

## Summary Note

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.

This document is dated 16 October 2015

# Malta Properties Company p.l.c.

(a public limited liability company registered under the laws of Malta with registration number C 51272)

ISIN:- MT0000990102

Legal Counsel

**MAMO TCV**  
  
A D V O C A T E S

Sponsor

 **CHARTS**  
WEALTH MANAGEMENT • CORPORATE BROKING

APPROVED BY THE DIRECTORS



Nikhil Patil

on behalf of:

Deepak Padmanabhan, Paul Stephen Testaferrata Moroni Viani, Michael Warrington,  
Mohsin Majid and Edmond Brincat

**THE LISTING AUTHORITY HAS AUTHORISED THE ADMISSIBILITY OF THESE SECURITIES AS A LISTED FINANCIAL INSTRUMENT. THIS SIGNIFIES COMPLIANCE OF THE INSTRUMENT ISSUED 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 ACQUIRE ANY SHARES. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN ACQUIRING THE SHARES OF THE COMPANY AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISOR.**

**THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OF SHARES TO THE PUBLIC, BUT DESCRIBES THE SHARES WHOSE ADMISSION TO LISTING HAS BEEN APPROVED BY THE LISTING AUTHORITY.**

## IMPORTANT INFORMATION

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

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

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

THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES AND, ACCORDINGLY, THE PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SHARES ISSUED BY THE COMPANY BY ANY PERSON IN ANY JURISDICTION, PARTICULARLY 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 PERSON IN POSSESSION OF THIS DOCUMENT AND ANY PERSON WISHING TO ACQUIRE SHARES ADMITTED TO TRADING BY THE COMPANY TO INFORM THEMSELVES OF, AND TO OBSERVE AND COMPLY WITH, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTION. PROSPECTIVE INVESTORS FOR ANY SHARES THAT ARE ADMITTED TO TRADING ON THE MSE BY THE COMPANY SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF ACQUIRING SUCH SHARES AND ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRY OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES AND NO ACTION HAS BEEN OR WILL BE TAKEN BY THE COMPANY THAT WOULD PERMIT A PUBLIC OFFERING OF SHARES 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.

A COPY OF THIS DOCUMENT HAS BEEN REGISTERED WITH THE LISTING AUTHORITY IN SATISFACTION OF THE LISTING RULES, THE MSE IN SATISFACTION OF THE MSE BYE-LAWS AND HAS BEEN DULY FILED WITH THE REGISTRAR OF COMPANIES, IN ACCORDANCE WITH THE ACT. APPLICATION HAS ALSO BEEN MADE TO THE MSE FOR THE SHARES TO BE ADMITTED TO THE OFFICIAL LIST OF THE MSE. **A PROSPECTIVE SHAREHOLDER SHOULD BE AWARE OF THE POTENTIAL RISKS IN ACQUIRING SHARES IN THE COMPANY 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 COMPANY'S WEBSITE OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE COMPANY'S WEBSITE DO NOT FORM PART OF THIS DOCUMENT. ACCORDINGLY NO RELIANCE OUGHT TO BE MADE BY ANY SHAREHOLDER OR POTENTIAL SHAREHOLDER ON ANY INFORMATION OR OTHER DATA CONTAINED IN SUCH WEBSITES AS THE BASIS FOR A DECISION TO ACQUIRE ANY OF THE SHARES OF THE COMPANY.

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 SHARES PURSUANT TO THE PROSPECTUS SHALL SUBMIT TO THE JURISDICTION OF THE MALTESE COURTS, WITHOUT LIMITING IN ANY MANNER THE RIGHT OF THE COMPANY TO BRING ANY ACTION, SUIT OR PROCEEDING, IN ANY OTHER COMPETENT JURISDICTION, ARISING OUT OF OR IN CONNECTION WITH ANY PURCHASE OF SHARES, OR AGREEMENT, ACCEPTANCE OR CONTRACT RESULTING HEREFROM, OR THE PROSPECTUS AS A WHOLE.

ALL THE ADVISORS TO THE COMPANY HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE COMPANY IN RELATION TO THE ADMISSIBILITY TO TRADING OF ITS SHARES ON THE MSE AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION OR RESPONSIBILITY TOWARDS ANY OTHER PERSON AND WILL ACCORDINGLY NOT BE RESPONSIBLE TO ANY SHAREHOLDER, POTENTIAL SHAREHOLDER OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE PROSPECTUS.

