursuant to a prospectus dated 11 March 2002, the Company issued €14,273,700 6.5% bonds redeemable in April 2010 and Lm6,289,900 (equivalent to €14,644,885) 6.75% bonds redeemable in April 2012. The proceeds of these bond issues were advanced to CPHCL pursuant to and under the terms of two loan agreements both dated 7 March 2002, both of which loans were repaid in full by their respective pre-established deadlines of 15 March 2010 and 15 March 2012. The March 2002 bonds, which matured on 8 April 2010 and 8 April 2012 respectively, were both repaid in full upon maturity.

On 20 August 2009 the Issuer entered into a loan agreement with CPHCL ('Loan I') pursuant to which the Issuer advanced to CPHCL the proceeds from the €25,000,000 6.25% unsubordinated bonds redeemable 2016 – 2019 issued in terms of a prospectus dated 28 August 2009, in virtue of which the maturity date of the bonds in question falls due on 23 September 2019 (unless otherwise redeemed at the Issuer's sole discretion on any day falling between and including 24 September 2016 and 22 September 2019). Interest under Loan I was set at the rate of 6.4% per annum, with interest payable annually in arrears on 7 September of each year, until 7 September 2014. Thereafter, Loan I bears interest at the rate of 6.6% per annum. In terms of the said Loan I, CPHCL bound itself to repay the loan in accordance with a pre-set repayment schedule and to effect the final repayment by not later than 7 September 2019.

Subsequently, on 20 January 2010 the Issuer entered into a loan agreement with CPHCL ('Loan II') pursuant to which the Issuer advanced to CPHCL the proceeds from the €15,000,000 6.25% unsubordinated bonds redeemable between 2016 and 2019 issued in terms of a prospectus dated 12 February 2010, in virtue of which the maturity date of the bonds in question falls due on 23 September 2019 (unless otherwise redeemed at the Issuer's sole discretion on any day falling between and including 24 September 2016 and 22 September 2019). On 23 September 2010 the €15,000,000 6.25% unsubordinated bonds were integrated with the afore-mentioned €25,000,000 6.25% unsubordinated bonds issued in August 2009, both of which are redeemable between 2016 and 2019, and the two bonds were, thereafter, both deemed to be one bond with ISIN code MT0000101239. Interest under Loan II was set at the rate of 6.4% per annum until 7 September 2014. Thereafter, Loan II bears interest at a rate of 6.6% per annum, payable annually in arrears on 7 September of each year. In terms of said Loan II, CPHCL bound itself to repay the loan in accordance with a pre-agreed repayment schedule and to effect the final repayment by not later than 7 September 2019. As at the date of this Registration Document the amount of €39,927,600 of this integrated bond is outstanding and it is the Group's intention to repay this outstanding amount with the proceeds raised from this Bond Issue.

As at the date of this Registration Document the amount outstanding on Loan I and Loan II stands at €23,610,000 and €14,165,000, respectively.

The Issuer has also entered into a loan agreement dated 15 July 2014 with the Guarantor ('Loan III') pursuant to which the Issuer advanced to CPHCL the proceeds from the €7,500,000 6% unsubordinated bonds redeemable between 2019 and 2022 issued in terms of a prospectus dated 27 February 2012, in virtue of which the maturity date of the bonds in question falls due on 29 March 2022 (unless otherwise redeemed at the Issuer's sole discretion on any day falling between and including 30 March 2019 and 28 March 2022). Interest on the bonds in question is payable annually in arrears on 29 March of each year between and including each of the years 2013 and 2022. Interest under Loan III was set at the rate of 6.2% per annum up to 31 December 2013, with effect from 1 January 2014 Loan III bears interest at the rate of 6.4% per annum and with effect from



1 January 2018 it will bear interest at the rate of 7.2% per annum, in each case with interest payable annually in arrears on 14 March of each year. In terms of said Loan III, the Guarantor bound itself to repay the loan in accordance with a pre-agreed repayment schedule which enables the Company to set up a sinking fund in accordance with the terms and conditions set out in the aforementioned prospectus dated 27 February 2012. The Guarantor is also bound to effect the final repayment by not later than 14 March 2022. As at the date of this Registration Document the amount of €7,500,000 of the said February 2012 bond remains outstanding, while the amount of €7,395,000 remains outstanding under Loan III.

5.1.3 Principal markets

The Issuer operates exclusively in and from Malta.

5.2 THE GUARANTOR

5.2.1 Introduction

Full legal and commercial name of the Guarantor:	Corinthia Palace Hotel Company Limited
Registered address:	22, Europa Centre, Floriana FRN 1400, Malta
Place of registration and domicile:	Malta
Company registration number:	C 257
Date of registration:	21 June 1966
Legal form:	The company is lawfully existing and registered as a private limited company in terms of the Act
Telephone number:	(+356) 21 233 141
Fax number:	(+356) 21 234 219
E-mail address:	corinthia@corinthiacorporate.com
Website:	www.corinthiacorporate.com

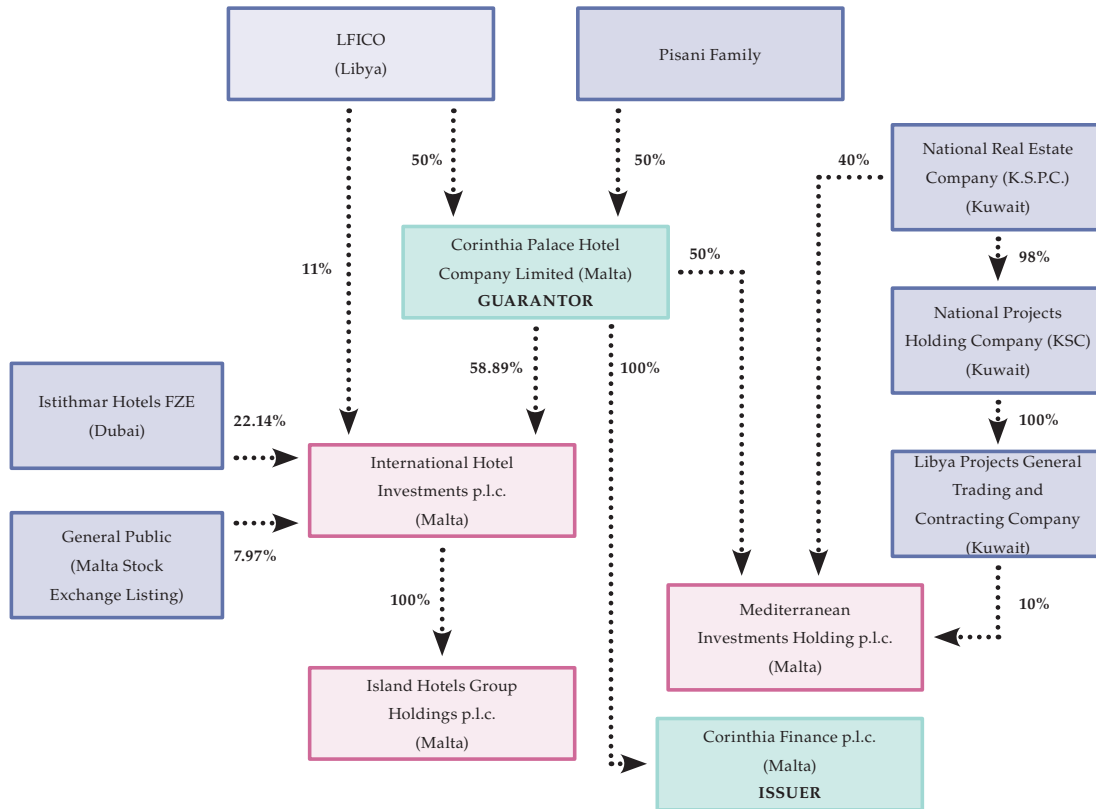
5.2.2 Overview of the Group's business

The Guarantor is the parent company of the Corinthia Group and is principally engaged, directly or through subsidiaries and/or associated entities, in investments that are predominantly focused on the ownership, development and operation of mixed-use real estate developments that consist principally of hotels, residences, offices, retail areas, as well as industrial and event catering, in various countries.



REGISTRATION DOCUMENT

As the holding company of the Group, the Guarantor is ultimately dependent upon the operations and performance of its subsidiaries and associated entities. The diagram below illustrates the principal subsidiaries and associates within the organisational structure of the Group:



The complete list of Group companies is included in the consolidated audited financial statements of the Guarantor for the year ended 31 December 2014. The said financial statements are available for inspection as indicated in section 14 below.



REGISTRATION DOCUMENT

The following table provides a list of the principal assets and operations owned by the respective Group companies:

PRINCIPAL ASSETS AND OPERATIONS			
Name	Location	Description	% ownership
<i>Corinthia Palace Hotel Company Limited</i>			
Panorama Hotel Prague	Czech Republic	Property owner	100
Aquincum Hotel Budapest	Hungary	Property owner	100
Corinthia Palace Hotel & Spa	Malta	Property owner	100
Ramada Plaza	Tunisia	Property owner	100
QPM Limited	Malta	Project management	80
Malta Fairs and Conventions Centre Limited	Malta	Conference & leisure conventions	100
Swan Laundry and Drycleaning Co. Limited	Malta	Laundry	100
Danish Bakery Limited	Malta	Bakery	65
Catermax	Malta	Event catering	100
<i>International Hotel Investments p.l.c.</i>			
Corinthia Hotel Budapest	Hungary	Property owner	100
Corinthia Hotel St Petersburg	Russia	Property owner	100
Corinthia Hotel Lisbon	Portugal	Property owner	100
Corinthia Hotel Prague	Czech Republic	Property owner	100
Corinthia Hotel Tripoli	Libya	Property owner	100
Corinthia Hotel St George's Bay	Malta	Property owner	100
Marina Hotel St George's Bay	Malta	Property owner	100
Corinthia Hotel & Residences London	United Kingdom	Property owner	50
CHI Limited	Malta	Hotel management	100
QPM Limited	Malta	Project management	20
Medina Tower	Libya	Mixed-use property (to be developed)	25
<i>Island Hotels Group Holdings p.l.c.</i>			
Radisson Blu Resort St Julians	Malta	Property owner	100
Radisson Blu Resort & Spa Golden Sands	Malta	Property owner	50
Azure Group	Malta	Vacation ownership operation	50
Island Caterers	Malta	Event catering	100
Hal Ferh Complex	Malta	Residence complex (to be developed)	100
Costa Coffee	Malta/Spain	Retail catering	100
<i>Mediterranean Investments Holding p.l.c.</i>			
Palm City Residences	Libya	Gated residence complex	100
Medina Tower	Libya	Mixed-use property (to be developed)	25



REGISTRATION DOCUMENT

IHI, a company listed on the Malta Stock Exchange, is principally engaged in the ownership, development and operation of hotels and ancillary real estate in Europe and North Africa.

To date, IHI has acquired and/or developed hotels in Prague (Czech Republic), Tripoli (Libya), Lisbon (Portugal), Budapest (Hungary), St Petersburg (Russia) and St Julians (Malta). IHI also has a 50% shareholding in a 294 roomed luxury hotel and residential development in London (UK), the latter property consisting of 12 residential apartments located within the same building as the hotel. In April 2014, 11 of the aforesaid apartments were sold to third parties with the holding company retaining ownership of the penthouse apartment.

Revenue and earnings are derived primarily from the operation of owned hotels. A secondary source of income and earnings is generated through rental income of residential and commercial premises, particularly in St Petersburg, Budapest and Tripoli. Additional revenue streams include fees earned by CHI Limited, a wholly owned subsidiary of IHI, from hotels owned by IHI itself or managed pursuant to management contracts with CPHCL and other third parties. As at the date of this Registration Document CHI Limited managed eight hotels on behalf of IHI (of which one is fifty per cent owned by IHI) and another five hotels on behalf of CPHCL and third-party owners.

On 10 August 2015, IHI acquired 100% of the issued share capital of IHGH. The business of IHGH largely relates to: the ownership, management and operation of five-star hotels in Malta (namely, the Radisson Blu Resort St Julians and the Radisson Blu Resort & Spa, Golden Sands); the operating of a vacation ownership marketing business for the aforesaid hotels; the operation of retail and event catering business (Island Caterers Limited); and the development and operation of Costa Coffee outlets in Malta, the East Coast of Spain, Canary Islands and the Balearic Islands. IHGH, through a wholly owned subsidiary, also owns a plot of land measuring 83,530m² located next to the Radisson Blu Resort & Spa, Golden Sands, Malta. The property is earmarked for the development of a residence complex.

MIH is principally engaged in the acquisition and development of immovable property in North Africa, including without limitation, residential gated villages, build-operate-transfer and governmental projects, office and commercial buildings, retail outlets, shopping malls, housing, hotels, and conference centres.

As at the date of this Registration Document, MIH operates the Palm City Residences, a 413-unit village in Janzour, Libya, through a build-operate-transfer agreement entered into with CPHCL for a period of 65 years as from commencement of operations; owns 25% of the share capital of MTJSC (the company incorporated to construct the Medina Tower); and is responsible to develop the Palm Waterfront pursuant to an 80-year build-operate-transfer agreement concluded with CPHCL. The Medina Tower and the Palm Waterfront are situated in Libya and as such both projects are currently on hold due to the prevailing situation in the country.

5.2.3 Investments

The most recent principal investments of the Group are described hereunder:

(a) ***Island Hotels Group Holdings p.l.c.***

In the latter half of 2015, IHI acquired the assets, liabilities and operations of the Island Hotels Group. In consideration for the acquisition of 38,583,660 shares in IHGH, IHI effected an aggregate cash settlement of €21.4 million and issued 2,687,960 ordinary IHI shares of €1 each. A further payment of €17.3 million and the issuance of 6,507,168 IHI shares will be made by 10 August 2016. The cash settlement is expected to be funded from IHI's general cash flow and/or bank financing.

(b) ***St George's Bay Development***

Following the IHGH acquisition in 2015, IHI initiated the design process to consolidate the three hotel properties situated in St George's Bay, St Julians, Malta (namely, the Radisson Blue Resort St Julians, the Corinthia Hotel St George's Bay and the Marina Hotel), and make way for a mixed-use development that will feature multiple luxury hotels, attracting high net leisure and corporate guests, as well as high-end residential, office, retail and commercial facilities targeting a six-star market.



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The Group is in the initial stage of formulating a development concept and design for the project and as such, a formal application is yet to be submitted to the Malta Environment & Planning Authority for project sanctioning. Thereafter, subject to having the required funding in place, it is envisaged that this project will be spread out over a number of years to minimise interruption to hotel operations.

(c) *Costa Coffee*

In May 2012, The Coffee Company Malta Limited a 10-year agreement with Costa Coffee International Limited for the development of Costa Coffee retail outlets in Malta. The first Costa Coffee outlet was opened in June 2012 at the check-in lounge of the Malta International Airport. Since then, another 7 Costa Coffee outlets were opened (3 outlets at the Malta International Airport [one in the arrivals area, another in the Schengen area and the third one in the non-Schengen area] and 1 outlet in each of The Point Shopping Complex Sliema, the premises formerly known as Papillon in Balzan, The Embassy Valletta and Bay Street Complex St Julians). IHGH plans to open another two outlets in Malta and one outlet in Gozo during 2016 (total of 11 outlets in Malta and Gozo).

In March 2014, The Coffee Company Spain S.L. (at the time an associate company of IHGH, at the date of this Registration Document a beneficially owned subsidiary of IHGH) signed a franchise agreement with Costa Coffee International Limited for the development and operation of up to 75 Costa Coffee outlets in the East Coast of Spain, the Balearic and Canary Islands. The first outlet in Spain opened in the third quarter of 2014 and by 31 December 2015 this number increased to a total of 11 outlets. IHGH is projecting to operate a total of 75 outlets by end 2018 and the capital expenditure programme for the additional outlets is estimated at €19.6 million. The cash outflow is expected to be financed through bank borrowings.

(d) *Medina Tower*

In 2010, MTJSC was set up for the purpose of owning and developing the Medina Tower. The shareholders of MTJSC are MIH, IHI, AUCC and AHCT, having a shareholding of 25% each (the latter two companies were formerly known as Economic Development and Real Estate Investment Company [EDREICO]). The parcel of land over which this project will be developed measures *circa* 11,000m² and is situated in Tripoli's main high street. The architectural concept stems from a 4-storey podium that will include a mix of residential, retail, commercial and conference space. A curved tower rises from the 6th level and peaks at the 40th level, where a double height restaurant will complete the property. The development will comprise a total gross floor area of *circa* 199,000m².

The project designs of the Medina Tower are complete and all development approvals have been obtained from the relevant authorities. As to the financing of the project, the equity contribution for the first phase of this project is already fully paid up and will comprise 40% of the capital requirements for the said project. With regards to the remaining 60% of funding, MTJSC has in hand an approved and signed sanction letter from a Libyan financial institution. However, since the sanction letter was issued in 2014, it is expected that on resumption of works, the Libyan financial institution would request a revision of terms and conditions included in the said sanction letter. The project was put on hold in 2014 following the conflict in Libya and the formation of the two governments.

(e) *Palm Waterfront*

PWL is a wholly-owned subsidiary of MIH and will be primarily engaged in the development and operation of the Palm Waterfront site which is located in Shuhada Sidi Abuljalil, Janzour, Libya adjacent to the Palm City Residences pursuant to a Build-Operate-Transfer Agreement entered into with CPHCL in December 2013. The arrangement gives PWL the right to develop the Palm Waterfront site. Furthermore, PWL is entitled to manage and operate the Palm Waterfront, once completed, for a period of 80 years.

The site has a footprint of *circa* 50,000m² and the planned development shall include a 164 room 5-star hotel, 257 residential units for lease or sale, an entertainment centre comprising six cinemas and a bowling centre, retail outlets and restaurants, car park and a marina. Apart from the studio and two bedroom apartments, most of the residences at the Palm Waterfront will have spacious layouts. The average size of an apartment will be *circa* 250m² and the larger units are planned to measure approximately 450m² of indoor space together with large outdoor terraces.

The project was put on hold in 2014 following the conflict in Libya and the formation of the two governments. The provision of funding will be considered as and when the project is re-activated.



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(f) ***Corinthia Hotel St Petersburg***

A renovation programme for the Corinthia Hotel St Petersburg, estimated at €23.5 million, has been approved by the IHI board of directors. Such programme comprises the refurbishment of the rooms of the original Hotel and the development of an area measuring *circa* 1,500m² situated behind the Hotel and which will consist of the creation of a car park and further office space. The project will commence once the economic situation in Russia improves and there is a material recovery in the generation of revenue at the Hotel. The programme is expected to be funded from available Group cash flows.

(g) ***Hal Ferh Project***

As part of the IHGH acquisition, IHI took ownership of the 83,530m² plot of land at Hal Ferh, situated adjacent to the Radisson Blu Resort & Spa, Golden Sands, Malta. The Group is currently in the process of assessing the project designs and concept and funding requirements, prior to embarking on the execution of this project.

(h) ***Benghazi Project***

IHI has a 55% equity participation in Libya Hotel Development and Investment JSC, a company set up in Libya to acquire a derelict building formerly known as the El-Jazeera Hotel and adjoining site in Benghazi, Libya. Libya Hotel Development and Investment JSC will eventually develop a mixed-use project consisting of a 228-room five-star hotel, 2,000m² of retail space and 10,000m² of office space. Whilst the necessary planning permits for the project were issued by the Benghazi planning authorities and demolition works commenced in January 2014, in light of the prevailing situation in Libya all works on this development have been put on hold, and current plans are due for reconsideration depending on future developments in Libya. It is anticipated that the funding required for the project, once resumed, will be sourced from a combination of equity injected by the shareholders and appropriate bank financing.

Save for the above, the Group is not party to any other principal investments, and has not entered into or committed for any principal investments subsequent to 31 December 2014, being the date of the latest audited consolidated financial statements of the Guarantor.

5.2.4 Business development strategy

The Corinthia Group's business strategy focuses on achieving positive and sustainable financial results, and appreciation in the value of Group properties. In the execution of the Group's strategy, management aims to provide a high quality service at each hotel and treat customers to a unique hospitality experience. Through the provision of better quality offerings the brand value is further enhanced, and leads management to achieve its objective of improving occupancy levels and average room rates. Moreover, it enables the Group to target higher-yielding customers, in particular, from the leisure and conference & event segments.

Electronic booking portals have in recent times gained importance in generating room reservations. In this respect, the Group is continuously optimising its website 'Corinthia.com', developing further its online reservation system and investing in online marketing.

From a cost perspective, better results are being achieved through the implementation of cost-control and energy-efficient measures at Group hotels.

The Group's strategy focuses on the operation of hotels that are principally in the five star category. In this respect, the Group has identified a number of assets, including four and three star hotels, which are either earmarked for redevelopment or no longer fit its long term strategy. Such non-core assets will be disposed of at the opportune moment in the near to medium term. As to core assets, ongoing investment in their upkeep is given due importance in order to preserve their attractiveness and incremental value.



In addition to the aforementioned strategy for internal growth, the Group aims to grow its business externally by further expanding the portfolio of hotels and mixed-use properties and venturing into other businesses through:

Acquisitions, joint ventures and developments

Management remains active in growing the Group's hotel portfolio and mixed-use properties by acquisition, particularly if these entail a potential for capital appreciation. In 2015, the Group acquired IHGH which, *inter alia*, will enable the Group to redevelop the three hotels located near St George's Bay, St Julians, Malta into a mixed-use luxury development. This recent acquisition will also allow the Group to diversify its revenue streams through the expansion of Costa Coffee outlets principally in Spain. Furthermore, other mixed-use properties described in section 5.2.3 above are earmarked for development in the coming years and which are expected to generate positive returns for the Group. It is projected that further acquisition opportunities will arise as a result of the extensive network of contacts of the Chairman, directors and Chief Executives of the Group. If available at attractive prices and subject to funding, the Group is principally interested to acquire hotels in its target markets, including certain European cities.

Management contracts

Where attractive opportunities arise, the Group will seek to expand its portfolio of hotels by entering into agreements to manage hotels. Management believes that the strength of the Corinthia brand, its reservation system and online presence, and the quality of its existing operations give it a good position to establish such relationships, which are expected to gather momentum in the short to medium term, principally through the exposure that the Corinthia Hotel & Residences London gave to the international market.

6 TREND INFORMATION AND FINANCIAL PERFORMANCE

6.1 TREND INFORMATION OF THE ISSUER

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

The Issuer is dependent on the business prospects of CPHCL and, therefore, the trend information of the Guarantor (detailed below) has a material effect on its financial position and prospects.

6.2 TREND INFORMATION OF THE GUARANTOR

Save for the downturn in business arising as a direct consequence of the turmoil in Libya, the economic decline in Russia and the terrorist attacks in Tunisia, there has been no material adverse change in the prospects of CPHCL since the date of its last published audited consolidated financial statements dated 31 December 2014.

The following is an overview of the most significant recent trends affecting the Guarantor and the markets in which it operates:

Libya

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

Ongoing conflict between rival militias has left Libya deeply divided, with vast regions split under the rule of various Islamist and nationalist groups and armed gangs taking control on a smaller scale. This has left a security vacuum in the country without a reliable police or army force to maintain law and order. Moreover, a government that is recognised both on a national and international level is yet to be appointed. Practically all foreign embassies in Libya have suspended operations and withdrawn their diplomatic staff, and have advised their respective nationals against all unnecessary travel to the country. This state of affairs is expected to continue in the near term as there is yet no indication that the unstable political and security climate will subside any time soon.



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As such, low occupancy at the Corinthia Hotel Tripoli and the Palm City Residences is likely to continue in 2016. Moreover, development of a number of the Group's properties in Libya (including Medina Tower, the Palm Waterfront and the Benghazi Project) will remain on hold until such time when there are clear signs that the turmoil in Libya has subsided and a gradual recovery in business activity has commenced.

Russia

Lower oil prices, a decline in real wages, the weakening of the Rouble and the impact from external economic factors continued to weigh on the Russian economy in 2015. However, initial signs of stabilisation are coming from the industrial sector, while performance in the agricultural sector is also looking better. Despite such evidence, the economy will likely continue to underperform due to low oil prices, external economic factors and increasing geopolitical risks. Moreover, reactions from Moscow, NATO and Turkey on the latest incident with Turkey, when a Turkish fighter jet shot down a Russian bomber aircraft on 24 November 2015, may have an adverse effect on the Russian economy.

The Corinthia Hotel St Petersburg has been affected by a reduction in corporate travel to the Russian Federation and a significant reduction in the value of the Rouble against the Euro. The challenges set and so far acted upon by the Hotel's management team have been to source alternative markets, targeting in particular as much business as possible from within the Russian Federation itself, and to operate the Hotel with a wide range of room rates targeting upscale corporate to luxury travellers.

Tunisia

Tunisia was once again rocked by terrorist activity on 24 November 2015 when a bus carrying presidential guards was targeted in the capital. This marks the third high-profile incident for Tunisia in 2015. The latest attack will exacerbate the country's security concerns and have far-reaching implications for the economy. Since the attacks in June 2015, approximately 70 hotels have closed and employment in the tourism sector has plummeted. Business activity is set to follow suit, as apprehensive investors begin to scale back their investments in Tunisia. Such events have affected and will undoubtedly continue, at least in the near term, to have an adverse impact on the occupancy and average room rates at the Ramada Plaza Tunis Hotel.

Malta

Tourism in Malta has in recent years been performing at a strong level and this trend continued in 2015 as well. Inbound tourism from January to December 2015 amounted to 1.8 million guests, an increase of 6.0% over the same period in 2014. Although tourists residing in collective accommodation (hotels, guesthouses, hostels, B&Bs, etc) made up 71.7% of the market in 2015, preference for private accommodation has been growing in the last years at a faster pace, and actually increased by 18.2% from 2014. Tourism expenditure was estimated at €1.6 billion, 7.5% higher than that recorded for the comparable period in 2014.¹ Focus will be maintained on increasing traffic during the winter months and attracting more visitors from new markets to Malta. This bodes well for the Maltese hospitality industry to continue to grow revenues and increase profitability.

Beyond 2015, Malta's EU Presidency in 2017 together with Valletta serving as the European City of Culture in 2018 are widely expected to generate increased demand for hotels and enhance Malta's image as a tourist and leisure destination, which would in turn generate future growth. Meanwhile, the somewhat uncertain future of the national carrier Air Malta poses a threat to further growth and competition from other Mediterranean countries will likely remain strong.

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

Hungary

Hungary grew at the fastest pace in eight years in 2014 as the economy expanded 3.6% (which was up from the 1.5% expansion recorded in 2013), supported by strong fiscal and monetary stimulus and its improved ability to absorb funding from the European Union. More recent indicators showed Hungary's economic expansion gained momentum in the fourth quarter of 2015 because of robust output in the manufacturing and services sectors. In 2015 as a whole, Hungarian GDP rose 2.9% for the year, 0.8% slower than in 2014. At the end of November 2015, the government proposed a drastic reduction to the country's banking tax, which is the highest in Europe, and additional measures to incentivise greater lending.



In 2015, the number of nights spent by domestic tourists increased by 6.4% and that of international tourism nights increased by 4.6% compared to a year earlier. The guest turnover of accommodation establishments, measured in tourism nights, increased by an overall 1.3%. The gross revenues of accommodation establishments – at current prices – rose by 4.9%. In 2015, accommodation establishments recorded a total of 25.8 million tourism nights, 5.4% more than in 2014. Key markets that are contributing to growth in incoming travel include Germany, Austria, Russia, UK and the US.² Overall, tourism prospects in Hungary are believed to be promising. Domestic tourism will be fuelled mainly by the continued decline of the local currency, making local travel more attractive for the budget conscious. Inbound travel will also benefit from more competitively-priced Hungarian offerings, especially in medical and health tourism. The conflict in neighbouring Ukraine and the escalating economic difficulties in Russia, however, pose great uncertainties as both are important feeder markets and drastic changes in arrival numbers could affect the performance.

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

Czech Republic

The Czech Republic's economic performance was extraordinarily strong in 2015 and a third consecutive annual expansion above 4.0% was recorded (2015: 4.3%), fuelled by rising investment, through strong absorption of EU funds, and public spending. Solid private consumption, which is benefiting from expansionary monetary policy and low oil prices, has also encouraged growth. The economy will likely decelerate in 2016 and expand at a more sustainable pace, partly because inflows of EU funds and government spending are projected to slow. As such, the Czech National Bank expects economic growth to slow to 2.8% in 2016.

In 2015, Czech hotels reported an increase in overnight stays of 10.2% y-o-y to 47.1 million and guest numbers (both resident and foreign guests) increased by 9.6% to 17.2 million. Of the foreign guests, the country experienced a decrease in guests from Russia (-37.4% or 260,000 guests) and from Ukraine (-10.7% or 12,000 arrivals), which was compensated for by higher occupancy of guests from neighbouring as well as distant countries. German visitors increased by 12.6% y-o-y as well as Slovaks (+14.6%) and persons from USA (+14.9%). The number of guests from China and South Korea increased by 35.3% and 31.8% respectively.³

The Czech government is increasingly prioritising to move tourism beyond concentration in the capital, Prague, and increase the potential of undiscovered places in the country. Most significant source markets are Germany, Russia, Italy, UK, US, Slovakia and Poland, while demand is also increasing from other markets such as China and South Korea.

This positive trend was also witnessed at the Group's two hotel properties in Prague (one five star and one four star) where over the past couple of years there has been significant year-on-year growth both in revenue streams and profitability.

Portugal

Portugal's gross domestic product expanded in the three months through December 2015 from the prior quarter as a rise in exports helped offset a drop in investment. GDP rose 0.2% from the third quarter, when it was unchanged. The Portuguese economy expanded 1.2% in the fourth quarter from a year earlier, the slowest pace of annual growth since the fourth quarter of 2014. For the year of 2015, GDP increased 1.5% after expanding 0.9% in 2014.

In 2015, tourism accommodation establishments hosted 17.4 million guests (+8.6%) and registered 48.9 million overnight stays (+6.7%). Compared to the corresponding year, the internal market grew by 5.3% registering 14.5 million overnight stays. Overnight stays from non-residents in 2015 increased by 7.3% and represented 70.3% of the total. On a regional basis, growth was registered in all regions of mainland Portugal, with particular emphasis on the Alentejo region, Azores and the North (+11.8%, +19.6% and +13.6% respectively). As in prior periods, the inbound markets preferred to choose the Algarve, Lisbon and Madeira.⁴ The coordination between tourism and aviation authorities to expand available routes turned out to be crucial for Portugal's success in the tourism industry.

2 Hungarian Central Statistical Office (www.ksh.hu)

3 Czech Statistical Office (www.czso.cz)

4 Instituto Nacional de Estatística (www.ine.pt)



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

United Kingdom

The UK economy grew by 0.5% in Q4 2015, taking the annual rate of growth for 2015 to 2.2% (0.7% lower than the 2.9% growth registered in 2014). The disappointing figure was the result of a slowdown in industry due to feeble manufacturing figures as factories struggled with a strong pound and weak external demand. Moreover, the construction sector recorded the first contraction in nearly two years. This could prompt concerns that the UK economy's reliance on the services sector (which continued to expand in 2015) is increasing further. The country's macroeconomic fundamentals remain strong and a robust labour market will sustain growth going forward. However, uncertainty regarding the EU referendum, weak overseas growth and financial market volatility are all creating an unsettling business environment and point to downside risks to the economy in 2016.

International visits to the UK by overseas residents rose by 5% to 8.5 million in the period October 2015 to December 2015 compared with the same period a year earlier. In the 12 months to December 2015, the number of visits to the UK was 4% higher (to 35.8 million visits) than a year earlier and earnings remained the same during this period (non-residents spent £21.8 billion in 2015). Visits from North America and Europe were up by 8% and 3% respectively and visits from 'Other Countries' grew by 6%. Business trips grew 6%, holiday visits increased by 1% and visits to friends or relatives was up 7%.⁵

Since its launch in 2011, the Corinthia Hotel & Residences London managed to increase both its revenue generation and operating profits annually. 2015 has been the best performing year for the hotel as it is now approaching its stabilised years of performance.

6.3 FINANCIAL REVIEW

6.3.1 Financial information on the Issuer

The following financial information on the Issuer is extracted from the audited financial statements for the years ended 31 December 2012 to 2014 and from the unaudited financial statements for the six-month period ended 30 June 2015, full versions of which are available for inspection as indicated in section 14 below.

Audited financial information for the years ended 31 December 2012 to 2014

Corinthia Finance p.l.c. Income Statement

for the years ended 31 December

	2012	2013	2014
	€'000	€'000	€'000
Finance income	3,169	3,011	3,019
Finance costs	(3,099)	(2,951)	(2,947)
Administrative expenses	(37)	(40)	(41)
Profit before tax	33	20	31
Taxation	(11)	(5)	(5)
Profit for the year	22	15	26



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**Corinthia Finance p.l.c. Balance Sheet
as at 31 December**

	2012	2013	2014
	€'000	€'000	€'000
Assets			
<i>Non-current</i>			
Loans owed by parent company	47,100	46,310	45,170
Other long-term financial assets	400	1,168	2,445
	<u>47,500</u>	<u>47,478</u>	<u>47,615</u>
<i>Current</i>			
Receivables	1,709	2,082	1,718
Current tax asset	3	-	-
Cash and cash equivalents	30	16	15
	<u>1,742</u>	<u>2,098</u>	<u>1,733</u>
Total assets	<u>49,242</u>	<u>49,576</u>	<u>49,348</u>
Equity and liabilities			
Equity			
Called up share capital	250	250	250
Investment revaluation reserve	-	8	156
Retained earnings	64	79	106
	<u>314</u>	<u>337</u>	<u>512</u>
Liabilities			
<i>Non-current</i>			
Bonds in issue	47,500	47,468	47,428
Deferred tax liability	-	-	2
	<u>47,500</u>	<u>47,468</u>	<u>47,430</u>
<i>Current</i>			
Payables	1,428	1,771	1,406
	<u>1,428</u>	<u>1,771</u>	<u>1,406</u>
	<u>48,928</u>	<u>49,239</u>	<u>48,836</u>
Total equity and liabilities	<u>49,242</u>	<u>49,576</u>	<u>49,348</u>

**Corinthia Finance p.l.c. Cash flow Statement
for the years ended 31 December**

	2012	2013	2014
	€'000	€'000	€'000
Net cash from operating activities	(96)	(54)	(21)
Net cash from investing activities	10,544	3,779	4,108
Net cash from financing activities	(10,451)	(3,739)	(4,088)
Net movement in cash and cash equivalents	(3)	(14)	(1)
Cash and cash equivalents at beginning of year	33	30	16
Cash and cash equivalents at end of year	<u>30</u>	<u>16</u>	<u>15</u>



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Unaudited financial information for the six-month period ended 30 June 2015

Corinthia Finance p.l.c. Income Statement

for the six-month period ended 30 June

	2014	2015
	Unaudited	Unaudited
	€'000	€'000
Finance income	1,491	1,506
Finance costs	(1,474)	(1,473)
Administrative expenses	(18)	(21)
Profit before tax	(1)	12
Taxation	2	(3)
Profit for the period	1	9

Corinthia Finance p.l.c. Balance Sheet

as at

	31-Dec-14	30-Jun-15
	Audited	Unaudited
	€'000	€'000
Non-current	47,615	47,693
Current	1,733	2,788
Total assets	49,348	50,481
Equity	512	584
Non-current	47,430	47,430
Current	1,406	2,467
Total liabilities	48,836	49,897
Total equity and liabilities	49,348	50,481

Corinthia Finance p.l.c. Cash Flow Statement

for the six-month period ended 30 June

	2014	2015
	Unaudited	Unaudited
	€'000	€'000
Net cash from operating activities	(10)	(9)
Net decrease in cash and cash equivalent	(10)	(9)
Cash and cash equivalent at beginning of period	16	15
Cash and cash equivalent at end of period	6	6

**6.3.2 Financial information on the Guarantor**

The following financial information on the Guarantor is extracted from the audited consolidated financial statements for the years ended 31 December 2012 to 2014 and from the unaudited consolidated financial statements for the six-month period ended 30 June 2015, full versions of which are available for inspection as indicated in section 14 below.

*Audited financial information for the years ended 31 December 2012 to 2014***Corinthia Palace Hotel Company Limited***Condensed Consolidated Income Statement for the year ended 31 December*

	2012	2013	2014
	€'000	€'000	€'000
Revenue	158,676	164,901	159,238
Net operating expenses	(163,404)	(161,390)	(155,314)
Other income (expense)	699	(488)	507
Net reversal of impairment (impairment) of hotel properties	(6,402)	5,000	5,170
Operating (loss) profit	(10,431)	8,023	9,601
Net finance costs	(21,148)	(17,325)	(17,573)
Gain on sale of investment property	-	3,447	-
Revaluation to fair value of investment properties	4,154	7,159	(14,629)
Share of results of associate companies	29,242	425	(29,075)
Other	124	(1,613)	923
Profit (loss) before tax	1,941	116	(50,753)
Tax income	973	4,653	12,028
Profit (loss) for the year	2,914	4,769	(38,725)
Other comprehensive income			
Net revaluation (impairment) of hotel properties	(12,283)	13,115	(27,514)
Share of comprehensive income of equity accounted investments	18,456	39,466	19,197
Other effects and tax	1,032	(10,429)	11,598
	7,205	42,152	3,281
Total comprehensive income (expense) for the year net of tax	10,119	46,921	(35,444)

Corinthia Palace Hotel Company Limited*Condensed Consolidated Balance Sheet as at 31 December*

	2012	2013	2014
	€'000	€'000	€'000
Non-current	1,167,915	1,229,090	1,136,924
Current	95,866	70,776	71,521
Total assets	1,263,781	1,299,866	1,208,445
Equity pertaining to CPHCL's shareholders	382,635	418,211	386,745
Minority interest	248,457	259,609	246,961
Total equity	631,092	677,820	633,706
Non-current	534,070	503,640	483,414
Current	98,619	118,406	91,325
Total liabilities	632,689	622,046	574,739
Total equity and liabilities	1,263,781	1,299,866	1,208,445



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Corinthia Palace Hotel Company Limited

Condensed Consolidated Statement of Cash Flows For the year ended 31 December

	2012	2013	2014
	€'000	€'000	€'000
Net cash from operating activities	8,807	21,111	8,942
Net cash from investing activities	(33,646)	(7,183)	39,362
Net cash from financial activities	(3,025)	(26,948)	(32,166)
Net (decrease) increase in cash and cash equivalent	(27,864)	(13,020)	16,138
Cash and cash equivalent at beginning of year	40,837	12,973	(47)
Cash and cash equivalent at end of year	12,973	(47)	16,091

During 2012, the Corinthia Group's hotels registered increases in revenues over 2011 with much of this attributable to the higher rates being achieved through the in-house developed reservation and distribution system. The Corinthia Hotel Tripoli, however, was affected by the continued state of flux in Libya following the end of the revolution in 2011 with the result that the expected improvement in its operating performance did not materialise to the budgeted level.

On the other hand the Corinthia Hotel & Residences London registered the most notable increase in revenues and gross operating profit which is reported with the share of equity accounted investments.

The investment property revaluation uplift of €4.2 million was attributable to an increase in value of the commercial centre adjacent to the Corinthia Hotel St. Petersburg. On the other hand, the valuations of the Corinthia Group's hotel properties resulted in a net impairment of €6.4 million. This charge was due to the reduction in the valuation of the Corinthia Hotel Lisbon, largely triggered by an increase in country risk that pushed up the cost of capital on investments in Portugal.

The share of profit from equity accounted investments amounted to €29.2 million and principally reflects the combined share of results of the Corinthia Group's investment in associated companies, namely the direct 50% investment in MIH and the 50% investment in Corinthia Hotel and Residences in London through its subsidiary IHI.

2012 was the first full year of operation for the London hotel and it resulted in a significant improvement in the operating profit. This was, however, impacted by substantial charges for depreciation and financing costs resulting in a net loss of €22 million. This loss was, however, more than compensated by a substantial uplift of €32 million in the value of the Residences that resulted in a combined net profit of €10 million, of which IHI's share was €5 million.

In 2012 Palm City Residences registered a significant increase in signed lease agreements with a 91% occupancy rate achieved by the end of the year. This resulted in a net profit after tax of €11.4 million. In turn, this improvement in the property's operational results and in the projected future cash flows, triggered an uplift in the value of this investment property of €56.8 million less €19.1 million deferred tax. The Corinthia Group's share from these combined positive results amounted to €24.5 million.

Net finance costs amounting to €23.8 million remained on the same level of the previous year as the loan and bond repayments made during the year were largely matched by new loans and bonds.

During 2012 the Corinthia Group registered a profit after tax of €2.9 million compared to a loss of €11.4 million in 2011.

The net income of €7.2 million recognised in the Statement of Comprehensive Income mainly reflects the Corinthia Group's share of revaluation uplifts of €17 million net of tax, on Corinthia Hotel & Residences London and €2.8 million on Corinthia Hotel Prague less impairment charges, net of tax, of €8.7 million on Corinthia Hotel and Commercial Centre St Petersburg and €2.7 million on Corinthia Hotel Budapest.



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After adding the net comprehensive income of €7.2 million to the profit after tax of €2.9 million, the total comprehensive income for 2012 amounted to €10.1 million against a total comprehensive expense of €24.9 million in 2011, a positive year-on-year variance of €35 million.

The Corinthia Group's revenue for 2013 amounted to €164.9 million reflecting an increase of €6.2 million on the revenue of 2012 (€158.7 million). Moreover the results of the Corinthia Hotel & Residences in London and Palm City Residences in Zanzour, Libya, in which the Corinthia Group holds a 50% shareholding, are not included in the consolidated operating results but reflected in the line entitled 'Share of results of associate companies'.

In general, the Corinthia Group's hotels registered increases in revenues mainly from higher rates achieved through a strategic shift in market segmentation and from a sustained increase in business generated by the in-house developed reservation and distribution system. The highest improvements were registered in Lisbon, St Petersburg, and Libya, while some reductions were experienced in the Czech Republic and Tunisia. The best performer was the Corinthia Hotel and Commercial Centre in St Petersburg.

Net operating expenses also increased on account of increased occupancies, additional payroll costs in Libya in consequence of changes in work practices, and a general increase in the cost base in line with enhanced brand service standards being introduced across the Corinthia Group.

The Corinthia Hotel & Residences London, as it entered its second year of operation, continued to register improvements in its operating results, but being an associate, the results of this operation are reported with the share of equity accounted investments.

While the charge for depreciation remained on the same level of 2012, following the annual property valuation exercise, a reversal of impairment of €5 million was registered on the Corinthia Hotel Lisbon as a result of its improved results achieved in 2013 and a better long-term outlook for this property.