THE DIRECTORS OF THE COMPANY CONFIRM THAT WHERE INFORMATION INCLUDED IN THIS PROSPECTUS HAS BEEN SOURCED FROM A THIRD PARTY, SUCH INFORMATION HAS BEEN ACCURATELY REPRODUCED, AND AS FAR AS THE DIRECTORS OF THE COMPANY 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.

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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 the Company. 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 the Company, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of 'not applicable'.

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

<b>Act or Companies Act</b>	the Companies Act (Cap. 386 of the Laws of Malta);
<b>Company or MPC</b>	Malta Properties Company p.l.c., a public limited liability company registered under the Laws of Malta bearing company registration number C 51272 and having its registered office at GO, Fra Diegu Street, Marsa MRS 1501, Malta;
<b>CSD</b>	the Central Securities Depository of the Malta Stock Exchange authorised in terms of Part IV of the Financial Markets Act (Cap. 345, Laws of Malta), having its address at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
<b>Directors or Board</b>	the board of directors of the Company, which on the date hereof is composed of: Deepak Padmanabhan, Paul Stephen Testaferrata Moroni Viani, Michael Warrington, Mohsin Majid and Edmond Brincat;
<b>Euro or €</b>	the lawful currency of the Republic of Malta;

<b>GO or GO p.l.c.</b>	GO p.l.c., a public limited liability company registered under the Laws of Malta with company registration number C 22334 and having its registered office at GO, Fra Diegu Street, Marsa MRS 1501, Malta;
<b>GO Group</b>	means GO p.l.c. and any company or entity in which GO p.l.c. has a controlling interest;
<b>Listing Authority</b>	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;
<b>Listing Rules</b>	the listing rules of the Listing Authority, as may be amended from time to time;
<b>Malta Stock Exchange or MSE</b>	Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act (Cap. 345 of the Laws of Malta) with company registration number C 42525 and having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
<b>Memorandum and Articles of Association or M&amp;As</b>	the memorandum and articles of association of the Company in force at the time of publication of the Prospectus;
<b>MEPA</b>	the Malta Environment and Planning Authority, incorporated in terms of the Malta Environment and Planning Authority Act (Cap. 504 of the Laws of Malta);
<b>MFSA</b>	the Malta Financial Services Authority, incorporated in terms of the Malta Financial Services Authority Act (Cap. 330 of the Laws of Malta);
<b>MPC Group</b>	the Company and any company or entity in which the Company has a controlling interest;
<b>Official List</b>	the list prepared and published by the Malta Stock Exchange as its official list in accordance with the Malta Stock Exchange Bye-Laws;
<b>Projects</b>	the development of each of the Żejtun Exchange, Marsa Spencer Hill Exchange and Birkirkara Exchange;
<b>Property</b>	each of the properties within the MPC Group's immovable property portfolio valued by Architecture Project at €53.1 million as at 18 September 2015, and the term ' <b>Properties</b> ' shall collectively refer to all properties forming the MPC Group's immovable property portfolio;
<b>Prospectus</b>	collectively the Registration Document, Securities Note and this Summary Note;
<b>Prospectus Directive</b>	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;
<b>Registration Document</b>	the registration document issued by the Company dated 16 October 2015, forming part of the Prospectus;
<b>Regulation</b>	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;
<b>Securities Note</b>	the securities note issued by the Company dated 16 October 2015, forming part of the Prospectus;
<b>Shareholder/s or Investor/s</b>	a holder of Shares;
<b>Shares</b>	the shares of the Company;
<b>Spin-Off</b>	the distribution of an interim dividend in kind of the entire shareholding held by GO p.l.c. in the Company on a pro rata basis;
<b>Summary Note</b>	this document in its entirety.

## 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 Company and the Shares admitted to trading on the MSE pursuant to this document. This part is merely a summary and therefore should only be read as an introduction to the Prospectus. It is not and does not purport to be exhaustive and investors are warned that they should not rely on the information contained in this summary in making a decision as to whether to invest in the securities described in this document. Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor;
  - ii. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of Malta, have to bear the costs of translating the Prospectus before legal proceedings are initiated; and
  - iii. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, and who applied for its notification, but only if the summary, when read together with the other parts of the Prospectus: is misleading, inaccurate or inconsistent; or does not provide key information in order to aid investors when considering whether to acquire the Shares.

## SECTION B – COMPANY

- B.1 The legal and commercial name of the Company is Malta Properties Company p.l.c. (registration number C 51272).
- B.2 The Company was registered in Malta in terms of the Act on 26 November 2010 as a private limited liability company and changed its status to a public limited liability company on 1 September 2015. The Company is domiciled in Malta and is wholly owned by GO p.l.c.

On 22 July 2015, the shareholders of GO p.l.c. approved at an extraordinary general meeting the spin-off of GO p.l.c.'s shareholding in the Company to be effected through the payment of an interim dividend in kind by means of a distribution of GO p.l.c.'s shareholding in the Company to its shareholders on a pro rata basis. The Company is informed that the board of directors of GO p.l.c. is expected to meet on 19 October 2015 to consider and declare the said interim dividend in kind to GO p.l.c. shareholders registered as such on 23 October 2015 (the "Distribution Record Date"). Thereafter, the Shares are expected to be admitted to the Official List with effect from 23 November 2015 and trading is expected to commence on 24 November 2015.

- B.3 The main activity of the Company is that of acting as a property holding company, and as the Company is ultimately dependent upon the operations and performance of its subsidiaries and their respective operations.

The aggregate valuation of the Company's Properties as at 30 September 2015 is of €53.1 million. The MPC Group's property portfolio includes Properties situated in various locations in Malta and Gozo. With the exception of the Vodafone Technical Facility situated in Birkirkara, all Properties are leased to the GO Group.

A number of Properties, namely the Old Sliema Exchange, the Old St Paul's Bay Exchange, the Old Marsa Exchange, the Old Birkirkara Exchange and St Francis Ravelin in Floriana, are being leased for a period up to 31 December 2020. As the GO Group plans to vacate these Properties gradually over the next five years, the GO Group has the option to terminate the respective leases by giving three months notice to the MPC Group.

The GO Head Office at Marsa and the GO Group's retail outlet in Gozo are leased for a fixed term of ten (10) years effective 1 January 2015. The GO Group has the option to renew the term by up to three further terms of five (5) years each. All other Properties are leased to the GO Group on identical terms save for the option available to the GO Group to buy back any of these Properties during the twenty fifth year of the lease. Should the GO Group avail itself of this option the consideration shall be established by capitalising at a rate of six (6) per cent the annual lease charge prevailing during the twenty fifth year.

Terms are also in place for the Żejtun Exchange whereby the lease arrangement is aligned to the planned construction phases of this property (the Żejtun Exchange project is described hereunder). Whilst the GO Group will continue to make use of the area used for technical operations and as a warehouse, the rest of the property will be a construction site. The MPC Group will hand over to the GO Group the rest of the property immediately upon completion of the construction phase and all external finishes and landscaping are complete.

St George's Exchange is the only property on which the MPC Group has retained the right to terminate the lease. However, this is subject to making available to the GO Group an acceptable alternative property, agreeing on a reasonable time to vacate the property and paying for all reasonable costs that the GO Group will incur to relocate its equipment.

The Vodafone Technical Facility in Birkirkara is leased to Vodafone Malta Limited for a fixed term of fifteen (15) years.

In all lease agreements lease charges are subject to annual adjustment in line with the Retail Price Index as published by the National Statistics Office. Furthermore, the tenant is responsible for the upkeep and all ordinary maintenance of the respective Property whilst the MPC Group is only responsible for extraordinary maintenance.

In the near to medium term the MPC Group plans to undertake, subject to the issuance of the relevant development permits and raising required funding, the construction of three Projects detailed below:

- The Żejtun Exchange property is the largest site that the GO Group occupies and the most critical for GO as this has the largest number of land lines that are terminated in any exchange and the highest concentration of core equipment installed. This site is also in close proximity to an Enemalta distribution centre, making it ideal as the GO Group's main technical hub.

It is the intention to retain and renovate the structures within the Eastern portion of the property which house current operations and to develop the remaining property, which stands mostly unused, into offices for the GO Group and a data centre and offices for BMIT Limited, a subsidiary of GO p.l.c. principally engaged in the provision of data, cloud and managed services.

A development application for demolition of existing buildings that will not be retained in the proposed project was approved by MEPA in July 2015 and will allow for works on site to commence before the end of 2015. Another development application for construction of offices, a data centre and training facilities was submitted in late 2014. A development permit for the proposed project is expected in 2016 and construction to completion will take place during 2016 – 2018. The project is estimated to cost *circa* €8.5 million and will be financed through bank funding.