The share of results of associated companies amounting to €0.4 million principally reflects the combined share of results of the Corinthia Group's investment in associated companies, mainly the 50% investment in Corinthia Hotel and Residences in London and the 50% investment in MIH, being the owning company of the Palm City Residences complex in Libya.

In 2013 MIH registered its best operational results to date through the robust performance of its subsidiary PCL. Launched in 2009, Palm City Residences weathered the after-effects of the Libyan revolution and in 2013 achieved a record 94% occupancy while the operational expenses were well contained. The profit for the year after tax amounted to €13.8 million.

The Corinthia Hotel & Residences London registered a significant improvement in its operating results reaching a Gross Operating Profit of €16.7 million against €9.67 million registered in 2012. This turned into a loss after tax of €11.7 million after accounting for depreciation, financing costs and valuation movements on the residences.

The gain of €3.4 million registered on the sale of investment property represents the 50% Corinthia Group's share relating to the assignment of rights of use of the Palm Waterfront site to an associated company.

The gain on revaluation to fair value of investment properties amounting to €7.2 million was mainly the result of an uplift of €6.6 million in the valuation of a plot of land earmarked for development belonging to CPHCL.

In 2013 the Corinthia Group recognised a tax Income of €4.7 million (2012: €1.0 million) in consequence of the recognition of deferred tax income on losses on which there is a reasonable expectation of recovery.

The income of €42.2 million recognised in the Statement of Comprehensive Income mainly reflects the Corinthia Group's share of a revaluation uplift of €39.5 million, net of tax, on Corinthia Hotel & Residences London, an uplift of €16.3 million net of tax on the revaluation of the Corinthia Palace Hotel, less an impairment charge of €8.2 million, also net of tax, taken on Corinthia Hotel St. Petersburg.



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Property revaluation adjustments feature in both the Corinthia Group's income statement and in the comprehensive income statement. Adjustments to the income statement represent movements in the values of investment properties and impairment adjustments or reversals thereof on hotel properties. Conversely, adjustments to the comprehensive income statement represent increases in values, or reversals thereof, in the book value of hotel properties.

After adding the net comprehensive income of €42.2 million to the profit after tax of €4.8 million, the Corinthia Group's total comprehensive income for 2013 amounted to €46.9 million against a total comprehensive income of €10.1 million registered in 2012, a year-on-year improvement of €36.8 million.

In 2014 the Corinthia Group's revenue amounted to €159.2 million reflecting a decrease of €5.7 million on the turnover registered in 2013 (€164.9 million). As in previous years, these consolidated figures do not include the 50% share of results of the Corinthia Hotel & Residences London and Palm City Residences in Libya which are reflected in the line item 'Share of results of associate companies'. In view of the instability in Libya in the second half of the year and the economic conditions in the Russian Federation, the revenues generated by Corinthia Hotel Tripoli and Corinthia Hotel St. Petersburg for the year ended 31 December 2014 were lower than those of 2013 by *circa* €16.1 million. This reduction was, however, in the main compensated by increased revenues and the rationalisation of operating costs by the Corinthia Group's other hotel properties across Europe. The Corinthia Group's operating profit for 2014 at €9.6 million (which excludes the Corinthia Hotel & Residences London and Palm City Residences) represents an increase of €1.6 million on the operating profit of €8 million reported in 2013.

The depreciation charge for 2014 reduced by more than €4.1 million on the prior year and this was largely due to some assets becoming fully depreciated. In 2014 there was also a reduction of approximately €2.6 million in finance costs (from €24 million in 2013 to €21.4 million in 2014) in consequence of reduced EURIBOR rates coupled with the further reduction of the Corinthia Group's indebtedness.

The loss of €29.1 million (2013: profit of €0.4 million) registered on the Corinthia Group's share of results of associate companies mainly reflects the developments at the Corinthia Hotel & Residences London (50% share of the loss of €29.1 million registered on this investment), and at MIH through its principal subsidiary company PCL (50% share of the loss of €28.1 million).

In 2014 the Corinthia Hotel & Residences London registered a marginal improvement in its operating performance over 2013. However, depreciation and interest costs turned this profit into a loss of €11.2 million. The continued positive trend in operational performance resulted in an uplift of €17.9 million in this property's value recognized in other comprehensive income. In April 2014, 11 apartments in Whitehall Place adjacent to the Corinthia Hotel London were sold to third parties while the penthouse apartment was retained to be sold when the right opportunity arises. Except for one-off property costs resulting from this sale of apartments, the disposal of these residences had no effect on the Corinthia Group's financial results since these apartments had already been valued at their market price.

For MIH, 2014 was a year of mixed experiences, with the first semester proving to be a record performance at Palm City Residences, whilst the second semester was overshadowed by the political conflict that developed in Libya. Despite these difficult circumstances, management remained resolute in primarily ensuring the safety of its clients and its staff, but also in keeping this property operational at all times. This helped to achieve a profit after tax, but before impairment charges, of €12 million (2013: €13.8 million). However, in view of the reduced profitability and the higher country risk, MIH recognised an impairment charge on this property of €40.1 million net of tax.

Although, in 2014 the Corinthia Group registered an encouraging operational performance despite the problems in Libya and in Russia, its profitability for 2014 was adversely impacted by the resultant impairment charges on its properties in these two countries. In fact, the Corinthia Group recognised an impairment charge of €69.2 million in the value of its hotels and investment properties in Tripoli and in St. Petersburg. On the other hand, through the robust performance achieved by a number of the Corinthia Group's hotels located in Europe, the Corinthia Group registered a total uplift of €52.7 million in the fair values of these properties, most notable of which were the ones located in London (limited to 50% share), Lisbon and Budapest.

The net effect of these revaluation adjustments, excluding that on Palm City Residences, was a charge of €9.4 million reflected in the Income Statement and a further charge of €8.4 million in the Statement of Comprehensive Income with the relative tax effect mitigating the overall net impairment charge to €6.2 million. In consequence of the foregoing, in 2014 the Corinthia Group registered a loss after tax of €38.7 million compared to a profit of €4.8 million in 2013.



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The other comprehensive income of €3.3 million (2013: €42.2 million) mainly reflects the net effect of the Corinthia Group's share of impairment charges of €4.3 million, net of tax, and a favourable translation adjustment of €6.4 million on the investment in the Corinthia Hotel & Residences London as a result of the strengthening of the Pound Sterling versus our reporting currency, the Euro.

After adding the net comprehensive income of €3.3 million to the loss after tax of €38.7 million, the Corinthia Group's total comprehensive expense for 2014 amounted to €35.4 million against a total comprehensive income of €46.9 million registered in 2013.

Property revaluation adjustments feature prominently in both the Corinthia Group's income statement and in the comprehensive income statement. In 2014 the net impairment charges were significant and were the principal reasons for the deviation in the results for year when compared to 2013. It is also important to highlight the fact that the total comprehensive expense of €35.4 million includes €44 million of non-cash related adjustments relating to impairments, depreciation and translation adjustments.

Despite the force majeure situations in Russia and Libya the Corinthia Group remained resilient through its robust asset base which at the end of 2014 exceeded €1.2 billion, its diversified portfolio, its prudent gearing ratio, and the unbending commitment of its two shareholding blocks and its employees.

Unaudited financial information for the six-month period ended 30 June 2015

Corinthia Palace Hotel Company Limited

Condensed Consolidated Income Statement for the six months ended 30 June

	2014	2015
	Unaudited	Unaudited
	€'000	€'000
Revenue	77,642	76,008
Net operating expenses	(76,871)	(72,901)
Other income	1,279	102
Operating profit	2,050	3,209
Net finance costs	(10,241)	(8,906)
Share of results of associate companies	(7,957)	(2,551)
Loss before tax	(16,148)	(8,248)
Tax income	6,018	1,162
Loss for the period	(10,130)	(7,086)
Other comprehensive income		
Share of comprehensive income of equity accounted investments	3,929	10,011
	3,929	10,011
Total comprehensive (expense) income for the period net of tax	(6,201)	2,925



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Corinthia Palace Hotel Company Limited*Condensed Consolidated Balance Sheet as at*

	31-Dec-14	30-Jun-15
	Audited	Unaudited
	€'000	€'000
Non-current	1,136,924	1,137,786
Current	71,521	75,870
Total assets	1,208,445	1,213,656
Equity pertaining to CPHCL's shareholders	386,745	383,743
Minority interest	246,961	250,911
Total equity	633,706	634,654
Non-current	483,414	485,528
Current	91,325	93,474
Total liabilities	574,739	579,002
Total equity and liabilities	1,208,445	1,213,656

Corinthia Palace Hotel Company Limited*Condensed Consolidated Statement of Cash Flows for the six months ended 30 June*

	2014	2015
	Unaudited	Unaudited
	€'000	€'000
Net cash from operating activities	14,243	18,274
Net cash from investing activities	28,403	(5,621)
Net cash from financial activities	(33,471)	16
Net decrease in cash and cash equivalent	9,175	12,669
Cash and cash equivalent at beginning of period	(47)	16,091
Cash and cash equivalent at end of period	9,128	28,760

During the first six months of 2015 the Group registered an increase in revenues and operating profits in most of its hotels, most notably those in Malta, Prague, Budapest, Lisbon and London. These properties registered double digit growth in revenues. In turn, CHI Limited, the Group's hotel operating company, also registered significant increases in its performance. Of even greater significance is the fact that the improvements in the Group's revenue streams were mostly retained and converted into a higher Group operating profit.

The positive performance in the above locations was however negatively impacted by the political and economic conditions prevailing in Russia and Libya. In the case of Russia it was principally affected by the devaluation of the Rouble relative to the corresponding period in 2014. On the other hand the hotel in Tripoli was closed for most of the first six months of 2015 as a result of the attack at the hotel in January 2015. Since then, management took all the necessary steps to reinstate the hotel to an operational mode and a gradual reopening is under way, providing certain services in line with demand levels. Office accommodation at the adjacent Commercial Centre, remained fully leased out, albeit with minor discounts allowed to the tenants.



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Despite the setbacks in Russia and Libya, the Group registered an operating profit of €3.2 million compared to €2.1 million in the same period in 2014.

Finance costs reduced by €1.3 million, mainly on account of the expiry of an interest rate swap and lower EURIBOR rates.

In the first semester of 2015, the Corinthia Hotel & Residences London registered an increase in revenue and EBITDA over the same period in 2014, with EBITDA improving from €3.6 million to €7.2 million. The profit after depreciation, building taxes, corporate charges, interest and tax improved from a loss of €21.9 million to a loss of €4.5 million due to improved performance and the one-off property costs of €13.8 million incurred in 2014. On the other hand, the other Group's major associate company MIH, owner of the Palm City Residences in Libya, registered a reduction in its operating profit of €6.7 million in consequence of the contraction in occupancy brought about by the political unrest in Libya. The Group's 50% share of results of the Corinthia Hotel & Residences London and MIH are reported in the income statement as 'Share of results of associate companies'. This line item reports the net result after deducting all costs and taxes.

During the first six months of 2015 the Group registered a loss after tax of €7.1 million compared to the loss of €10.1 million reported for the same period in 2014.

The income of €10.0 million shown in 'Other comprehensive income' reflects the Group's share of unrealised gains on currency movements on its investment in London.

During the first six months of 2015 the Group registered a 'Total comprehensive income' of €2.9 million versus a loss of €6.2 million registered in the first six months of 2014.

In April 2015, IHI secured a bank loan of €12 million with funds drawn in the second semester of 2015. In April 2015, IHI issued a €45 million 5.75% bond maturing in 2025 which issue was heavily oversubscribed. The proceeds were used for the early redemption of the €35 million 6.25% bond issue 2015-2019, with the balance being allocated to the partial financing of the IHGH acquisition.

On 1 July 2015, the Group made a voluntary public bid for the acquisition of all the shares of IHGH. On the closing date of the bid, shareholders representing 99.68% of the issued share capital of IHGH accepted the offer. On 10 August 2015 the transaction was completed with the shares in IHGH transferred to IHI. IHI is maximising synergies in Malta by merging the operations of IHGH into its own operating structures. IHI also intends to enhance development opportunities on the adjoining sites in St Julian's Malta, where it aims to redevelop fully the combined land plots.

7 ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

7.1 THE ISSUER

7.1.1 Directors

The Memorandum of Association of the Issuer provides that the Board of Directors shall be composed of not less than four (4) and not more than five (5) directors. As at the date of the Prospectus, the Board of Directors of the Issuer is constituted by the four (4) individuals set out in sub-section 4.1 of this Registration Document. 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.

None of the Directors have been:

- a) convicted in relation to fraud or fraudulent conduct in the last five (5) years;
- b) made bankrupt or associated with any liquidation or insolvency caused by action of creditors;
- c) the subject of any official public incrimination or sanction by any statutory or regulatory authority; or
- d) disqualified by a court from acting as director or manager in the last five (5) years.



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The Directors believe that the Issuer's current organisational structure is adequate for its present activities. The Directors will maintain this structure under continuous review to ensure that it meets the changing demands of the business and to strengthen the checks and balances necessary for better corporate governance.

7.1.2 Directors' service contracts

None of the Directors have a definitive service contract with the Company. All Directors may be removed by the shareholder appointing them or by an ordinary resolution of the shareholders in general meeting.

7.1.3 Aggregate emoluments of Directors

For the year ending 31 December 2014, the Company paid an aggregate of €21,000 to its Directors.

7.1.4 Loans to Directors

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

7.1.5 Conflict of interest

Joseph Fenech, Frank Xerri de Caro and Joseph J. Vella, in addition to sitting on the Board of Directors of the Issuer, also act as directors of other companies within the Group. Alfred Pisani, in addition to sitting on the Board of directors of the Guarantor, also acts as director of other companies within the Group. Conflicts of interest could potentially arise in relation to transactions involving the Issuer and the Guarantor and other Group companies.

The Audit Committees of the Issuer and the Guarantor have 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 Guarantor respectively. To the extent known or potentially known to the Issuer and the Guarantor as at the date of the Prospectus, there are no other potential conflicts of interest between any duties of the directors of the Issuer and of the Guarantor and their private interests and/or their other duties which require disclosure in terms of the Regulation.

7.1.6 Employees

The Issuer is reliant on the resources which are made available to it by CPHCL, which, as at 31 December 2015, employed 2,950 members of staff, 2,310 of whom work in operations and the remaining 640 in administration.

7.2 THE GUARANTOR

7.2.1 Directors

The Memorandum of Association of CPHCL provides that the Board of directors shall be composed of six (6) directors. As at the date of the Prospectus, the board of directors of the Guarantor is constituted by the individuals set out in sub-section 4.2 of this Registration Document.

7.2.2 Directors' service contracts

None of the directors of the Guarantor have a definitive service contract with the company.

7.2.3 Loans to directors

There are no loans outstanding by the Guarantor to any of its directors, nor any guarantees issued for their benefit by the Guarantor.



7.2.4 Non-executive directors

The non-executive directors' main functions are to monitor the operations of the executive directors and their performance, as well as to review any investment opportunities that are proposed by the executive directors. All proposed acquisitions of the Guarantor are brought to the board of directors for approval.

7.2.5 Boards of subsidiary companies

Each property is owned through a subsidiary company registered in the jurisdiction where that property is located and such subsidiary company is required to comply with all the laws and regulations of that jurisdiction. Accordingly, a board of directors is entrusted with the responsibility of the direction and management of each subsidiary within the strategic parameters established by the Guarantor's board of directors. In some jurisdictions, the Guarantor has adopted the structure of a dual board in line with the requirements of legislation prevalent under those jurisdictions. These involve the concept of a board of directors that is entrusted with setting the policies and strategies of each respective subsidiary to be implemented by management in the day-to-day operations and executive decisions, and a supervisory board that is entrusted with monitoring the policy implementation within that subsidiary by management.

The board of directors of each subsidiary is, within the strategic parameters established by the board of directors of the Guarantor, autonomous in the determination of the appropriate policies for the respective property and, in the case of hotels, is entrusted with handling the relations with the hotel operating company. Each property, in turn, has its own management structure and employees that have the function of implementing the policies and directions of the subsidiary boards.

8 BOARD PRACTICES

8.1 THE ISSUER

8.1.1 Compliance with the Corporate Governance regime

The Issuer supports the Code of Principles of Good Corporate Governance (the "Code") forming part of the Listing Rules and is confident that the adoption of the Code has resulted in positive effects accruing to it.

The Board deems that, during the reporting periods referred to in this Registration Document, the Issuer has fully complied with the requirements of the Code, except as outlined in sub-section 8.1.3 below. Furthermore, the Board has resolved to disclose Directors' fees in the financial statements in aggregate rather than as separate figures for each Director as required by provision 8.A.4.8 of the Code.

8.1.2 Audit Committee

The Audit Committee's primary objective is to assist the Board in fulfilling its oversight responsibilities over the financial reporting processes, financial policies and internal control structure. Additionally, it is responsible for monitoring the performance of the entities borrowing funds from the Company and also carries out the oversight of related party transactions to ensure that these are carried out on an arm's length basis. The Committee oversees the conduct of the internal and external audit and acts to facilitate communication between the Board, management, the external auditors and the internal audit team. The internal and external auditors are invited to attend the Audit Committee meetings. The Audit Committee reports directly to the Board of Directors.

The terms of reference of the Audit Committee have been formally set out in a separate Charter. Frank Xerri de Caro, a non-executive Director, acts as Chairman and Joseph Fenech and Anthony R. Curmi as members, whilst Alfred Fabri performs the duties of secretary to the Audit Committee.

In terms of Listing Rule 5.117, the Board of Directors has identified Anthony R. Curmi as the independent member of the Audit Committee who is competent in accounting and/or auditing matters. Mr Curmi is a Fellow of the Chartered Institute of Bankers, he is a former CEO of Mid-Med Bank Limited and a former General Manager of the Malta International Business Authority.



REGISTRATION DOCUMENT

8.1.3 Nomination and Remuneration Committee

The Board considers that the size and operation of the Company do not warrant the setting up of a Nomination and Remuneration Committee, as recommended by the Code.

Under the present circumstances, the Board does not consider it necessary to appoint a committee to carry out a performance evaluation of its role, as the Board's performance is always under the scrutiny of the shareholders.

8.1.4 Internal audit

The role of the internal auditor is to carry out systematic risk-based reviews and appraisals of the operations of the Issuer (as well as of the subsidiaries and associates of the Group) for the purpose of advising management and the Board, through the Audit Committee, on the efficiency and effectiveness of internal management policies, practices and controls. The function is expected to promote the application of best practices within the organisation. The internal auditor reports directly to the Audit Committee.

8.2 THE GUARANTOR

8.2.1 Compliance with the Corporate Governance regime

Whilst it is not a requirement on the Guarantor to adopt the Code, it has out of its own accord chosen to introduce measures that are recommended in the Code, in so far as such are considered applicable to its position as the parent of the Corinthia Group and guarantor of the Bond Issue. As at the date hereof, the Guarantor is considered to be in compliance with the Code save for the following exceptions:

- Principle 8: The Guarantor does not have a Remuneration Committee as recommended in Principle 8 because it is not deemed as necessary in view of the very limited number of employees directly engaged by the Guarantor; and
- Principle 8: The Guarantor does not have a Nomination Committee as recommended in Principle 8. Appointments to the Board of Directors are determined by the shareholders of CPHCL in accordance with the Memorandum and Articles of Association. The Guarantor considers that the members of its board of directors provide the level of skill, knowledge and experience expected in terms of the Code.

8.2.2 Audit Committee of CPHCL

Notwithstanding that CPHCL is a company not bound by the Listing Rules, it has set up an audit committee in accordance with the Listing Rules, with the exception that the appointed members are persons who are not directors on CPHCL's board. CPHCL considers that the members of its Audit Committee provide the required level of knowledge and experience to effectively carry out their audit committee duties.

The primary objective of CPHCL's Audit Committee is to assist the board of directors in fulfilling its oversight responsibilities over the financial reporting processes, financial policies and internal control structure. The Committee oversees the conduct of the internal and external audit and acts to facilitate communication between the board of directors, management, the external auditors and the internal audit team. The internal and external auditors are invited to attend the Audit Committee meetings. The Audit Committee of CPHCL reports directly to the board of directors of said company.

The terms of reference of CPHCL's Audit Committee have been formally set out in a separate Charter. Joseph F.X. Zahra acts as Chairman and Joseph J. Vella and Mario Galea as members, whilst Alfred Fabri performs the duties of secretary to the Audit Committee.

The Audit Committee's role principally involves the review of the financial reporting process and internal controls. Additionally, it is responsible for monitoring the performance of the entities borrowing funds from the company and also carries out the oversight of related party transactions to ensure that these are carried out on an arm's length basis.



8.2.3 Internal audit

The role of the internal auditor is to carry out systematic risk-based reviews and appraisals of the operations of the Guarantor (as well as of the subsidiaries and associates of the Group) for the purpose of advising management and the board of directors, through the Audit Committee, on the efficiency and effectiveness of internal management policies, practices and controls. This function is expected to promote the application of best practices within the organisation. The internal auditor reports directly to the Audit Committee.

8.2.4 Hotel operations

Day-to-day management of hotel operations are the responsibility of CHI Limited, the Group's hotel operating company that directs each subsidiary's management and staff in day-to-day operations. The responsibility of the operational performance of each hotel is that of the operating company, whose performance is monitored and evaluated on a regular basis by the board of each subsidiary, which in turn reports on performance and operations to IHI's or CPHCL's board of directors, as the case may be.

8.2.5 Property audit

Regular property audits are carried out by QPM Limited (C 26148). These audits, which are unannounced, comprise a full review of each property twice a year when a physical inspection of the building and the assets is undertaken by experienced engineers. A detailed report is submitted to the owners, including a review of the maintenance systems and quality of the maintenance works and recommendations on the replacement of plant and equipment.

8.2.6 Related party transactions concerning CPHCL

CPHCL regularly enters into trading transactions with fellow subsidiaries and associates within the Corinthia Group in its normal course of business. Trading transactions between these companies include items which are normally encountered in a group context and include rental charges, management fees, recharging of expenses and financing charges. These transactions are subject to regular scrutiny of the Audit Committees of both the Issuer and of CPHCL to ensure that they are made on an arm's length basis and that there is no abuse of power by the Issuer or CPHCL in the context of related party transactions. In this regard, the Audit Committees of both the Issuer and of CPHCL meet as and when necessary for the purpose of discussing formal reports submitted by each company's internal auditor on any transactions or circumstances which may potentially give rise to such conflict or abuse.

9 MAJOR SHAREHOLDERS

9.1 SHARE CAPITAL OF THE ISSUER

The authorised share capital of the Company is €2,500,000 divided into 2,500,000 ordinary shares of a nominal value of €1 each. The issued share capital of the Company is €250,000 divided into 250,000 ordinary shares of €1 each, which has been fully issued, subscribed and fully paid up, as follows:

Shareholder	Ordinary shares
1. Corinthia Palace Hotel Company Limited (C 257)	249,999
2. CPHCL Investments Limited (C 1245)	1



9.2 SHARE CAPITAL OF THE GUARANTOR

The authorised and issued share capital of CPHCL is €20,000,000 divided into 20,000,000 ordinary shares of a nominal value of €1 each. The share capital has been fully issued, subscribed and fully paid up, as follows:

Shareholder	Ordinary shares
1. A. & A. Pisani and Co. Ltd (C 6430)	1,666,667 of €1 each
2. J & H Pisani Company Limited (C 6817)	1,666,667 of €1 each
3. PAKA Limited (C 6969)	1,666,667 of €1 each
4. VAC Company Limited (C 6818)	1,666,667 of €1 each
5. Geranium Holdings Limited (C 66582)	1,666,666 of €1 each
6. Intakur Limited (C 7038)	1,666,666 of €1 each
7. Libyan Foreign Investment Company (LFICO)	10,000,000 of €1 each

At present, in terms of the Memorandum and Articles of Association of CPHCL, the Board of CPHCL is to consist of six (6) directors. A shareholder or a number of members who individually or between them hold 16.5% plus one share of the issued share capital of CPHCL shall be entitled to appoint one director. In practice, the Pisani family is collectively (represented through the shareholders numbered 1 to 6 above) entitled to appoint three directors and LFICO (numbered 7 above) is entitled to appoint the other three. All issues arising at Board of directors meetings are to be decided by a majority of votes and in the case of equality of votes the Chairman shall not have a second or casting vote.

10 FINANCIAL INFORMATION CONCERNING THE ISSUER'S AND GUARANTOR'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

10.1 HISTORICAL FINANCIAL INFORMATION

The Issuer's and CPHCL's historical financial information for the three financial years ended 31 December 2012, 2013 and 2014 as audited by Grant Thornton is set out in the annual financial statements of the Issuer and CPHCL respectively. Such audited financial statements are available for inspection as set out in section 14 below.

Grant Thornton is an independent firm of certified public accountants holding a practicing certificate to act as auditors in terms of the Accountancy Profession Act, 1979 (Chapter 281 of the laws of Malta).

The unaudited financial statements for the six-month period ended 30 June 2015 of the Issuer and Guarantor are available for inspection as set out in section 14 below.

10.2 AGE OF LATEST FINANCIAL INFORMATION

The latest audited financial statements available in respect of the Issuer and the Guarantor relate to the financial year ended 31 December 2014. These are available on the Group's website at www.corinthiacorporate.com.

10.3 SIGNIFICANT CHANGES IN FINANCIAL OR TRADING POSITION

There were no significant changes to the financial or trading position of the Issuer or Guarantor since the end of the financial period to which the last interim unaudited financial statements relate.



11 ADDITIONAL INFORMATION

11.1 MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE ISSUER

11.1.1 Incorporation

The Company was incorporated on 9 September 1999 as a public company with limited liability in terms of the Companies Act, 1995, with company registration number C 25104.

In terms of clause 3(e) of its Memorandum of Association, the Issuer is authorised to issue bonds, commercial paper or other instrument creating or acknowledging indebtedness and to sell or offer same to the public.

The Memorandum and Articles of Association of the Issuer otherwise regulate matters customarily dealt with therein, including matters such as voting rights and restrictions thereof, and the appointment and powers of Directors.

11.1.2 Share capital

The authorised share capital of the Company is €2,500,000 divided into 2,500,000 ordinary shares of a nominal value of €1 each. The issued share capital of the Company is €250,000 divided into 250,000 ordinary shares of €1 each, all fully paid up.

There is more than 10% of the Company's authorised share capital which is unissued. However, in terms of the Company's Memorandum and Articles of Association, none of such capital shall be issued in such a way as would effectively alter the control of the Company or the nature of its business without the prior approval of the Company in general meeting.

The shares of the Company are not listed on the MSE, nor has an application ever been filed for the shares of the Company to be quoted on the MSE Official List. There is no capital of the Company which has been issued to the public during the two years immediately preceding the publication of the Prospectus, nor is it 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.

11.1.3 Appointment and removal of Directors

In terms of the Memorandum and Articles of Association of the Company, the Directors shall be appointed as follows:

- (a) the appointment of Directors to the Board is reserved to shareholders or a number of members who individually or between them have a holding of 25% of the total issued share capital of the Company having voting rights;
- (b) a shareholder or a number of members who individually or between them hold 25% of the issued share capital of the Company are entitled to appoint one director for every such 25% shareholding held. Any shareholder who does not appoint a director or directors as described above will participate in the annual election of directors at the Annual General Meeting of the Company. Shareholders who are entitled to appoint directors pursuant to their 25% holding shall be entitled to participate in the annual election of directors, provided that in such an election they only use such shares not otherwise used to appoint a director as described above; and
- (c) all directors may be removed from their post by the shareholder appointing them or by an ordinary resolution of the shareholders in general meeting. Unless appointed for a longer or shorter period or unless they resign or are removed, the Directors shall, unless otherwise specified in the letter of their appointment, hold office for a period of one year. Directors are eligible for re-appointment upon the lapse of the period stated in their letter of appointment.

Further details on the appointment of Directors may be found in the Memorandum and Articles of Association of the Company, a copy of which may be inspected during the lifetime of the Prospectus at the registered office of the Issuer as set out under the heading "*Documents available for inspection*" in section 14 of this Registration Document and at the Registrar of Companies of the MFSA.



REGISTRATION DOCUMENT

11.1.4 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, they may do all such things that are not by the Memorandum and Articles of Association reserved for the shareholders in general meeting.

In terms of the Memorandum and Articles of Association, the Board of Directors may exercise all the powers of the Issuer to borrow money and give security therefor, as it thinks fit.

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

11.1.5 Commissions

There were no commissions, discounts, brokerages or other special terms granted during the two years immediately preceding the publication of the Prospectus in connection with the issue or sale of any capital of the Company.

11.1.6 Directors' interests

The Directors of the Company have no beneficial interests in the share capital of the Company as at the date of the Prospectus. There are no assets which have been leased or otherwise transferred by or to the Company in which any of the Directors have any interest, direct or indirect, nor are any such leases or transfers being proposed.

11.2 MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE GUARANTOR

11.2.1 Incorporation

The Guarantor was incorporated on 21 June 1966 as a private company with limited liability in terms of the Companies Act, 1995, with company registration number C 257.

In terms of clause 4.6 of its Memorandum of Association, the Guarantor is, amongst other things, authorised to borrow, raise or secure the payment of money for the purpose of or in connection with the company's business and to secure the repayment of any moneys borrowed by hypothecation, charge or lien upon the whole or part of the movable and immovable property or assets of the company. Furthermore, the Guarantor is authorised to give guarantees or provide security for any such persons, firms and companies as the directors may deem fit and proper and on such terms as may seem expedient and, in particular, to companies in which the company has an interest.

The Memorandum and Articles of Association of CPHCL otherwise regulate matters customarily dealt with therein, including matters such as voting rights and restrictions thereof, and the appointment and powers of directors.

11.3 HOLDINGS IN EXCESS OF 5% OF SHARE CAPITAL

On the basis of the information available to the Company as at the date of the Prospectus, CPHCL holds 249,999 shares in the Company, equivalent to 99.999% of its total issued share capital. No persons hold an indirect shareholding in excess of 5% of the Company's total issued share capital. Furthermore, to the best of the Issuer's knowledge, there are no arrangements in place as at the date of the Prospectus the operation of which may at a subsequent date result in a change in control of the Issuer. Apart from raising finance, the Issuer's business is restricted to transactions with CPHCL. In view of this state of affairs, the Audit Committee of the Issuer ensures that any such related party transaction entered into by the Company is made on an arm's length basis.



11.4 LITIGATION

There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer or Guarantor are aware) during a period covering twelve 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, the Guarantor and/or the Group, taken as whole.

12 MATERIAL CONTRACTS

The Issuer, the Guarantor and/or the Group, taken as a whole, have not entered into any material contracts which are not in the ordinary course of their respective business which could result in either the Issuer or CPHCL or any member of the Group being under an obligation or entitlement that is material to the Issuer's or Guarantor's ability to meet their obligations to security holders in respect of the securities being issued pursuant to, and described in, the Securities Note.

13 THIRD PARTY INFORMATION, STATEMENTS BY EXPERTS AND DECLARATIONS OF ANY INTEREST

Save for the Financial Analysis Summary, the Prospectus does not contain any statement or report attributed to any person as an expert. The Financial Analysis Summary dated 18 March 2016 has been included in Annex D of the Securities Note 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.

The sourced information contained in section 6.2 has been accurately reproduced and as far as the Issuer is aware and is able to ascertain, no facts have been omitted which would render the reproduced information inaccurate or misleading.

14 DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or certified copies thereof, where applicable, are available for inspection at the registered office of the Issuer at 22, Europa Centre, Floriana FRN 1400, Malta during the term of the Bond Issue during office hours:

- (a) The Issuer's and Guarantor's Memorandum and Articles of Association;
- (b) The Issuer's audited financial statements for the years ended 31 December 2012, 2013 and 2014;
- (c) The Issuer's unaudited financial statements for the six-month period ended 30 June 2015;
- (d) The Guarantor's consolidated audited financial statements for the years ended 31 December 2012, 2013 and 2014;
- (e) The Guarantor's unaudited consolidated financial statements for the six-month period ended 30 June 2015;
- (f) Financial analysis summary prepared by Charts Investment Management Service Limited dated 18 March 2016; and
- (g) The loan agreement entered into between CPHCL and the Company in respect of the Bonds issued pursuant to the Prospectus;
- (h) The letter of confirmation drawn up by Grant Thornton dated 18 March 2016.

Documents (a) to (f) above are also available for inspection in electronic form on the Corinthia Group's website at www.corinthiacorporate.com



REGISTRATION DOCUMENT



SECURITIES NOTE



CORINTHIA FINANCE plc

A member of the Corinthia Group of Companies

SECURITIES NOTE

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 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 Corinthia Finance 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.

Dated 18 March 2016

In respect of an issue of €40,000,000 4.25% Unsecured Bonds 2026 of a nominal value of €100 per Bond issued at par by

CORINTHIA FINANCE P.L.C.

A public limited liability company registered in Malta with company registration number C 25104

Guaranteed* by

CORINTHIA PALACE HOTEL COMPANY LIMITED

A private limited liability company registered in Malta with company registration number C 257

ISIN: MT0000101262

**Prospective investors are to refer to the guarantee contained in Annex A of this Securities Note for a description of the scope, nature and term of the guarantee. Reference should also be made to the sections entitled "Risk Factors" contained in the Summary Note, the Registration Document and this Securities Note for a discussion of certain factors which should be considered by prospective investors in connection with the Bonds and the guarantee provided by Corinthia Palace Hotel Company Limited.*

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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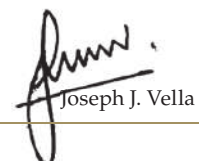
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APPROVED BY THE DIRECTORS


Joseph Fenech
Legal Counsel


Anthony R. Curmi
Sponsor & Manager


Frank Xerri de Caro
Registrar


Joseph J. Vella





SECURITIES NOTE

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IMPORTANT INFORMATION

THIS SECURITIES NOTE CONSTITUTES PART OF THE PROSPECTUS DATED 18 MARCH 2016 AND CONTAINS INFORMATION ABOUT CORINTHIA FINANCE P.L.C. IN ITS CAPACITY AS ISSUER, CORINTHIA PALACE HOTEL COMPANY LIMITED IN ITS CAPACITY AS GUARANTOR AND THE BONDS IN ACCORDANCE WITH THE REQUIREMENTS OF THE LISTING RULES, THE COMPANIES ACT 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 SHOULD BE READ IN CONJUNCTION WITH THE REGISTRATION DOCUMENT ISSUED BY THE ISSUER.

THE INFORMATION CONTAINED HEREIN IS BEING MADE AVAILABLE IN CONNECTION WITH AN ISSUE BY THE ISSUER OF €40,000,000 BONDS 2026 OF A NOMINAL VALUE OF €100 EACH. THE BONDS SHALL BE ISSUED AT PAR AND BEAR INTEREST AT THE RATE OF 4.25% PER ANNUM PAYABLE ANNUALLY IN ARREARS ON 12 APRIL OF EACH YEAR UNTIL THE REDEMPTION DATE, WITH THE FIRST INTEREST PAYMENT FALLING DUE ON 12 APRIL 2017. THE NOMINAL VALUE OF THE BONDS WILL BE REPAYABLE IN FULL AT MATURITY ON 12 APRIL 2026, UNLESS OTHERWISE PREVIOUSLY REPURCHASED FOR CANCELLATION. THE BOND ISSUE IS GUARANTEED BY CORINTHIA PALACE HOTEL COMPANY LIMITED.

IN ACCORDANCE WITH THE ALLOCATION POLICY TO BE DETERMINED AND PUBLISHED BY THE ISSUER, BONDS SHALL BE ALLOCATED IN THE FIRST INSTANCE TO HOLDERS OF 6.25% BONDS 2015-2019 (ISIN MT0000101239) (THE "EXCHANGEABLE BONDS") WHO, IN CONSIDERATION FOR THE BONDS APPLIED FOR PURSUANT TO THIS PROSPECTUS ELECT TO SURRENDER EXCHANGEABLE BONDS IN FAVOUR OF THE ISSUER.

NO BROKER, DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORISED BY THE ISSUER, THE GUARANTOR OR THEIR RESPECTIVE 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 SECURITIES NOTE AND IN THE DOCUMENTS REFERRED TO HEREIN, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY THE ISSUER, THE GUARANTOR OR THEIR RESPECTIVE DIRECTORS OR ADVISORS.

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A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK INDEPENDENT FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY FINANCIAL INSTRUMENTS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS OF 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 LEGAL ADVISORS, ACCOUNTANTS AND/OR OTHER FINANCIAL ADVISORS AS TO LEGAL, TAX, INVESTMENT OR ANY OTHER RELATED MATTERS CONCERNING THE BONDS AND THE PROSPECTUS.



SECURITIES NOTE

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 SO APPLYING AND OF ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXATION 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 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 THE 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 (THE "PROSPECTUS DIRECTIVE") OR WHICH, PENDING SUCH IMPLEMENTATION, APPLIES ARTICLE 3.2 OF THE PROSPECTUS DIRECTIVE, THE BONDS CAN ONLY BE OFFERED TO "QUALIFIED INVESTORS" (AS DEFINED IN THE PROSPECTUS 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 PROSPECTUS 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 THE PROSPECTUS 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 SECURITIES NOTE ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THEREIN.

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

THE ISSUER DISCLAIMS ANY AND ALL RESPONSIBILITY FOR ANY DEALINGS MADE, REPRESENTATIONS GIVEN, PROCESSES ADOPTED, FUNDS COLLECTED OR APPLICATIONS ISSUED BY AUTHORISED FINANCIAL INTERMEDIARIES IN THEIR EFFORT TO PLACE OR RE-SELL THE BONDS SUBSCRIBED BY THEM.

ALL THE ADVISORS TO THE ISSUER AND THE GUARANTOR NAMED IN THE REGISTRATION DOCUMENT FORMING PART OF THE PROSPECTUS UNDER THE HEADING "ADVISORS TO THE ISSUER AND GUARANTOR" IN SUB-SECTION 4.3 THEREOF HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER AND THE GUARANTOR 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.

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.



SECURITIES NOTE

1. DEFINITIONS

In this Securities Note 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, 1995 (Chapter 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 and delivering same to any of the Authorised Financial Intermediaries in accordance with the terms of this Securities Note;
“Application Form/s”	the forms of application to subscription for Bonds, a specimen of which is contained in Annex C of this Securities Note;
“Authorised Financial Intermediaries”	the licensed stockbrokers and financial intermediaries listed in Annex B of this Securities Note;
“Bond/s”	the €40,000,000 unsecured bonds due 2026 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 4.25% per annum, as detailed in this Securities Note. The Bonds are guaranteed by Corinthia Palace Hotel Company Limited;
“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”	Corinthia Finance p.l.c., a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 25104;
“Corinthia Group” or “Group”	CPHCL (as defined below) and the companies in which CPHCL has a controlling interest;
“CPHCL” or “Guarantor”	Corinthia Palace Hotel Company Limited, a company registered under the laws of Malta having its registered office at 22, Europa Centre, Floriana FRN 1400, Malta and bearing company registration number C 257. CPHCL is the parent company of the Corinthia Group and is acting as Guarantor in terms of the guarantee contained in Annex A of this Securities Note;
“CSD”	the Central Securities Depository of the Malta Stock Exchange, having its address at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
“Cut-off Date”	close of business on 15 March 2016 (trading session of 11 March 2016);
“Directors” or “Board”	the directors of the Issuer whose names are set out in sub-section 4.1 of the Registration Document forming part of the Prospectus;
“Euro” or “€”	the lawful currency of the Republic of Malta;
“Exchange” or “Malta Stock Exchange” or “MSE”	Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act, 1990 (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;



SECURITIES NOTE

“Exchangeable Bond Transfer”	the subscription for Bonds by an Existing Bondholder settled, after submitting the pre-printed Application Form (received by mail directly from the Issuer), by the transfer to the Issuer of all or part of the Exchangeable Bonds held by such Existing Bondholder as at the Cut-off Date;
“Exchangeable Bonds”	<p>(i) the 6.25% bonds 2016 - 2019 with ISIN code MT0000101239 due to mature on 23 September 2019 (unless otherwise redeemed at the Issuer’s sole discretion on any day falling between and including 24 September 2016 and 22 September 2019), amounting as at the date of issue to €25,000,000, issued by the Issuer pursuant to a prospectus dated 28 August 2009; and</p> <p>(ii) the 6.25% bonds 2016 - 2019 (Second Issue) with ISIN code MT0000101247 due to mature on 23 September 2019 (unless otherwise redeemed at the Issuer’s sole discretion on any day falling between and including 24 September 2016 and 22 September 2019), amounting as at the date of issue to €15,000,000, issued by the Issuer pursuant to a prospectus dated 12 February 2010;</p> <p>which bonds were, with effect from 23 September 2010, integrated with one another and deemed to be one bond with ISIN code MT0000101239, amounting as at the date of the Prospectus to €39,927,600;</p>
“Existing Bondholder”	a holder of Exchangeable Bonds as at the Cut-off Date;
“Guarantee”	the suretyship of the Guarantor undertaking to effect payment of interest and capital repayments of any amount due by the Issuer to any Bondholder and which remain unpaid by the Issuer after sixty (60) days of the due date for payment thereof. A copy of the Guarantee and a description of the nature, scope and terms of the Guarantee are appended to this Securities Note as Annex A;
“Interest Payment Date”	12 April of each year between and including each of the years 2017 and 2026, 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;
“Intermediaries’ Offer”	shall have the meaning set out in sub-section 6.3 of this Securities Note;
“Issue Date”	expected on 21 April 2016;
“Issue Period”	the period between 08:30 hours on 22 March 2016 and 12:00 hours on 12 April 2016 during which the Bonds are available for subscription;
“Listing Authority”	the Malta Financial Services Authority, 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;
“Malta Stock Exchange Bye-Laws”	the Malta Stock Exchange p.l.c. bye-laws issued by the authority of the board of directors of Malta Stock Exchange p.l.c., as may be amended from time to time;
“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);
“Official List”	the list prepared and published by the MSE as its official list in accordance with the Malta Stock Exchange Bye-Laws;
“Prospectus”	collectively the Summary Note, the Registration Document and this Securities Note, all dated 18 March 2016 and each as defined in this Securities Note, as such documents may be amended, updated, replaced and supplemented from time to time;



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“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”	12 April 2026;
“Redemption Value”	the nominal value of each Bond (€100 per Bond);
“Registrar”	MSE;
“Registration Document”	the registration document issued by the Issuer dated 18 March 2016, 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 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);
“Securities Note”	this document dated 18 March 2016 in its entirety, forming part of the Prospectus;
“Sponsor & Manager”	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”	the summary note issued by the Issuer dated 18 March 2016, forming part of the Prospectus;
“Terms and Conditions”	the terms and conditions relating to the Bonds as contained in the Prospectus, particularly in section 8 of this Securities Note.