- The Marsa Spencer Hill Exchange currently consists of a three storey building and surrounding grounds and outbuildings used by the GO Group mainly as a telecommunications exchange, offices and equipment rooms with ancillary spaces. Over the next few years the GO Group plans to vacate its operations from most of this building.

Two planning applications have been submitted to MEPA on 3 June 2015 for development of the site as per current allowable planning policy. One application, with reference number PA03461/15, proposes the construction of a new telephone exchange at the western extremity of the site currently occupied by a guardroom and electrical substation. This proposed two-storey building, with an underlying single storey basement, will house the exchange infrastructure currently installed in the existing building, thereby freeing up the remaining site for redevelopment. The current substation building will be integrated into the proposed building envelope. The proposed construction has a gross area of *circa* 600m<sup>2</sup> over the three floors.

Another planning application, which is currently at screening stage, has been submitted for the demolition of the existing office building on the site and construction of a new office building. The proposed building will consist of four underground levels of parking, a semi basement floor housing reception, business centre, retail and an F&B outlet, with three overlying floors of offices and a receded penthouse office floor. The proposed project will have a net floor rentable area (excluding car parking facilities) measuring approximately 7,500m<sup>2</sup>.

Planning permission for the exchange is expected in the second half of 2015 and development should be completed by end 2016. Planning permission for the office building is expected during the second half of 2016. Construction is planned to start in 2018 and is expected to be completed in 2021. The project is estimated to cost *circa* €16.5 million. The Company shall determine the funding structure (bank financing, debt issuance and/or equity funding) and initiate the process of raising the necessary funds once planning permission has been obtained.

- The Birkirkara Exchange property consists of a plot of land with an area of approximately 4,289m<sup>2</sup> which houses detached two and three storey buildings linked by upper level bridges. A number of studies for the Birkirkara Exchange property have been modelled to determine the full commercial potential of the property. All options have to date assumed that the current telephone exchange of the GO Group will be retained within the site, albeit in a significantly reduced footprint. The proposals contemplate provision of parking in underground levels to address the current lack of parking in the locality, and construction of a mixed-use commercial building with retail and offices over the allowable volume. These studies will be finalised over the coming year and will lead to submission of a MEPA development application in 2016. Thereafter, the Company will undertake an exercise to determine an appropriate funding structure (bank financing, debt issuance and/or equity funding) for the project.

B.4a The Company's principal income stream is derived from long term contractual agreements with GO p.l.c. In view of the long term nature of such leases, the Directors do not consider the Company to be unduly exposed to operating uncertainties relating to the commercial real estate sector and/or to other external events related to the economy, which could be deemed likely to have a material impact on the business of the MPC Group, at least with respect to the current financial year and the projected year ending 31 December 2016.

The Company's business prospects therefore predominantly revolve around the ability of GO p.l.c. to service its obligations towards the MPC Group in a timely manner. The annual amounts receivable by the MPC Group are quantifiable and revisable over time at pre-agreed terms. They thus provide the Company with a visible and stable revenue stream, which will increase over time, generally in line with the rate of inflation. Given the financial stability of GO p.l.c., the Directors are confident that the anticipated revenue streams in the coming year and foreseeable future will be generated as contracted.

With respect to the proposed Projects, the Company's future performance will depend on: (i) the issuance of the necessary permits to initiate construction as planned; (ii) the raising of required funds to finance the Projects; and (iii) thereafter, the leasing of commercial space within the new Properties to third parties in accordance with projections.

B.5 The Company is the holding entity of the MPC Group. On a consolidated basis, the MPC Group owns and manages a real estate portfolio consisting of 15 Properties valued at €53.1 million. The Properties have been valued by Architecture Project and a copy of their condensed valuation report dated 18 September 2015 is included in Annex I of the Registration Document.

B.6 The Company is a fully-owned subsidiary of GO p.l.c., which is directly controlled by Emirates International Telecommunications (Malta) Limited through its 60% shareholding, and ultimately controlled by Dubai Holding LLC, the registered office of which is situated at Emirates Towers, Level 43, Office Block, Sheikh Zayed Road, Dubai, UAE. Dubai Holding LLC is owned by H.H. Sheikh Mohammed Bin Rashid Al Makhtoum, Vice President and Prime Minister of the UAE and Ruler of Dubai.

As at the date of the Prospectus, only GO p.l.c. held a shareholding in excess of 5% of the total issued share capital of the Company.

Pursuant to the Spin-Off, Emirates International Telecommunications (Malta) Limited will directly hold 60% of the share capital of the Company and as such Dubai Holding LLC shall remain the ultimate major shareholder of the Company.

The Company adopts measures in line with the Code of Corporate Governance to ensure that the relationship with GO p.l.c. is retained at arm's length, including adherence to Rules on Related Party Transactions requiring the sanction of the Audit Committee, which is constituted of Non-Executive Directors.

B.7 The following financial information about the MPC Group is extracted from the consolidated audited financial statements for the period 26 November 2010 (being the date of incorporation of the Company) to 31 December 2011 and for the years ended 31 December 2012, 2013 and 2014, and from the consolidated unaudited interim financial statements for the period 1 January 2015 to 30 September 2015. The said statements have been published and are available on the Company's website [www.maltaproperties.com.mt](http://www.maltaproperties.com.mt) and at its registered office. Set out below are highlights taken from the aforementioned financial statements.

**ANNUAL FINANCIAL INFORMATION**
**Malta Properties Company p.l.c.**  
**Consolidated Audited Income Statement**  
 for the period

	01.01.14 to 31.12.14 €'000	01.01.13 to 31.12.13 €'000	01.01.12 to 31.12.12 €'000	26.11.10 to 31.12.11 €'000
Rental income	2,971	2,971	1,446	133
Administrative expenses	(12)	(20)	(11)	(5)
Operating profit	2,959	2,951	1,435	128
Finance costs	(1,857)	(1,857)	(906)	(107)
Fair value adjustments on property	(216)	–	–	956
<b>Profit before tax</b>	<b>886</b>	<b>1,094</b>	<b>529</b>	<b>977</b>
Taxation	(184)	(184)	(757)	(207)
<b>Profit/(loss) for the year/period</b>	<b>702</b>	<b>910</b>	<b>(228)</b>	<b>770</b>

**Malta Properties Company p.l.c.**  
**Consolidated Audited Balance Sheet**  
 as at 31 December

	2014 €'000	2013 €'000	2012 €'000	2011 €'000
<b>ASSETS</b>				
Non-current assets	50,622	50,610	50,590	22,862
Current assets	4,567	7,919	5,694	2,500
<b>Total assets</b>	<b>55,189</b>	<b>58,529</b>	<b>56,284</b>	<b>25,362</b>
<b>EQUITY AND LIABILITIES</b>				
Equity and reserves	(646)	1,502	592	820
<b>LIABILITIES</b>				
Non-current liabilities	55,597	55,596	55,593	24,538
Current liabilities	238	1,431	99	4
Total liabilities	55,835	57,027	55,692	24,542
<b>Total assets and liabilities</b>	<b>55,189</b>	<b>58,529</b>	<b>56,284</b>	<b>25,362</b>

**Malta Properties Company p.l.c.**  
**Consolidated Audited Cash Flow Statement**  
 for the period

	01.01.14 to 31.12.14 €'000	01.01.13 to 31.12.13 €'000	01.01.12 to 31.12.12 €'000	26.11.10 to 31.12.11 €'000
Cash flows from operating activities	–	–	–	180
Cash flows from investing activities	–	–	(27,728)	(21,906)
Cash flows from financing activities	–	–	27,728	21,846
<b>Net movement in cash and cash equivalents</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>120</b>
Cash and cash equivalents at beginning of year/period	120	120	120	–
<b>Cash and cash equivalents at end of year/period</b>	<b>120</b>	<b>120</b>	<b>120</b>	<b>120</b>



In the initial two years of operation, the Company acquired from the GO Group the Properties with the exception of the St. George's Exchange which was acquired in 2015. The said acquisitions were funded by loans advanced by the GO Group, which are due for repayment by not later than 30 September 2017.

As at 31 December 2014, the aggregate fair market value of the Company's Properties amounted to €50.6 million. Other principal items on the balance sheet include: amounts receivable from the GO Group of €4.4 million, loans payable to the GO Group of €49.5 million, and deferred tax liability of €6.1 million.

During the financial year ended 31 December 2014, the MPC Group generated net rental income of €3.0 million (FY2013: €3.0 million). After accounting for finance costs of €1.9 million (FY2013: €1.9 million) and a reduction in fair value of property of €0.2 million (FY2013: nil), the Company reported a net profit before tax of €0.9 million (FY2013: €1.1 million).