All references in the Prospectus to “Malta” are to the “Republic of Malta”.

Unless it appears otherwise from the context:

- a) words importing the singular shall include the plural and vice-versa;
- b) words importing the masculine gender shall include 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

THE VALUE OF INVESTMENTS, INCLUDING THE BONDS, 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, UNLESS THE BONDS ARE PREVIOUSLY RE-PURCHASED AND CANCELLED. THE ISSUER SHALL REDEEM THE BONDS ON THE REDEMPTION DATE.

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. 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.

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, NOR (II) SHOULD BE CONSIDERED AS A RECOMMENDATION BY THE ISSUER, THE GUARANTOR, THE SPONSOR & MANAGER 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 ISSUED BY THE ISSUER.

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

2.1 Forward-looking Statements

This Securities Note contains “forward-looking statements” which include, among others, statements concerning matters that are not historical facts and which may involve projections of future circumstances. These statements by their nature involve a number of risks, uncertainties and assumptions, a few of which are beyond the Issuer’s and Guarantor’s control, and important factors that could cause actual risks to differ materially from the expectations of the Issuer’s and/or Guarantor’s directors. Such forecasts and projections do not bind the Issuer and/or the Guarantor with respect to future results and no assurance can be given that future results or expectations covered by such forward-looking statements will be achieved.

2.2 General

Prospective investors in the Bonds must determine the suitability of that investment in the light of their own circumstances. In particular, each prospective investor should:

- a) have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference in the Prospectus or any applicable supplement;
- b) have sufficient financial resources and liquidity to bear all the risks of an investment in the Bonds, including where the currency for principal or interest payments is different from the prospective investor’s currency;
- c) understand thoroughly the terms of the Bonds and be familiar with the behaviour of any relevant indices and financial markets; and
- d) be able to evaluate (either alone or with the help of a financial advisor) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.



2.3 Risks relating to the Bonds

An investment in the Bonds involves certain risks including, but not limited to, those described below:

- 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 in which the Bonds are traded, over which the Issuer has no control. Many other factors over which the Issuer has no control may affect the trading market for, and trading value of, the Bonds. These factors include the time remaining to the maturity of the Bonds, the outstanding amount of the Bonds and the level, direction and volatility of market interest rates, generally. 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 shall constitute the general, direct, unconditional and unsecured obligations of the Issuer and shall be guaranteed in respect of both the interest due and the principal amount under said Bonds by the Guarantor, and shall at all times rank *pari passu*, without any priority or preference among themselves and, save for such exceptions as may be provided by applicable law, shall rank without priority and preference to all other present and future unsecured obligations of the Issuer and the Guarantor. The Bonds will, however, rank subordinate to the present and future secured creditors of the Issuer and the Guarantor. In view of the fact that the Bonds are being guaranteed by the Guarantor, Bondholders are entitled to request the Guarantor to pay both the interest due and the principal amount under said Bonds if the Issuer fails to meet any amount, when due. The strength of this undertaking on the part of the Guarantor and, therefore, the level of recoverability by the Bondholders from the Guarantor of any amounts due under any of the Bonds is dependent upon and directly linked to the financial position and solvency of the Guarantor, such that the level of recoverability is further dependent upon the existence or otherwise of any prior ranking claims over the assets of the Guarantor. Furthermore, subject to the negative pledge clause (sub-section 6.7 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 and of the Guarantor, as the case may be, for so long as such security interests remain in effect.
- In the event that the Issuer wishes to amend any of the Terms and Conditions of issue of the Bonds it shall call a meeting of Bondholders in accordance with the provisions of sub-section 6.18 of this Securities Note. These provisions permit defined majorities to bind all Bondholders, including Bondholders who do not attend and vote at the relevant meeting and Bondholders who vote in a manner contrary to the majority.
- The Bonds are based on the requirements of the Listing Rules of the Listing Authority, the Companies Act and the Commission Regulation EC No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council in effect as at the date of the Prospectus. No assurance can be given as to the impact of any possible judicial decision or change in law or administrative practice after the date of the Prospectus.



3. PERSONS RESPONSIBLE

This Securities Note includes information given in compliance with the Listing Rules for the purpose of providing prospective investors with information with regard to the Issuer and the Guarantor. The Directors, whose names appear in sub-section 4.1 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, 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 accept responsibility accordingly.

4. CONSENT FOR USE OF THE PROSPECTUS

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

As explained in sub-section 6.3 of this Securities Note, in the event that not all of the Bonds are subscribed to by Existing Bondholders, the remaining balance shall be made available for subscription by Authorised Financial Intermediaries through an Intermediaries' Offer.

For the purposes of any subscription for Bonds by Authorised Financial Intermediaries pursuant to such an Intermediaries' Offer and any subsequent resale, placement or other offering of Bonds by Authorised Financial Intermediaries participating in the Intermediaries' Offer in circumstances where there is no exemption from the requirement to publish a prospectus under the Prospectus Directive, the Issuer consents to the use of the Prospectus (and accepts responsibility for the information contained therein in accordance with the terms thereof) 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 in terms of the Intermediaries' Offer by Authorised Financial Intermediaries participating in the Intermediaries' Offer;
- b) to any resale, placement or other offering of Bonds subscribed for as aforesaid, taking place in Malta; and
- c) to any resale, placement or other offering of Bonds subscribed for as aforesaid, taking place within the period of 60 days from the date of the Prospectus.

There are no other conditions attached to the consent given by the Issuer hereby which are relevant for the use of the Prospectus.

All information on the Terms and Conditions of the Bonds which is offered to any prospective investor by Authorised Financial Intermediaries is to be provided by such Authorised Financial Intermediaries to the prospective investor prior to such investor subscribing to any Bonds. Any interested investor has the right to request that Authorised Financial Intermediaries provide the investor with all and any information on the Prospectus, including the Terms and Conditions of the Bonds.

Neither the Issuer nor the Sponsor & Manager have 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, placement or other offering of Bonds.

Other than as set out above, neither the Issuer nor the Sponsor & Manager have authorised (nor do they authorise or consent to the use of the 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 & Manager and neither the Issuer nor the Sponsor & Manager have any responsibility or liability for the actions of any person making such offers.

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



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

In the event of a resale, placement or other offering of Bonds by an Authorised Financial Intermediary subsequent to the Intermediaries' Offer, the said Authorised Financial Intermediary shall be responsible to provide information to prospective 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 price, allocations and settlement arrangements. Where such information is not contained in the Prospectus, it will be the responsibility of the relative Authorised Financial Intermediary at the time of such resale, placement or other offering to provide the prospective investor with that information and neither the Issuer nor the Sponsor & Manager have any responsibility or liability for such information.

Any Authorised Financial Intermediary using the Prospectus in connection with a resale, placement or other offering of Bonds subsequent to the Intermediaries' Offer 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 the 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.corinthiacorporate.com.

5. KEY INFORMATION

5.1 Reasons for the Issue and Use of Proceeds

The proceeds from the Bond Issue, which net of Issue expenses are expected to amount to approximately €39,575,000, will be used by the Issuer for the purpose of purchasing Exchangeable Bonds from Existing Bondholders, for cancellation, by way of Exchangeable Bond Transfer, and for the purpose of redeeming any Exchangeable Bonds remaining in issue as at 24 September 2016, being the first early date of redemption of the Exchangeable Bonds (as at the date of the Prospectus the total value of Exchangeable Bonds in issue stands at €39,927,600);

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 for the purpose set out above. The balance required to complete the redemption of the remaining Exchangeable Bonds on 24 September 2016 will be raised by the Group from own funds.

5.2 Estimated Expenses and Proceeds of the Issue

Professional fees and costs related to publicity, advertising, printing, listing, registration, sponsor, management, registrar fees, selling commission and other miscellaneous costs incurred in connection with this Bond Issue, are estimated not to exceed €425,000 and shall be borne by the Issuer. No expenses will be specifically charged to any Bondholder who subscribes for the Bonds. The amount of the expenses will be deducted from the proceeds of the Issue, which, accordingly, will bring the estimated net proceeds from the Bond Issue to €39,575,000. There is no particular order of priority with respect to such expenses.



SECURITIES NOTE

5.3 Issue Statistics

Allocation preference to holders of Exchangeable Bonds:

- (i) Existing Bondholders applying for Bonds may elect to settle all or part of the amount due on the Bonds applied for by the transfer to the Issuer of Exchangeable Bonds at par value, subject to a minimum holding of €2,000 in Bonds. Any Existing Bondholders whose holding in Exchangeable Bonds is less than €2,000 shall be required to pay the difference together with the submission of their Application Form (“Cash Top-Up”).

Existing Bondholders electing to subscribe for Bonds through the transfer to the Issuer of all or part of the Exchangeable Bonds held by them as at the Cut-off Date (“Exchangeable Bond Transfer”) shall be allocated Bonds for the corresponding nominal value of Exchangeable Bonds transferred to the Issuer (including Cash Top-Up, where applicable).

The transfer of Exchangeable Bonds to the Issuer in consideration for the subscription for Bonds shall cause the obligations of the Issuer with respect to such Exchangeable Bonds to be extinguished, and shall give rise to obligations on the part of the Issuer under the Bonds.

Bonds applied for by Existing Bondholders by way of Exchangeable Bond Transfer as described above shall be allocated prior to any other allocation of Bonds;

- (ii) an Existing Bondholder wishing to apply for a number of Bonds exceeding in value the aggregate nominal value of Exchangeable Bonds held by them as at the Cut-off Date may subscribe for such additional Bonds in terms of sub-section 6.2.2 below;

Amount:	€40,000,000;
Application Forms made available:	22 March 2016;
Bond Issue Price:	at par (€100 per Bond);
Closing date for Applications to be received from Existing Bondholders:	8 April 2016 at 14:00 hours;
Denomination:	Euro (€);
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;
Governing law and jurisdiction:	the Prospectus and the Bonds are governed by and shall be construed in accordance with Maltese law. The Maltese Courts shall have exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Prospectus and/or the Bonds;
Interest:	the Bonds shall bear interest from and including 12 April 2016 at the rate of 4.25% per annum payable annually in arrears on the Interest Payment Dates;
Interest Payment Date:	annually on 12 April between and including each of the years 2017 and 2026, as from 12 April 2017 (the first interest payment date);
Intermediaries’ Offer:	in the event that following the subscription of Bonds by Existing Bondholders there remain Bonds which are unallocated, such Bonds shall form part of an Intermediaries’ Offer as set out in sub-section 6.3 of this Securities Note;
ISIN:	MT0000101262;
Issue:	Bonds having a nominal value of €100 each, which will be issued at par and bearing interest at the rate of 4.25% per annum;



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Issue Period:	the period between 08:30 hours on 22 March 2016 and 12:00 hours on 12 April 2016;
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;
Minimum amount per subscription:	minimum of €2,000 and multiples of €100 thereafter;
Plan of distribution:	the Bonds are open for subscription to Existing Bondholders and to Authorised Financial Intermediaries pursuant to the Intermediaries' Offer in respect of any balance of Bonds not subscribed to by Existing Bondholders as aforesaid;
Redemption Date:	12 April 2026;
Redemption Value:	at par (€100 per Bond);
Status of the Bonds:	the Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer, guaranteed by the Guarantor, and shall at all times rank <i>pari passu</i> , without any priority or preference among themselves and with other outstanding and unsecured debt of the Issuer and the Guarantor, present and future;
Subscription:	multiples of one hundred Euro (€100).

5.4 Interest of Natural and Legal Persons involved in the Issue

Save for the possible subscription for Bonds by Authorised Financial Intermediaries (which includes the Sponsor & Manager) and any fees payable in connection with the Bond Issue to Charts Investment Management Service Limited as Sponsor & Manager, so far as the Issuer is aware no person involved in the Issue has an interest material to the Bond Issue.

5.5 Expected Timetable of Principal Events

1	Application Forms mailed to Existing Bondholders as at the Cut-off Date	21 March 2016
2	Closing date for Applications to be received from Existing Bondholders	8 April 2016 (by 14:00)
3	Intermediaries Offer*	12 April 2016
4	Commencement of interest on the Bonds	12 April 2016
5	Announcement of basis of acceptance	14 April 2016
6	Dispatch of allotment advices and refunds (if any)	21 April 2016
7	Expected date of admission of the Bonds to listing	21 April 2016
8	Expected date of commencement of trading in the Bonds	22 April 2016

* In the event that the total amount of Applications received from Existing Bondholders exceeds €40,000,000, the Intermediaries' Offer will not take place.



6. INFORMATION CONCERNING THE BONDS

Each Bond shall be issued on the terms and conditions set out in this Securities Note and, by subscribing to or otherwise acquiring the Bonds, the Bondholders are deemed to have knowledge of all the terms and conditions of the Bonds hereafter described and to accept and be bound by the said terms and conditions.

6.1 General

- 6.1.1 Each Bond forms part of a duly authorised issue of 4.25% unsecured bonds 2026 of a nominal value of €100 per Bond issued by the Issuer at par up to the principal amount of €40,000,000 (except as otherwise provided under sub-section 6.17 "Further Issues" below). The issue date of the Bonds is 21 April 2016.
- 6.1.2 The currency of the Bonds is Euro (€).
- 6.1.3 The Bonds shall bear interest at the rate of 4.25% per annum payable annually in arrears on 12 April of each year, the first interest payment falling on 12 April 2017. 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.
- 6.1.4 Subject to admission to listing of the Bonds to the Official List, the Bonds are expected to be assigned ISIN: MT0000101262.
- 6.1.5 The Bonds are expected to be listed on the Official List on 21 April 2016 and dealing is expected to commence on 22 April 2016.
- 6.1.6 All outstanding Bonds not previously purchased and cancelled shall be redeemed by the Issuer at par (together with interest accrued to the date fixed for redemption) on the Redemption Date.
- 6.1.7 In the event that Existing Bondholders applying for additional Bonds and/or Authorised Financial Intermediaries participating in an Intermediaries' Offer have been allocated a number of Bonds which is less than the number applied for, then such subscriber 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 or subscription agreement (as the case may be), at the subscriber's sole risk within five (5) Business Days from the date of final allocation. Neither the Issuer nor the Registrar will be responsible for any charges, loss or delays in transmission of the refunds. In this regard, any monies returnable to Applicants may be retained pending clearance of the remittance or surrender of the Exchangeable Bonds, as the case may be, and any verification of identity as required by the Prevention of Money Laundering Act, 1994 (Chapter 373 of the laws of Malta) and regulations made thereunder. Such monies will not bear interest while retained as aforesaid.
- 6.1.8 There are no special rights attached to the Bonds other than the right of the Bondholders to the payment of capital and interest (as detailed below) and in accordance with the ranking specified in sub-section 6.6 of this Securities Note.
- 6.1.9 Applications for subscriptions to the Bonds may be made through any of the Authorised Financial Intermediaries during the Issue Period. If the Application Form(s) and proof of payment of cleared funds do not reach the Authorised Financial Intermediaries by the close of the Issue Period, the Application will be deemed to have been declined. The minimum subscription amount of Bonds that can be subscribed for by Applicants is €2,000, and in multiples of €100 thereafter.
- 6.1.10 The Bond Issue shall close on the earlier of: (i) the date on which the aggregate amount of Applications received reaches €40,000,000; or (ii) if following the allocation of all Bonds applied for as set out in para (i) the full €40,000,000 of Bonds would not have been allocated, on the lapse of the Intermediaries' Offer. The Issuer will determine and announce the allocation policy for the Bonds within two (2) Business Days of the closing of the Issue Period. The results of the offer, including the allocation policy, will be announced through a company announcement. It is expected that allotment letters will be dispatched to Bondholders within five (5) Business Days of the date of the announcement of the allocation policy.
- 6.1.11 The issue of the Bonds is made in accordance with the requirements of the Listing Rules, the Act and the Regulation.
- 6.1.12 The Bond Issue is not underwritten.



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6.2 Terms and Conditions of Application specific to Holders of Exchangeable Bonds

- 6.2.1 The consideration payable by Existing Bondholders applying for Bonds may be settled, after submitting the appropriate pre-printed Application Form, by the transfer to the Issuer of all or part of the Exchangeable Bonds held by such Applicant as at the Cut-off Date, subject to a minimum application of €2,000, which transfer shall be effected at the par value of the Exchangeable Bonds. Any Existing Bondholders whose holding in Exchangeable Bonds is less than €2,000 shall be required to pay the difference together with the submission of their Application Form (the “Cash Top-Up”).

Existing Bondholders electing to subscribe for Bonds through Exchangeable Bond Transfer shall be allocated Bonds for the corresponding nominal value of Exchangeable Bonds transferred to the Issuer (including Cash Top-Up, where applicable). The transfer of Exchangeable Bonds to the Issuer in consideration for the subscription for Bonds shall cause the obligations of the Issuer with respect to such Exchangeable Bonds to be extinguished, and shall give rise to obligations on the part of the Issuer under the Bonds.

Bonds applied for by Existing Bondholders by way of Exchangeable Bond Transfer shall be allocated prior to any other allocation of Bonds.

- 6.2.2 In addition to the aforesaid, Existing Bondholders transferring all of the Exchangeable Bonds held by them as at the Cut-off Date pursuant to sub-section 6.2.1 above may apply for an amount of Bonds in excess of the amount of Exchangeable Bonds being transferred. In such case Existing Bondholders may subscribe for additional Bonds, in multiples of €100, by appropriate entry in the Application Form.

Existing Bondholders shall have a guarantee in the allocation of Bonds solely with respect to that number of Bonds for which payment is being made by means of an Exchangeable Bond Transfer, subject to a Cash Top-Up as and if applicable.

The Issuer has not reserved any maximum amount of Bonds being issued for subscription by Existing Bondholders electing to subscribe for Bonds through Exchangeable Bond Transfer, subject to the outstanding amount of the Exchangeable Bonds, which, as at the date of the Prospectus, amounted to €39,927,600, plus Cash Top-Ups but in any case not exceeding €40,000,000.

Existing Bondholders on the Cut-off Date who do not elect to avail themselves of the possibility to exchange their investment in terms of the procedure outlined herein shall receive all capital with interest accrued on 24 September 2016, being the first early date of redemption of the Exchangeable Bonds.

All applications for the subscription of Bonds by Existing Bondholders by means of Exchangeable Bond Transfer must be submitted on pre-printed Application Forms to any Authorised Financial Intermediary by 14:00 hours of 8 April 2016.

- 6.2.3 Payment by Applicants of the Cash Top-Up referred to in sub-section 6.2.1 of this Securities Note and the full price of the additional Bonds applied for, referred to in sub-section 6.2.2 above, shall be made in Euro and in cleared funds at the Bond Issue Price, in either cash or by cheque payable to “The Registrar – Corinthia Finance Bond Issue 2016”.

- 6.2.4 By submitting a signed pre-printed Application Form indicating that the Exchangeable Bond Transfer is being selected as consideration for the Bonds being applied for, the Applicant is thereby confirming:

- i. that all or part (as the case may be) of the Exchangeable Bonds held by the Applicant on the Cut-off Date are being transferred to the Issuer, together with the payment due in respect of any Cash Top-Up, as and if applicable;
- ii. that the pre-printed Application Form constitutes the Applicant’s irrevocable mandate to the Issuer to:
 - a. cause the transfer of the said Exchangeable Bonds in the Issuer’s name in consideration of the issue of Bonds; and
 - b. engage, at the Issuer’s cost, the services of such brokers or intermediaries as may be necessary to fully and effectively vest title in the said Exchangeable Bonds in the Issuer and fully and effectively vest title in the appropriate number of Bonds in the Applicant;



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iii. that in respect of the payment of the Cash Top-Up in terms of sub-section 6.2.1 and/or the exercise of the option to subscribe to additional Bonds set out in sub-section 6.2.2 above, the Applicant's remittance will be honoured on first presentation and agrees that, if such remittance is not so honoured on its first presentation, the Issuer and the Registrar reserve the right to invalidate the relative Application, and furthermore the Applicant will not be entitled to receive a registration advice or to be registered in the register of Bondholders, unless the Applicant makes payment in cleared funds and such consideration is accepted by the Issuer, acting through the Registrar (which acceptance shall be made in the Issuer's absolute discretion and may be on the basis that the Applicant indemnifies the Issuer against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of the Applicant's remittance to be honoured on first presentation).

6.2.5 Where the Applicant is the holder of Exchangeable Bonds which as at the Cut-off Date are held subject to usufruct, the signatures of both the bare owner and the usufructuary will be required in the Application Form.

6.3 Intermediaries' Offer

In the event that following the subscription of Bonds by Existing Bondholders there remain Bonds which are unallocated, such Bonds shall form part of an Intermediaries' Offer to be held on 12 April 2016. As such, the Issuer shall enter into conditional subscription agreements with a number of Authorised Financial Intermediaries for the subscription of the resultant balance of Bonds, whereby it will bind itself to allocate Bonds to such investors during the Intermediaries' Offer.

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 for, a number of Bonds subject to being admitted to trading on the Official List. The subscription agreements will become binding on each of the Issuer and the respective Authorised Financial Intermediaries upon delivery, provided that these intermediaries would have paid to the Issuer or Registrar, as the case may be, all subscription proceeds in cleared funds on delivery of the subscription agreement.

Authorised Financial Intermediaries subscribing for Bonds may do so for their own account or for the account of underlying customers, including retail customers, and shall, in addition, be entitled to distribute any portion of the Bonds subscribed for upon commencement of trading.

6.4 Plan of Distribution and Allotment

Applications for subscription to the Bonds may be made through any of the Authorised Financial Intermediaries. The Bonds are open for subscription by:

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

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 or surrender of the Exchangeable Bonds, as the case may be, and any verification of identity as required by the Prevention of Money Laundering Act, 1994 (Chapter 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.



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6.5 Allocation Policy

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

- i. first to Existing Bondholders up to the extent of their holdings of Exchangeable Bonds on the Cut-off Date to be utilised for the purposes of the payment of consideration of Bonds, subject to the minimum holding of €2,000;
- ii. the balance of the Bonds not subscribed for by Existing Bondholders limitedly by means of an Exchangeable Bond Transfer, if any, shall be made available for subscription to Existing Bondholders in respect of any additional Bonds applied for other than by Exchangeable Bond Transfer exceeding in value the aggregate nominal value of Exchangeable Bonds held by them as at the Cut-off Date, *pari passu* without priority or preference between them and in accordance with the allocation policy as determined by the Issuer; and
- iii. in the event that following the allocations made pursuant to paragraphs (i) and (ii) above there shall still remain unallocated Bonds, the Issuer shall offer such remaining Bonds to Authorised Financial Intermediaries through an Intermediaries' Offer as detailed in sub-section 6.3 above. Applications received from Authorised Financial Intermediaries through an Intermediaries' Offer, if any, shall be allocated without priority or preference and in accordance with the allocation policy as determined by the Issuer.

Accordingly, in the event that an Existing Bondholder applies for additional Bonds other than by Exchangeable Bond Transfer, no guarantee shall be given with respect to the excess Bonds applied for but such excess Bonds shall be subject to such allocation policy as shall be determined by the Issuer, as aforesaid.

Within two (2) Business Days from closing of the Issue Period the Issuer shall announce the result of the Issue and shall determine and announce the basis of acceptance of Applications and allocation policy to be adopted through a company announcement.

6.6 Status and Ranking of the Bonds

The Bonds shall constitute the general, direct, unconditional and unsecured obligations of the Issuer and shall be guaranteed in respect of both the interest and the principal amount due under said Bonds by the Guarantor, and shall at all times rank *pari passu*, without any priority or preference among themselves and with other outstanding and unsecured debt of the Issuer and Guarantor, present and future. Furthermore, subject to the negative pledge clause set out in sub-section 6.7 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 and of the Guarantor, as the case may be, for so long as such security interests remain in effect. As at the date of this Securities Note, the Issuer does not have any subordinated indebtedness.

The following sets out a summary of the Group's indebtedness which as at 31 December 2015 amounted to €486.88 million, and includes bank loans, corporate bonds and other borrowings from related parties. The bank borrowings listed below are secured by the privileges, hypothecs and other security described below. The indebtedness being created by the Bonds, together with the other issued bonds, ranks after all 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 privilege and/or a hypothec.



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CPHCL Group Borrowings as at 31 December 2015

Borrower	Amount (€'000)	Principal security
Corinthia Palace Hotel Company Limited	5,142	Hypothec on Corinthia Palace Hotel & Spa and land at Marsa, CPHCL shares in IHI, corporate guarantees
Panorama Hotel Prague	15,342	Hypothec on Panorama Hotel Prague
Pankrac Property Holdings s.r.o.	1,286	Hypothec on garage at Pankraz and pledge on leasing contracts
Aquincum Hotel Budapest	13,732	Hypothec on Aquincum Hotel Budapest
Ramada Plaza Tunis hotel	5,397	Hypothec on Ramada Plaza Tunis hotel, CPHCL shares in IHI
Swan Laundry and Drycleaning Co Ltd	52	Company's assets and corporate guarantee
Corinthia Construction (Overseas) Limited	2,100	CPHCL shares in IHI
QP Management Ltd	400	CPHCL shares in IHI
Corinthia Hotel St George's Bay	12,000	Hypothec on Corinthia Hotel St George's Bay and corporate guarantee
Corinthia Hotel Budapest	26,937	Hypothec on Corinthia Hotel Budapest
Corinthia Hotel St Petersburg	54,146	Hypothec on Corinthia Hotel St Petersburg
Corinthia Hotel Lisbon	28,961	Hypothec on Corinthia Hotel Lisbon
Corinthia Hotel Tripoli	36,667	Hypothec on Corinthia Hotel Tripoli
Corinthia Hotel Prague	28,586	Hypothec on Corinthia Hotel Prague
Marina Hotel	8,295	Hypothec on Marina Hotel
CHI	477	Corporate guarantees by CPHCL and IHI
IHI p.l.c.	5,000	Corporate guarantee
Radisson Blu Resort St Julians	3,245	Hypothec on Radisson Blu Resort St Julians and corporate guarantees
Island Caterers Ltd	64	Corporate guarantee
Buttigieg Holdings Ltd	246	Corporate guarantees and property at Tal-Handaq
Costa Coffee (Malta/Spain)	1,496	Corporate guarantees and property at Tal-Handaq
Bank overdrafts	15,748	Hypothecs on various Group properties and corporate guarantees
	<u>265,319</u>	
6% Corinthia Finance plc 2022	7,500	unsecured
6.25% Corinthia Finance plc 2016 - 2019	39,968	unsecured
6.25% IHI Bonds 2017 - 2020	24,832	unsecured
5.8% IHI Bonds 2021	20,000	unsecured
5.8% IHI Bonds 2023	10,000	unsecured
5.75% IHI Bonds 2025	45,000	unsecured
IHI Bond issue costs	(1,566)	
6.5% IHGH Bonds 2017 - 2019	14,000	unsecured
6% IHGH Bonds 2024	35,000	unsecured
IHGH Bond issue costs	(628)	
	<u>194,106</u>	
Other interest bearing borrowings		
Shareholders' loans	20,631	unsecured
Other loans	6,825	unsecured
	<u>27,456</u>	
Total borrowings and bonds	<u><u>486,881</u></u>	



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6.7 Negative Pledge

The Issuer and Guarantor undertake, 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 and Guarantor, 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 or the Guarantor;

"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 or the Guarantor, in an aggregate outstanding amount not exceeding 80% of the difference between the value of the unencumbered assets of the Issuer and the Guarantor 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 and Guarantor being less than 104.25% of the aggregate principal amount of the Bonds still outstanding;

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

6.8 Rights attaching to the Bonds

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

- i. the payment of interest;
- ii. the payment of capital;
- iii. ranking with respect to other indebtedness of the Issuer in accordance with the provisions of sub-section 6.6 hereof;
- iv. attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions of the Bond Issue; and
- v. enjoy all such other rights attached to the Bonds emanating from the Prospectus.

6.9 Interest

6.9.1 The Bonds shall bear interest from and including 12 April 2016 at the rate of 4.25% per annum on the nominal value thereof, payable annually in arrears on each Interest Payment Date. The first interest payment will be effected on 12 April 2017 (covering the period 12 April 2016 to 11 April 2017). 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 (Chapter 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 (5) years.

6.9.2 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.



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6.9.3 Ann Exchangeable Bond Transfer (as defined in sub-section 6.2.1 above) shall be without prejudice to the rights of the holders of Exchangeable Bonds to receive interest on the Exchangeable Bonds up to and including 23 September 2016.

6.9.4 The Issuer intends to settle the difference between the coupon rates of 6.25% on the Exchangeable Bonds and 4.25% on the Bonds, from 12 April 2016 up to 23 September 2016, to all persons holding Exchangeable Bonds who would have submitted their Application Forms by not later than 8 April 2016 and, consequently, exercising their option to subscribe for Bonds and settle the consideration for Bonds by transferring their Exchangeable Bonds to the Issuer as mentioned above. The aforesaid difference between coupon rates shall be settled by the Issuer on 24 September 2016 (being the redemption date of the Exchangeable Bonds).

6.10 Yield

For Bonds issued at the Bond Issue Price, the gross yield calculated on the basis of the Interest, the Bond Issue Price and the Redemption Value of the Bonds at Redemption Date is 4.25%.

6.11 Registration, Form, Denomination and Title

6.11.1 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.

6.11.2 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.

6.11.3 The Bonds will be issued in fully registered form, without interest coupons, in denominations of any integral multiple of €100, provided that on subscription 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.

6.11.4 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 sub-section 6.16 of this Securities Note.

6.12 Pricing

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

6.13 Payments

6.13.1 Payment of the principal amount of the 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, 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.

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.



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- 6.13.2 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, loss or delay in transmission.
- 6.13.3 All payments with respect to the Bonds are subject in all cases to any pledge (duly constituted) and 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.
- 6.13.4 No commissions or expenses shall be charged by the Issuer to the Bondholders in respect of payments made in accordance with this sub-section 6.13. The Issuer shall not be liable for charges, expenses and commissions levied by parties other than the Issuer.

6.14 Redemption and Purchase

- 6.14.1 Unless previously purchased and cancelled, the Issuer hereby irrevocably covenants in favour of each Bondholder that the Bonds will be redeemed at their nominal value (together with accrued interest) on 12 April 2026. In such a case the Issuer shall be discharged of any and all payment obligations under the Bonds upon payment made net of any withholding or other taxes due or which may be due under Maltese law and which is payable by the Bondholders.
- 6.14.2 Subject to the provisions of this sub-section 6.14, 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.
- 6.14.3 All Bonds so redeemed or purchased will be cancelled forthwith and may not be re-issued or re-sold.

6.15 Events of Default

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

- (i) the Issuer or, in the event of default by the Issuer, the Guarantor, 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 and/or the Guarantor, as the case may be, by any Bondholder; or
- (ii) the Issuer or, in the event of default by the Issuer, the Guarantor, duly fails 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
- (iii) an order is made or resolution passed or other action taken for the dissolution, termination of existence, liquidation, winding-up or bankruptcy of the Issuer and/or the Guarantor; or
- (iv) the Issuer and/or the Guarantor stop or suspend payments (whether of principal or interest) with respect to all or any class of their debts or announce an intention to do so or cease or threaten to cease to carry on their business or a substantial part of their business; or
- (v) the Issuer and/or the Guarantor are unable, or admit in writing their inability, to pay their debts as they fall due or otherwise become insolvent; or



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- (vi) there shall have been entered against the Issuer and/or the Guarantor 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 five million Euro (€5,000,000) 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
- (vii) any default occurs and continues for ninety (90) days under any contract or document relating to any Financial Indebtedness (as defined in sub-section 6.7 above) of the Issuer and/or the Guarantor in excess of five million Euro (€5,000,000) or its equivalent at any time.

6.16 Transferability of the Bonds

- 6.16.1 The Bonds are freely transferable and, once admitted to the Official List, shall be transferable only in whole (in multiples in €100) in accordance with the rules and regulations of the MSE applicable from time to time.
- 6.16.2 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.
- 6.16.3 All transfers and transmissions are subject in all cases to any pledge (duly constituted) of the Bonds and to any applicable laws and regulations.
- 6.16.4 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 Bondholder.
- 6.16.5 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 or the due date for redemption.

6.17 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.

6.18 Meetings of Bondholders

- 6.18.1 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.
- 6.18.2 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) days 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



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been granted or withheld. Subject to having obtained the necessary approval by the Bondholders in accordance with the provisions of this sub-section 6.18 at a meeting called for that purpose as aforesaid, any such decision shall subsequently be given effect to by the Issuer.

- 6.18.3 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.
- 6.18.4 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 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 at the commencement of the meeting, 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.
- 6.18.5 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.
- 6.18.6 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 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.
- 6.18.7 The voting process shall be managed by the Issuer's company secretary under the supervision and scrutiny of the auditors of the Issuer.
- 6.18.8 The proposal placed before a meeting of Bondholders shall only be considered approved if at least sixty-five per cent (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.
- 6.18.9 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.

6.19 Authorisations and Approvals

The Directors of the Issuer authorised the Bond Issue and the publication of the Prospectus pursuant to a board of directors' resolution passed on 17 February 2016. The Guarantee being given by the Guarantor in respect of the Bonds has been authorised by a resolution of the board of directors of CPHCL dated 17 February 2016.

6.20 Admission to Trading

- 6.20.1 The Listing Authority has authorised the Bonds as admissible to Listing pursuant to the Listing Rules by virtue of a letter dated 18 March 2016.
- 6.20.2 Application has been made to the Malta Stock Exchange for the Bonds being issued pursuant to the Prospectus to be listed and traded on its Official List.



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6.20.3 The Bonds are expected to be admitted to the Malta Stock Exchange with effect from 21 April 2016 and trading is expected to commence on 22 April 2016. Dealing may commence prior to notification of the amount allotted being issued to Applicants.

6.21 Representations and Warranties

6.21.1 The Issuer represents and warrants to Bondholders, that shall be entitled to rely on such representations and warranties, that:

- (i) it is duly incorporated and validly existing under the laws of Malta and has the power to carry on its business as it is now being conducted and to hold its property and other assets under legal title; and
- (ii) it has the power to execute, deliver and perform its obligations under the Prospectus and that all necessary corporate, shareholder and other actions have been duly taken to authorise the execution, delivery and performance of the same, and further that no limitation on its power to borrow or guarantee shall be exceeded as a result of the Terms and Conditions or the Prospectus.

6.21.2 The Prospectus contains all relevant material information with respect to the Issuer and the Guarantor and all information contained in the Prospectus is in every material respect true and accurate and not misleading, and there are no other facts in relation to the Issuer and/or the Guarantor, their respective businesses and financial position, the omission of which would, in the context of issue of the Bonds, make any statement in the Prospectus misleading or inaccurate in any material respect.

6.22 Bonds held Jointly

In respect of any Bonds held jointly by several persons (including husband and wife), the joint holders shall nominate one (1) of their number as their representative and his/her name will be entered in the register with such designation. The person whose name shall be inserted in the field entitled "Applicant" on the Application Form, or the 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. Such person shall, for all intents and purposes, be deemed to be the registered holder of the Bond/s so held.

6.23 Bonds held Subject to Usufruct

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-a-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).

6.24 Governing Law and Jurisdiction

6.24.1 The Bonds are governed by and shall be construed in accordance with Maltese law.

6.24.2 Any legal action, suit or proceedings against the Issuer and/or the Guarantor arising out of or in connection with the Bonds and/or the Prospectus shall be brought exclusively before the Maltese courts.

6.25 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/her/its registered address and posted.



7. TAXATION

7.1 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 the Bonds and 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 issue of the Prospectus, in respect of a subject on which no official guidelines exist. Prospective 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.

7.2 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 said Income Tax Act. 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 if paid net of tax. No person shall be charged to further tax in respect of such income and the tax deducted shall not be available as a credit against the recipient's tax liability or available as a refund.

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 bond 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 Malta Commissioner of 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 and 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.

7.3 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 Malta Commissioner of Inland Revenue 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.



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7.4 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.

7.5 Duty on Documents and Transfers

In terms of article 50 of the Financial Markets Act (Cap. 345 of the Laws of Malta), in view of the fact that 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.

8. TERMS AND CONDITIONS OF THE BOND ISSUE

- (i) The issue and allotment of the Bonds is conditional upon the Bonds being admitted to the Official List. In the event that the Bonds are not admitted to the Official List, no Exchangeable Bond Transfers (see section 6.2.1 above) shall take effect, and 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.
- (ii) In view of the fact that the proceeds of the Bond Issue are intended to be applied to the redemption of the outstanding amount of the Exchangeable Bonds, the Issuer has not established an aggregate minimum subscription level for the Bond Issue. 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.
- (iii) 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.
- (iv) Any person, whether natural or legal, shall be eligible to submit an Application Form and any one (1) person, whether directly or indirectly, should not submit more than one (1) Application Form. 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.
- (v) 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.
- (vi) 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 Form 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.



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- (vii) 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.
- (viii) 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.
- (ix) It is the responsibility of any person outside Malta wishing to make any Application to satisfy himself/herself/itself 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.
- (x) 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 Form 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. In the case of joint Applications, reference to the Applicant in these Terms and Conditions is a reference to each Applicant, and liability therefor is joint and several.
- (xi) Save where the context requires otherwise, terms defined in the Prospectus bear the same meaning when used in these Terms and Conditions, in the Application Form, in any of the Annexes and in any other document issued pursuant to the Prospectus.
- (xii) The Issuer has not sought assessment of the Bonds by any independent credit rating agency.
- (xiii) Subject to all other terms and conditions set out in the Prospectus, the Issuer reserves the right to revoke the Issue at any time before the closing of the Issue Period. The circumstances in which such revocation might occur are expected to be exceptional, for example where a significant change in market conditions occurs.
- (xiv) The Bonds will be issued in multiples of €100. The minimum subscription amount of Bonds that can be subscribed for by all Applicants is €2,000.
- (xv) 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 (Chapter 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.
- (xvi) 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 Guarantor 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;



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- c) authorises the Registrar and the Directors to include his/her/its name or, in the case of joint Applications the first named Applicant, in the register of debentures of the Issuer in respect of the Bonds allocated to such Applicant and further 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 (Chapter 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/it 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, the Guarantor 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/its remittance or surrender of the Exchangeable Bonds, as the case may be, and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 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/its 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/its 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) and that he/she/it is not 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, unless indicated otherwise on the Application Form in accordance with the instructions on the Application Form;
- j) agrees that Charts Investment Management Service Limited will not, in its capacity of Sponsor & Manager, treat the Applicant as its 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 and any returned monies, including refunds of all unapplied Application monies, will be sent at the Applicant's own risk and may be sent, in the case of documents, 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 and in the case of monies by direct credit into the Applicant's bank account as indicated by the Applicant on 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;
- m) irrevocably offers to purchase the number of Bonds specified in his/her/its Application Form (or any smaller number for which the Application is accepted) at the Bond Issue Price subject to the Prospectus, the terms and conditions thereof and the Memorandum and Articles of Association of the Issuer;
- n) warrants that his/her/its remittance will be honoured on first presentation and agrees that if such remittance is not so honoured he/she/it will not be entitled to receive a registration advice, or to be registered in the register of debentures or to enjoy or receive any rights in respect of such Bonds unless and until payment in cleared funds for such Bonds is received and accepted by the Issuer and/or the Registrar (which acceptance shall be made in the absolute discretion of the Issuer and/or the Registrar and may be on the basis that the Issuer and/or the Registrar is indemnified against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of such remittance to be honoured on first presentation) and that, at any time prior to unconditional acceptance by the Issuer and/or the Registrar of such late payment in respect of such Bonds, the Issuer and/or the Registrar may (without prejudice to other rights) treat the agreement to allocate such Bonds as void and may allocate such Bonds to some other person, in which case the Applicant will not be entitled to any refund or payment in respect of such Bonds (other than return of such late payment);



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- o) agrees that all Applications, acceptances of applications and contracts resulting therefrom will be governed by, and construed in accordance with, Maltese law and that he/she/it submits to the exclusive jurisdiction of the Maltese Courts and agrees that nothing shall limit the right of the Issuer to bring any action, suit or proceeding arising out of or in connection with any such Applications, acceptances of applications and contracts in any other manner permitted by law in any court of competent jurisdiction;
- p) warrants that if he/she signs the Application Form on behalf of another party or on behalf of a corporation or corporate entity or association of persons, he/she has due authority to do so and such person, corporation, corporate entity or association of persons will also be bound accordingly, and will be deemed also to have given the confirmations, warranties and undertakings contained in these Terms and Conditions;
- q) warrants that he/she is not under the age of eighteen (18) years or if he/she is lodging an Application in the name and for the benefit of a minor, warrants that he/she is the parents or legal guardian/s of the minor;
- r) confirms that, in the case of a joint Application entered into in joint names, the first named Applicant shall be deemed the holder of the Bonds; and
- s) agrees that, in all cases, any refund of unallocated Application monies will be sent to the Applicant by direct credit into the Applicant's bank account as indicated by the Applicant on the Application Form. No interest shall be due on refunds. The Issuer shall not be responsible for any changes, loss or delay in transmission.



Annex A – The Guarantee



**CORINTHIA GROUP
OF COMPANIES**

To All Bondholders:

Reference is made to the issue of €40,000,000 4.25% unsecured bonds due 2026 (the “**Bonds**”) by Corinthia Finance p.l.c. (the “**Issuer**”) pursuant to and subject to the terms and conditions contained in a Prospectus to be dated 18 March 2016 (the “**Prospectus**”).

Now, therefore, by virtue of this Guarantee CPHCL hereby stands surety with the Issuer and irrevocably and unconditionally undertakes to effect the due and punctual performance of all the payment obligations undertaken by the Issuer under the Bonds if the Issuer fails to do so and, without prejudice to the generality of the foregoing, undertakes to pay on an on-going basis, interest which may become due and payable during the term of the Bonds and the principal amount of the Bonds on the Redemption Date should the Issuer default in paying the Bondholders under the Bonds.

All words and expressions used in this Guarantee in their capitalised form shall, unless the context otherwise requires, have the same meaning assigned to them in the Prospectus.

This Guarantee shall be governed by the laws of Malta.

Signed and executed on this the 18th March 2016, after approval of the board of directors of CPHCL.

Alfred Pisani
Chairman



NATURE, SCOPE AND TERMS OF THE GUARANTEE

1. Nature of the Guarantee

The offering of Bonds that will be made by the Issuer pursuant to the Prospectus will be made with the benefit of this corporate guarantee.