### *INTERIM FINANCIAL INFORMATION*

**Malta Properties Company p.l.c.**  
**Consolidated Unaudited Income Statement**  
for the nine-month period ended 30 September

	2015 €'000	2014 €'000
Rental income	2,339	2,228
Administrative expenses	(144)	(11)
Operating profit	2,195	2,217
Finance costs	(1,393)	(1,393)
<b>Profit before tax</b>	<b>802</b>	<b>824</b>
Taxation	1,044	(153)
<b>Profit for the period</b>	<b>1,846</b>	<b>671</b>

**Malta Properties Company p.l.c.**  
**Consolidated Balance Sheet**  
as at

	Unaudited 30.09.15 €'000	Audited 31.12.14 €'000
<b>ASSETS</b>		
Non-current assets	53,892	50,622
Current assets	1,155	4,567
<b>Total assets</b>	<b>55,047</b>	<b>55,189</b>
<b>EQUITY AND LIABILITIES</b>		
Equity and reserves	1,200	(646)
<b>LIABILITIES</b>		
Non-current liabilities	53,487	55,597
Current liabilities	360	238
Total liabilities	53,847	55,835
<b>Total assets and liabilities</b>	<b>55,047</b>	<b>55,189</b>

**Malta Properties Company p.l.c.**  
**Consolidated Unaudited Cash Flows Statement**  
 for the nine-month period ended 30 September

	2015 €'000	2014 €'000
Cash flows from operating activities	789	–
<b>Net movement in cash and cash equivalents</b>	<b>789</b>	<b>–</b>
Cash and cash equivalents at beginning of year/period	120	120
<b>Cash and cash equivalents at end of period</b>	<b>909</b>	<b>120</b>

During the nine-month period ended 30 September 2015, the MPC Group generated rental income of €2.3 million (FP2014: €2.2 million). Prior to FY2015, the majority of operating expenses of the MPC Group were absorbed by the sole shareholder (GO p.l.c.) and as such amounted to only €11,000 in the nine months to 30 September 2014. As of the current financial year, the MPC Group has set up its own independent operating structure which will result in higher costs in the forward years. After accounting for finance costs of €1.4 million (FP2014: €1.4 million), the MPC Group reported a net profit before tax of €0.8 million (FP2014: €0.8 million).

As at 30 September 2015, the aggregate fair market value of the MPC Group's properties amounted to €53.9 million (31 Dec'14: €50.6 million). The main movement in the nine-month period related to the transfer of ownership of the St George's Exchange from the GO Group to the MPC Group for the consideration of €2.2 million. Further additions were made to non-current assets principally as a result of improvements to the Sliema and St Paul's Bay Exchanges. The carrying amount of the Properties (€53.9 million) is higher than the Architect's valuation of €53.1 million. The difference of €0.8 million comprises of certain capitalisation costs such as MEPA and design fees incurred by the MPC Group. Such expenditure has not been reflected in the Architect's valuation given that the said costs refer to developments still in progress.

Further to the enactment of Act XII of 2015 (an Act to implement Budget measures for the financial year 2015 and other administrative measures) on 30 April 2015, the basis for calculating the deferred tax liability arising in relation to the Properties has changed. This revision has resulted in a reduction of *circa* €1.0 million in the deferred tax liability arising on MPC Group's property portfolio from 31 December 2014 to 30 September 2015.

Subsequent to 30 September 2015, the following transactions have been or are expected to be undertaken by the MPC Group:

	Unaudited 30.09.15 €'000	Movements (1) €'000	Movements (2) €'000	Adjusted balances €'000
Fair value of investment property	53,880			53,880
Deferred tax liability	(5,118)			(5,118)
Net amount due to GO p.l.c.	(48,369)	32,369	16,000	–
Borrowings	–		(16,000)	(16,000)
Other assets	807			807
<b>Net asset value of MPC Group</b>	<b>1,200</b>	<b>32,369</b>	<b>–</b>	<b>33,569</b>

- On 5 October 2015 the Company issued as fully paid up 101,154,238 ordinary Shares with a nominal value of €0.32 each and allotted same to GO p.l.c. in consideration for the capitalisation of a debt amounting to €32,369,356 due by the Company to GO p.l.c.
- The Company is in negotiations with credit institutions to refinance the amount of €16 million due to GO p.l.c. The present loan is repayable on 30 September 2017.

Save for the above mentioned capitalisation of debt, there were no significant changes to the financial or trading position of the Company since 31 December 2014, being the end of the financial period to which the last audited financial statements of the Company relate.

B.8 Not Applicable: The Registration Document forming part of the Prospectus does not contain any selected key pro forma financial information.

- B.9 The following financial information is extracted from the consolidated profit forecast of the Company for the year ending 31 December 2015, the full version of which is included in Annex II of the Registration Document. The said projections have been compiled from the actual financial performance of the MPC Group for the period 1 January 2015 to 30 September 2015 together with management's forecast financial results for the period 1 October 2015 to 31 December 2015. Set out below are highlights taken from the aforementioned financial information.

**Malta Properties Company p.l.c.**  
**Consolidated Profit Forecast**  
for the year ending 31 December

	2015 Forecast Unaudited €'000	2014 Actual Audited €'000
Rental income	3,156	2,971
Administrative expenses	(263)	(12)
Operating profit	2,893	2,959
Finance costs	(1,593)	(1,857)
Fair value adjustments on property	–	(216)
<b>Profit before tax</b>	<b>1,300</b>	<b>886</b>
Taxation	803	(184)
<b>Profit for the year</b>	<b>2,103</b>	<b>702</b>

In the financial year ending 31 December 2015, the MPC Group is expected to generate rental income of €3.2 million, an increase of €0.2 million when compared to FY2014. However, administration expenses are forecasted to increase substantially to €0.3 million (FY2014: €12,000) which will cause a decline in operating profit. During 2015, the MPC Group set up its own operating structure with the intention to reduce the MPC Group's dependency, in terms of administrative resources, on the GO Group. Overall, net profit before taxation is projected to increase in FY2015 by €0.4 million to €1.3 million.

- B.10 Not Applicable: The audit reports on the audited historical financial statements of the Company, described in Element B.7 above, do not contain qualifications.
- B.11 Not Applicable: The Company's working capital is sufficient for the Company's present requirement.

## SECTION C – SECURITIES

- C.1 All 101,310,488 Shares of a nominal value of €0.32 each Share being admitted for trading on the MSE by the Company constitute the entire issued share capital of the Company as at the date of the Prospectus. On admission to trading the Shares will have the following ISIN number MT0000990102.
- C.2 The Shares are denominated in Euro (€).
- C.3 The issued share capital of the Company is thirty two million four hundred and nineteen thousand and three hundred and fifty six euro and sixteen euro cents (€32,419,356.16) divided into one hundred and one million three hundred and ten thousand four hundred and eighty eight (101,310,488) ordinary Shares of thirty two euro cents (€0.32) each Share, all of which have been issued and allotted as fully paid up Shares. The issued share capital of the Company consists of one class of ordinary shares with equal voting rights attached.
- C.4 The Shares form part of one class of ordinary shares in the Company and they carry the right to participate in any distribution of capital made, whether on a winding up or otherwise, and rank *pari passu* with all other shares of the same class. Each Share is entitled to one vote at the meetings of Shareholders.
- The Shares are not redeemable and not convertible into any other form of security (except conversion into stocks).
- C.5 The Shares are freely transferable and, once admitted to the Official List, shall be transferable only in whole in accordance with the rules and regulations of the MSE applicable from time to time.

- C.6 The Listing Authority has authorised the Shares as admissible to Listing pursuant to the Listing Rules by virtue of a letter dated 16 October 2015. Application has been made to the MSE for the Shares to be listed and traded on the Official List. The Shares are expected to be admitted to the Malta Stock Exchange with effect from 23 November 2015 and trading is expected to commence on 24 November 2015.
- C.7 The Board's policy is to pay regular dividends. The extent of any dividend distribution will depend upon, amongst other factors, the profit for the year, the Directors' view on the prevailing market outlook, any debt servicing requirements, the cash flows of the Company, working capital requirements and availability of distributable reserves in terms of law.

The Company's business profile is such that the current revenue stream is highly quantifiable, given that it mainly arises from long term rent agreements with GO p.l.c. On the other hand, the principal limiting factor in the payment of dividends in the immediate years ahead will be the funding commitments relating to the new Projects. In this respect, the Directors do not foresee a declaration of dividends in the initial two to three years. Thereafter, on completion of the new Projects, leasable commercial space will increase substantially and as a consequence, the Company's profitability and net cash flows should improve accordingly. As a result of this outcome, the Directors anticipate the Company's dividend policy to provide shareholders with consistent dividend income.