2. Scope of the Guarantee

The Guarantee is unconditional and shall cover all payments that may be due to Bondholders pursuant to the Prospectus.

3. Information about the Guarantor

All relevant information about CPHCL as required in terms of applicable law may be found in the Registration Document forming part of the Prospectus.

4. Terms of the Guarantee

4.1 *Guarantee*

For the purposes of the Guarantee, CPHCL irrevocably and unconditionally undertakes to each Bondholder that if for any reason the Issuer fails to pay any sum payable by it to such Bondholder pursuant to the terms of the Bonds detailed in the Securities Note as and when the same shall become due, CPHCL will pay to such Bondholder on demand the amount payable by the Issuer to such Bondholder. Such payment shall be made in the currency in force in Malta at the time the payment falls due.

4.2 *Continuing obligations*

The obligations under this Guarantee being given by CPHCL are continuing obligations and will remain in full force and effect until no sum remains payable to any Bondholder pursuant to the issue of the Bonds.

4.3 *Repayment to the Issuer*

If any payment received by a Bondholder is, on subsequent liquidation or insolvency of the Issuer, avoided under any laws relating to liquidation or insolvency, such payment will not be considered as having discharged or diminished the liability of CPHCL, and this Guarantee will continue to apply as if such payment had at all times remained owing by the Issuer.

4.4 *Indemnity*

As a separate and alternative stipulation, CPHCL unconditionally and irrevocably agrees that any sum expressed to be payable by the Issuer pursuant to the terms of the Bonds but which is for any reason (whether or not now known or becoming known to the Issuer, CPHCL or any Bondholder) not recoverable from CPHCL, will nevertheless be recoverable from it as if it were the sole principal debtor and will be paid by it to the Bondholder on demand. This indemnity constitutes a separate and independent obligation from the other obligations in this Guarantee, gives rise to a separate and independent obligation from the other obligations in this Guarantee and gives rise to a separate and independent cause of action.

4.5 *Status of Guarantee*

The obligation of CPHCL under this Guarantee constitutes a general, direct, unconditional and unsecured obligation of CPHCL and ranks equally with all other existing and future unsecured obligations of CPHCL, if any, except for any debts for the time being preferred by law.

4.6 *Power to execute*

CPHCL hereby warrants and represents to each Bondholder that it has all corporate power, and has taken all necessary corporate or other steps, to enable it to execute, deliver and perform this Guarantee, and that this Guarantee constitutes the legal, valid and binding obligations of CPHCL in accordance with the terms set out in this clause 4.

4.7 *Deposit and production of the Guarantee*

The instrument creating this Guarantee shall be deposited with and held by the Issuer at its registered address for the benefit of the Bondholders. Until such time as all obligations of CPHCL hereunder have been discharged in full, every Bondholder shall have the right to obtain a copy thereof.



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4.8 *Subrogation*

Until all amounts which may be payable under the terms of the Bonds have been irrevocably paid in full, CPHCL shall not by virtue of this Guarantee be subrogated to any rights of any Bondholder or claim in competition with the Bondholders against the Issuer.

4.9 *Governing law and jurisdiction*

This Guarantee is governed by and shall be construed in accordance with Maltese law, and any disputes which may arise out of or in connection with this Guarantee are to be settled exclusively by the Courts of Malta.

**Annex B – Authorised Financial Intermediaries**

Name	Address	Telephone
APS Bank Ltd	APS Centre, Tower Road, Birkirkara BKR 4012	25603000
Bank of Valletta p.l.c.	BOV Centre, Cannon Road, St Venera SVR 9030	22751732
Calamatta Cuschieri Investment Services 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
Curmi & Partners Ltd	Finance House, Princess Elizabeth Street, Ta' Xbiex XBX 1102	21347331
Financial Planning Services Ltd	4, Marina Court No. 1, G. Cali Street, Ta' Xbiex XBX 1421	21344244
FINCO Treasury Management Ltd	Level 5, The Mall Complex, The Mall, Floriana FRN 1470	21220002
GlobalCapital Financial Management Ltd	Testaferrata Street, Ta'Xbiex XBX 1403	21342342
Growth Investments Ltd	Customer Service Centre, Pjazza Papa Giovanni XXIII, Floriana FRN 1420	25909357
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	1/2, St Joseph High Street, Hamrun HMR 1019	23265690
Lombard Bank Malta p.l.c.	67, Republic Street, Valletta VLT 1117	25581806
Mediterranean Bank p.l.c.	10, St Barbara Bastion, Valletta VLT 1961	25574400
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



SECURITIES NOTE

Annex C - Specimen Application Form



CORINTHIA FINANCE plc
A member of the Corinthia Group of Companies

€40,000,000 4.25% UNSECURED BONDS 2026
GUARANTEED BY CORINTHIA PALACE HOTEL COMPANY LTD.
APPLICATION FORM

Application Number

Please read the notes overleaf before completing this Application Form. Mark 'X' if applicable.

A APPLICANT (See notes 2 to 4)

TEL. NO.	MOBILE NO.

This Application Form is not transferable and entitles you to a preferential treatment as holder of Corinthia Finance p.l.c. 6.25% Unsecured Bonds 2016 – 2019 (the "Exchangeable Bonds") and is to be submitted as a method of payment where the Applicant selects to apply for the Corinthia Finance p.l.c. 4.25% Unsecured Bonds 2026 (the "Bonds") so as to transfer to the Issuer all or part of the holding in Exchangeable Bonds held by the Applicant as at the Cut-Off Date, the nominal value of which is set out in Box 1 of Panel B hereunder. By submitting this signed Application Form, the Applicant is thereby confirming that:

- a. all or part (as the case may be) of the Exchangeable Bonds held by the Applicant as at the Cut-Off Date are being transferred to the Issuer as a form of payment at their nominal value, thereby releasing the Issuer from all and any obligations with respect to such Exchangeable Bonds; and
- b. this Application Form constitutes the Applicant's irrevocable mandate to the Issuer to cause the transfer of the Exchangeable Bonds in the Issuer's name in consideration of the issue of the Bonds.

B BOX 1 - Nominal Value of the Exchangeable Bonds.

BOX 2 - I/We wish to purchase and acquire the amount set out in Box 2 in Bonds at the Bond Issue Price (at par) pursuant to the Prospectus dated 18 March 2016 (minimum €2,000 and in multiples of €100 thereafter).

AMOUNT IN WORDS	
-----------------	--

AMOUNT IN FIGURES Box 1
€

AMOUNT IN FIGURES Box 2
€

BOX 3 - Amount of Bonds applied for less the nominal holding in Exchangeable Bonds, payable in full upon application under the Terms and Conditions set out in the Prospectus.

AMOUNT IN FIGURES Box 3
Difference payable on Application Box 2 - Box 1
€

C RESIDENT - WITHHOLDING TAX DECLARATION (See note 7) (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 8) (to be completed ONLY if the Applicant is a Non-Resident)

TAX COUNTRY	CITY OF BIRTH
T.I.N. (Tax Identification Number)	COUNTRY OF BIRTH
PASSPORT/NATIONAL I.D. CARD 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 & REDEMPTION MANDATE (See note 9) Completion of this Panel is **MANDATORY**

BANK	IBAN
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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, and subject to its Terms and Conditions (as contained therein) which I/we fully accept.

Signature/s of Applicant/s	Date
<small>(Parent/s or legal guardian/s are/is to sign if Applicant is a minor) (All parties are to sign in the case of a joint Application) (Bare owner/s and usufructuary/ies to sign in the case of holdings of Exchangeable Bonds that are subject to usufruct)</small>	

AUTHORISED FINANCIAL INTERMEDIARY'S STAMP	AUTHORISED FINANCIAL INTERMEDIARY'S CODE



Annex C - Specimen Application Form

Notes on how to complete this Application Form and other information

The following notes are to be read in conjunction with the Prospectus dated 18 March 2016 regulating the Bond Issue

1. This Application is governed by the Terms and Conditions of Application contained in Section 6.2 of the Securities Note dated 18 March 2016 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. This Application Form is to be completed in BLOCK LETTERS.
3. Applicants who are Non-Residents in Malta for tax purposes must complete Panel D overleaf.
4. The MSE account number pertaining to the Applicant has been pre-printed in Panel A and reflects the MSE account number on the Issuer's Register at the CSD as at 15 March 2016 (trading session of the 11 March 2016). **APPLICANTS ARE TO NOTE THAT ANY BONDS ALLOTTED TO THEM WILL BE RECORDED BY THE MALTA STOCK EXCHANGE IN THE MSE ACCOUNT QUOTED ON THE APPLICATION FORM EVEN IF THE DETAILS OF SUCH MSE ACCOUNT, AS HELD BY THE CSD OF THE MALTA STOCK EXCHANGE, DIFFER FROM ANY OR ALL OF THE DETAILS APPEARING OVERLEAF.**
5. In the case where a holder of Exchangeable Bonds is a body corporate, Application Forms must be signed by duly authorised representative/s indicating the capacity in which they are signing.
6. The amount set out in Box 2 of Panel B overleaf must be in multiples of €100. The Issuer will be giving preference to Applications made by holders of Exchangeable Bonds up to their full amount held as at the Cut-Off Date, subject to a minimum application of €2,000.

Where the Applicant wishes to acquire a number of Bonds having an aggregate value which exceeds the nominal value of the number of Exchangeable Bonds set out in Box 1 of Panel B, the Applicant may do so by including such higher amount in Box 2 in Panel B. In such case, the Applicant must ensure that the relative Application Form is accompanied by payment of the difference between the full price of the amount of Bonds applied for and the nominal value of Exchangeable Bonds being transferred. Payment of the amount representing such difference, which is to be inserted in Box 3 of Panel B overleaf, must be made in Euro in cleared funds to "The Registrar - Corinthia Finance Bond Issue 2016". In the event that the cheque accompanying an Application Form is not honoured on the first presentation, the Issuer and the Registrar reserve the right to invalidate the relative Application.

7. Only Applicants who hold a valid official Maltese Identity Card or companies registered in Malta will be treated as residents 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 will then be obliged to declare interest so received in the tax return. Interest received by non-resident Applicants is not taxable in Malta and non-residents will receive interest gross. Authorised entities applying in the name of a Prescribed Fund will have final withholding tax (currently 10%) deducted from interest payments.

In terms of Section 7.2 of the Securities Note, 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 final withholding tax (currently 15%) of the gross amount of interest, pursuant to Article 33 of the Income Tax Act (Cap. 123 of the Laws of Malta).

8. European Council Directive 2003/48/EC on the taxation of savings income in the form of interest payments (the "Directive") 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 address is in an EU Member State or in another country to which the Directive applies (a "specified territory") then the interest paid will be reported.

The contents of Notes 7 and 8 above do not constitute tax advice by the Issuer and Applicants are to consult their own independent tax advisors in case of doubt.

9. If any Application is not accepted, after the closure of the subscription lists or is accepted for fewer Bonds than those applied for, the monies of the balance of the amount paid but not allocated, as the case may be, will be returned by direct credit into the bank account as indicated in Panel E. Interest or redemption proceeds will be credited to the account designated in Panel E or as otherwise amended by the Bondholder/s during the term of the Bond.
10. Completed Application Forms are to be delivered to any of the Authorised Financial Intermediaries listed in Annex B of the Securities Note during normal office hours by not later than 14:00 on 8 April 2016. Remittances by post are made at the risk of the Applicant and the Issuer disclaims all responsibility for any such remittances not being received by the closing date indicated above. The Issuer reserves the right to refuse any Application which appears to be in breach of the Terms and Conditions of the Bonds as contained in the Prospectus. Any Applications received by the Registrar after 14:00 on 8 April 2016 will be rejected.
11. By completing and delivering an Application Form, you (as the Applicant/s) acknowledge that:
 - a. the Issuer may process the personal data that you may provide in the Application Form in accordance with the Data Protection Act (Cap. 440 of the Laws of Malta);
 - b. the Issuer may process such personal data for all purposes necessary for and related to the Bonds applied for; and
 - c. you, as the Applicant, 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 request must be signed by yourself, as the Applicant to whom the personal data relates.

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 on offer will be repayable in full upon redemption. An investor should consult an independent financial advisor, licensed under the Investments Services Act (Cap. 370 of the Laws of Malta), for advice.



Annex D – Financial Analysis Summary



CORINTHIA FINANCE plc

A member of the Corinthia Group of Companies

FINANCIAL ANALYSIS SUMMARY

18 MARCH 2016

The Directors
Corinthia Finance p.l.c.
22, Europa Centre
Floriana FRN 1400
Malta

18 March 2016

Dear Sirs

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 Corinthia Finance p.l.c. (the “**Issuer**”) and Corinthia Palace Hotel Company Limited (the “**Guarantor**” or “**Corinthia Group**” or “**Group**”). The data is derived from various sources or is based on our own computations as follows:

- (a) Historical financial data for the three years ended 31 December 2012 to 31 December 2014 has been extracted from audited financial statements of the Issuer and Guarantor for the three years in question.
- (b) The forecast data for the years ending 31 December 2015 to 31 December 2017 has been provided by management.
- (c) Our commentary on the results of the Guarantor and on its financial position is based on the explanations provided by management.
- (d) The ratios quoted in the Financial Analysis Summary have been computed by us applying the definitions set out in Part 7 of the Analysis.
- (e) Relevant financial data in respect of the companies included in Part 6 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 Issuer’s securities and potential investors by summarising the more important financial data of the Corinthia 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 Issuer or Corinthia Group and should not be interpreted as a recommendation to invest in any of the Issuer’s or Corinthia Group’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 independent professional financial advice before investing in the Issuer’s or Corinthia Group’s securities.

Yours faithfully,



Wilfred Mallia
Director

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PART 1 – INFORMATION ABOUT THE ISSUER AND GUARANTOR

1. ISSUER'S KEY ACTIVITIES

The principal activity of Corinthia Finance p.l.c. (the “**Issuer**”) is to carry on the business of a finance and investment company within the Corinthia Group.

The Issuer is not engaged in any trading activities but is involved in raising debt and advancing same to members of the Corinthia Group as and when the demands of their business or the demands of a particular project so require. Accordingly, the Issuer is economically dependent on the operations, performance and prospects of the Corinthia Group.

2. DIRECTORS OF THE ISSUER

The Issuer is managed by a Board comprising four directors who are entrusted with its overall direction and management. The Board members of the Issuer as at the date of this report are included hereunder:

Board of Directors

Joseph Fenech	Chairman and Executive Director
Anthony R. Curmi	Non-Executive Director
Frank Xerri de Caro	Non-Executive Director
Joseph J. Vella	Non-Executive Director

3. GUARANTOR'S KEY ACTIVITIES

Corinthia Palace Hotel Company Limited (“**CPHCL**” or the “**Guarantor**”) is the parent company of the Corinthia Group and is principally engaged, directly or through subsidiaries and associated entities, in investments in various countries that are predominantly focused on the ownership, development and operation of mixed-use real estate developments that consist mainly of hotels, residences, offices and retail areas. The business activities of CPHCL are described in further detail in Parts 2 to 5 of this report.

4. DIRECTORS OF THE GUARANTOR

The Guarantor is managed by a Board consisting of six directors entrusted with its overall direction and management, including the establishment of strategies for future development. In the execution of the strategic direction, investment and management oversight of the Corinthia Group, the Board is assisted by the Chief Executive Officers and Senior Management of the operating business entities within the Corinthia Group.

The Board members of the Guarantor as at the date of this report are included hereunder:

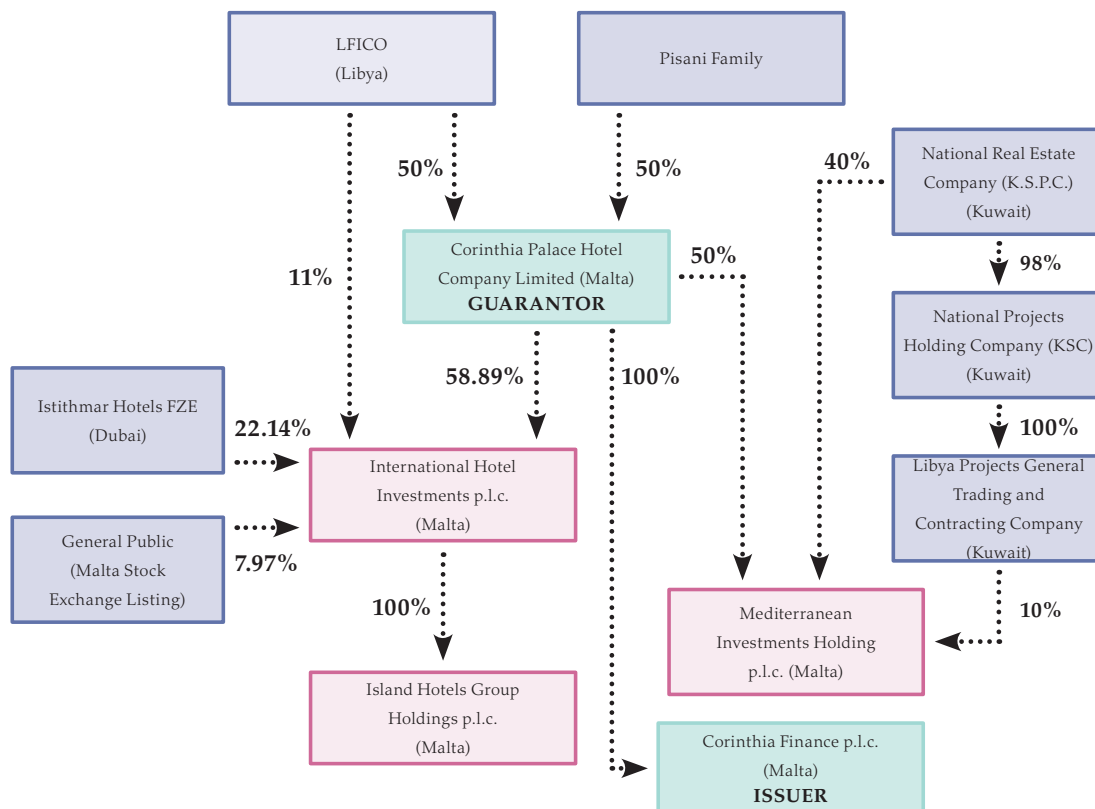
Board of Directors

Alfred Pisani	Chairman and Executive Director
Moftah Ali Suliaman Abdullah	Non-Executive Director
Abuagila Almahdi	Non-Executive Director
Mustafa T. Mohamed Khattabi	Non-Executive Director
Joseph Pisani	Executive Director
Victor Pisani	Executive Director

The weekly average number of employees engaged with the companies forming part of the Corinthia Group during FY2015 amounted to 2,950 persons (FY2014: 2,717).

5. CORINTHIA GROUP ORGANISATIONAL STRUCTURE

The diagram below illustrates the principal subsidiaries and associates within the organisational structure of the Corinthia Group.



The following table provides a list of the principal assets and operations owned by the respective Corinthia Group companies:

PRINCIPAL ASSETS AND OPERATIONS

Name	Location	Description	% ownership
<i>Corinthia Palace Hotel Company Limited</i>			
Panorama Hotel Prague	Czech Republic	Property owner	100
Aquincum Hotel Budapest	Hungary	Property owner	100
Corinthia Palace Hotel & Spa	Malta	Property owner	100
Ramada Plaza	Tunisia	Property owner	100
QPM Limited	Malta	Project management	80
Malta Fairs and Conventions Centre Limited	Malta	Conference & leisure conventions	100
Swan Laundry and Drycleaning Co. Limited	Malta	Laundry	100
Danish Bakery Limited	Malta	Bakery	65
Catermax	Malta	Event catering	100
<i>International Hotel Investments p.l.c.</i>			
Corinthia Hotel Budapest	Hungary	Property owner	100
Corinthia Hotel St Petersburg	Russia	Property owner	100
Corinthia Hotel Lisbon	Portugal	Property owner	100
Corinthia Hotel Prague	Czech Republic	Property owner	100
Corinthia Hotel Tripoli	Libya	Property owner	100
Corinthia Hotel St George's Bay	Malta	Property owner	100
Marina Hotel St George's Bay	Malta	Property owner	100
Corinthia Hotel & Residences London	United Kingdom	Property owner	50
CHI Limited	Malta	Hotel management	100
QPM Limited	Malta	Project management	20
Medina Tower	Libya	Mixed-use property (to be developed)	25
<i>Island Hotels Group Holdings p.l.c.</i>			
Radisson Blu Resort St Julians	Malta	Property owner	100
Radisson Blu Resort & Spa Golden Sands	Malta	Property owner	50
Azure Group	Malta	Vacation ownership operation	50
Island Caterers	Malta	Event catering	100
Hal Ferh Complex	Malta	Residence complex (to be developed)	100
Costa Coffee	Malta/Spain	Retail catering	100
<i>Mediterranean Investments Holding p.l.c.</i>			
Palm City Residences	Libya	Gated residence complex	100
Medina Tower	Libya	Mixed-use property (to be developed)	25

The business activities of the Corinthia Group are described in further detail in Parts 2 to 5 of this report.

PART 2 – A BRIEF OVERVIEW OF INTERNATIONAL HOTEL INVESTMENTS PLC

6. KEY ACTIVITIES

International Hotel Investments p.l.c. (“IHI”), a company listed on the Malta Stock Exchange, is principally engaged in the ownership, development and operation of hotels and ancillary real estate in Europe and North Africa.

To date, IHI has acquired and/or developed hotels in Prague (Czech Republic), Tripoli (Libya), Lisbon (Portugal), Budapest (Hungary), St Petersburg (Russia) and St Julians (Malta). IHI also has a 50% shareholding in a 294 roomed luxury hotel and residential development in London (UK), the latter property consisting of 12 residential apartments located within the same building as the hotel. In April 2014, 11 of the aforesaid apartments were sold to third parties with the holding company retaining ownership of the penthouse apartment.

Revenue and earnings are derived primarily from the operation of owned hotels. A secondary source of income and earnings is generated through rental income of residential and commercial premises, particularly in St Petersburg, Tripoli and Budapest. Additional revenue streams include fees earned by CHI Limited, a wholly owned subsidiary of the Company, from management agreements on hotels owned by IHI itself or CPHCL and other third parties. As at the date of this report, CHI Limited managed eight hotels on behalf of IHI (of which one is fifty per cent owned by IHI) and another five hotels on behalf of CPHCL and third-party owners.

On 10 August 2015, IHI acquired 100% of the issued share capital of Island Hotels Group Holdings p.l.c. (“IHGH”). The business of IHGH largely relates to: the ownership, management and operation of five-star hotels in Malta (namely, the Radisson Blu Resort St Julians and the Radisson Blu Resort & Spa, Golden Sands); the operating of a vacation ownership marketing business for the aforesaid hotels; the operation of retail and event catering business (Island Caterers Limited); and the development and operation of Costa Coffee outlets in Malta, the East Coast of Spain, Canary Islands and the Balearic Islands. IHGH, through a wholly owned subsidiary, also owns a plot of land measuring 83,530m² located next to the Radisson Blu Resort & Spa, Golden Sands, Malta. The property is earmarked for the development of a luxury tourist complex.

7. DIRECTORS AND KEY EMPLOYEES

IHI is managed by a Board consisting of ten directors entrusted with its overall direction and management, including the establishment of strategies for future development.

The Board members of IHI as at the date of this report are as follows:

Board of Directors

Alfred Pisani	Chairman
Frank Xerri de Caro	Senior Independent Non-Executive Director
Abdulnaser M.B. Ahmida	Non-Executive Director
Douraid Zaghouani	Non-Executive Director
Hamad Mubarak Mohd Buamin	Non-Executive Director
Abuagila Almahdi	Non-Executive Director
Khaled Algonsel	Non-Executive Director
Joseph Pisani	Non-Executive Director
Michael Beckett	Independent Non-Executive Director
Joseph J. Vella	Independent Non-Executive Director

The Chairman and the Joint Chief Executive Officers (Joseph Fenech and Simon Naudi) are responsible for the identification and execution of new investment opportunities. They are also responsible for managing the Company's assets, ensuring the establishment of appropriate management contracts of the hotel properties in the case of operational properties, and negotiating and awarding project contracts in respect of the development or refurbishment of new properties.

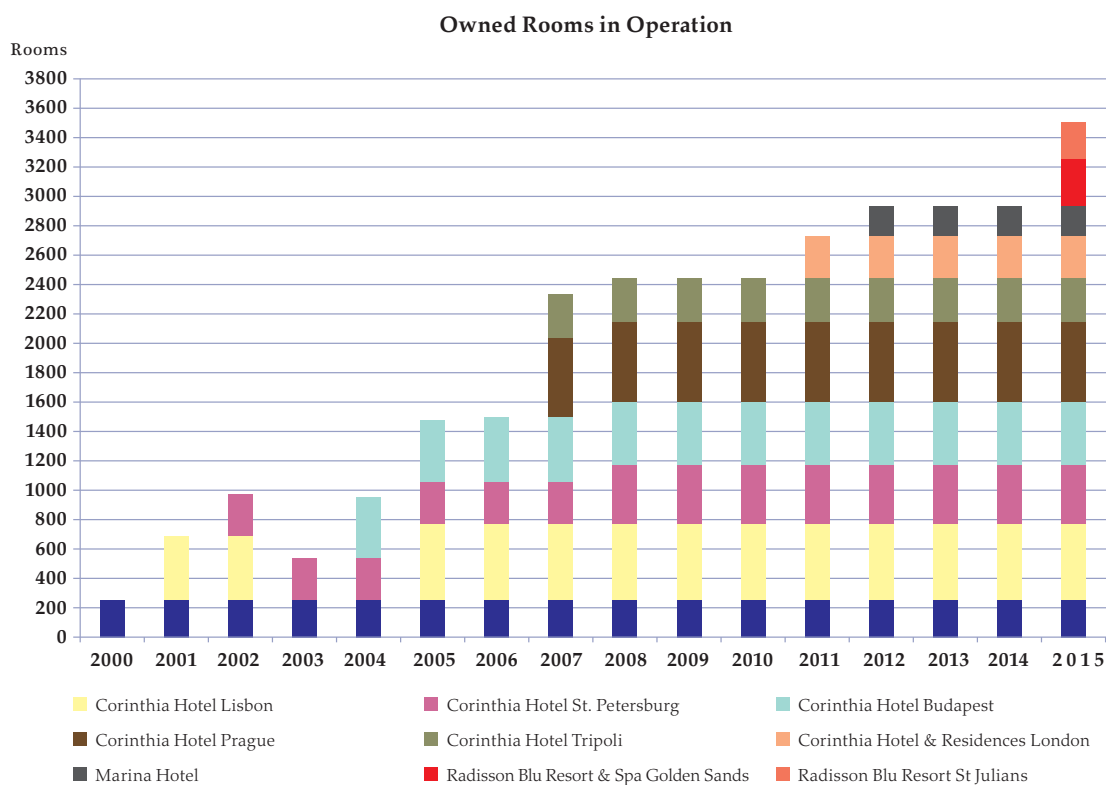
The weekly average number of employees engaged at IHI's corporate office and in its owned hotels during FY2015 amounted to 2,090 persons (FY2014: 1,877).

8. OPERATIONAL DEVELOPMENT

8.1 HOTEL PROPERTIES

8.1.1 Room inventory

As at the date of this report, IHI fully owns 8 hotel properties and 50% of each of 2 other hotel properties (namely, Corinthia Hotel & Residences London and Radisson Blu Resort & Spa Golden Sands). The chart below sets out the growth in room inventory of IHI since incorporation, which increased from 250 to 3,509 rooms over the 16-year period.



8.1.2 Corinthia Hotel Budapest

Introduction

IHI Hungary Zrt (a fully-owned subsidiary of the Company) owns the 440-room five-star Corinthia Hotel located in Budapest, Hungary (“**Corinthia Hotel Budapest**”). The hotel was acquired as a vacant building in 2000 for €27 million. The property was subsequently demolished except for the historic facade and ballroom and rebuilt at a cost of €90 million. It was officially opened in April 2003. In 2006, 26 self-catering apartments were added to its stock of rooms and a health spa was opened. The carrying value of the Corinthia Hotel Budapest as at 31 December 2014 is €95.2 million (FY2013: €86.0 million).

Market Overview

i. Economic update

Hungary grew at the fastest pace in eight years in 2014 as the economy expanded 3.7% (which was up from the 1.5% expansion recorded in 2013), supported by strong fiscal and monetary stimulus and its improved ability to absorb funding from the European Union (EU). More recent indicators showed Hungary's economic expansion gained momentum in the fourth quarter of 2015 because of robust output in the manufacturing and services sectors. In 2015 as a whole, Hungarian GDP rose 2.9% for the year, 0.8% slower than in 2014. At the end of November 2015, the government proposed a drastic reduction to the country's banking tax, which is the highest in Europe, and additional measures to incentivise greater lending. The Central Bank of Hungary expects the economy to expand 2.5% in 2016.

ii. Tourism market

In 2015, the number of nights spent by domestic tourists increased by 6.4% and that of international tourism nights increased by 4.6% compared to a year earlier. The guest turnover of accommodation establishments, measured in tourism nights, increased by an overall 1.3%. The gross revenues of accommodation establishments – at current prices – rose by 4.9%. In 2015, accommodation establishments recorded a total of 25.8 million tourism nights, 5.4% more than in 2014. Key markets that are contributing to growth in incoming travel include Germany, Austria, Russia, UK and the US.

The increase in volume can be attributed mainly to tour groups and leisure individuals taking advantage of discounted prices and a favourable exchange rate. The spike in leisure business in recent years is however not sustainable in the longer term and the market will need to replace this demand from alternative sources. Effort is being made by the industry to focus on thematic product development including: (i) health, heritage & culture, conferences & events; (ii) festivals, religious events, gastronomy; and (iii) products which can extend the average length of stay such as adventure tourism.

Overall, tourism prospects in Hungary are believed to be promising. Domestic tourism will be fuelled mainly by the continued decline of the local currency, making local travel more attractive for the budget conscious. Inbound travel will also benefit from more competitively-priced Hungarian offerings, especially in medical and health tourism. The conflict in neighbouring Ukraine and the escalating economic difficulties in Russia, however, pose great uncertainties as both are important feeder markets and drastic changes in arrival numbers could affect the performance.

Operational Performance

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

Corinthia Hotel Budapest	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	18,069	18,477	20,404	22,522	24,924	25,474
Gross operating profit before incentive fees (€'000)	5,503	5,572	6,500	7,914	8,838	9,064
Gross operating profit margin (%)	30	30	32	35	35	36
Occupancy level (%)	71	72	74	78	80	80
Average room rate (€)	100	103	114	127	138	142
Revenue per available room (RevPAR) (€)	71	74	85	99	110	114
Benchmark performance						
Occupancy level (%)	72	72	76	80	81	80
Average room rate (€)	101	102	103	115	124	127
Revenue per available room (RevPAR) (€)	73	73	78	92	100	102
Revenue Generating Index	0.97	1.01	1.09	1.08	1.10	1.12

Source: Management information.

Positive results were achieved in FY2014, in which, the Hotel registered a 15% increase in RevPAR and a growth in revenue of €1.9 million to €20.4 million. This increase resulted in a €0.9 million improvement in gross operating profit. FY2015 was another positive year in which average room rate is expected to have increased by 11% from €114 in FY2014 to €127 in FY2015, and RevPAR by 16% to €99 in FY2015. In this regard, gross operating profit is expected to increase by €1.4 million from FY2014 to FY2015 (+22%). A substantial part of these improvements is in consequence of the diversification in market segmentation wherein lower rated business is being replaced by the more lucrative leisure market segment. Looking forward, management's revenue strategy (focused on market segmentation) is to be maintained and shall concentrate on increasing revenue from leisure, corporate and conference & event segments with a progressive decrease in the volume of low rated sectors such as groups and tour operator business. As such, it is projected that average room rate will grow further by 9% from €127 in FY2015 to €138 in FY2016, and RevPAR will increase by 11% to €110 in FY2016. Gross operating profit is expected to increase by 12% to €8.8 million in FY2016 and achieve a gross operating margin of 35%. Performance in FY2017 is being projected to increase marginally over FY2016 level.

During the period under review, the Hotel performed at a similar level to its competitive set as to occupancy, but achieved a marginally higher average room rate than its competitors. Overall, the Hotel performed much better than its competitive set in FY2014 (RGI: 1.09) and FY2015 (RGI: 1.08). This over performance relative to the competitive set is anticipated to continue also in the projected years FY2016 and FY2017.

8.1.3 Corinthia Hotel St Petersburg

Introduction

IHI Benelux B.V. (a fully-owned subsidiary of the Company) owns the 388-room five-star Corinthia Hotel located in St Petersburg, Russia ("Corinthia Hotel St Petersburg"), which was acquired in 2002 for €35 million. The company also purchased properties adjacent to the hotel, which were subsequently demolished and rebuilt as a hotel extension and a commercial centre including retail and office space. This project, which was completed in May 2009, also involved the refurbishment of the lobby and the public areas of the original hotel. It is the intention of the Group to refurbish the rooms of the existing hotel and to develop, in the near future, an area measuring *circa* 1,500 square metres situated

behind the Hotel and which will consist of the creation of a car park and further office space. The carrying amount of the Corinthia Hotel St Petersburg and the commercial centre as at 31 December 2014 is €90.7 million (FY2013: €113.4 million) and €77.8 million (FY2013: €87.4 million) respectively.

Market Overview

i. Economic update

The Russian economy contracted 3.7% in 2015, the worst contraction in six years, but slightly more moderate than the 3.8% decline forecast by economists. Low oil prices, a decline in real wages, the weakening of the Rouble and the impact from external economic factors adversely affected the Russian economy in 2015. However, initial signs of stabilisation are coming from the industrial sector, while performance in the agricultural sector is also looking better. Despite such evidence, risks on the future outlook persist. Low oil prices, external economic factors and increasing geopolitical risks will continue weighing on the economy. Moreover, reactions from Moscow, NATO and Turkey on the latest incident with Turkey, when a Turkish fighter jet shot down a Russian bomber aircraft on 24 November 2015, may have an adverse effect on the Russian economy.

The Russian Central Bank stated in September 2015 that it expects the economy to contract at a rate of between 3.9% and 4.4% in FY2015. For 2016, the Bank sees that economic growth will depend on the dynamics of energy prices and the economy's ability to adapt to external shocks. The Bank expects the price for Urals oil to average USD 50 per barrel in the next three years. As a result, the Bank sees a more protracted recession. It expects the economy to contract at a rate of between 0.5% and 1.0% in 2016.

ii. Tourism market

Demand for hotel accommodation in St Petersburg is predominantly leisure driven and concentrated during the summer months (May to August), in which hotels experience very high demand levels. This strong seasonality has typically restricted the annual average occupancy for five-star hotels at 60 – 65%. Corporate travel represents approximately 40% of the total demand. The conference & event segment remains underdeveloped although a brand new convention facility at the Expo Forum was opened in 2013.

In 2014, the number of inbound tourists to Russia declined from all European countries and the United States, principally on account of international sanctions imposed on the annexation of Crimea to the Russian Federation. On the other hand, the number of Chinese tourists travelling to Russia grew to 1.125 million visitors. China has now surpassed Germany as the leading country for the Russian inbound tourism market. Overall, arrivals declined by more than 20% (equivalent to six million passengers) to around 24.6 million. To partly compensate for the decline in European and US travellers, the Russian government has become more focused on domestic tourism. Due to the instability of the local currency, trips abroad for Russians are less affordable and there is a shift to domestic over outbound travel. Although statistics for FY2015 are unavailable, the adverse trend in inbound tourism in 2014 is likely to have persisted in 2015. In fact, airlines announced negative expectations for 2015 and cost-saving plans, including reductions in the number of flights and routes and personnel optimisation.

The Russian market is set to recover as from 2017. The depreciated Rouble makes Russia an attractive destination for inbound travel as foreign tourists will find Russian prices rather cheap when converted to US Dollars and euros. Furthermore, hosting the 2018 FIFA World Cup will support Russia's image as a vibrant and interesting destination.

Operational Performance

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

Corinthia Hotel St Petersburg	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	17,645	18,997	14,229	12,783	13,361	17,273
Gross operating profit before incentive fees (€'000)	6,775	7,619	3,007	4,210	3,859	5,647
Gross operating profit margin (%)	38	40	21	33	29	33
Occupancy level (%)	52	54	52	60	62	52
Average room rate (€)	165	180	139	112	109	170
Revenue per available room (RevPAR) (€)	86	98	72	67	68	88
Benchmark performance						
Occupancy level (%)	52	56	53	61	60	60
Average room rate (€)	213	212	193	153	147	175
Revenue per available room (RevPAR) (€)	111	118	85	93	88	105
Revenue Generating Index	0.77	0.83	0.85	0.72	0.77	0.84

Source: Management information.

In FY2014, revenue at the Corinthia Hotel St Petersburg declined by 25% to €14.2 million relative to FY2013 due to a decrease in demand (both leisure and conference business) as a result of the political situation between Russia and Ukraine (in relation to the annexation of Crimea to the Russian Federation). Management's strategy for the year was to maintain occupancy rate at above 50%, which was achieved at the expense of a reduction in average room rate (from €180 in FY2013 to €139 in FY2014), mainly in consequence of the tumbling Rouble, as there was a concerted shift from international to domestic clients.

During FY2015, the Hotel was able to capture a higher share of the domestic market, but the average room rate decreased in euro terms principally as a result of a weaker Rouble. As such, the Hotel is expected to increase occupancy levels from 52% to 60%, but average room rate should decrease from €139 to €112. Overall, revenue in FY2015 is expected to have declined by €1.4 million year-on-year to €12.8 million. On the other hand, gross operating profit will improve by €1.2 million in consequence of cost-reduction measures.

The challenges set to and so far acted upon by the Hotel's management team have been to source alternative markets, targeting in particular as much business as possible from within the Russian Federation itself, and to operate the Hotel with a wide range of room rates targeting upscale corporate to luxury travellers. A sales office has been opened in Moscow with Russian-language online marketing being given prominence. RevPAR will remain under pressure in the near term, because of competition in the market and the increasing supply of rooms in consequence of the opening of new hotels. Consequently, the strategy adopted by the Hotel will remain focused on securing a base demand and driving occupancy rather than building average room rate.

Broadly, the same business pattern is projected for FY2016 since the refurbishment programme (previously earmarked to take place during the winter and shoulder months of FY2016) has been postponed. The Hotel is expected to generate €13.4 million in revenue (+5% over FY2015) and register a gross operating profit of €3.9 million (FY2015: €4.2 million). In FY2017, management is anticipating an economic recovery in Russia and a return of international tourists to the country. As such, the average room rate is projected to increase significantly from €109 in FY2016 to €170 in FY2017, and RevPAR in FY2017 should increase by 29% when compared to the prior year.

Similar to the Hotel, its competitive set registered a decrease in RevPAR in FY2014 of 28% (Hotel: -26%), principally as a consequence of the conflict with Ukraine, and also because two major events were organised in FY2013 which increased average rates above normal levels. In FY2015, the Hotel performed at par with its competitive set in terms of occupancy but its average room rate was 27% lower than the average rate of competitors. Beyond FY2016, provided the political situation in Russia is resolved, management expects to initiate the refurbishment of the property (estimated at €23.5 million). This should enable the Hotel to command improved occupancy levels and room rates in the near to medium term.

Commercial Operations

The following table sets out the turnover of the commercial properties adjacent to the Corinthia Hotel St Petersburg for the years indicated therein:

Corinthia Hotel St Petersburg (commercial property)	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	2,459	4,740	4,209	4,000	5,050	6,000

Source: Management information.

The commercial properties comprise a mix of commercial areas, shops and office space, with total rentable area in excess of 11,600 square metres. Occupancy in FY2014 increased to 48% and remained constant in FY2015. Projected growth in income is reflective of existing agreements with respective tenants, marginal increases in occupancy and a recovery in the exchange rate of the Russian Rouble.

8.1.4 Corinthia Hotel Lisbon

Introduction

Alfa Investimentos Lda (a fully-owned subsidiary of the Company) owns the 518-room five-star Corinthia Hotel located in Lisbon, Portugal (“**Corinthia Hotel Lisbon**”), which was acquired in 2001 for €45 million. The Corinthia Hotel Lisbon required significant renovation and following an extensive refurbishment was re-opened in May 2004. The carrying amount of the Corinthia Hotel Lisbon as at 31 December 2014 is €92.2 million (FY2013: €79.7 million). Alfa Investimentos Lda also owns an apartment block in Lisbon for investment purposes, valued at €1.1 million as at 31 December 2014 (FY2013: €1.2 million).

Market Overview

i. Economic update

Portugal’s gross domestic product expanded in the three months through December 2015 from the prior quarter as a rise in exports helped offset a drop in investment. GDP rose 0.2% from the third quarter, when it was unchanged. The Portuguese economy expanded 1.2% in the fourth quarter from a year earlier, the slowest pace of annual growth since the fourth quarter of 2014. For the year of 2015, GDP increased 1.5% after expanding 0.9% in 2014.

Prime Minister Antonio Costa was sworn in at the end of November 2015 and his minority Socialist government plans to reverse state salary cuts faster than the previous administration proposed, while increasing indirect taxes. Costa is also raising the minimum wage and reducing the working week for state workers as he aims to remove some measures introduced during the bailout program that ended in 2014. The Bank of Portugal expects the economy to expand 1.8% in 2016.

ii. Tourism market

In 2015, tourism accommodation establishments hosted 174 million guests (+8.6%) and registered 48.9 million overnight stays (+6.7%). Compared to the corresponding year, the internal market grew by 5.3% registering 14.5 million overnight stays. Overnight stays from non-residents in 2015 increased by 7.3% and represented 70.3% of the total. On a regional basis, growth was registered in all regions of mainland Portugal, with particular emphasis on the Alentejo region, Azores and the North (+11.8%, +19.6% and +13.6% respectively). As in prior periods, the inbound markets preferred to choose the Algarve, Lisbon and Madeira. The coordination between tourism and aviation authorities to expand available routes turned out to be crucial for Portugal's success in the tourism industry.

Operational Performance

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

Corinthia Hotel Lisbon	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	16,187	17,769	19,597	20,699	21,520	21,981
Gross operating profit before incentive fees (€'000)	3,565	4,322	5,674	6,019	6,524	6,688
Gross operating profit margin (%)	22	24	29	29	30	30
Occupancy level (%)	63	66	71	74	73	72
Average room rate (€)	89	94	99	105	109	113
Revenue per available room (RevPAR) (€)	57	62	70	78	80	81
Benchmark performance						
Occupancy level (%)	64	66	70	72	71	71
Average room rate (€)	96	96	97	107	106	109
Revenue per available room (RevPAR) (€)	61	63	68	76	75	77
Revenue Generating Index	0.93	0.98	1.03	1.03	1.07	1.05

Source: Management information.

Overall results continued to improve in FY2014 as the Corinthia Hotel Lisbon registered a year-on-year increase in revenue of €1.8 million (+10%) mainly as a consequence of an increase in RevPAR from €62 to €70. This positive movement resulted in an increase in gross operating profit of €1.4 million. A further improvement of 6% and 11% in revenue (to €20.7 million) and RevPAR (to €78) respectively is expected for FY2015 over FY2014 results.

With the introduction of low cost airline carriers to the country, Portugal is perceived as a 'value for money' destination and this has been one of the leading factors contributing to the growth in the hospitality numbers outlined above. The Hotel has likewise benefitted from this upsurge in business registering significant year-on-year growth both in revenue and gross operating profit. Management plans to continue focusing on higher yielding segments (leisure and conference & events) and considers that due to the size of the Hotel, there should not be any displacement of leisure guests when signing larger conference & events business. It is estimated that revenue will increase by 4% and 2% in FY2016 and FY2017 respectively, and gross operating profit is expected to grow by 8% and 3% in FY2016 and FY2017 respectively.

The Hotel has performed broadly in line with its competitive set in both FY2014 and FY2015 (RGI: 1.03). A similar trend is being projected for the following two years (FY2016 and FY2017) as management expects to maintain the current occupancy rate at over 70%, and increase average room rate by 4% annually in FY2016 and FY2017.

8.1.5 Corinthia Hotel Prague

Introduction

IHI Towers s.r.o. (a fully-owned subsidiary of the Company) owns the 539-room five-star Corinthia Hotel located in Prague, Czech Republic (“**Corinthia Hotel Prague**”), which was acquired in 2007 for €105 million. The carrying amount of the Corinthia Hotel Prague as at 31 December 2014 is €74.0 million (FY2013: €76.7 million).

Market Overview

i. Economic update

The Czech Republic’s economic performance was extraordinarily strong in 2015 and a third consecutive annual expansion above 4.0% was recorded (2015: 4.3%). The expansion mainly came on the back of the domestic economy, fuelled by rising investment, through strong absorption of EU funds, and public spending. Solid private consumption, which is benefiting from expansionary monetary policy and low oil prices, has also encouraged growth. The economy will likely decelerate in 2016 and expand at a more sustainable pace, partly because inflows of EU funds and government spending are projected to slow. As such, the Czech National Bank expects economic growth to slow to 2.8% in 2016.

ii. Tourism market

In 2015, Czech hotels reported an increase in overnight stays of 10.2% y-o-y to 47.1 million and guest numbers (both resident and foreign guests) increased by 9.6% to 17.2 million. Of the foreign guests, the country experienced a decrease in guests from Russia (-37.4% or 260,000 guests) and from Ukraine (-10.7% or 12,000 arrivals), which was compensated by higher occupancy of guests from neighbouring as well as distant countries. German visitors increased by 12.6% y-o-y as well as Slovaks (+14.6%) and persons from USA (+14.9%). The number of guests from China and South Korea increased by 35.3% and 31.8% respectively.

The Czech government is increasingly prioritising to move tourism beyond the current concentration in the capital, Prague, and increase the potential of undiscovered places in the country. Most significant source markets are Germany, Russia, Italy, UK, US, Slovakia and Poland, while demand is also increasing from other markets such as China and South Korea.

Over the past decade, Prague has seen a number of hotels enter the market, leading to a large growth in hotel room stock (principally upscale and luxury rooms). As a result of this increase in room supply, hotels in Prague have been suffering declines in performance both in terms of occupancies and rates since supply exceeds demand, which was further impacted by the economic crisis. There was a reversal in this trend in 2011 which was sustained thereafter, as the overall hotel market in Prague registered yearly increases in both occupancy levels and average room rates.

Although Prague remains an important meeting and convention destination, its primary market is tour operator business and this mismatch between supply and demand continues to exert significant pressure on room rates. Apart from the oversupply of hotel rooms, other challenges experienced by the market in Prague include the absence of high-spending leisure clientele, low demand on weekends and the dependence on the domestic corporate market.

Hotel performance in Prague is generally expected to continue to improve in the coming years as the market gradually absorbs the remaining oversupply of hotel rooms, leveraging on its image as an attractive and corporate destination. The number of inbound trips is expected to grow at a CAGR of 3% over the near term and this growth will be driven by arrivals from China and a recovery in visitor numbers from Russia. The performance of inbound tourism will be supported by a second airport in the Czech capital, Prague (Vodochody), which is planned to be operational by 2018. This will bring cheaper flights for tourists as several low cost carriers have shown interest in operating flights to Prague.

Operational Performance

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

Corinthia Hotel Prague	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	16,611	14,310	15,740	16,518	17,301	18,641
Gross operating profit before incentive fees (€'000)	3,066	2,846	4,064	4,750	5,032	6,019
Gross operating profit margin (%)	18	20	26	29	29	32
Occupancy level (%)	67	60	65	68	71	72
Average room rate (€)	75	72	71	74	76	83
Revenue per available room (RevPAR) (€)	50	43	46	50	54	60
Benchmark performance						
Occupancy level (%)	68	67	71	77	76	76
Average room rate (€)	106	96	102	106	109	115
Revenue per available room (RevPAR) (€)	72	65	73	82	83	87
Revenue Generating Index	0.69	0.66	0.63	0.61	0.65	0.69

Source: Management information.

In FY2014, the Corinthia Hotel Prague registered a satisfactory performance as it managed to improve occupancy by 5 percentage points over the previous year (from 60% to 65%) whilst broadly maintaining an average room rate above €70. Figures for FY2015 are expected to show that the Hotel continued to build on this positive trend and should achieve a RevPAR of €50 (from €46 in FY2014) and a gross operating profit of €4.8 million (from €4.1 million in FY2014). A broadly similar performance is being projected for FY2016 and FY2017, with marginal increases in occupancy and rates. In the near term, management will continue to work towards displacing tour operator bookings with the more profitable conference & events and leisure business in an effort to improve RevPAR.

The Hotel has, in recent years, consistently underperformed its competitive set principally in terms of room rates (being *circa* 30% lower than benchmark rates). This gap in room rates is largely linked to the Hotel's location just outside the City centre in Prague and its large room inventory, making it more challenging to compete at the same rates offered by the competitive set hotels. Consistent with current performance, management expects to continue to match its competitive set in terms of occupancy and recover part of the gap in room rates. The Hotel is forecasting room rates to increase through, *inter alia*, the generation of more room nights from higher-rated segments, improved segmentation and the expected increase in conference & events business organised at the (neighbouring) Prague Congress Centre. As such, the Hotel is aiming to improve the RGI in the forward years from 0.63 in FY2014 to 0.69 in FY2017.

8.1.6 Corinthia Hotel Tripoli

Introduction

Corinthia Towers Tripoli Limited (a fully-owned subsidiary of the Company) owns the 299-room five-star Corinthia Hotel located in Tripoli, Libya (“**Corinthia Hotel Tripoli**”), and a commercial centre measuring *circa* 10,000 square metres and a tract of undeveloped land both of which are adjacent to the hotel. The said properties were acquired in 2007 for a total consideration of €207 million analysed as follows: Corinthia Hotel Tripoli (€139 million); the commercial centre (€62 million); and an undeveloped parcel of land (€6 million). The carrying amounts of the Corinthia Hotel Tripoli, commercial centre and the adjacent plot as at 31 December 2014 are €86.7 million (FY2013: €124.1 million), €68.9 million and €28.8 million respectively (FY2013: €73.6 million, €28.8 million), or a combined total of €184.4 million.

Market Overview

The continued instability and state of uncertainty prevailing since the 2011 uprising continues to have a negative effect on Libya’s economy. Ongoing conflict between rival militias has left Libya deeply divided, with vast regions split under the rule of various Islamist and nationalist groups and armed gangs taking control on a smaller scale. This has left a security vacuum in the country without a reliable police or army force to maintain law and order. Moreover, a government that is recognised both on a national and international level is yet to be appointed. Practically all foreign embassies in Libya have suspended operations and withdrawn their diplomatic staff, and have advised their respective nationals against all unnecessary travel to the country. This state of affairs is expected to continue in the near term as there is yet no indication that the unstable political and security climate will subside any time soon.

Operational Performance

The following table sets out the highlights of the hotel’s operating performance for the years indicated therein:

Corinthia Hotel Tripoli	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€’000)	16,526	19,705	8,345	893	2,448	2,264
Gross operating profit before incentive fees (€’000)	4,917	6,568	-1,211	-2,791	-2,858	-3,047
Gross operating profit margin (%)	30	33	-15	-313	-117	-135
Occupancy level (%)	48	59	22	2	5	5
Average room rate (€)	212	208	212	218	189	194
Revenue per available room (RevPAR) (€)	102	122	47	4	9	10

Source: Management information.

The results for FY2014 reflect the prevailing difficult political environment in the country due to the persistent conflicts, unstable political situation and the closure of the international airport. In FY2014, revenue declined by 58%, relative to the year before, to €8.3 million and a gross operating loss of €1.2 million was registered.

On 27 January 2015, the Hotel was the scene of an armed attack and as a result, the Hotel was closed for business during most of the year. Since the attack, repair works have been commissioned and management is committed to resume operations within the shortest time possible in FY2016. However, in view of the current unrest in Libya, low occupancy at the Corinthia Hotel Tripoli is anticipated for FY2016. As such, it is the hotel management’s objective during the course of the said year to try to match payroll and other operating costs to operating income and contribute in some manner towards general overheads such as utilities, security and maintenance costs. The Hotel is projected to incur a gross operating loss in FY2016 of €2.9 million. With respect to FY2017, management has assumed the same state of affairs in Libya as in FY2016 and has therefore projected revenue at €2.3 million and an operating loss of €3.0 million.

Commercial Operations

The following table sets out the turnover of the Commercial Centre adjacent to the Corinthia Hotel Tripoli for the years indicated therein:

Corinthia Hotel Tripoli (commercial property)	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	6,263	5,868	5,863	5,593	5,868	5,868

Source: Management information.

The Commercial Centre which is fully occupied, save for an area of 1,222 square metres which was vacated in 2013, includes rentable office space having a gross area of 7,249 square metres. It also comprises 306 square metres of storage space and 235 of internal and external car spaces. To date, the performance of the Commercial Centre remains largely unaffected by the political conflicts that the country is witnessing.

8.1.7 Corinthia Hotel St George's Bay

Introduction

Five Star Hotels Limited (a fully-owned subsidiary of the Company) owns the 250-room five-star Corinthia Hotel located in St Julians, Malta ("Corinthia Hotel St George's Bay"), which was acquired in 2000 for €32 million. In 2006 a refurbishment programme was carried out at a total cost of *circa* €4 million. The carrying amount of the Corinthia Hotel St George's Bay as at 31 December 2014 is €27.6 million (FY2013: €28.3 million).

Market Overview

i. Economic update

Malta's economy slowed slightly in the third quarter of 2015, but still expanded a robust 5.4% over the same quarter of the previous year. Although the result was below the second quarter's upward revised 5.8% expansion, the figure confirms that the economy is on track to expand at a multi-year high rate in 2015. This increase in Gross Value Added was mainly generated by financial and insurance activities (+22.9%); and professional, technical, administrative and support services activities (+12.7%). On the other hand, a drop of 3.9% was registered in the manufacturing sector. Analysts predict the economy to expand a solid 3.9% in 2015. Growth of the Maltese economy is expected to moderate in 2016 to 3.3%.

ii. Tourism market

Tourism in Malta has in recent years been performing at a strong level and this trend continued in 2015 as well. Inbound tourism from January to December 2015 amounted to 1.8 million guests, an increase of 6.0% over the same period in 2014. Although tourists residing in collective accommodation (hotels, guesthouses, hostels, B&Bs, etc) made up 71.7% of the market in 2015, preference for private accommodation has been growing in the last years at a faster pace, and actually increased by 18.2% from 2014. Tourism expenditure was estimated at €1.6 billion, 7.5% higher than that recorded for the comparable period in 2014.

The majority of incoming tourists were leisure guests, predominantly from the European Union. Non-package travel was higher than package travel, with a 56% share of the total market. Nonetheless, package travel still advanced by 1.0% when compared to 2014. Total room nights spent by inbound tourists went up by 5.1% surpassing 14.2 million nights, while average length of stay remained flat at 7.9 nights.

Focus will be maintained on increasing traffic during the winter months and attracting more visitors from new markets to Malta. This bodes well for the Maltese hospitality industry as the expectation is to continue to grow revenues and increase profitability.

Looking forward, Malta' EU Presidency in 2017 together with Valletta serving as the European City of Culture in 2018 are widely expected to generate increased demand for hotels and enhance Malta's image as a tourist destination, which would in turn generate future growth in the hospitality sector. Meanwhile, the somewhat uncertain future of national carrier Air Malta poses a concern to further growth and competition from other Mediterranean countries will likely remain strong.

Operational Performance

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

Corinthia Hotel St George's Bay	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	11,196	11,721	13,339	15,225	16,218	16,214
Gross operating profit before incentive fees (€'000)	1,518	1,501	3,049	4,145	4,850	4,676
Gross operating profit margin (%)	14	13	23	27	30	29
Occupancy level (%)	68	71	79	79	81	79
Average room rate (€)	100	107	117	139	145	148
Revenue per available room (RevPAR) (€)	69	75	92	110	117	117
Benchmark performance						
Occupancy level (%)	72	72	74	78	77	77
Average room rate (€)	116	120	130	143	145	151
Revenue per available room (RevPAR) (€)	84	86	95	112	112	116
Revenue Generating Index	0.82	0.87	0.97	0.98	1.04	1.01

Source: Management information.

In FY2014, the Corinthia Hotel St George's Bay registered a 14% increase in revenue over FY2013 to €13.3 million. This positive performance had a significant contribution to gross operating profit of +103% from €1.5 million recorded in FY2013 to €3.0 million in FY2014, also on account of substantial savings in operating and administrative costs. As for FY2015, the Hotel anticipates that it has performed well, both in terms of revenue generation and profitability. In fact, revenue and gross operating profit are expected to increase by €1.9 million (+14%) and €1.1 million (+36%) respectively.

For FY2016, management will continue with its existing revenue management strategy of increasing rates and driving business through its largest growing segment (leisure), principally by undertaking more web-based online and other marketing initiatives. RevPAR is therefore estimated to increase from €110 in FY2015 to €117 in FY2016 (+6%) through a marginal increase in occupancy from 79% to 81% and an improvement in average room rate of 4% from €139 in FY2015 to €145 in FY2016. This should translate to an increase in both revenue and gross operating profit of €1.0 million (+7%) and €0.7 million (+17%) respectively. A similar operating performance as compared to the prior year is being projected for FY2017.

The Hotel's competitive set also recorded positive results in recent years, which is a reflection of the present buoyant tourism market in Malta. As such, the Hotel performed marginally below par with its competition in both FY2014 and FY2015, and the same trend is projected also in FY2016 and FY2017.

8.1.8 Marina Hotel

Introduction

Marina San Gorg Limited (a fully-owned subsidiary of the Company) owns the 200-room four-star Hotel located in St Julians, Malta (“Marina Hotel”), adjacent to the Corinthia Hotel St George’s Bay. It was acquired in early 2012 for €23 million. A number of facilities at the Hotel are shared with the Corinthia Hotel St George’s Bay, which provides guests with a larger product variety, especially with regards to food and beverage offering and swimming pool areas. Being a four-star hotel with access to five-star conference and meeting space at the Corinthia Hotel St George’s Bay is another unique selling point of the property. The carrying amount of the Marina Hotel as at 31 December 2014 is €22.5 million (2013: €20.9 million).

Market Overview

The market overview relating to the economy and tourism in Malta is included in section 8.1.7 above.

Operational Performance

The following table sets out the highlights of the hotel’s operating performance for the years indicated therein:

Marina Hotel	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€’000)	6,655	6,886	7,852	9,486	9,961	10,031
Gross operating profit before incentive fees (€’000)	1,446	1,343	1,822	2,931	3,203	3,151
Gross operating profit margin (%)	22	20	23	31	32	31
Occupancy level (%)	76	76	81	82	82	82
Average room rate (€)	72	77	87	110	117	118
Revenue per available room (RevPAR) (€)	55	59	71	90	96	97
Benchmark performance						
Occupancy level (%)	75	74	75	75	77	77
Average room rate (€)	80	84	90	116	117	121
Revenue per available room (RevPAR) (€)	60	62	68	87	90	93
Revenue Generating Index	0.92	0.95	1.04	1.03	1.07	1.04

Source: Management information.

Since FY2012, the sales team has been focusing more on yield management with a drive towards achieving higher rates by increasing business levels in the higher yielding segments, including leisure and corporate. Particularly in the leisure segment, last-minute business and online bookings have become more prevalent, and therefore management is being more restrictive in offering lower yielding tour operator business and in offering package deals.

In consequence, average room rate has increased over the years from €72 in FY2012 to €87 in FY2014, and RevPAR grew by 29% to €71 in the same period. With respect to FY2015, it is likely that occupancy stabilised at 82% but RevPAR increased to €90 (+27% relative to FY2014). After the growth experienced in FY2014 and FY2015, whereby revenue and gross operating profit increased by 38% and 118% respectively, FY2016 and FY2017 are projected to show more modest growth for the Hotel over the corresponding year.

As for benchmark performance, the Hotel outperformed its competitive set in FY2014 in terms of occupancy by 6 percentage points. On the other hand, average room rate was lower (-3%) than the benchmark rate at €90. It is expected that the Hotel's occupancy level and RevPAR exceeded the market average in FY2015 by 7 percentage points and 3% respectively. As for FY2016 and FY2017, the Hotel is projected to continue to perform better than its competitive set and thereby maintain an RGI above par.

8.1.9 Corinthia Hotel & Residences London

Introduction

NLI Holdings Limited (equally owned by the Libyan Foreign Investment Company (LFICO) and IHI) owns the 294-room luxury Corinthia Hotel located in London, United Kingdom ("Corinthia Hotel London") together with a penthouse apartment (11 residential apartments in the same premises were sold in April 2014). The said penthouse has been leased in FY2016 for a maximum period of two years.

In 2008, NLI Holdings Limited acquired the former Metropole Building and its adjoining 10 Whitehall Place for £136 million (*circa* €160 million) and after raising a €150 million bank facility in April 2009, embarked on a two-year project to redevelop and reconstruct the said properties to the luxury Corinthia Hotel and Residences. The carrying amount of the Corinthia Hotel London (excluding the Residences) as at 31 December 2014 was €537.1 million (FY2013: €480.1 million).

Market Overview

i. Economic update

The UK economy grew by 0.5% in Q4 2015, taking the annual rate of growth for 2015 to 2.2% (0.7% lower than the 2.9% growth registered in 2014). The disappointing figure was the result of a slowdown in industry due to feeble manufacturing figures as factories struggled with a strong pound and weak external demand. Moreover, the construction sector recorded the first contraction in nearly two years. This could prompt concerns that the UK economy's reliance on the services sector (which continued to expand in 2015) is increasing further. The country's macroeconomic fundamentals remain strong and a robust labour market will sustain growth going forward. However, uncertainty regarding the EU referendum, weak overseas growth and financial market volatility are all creating an unsettling business environment and point to downside risks to the economy in 2016.

ii. Tourism market

International visits to the UK by overseas residents rose by 5% to 8.5 million in the period October 2015 to December 2015 compared with the same period a year earlier. In the 12 months to December 2015, the number of visits to the UK was 4% higher (to 35.8 million visits) than a year earlier and earnings remained the same during this period (non-residents spent £21.8 billion in 2015). Visits from North America and Europe were up by 8% and 3% respectively and visits from 'Other Countries' grew by 6%. Business trips grew 6%, holiday visits increased by 1% and visits to friends or relatives was up 7%.

Operational Performance

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

Corinthia Hotel London	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (£'000)	38,424	46,401	47,494	57,906	59,045	60,722
Gross operating profit before incentive fees (£'000)	7,820	14,012	14,374	17,264	18,288	19,570
Gross operating profit margin (%)	20	30	30	30	31	32
Occupancy level (%)	63	72	72	73	77	79
Average room rate (£)	380	407	404	445	452	475
Revenue per available room (RevPAR) (£)	239	293	291	325	348	375
Benchmark performance						
Occupancy level (%)	79	77	76	80	80	80
Average room rate (£)	562	509	539	571	588	605
Revenue per available room (RevPAR) (£)	444	392	410	457	470	484
Revenue Generating Index	0.54	0.75	0.71	0.71	0.74	0.78

Source: Management information.

Note: IHI owns 50% of the Corinthia Hotel London and as such its share of profits or losses is included in the consolidated financial statements of IHI under the heading 'Share of profit from equity accounted investments' of the income statement.

The Hotel's performance in FY2014 was broadly similar to the results achieved in FY2013. Revenue increased by 2% to £47.5 million and gross operating profit increased by £0.4 million to £14.4 million. On the other hand, a significant growth in revenue and gross operating profit is anticipated for FY2015 of £10.4 million (+22%) and £2.9 million (+20%) respectively, mainly as a consequence of an increase in the average room rate from £404 in FY2014 to £445. Management is projecting an increase of four percentage points in occupancy for FY2016 and a further increase in average room rate of 2%, which should equate to an increase in RevPAR of 7% from £325 in FY2015 to £348. Revenue is projected to increase by £1.1 million to £59.0 million in FY2016 and a corresponding increase of 6% is expected in gross operating profit to £18.3 million for that year. Moderate growth is being projected by management for FY2017.

The Hotel's strategy is to maintain an average occupancy level of *circa* 80% and progressively increase average room rate as the Corinthia brand gains more recognition in London and the UK.

In comparison to benchmark results, the Hotel managed an RGI of 0.71 in FY2014 mainly due to an adverse difference of £135 in its average room rate. Similar results for the Hotel as compared to its competitive set are expected for FY2015 (expected RGI of 0.71 in FY2015). The Hotel is projected to close the gap in average room rate when compared to its competitors by FY2017. Looking ahead, the Hotel aims to continue to improve the RGI to achieve par value, by maintaining an occupancy level of *circa* 80% and enhance the Hotel's average room rate through increased marketing and effective yield management.

8.1.10 Radisson Blu Resort & Spa Golden Sands

Introduction

The Radisson Blu Resort & Spa commenced operations in October 2005 and is located on a cliff's edge overlooking Golden Bay beach on the Northern coast of Malta. IHGH holds a 50% shareholding in the Golden Sands resort (the other 50% being owned by an experienced international timeshare operator) and title to the site is in the form of temporary utile dominium which expires in 2114. The five-star resort comprises a total of 329 rooms, various F&B outlets and is equipped with a 1,000m² spa and leisure centre, 4 pools, a tennis court and a private sandy beach.

The carrying amount of 50% of the Radisson Blu Resort & Spa Golden Sands (being the share of IHGH) as at 31 October 2014 is €33.1 million (FY2013: €34.5 million).

Market Overview

The market overview relating to the economy and tourism in Malta is included in section 8.1.7 above.

Operational Performance

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

Radisson Blu Resort & Spa Golden Sands	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	12 months	12 months	12 months	14 months	12 months	12 months
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	25,455	27,133	34,229	36,815	30,279	31,227
Timeshare revenue	14,523	15,641	21,960	21,853	17,107	17,532
Hotel operations	10,932	11,492	12,269	14,962	13,172	13,695
EBITDA (€'000)	5,439	7,177	11,954	13,183	10,658	11,130
EBITDA margin (%)	21	26	35	36	35	36
IHGH's share of EBITDA at 50%	2,720	3,589	5,977	6,592	5,329	5,565

Source: Management information.

Note 1: The Radisson Blu Resort & Spa Golden Sands forms part of IHGH, which was acquired by IHI with effect from 1 July 2015. As such, the financial information in the table above relating to the period prior to 1 July 2015 has been included for comparison purposes only.

Note 2: In FY2015, IHGH changed its financial year end from 31 October 2015 to 31 December 2015. In this regard, the financial information for FY2015 covers the 14-month period 1 November 2014 to 31 December 2015.

A significant portion of the property is being operated as an upscale vacation ownership accommodation model (timeshare) through a 50% holding by IHGH in the Azure Group. To date, pursuant to a room allocation agreement with Azure Resorts Limited (a wholly owned subsidiary of the Azure Group), a total of 257 rooms have been released for sale on a timeshare basis. The remaining rooms together with any unsold weeks on the aforesaid 257 rooms are available for use by the resort in its hotel operations.

All timeshare units are being sold for a fixed time period that expires in 2045. Timeshare units are sold in weeks with the calendar year split into four seasons: Bronze, Silver, Gold and Platinum. As expected, most of the unsold timeshare weeks to date relate to the (low-season) Bronze and Silver packages (circa 59%). The current hotel configuration, which has been allocated to the timeshare operation, also includes a total of 13 superior rooms (marketed as the Heavenly Suites and the Heavenly Collection) that are sold at double the price of the other rooms. The vast majority of the timeshare weeks related to these rooms have already been sold.

Timeshare revenue is generated from the sale of timeshare weeks and resale of repossessed timeshare weeks to targeted vacation ownership guests. 'Hotel operations' revenue principally comprises the generation of yearly maintenance fees receivable from timeshare owners, allocation charges in terms of the aforesaid agreement with Azure Resorts Limited, fly-buy sales (being discounted rooms offered for promotional purposes), accommodation revenue (from rooms not utilised by timeshare operations) and revenue from F&B outlets and other ancillary services. The operating profit is the resultant surplus after deducting operating expenses, selling and marketing costs, and all administrative and other operating costs.

The table above summarises the results from the operation of the Radisson Blu Resort & Spa and shows that the principal source of revenue is the sale of timeshare units, which accounted for *circa* 60% of revenue between FY2012 to FY2014. The recovery in the UK economy (being Azure's principal market) and the strengthening of the UK Pound against the Euro were the main drivers for the robust increase in timeshare sales in FY2014 (+40%). A similar trend was observed in FY2015, whereby average monthly timeshare sales were maintained when compared to FY2014. The projected revenue for FY2016 has been prudently set at €17.1 million, being a 9% decrease over FY2015 (on an annualised basis). The same level of revenue generation is anticipated by management in FY2017.

As for 'Hotel operations', revenue generated during the reviewed years has increased at a constant pace (approx. compounded annual growth rate of 5%).

The Hotel achieved an EBITDA of €12.0 million in FY2014, a significant increase of €4.8 million (+67%) when compared to the prior year. This result is a reflection of the sharp increase in timeshare weeks sold during the said year. A further 10% growth is expected for FY2015 (+€1.2 million), which actually represents a marginal decline from FY2014 given that FY2015 comprises a 14 month period. EBITDA for FY2016 is projected at €10.7 million as management expects the sales tempo in timeshare to decrease to €17.1 million (annualised FY2015: €18.7 million). For FY2017, a prudent growth rate of 4% in EBITDA has been set by management.

8.1.11 Radisson Blu Resort St Julians

Introduction

The Radisson Blu Resort St Julians is a 252 room 5-star hotel located in St George's Bay, St Julians. The Hotel commenced operations in May 1997 and provides accommodation and other services to a range of guests, from leisure to conference and incentive travel groups. The Hotel's amenities include conference facilities, a ballroom, an outdoor and heated indoor pool, a fully equipment gymnasium as well as two tennis courts. The carrying amount of the Radisson Blu Resort St Julians as at 31 October 2014 is €26.9 million (FY2013: €26.3 million).

Market Overview

The market overview relating to the economy and tourism in Malta is included in section 8.1.7 above.

Operational Performance

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

Radisson Blu Resort St Julians	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	12 months	12 months	12 months	14 months	12 months	12 months
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	9,157	10,026	10,554	10,045	12,863	13,604
Gross operating profit before incentive fees (€'000)	1,782	2,162	2,214	2,367	3,752	4,163
Gross operating profit margin (%)	19	22	21	24	29	31
Occupancy level (%)	69	69	68	78	76	77
Average room rate (€)	86	90	108	133	129	136
Revenue per available room (RevPAR) (€)	59	69	73	104	98	105
Benchmark performance						
Occupancy level (%)	72	73	76	79	77	77
Average room rate (€)	107	114	132	144	146	152
Revenue per available room (RevPAR) (€)	81	87	100	113	113	118
Revenue Generating Index	0.73	0.79	0.73	0.92	0.87	0.89

Source: Management information.

Note 1: The Radisson Blu Resort St Julians forms part of IHGH, which was acquired by IHI with effect from 1 July 2015. As such, the financial information in the table above relating to the period prior to 1 July 2015 has been included for comparison purposes only.

Note 2: In FY2015, IHGH changed its financial year end from 31 October 2015 to 31 December 2015. In this regard, the financial information for FY2015 covers the 14-month period 1 November 2014 to 31 December 2015.

The Radisson Blu Resort St Julians generated revenue of €10.6 million in FY2014, which is marginally higher than that generated in FY2013 and represents an increase of 15% on FY2012. The improvement in the Hotel's income primarily reflects the overall improvement registered across the local hotel industry.

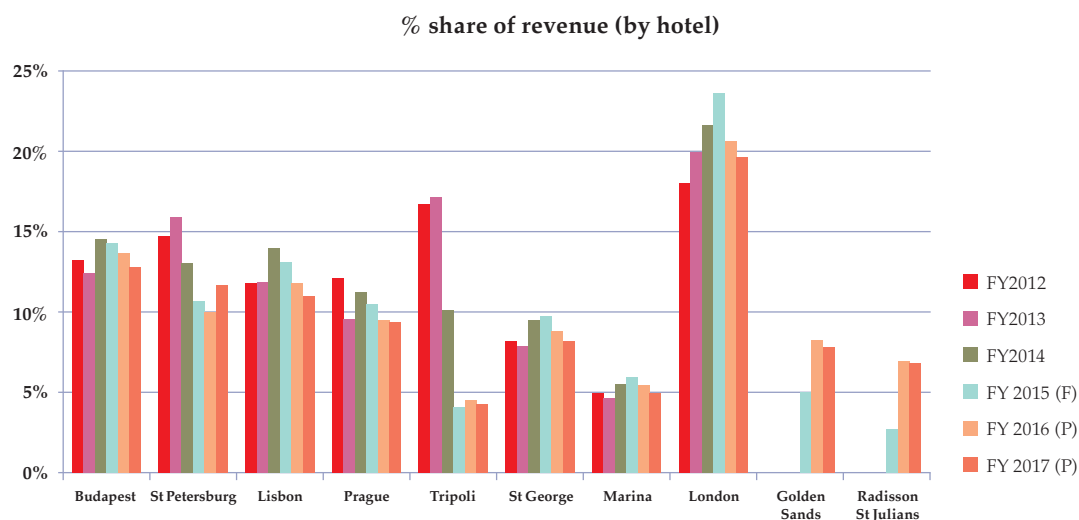
In FY2015, the Hotel was closed for refurbishment between 1 November 2014 and 30 March 2015, and re-opened as of 31 March 2015. The renovation, estimated at *circa* €2 million, enabled the Hotel to better compete in the market and command higher room rates. KPIs outlined in the table above reflect performance results during the period between April and December 2015 (and exclude the low season which typically dilutes the better performing spring/summer months). As for FY2016, management is projecting to achieve an occupancy rate of 76% (FY2015: 78%) and RevPAR of €98 (FY2015: €104). Revenue is projected to increase from €10.0 million to €12.9 million and gross operating profit is expected to increase by €1.4 million to €3.8 million.

A further improvement in RevPAR of 7% from €98 in FY2016 to €105 in FY2017 has been projected by management, as the Hotel continues to shift its principal revenue sectors from tour operator business to direct/online sales. In FY2017, revenue and gross operating profit are expected to increase by 6% (+€0.7 million) and 11% (+€0.4 million) respectively.

8.1.12 IHI's Aggregate Hotel Revenue and Operating Profit

Revenue Geographic Distribution

The chart below depicts total revenue generated by each hotel as a percentage of aggregate hotel revenue generated by the Group's hotels. In the case of the Corinthia Hotel London and the Radisson Blu Resort & Spa Golden Sands, the amounts included for each year is 50% of actual revenue, reflecting the 50% shareholding (directly or indirectly) of IHI in the respective hotels.

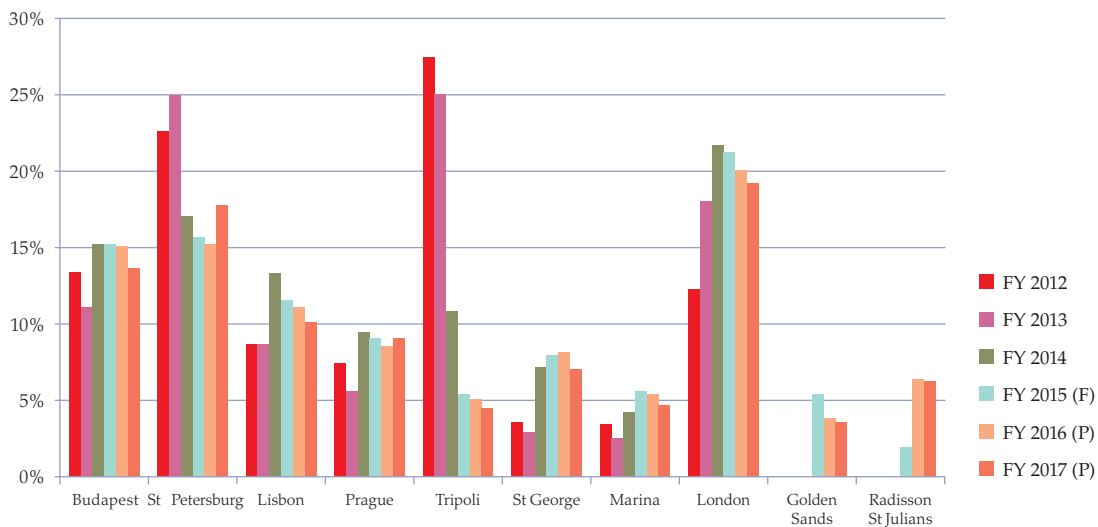


The above chart shows that the Corinthia Hotel & Residences London generates over 20% of total hotel revenue. This percentage share is set to peak in FY2015 to 24% as the Corinthia Hotel Tripoli and Corinthia Hotel St Petersburg continue to underperform in view of political and economic issues in their respective jurisdictions. Pursuant to the acquisition of IHGH, as of 1 July 2015 two properties (namely, Radisson Blu Resort & Spa Golden Sands and Radisson Blu Resort St Julians) have been included in the portfolio of hotels. Apart from the positive effect on contribution towards IHI, the increase in properties will further dilute the possible reliance on the performance on any particular hotel property. As a consequence of the introduction of these two properties and an expected recovery at the Corinthia Hotel St Petersburg in FY2017, it is projected that income generated in FY2016 and FY2017 by Corinthia Hotel & Residences London will constitute *circa* 20% of revenue derived from all hotels.

Operating Profit Geographic Distribution

The chart below shows operating profit generated by each hotel as a percentage of IHI's hotel operating profit (directly or indirectly). The amounts relating to the Corinthia Hotel London and the Radisson Blu Resort & Spa Golden Sands are only 50% of each hotel's actual results, reflecting the 50% shareholding (directly or indirectly) of IHI in the respective hotels.

% share of total operating profit (by hotel)



Until FY2013, the primary contributors to operating profit included Corinthia Hotel Tripoli, Corinthia Hotel St Petersburg, Corinthia Hotel Budapest and Corinthia Hotel & Residences London. Thereafter, and particularly in FY2014 and FY2015, operating profits generated by Corinthia Hotel Tripoli and Corinthia Hotel St Petersburg declined substantially for country specific reasons mentioned elsewhere in this report. Such decreases have had a material adverse effect on the consolidated operating profit of IHI, which was however partly mitigated by the improvement in the operating results of IHI's European hotels.

The other hotels all registered improvements in their respective operating profit results relative to the previous year. The Radisson Blu Resort & Spa Golden Sands and the Radisson Blu Resort St Julians, being part of the IHGH acquisition in FY2015, are projected to contribute 10% of IHI's total operating profit from hotel operations in each of FY2016 and FY2017.

8.2 MANAGEMENT COMPANY

CHI Limited (a fully-owned subsidiary of IHI) manages and operates a number of hotel properties, predominantly owned by IHI and CPHCL). IHI acquired the shares of CHI in three tranches: a 20% shareholding was purchased on IHI's formation in 2000 at a cost of *circa* €750,000, a further 50% was acquired in October 2006 at a cost of €20.15 million, and in May 2012 IHI acquired the remaining 30% from Wyndham for an aggregate consideration of €250,000 in terms of an agreement signed in 2006 (at the same time of acquisition of the 50% share purchase).

Operational Performance

The following table sets out the turnover of CHI Limited for the years indicated therein:

CHI Limited (Management Fees)	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	9,203	11,478	11,305	13,702	14,729	14,973
IHI Properties (owned and associate) (€'000)	7,754	10,253	9,463	11,717	12,598	12,906
Other Properties (€'000)	1,449	1,225	1,842	1,985	2,131	2,067

Source: Management information.

The results of CHI Limited for FY2013 show an increase in turnover of €2.3 million on the previous year and the primary contributor of this increase was Corinthia Hotel & Residences London (in its second full year of operation). Income generated from the other hotels was broadly stable apart from a decrease in income from Corinthia Hotel Prague reflecting a reduction in gross revenue for the year under review.

Revenue in FY2014 decreased marginally when compared to FY2013 principally due to revenue declines at Corinthia Hotel Tripoli and Corinthia Hotel St Petersburg. The situation in FY2015 turned for the better due to increases in revenue generated at the Corinthia Hotel & Residences London and the other European hotels. As such, fees receivable by CHI Limited in FY2015 is expected to amount to €13.7 million, 21% increase over FY2014. CHI Limited is targeting a turnover of €14.7 million in FY2016 which assumes a continued subdued operating environment at the Tripoli Hotel and Corinthia Hotel St Petersburg, and a robust performance in revenue at the London property. Further improvements are also expected in the performance of the other European hotels owned by IHI. Revenue is projected to increase to €15.0 million in FY2017, assuming a positive performance from all hotels, including a recovery in revenue generated at the Corinthia Hotel St Petersburg.

8.3 EVENT CATERING BUSINESS

Island Caterers Limited, a fully owned subsidiary of IHGH, was set up in 1992 and operates an event catering business. The company provides catering services for a variety of events including weddings, receptions, banquets, conference and incentive events and private parties.

Operational Performance

The following table sets out the turnover of Island Caterers Limited for the years indicated therein:

Island Caterers Limited	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	12 months	12 months	12 months	14 months	12 months	12 months
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	4,012	4,162	5,241	6,341	6,258	6,415
EBITDA (€'000)	156	149	309	490	701	719
EBITDA margin (%)	4	4	6	8	11	11

Source: Management information.

Note 1: Island Caterers Limited forms part of IHGH, which was acquired by IHI with effect from 1 July 2015. As such, the financial information in the table above relating to the period prior to 1 July 2015 has been included for comparison purposes only.

Note 2: In FY2015, IHGH changed its financial year end from 31 October 2015 to 31 December 2015. In this regard, the financial information for FY2015 covers the 14-month period 1 November 2014 to 31 December 2015.

The table above summarises the financial performance of Island Caterers Limited for the period FY2012 to FY2017. The revenue for FY2014 was higher by €1.1 million (+26%) when compared to FY2013, principally due to a large one-off event which took place in September 2014 and revenue generated from the Coastline catering contract in the latter half of the financial year. In April 2014, Island Caterers Limited concluded an agreement with the new owners of the Coastline Hotel for the provision of F&B services to the hotel. The agreement is for the duration of 5 years. In terms of the agreement, the company will utilise the existing kitchen and equipment at the hotel to provide such services.

A further increase in revenue of €1.1 million is anticipated for FY2015, mainly reflecting income derived from the Coastline catering contract for a full year and an additional 2 months of revenue due to a change in the financial year end. Revenue in FY2016 is projected at approximately FY2015's figure of €6.3 million, reflecting a growth of circa 15% (since FY2015 included 14 months rather than 12 months). A growth rate of 3% in revenue is projected for FY2017. Profitability is expected to improve from an EBITDA margin of 8% in FY2015 to 11% in both FY2016 and FY2017. The sales mix should remain static with weddings, corporate and conference incentive travel (CIT) and the Coastline catering contract making up the majority of total revenue for FY2016 and FY2017.

8.4 FOOD RETAIL AND CONTRACT CATERING BUSINESS (INCLUDING COSTA COFFEE)

In May 2011, IHGH acquired 50% of the share capital of Buttigieg Holdings Ltd ("BHL"), a company operating in the food retail and contract catering sector. The acquisition of the remaining 50% in BHL was completed in June 2015, prior to IHI's acquisition of IHGH. BHL, through subsidiary companies, operates the Costa Coffee franchise in Malta and in the East Coast territory of Spain, the Balearic Islands and the Canary Islands. Furthermore the company operates, amongst others, a catering contract at Mater Dei Hospital providing catering, vending machine and retail kiosk services to visitors and staff within the hospital premises. This concession expires in November 2017.

The Coffee Company Malta Limited ("TCCM"), a wholly owned subsidiary of BHL, signed a 10-year franchise agreement with Costa Coffee International Limited in May 2012 for the development of Costa Coffee retail outlets in Malta. The first Costa Coffee outlet was opened in June 2012 at the check-in lounge of the Malta International Airport. Since then, another seven Costa Coffee outlets were opened (three outlets at the Malta International Airport [one in

the arrivals area, another in the Schengen area and the third one in the non-Schengen area] and one outlet in each of The Point Shopping Complex Sliema, the premises formerly known as Papillon in Balzan, The Embassy Valletta and Bay Street Complex St Julians). IHGH plans to open another two outlets in Malta and one outlet in Gozo during FY2016 (total of eleven outlets in Malta and Gozo by the end of FY2016).

In March 2014, The Coffee Company Spain S.L. (“TCCS”), a wholly owned subsidiary of BHL, signed a franchise agreement with Costa Coffee International Limited for the development and operation of up to 75 Costa Coffee outlets in the East Coast of Spain, the Balearic and Canary Islands. The first outlet in Spain opened in the third quarter of 2014 and by 31 December 2015 this number increased to a total of 11 outlets. IHGH is projecting to operate a total of 75 outlets by end 2018 and the capital expenditure programme for the additional outlets is estimated at €19.6 million. The funding for the outlets’ growth between 2016 and 2018 is expected to be financed through bank borrowings.

Operational Performance

The following table sets out the turnover of BHL for the years indicated therein:

Buttigieg Holdings Limited (including Costa Coffee)	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	12 months	12 months	12 months	14 months	12 months	12 months
	Actual	Actual	Actual	Forecast	Projection	Projection
<i>Turnover</i>						
Costa Coffee (Malta) (€'000)	599	2,108	3,518	6,487	6,896	7,290
Costa Coffee (Spain) (€'000)				2,464	15,142	29,784
Other catering operations (€'000)	5,624	4,335	4,036	5,442	4,037	4,138
	6,223	6,443	7,554	14,393	26,075	41,212
EBITDA (€'000)	243	328	651	930	1,368	2,819
EBITDA margin (%)	4	5	9	6	5	7
<i>Costa Malta</i>						
No. of outlets (at end of financial year)	1	4	8	8	11	11
<i>Costa Spain</i>						
No. of outlets (at end of financial year)			1	11	36	61

Source: Management information.

Note 1: Buttigieg Holdings Limited forms part of IHGH, which was acquired by IHI with effect from 1 July 2015. As such, the financial information in the table above relating to the period prior to 1 July 2015 has been included for comparison purposes only.

Note 2: In FY2015, IHGH changed its financial year end from 31 October 2015 to 31 December 2015. In this regard, the financial information for FY2015 covers the 14-month period 1 November 2014 to 31 December 2015.

In FY2014 BHL generated a turnover of €7.6 million, an increase of 17% on FY2013. During the year, eight Costa outlets were in operation in Malta with the Bay Street outlet only commencing operations in the latter quarter of FY2014. The outlets located at the Malta International Airport generate the highest revenue and represent circa 75% of total turnover derived from Costa outlets in Malta. The said outlets also achieve significantly better EBITDA margins (circa 20%) relative to the other outlets (5% to 12% margin). Revenue generated in FY2015 by TCCM is likely to amount to €6.5 million, almost double the turnover figure of FY2014. This positive movement results from the fact that the eight outlets were operational for the full financial year, improved performance registered by all outlets, and the additional

two months' revenue in the financial year due to a change in year end. A further three openings are projected for FY2016 and revenue from a total of 11 outlets is anticipated to reach €6.9 million. The same outlets are expected to grow revenue by 6% to €7.3 million in FY2017.

The operation of Costa outlets in Spain commenced in FY2014 with one outlet opening in Barcelona. By end FY2015, TCCS opened a further ten outlets and generated €2.5 million in revenue. It is projected that total outlets will increase to 36 stores in FY2016 and 61 stores in FY2017, and revenue generation is expected to amount to €15.1 million and €29.8 million in FY2016 and FY2017 respectively.

'Other catering operations' principally relates to the concession at Mater Dei Hospital. Revenue derived from this activity in FY2014 amounted to €4.0 million and is expected to increase to €5.4 million in FY2015. The increase is mainly due to the additional two months' revenue in the financial year. Thereafter, management is projecting to generate €4.0 million in FY2016 and €4.1 million in FY2017.

8.5 OTHER ASSETS

In December 2010, IHI acquired the 'Corinthia' brand from Corinthia Palace Hotel Company Limited. The transaction provides for a two tier settlement whereby: (i) IHI initially paid the amount of €19.6 million for the existing room stock operated under the Corinthia brand; and (ii) IHI will also pay a pre-agreed price to Corinthia Palace Hotel Company Limited every time a Corinthia hotel opens for business until 2020. The amount of €19.6 million is recognised as an intangible asset in the balance sheet of IHI.

IHI has a 55% equity participation in Libya Hotel Development and Investment JSC, a company that acquired a derelict building formerly known as the El-Jazeera Hotel and adjoining site in Benghazi, Libya. Libya Hotel Development and Investment JSC is set to develop a mixed-use project consisting of a 228-room five-star hotel, 2,000m² of retail space and 10,000m² of office space. Whilst the necessary planning permits for the project were issued by the Benghazi planning authorities and demolition works commenced in January 2014, in consequence of the prevailing situation in Libya all works on this development have been put on hold, and current plans are due for reconsideration depending on future developments in Libya. It is anticipated that the funding required for the project, once resumed, will be sourced from a combination of equity injected by the shareholders and appropriate bank financing.

IHI owns 25% of the share capital of Medina Tower Joint Stock Company, a company set up for the purpose of owning and developing the Medina Tower. IHI has to date injected €13 million in the company as its equity participation. The parcel of land, over which the project will be developed, measures *circa* 11,000m² and is situated in Tripoli's main high street. The architectural concept stems from a 4-storey podium that will include a mix of residential, retail, commercial and conference space. A curved tower rises from the 6th level and peaks at the 40th level. The development will comprise a total gross floor area of *circa* 199,000m².

The project designs of the Medina Tower are complete and all development approvals have been obtained from the relevant authorities. As to the financing of the project, the equity contribution for the first phase of this project is already fully paid up and will comprise 40% of the capital requirement for the said project.

With regards to the remaining 60% of funding, MTJSC has in hand an approved and signed sanction letter from a Libya financial institution. However, since the sanction letter was issued in 2014 it is expected that on resumption of works, the Libya financial institution would request a revision of terms and conditions included in the said sanction letter. The project was put on hold in 2014 following the conflict in Libya and the formation of the two governments.

IHI owns 20% of QPM Limited, a company which specialises in construction and the provision of project management services, both locally and overseas. QPM Limited operates independently of, and at arm's length to, IHI and offers a range of project, construction and cost management services and architectural services to a number of international clients in various countries. In August 2012 the offices of David Xuereb and Associates and QPM Limited merged to provide a more comprehensive list of professional services within the construction industry, including project and

construction management and architectural services. Whilst continuing to provide services to the Corinthia Group, QPM Limited is increasing its third party client base. In FY2014, the majority of QPM Limited's income was derived from third party clients' engagements.

As part of the IHGH acquisition, IHI took ownership of the 83,530m² plot of land at Hal Ferh, situated adjacent to the Radisson Blu Resort & Spa, Golden Sands, Malta. The property is valued in the balance sheet of IHGH at €17.6 million. IHI is currently in the process of assessing the project concept and designs and funding requirements, prior to embarking on the execution of this project.

PART 3 – A BRIEF OVERVIEW OF MEDITERRANEAN INVESTMENTS HOLDING PLC

9. KEY ACTIVITIES

Mediterranean Investments Holding p.l.c. (“MIH”) is principally engaged in the acquisition and development of immovable property in North Africa, including without limitation, residential gated villages, build-operate-transfer and governmental projects, office and commercial buildings, retail outlets, shopping malls, housing, hotels, and conference centres.

10. ORGANISATIONAL STRUCTURE

MIH is owned equally, directly or indirectly, by CPHCL and National Real Estate Company (K.P.S.C.). The latter company is a Kuwaiti-listed company with an international focus on real estate. It has to date developed a strong portfolio of retail, commercial and residential real estate in new and established markets across the Middle East and North Africa (MENA) region.

As at the date of this report, MIH operates the Palm City Residences in Janzour, Libya through a build-operate-transfer agreement entered into with CPHCL for a period of 65 years as from commencement of operations; owns 25% of the share capital of MTJSC (the company incorporated to construct the Medina Tower); and is responsible to develop the Palm Waterfront pursuant to an 80-year build-operate-transfer agreement concluded with CPHCL. The Medina Tower and the Palm Waterfront are situated in Libya and as such both projects are currently on hold due to the prevailing situation in the country. Further information on Palm City Residences, Palm Waterfront and Medina Tower is provided hereunder.

11. PALM CITY RESIDENCES

Palm City Limited (“PCL”) is a wholly owned subsidiary of MIH and was set up to develop and operate the Palm City Residences, which is a 413-unit village that includes residences ranging from one-bedroom apartments to four-bedroom semi-detached villas. The site, which is located in Janzour Libya, has a footprint measuring 171,000m² and a shorefront of *circa* 1.3km. The development occupies a built-up area measuring 133,824m² and is structured in a village-type environment, offering a host of amenities and leisure facilities that include a supermarket, a variety of retail shops, a laundry, health clinics, a clubhouse, swimming pools, tennis courts and a number of catering outlets and cafes.

CPHCL holds legal title to the land on which the Palm City Residences is constructed by virtue of a 99 year lease agreement dated 5 July 2006. Pursuant to a Build-Operate-Transfer Agreement entered into by and between CPHCL and PCL, with effect from 6 July 2006 PCL was engaged by CPHCL to undertake the construction of the property in accordance with the specifications agreed upon between CPHCL and PCL. All costs and expenses related to the construction and development of the Palm City Residences were borne by PCL.

In consideration of the costs incurred by PCL for the development of the complex, it was agreed that PCL will operate the Palm City Residences for a specified period of 65 years as from completion of the development (till 2075). Throughout the said term, PCL is responsible to operate the Residences at its own risk and for its own benefit. Accordingly any losses incurred, any expenses (including maintenance of the site and buildings), or any profits made out of the operation of the gated village, are for the account of PCL. All revenues generated from the leasing of accommodation facilities are retained by PCL, enabling it to obtain compensation for the expenses incurred by it for the construction and development of the Palm City Residences and to make a reasonable return on its investment.

Upon expiry of this 65 year term, PCL is obliged to transfer the operation of the complex to CPHCL, and from that point in time the benefit of revenue generated and the risks associated with the running of the said complex shall be transferred to CPHCL.

MIH is in the process of registering a joint stock company in Libya, to be owned as to 90% of its share capital by PCL (CPHCL and National Real Estate Company (K.P.S.C.) holding the remaining 10% in equal proportions between them). Subject to approval by the Libyan Investment Board, title to the land underlying the Palm City Residences will be transferred by CPHCL to such company. Upon such title transfer taking place, the Build-Operate-Transfer Agreement between PCL and CPHCL will be terminated, resulting in PCL no longer being bound to return the operation of the Palm City Residences to CPHCL upon the lapse of the said 65 year term.

The following table sets out a summary of the operating performance of the Palm City Residences for the years indicated therein:

Palm City Residences - Operating Performance (€'000)	FY2012 Actual	FY2013 Actual	FY2014 Actual	FY2015 Forecast	FY2016 Projection	FY2017 Projection
Revenue						
Rental income - residential	25,717	29,194	27,493	9,627	2,670	3,456
Rental income - commercial	288	422	585	1,115	31	391
Food & beverage	390	449	314	41	42	60
Other income	656	679	1,631	214	9	15
Total revenue	27,051	30,744	30,023	10,997	2,752	3,922
Operating expenses	(4,577)	(5,468)	(7,886)	(3,718)	(2,751)	(3,987)
Operating Profit	22,474	25,276	22,137	7,279	1	(65)
Number of units	413	413	413	413	413	413
Occupancy level at year end	91%	94%	66%	16%	11%	11%
RevPAU (revenue per unit per month)	€5,189	€5,891	€5,613	€5,778	€5,848	€6,400

Source: Management information.

Following the disruption in operations in FY2011 due to the civil unrest, FY2012 was a positive year for MIH as the Palm City Residences reported an occupancy level at year end of 91% (average occupancy level during FY2012 was 79%). In addition, there was a significant shift from short-term rentals to medium and long term leases (that provide more stability to the generation of income). Revenue for the year almost trebled when compared to the prior year, from €10.2 million in FY2011 to €27.1 million in FY2012. As expected, tenants emanating from the oil & gas sector occupied the largest portion of the leases in the village at 46%, followed by non-governmental organisations (NGOs) which took up 27%.

The financial year ended 31 December 2013 was another positive year and results surpassed those achieved in the prior year. Overall, Palm City Residences increased revenue by 14% to €30.7 million and achieved an operating profit of €25.3 million (FY2012: €22.5 million). Although political instability and security uncertainty prevailed in the country, expats primarily involved in the oil & gas sector continued to trickle into Libya to re-establish oil production at pre-war levels. In FY2013, Palm City Residences reported an occupancy level as at 31 December 2013 of 94% compared to 91% a year earlier. Part of this achievement was due to the fact that a number of gated residences in the vicinity were closed for business. As a result, management was able to conclude longer term rentals at higher monthly rates.

The aforesaid positive trend continued during the first half of FY2014. However, thereafter, operating activity was adversely affected by the political conflict that developed in Libya. By year end, occupancy declined substantially as some of the leases that expired during the year were not renewed, and other clients applied the *force majeure* clause and cancelled their lease contracts. MIH however remained committed to its investment and retained sufficient human resources to keep the complex fully operational.

The instability in Libya significantly disrupted operations in FY2015 as the Residences recorded a very low average occupancy level of 34%, which was down to 16% by the end of the said financial year. Management has assumed that this situation will persist also in FY2016 and FY2017, and has therefore projected occupancy level at 11% in consequence of the non-contract renewal on expiry. As a result, revenue for FY2016 and FY2017 is being projected at €2.8 million and €3.9 million respectively, which should be sufficient to broadly cover operating expenses. Looking forward, management is confident that a fast-track recovery in occupancy levels and income can be achieved once the political impasse in Libya is resolved.

12. PALM WATERFRONT

Palm Waterfront Ltd (“PWL”) is a wholly owned subsidiary of MIH and will be primarily engaged in the development and operation of the Palm Waterfront, located in Shuhada Sidi Abuljalil, Janzour, Libya adjacent to the Palm City Residences, pursuant to a Build-Operate-Transfer Agreement entered into with CPHCL in December 2013. The arrangement gives PWL the right to develop the Palm Waterfront site. Furthermore, PWL is entitled to manage and operate the Palm Waterfront, once completed, for a period of 80 years.

The site has a footprint of *circa* 50,000m² and the planned development shall include a 164 room 4-star hotel, 257 residential units for lease or sale, an entertainment centre comprising six cinemas and a bowling centre, retail outlets and restaurants, car park and a marina. Apart from the studio and two bedroom apartments, most of the residences at the Palm Waterfront will have spacious layouts. The average size of an apartment will be *circa* 250m² and the larger units are planned to measure approximately 450m² of indoor space together with large outdoor terraces.

In developing Palm Waterfront, MIH will be utilising its experience obtained in the construction of the Palm City Residences. The management team has also taken into consideration feedback received from tenants residing at Palm City Residences to optimise the design layout, services available and general ambience of the proposed project. Furthermore, the same architectural firm that was responsible for the Palm City Residences has been appointed to design Palm Waterfront. Detailed design drawings have been finalised and submitted to the planning authority in Tripoli for approval. It is the intention of PWL to offer the residential units, when complete, either on a lease basis or outright sale, but will react to market trends as necessary, and will therefore align its strategies and offerings in accordance with such trends and market developments.

With respect to the planned 164 room 4-star hotel, PWL will utilise CPHCL’s experience in operating hotels in Libya. The project will be initiated once PWL has raised the required funding, as to 40% equity and 60% debt, to complete the development phase, and has obtained the necessary planning approvals from the local authorities. This project has been temporarily placed on hold in view of the prevailing situation in Libya. The provision of funding will be considered as and when the project is re-activated.

13. MEDINA TOWER

MIH has a 25% shareholding in Medina Tower Joint Stock Company for Real Estate Investment and Development (“MTJSC”). This company was set up for the purpose of owning and developing the Medina Tower. Further information on Medina Tower is provided in section 8.5 of this report.

14. MARKET OVERVIEW

The market overview relating to Libya is included in section 8.1.6 above.

15. VALUATION OF MAJOR ASSETS

The table below highlights the major assets of MIH:

Valuation of Major Assets	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
	€'000	€'000	€'000	€'000	€'000	€'000
Palm City Residences <i>(65-year Build-Operate-Transfer Agreement expiring 2071)</i>	310,406	310,676	250,000	250,034	250,034	250,034
Palm Waterfront <i>(80-year Build-Operate-Transfer Agreement expiring 2093)</i>	-	8,115	8,307	8,307	8,307	8,307
Medina Tower <i>(25% shareholding in MTJSC)</i>	12,649	12,696	12,701	13,000	13,000	13,000
	323,055	331,487	271,008	271,341	271,341	271,341

Source: Consolidated audited financial statements of MIH for the years ended 31 December 2012, 2013 and 2014; management information.

Palm City Residences as an investment property is subject to an annual fair value test in terms of international accounting standards. Due to the lack of comparable properties in the market, the determination of fair value could not be objectively established on the basis of the current active market prices. Therefore, the fair value was determined on the basis of the discounted value of future cash flows expected from the operation of the property for the remaining period of 57 years. During FY2014, a valuation exercise was carried out by an independent professional valuer to help the directors determine the fair value of the investment property. The resultant value, based on the assessment of the directors, decreased by €60.9 million in FY2014 over FY2013 to €250 million as a consequence of a considerable increase in the country risk premium due to the uncertainty in Libya, and an increase in the property risk premium to reflect the risk associated with the quality of the rental cash flow streams.

The value of the Palm Waterfront is attributable to the cash consideration of €7 million paid to CPHCL in relation to the BOT agreement that will give PWL the right to eventually operate the Palm Waterfront. The difference in value relates to preliminary capitalised expenses incurred by MIH on the project.

MIH acquired 25% shareholding in MTJSC in FY2010 for €3.9 million as an initial 30% contribution for its equity stake. A further investment of €9.1 million was injected in FY2012, representing the remaining 70% equity contribution (aggregate investment of €13 million). The net difference between the equity injection and the value on the balance sheet relates to the proportionate share of losses incurred in relation to expenses paid by the company.

PART 4 – A BRIEF OVERVIEW OF CORINTHIA PALACE HOTEL COMPANY LIMITED

16. GENERAL OVERVIEW

CPHCL is the parent holding company of the Corinthia Group (“Group”) and its primary investments comprise the following:

- 58.89% shareholding in International Hotel Investments p.l.c. (*vide* Part 2 of this report); and
- 50% shareholding in Mediterranean Investments Holding p.l.c. (*vide* Part 3 of this report).

In addition to the above, CPHCL owns a number of other properties, investments and business ventures, directly or indirectly, which include interests in a number of hotels located outside Malta. Section 18 below provides a brief description of the principal hotel properties owned by CPHCL.

17. BUSINESS DEVELOPMENT STRATEGY

The Corinthia Group’s business strategy focuses on achieving positive and sustainable financial results, and appreciation in the value of its properties and investments. In the execution of the Corinthia Group’s strategy, management aims to provide a high quality service at each hotel and treat customers to a unique hospitality experience. Through the provision of better quality offerings the brand value is further enhanced, and leads management to achieve its objective of improving occupancy levels and average room rates. Moreover, it enables the Group to target higher-yielding customers, in particular, from the leisure and conference & event segments.

Electronic booking portals have in recent times gained importance in generating room reservations. In this respect, the Corinthia Group is continuously optimising its website ‘Corinthia.com’, developing further its online reservation system and investing in online marketing.

From a cost perspective, better results are being achieved through the implementation of cost-control and energy-efficient measures at Group hotels.

The Corinthia Group’s strategy focuses on the operation of hotels that are principally in the five star category. In this respect, the Group has identified a number of assets, including four and three star hotels, which are either earmarked for redevelopment or no longer fit its long term strategy. Such non-core assets will be disposed of at the opportune moment in the near to medium term. As to core assets, ongoing investment in their upkeep is given due importance in order to preserve their attractiveness and incremental value.

In addition to the aforementioned strategy for internal growth, the Corinthia Group aims to grow its business externally by further expanding the portfolio of hotels and mixed-use properties and venturing into other businesses through:

Acquisitions, joint ventures and developments

Management remains active in growing the Corinthia Group’s hotel portfolio and mixed-use properties by acquisition, particularly if these entail a potential for capital appreciation. In 2015, the Group acquired IHGH which, *inter alia*, will enable the Group to redevelop the three hotels located near St George’s Bay, St Julians, Malta into a mixed-use luxury development. This recent acquisition will also allow the Group to diversify its revenue streams through the expansion of Costa Coffee outlets principally in Spain. Furthermore, other mixed-use properties described elsewhere in this report are earmarked for development in the coming years and which are expected to generate positive returns for the Corinthia Group. It is projected that further acquisition opportunities will arise as a result of the extensive network of contacts of the Chairman, Directors and Chief Executives of the Corinthia Group. If available at attractive prices and subject to funding, the Group is principally interested to acquire hotels in its target markets, including certain European cities.

Management contracts

Where attractive opportunities arise, the Corinthia Group will seek to expand its portfolio of hotels by entering into agreements to manage hotels for third party owners. Management believes that the strength of the Corinthia brand, its reservation system and online presence, and the quality of its existing operations give it a good position to establish such relationships, which are expected to gather momentum in the short to medium term, principally through the exposure that the Corinthia Hotel & Residences London gave to the international market.

18. OPERATIONAL DEVELOPMENT

18.1 HOTEL PROPERTIES

18.1.1 Panorama Hotel Prague

Introduction

Corinthia Panorama s.r.o. (a fully-owned subsidiary of CPHCL) owns the 440-room four-star Hotel located in Prague, Czech Republic (“**Panorama Hotel**”). The Panorama Hotel is situated in Prague’s commercial district, just outside the city centre. It offers a range of rooms, including standard, superior, deluxe and business rooms, as well as a presidential suite. Guests at the Panorama Hotel benefit from access to the fitness and wellness centre, and the business centre. The carrying value of the Panorama Hotel as at 31 December 2014 is €29.5 million (2013: €27.5 million).

Market Overview

The market overview relating to the economy and tourism in the Czech Republic is included in section 8.1.5 above.

Operational Performance

The following table sets out the highlights of the hotel’s operating performance for the years indicated therein:

Panorama Hotel Prague	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	8,574	8,815	9,110	9,787	10,017	9,992
Gross operating profit before incentive fees (€'000)	1,168	1,371	2,015	2,595	2,550	2,584
Gross operating profit margin (%)	14	16	22	27	25	26
Occupancy level (%)	70	71	70	75	75	75
Average room rate (€)	43	44	48	50	53	53
Revenue per available room (RevPAR) (€)	30	32	34	38	39	39
Benchmark performance						
Occupancy level (%)	69	69	71	72	72	72
Average room rate (€)	42	39	38	42	43	45
Revenue per available room (RevPAR) (€)	29	27	27	30	31	32
Revenue Generating Index	1.04	1.19	1.26	1.26	1.25	1.22

Source: Management information.

During the three years FY2012 – FY2014, hotel operations were broadly stable, whereby the Hotel registered an average occupancy level of circa 70% and RevPAR ranged between €30 and €34. In FY2015, the Panorama Hotel performed better than in the prior year as occupancy increased from 70% to 75% and RevPAR increased from €34 to €38. It is

the management's intention to maintain the same operational strategy for the Panorama Hotel and therefore, the projections for FY2016 and FY2017 are broadly similar to the results achieved in FY2015.

As for benchmark performance, the Hotel's occupancy level was broadly in line with that of its competitors in FY2012 – FY2014, at *circa* 70%. However, the Hotel generally outperforms its competitive set in terms of average room rate, and consequently RevPAR. In FY2014, the average room rate of the Hotel was 26% higher than its benchmark competitive set, at €48. As for FY2015, the Hotel is expected to achieve a better average room rate of €50 as compared to €42 for its competitors, and should also achieve a higher occupancy level of 75% in comparison to the benchmark performance of 72%. Looking forward, management anticipates that the Hotel is able to outperform its competitors both in FY2016 and FY2017.

18.1.2 The Aquincum Hotel Budapest

Introduction

Thermal Hotel Aquincum Rt (a fully-owned subsidiary of CPHCL) owns the 310-room five-star Aquincum Hotel located in a prime area alongside the river Danube with panoramic views of the Buda Hills. The main feature of this business and leisure hotel is its 1,660m² Spa, which derives its therapeutic water directly from Margaret Island. The carrying amount of the Aquincum Hotel as at 31 December 2014 is €30.1 million (2013: €27.5 million).

Market Overview

The market overview relating to the economy and tourism in Hungary is included in section 8.1.2 above.

Operational Performance

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

The Aquincum Hotel Budapest	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	6,019	6,307	7,188	7,301	7,728	8,299
Gross operating profit before incentive fees (€'000)	947	1,012	1,463	1,600	1,699	1,850
Gross operating profit margin (%)	16	16	20	22	22	22
Occupancy level (%)	63	65	75	72	74	74
Average room rate (€)	50	51	52	56	57	57
Revenue per available room (RevPAR) (€)	31	33	39	40	42	45
Benchmark performance						
Occupancy level (%)	67	68	71	76	75	75
Average room rate (€)	60	60	54	58	60	62
Revenue per available room (RevPAR) (€)	40	41	38	44	45	46
Revenue Generating Index	0.77	0.81	1.02	0.91	0.94	0.98

Source: Management information.

The Aquincum Hotel's financial performance in FY2014 improved when compared to a year earlier, principally due to a 15% increase in occupancy, from 65% in FY2013 to 75%. Revenue for FY2014 amounted to €7.2 million (a 14% increase from the FY2013 figure) and gross operating profit increased from €1.0 million in FY2013 to €1.5 million in FY2014 (+45%). Performance in FY2015 is expected to have been broadly similar to FY2014 results. As such, RevPAR is forecasted to amount to €40 (FY2014: €39) whilst gross operating profit is expected at €1.6 million (FY2014: €1.5 million).

The revenue projections for FY2016 and FY2017 indicate y-o-y increases of €0.4 million and €0.6 million respectively.

As for benchmark performance, the Hotel's RGI in FY2014 was equal to 1.0 – that is, performance was in line with that of its competitive set. Analysing the KPIs further, it is noted that the occupancy level of the Hotel was 75% in FY2014, four percentage points higher than competition, but its average room rate was €2 lower than its peers at €52. The RGI for FY2015 is expected to be below par, at 0.91, primarily due to a lower occupancy level (72% as compared to 76% projected for the competitive set) and average room rate (€56 as compared to €58 projected for the competitive set). As for FY2016 and FY2017, the Hotel is projected to increase RevPAR in each of the said years but will maintain its position as in FY2015 against benchmark performance.

18.1.3 Corinthia Palace Hotel & Spa Malta

Introduction

Corinthia Palace Hotel Company Limited directly owns the 150-room five-star Corinthia Palace Hotel & Spa located in Attard, Malta. The carrying amount of the Hotel as at 31 December 2014 is €21.5 million (2013: €22.4 million).

Market Overview

The market overview relating to the economy and tourism in Malta is included in section 8.1.7 above.

Operational Performance

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

Corinthia Palace Hotel & Spa Malta	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	4,876	4,507	5,918	7,203	7,358	7,645
Gross operating profit before incentive fees (€'000)	-399	-493	-124	486	387	402
Gross operating profit margin (%)	-8	-11	-2	7	5	5
Occupancy level (%)	58	42	59	66	69	70
Average room rate (€)	78	108	104	109	106	108
Revenue per available room (RevPAR) (€)	44	44	60	76	73	78
Benchmark performance						
Occupancy level (%)	68	71	74	79	75	75
Average room rate (€)	96	102	111	126	130	134
Revenue per available room (RevPAR) (€)	65	72	82	100	97	100
Revenue Generating Index	0.67	0.61	0.73	0.76	0.75	0.78

Source: Management information.

In the financial years FY2012 to FY2014, the Corinthia Palace Hotel & Spa generated revenues of between €4.5 million and €5.9 million but incurred a gross operating loss in each of the said financial years. Efforts are being made by management to turnaround this situation, principally through cost-cutting measures and investing in energy-efficient systems. Moreover, whilst benefiting from Malta's strong tourism performance, the sales team is focused on yield management with a drive towards achieving higher rates. For FY2015, it is expected that the Hotel will generate revenues of €7.2 million (+22% on the previous year) and more importantly, should achieve a gross operating profit of €0.5 million. The occupancy level is forecasted at 66% (compared to 59% in FY2014) and RevPAR at €76 (+27% when compared to FY2014). A stable outlook is being projected for FY2016 and FY2017.

As for benchmark performance, the Hotel's current operating results are below the figures achieved by its competitive set. However, the Corinthia Palace Hotel & Spa has made significant progress, particularly in FY2014 and FY2015, in which it registered an RGI of 0.73 in FY2014 (FY2013: 0.61) and expects to improve the RGI in FY2015 to 0.76. The RGI for FY2016 and FY2017 is projected at 0.75 and 0.78 respectively, which is approximately at same level as in FY2015.

18.1.4 Ramada Plaza Tunis Hotel

Introduction

Societe de Promotion Hoteliere Khamsa s.a. (a fully-owned subsidiary of the Group) owns the 309-room five-star Ramada Plaza Tunis Hotel which is located on an unspoiled sandy beach on the Côte de Carthage Gammarth, 18Km from the capital Tunis. The Hotel has extensive health and leisure facilities. The carrying amount of the Ramada Plaza Tunis Hotel as at 31 December 2014 is €26.6 million (2013: €27.2 million).

Market Overview

Tunisia was once again rocked by terrorist activity on 24 November 2015 when a bus carrying presidential guards was targeted in the capital. This marks the third high-profile incident for Tunisia in 2015. The latest attack will exacerbate the country's security concerns and has far-reaching implications for the economy. Since the attacks in March 2015 on the Bardo Museum which was followed a couple of months later by a terrorist attack in Sousse, approximately 70 hotels have closed and employment in the tourism sector has plummeted. Business activity is set to follow suit, as apprehensive investors begin to scale back their investments in Tunisia.

Operational Performance

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

Ramada Plaza Tunis Hotel	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Turnover (€'000)	5,314	4,616	5,715	4,588	5,545	6,501
Gross operating profit before incentive fees (€'000)	1,628	1,129	1,846	845	1,550	2,201
Gross operating profit margin (%)	31	24	32	18	28	34
Occupancy level (%)	49	41	49	39	46	53
Average room rate (€)	57	57	60	62	62	62
Revenue per available room (RevPAR) (€)	27	23	29	24	29	32

Source: Management information.

FY2014 was a positive year for the Hotel as revenue increased from €4.6 million in FY2013 to €5.7 million (+24%). Moreover, gross operating profit almost doubled from €1.1 million to €1.9 million. However, the violence that hit the country during FY2015 inevitably affected the Hotel's performance and as a consequence management is forecasting revenue and gross operating profit to decrease by 20% and 54% respectively. As for FY2016, it is expected that occupancy should recover from 39% in FY2015 to 46%, and RevPAR should increase by 21% to €29, re-establishing levels achieved in FY2014. Y-o-y growth in revenue is projected in FY2016 (+21%) and FY2017 (+17%), with a corresponding y-o-y increase in gross operating profit in FY2016 (+83%) and FY2017 (+42%).

PART 5 – GROUP PERFORMANCE REVIEW

19. FINANCIAL INFORMATION RELATING TO CORINTHIA FINANCE PLC

The following financial information is extracted from the audited financial statements of the Issuer for each of the years ended 31 December 2012 to 31 December 2014. The forecasted financial information for the years ending 31 December 2015 to 2017 has been provided by management of the Company. **The projected financial statements relate to events in the future and are based on assumptions which the Issuer 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.**

Corinthia Finance p.l.c. Income Statement	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
(€)	Actual	Actual	Actual	Forecast	Projection	Projection
Finance income	3,168,520	3,011,080	3,019,367	3,022,430	3,135,557	2,446,067
Finance costs	(3,099,325)	(2,950,505)	(2,947,205)	(2,945,475)	(2,985,972)	(2,350,000)
Administrative expenses	(36,832)	(40,463)	(41,104)	(41,515)	(41,930)	(42,349)
Profit before tax	32,363	20,112	31,058	35,440	107,655	53,718
Taxation	(10,803)	(4,703)	(4,674)	(8,400)	(24,370)	(13,690)
Profit for the year	21,560	15,409	26,384	27,040	83,285	40,028

Corinthia Finance p.l.c. Cash Flow Statement	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
(€)	Actual	Actual	Actual	Forecast	Projection	Projection
Net cash from operating activities	(95,935)	(53,622)	(20,538)	14,221	(418,335)	(16,236)
Net cash from investing activities	10,543,580	3,779,036	4,107,794	207,974	(1,920,970)	398,278
Net cash from financing activities	(10,450,872)	(3,739,241)	(4,087,885)	(207,974)	2,344,692	(398,278)
Net movement in cash and cash equivalents	(3,227)	(13,827)	(629)	14,221	5,387	(16,236)
Cash and cash equivalents at beginning of year	32,895	29,668	15,841	15,212	29,433	34,820
Cash and cash equivalents at end of year	29,668	15,841	15,212	29,433	34,820	18,584

Corinthia Finance p.l.c. Balance Sheet	31 Dec'12	31 Dec'13	31 Dec'14	31 Dec'15	31 Dec'16	31 Dec'17
(€)	Actual	Actual	Actual	Forecast	Projection	Projection
Assets						
<i>Non-current</i>						
Loans owed by parent company	47,100,000	46,310,000	45,170,000	44,962,026	46,882,995	46,484,718
Other long-term financial assets	400,000	1,168,344	2,444,524	2,852,227	632,498	1,052,498
	47,500,000	47,478,344	47,614,524	47,814,253	47,515,493	47,537,216
<i>Current</i>						
Receivables	1,709,558	2,081,749	1,718,177	1,943,393	2,473,248	2,507,789
Current tax asset	2,774	-	-	-	-	-
Cash and cash equivalents	29,668	15,841	15,212	29,433	34,820	18,584
	1,742,000	2,097,590	1,733,389	1,972,826	2,508,068	2,526,373
Total assets	49,242,000	49,575,934	49,347,913	49,787,079	50,023,561	50,063,589

Corinthia Finance p.l.c. Balance Sheet (<i>cont.</i>)	31 Dec'12	31 Dec'13	31 Dec'14	31 Dec'15	31 Dec'16	31 Dec'17
(€)	Actual	Actual	Actual	Forecast	Projection	Projection
<i>Equity and liabilities</i>						
Equity						
Called up share capital	250,000	250,000	250,000	250,000	250,000	250,000
Investment revaluation reserve	-	7,650	156,354	216,482	116,482	116,482
Retained earnings	63,860	79,269	105,653	132,693	215,978	256,006
	313,860	336,919	512,007	599,175	582,460	622,488
Liabilities						
<i>Non-current</i>						
Bonds in issue	47,500,000	47,467,600	47,427,600	47,427,600	47,500,000	47,500,000
Deferred tax liability	-	375	2,363	2,364	2,364	2,364
	47,500,000	47,467,975	47,429,963	47,429,964	47,502,364	47,502,364
<i>Current</i>						
Payables	1,428,140	1,771,040	1,405,943	1,757,940	1,938,737	1,938,737
	1,428,140	1,771,040	1,405,943	1,757,940	1,938,737	1,938,737
	48,928,140	49,239,015	48,835,906	49,187,904	49,441,101	49,441,101
Total equity and liabilities	49,242,000	49,575,934	49,347,913	49,787,079	50,023,561	50,063,589

The Issuer is a fully owned subsidiary of CPHCL, the parent company of the Corinthia Group, and is principally engaged to act as a finance company. During the years under review, the Issuer maintained *circa* €47.5 million in value of bonds, the proceeds of which were on-lent to CPHCL on issuance. As a result, finance income principally represents interest receivable from loans advanced to CPHCL and finance costs comprise interest payable to bondholders.

20. FINANCIAL INFORMATION RELATING TO CORINTHIA PALACE HOTEL COMPANY LIMITED

The following financial information is extracted from the audited consolidated financial statements of CPHCL for each of the years ended 31 December 2012 to 31 December 2014. The forecasted financial information for the years ending 31 December 2015 to 2017 has been provided by management of the Company. **The projected financial statements relate to events in the future and are based on assumptions which CPHCL 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. With specific reference to CPHCL's operations in Libya, assessment of future performance is more difficult to forecast due to the ongoing economic instability and lack of clarity on the political situation in the country. In view of this state of affairs, the actual results from the operations in Libya may vary significantly from projections.**

CPHCL Income Statement (€'000)	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Revenue	158,676	164,901	159,238	179,524	224,516	252,360
Net operating expenses	(134,390)	(133,221)	(131,185)	(143,922)	(181,167)	(200,396)
EBITDA	24,286	31,680	28,053	35,602	43,349	51,964
Depreciation and amortisation	(29,014)	(28,169)	(24,129)	(26,687)	(28,421)	(29,802)
Other income	1,664	1,687	1,295	594	522	425
Loss on exchange	(965)	(2,175)	(788)	(1,976)	(10)	-
Net impairment of hotel properties	(6,402)	5,000	5,170	-	-	-
Results from operating activities	(10,431)	8,023	9,601	7,533	15,440	22,587
Net finance costs	(21,148)	(17,325)	(17,573)	(19,375)	(22,877)	(22,166)
Gain on sale of investment property	-	3,447	-	-	1,500	5,893
Revaluation to fair value of investment properties	4,154	7,159	(14,629)	-	-	-
Share of results of associate companies	29,242	425	(29,075)	(817)	1,678	(4,738)
Other	124	(1,613)	923	(316)	(243)	(241)
Profit (loss) before tax	1,941	116	(50,753)	(12,975)	(4,502)	1,335
Taxation	973	4,653	12,028	(867)	(1,899)	(4,244)
Profit (loss) for the year	2,914	4,769	(38,725)	(13,842)	(6,401)	(2,909)
Other comprehensive income						
Net revaluation (impairment) of hotel properties	(12,283)	13,115	(27,514)	-	-	-
Share of other comprehensive income of equity accounted investments	18,456	39,466	19,197	5,500	-	-
Other effects and tax	1,032	(10,429)	11,598	-	-	-
	7,205	42,152	3,281	5,500	-	-
Comprehensive income (expense) for the year net of tax	10,119	46,921	(35,444)	(8,342)	(6,401)	(2,909)
CPHCL Cash Flow Statement (€'000)	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Net cash from operating activities	8,807	21,111	8,942	26,819	28,585	34,327
Net cash from investing activities	(33,646)	(7,183)	39,362	(33,758)	(25,492)	(6,484)
Net cash from financing activities	(3,025)	(26,948)	(32,166)	(2,906)	17,966	(24,201)
Net movement in cash and cash equivalents	(27,864)	(13,020)	16,138	(9,845)	21,059	3,642
Cash and cash equivalents at beginning of year	40,837	12,973	(47)	16,091	6,246	27,305
Cash and cash equivalents at end of year	12,973	(47)	16,091	6,246	27,305	30,947

CPHCL Balance Sheet	31 Dec'12	31 Dec'13	31 Dec'14	31 Dec'15	31 Dec'16	31 Dec'17
(€'000)	Actual	Actual	Actual	Forecast	Projection	Projection
Assets						
<i>Non-current</i>						
Intangible assets	6,239	5,823	5,336	23,772	22,268	21,860
Investment properties	209,800	225,379	210,799	232,799	221,249	212,148
Property, plant and equipment	660,485	662,385	621,287	639,928	636,758	632,443
Investments in associates	286,180	325,462	284,277	315,513	314,463	304,282
Loan receivable from associates	-	-	-	8,618	5,429	10,877
Other investments	19	-	-	-	-	-
Deferred tax assets	2,566	6,576	4,814	4,552	8,238	8,289
Investment held by trustee	2,626	3,465	10,411	7,308	10,032	3,233
	1,167,915	1,229,090	1,136,924	1,232,490	1,218,437	1,193,132
<i>Current</i>						
Inventories	7,298	7,560	7,379	8,673	9,712	10,056
Investments	14	-	-	-	-	-
Trade and other receivables	56,880	43,854	35,096	45,102	47,913	48,337
Taxation	621	2,891	2,642	3,192	3,438	3,541
Cash and cash equivalents	21,649	15,249	26,404	19,762	34,823	36,685
Assets held for sale	9,404	1,222	-	-	-	-
	95,866	70,776	71,521	76,729	95,886	98,619
Total assets	1,263,781	1,299,866	1,208,445	1,309,219	1,314,323	1,291,751
Equity and liabilities						
Equity						
Called up share capital	20,000	20,000	20,000	20,000	20,000	20,000
Other reserves	183,552	211,016	211,477	216,477	216,477	216,477
Retained earnings	179,083	187,195	155,268	145,451	136,958	133,125
Non-controlling interest	248,457	259,609	246,961	248,434	250,527	251,450
	631,092	677,820	633,706	630,362	623,962	621,052
Liabilities						
<i>Non-current</i>						
Borrowings and bonds	419,484	387,648	381,062	449,466	469,561	439,170
Other non-current liabilities	114,586	115,992	102,352	110,143	108,187	103,740
	534,070	503,640	483,414	559,609	577,748	542,910
<i>Current</i>						
Borrowings and bonds	42,764	55,179	39,790	37,415	38,765	48,106
Other current liabilities	55,855	63,227	51,535	81,833	73,848	79,683
	98,619	118,406	91,325	119,248	112,613	127,789
	632,689	622,046	574,739	678,857	690,361	670,699
Total equity and liabilities	1,263,781	1,299,866	1,208,445	1,309,219	1,314,323	1,291,751

The key accounting ratios are set out below:

Key Accounting Ratios	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
Operating profit margin (EBITDA/revenue)	15%	19%	18%	20%	19%	21%
Interest cover (times) (EBITDA/net finance cost)	1.15	1.83	1.60	1.84	1.89	2.34
Net profit margin (Profit after tax/revenue)	2%	3%	-24%	-8%	-3%	-1%
Earnings per share (€) ¹ (Profit attributable to parent company/number of shares)	0.35	0.21	-1.61	-0.62	-0.42	-0.15
Return on equity (Profit after tax/shareholders' equity)	0%	1%	-6%	2%	-1%	0%
Return on capital employed (Operating profit/total assets less current liabilities)	2%	3%	3%	3%	4%	4%
Return on assets (Profit after tax/total assets)	0%	0%	-3%	-1%	0%	0%

¹Earnings per share calculation set out above has been based on the current number of shares in issue of the Company of 20,000,000 shares of €1 each.

Source: Charts Investment Management Service Limited

During 2012, the Corinthia Group's hotels registered increases in revenues over 2011 with much of this attributable to the higher rates being achieved through the in-house developed reservation and distribution system. The Corinthia Hotel Tripoli, however, was affected by the continued state of flux in Libya following the end of the revolution in 2011 with the result that the expected improvement in its operating performance did not materialise to the budgeted level.

On the other hand the Corinthia Hotel & Residences London registered the most notable increase in revenues and gross operating profit which is reported with the share of equity accounted investments.

The investment property revaluation uplift of €4.2 million was attributable to an increase in value of the commercial centre adjacent to the Corinthia Hotel St. Petersburg. On the other hand, the valuations of the Corinthia Group's hotel properties resulted in a net impairment of €6.4 million. This charge was due to the reduction in the valuation of the Corinthia Hotel Lisbon, largely triggered by an increase in country risk that pushed up the cost of capital on investments in Portugal.

The share of profit from equity accounted investments amounted to €29.2 million and principally reflects the combined share of results of the Corinthia Group's investment in associated companies, namely the direct 50% investment in MIH and the 50% investment in Corinthia Hotel and Residences in London through its subsidiary IHI.

2012 was the first full year of operation for the London hotel and it resulted in a significant improvement in the operating profit, relative to the year before. This was, however, impacted by substantial charges for depreciation and financing costs resulting in a net loss of €22 million. This loss was, however, more than compensated by a substantial uplift of €32 million in the value of the Residences that resulted in a combined net profit of €10 million, of which IHI's share was €5 million.

In 2012 Palm City Residences registered a significant increase in signed lease agreements with a 91% occupancy rate achieved by the end of the year. This resulted in a net profit after tax of €11.4 million. In turn, this improvement in the property's operational results and in the projected future cash flows, triggered an uplift in the value of this investment property of €56.8 million less €19.1 million deferred tax. The Corinthia Group's share from these combined positive results amounted to €24.5 million.

Net finance costs amounting to €23.8 million remained on the same level of the previous year as the loan and bond repayments made during the year were largely matched by new loans and bonds.

During 2012 the Corinthia Group registered a profit after tax of €2.9 million compared to a loss of €11.4 million in 2011.

The net income of €7.2 million recognised in the Statement of Comprehensive Income mainly reflects the Corinthia Group's share of revaluation uplifts of €17 million net of tax, on Corinthia Hotel & Residences London and €2.8 million on Corinthia Hotel Prague less impairment charges, net of tax, of €8.7 million on Corinthia Hotel and Commercial Centre St Petersburg and €2.7 million on Corinthia Hotel Budapest.

After adding the net comprehensive income of €7.2 million to the profit after tax of €2.9 million, the total comprehensive income for 2012 amounted to €10.1 million against a total comprehensive expense of €24.9 million in 2011, a positive year-on-year variance of €35 million.

The Corinthia Group's revenue for 2013 amounted to €164.9 million reflecting an increase of €6.2 million on the revenue of 2012 (€158.7 million). Moreover the results of the Corinthia Hotel & Residences in London and Palm City Residences in Zanzour, Libya, in which the Corinthia Group holds a 50% shareholding, are not included in the consolidated operating results but reflected in the line entitled 'Share of results of associate companies'.

In general, the Corinthia Group's hotels registered increases in revenues mainly from higher rates achieved through a strategic shift in market segmentation and from a sustained increase in business generated by the in-house developed reservation and distribution system. The highest improvements were registered in Lisbon, St Petersburg, and Libya, while some reductions were experienced in the Czech Republic and Tunisia. The best performer was the Corinthia Hotel and Commercial Centre in St Petersburg.

Net operating expenses also increased on account of increased occupancies, additional payroll costs in Libya in consequence of changes in work practices, and a general increase in the cost base in line with enhanced brand service standards being introduced across the Corinthia Group.

The Corinthia Hotel & Residences London, as it entered its second year of operation, continued to register improvements in its operating results, but being an associate, the results of this operation are reported with the share of equity accounted investments.

While the charge for depreciation remained on the same level of 2012, following the annual property valuation exercise, a reversal of impairment of €5 million was registered on the Corinthia Hotel Lisbon as a result of its improved results achieved in 2013 and a better long-term outlook for this property.

The share of results of associated companies amounting to €0.4 million principally reflects the combined share of results of the Corinthia Group's investment in associated companies, mainly the 50% investment in Corinthia Hotel and Residences in London and the 50% investment in MIH, being the owning company of the Palm City Residences complex in Libya.

In 2013 MIH registered its best operational results to date through the robust performance of its subsidiary PCL. Launched in 2009, Palm City Residences weathered the after-effects of the Libyan revolution and in 2013 achieved a record 94% occupancy while the operational expenses were well contained. The profit for the year after tax amounted to €13.8 million.

The Corinthia Hotel & Residences London registered a significant improvement in its operating results reaching a Gross Operating Profit of €16.7 million against €9.67 million registered in 2012. However the operating profit turned into a loss after tax of €11.7 million after accounting for depreciation, financing costs and valuation movements on the residences.

The gain of €3.4 million registered on the sale of investment property represents the 50% Corinthia Group's share relating to the assignment of rights of use of the Palm Waterfront site to an associated company.

The gain on revaluation to fair value of investment properties amounting to €7.2 million was mainly the result of an uplift of €6.6 million in the valuation of a plot of land earmarked for development belonging to CPHCL.

In 2013 the Corinthia Group recognised a tax Income of €4.7 million (2012: €1.0 million) in consequence of the recognition of deferred tax income on losses on which there is a reasonable expectation of recovery.

The income of €42.2 million recognised in the Statement of Comprehensive Income mainly reflects the Corinthia Group's share of a revaluation uplift of €39.5 million, net of tax, on Corinthia Hotel & Residences London, an uplift of €16.3 million net of tax on the revaluation of the Corinthia Palace Hotel, less an impairment charge of €8.2 million, also net of tax, taken on Corinthia Hotel St. Petersburg.

Property revaluation adjustments feature in both the Corinthia Group's income statement and in the comprehensive income statement. Adjustments to the income statement represent movements in the values of investment properties and impairment adjustments or reversals thereof on hotel properties. Conversely, adjustments to the comprehensive income statement represent increases in values, or reversals thereof, in the book value of hotel properties.

After adding the net comprehensive income of €42.2 million to the profit after tax of €4.8 million, the Corinthia Group's total comprehensive income for 2013 amounted to €46.9 million against a total comprehensive income of €10.1 million registered in 2012, a year-on-year improvement of €36.8 million.

In 2014 the Corinthia Group's revenue amounted to €159.2 million reflecting a decrease of €5.7 million on the turnover registered in 2013 (€164.9 million). As in previous years, these consolidated figures do not include the 50% share of results of the Corinthia Hotel & Residences London and Palm City Residences in Libya which are reflected in the line item 'Share of results of associate companies'. In view of the instability in Libya in the second half of the year and the political situation in the Russian Federation, the revenues generated by Corinthia Hotel Tripoli and Corinthia Hotel St. Petersburg for the year ended 31 December 2014 were lower than those of 2013 by *circa* €16.1 million. This reduction was, however, in the main compensated by increased revenues and the rationalisation of operating costs by the Corinthia Group's other hotel properties across Europe. The Corinthia Group's EBITDA for 2014 at €28.6 million (excluding the Corinthia Hotel & Residences London and Palm City Residences) represents a reduction of only €2.6 million on the EBITDA of €31.2 million reported in 2013.

The depreciation charge for 2014 reduced by more than €4.1 million on the prior year and this was largely due to some assets becoming fully depreciated. In 2014 there was also a reduction of approximately €2.6 million in finance costs (from €24 million in 2013 to €21.4 million in 2014) in consequence of reduced EURIBOR rates coupled with the further reduction of the Corinthia Group's indebtedness.

The loss of €29.1 million (2013: profit of €0.4 million) registered on the Corinthia Group's share of results of associate companies mainly reflects the developments at the Corinthia Hotel & Residences London (50% share of the loss of €29.1 million registered on this investment), and at MIH through its principal subsidiary company PCL (50% share of the loss of €28.1 million).

In 2014 the Corinthia Hotel & Residences London registered a marginal improvement in its operating performance over 2013. However, depreciation and interest costs turned this profit into a loss of €11.2 million. The continued positive trend in operational performance resulted in an uplift of €17.9 million in this property's value recognized in other comprehensive income. In April 2014, 11 apartments in Whitehall Place adjacent to the Corinthia Hotel London were sold to third parties while the penthouse apartment was retained to be sold when the right opportunity arises. Except for one-off property costs resulting from this sale of apartments, this disposal of these residences had no effect on the Corinthia Group's financial results since these apartments had already been valued at their market price.

For MIH, 2014 was a year of mixed experiences, with the first semester proving to be a record performance at Palm City Residences, whilst the second semester was overshadowed by the political conflict that developed in Libya. Despite these difficult circumstances, management remained resolute in primarily ensuring the safety of its clients and its staff, but also in keeping this property operational at all times. This helped to achieve a profit after tax, but before impairment charges, of €12 million (2013: €13.8 million). However, in view of the reduced profitability and the higher country risk, MIH recognised an impairment charge on this property of €40.1 million net of tax.

Although, in 2014 the Corinthia Group registered an encouraging operational performance despite the problems in Libya and in Russia, its profitability for 2014 was adversely impacted by the resultant impairment charges on its properties in these two countries. In fact, the Corinthia Group recognised an impairment charge of €69.2 million in the value of its hotels and investment properties in Tripoli and in St. Petersburg. On the other hand, through the robust performance achieved by a number of the Corinthia Group's hotels located in Europe, the Corinthia Group registered a total uplift of €52.7 million in the fair values of these properties, most notable of which were the ones located in London (limited to 50% share), Lisbon and Budapest.

The net effect of these revaluation adjustments, excluding that on Palm City Residences, was a charge of €9.4 million reflected in the Income Statement and a further charge of €8.4 million in the Statement of Comprehensive Income with the relative tax effect mitigating the overall net impairment charge to €6.2 million. In consequence of the foregoing, in 2014 the Corinthia Group registered a loss after tax of €38.7 million compared to a profit of €4.8 million in 2013.

The other comprehensive income of €3.3 million (2013: €42.2 million) mainly reflects the net effect of the Corinthia Group's share of impairment charges of €4.3 million, net of tax, and a favourable translation adjustment of €6.4 million on the investment in the Corinthia Hotel & Residences London as a result of the strengthening of the Pound Sterling versus our reporting currency, the Euro.

After adding the net comprehensive income of €3.3 million to the loss after tax of €38.7 million, the Corinthia Group's total comprehensive expense for 2014 amounted to €35.4 million against a total comprehensive income of €46.9 million registered in 2013.

Property revaluation adjustments feature prominently in both the Corinthia Group's income statement and in the comprehensive income statement. In 2014 the net impairment charges were significant and were the principal reasons for the deviation in the results for the year when compared to 2013. It is also important to highlight the fact that the total comprehensive expense of €35.4 million includes €44 million of non-cash related adjustments relating to impairments, depreciation and translation adjustments.

Revenue for **FY2015** is being forecasted to increase by 12.7% (+€20.3 million) to €179.5 million primarily as a consequence of the acquisition of IHGH as of July 2015. The major operations of IHGH that are consolidated on a line-by-line basis include the Radisson Blu Resort St Julians, Island Caterers and Costa Coffee (operations in Malta and Spain). IHGH also operates the Radisson Blu Resort & Spa Golden Sands (vacation ownership and hotel operation), but due to IHGH's 50% ownership in the hotel, its yearly results are included in 'Share of results of associate companies'.

The majority of the Group's hotels are expected to register an increase in revenue and operating gross profit, broadly in accordance with their respective competitive set. Declines in performance will be registered at the Corinthia Hotel Tripoli, which was closed for most of 2015, and to a much lesser extent at the Corinthia Hotel St Petersburg.

With respect to the Group's associated companies, the Corinthia Hotel & Residences London is forecasted to increase gross operating profit by 20% in 2015 when compared to 2014, but will again register a loss for the year after accounting for depreciation and finance costs. Occupancy at the Palm City Residences in Libya remained low for most of 2015 and as such, MIH is expected to register a marginal loss for the year. The contribution from the Radisson Blu Resort & Spa Golden Sands for the six month period since acquisition date should partly compensate for the aforesaid losses. Therefore, 'Share of results of associate companies' is in 2015 forecasted at a loss of €0.8 million. Overall, CPHCL is forecasting a comprehensive expense for FY2015 of €8.3 million (FY2014: -€35.4 million).

The projections for 2016 reflect a full year's performance of IHGH, being the primary reason for the increase in revenue and EBITDA of €45.0 million and €7.7 million respectively. All hotels are expected to improve performance year-on-year, but significant growth is anticipated in the Costa Coffee operation where number of operating outlets in Spain is projected to increase from 11 to 36 (FY2016) and revenue should increase from €14.4 million in FY2015 to €26.1 million in FY2016. During the year, the Group expects to sell a plot in Marsa and the Amber Properties and register a profit on disposal of €1.5 million. Share of results of associate companies is projected at €1.7 million, made up principally of profits anticipated at Corinthia Hotel & Residences London and Radisson Blu Resort & Spa Golden Sands, however partly mitigated by losses expected to be incurred at MIH. The comprehensive expense for FY2016 is projected at €6.4 million, being 23% lower than the comparable figure for FY2015.

Revenue for FY2017 is projected at €252.4 million, an increase of €27.8 million from a year earlier. The principal contributors to this increase comprise the anticipated recovery at the Corinthia Hotel St Petersburg (+€3.9 million) and further growth in the Costa Coffee operations (+€15.1 million) where outlets are projected to increase from 47 in FY2016 to 72 by the end of 2017. The other group hotels are expected to increase revenue at their respective normalised rate of growth. As such, EBITDA is projected to increase by 46%, from €15.4 million in FY2016 to €22.6 million in FY2017.

During FY2017, the Group expects to continue disposing of non-core assets and is therefore projecting a profit on disposal of €5.9 million (FY2016: €1.5 million). With respect to the share of results of associated companies, the Group is projecting a positive improvement in MIH's results and a profit from the Radisson Blu Resort & Spa Golden Sands. As for the Corinthia Hotel & Residences London, it is anticipated that the penthouse apartment will be sold in FY2017 and therefore the resultant building taxes and one-time selling costs will cause the London operation to declare a loss for the year.

Overall, the Group expects to register a profit before tax in FY2017 of €1.3 million as compared to a loss before tax of €4.5 million in the previous financial year, and a FY2017 comprehensive expense of €2.9 million (FY2016: -€6.4 million).

The estimates for the forward years as presented in this document assume that the carrying values of hotel and investment properties will remain constant in FY2015 to FY2017, and therefore no adjustment has been made as to possible impairment or uplift in value of assets that may be booked and which may materially affect the consolidated income statement and balance sheet values.

Other than equity, the Group is financed through bank loans, corporate bonds and other borrowings from related companies, analysed as follows:

CPHCL Group Borrowings	31 Dec'12	31 Dec'13	31 Dec'14	31 Dec'15	31 Dec'16	31 Dec'17
(€'000)	Actual	Actual	Actual	Forecast	Projection	Projection
Bank borrowings						
Corinthia Palace Hotel Company Limited	18,158	16,004	8,219	5,142	3,432	1,722
Panorama Hotel Prague	19,764	16,984	16,177	15,342	14,477	13,584
Pankrac Property Holdings s.r.o.			1,300	1,286	1,209	1,130
Aquincum Hotel Budapest	16,201	15,442	14,583	13,732	13,006	12,083
Ramada Plaza Tunis hotel	7,976	6,679	5,889	5,397	6,621	5,985
Swan Laundry and Drycleaning Co Ltd	504	530	200	52	-	-
Danish Bakery Ltd	408	220	20	-	-	-
Corinthia Construction (Overseas) Limited	1,512	4,491	3,779	2,100	700	-
QP Management Ltd	800	800	400	400	-	-
MFCC					4,642	4,392
Corinthia Hotel St George's Bay	4,854	4,022	1,620	12,000	10,500	9,000
Corinthia Hotel Budapest	33,396	31,383	29,235	26,937	24,490	21,884
Corinthia Hotel St Petersburg	49,095	55,837	55,248	54,146	52,745	50,935
Corinthia Hotel Lisbon	37,007	35,215	31,622	28,961	26,360	23,437
Corinthia Hotel Tripoli	51,500	42,000	36,917	36,667	36,667	36,667
Corinthia Hotel Prague	40,126	33,018	30,840	28,586	26,255	23,843
Marina Hotel	1,483	953	9,574	8,295	7,545	6,695
CHI	1,520	1,907	1,857	477	248	-
IHI p.l.c.	13,300	11,200	8,100	5,000	36,500	29,250
Radisson Blu Resort St Julians				3,245	2,540	1,802
Island Caterers Ltd				64	-	-
Buttigieg Holdings Ltd				246	210	167
Costa Coffee (Malta/Spain)				1,496	10,179	14,935
Bank overdrafts	3,486	9,994	8,367	15,748	7,517	10,030
	301,090	286,679	263,947	265,319	285,843	267,541

Bonds

6% Corinthia Finance plc 2019-2022	7,500	7,500	7,500	7,500	7,500	7,500
6.25% Corinthia Finance plc 2016 - 2019	40,000	39,967	39,928	39,968		
4.25% Corinthia Finance plc 2026					40,000	40,000
6.3% IHI Bonds 2013	4,054					
6.2% - 6.8% IHI Bonds 2013	1,690					
6.5% IHI Bonds 2012 - 2014	12,475	2,500				
6.25% IHI Bonds 2015 - 2019	34,600	34,679	34,762			
6.25% IHI Bonds 2017 - 2020	24,711	24,759	24,641	24,832	24,832	24,832
5.8% IHI Bonds 2021	19,557	19,591	19,633	20,000	20,000	20,000
5.8% IHI Bonds 2023		9,865	9,876	10,000	10,000	10,000
5.75% IHI Bonds 2025				45,000	45,000	45,000
IHI Bond issue costs				(1,566)	(1,639)	(986)
6.5% IHGH Bonds 2017 - 2019				14,000	14,000	14,000
6% IHGH Bonds 2024				35,000	35,000	35,000
IHGH Bond issue costs				(628)	(555)	(482)
	144,587	138,861	136,340	194,106	194,138	194,864
Other interest bearing borrowings						
Shareholders' loans	16,571	17,287	20,565	20,631	21,898	23,303
Other loans	-	-	-	6,825	6,447	1,568
	16,571	17,287	20,565	27,456	28,345	24,871
Total borrowings and bonds	462,248	442,827	420,852	486,881	508,326	487,276

Key Accounting Ratios

	31 Dec'12	31 Dec'13	31 Dec'14	31 Dec'15	31 Dec'16	31 Dec'17
Net assets per share (€) ¹ <i>(Net asset value/number of shares)</i>	0.03	0.03	0.03	0.03	0.03	0.03
Liquidity ratio (times) <i>(Current assets/current liabilities)</i>	0.97	0.60	0.78	0.64	0.85	0.77
Gearing ratio <i>(Net debt/Net debt and shareholders' equity)</i>	41%	39%	38%	43%	43%	42%
Debt service cover ratio (times) <i>(EBITDA/net finance cost and loan capital repayment)</i>	0.47	0.51	0.49	0.85	1.01	1.09

¹Net assets per share calculation set out above has been based on the current number of shares in issue of the Company of 20,000,000 shares of €1 each.

Source: Charts Investment Management Service Limited

The debt service cover ratio measures a company's ability to service its current debts by comparing EBITDA to total debt service obligations. In FY2014, the Group registered a debt service cover ratio of 0.49 times (FY2013: 0.51), being significantly below the target ratio of 1.0. The Group was adversely impacted by the difficult political and operating

climate in both Libya and Russia and the devaluation of the local currency in the Russian Federation. This situation caused significant declines in revenue and operating profit generated by the Corinthia Hotel Tripoli and the Corinthia Hotel St Petersburg, and therefore was the primary reason for the Group's debt service cover ratio to fall below 1.0. The Group is actively addressing such position by refinancing certain borrowings at more advantageous capital repayment schedules and at low finance costs. It is projected that the debt service cover ratio will improve to 1.01 by FY2016.

Sinking Fund

In terms of the Prospectuses of each of the bonds detailed hereunder, the respective companies are required to build a sinking fund for each of the said bonds, the value of which will by the respective redemption date of each bond be equivalent to 50% of the outstanding value of the bonds. Below is a table outlining the balances held in the respective sinking funds as at the end of the financial years 31 December 2012 to 31 December 2017.

Sinking Fund Balances	31 Dec'12	31 Dec'13	31 Dec'14	31 Dec'15	31 Dec'16	31 Dec'17
(€'000)	Actual	Actual	Actual	Forecast	Projection	Projection
Corinthia Finance plc						
€39.9 million 6.25% Bonds 2016 - 2019	400	1,162	2,340	2,575	-	-
€7.5 million 6% Bonds 2019-2022			103	313	668	1,088
IHI						
€35 million 6.25% Bonds 2015 - 2019	2,188	2,265	4,632	-	-	-
€25 million 6.25% Bonds 2017 - 2020	38	38	3,336	3,336	6,250	-
€20 million 5.8% Bonds 2021					1,073	2,145
IHGH						
€14 million 6.50% Bonds 2017 - 2019				1,084	2,041	-
	2,626	3,465	10,411	7,308	10,032	3,233

Debt Securities issued by Associated Companies

MIH, a company principally involved in the operation of the Palm City Residences in Libya, has the following outstanding debt securities:

Security ISIN	Amount Listed	Security Name	Currency
MT0000371238	28,519,400	7.15% MIH 2015-2017	EUR
MT0000371246	4,351,100	7.15% MIH 2015-2017	GBP
MT0000371253	7,120,300	7.15% MIH 2015-2017	USD
MT0000371279	20,000,000	5.5% MIH 2020	EUR
Unlisted Notes	11,000,000	6% MIH 2020	EUR
MT0000371261	12,000,000	6% MIH 2021	EUR

21. FINANCIAL INFORMATION RELATING TO INTERNATIONAL HOTEL INVESTMENTS PLC

The following financial information is extracted from the audited consolidated financial statements of IHI for each of the years ended 31 December 2012 to 31 December 2014. The forecasted financial information for the years ending 31 December 2015 to 2017 has been provided by management of the Company. **The projected financial statements relate to events in the future and are based on assumptions which IHI 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. With specific reference to IHI's operation in Libya, assessment of future performance is more difficult to forecast due to the ongoing economic instability and lack of clarity on the political situation in the country. In view of this state of affairs, the actual results from the operation in Libya may vary significantly from projections.**

IHI Group Income Statement (€'000)	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Revenue	118,567	123,734	116,379	132,497	169,648	192,916
Direct costs	(63,554)	(64,152)	(61,147)	(53,896)	(75,841)	(86,245)
Gross profit	55,013	59,582	55,232	78,601	93,807	106,671
Other operating costs	(27,288)	(24,601)	(26,382)	(45,546)	(53,989)	(60,915)
EBITDA	27,725	34,981	28,850	33,055	39,818	45,756
Depreciation and amortisation	(24,208)	(23,763)	(18,390)	(19,875)	(21,175)	(22,317)
Movement in fair value of investment property	4,154	571	(15,391)	-	-	-
Net impairment of hotel properties	(7,796)	5,000	2,081	-	-	-
Results from operating activities	(125)	16,789	(2,850)	13,180	18,643	23,439
Share of (loss) profit from equity accounted investments	4,970	(5,788)	(14,537)	(160)	4,502	(1,424)
Net finance costs	(16,783)	(15,940)	(13,035)	(14,673)	(16,790)	(16,576)
Net fair value loss on interest rate swaps	1,009	1,789	1,466	-	-	-
Movement in reimbursement assets	(454)	(883)	(879)	(880)	(880)	(880)
Profit (loss) before tax	(11,383)	(4,033)	(29,835)	(2,533)	5,475	4,559
Taxation	950	4,299	13,549	(187)	(1,424)	(3,363)
Profit (loss) for the year	(10,433)	266	(16,286)	(2,720)	4,051	1,196
Other comprehensive income						
Net impairment of hotel properties	(10,889)	(8,200)	(28,953)	-	-	-
Share of other comprehensive income of equity accounted investments	19,695	41,616	18,380	5,500	-	-
Other effects and tax	(482)	(7,447)	11,170	-	-	-
	8,324	25,969	597	5,500	-	-
Total comprehensive income (expense) for the year net of tax	(2,109)	26,235	(15,689)	2,780	4,051	1,196
IHI Group Cash Flow Statement (€'000)	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Actual	Forecast	Projection	Projection
Net cash from operating activities	30,145	42,078	29,986	26,473	28,922	33,859
Net cash from investing activities	(21,187)	(4,287)	(4,160)	(31,281)	(39,674)	(19,466)
Net cash from financing activities	(23,837)	(43,666)	(13,467)	(4,451)	29,730	(11,107)
Net movement in cash and cash equivalents	(14,879)	(5,875)	12,359	(9,259)	18,978	3,286
Cash and cash equivalents at beginning of year	26,242	11,363	5,491	14,776	5,517	24,495
Cash and cash equivalents at end of year	11,363	5,488	17,850	5,517	24,495	27,781

IHI Group Balance Sheet (€'000)	31 Dec'12 Actual	31 Dec'13 Actual	31 Dec'14 Actual	31 Dec'15 Forecast	31 Dec'16 Projection	31 Dec'17 Projection
Assets						
<i>Non-current</i>						
Intangible assets	46,095	44,856	43,556	60,432	58,946	59,660
Reimbursement assets	23,449	22,566	21,687	20,807	19,927	19,047
Investment properties	191,393	191,964	176,675	176,675	198,675	198,674
Property, plant and equipment	555,482	534,558	494,971	542,499	516,431	514,690
Investments in associates	167,441	201,689	213,241	254,574	250,304	237,286
Loan receivable	43,450	44,332	3,208	3,500	-	-
Cash held by trustee	2,223	2,303	7,967	4,420	9,364	2,145
	1,029,533	1,042,268	961,305	1,062,907	1,053,647	1,031,502
<i>Current</i>						
Inventories	5,294	5,454	5,307	6,558	7,097	7,416
Loan receivable	-	-	-	-	-	-
Trade and other receivables	36,997	31,819	23,309	34,445	42,715	47,142
Taxation	436	2,883	2,639	3,180	21	21
Cash and cash equivalents	16,423	10,248	19,480	12,029	25,053	28,813
	59,150	50,404	50,735	56,212	74,886	83,392
Total assets	1,088,683	1,092,672	1,012,040	1,119,119	1,128,533	1,114,894
Equity and liabilities						
Equity						
Called up share capital	554,238	554,238	554,239	573,636	580,309	580,309
Reserves and other equity components	63,842	88,701	88,886	70,532	80,956	77,310
Retained earnings	(17,824)	(16,448)	(48,941)	(46,660)	(58,525)	(53,053)
Minority interest	-	-	630	630	630	1,134
	600,256	626,491	594,814	598,138	603,370	603,700
Liabilities						
<i>Non-current</i>						
Borrowings and bonds	312,995	292,729	271,464	344,422	361,246	330,528
Other non-current liabilities	97,390	97,332	82,938	87,019	85,750	85,619
	410,385	390,061	354,402	431,441	446,996	416,147
<i>Current</i>						
Borrowings and bonds	32,976	27,725	27,787	25,843	27,449	43,941
Other current liabilities	45,066	48,395	35,037	63,697	50,718	51,106
	78,042	76,120	62,824	89,540	78,167	95,047
	488,427	466,181	417,226	520,981	525,163	511,194
Total equity and liabilities	1,088,683	1,092,672	1,012,040	1,119,119	1,128,533	1,114,894

Key Accounting Ratios	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
Gross profit margin <i>(Gross profit/revenue)</i>	46%	48%	47%	59%	55%	55%
Operating profit margin <i>(EBITDA/revenue)</i>	23%	28%	25%	25%	23%	24%
Interest cover (times) <i>(EBITDA/net finance cost)</i>	1.65	2.19	2.21	2.25	2.37	2.76
Net profit margin <i>(Profit after tax/revenue)</i>	-9%	0%	-14%	-2%	2%	1%
Earnings per share (€) ¹ <i>(Profit attributable to parent company/number of shares)</i>	-0.02	0.00	-0.03	-0.00	0.01	0.00
Return on equity <i>(Profit after tax/shareholders' equity)</i>	-2%	0%	-3%	0%	1%	0%
Return on capital employed <i>(Operating profit/total assets less current liabilities)</i>	3%	3%	3%	3%	4%	4%
Return on assets <i>(Profit after tax/total assets)</i>	-1%	0%	-2%	0%	0%	0%

¹Earnings per share calculation set out above has been based on the current number of shares in issue of the Company of 573,636,129 shares of €1 each.

Source: Charts Investment Management Service Limited

Results from the respective hotel operations in **FY2012** were generally positive. The IHI Group financial statements for the said year also reflected the acquisition of the Marina Hotel and the first full year of operation of the Corinthia Hotel & Residences London. However the results of the Corinthia Hotel & Residences London, as mentioned elsewhere in this report are not consolidated in IHI's results. Revenue for FY2012 increased by €14.4 million (+14%) to €118.6 million when compared to FY2011 (€104.2 million). The main factors included the contribution from the Marina Hotel (+€6.6 million) and significant improvements at Corinthia Hotel St Petersburg (+23%) and Corinthia Hotel Tripoli (+18%). The remaining hotels registered broadly similar revenue as in FY2011, except for Corinthia Hotel Lisbon which showed a decrease in income of 13% from €18.7 million in FY2011 to €16.2 million in FY2012. Countries such as Portugal and Hungary were severely affected by the adverse economic situation in a number of their feeder markets, increased competition, and a decline in consumer spending.

In FY2012, gross operating profit improved at Corinthia Hotel St Petersburg (43%), Corinthia Hotel Tripoli (5%) and Corinthia Hotel St George's Bay (7%). At Corinthia Hotel Tripoli, operating costs increased by more than the proportionate growth in revenue and therefore, gross operating profit was relatively disappointing. Overall, EBITDA for FY2012 increased by €5.35 million to €27.7 million, which also reflects the impact from the initial year of the Marina Hotel within the IHI Group (+€1.4 million).

During the year under review net property revaluation adjustments, through the income statement and comprehensive income statement, amounted to a positive balance of €3.9 million (FY2011: -€15.1 million). The fair value of the Commercial Centre in St Petersburg was increased by €4.2 million (FY2011: -€5.6 million) on account of growth in lease income streams. This uplift was offset by impairments totalling €18.7 million (FY2011: €15.2 million) in the valuation of the hotel properties, mainly, Corinthia Hotel Lisbon (€6.4 million), Corinthia Hotel Budapest (€3.0 million) and Corinthia

Hotel St Petersburg (€10.9 million). The impairments resulted from an oversupply of hotel rooms in the respective markets and increased competition which has restricted improvements in both occupancy rate and average room rate, and in the case of the former two hotels the respective countries' economic situation and associated risks. On the other hand, there has been a positive uplift in the value of the 50% share in the Corinthia Hotel & Residences London of €18.5 million (FY2011: -€5.4 million).

The Corinthia Hotel & Residences London registered an operating profit of €9.59 million in FY2012, which is a significant improvement to the operating loss of €5.54 million incurred in FY2011. However, this positive performance was more than offset by substantial charges of depreciation and finance costs. Since the hotel is 50% owned by IHI, its results are included in the income statement as share of profit from equity accounted investments. In this line item the operating results have been netted with an uplift in the value of the 12 apartments amounting to €31.9 million (FY2011: €37.6 million).

IHI's revenue for FY2013 amounted to €123.7 million, reflecting an improvement of €5.2 million (+4%) on turnover registered in FY2012. This increase in revenue was mainly due to better results at properties in Tripoli (+19% y-o-y), Lisbon (+10% y-o-y) and St Petersburg (+8% y-o-y). In contrast, Corinthia Hotel Prague experienced a decline of 14% in revenue as a result of a lower occupancy level (-10%) and achieved average room rate (-4%) primarily in consequence of a 33% contraction in the conference & events business. The drop in turnover at Corinthia Hotel Prague was however mitigated by substantial cost savings at operational level. The other Hotels recorded modest gains when compared to prior year. Overall, in FY2013 there was a significant increase in EBITDA of €7.3 million (+26%) over the results achieved in FY2012.

In FY2013, the property valuation of the Corinthia Hotel Lisbon was revised upwards by €5 million in view of the improved outlook at the Hotel. In addition, a net uplift of €571,000 in the fair value of investment properties was recorded in the year under review (commercial property St Petersburg: +€400,000; commercial property Tripoli: +€200,000; apartments in Lisbon: -€29,000).

"Share of results from equity accounted investments" represents IHI's 50% equity shareholding in Corinthia Hotel & Residences London. As highlighted in section 8.1.9 of this document, operating profit generated by the Hotel in its second year of operation improved significantly to £14.0 million (equivalent to €18 million) (FY2012: £7.8 million, equivalent to €10 million). However, after accounting for depreciation, property charges and finance costs the Hotel incurred a loss for the year, of which, IHI's 50% share of such loss amounted to €5.8 million.

Net finance costs for FY2013 was lower by €1.6 million when compared to prior year, primarily reflecting (i) the continued reduction of IHI Group indebtedness through regular repayments of borrowings; and (ii) the recognition of fair value gains on interest rate swaps. Overall, IHI registered a profit for the year ended 31 December 2013 of €0.3 million (FY2012: net loss of €10.4 million).

In view of the prolonged instability in Libya and the political issues between Russia and Ukraine, revenue generated at Corinthia Hotel Tripoli and Corinthia Hotel St Petersburg in FY2014 was lower than the prior year by *circa* €16.1 million. Such reduction was however partly compensated by increased revenues at the other IHI properties and therefore the overall decrease in income for the said financial year amounted to €7.4 million (a reduction of 6%). This reduction in income inevitably impacted IHI's EBITDA, which decreased by 18% from €35.0 million in 2013 to €28.9 million in 2014. The depreciation charge for 2014 reduced by more than €5.4 million (from €23.8 million in 2013 to €18.4 million in 2014) as no provision was made on assets that were fully depreciated.

In April 2014, 11 apartments in Whitehall Place London forming part of the Corinthia Hotel & Residences London, of which IHI holds a 50% stake, were sold to third parties. The penthouse apartment was retained and will be sold when the right opportunity arises. Except for one-off property costs resulting from the aforesaid sale of the apartments, the disposal had no effect on IHI's financial statements since the apartments were already valued at

their market price in 2013. A loss was registered from equity accounted investments (London Hotel and Residences) for 2014 of €14.6 million, in consequence of building taxes, depreciation, interest and the one-time selling costs of the 11 apartments as the hotel performance registered a marginal improvement in performance in 2014 over 2013. A smaller loss is expected from equity accounted investments (London Hotel) for FY2015 of €4.0 million and should breakeven in the subsequent year.

There has also been a reduction of approximately €2.9 million in finance costs in 2014 (from €15.9 million in 2013 to €13.0 million in 2014) as a result of reduced EURIBOR rates in 2014 coupled with the further reduction of IHI's debt in consequence of scheduled repayments of bank loans.

After accounting for movements in fair value of properties described hereunder, IHI recorded a loss for the year ended 31 December 2014 of €16.3 million (2013: Profit of €0.3 million).

Analysis of Movements in Property Values

for the year ended 31 December 2014

(€'000)

	Income Statement	Other Comprehensive Income	Total
Corinthia Hotel Lisbon	1,240	13,728	14,968
Lisbon Apartments	(156)	-	(156)
Corinthia Hotel Budapest	10,357	-	10,357
Marina Hotel	1,766	-	1,766
Corinthia Hotel Tripoli	(8,038)	(26,814)	(34,852)
Tripoli Commercial Centre	(5,659)	-	(5,659)
Corinthia Hotel St Petersburg	(3,243)	(15,867)	(19,110)
St Petersburg Commercial Centre	(9,577)	-	(9,577)
Corinthia Hotel & Residences London	-	17,933	17,933
Net movement in property values	(13,310)	(11,020)	(24,330)

Classified in the financial statements as follows:

Movement in fair value of investment property	(15,391)	-	(15,391)
Net impairment reversal (loss) on hotel properties	2,081	(28,953)	(26,872)
Revaluation of hotel property (equity accounted investments)	-	17,933	17,933
Net movement in property values	(13,310)	(11,020)	(24,330)

On a yearly basis, a value in use assessment is carried out on IHI's hotels and investment properties by independent advisors. This process involves the preparation of 10-year future cash flows prepared by an expert in the hospitality industry and financial modeling by an independent accountancy firm. In 2014, the aforesaid process was performed on all IHI properties other than the Corinthia Hotel Tripoli, due to the current uncertain environment prevailing in Libya which presented significant difficulty for such advisors to determine a value in use of the property.

As such, a value in use on the Corinthia Hotel Tripoli was determined after the independent advisors presented several scenarios and parameters to the directors for their consideration. The directors resolved to adopt the more prudent basis of valuation by applying to the model higher country and other risk premia, and assume a weaker outlook on future performance. In consequence, the value of the property was impaired by €34.9 million.

As denoted in the above table, IHI was negatively impacted in 2014 by a reduction of €69.2 million in the values of its properties in Tripoli and St Petersburg (hotels and commercial centres) as a consequence of the force majeure situation prevailing in each of the said jurisdictions and the devaluation of the Russian Rouble. On the other hand, through the robust performance achieved by a number of IHI's European hotels, IHI registered an improvement of €44.9 million in the fair values of such properties, most notably of which is the uplift in London (limited to 50% share), in Lisbon and in Budapest.

Overall, during the year under review, IHI reported a net impairment (before tax) in the fair value of its properties of €24.3 million (2013: +€36.8 million) which is reported as to €13.3 million in the Income Statement and €11.0 million in the Comprehensive Income Statement.

FY2015 was mainly characterised by the acquisition of IHGH in August 2015. IHGH largely relates to the ownership and operation of the Radisson Blu Resort St Julians, Island Caterers, Costa Coffee outlets in Malta and Spain, and the operation of a number of catering contracts. IHGH also owns an 83,530m² plot of land at Hal Ferh, Golden Sands. Furthermore, IHGH has a 50% shareholding in the Radisson Blu Resort & Spa Golden Sands which comprises the operation of a five-star hotel and a vacation ownership business. In view of the 50% ownership, the results of the Radisson Blu Resort & Spa Golden Sands are included in the income statement as share of profit from equity accounted investments (together with the Corinthia Hotel & Residences London).

IHI's revenue for FY2015 is expected to amount to €132.5 million, an increase of €16.1 million from a year earlier. The growth represents better revenue figures reported by all IHI hotels in FY2015 over FY2014, other than the Corinthia Hotel St Petersburg (-€1.4 million y-o-y) and the Corinthia Hotel Tripoli (-€7.5 million y-o-y). Moreover, an amount of €18.3 million relates to revenue generated by IHGH for the period 1 July 2015 (being the effective date of acquisition) to 31 December 2015. EBITDA for the year is forecasted at €33.1 million, an increase of 15% when compared to FY2014.

Share of results from equity accounted investments comprises the 50% ownership in the Corinthia Hotel & Residences London and the Radisson Blu Resort & Spa Golden Sands. The former hotel is expected to report a 20% rise in operating profit to £17.3 million. However, after taking into account depreciation, finance costs and other fixed charges, the Corinthia Hotel & Residences London is forecasted to report a loss of €1.9 million as compared to a loss of €14.5 million in FY2014 (being IHI's 50% share). On the other hand, 50% share of profits of the Radisson Blu Resort & Spa Golden Sands is expected to amount to €1.8 million.

Overall, IHI is forecasted to incur a net loss of €2.7 million in FY2015, a y-o-y recovery of €13.5 million.

Management is projecting significant growth in revenue for both **FY2016** and **FY2017** when compared to FY2015. The Corinthia Hotel St Petersburg is anticipated to report a gradual recovery in revenue, particularly in FY2017. The other hotels are expected to follow the trend of prior years and register healthy increases in revenue. FY2016 will be the first year in which the IHI group financials will incorporate a full year results of IHGH. Overall, revenue is expected to increase from €132.5 million in FY2015 to €169.6 million in FY2016. Revenue is projected to increase further in FY2017 by €23.3 million, principally due to the significant growth expected from the Costa Coffee operations and the partial recovery in the performance of the Corinthia Hotel St Petersburg.

Reflecting the improvement in revenue, IHI's EBITDA is expected to increase from €33.1 million in FY2015 to €39.8 million in FY2016 (+20%) and increase by a further 15% to €45.8 million in FY2017.

Share of profit from equity accounted investments is expected to amount to €4.5 million in FY2016 as compared to a loss of €0.2 million in FY2015. However, IHI is projected to report a share of loss from equity accounted investments in FY2017 of €1.4 million. IHI is anticipating that in FY2017 it will dispose of the penthouse apartment at the Corinthia Hotel & Residences London and will therefore report a loss on this transaction in consequence of one-time selling costs.

After taking into account finance costs and taxation, IHI is projecting a profit for FY2016 and FY2017 of €4.1 million and €1.2 million respectively.

The estimates for the forward years as presented in this document assume that the carrying values of hotel and investment properties will remain constant in FY2015 to FY2017, and therefore no adjustment has been made as to possible impairment or uplift of assets that may be booked and which may materially affect the consolidated income statement and balance sheet values.

Other than equity, IHI is financed through bank loans, corporate bonds and other borrowings from related companies, analysed as follows:

IHI Group Borrowings	31 Dec'12	31 Dec'13	31 Dec'14	31 Dec'15	31 Dec'16	31 Dec'17
(€'000)	Actual	Actual	Actual	Forecast	Projection	Projection
Bank borrowings						
Corinthia Hotel St George's Bay	2,968	2,159	1,271	12,000	10,500	9,000
Corinthia Hotel Budapest	33,396	31,383	29,235	26,937	24,490	21,884
Corinthia Hotel St Petersburg	49,095	55,999	55,248	54,146	52,745	50,935
Corinthia Hotel Lisbon	35,722	34,181	31,622	28,961	26,360	23,437
Corinthia Hotel Tripoli	51,500	42,000	36,917	36,667	36,667	36,667
Corinthia Hotel Prague	40,126	33,018	30,840	28,586	26,255	23,843
Marina Hotel	1,112	833	9,150	8,295	7,545	6,695
CHI	-	-	1,000	477	248	-
IHI p.l.c.	13,300	11,200	8,100	5,000	36,500	29,250
Radisson Blu Resort St Julians				3,245	2,540	1,802
Island Caterers				64	-	-
IHGH p.l.c.				-	-	-
The Coffee Company Malta/Spain				1,496	10,179	14,935
Buttigieg Holdings Limited				246	210	167
Bank overdrafts	5,060	4,760	1,630	6,512	558	1,032
	232,279	215,533	205,013	212,632	234,797	219,647

Bonds

6.3% IHI Bonds 2013	4,054					
6.2% - 6.8% IHI Bonds 2013	1,690					
6.5% IHI Bonds 2012 - 2014	12,475	2,500				
6.25% IHI Bonds 2015 - 2019	34,600	34,678	34,762			
6.25% IHI Bonds 2017 - 2020	24,711	24,758	24,641	24,832	24,832	24,832
5.8% IHI Bonds 2021	19,557	19,592	19,633	20,000	20,000	20,000
5.8% IHI Bonds 2023		9,865	9,876	10,000	10,000	10,000
5.75% IHI Bonds 2025				45,000	45,000	45,000
Bond issue costs				(1,566)	(1,277)	(1,024)
6.5% IHGH Bonds 2017 - 2019				14,000	14,000	14,000
6% IHGH Bonds 2024				35,000	35,000	35,000
Bond issue costs				(628)	(555)	(482)
	97,087	91,393	88,912	146,638	147,000	147,326
Other interest bearing borrowings						
Parent company	16,089	13,236	5,092	-	-	-
Related companies	516	292	234	10,995	6,898	7,496
	16,605	13,528	5,326	10,995	6,898	7,496
Total borrowings and bonds	345,971	320,454	299,251	370,265	388,695	374,469

Key Accounting Ratios

	31 Dec'12	31 Dec'13	31 Dec'14	31 Dec'15	31 Dec'16	31 Dec'17
Net assets per share (€) ¹ <i>(Net asset value/number of shares)</i>	1.05	1.09	1.04	1.04	1.05	1.05
Liquidity ratio (times) <i>(Current assets/current liabilities)</i>	0.76	0.66	0.81	0.63	0.96	0.88
Gearing ratio <i>(Total net debt/net debt and shareholders' equity)</i>	35%	33%	32%	37%	38%	36%
Debt service cover ratio (times) <i>(EBITDA/net finance cost and loan capital repayment)</i>	0.77	0.73	0.83	1.05	0.93	1.17

¹Net assets per share calculation set out above has been based on the current number of shares in issue of the Company of 573,636,129 shares of €1 each.

Source: Charts Investment Management Service Limited

The debt service cover ratio measures a company's ability to service its current debts by comparing EBITDA to total debt service obligations. In FY2014, IHI registered a debt service cover ratio of 0.83 times (FY2013: 0.73), being marginally below the target ratio of 1.0. IHI was adversely impacted by the difficult political and operating climate in both Libya and Russia and the devaluation of the local currency in the Russian Federation. This situation caused significant declines in revenue and operating profit generated by the Corinthia Hotel Tripoli and the Corinthia Hotel

St Petersburg, and therefore was the primary reason for IHI's debt service cover ratio to remain below 1.0. On the other hand, in FY2014, IHI's other hotel properties performed better in terms of EBITDA earnings relative to FY2013, and this partly mitigated the above mentioned decrease in EBITDA.

When compared to 2013 the debt service cover ratio has improved from 0.73 to 0.83 in 2014. Such recovery was principally the result of a reduction in IHI's indebtedness from €320.5 million (in 2013) to €299.3 million in 2014, and a decrease in borrowing costs due to the decline in EURIBOR rates in the past few years. As to annual net interest payable, this amount decreased by €2.9 million from €15.9 million (in 2013) to €13.0 million in 2014.

In the financial years 2015 to 2017, the debt service cover ratio is projected to improve to above parity. The principal factor related to such improvement is the higher projected EBITDA in the said financial years which is expected to increase proportional more than increases in net finance costs.

Sinking Fund

In terms of the Prospectuses of each of the bonds detailed hereunder, the respective companies are required to build a sinking fund for each of the said bonds, the value of which will by the respective redemption date of each bond be equivalent to 50% of the outstanding value of the bonds. Below is a table outlining the balances held in the respective sinking funds as at the end of the financial years 31 December 2012 to 31 December 2017.

Contributions to Sinking Fund (€'000)	31 Dec'12 Actual	31 Dec'13 Actual	31 Dec'14 Actual	31 Dec'15 Forecast	31 Dec'16 Projection	31 Dec'17 Projection
€35 million 6.25% Bonds 2015 - 2019	2,188	2,265	4,632			
€25 million 6.25% Bonds 2017 - 2020	38	38	3,336	3,336	6,250	
€20 million 5.8% Bonds 2021					1,073	2,145
	2,226	2,303	7,968	3,336	7,323	2,145

22. FINANCIAL INFORMATION RELATING TO ISLAND HOTELS GROUP HOLDINGS PLC

The following financial information is extracted from the audited consolidated financial statements of IHGH for each of the years ended 31 October 2012 to 31 October 2014. The forecasted financial information for the years ending 31 December 2015 to 2017 has been provided by management of the Company. **The projected financial statements relate to events in the future and are based on assumptions which IHGH 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.**

For the financial years 2012 and 2013, IHGH reported its interests in jointly controlled entities using proportionate consolidation, that is, IHGH's share of the assets, liabilities, income and expenses of the jointly controlled entity were combined with similar items in the financial statements of IHGH on a line-by-line basis. As from FY2014, investments in associates (principally, the hotel and vacation ownership operations of the Radisson Blu Resort & Spa Golden Sands) are accounted for using the equity method of accounting.

Furthermore, IHGH changed its accounting year end in 2015 from 31 October to 31 December. Consequently, the financial information for the financial period ended 31 December 2015 covers a 14-month period (1 November 2014 to 31 December 2015).

IHGH Group Income Statement (€'000)	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual (12 months)	Actual (12 months)	Restated (12 months)	Forecast (14 months)	Projection (12 months)	Projection (12 months)
Revenue	33,086	30,669	15,836	25,114	45,196	61,232
Direct costs	(17,359)	(14,971)	(8,176)	(13,602)	(23,482)	(31,532)
Gross profit	15,727	15,698	7,659	11,512	21,714	29,700
Other operating costs	(10,300)	(9,678)	(5,123)	(8,682)	(16,177)	(22,291)
EBITDA	5,427	6,020	2,536	2,830	5,537	7,409
Depreciation and amortisation	(3,330)	(2,829)	(1,175)	(2,102)	(2,977)	(3,683)
Results from operating activities	2,097	3,191	1,361	728	2,560	3,726
Share of (loss)/profit from equity accounted investments	(1)	(25)	2,802	2,865	3,143	3,353
Investment income	-	-	-	3,040	-	-
Net finance costs	(2,930)	(2,480)	(2,575)	(4,172)	(3,812)	(4,035)
Profit (loss) before tax	(834)	686	1,588	2,461	1,891	3,044
Taxation	(155)	10	(58)	(310)	(1,086)	(1,225)
	(989)	696	1,530	2,151	805	1,819
Discontinued operation	-	(141)	1,202	-	-	-
Profit (loss) attributable to parent company	(989)	555	2,732	2,151	805	1,819

IHGH Group Cash Flow Statement (€'000)	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
	Actual	Actual	Restated	Forecast	Projection	Projection
	(12 months)	(12 months)	(12 months)	(14 months)	(12 months)	(12 months)
Net cash from operating activities	3,839	4,235	(4,499)	5,059	(1,040)	2,681
Net cash from investing activities	(1,473)	(5,088)	4,588	3,001	(5,312)	(5,338)
Net cash from financing activities	(2,968)	737	25,720	(30,588)	12,415	6,317
Net movement in cash and cash equivalents	(602)	(116)	25,808	(22,528)	6,063	3,660
Cash and cash equivalents at beginning of year	(9,677)	(10,267)	(6,525)	19,283	(3,245)	2,818
Effect of foreign exchange rate changes	12	(20)	-	-	-	-
Cash and cash equivalents at end of year	(10,267)	(10,403)	19,283	(3,245)	2,818	6,478

IHGH Group Balance Sheet (€'000)	31 Oct'12	31 Oct'13	31 Oct'14	31 Dec'15	31 Dec'16	31 Dec'17
	Actual	Actual	Restated	Forecast	Projection	Projection
Assets						
<i>Non-current</i>						
Intangible assets	34,699	33,873	11,021	16,078	15,876	15,709
Property, plant and equipment	85,025	86,010	27,846	58,293	64,259	68,883
Investments in associates	-	-	37,863	38,263	37,793	38,406
Loans and receivables	8,169	8,970	7,393	7,010	2,010	-
Other cash at bank	-	-	137	74	31	-
	127,893	128,853	84,260	119,718	119,969	122,998
<i>Current</i>						
Inventories	1,212	1,225	312	1,280	1,499	1,655
Trade and other receivables	8,674	10,085	14,816	6,511	8,588	8,898
Loans and receivables	-	94	4	-	-	-
Taxation	26	218	319	-	-	-
Assets classified as held for sale	-	-	-	-	-	-
Other cash at bank	-	-	211	74	31	-
Cash and cash equivalents	1,014	665	20,305	-	2,818	6,478
	10,926	12,287	35,967	7,865	12,936	17,031
Total assets	138,819	141,140	120,227	127,583	132,905	140,029

IHGH Group Balance Sheet (<i>cont.</i>) (€'000)	31 Oct'12	31 Oct'13	31 Oct'14	31 Dec'15	31 Dec'16	31 Dec'17
	Actual	Actual	Restated	Forecast	Projection	Projection
<i>Equity and liabilities</i>						
Equity						
Called up share capital	36,340	36,584	36,584	38,584	38,584	38,584
Currency translation reserve	906	85	1,522	1,522	1,522	1,522
Retained earnings	(777)	(466)	2,267	4,418	5,223	7,042
	36,469	36,203	40,373	44,524	45,329	47,148
Liabilities						
<i>Non-current</i>						
Borrowings and bonds	50,378	50,947	60,932	57,401	63,146	60,878
Other non-current liabilities	16,129	16,553	6,238	7,505	7,725	8,377
	66,507	67,500	67,171	64,906	70,871	69,255
<i>Current</i>						
Borrowings and bonds	18,237	18,192	3,811	5,490	3,989	10,638
Other current liabilities	17,606	19,245	8,873	12,664	12,716	12,988
	35,843	37,437	12,684	18,154	16,705	23,626
	102,350	104,937	79,854	83,060	87,576	92,881
Total equity and liabilities	138,819	141,140	120,227	127,583	132,905	140,029

Key Accounting Ratios	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
Gross profit margin <i>(Gross profit/revenue)</i>	48%	51%	48%	46%	48%	49%
Operating profit margin <i>(EBITDA/revenue)</i>	16%	20%	16%	11%	12%	12%
Interest cover (times) <i>(EBITDA/net finance cost)</i>	1.85	2.43	0.98	0.68	1.45	1.84
Net profit margin <i>(Profit after tax/revenue)</i>	-3%	2%	10%	9%	2%	3%
Earnings per share (€) ¹ <i>(Profit attributable to parent company/number of shares)</i>	-0.03	0.02	0.04	0.06	0.02	0.05
Return on equity <i>(Profit after tax/shareholders' equity)</i>	-3%	2%	4%	5%	2%	4%
Return on capital employed <i>(Operating profit/total assets less current liabilities)</i>	5%	6%	2%	3%	5%	6%
Return on assets <i>(Profit after tax/total assets)</i>	-1%	0%	1%	2%	1%	1%

¹Earnings per share calculation set out above has been based on the current number of shares in issue of the Company of 36,583,660 shares of €1 each for 2012 to 2014, and 38,583,660 from 2015 onwards.

Source: Charts Investment Management Service Limited

In **FY2012**, IHGH generated revenue of €33.1 million and EBITDA of €5.4 million. The operating profit derived by IHGH hotels was broadly flat compared to a slight growth in the market average. Further analysis shows that the hotels compared favourably to the market on occupancy levels and cost base management but were below par on the level of average room rate achieved. Of significance to the bottom line group result was the relatively weak performance in vacation ownership. The poor economic conditions within the UK left their mark on this part of the business and success in developing non-UK markets has been very limited. The positive sign was that IHGH managed to grow revenues slightly in vacation ownership however the cost of generating such revenues was disproportionate and as a result margins were lower than in prior years.

With respect to non-hotel catering revenues, FY2012 was the first full year of IHGH's investment in Buttigieg Holdings Ltd (50% shareholding). Overall, IHGH incurred a net loss of €1.0 million in FY2012.

Turnover of IHGH in **FY2013** was lower than in the previous year at €30.7 million (FY2012: 33.1 million) but EBITDA for the year increased to €6.0 million against €5.4 million in FY2012. The performance of IHGH mirrored that of the tourism industry generally. All IHGH hotels performed well and growth was achieved in every part of the business, the biggest gains being registered at the Radisson Blu Resort & Spa Golden Sands. Vacation ownership sales registered a remarkable recovery (from €25.5 million in FY2012 to €27.1 million in FY2013) and profit margins achieved were at the level deemed appropriate by management (at 26% as compared to 21% in FY2012).

During the year, IHGH decided to exit the four star market through the sale of the Coastline Hotel and focus at developing the Costa Coffee franchise in Spain. The sale transaction of the Coastline Hotel was concluded in FY2014.

The non-hotel catering revenue was stable in FY2013 when compared to the previous year. Island Caterers generated €4.2 million (FY2012: €4.0 million), while BHL (which includes the Costa outlets) registered a turnover of €6.4 million (FY2012: €6.2 million). The ongoing focus on this part of the business is to maintain market position in the event catering sector with the Island Caterers brand and to grow the Costa Coffee retail catering market. In FY2013, five Costa Coffee stores were opened in Malta and an agreement was signed with Costa International Limited for the development and roll out of the Costa Coffee outlets in the East Coast of Spain, the Balearic Islands and the Canary Islands.

As from **FY2014**, investments in associates are accounted for using the equity method of accounting and therefore, results of associate companies are included in the income statement as 'share of profit from equity accounted investments'. This change in accounting policy has principally effected the presentation of operating results of the Radisson Blu Resort & Spa Golden Sands. In fact, the decline in revenue from €30.7 million in FY2013 to €15.8 million in FY2014 represents the 50% share of revenue of the Radisson Blu Resort & Spa Golden Sands, which as of FY2014 is included, not in terms of revenue but in terms of profitability, in 'Share of profit from equity accounted investments'.

Section 8.1.10 of this report provides a detailed assessment of results of the Radisson Blu Resort & Spa Golden Sands. In FY2014, this hotel generated €34.2 million in revenue (FY2013: €27.1 million) principally due to a remarkable recovery in vacation ownership revenues of 40% to €22.0 million when compared to FY2013. This increase in revenue, together with the tightening of the cost base, contributed to an increase in IHGH's share of EBITDA from €3.6 million in FY2013 to €6.0 million in FY2014.

As for the Costa Coffee operations, a total of nine outlets were opened in FY2014 (of which one was in Barcelona) and revenue increased from €2.1 million in FY2013 to €3.5 million in FY2014. Island Caterers also reported a very good year in FY2014 with a growth in revenue of 26% to €5.2 million and a doubling in EBITDA to €0.3 million. Following the sale of the Coastline Hotel, Island Caterers entered into an agreement with the new owners to provide catering services to the hotel. Overall, IHGH achieved a profit before tax of €1.6 million, more than double the profit earned in FY2013 (of €0.7 million).

In **FY2015**, IHGH acquired the remaining 50% in Buttigieg Holdings Limited and thereby became a fully owned subsidiary of the group. Revenue is expected to increase by €9.3 million to €25.1 million in FY2015, principally due to the increase in revenue generated from 19 Costa Coffee outlets in Malta and Spain (FY2014: 9 outlets). FY2015 was another positive year for vacation ownership and hotel operations at the Radisson Blu Report & Spa Golden Sands. As such, share of profits from associates is expected to amount to €2.9 million in FY2015 as compared to €2.8 million in the prior year. Overall, profit for the year from continuing operations is expected to amount to €2.2 million (FY2014: €1.5 million).

Revenue in FY2016 is projected to increase by 80% to €45.2 million, primarily due to revenue from the Costa Coffee operations. Since Buttigieg Holdings Limited became fully owned in June 2015, only €8.7 million of total revenue amounting to €14.4 million (generated by 19 Costa Coffee outlets and other catering operating) is included in IHGH's revenue for FY2015. In addition to revenue generated for a full year from the aforesaid outlets, 28 new openings are projected for FY2016 (three in Malta and twenty five in Spain). Other than the Costa Coffee operations, the Radisson Blu Resort St Julians is projected to increase revenue by €2.8 million to €12.9 million and income from Island Caterers is expected to remain stable at €6.3 million. Share of profit from associate companies (50% of the Radisson Blu Report & Spa Golden Sands) is projected to increase by 10% to €3.1 million. Profit before tax in FY2016 is projected at €1.9 million, as compared to a loss of €0.6 million in FY2015 after excluding non-recurring investment income of €3.0 million.

As in the prior year, growth in revenue during FY2017 is expected to come from the Costa Coffee operation. The number of outlets in Malta will be unchanged at 11 outlets, but number of outlets in Spain is projected to increase from 36 in FY2016 to 61 in FY2017. This will result in a y-o-y increase in revenue of 68% (+€15.0 million) to €37.1 million in FY2017. Other revenue (Radisson Blu Resort St Julians, Island Caterers and other catering operations) is expected to increase by 4% to €24.2 million in FY2017. Share of profits from associates is anticipated to increase marginally from €3.1 million in FY2016 to €3.4 million in FY2017. As a result, profit before tax is projected to increase by 61% from €1.9 million in FY 2016 to €3.0 million in FY2017.

Other than equity, IHGH is financed through bank loans, corporate bonds and other borrowings from related companies, analysed as follows:

IHGH Group Borrowings (€'000)	31 Oct'12	31 Oct'13	31 Oct'14	31 Dec'15	31 Dec'16	31 Dec'17
	Actual	Actual	Actual	Forecast	Projection	Projection
Bank borrowings						
Radisson Blu Resort St Julians	7,536	7,365	7,083	3,245	2,540	1,802
Island Caterers	387	291	189	56	-	-
IHGH p.l.c.	9,243	10,835	6,410	-	-	-
The Coffee Company Malta Limited ¹				1,283	918	535
The Coffee Company Spain S.L. ¹				-	8,865	14,435
Buttigieg Holdings Limited ¹				243	206	167
Joint ventures (50% share of bank borrowings)	7,075	5,355	-	-	-	-
Coastline Hotel loan (hotel was sold in FY2014)	6,773	6,080	-	-	-	-
Coastline Hotel overdraft (hotel was sold in FY2014)	512	670	-	-	-	-
Bank overdrafts	10,769	10,398	1,021	3,245	-	-
	42,295	40,994	14,703	8,072	12,529	16,939
Bonds						
6.5% IHGH Bonds 2017 - 2019	14,000	14,000	14,000	14,000	14,000	14,000
6% IHGH Bonds 2024			35,000	35,000	35,000	35,000
Bond issue costs			(701)	(629)	(555)	(482)
	14,000	14,000	48,299	48,371	48,445	48,518
Other interest bearing borrowings						
Related companies	4,180	5,370	1,172	6,188	5,945	5,889
Loans and advances from Joint Venturer	1,606	1,606	-	-	-	-
Obligations under finance lease	-	216	305	260	216	170
	5,786	7,192	1,477	6,448	6,161	6,059
Other non-interest bearing borrowings						
Related companies	12	-	-	-	-	-
Loans and advances from Joint Venturer	6,522	6,953	264	-	-	-
	6,534	6,953	264	-	-	-
Total borrowings and bonds	68,615	69,139	64,743	62,891	67,135	71,516

¹IHGH's share of bank borrowings is included under the heading 'Joint Ventures'. These entities became 100% subsidiaries on 10 June 2015.

Key Accounting Ratios	31 Oct'12	31 Oct'13	31 Oct'14	31 Dec'15	31 Dec'16	31 Dec'17
Net assets per share (€) ¹ <i>(Net asset value/number of shares)</i>	1.00	0.99	1.10	1.15	1.17	1.22
Liquidity ratio (times) <i>(Current assets/current liabilities)</i>	0.30	0.33	2.84	0.43	0.77	0.72
Gearing ratio <i>(Total net debt/net debt and shareholders' equity)</i>	65%	65%	52%	59%	59%	58%
Debt service cover ratio (times) <i>(EBITDA/net finance cost and loan capital repayment)</i>	0.88	1.69	0.62	0.52	1.11	1.04

¹Net assets per share calculation set out above has been based on the current number of shares in issue of the Company of 36,583,660 shares of €1 each for 2012 to 2014, and 38,583,660 from 2015 onwards.

Source: Charts Investment Management Service Limited

The 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 IHGH at 31 December 2015 is expected to equate to 59%.

The debt service cover ratio measures a company's ability to service its current debts by comparing EBITDA to total debt service obligations. In 2015, IHGH's debt service cover ratio is likely to be at 0.52 times (FY2014: 0.62), being significantly below the target ratio of 1.0. Management expects this situation to improve in the near term as IHGH focuses on expanding its Costa Coffee operations in Malta and Spain. As a result of such investment, EBITDA is projected to increase from €0.7 million in FY2015 to €2.6 million in FY2016 and €3.7 million in FY2017. Consequently, the debt service cover ratio should exceed the minimum target of 1.0 in both FY2016 (1.11 times) and FY2017 (1.04 times).

Sinking Fund

In terms of the Prospectus of the bond detailed hereunder, IHGH is required to build a sinking fund, the value of which will by the redemption date of the bond be equivalent to 50% of the outstanding value of bonds. Below is a table outlining the balance held in the sinking fund as at the end of the financial years 31 December 2012 to 31 December 2017.

Contributions to Sinking Fund (€'000)	31 Oct'12	31 Oct'13	31 Oct'14	31 Dec'15	31 Dec'16	31 Dec'17
	Actual	Actual	Actual	Forecast	Projection	Projection
€14 million 6.50% Bonds 2017 - 2019	23	23	510	1,084	2,041	-
	23	23	510	1,084	2,041	-

23. FINANCIAL INFORMATION RELATING TO MEDITERRANEAN INVESTMENT HOLDINGS PLC

The following financial information is extracted from the audited consolidated financial statements of MIH for each of the years ended 31 December 2012 to 31 December 2014. The forecasted financial information for the years ending 31 December 2015 to 2017 has been provided by management of the Company. **The projected financial statements relate to events in the future and are based on assumptions which MIH believes to be reasonable. The assessment of future performance of MIH's operation in Libya is difficult to forecast due to the ongoing economic instability and lack of clarity on the political situation in the country. In view of this state of affairs, the actual results from the operation in Libya may vary significantly from projections.**

MIH Group Income Statement (€'000)	FY2012 Actual	FY2013 Actual	FY2014 Actual	FY2015 Forecast	FY2016 Projection	FY2017 Projection
Revenue	27,315	30,875	30,091	11,004	2,827	4,002
Operating expenses	(6,778)	(7,730)	(8,142)	(4,946)	(3,549)	(4,321)
EBITDA	20,537	23,145	21,949	6,058	(722)	(319)
Depreciation and amortisation	(240)	(260)	(191)	(142)	(122)	(197)
Results from operating activities	20,297	22,885	21,758	5,916	(844)	(516)
Share of profit (loss) from equity accounted investments	(276)	47	5	-	-	-
Increase (decrease) in fair value of investment property	56,804	-	(60,867)	-	-	-
Net finance costs	(8,236)	(6,798)	(8,969)	(6,966)	(5,313)	(6,619)
Net fair value gain (loss) on interest rate swaps	(431)	249	85	268	390	-
Profit (loss) before tax	68,158	16,383	(47,988)	(782)	(5,767)	(7,135)
Taxation	(19,115)	(2,590)	19,896	298	-	317
Profit (loss) after tax	49,043	13,793	(28,092)	(484)	(5,767)	(6,818)

MIH Group Cash Flow Statement (€'000)	FY2012 Actual	FY2013 Actual	FY2014 Actual	FY2015 Forecast	FY2016 Projection	FY2017 Projection
Net cash from operating activities	22,033	22,426	20,761	2,974	(827)	(1,437)
Net cash from investing activities	(15,888)	(9,942)	(437)	704	539	361
Net cash from financing activities	(22,165)	(15,111)	(20,348)	(9,566)	(3,906)	1,278
Net movement in cash and cash equivalents	(16,020)	(2,627)	(24)	(5,888)	(4,194)	202
Cash and cash equivalents at beginning of year	28,844	12,815	10,289	10,277	4,389	195
Effect of foreign exchange rate changes	(9)	101	12	-	-	-
Cash and cash equivalents at end of year	12,815	10,289	10,277	4,389	195	397

MIH Group Balance Sheet	31 Dec'12	31 Dec'13	31 Dec'14	31 Dec'15	31 Dec'16	31 Dec'17
(€'000)	Actual	Actual	Actual	Forecast	Projection	Projection
Assets						
<i>Non-current</i>						
Intangible assets	2	2	2	2	2	2
Property, plant and equipment	415	8,581	8,751	8,621	8,606	8,611
Investment property	310,406	310,676	250,000	250,034	250,034	250,034
Investments accounted for using the equity method	12,649	12,696	12,701	13,001	13,001	13,001
Financial assets	1,871	-	-	-	-	-
Lease prepayment	438	430	423	415	407	400
	325,781	332,385	271,877	272,073	272,050	272,048
<i>Current</i>						
Inventories	273	395	647	519	519	535
Trade and other receivables	7,170	7,529	7,392	5,984	4,687	4,666
Taxation	-	299	611	-	-	-
Cash and cash equivalents	13,086	10,299	10,286	4,389	195	397
	20,529	18,522	18,936	10,892	5,401	5,598
Total assets	346,310	350,907	290,813	282,965	277,451	277,646
Equity and liabilities						
Equity						
Called up share capital	48,002	48,002	48,002	48,002	48,002	48,002
Other equity components	46	-	-	-	-	-
Retained earnings	104,345	118,138	90,046	89,561	83,798	76,980
	152,393	166,140	138,048	137,563	131,800	124,982
Liabilities						
<i>Non-current</i>						
Borrowings and bonds	116,549	93,536	76,137	99,025	61,790	107,556
Other non-current liabilities	50,031	51,499	30,128	29,567	29,177	28,883
	166,580	145,035	106,265	128,592	90,967	136,439
<i>Current</i>						
Borrowings and bonds	8,720	23,494	29,558	3,180	42,680	4,069
Other current liabilities	18,617	16,238	16,942	13,630	12,004	12,156
	27,337	39,732	46,500	16,810	54,684	16,225
	193,917	184,767	152,765	145,402	145,651	152,664
Total equity and liabilities	346,310	350,907	290,813	282,965	277,451	277,646

Key Accounting Ratios	FY2012	FY2013	FY2014	FY2015	FY2016	FY2017
Operating profit margin (EBITDA/revenue)	75%	75%	73%	55%	-26%	-13%
Interest cover (times) (EBITDA/net finance cost)	2.49	3.40	2.45	0.87	-0.14	-0.08
Net profit margin (Profit after tax/revenue)	180%	45%	-93%	-4%	-204%	-170%
Earnings per share (€) ¹ (Profit after tax/number of shares)	1.02	0.29	-0.59	-0.01	-0.12	-0.14
Return on equity (Profit after tax/shareholders' equity)	32%	8%	-20%	0%	-4%	-5%
Return on capital employed (Operating profit/total assets less current liabilities)	6%	7%	9%	2%	0%	0%
Return on assets (Profit after tax/total assets)	14%	4%	-10%	0%	-2%	-2%

¹Earnings per share calculation set out above has been based on the current number of shares in issue of the Company of 48,002,000 shares of €1 each.

Source: Charts Investment Management Service Limited

During **FY2012**, revenue increased considerably from €10.2 million in 2011 to €27.3 million mainly as a result of a substantial increase in signed lease agreements at the Palm City Residences which registered an occupancy rate of 91% at the year's end. EBITDA for the year amounted to €20.5 million, and after accounting for an uplift in the fair value of the property and taking into account net finance costs of €8.2 million, MIH reported a profit before tax of €68.2 million. As a result of the uplift and profitability at Palm City Limited ("PCL"), the assets of the Group increased by €55 million to €346 million. In FY2012, MIH increased its investment in MTJSC (the company incorporated to construct the Medina Tower) by a further €9.1 million to a total amount of €13 million.

In view of the change in timing of the funding requirements for the Medina Tower project, the Issuer sought approval from bondholders, in June 2012, to utilise an amount of €8 million from bond proceeds, originally earmarked for the Medina Tower project, to reduce the temporary shareholders' loan granted in the previous year. The resolution was successfully passed and the Issuer proceeded to reduce the loan to €5.2 million. The Issuer repaid a further €2 million through proceeds received from PCL in settlement of an outstanding loan. The shareholders' loan as at the end of 2012 amounted to €3.2 million.

In **FY2013**, the Group generated total revenue of €30.9 million, which is 13% higher when compared to the previous year. This increase was achieved as more units at the Palm City Residences were leased to third parties, resulting in an occupancy rate of 94% by year's end. PCL has converted a number of short term leases to longer term contracts,

thus providing increased stability in tenancy and revenue generation. During the year under review the Group increased its EBITDA by €2.6 million to €23.1 million and registered an EBITDA margin of 75% (FY2012: 75%). Profit before tax achieved in FY2013 amounted to €16.4 million which, excluding the effect of the uplift in valuation of the Palm City Residences (explained in further detail below), is €5 million (+44%) more than FY2012 profit before tax.

On 5 December 2013, MIH entered into a build-operate-transfer agreement with CPHCL for an aggregate value of €7 million to construct and operate the Palm Waterfront.

In addition, due to the Group's continued positive financial performance in FY2013, MIH reduced further its outstanding bank borrowings by €8 million, from €49 million in FY2012 to €40.9 million in FY2013.

FY2014 was a year of mixed experiences, with the first half proving to be a record performing period for MIH through its operations of Palm City Residences, whilst the second half of the year was overshadowed by the political conflict that developed in Libya.

During the first six months of the year under review, MIH's revenues were €16.3 million, which when compared to the corresponding period the year before, represents a 4% increase. What is equally noteworthy is the conversion of revenue to EBITDA which was maintained at 74%, signifying a strong performance and a sound ability to retain low costs of operation.

The performance, both in terms of revenue generation and EBITDA, started to deteriorate towards the latter part of FY2014 following the political unrest that unravelled in July 2014. Occupancy levels at Palm City Residences reduced to 66% by year's end from 95% in July. Although most of the tenants had evacuated their staff, it is worth noting that paying occupancy had remained fairly strong, signifying a commitment by tenants to return to the complex in the short to medium term. Management once again demonstrated its abilities to operate under strenuous conditions by continuing to offer its services to its existing clientele whilst also taking bold decisions to cut down on operating costs. As occupancy levels started to decline, management implemented a number of cost cutting measures primarily by reducing personnel headcount. Furthermore, negotiations were underway to restructure the existing bank loan facility. In view of the decline in operations at the Palm City Residences, its fair value was reduced by €60.9 million. Excluding this movement, MIH registered a profit before tax in FY2014 of €12.9 million (FY2013: €16.4 million).

Revenue generated during **FY2015** is expected to amount to €11.0 million due to the low occupancy level achieved throughout the year. The instability in Libya significantly disrupted operations in FY2015 and this situation is projected to persist in FY2016 as well as FY2017. As such, MIH is forecasted to incur a loss of €0.5 million, €5.8 million and €6.8 million in FY2015, FY2016 and FY2017 respectively.

Throughout the first six months of FY2015, MIH continued to develop plans for the construction of the Medina Tower project in Tripoli, Libya. Significant progress has been registered on various aspects of the Medina Tower project. There have been value added changes to the design aimed at decreasing costs related to the sub-structure whilst increasing revenues arising from an increased number of units as a result of an additional two floors. However, in view of the existing political situation in Libya, this project is presently on hold.

Other than equity, MIH is financed through bank loans, corporate bonds and other borrowings from related companies, analysed as follows:

MIH Group Borrowings (€'000)	31 Dec'12 Actual	31 Dec'13 Actual	31 Dec'14 Actual	31 Dec'15 Forecast	31 Dec'16 Projection	31 Dec'17 Projection
Bank borrowings	48,961	40,945	33,475	16,580	13,400	10,720
Bonds						
7.5% Bonds 2012 - 2014	14,757	14,758				
7.5% Bonds 2015	19,650	19,650	19,650			
7.15% EUR Bonds 2015 - 2017	27,990	28,093	27,531	28,414	27,964	
7.15% GBP Bonds 2015 - 2017	5,323	5,212	5,212	5,869	5,869	
7.15% USD Bonds 2015 - 2017	5,388	5,172	5,172	6,332	6,332	
6% Bonds 2021			12,000	11,355	12,000	12,000
5.5% Bonds 2020				20,000	20,000	20,000
6% Bonds 2020 (unlisted)				11,000	11,000	11,000
New bond issue						41,000
	73,108	72,885	69,565	82,970	83,165	84,000
Other interest bearing borrowings						
Shareholders' loan	3,200	3,200	2,655	2,655	7,905	16,905
	3,200	3,200	2,655	2,655	7,905	16,905
Total borrowings and bonds	125,269	117,030	105,695	102,205	104,470	111,625

Key Accounting Ratios	31 Dec'12	31 Dec'13	31 Dec'14	31 Dec'15	31 Dec'16	31 Dec'17
Net assets per share (€) ¹ (Net asset value/number of shares)	3.17	3.46	2.88	2.87	2.75	2.60
Liquidity ratio (times) (Current assets/current liabilities)	0.75	0.47	0.41	0.65	0.10	0.35
Gearing ratio (Net debt/net debt and shareholders' equity)	42%	39%	41%	42%	44%	47%
Debt service cover ratio (times) (EBITDA/net finance cost and loan capital repayment)	1.27	1.09	1.02	0.57	-0.09	-0.39

¹Net assets per share calculation set out above has been based on the current number of shares in issue of the Company of 48,002,000 shares of €1 each.

Source: Charts Investment Management Service Limited

MIH does not have sufficient working capital for its present requirements. In FY2014, MIH reported a working capital deficiency of €27.6 million, as a result of the significant repayment of a long-term loan and the classification of the 7.5% MIH bonds 2015, issued by MIH pursuant to a prospectus dated 15 July 2008, as a current liability, taken in previous years to finance the Palm City project. For FY2015 to FY2017 it is forecasted that MIH will have a working capital deficiency of €5.9 million, €49.3 million and €7.5 million respectively, the shortfall in FY2016 resulting from the reclassification as a current liability of the 7.15% MIH bonds 2015 – 2017 maturing on 23 July 2017, amounting to an aggregate of just under €40 million (issued pursuant to a prospectus dated 14 June 2010).

In view of MIH's working capital deficiency set out above, apart from the issue of €20 million 5.5% unsecured bonds 2020 in July 2015 and €11 million 6% unsecured notes 2020 in September 2015, the directors have agreed with PCL's lenders to reschedule the payment terms of existing bank borrowings, thus reducing the capital repayments currently projected for the years 2016 to 2020. The directors have also obtained written assurances from the shareholders of MIH that they will, after appropriate due diligence on the shortfall requirements, continue to financially support the company, proportionate to their shareholding, on an on-going basis, to enable it to meet its liabilities as and when they fall due. Accordingly, the directors are confident that MIH will continue to have adequate levels of cash to sustain its operations and investments.

PART 6 - COMPARABLES

The table below compares the Corinthia Group and the Issuer's proposed bond issue to other debt issuers 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 eight to ten years), similar to the duration of the Issuer's bonds. Although there are significant variances between the activities of the Corinthia Group and other issuers (including different industries, principal markets, competition, capital requirements etc), and material differences between the risks associated with the Corinthia Group's business and that of other issuers, the comparative analysis provides an indication of the financial performance and strength of the Corinthia Group.

Comparative Analysis	Nominal Value (€'000)	Yield to Maturity (%)	Interest Cover (times)	Total Assets (€'million)	Net Asset Value (€'million)	Gearing Ratio (%)
6.0% AXI plc 2024	40,000	3.80	2.80	188.38	102.17	38.32
5.3% Mariner Finance plc 2024	35,000	3.79	4.58	60.03	20.91	62.44
5.0% Tumas Investments plc 2024	25,000	3.61	4.49	274.89	98.84	49.14
5.0% Hal Mann Vella plc 2024	30,000	4.03	0.46	77.29	30.14	55.04
5.1% PTL Holdings plc 2024	36,000	4.00	1.04	72.48	6.13	87.51
5.1% 6PM Holdings plc 2025 (note 1)	13,000	3.69	9.96	12.55	5.66	36.63
4.5% Hili Properties plc 2025	37,000	3.68	1.59	91.89	25.94	65.67
4.5% Medserv plc 2026	21,982	4.01	5.37	80.84	9.47	72.44
4.25% Corinthia Finance plc 2026	40,000	4.25	1.92	1,208.45	633.71	39.91

25 Feb '16

Source: Malta Stock Exchange, Charts Investment Management Service Limited

Annual Accounts:

AX Holdings Ltd (YE 31/10/2014), Mariner Finance plc (YE 31/12/2014), Tumas Group Company Ltd (YE 31/12/2014),

Hal Mann Vella Group plc (YE 31/12/14), PTL Holdings plc (YE 31/12/14), 6PM Holdings plc (YE 31/12/14), Hili Properties plc (Forecast YE 31/12/15),

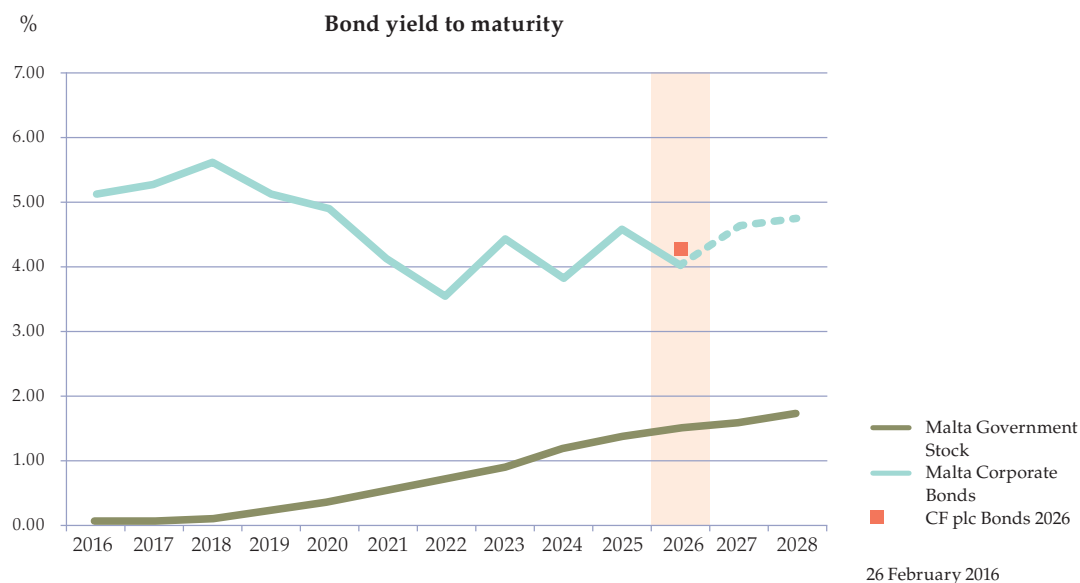
Medserv plc (YE 31/12/2014), Corinthia Palace Hotel Company Limited (YE 31/12/2014)

Note 1: Total assets and net asset value are denominated in Pound Sterling.

The interest cover ratio determines the ability of a company to pay interest on its outstanding borrowings. For the financial year ended 31 December 2014, the Corinthia Group's earnings before depreciation, interest and taxes was 1.92 times above interest expense for the year.

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 Corinthia Group at 31 December 2014 equated to 39.91%.

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 2026 and therefore a trend line has been plotted (denoted in the above chart by the dashed line). The Malta Government Stock yield curve has also been included since it is the benchmark risk-free rate for Malta. The premium over Malta Government Stock has been assumed at 310 basis points, which is the average premium for medium term corporate bonds. The Corinthia Finance plc Bond has been priced at 282 basis points above Malta Government Stock and broadly equal to listed corporate bonds.

PART 7 - EXPLANATORY DEFINITIONS

Income Statement	
Revenue	Total revenue generated by the Group from its business activities during the financial year, including room reservations, food & beverage, rental of commercial space, management of hotel properties and other hotel services.
Direct costs	Direct costs include cost of food, beverages, consumables, labour expenses and all other direct expenses.
Gross profit	Gross profit is the difference between revenue and direct costs. It refers to the profit made by the Group before deducting operating costs, depreciation & amortisation, finance costs, impairment provisions, share of profits from associate and affiliate companies and other operating costs.
Operating costs	Operating costs include all operating expenses other than direct costs and include selling & marketing and general & administration 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.
Fair value of investment property	Fair value of investment property is an accounting adjustment to change the book value of the Group's investment property to its estimated market value.
Impairment of hotel properties	Impairment of hotel properties is an accounting adjustment to change the book value of the Group's hotel properties to their estimated market value.
Share of profit from equity accounted investments	IHI 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 IHI's share of profit is shown in the profit and loss account under the heading 'share of profit from equity accounted investments'.
Fair value on interest rate swaps	An interest rate swap is a derivative instrument in which IHI swaps with another counter party flexible interest rate cash flows with fixed interest rate cash flows or vice versa. The fair value is an accounting adjustment to change the book value of the derivative to its estimated market value.
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.
Key Performance Indicators	
Occupancy level	Occupancy level is the percentage of available rooms that were sold during a given period of time. It is calculated by dividing the number of rooms sold by total number of rooms available.
Average room rate	Average room rate is calculated by dividing hotel room revenue by rooms sold. Hotels use this measure to calculate the average price at which they are selling hotel rooms each night.
Revenue per available room (RevPAR)	RevPAR is calculated by multiplying a hotel's average room rate by its occupancy rate. A hotel uses this indicator as a performance measure with other hotels in the same category or market to determine how well the hotel property is yielding.
Revenue generating index	A revenue generating index measures a hotel's fair market share of its segment's (competitive set, market, etc) revenue per available room. If a hotel is capturing its fair market share, the index will be 1; if capturing less than its fair market share, a hotel's index will be less than 1; and if capturing more than its fair market share, a hotel's index will be greater than 1.
Profitability Ratios	
Gross profit margin	Gross profit margin is the difference between revenue and direct costs expressed as a percentage of total revenue.

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.
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Cash Flow Statement

Cash flow from operating activities	Cash generated from the principal revenue-producing activities (room revenue, food & beverage, rental income, hotel services, etc) of the Group.
Cash flow from investing activities	Cash generated from activities dealing with the acquisition and disposal of long-term assets and other investments of the Group.
Cash flow from financing activities	Cash generated from the activities that result in change in share capital and borrowings of the Group.

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 amortises 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 acquired. Such assets include intangible assets (goodwill on acquisition, the Corinthia brand, website development costs, etc), investment properties (commercial centres in St Petersburg and Tripoli, apartments in Lisbon, etc), property, plant & equipment (hotel properties), and investments accounted for using the equity method (investment in Corinthia Hotel London, Medina Tower, etc).
Current assets	Current assets are all assets of the Group, which are realisable within one year from the balance sheet date. Such amounts include accounts receivable, inventory (food, beverages, consumables, etc), 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, including current portion of bank loans.
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 long-term borrowings, bonds and long term lease obligations.
Total equity	Total equity includes share capital, reserves & other equity components, retained earnings and minority interest.

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.
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Interest cover	The interest coverage ratio is calculated by dividing a company's operating profit of one period by the company's interest expense of the same period.
Debt service cover ratio	The debt service cover ratio measures a company's ability to service its current debts by comparing its net operating income with its total debt service obligations.
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.