## SECTION D – RISKS

**An investment in the Shares 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 acquire the Shares. 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.**

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

**Below is a summary of the principal risks associated with the Shares of the Company – 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 acquiring any of the Shares. The following is a summary of the principal risk factors:**

- D.2 Essential information on the key risks specific to the business of the Company and the MPC Group:**
- i. The majority of the MPC Group's Properties are leased to one tenant (the GO Group) and as such a substantial portion of the MPC Group's annual rental income is generated from the GO Group. The operations and financial position of the MPC Group would be adversely impacted if the GO Group fails to honour its lease agreements. The MPC Group is subject to the risk that tenants may terminate or elect not to renew their respective lease, either due to the expiration of the lease term or due to an early termination of the lease.**
  - ii. The MPC Group plans to initiate construction of commercial property in the near term currently occupied by the GO Group. Any delays by the GO Group to release such Properties will adversely affect the timing of commencement of development. Furthermore, the MPC Group will be subject to a number of specific risks normally encountered in similar developments, including: the risk of delays in obtaining the necessary planning permissions; the risk of cost overruns; and the risk of insufficiency of resources to complete. Upon completion of construction works, the specific risks relating to the project will include: the risk of rental transactions not being effected at the prices and within the timeframe as projected, and the inability to renew leases or re-let vacant space upon expiration of lease terms.**

- iii. Prolonged negotiations with credit institutions and/or unfavourable conditions in the financial markets may adversely affect the Company's ability to raise the required financing to execute its development plans and would result in delays in the completion of either or all Projects.
- iv. The Company is largely dependent on income derived from dividends receivable from MPC Group companies, and the receipt of interest and loan repayments from MPC Group companies.
- v. The MPC Group is involved in the acquisition and disposal of properties, and as such is susceptible to fluctuations in property values. The MPC Group's operating performance could be adversely affected by a downturn in the property market in terms of capital values.
- vi. Property is a relatively illiquid asset and such illiquidity may affect the MPC Group's ability to vary its portfolio or dispose of or liquidate part of its portfolio in a timely manner and at satisfactory prices.
- vii. The MPC Group is susceptible to adverse economic developments and trends in Malta.
- viii. The MPC Group is vulnerable to general market conditions. An increase in the supply of commercial space could impact negatively upon capital values and income streams of the property portfolio.
- ix. The MPC Group depends on third parties in connection with its business, giving rise to counter party risks
- x. Changes in laws and regulations relevant to the MPC Group's business and operations could be enacted that may have an adverse impact on the MPC Group's business, results of operations, financial condition or prospects.
- xi. The MPC Group's operating and other expenses could increase without a corresponding increase in revenue.
- xii. The MPC Group's ability to implement its business strategies is dependent upon, amongst other things, its ability to generate sufficient funds internally and to access continued financing at acceptable costs.

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

- i. The existence of an orderly and liquid market for the Shares depends on a number of factors. Accordingly, there can be no assurance that an active secondary market for the Shares 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 Shares at all;
- ii. Investment in the Shares involves the risk that subsequent changes in market interest rates may adversely affect the value of the Shares;
- iii. A Shareholder will bear the risk of any fluctuations in exchange rates between the currency of denomination of the Shares (€) and the Shareholder's currency of reference, if different;
- iv. The Shares represent equity interests in the Company that entitle the holder to rank *pari passu* with all other holders of ordinary Shares in the Company upon any distribution of assets in a winding up. The ordinary Shares of the Company are subordinated to any preference shares issued by the Company and any bonds and other debt instruments in the Company's capital structure, and will therefore be subject to greater credit risk than preferred shares or debt instruments of the Company;
- v. The terms and conditions of the admission to trading of the Shares are based on Maltese law 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 Maltese law or administrative practice after the date of the Prospectus;
- vi. No prediction can be made about the effect which any future public offerings of the Company's securities, or any takeover or merger activity involving the Company, will have on the market price of the Shares prevailing from time to time;

- vii. **In the event that the Company wishes to amend any of the rights of Shareholders it shall call a meeting of Shareholders in accordance with the Company's Memorandum and Articles of Association. These provisions permit defined majorities to bind all Shareholders including Shareholders who did not attend and vote at the relevant meeting and Shareholders who voted in a manner contrary to the majority;**
- viii. **Application has been made to seek a listing of the Shares on the Malta Stock Exchange, which is a smaller market and less liquid than the more developed stock markets in Europe and the United States;**
- ix. **The limited liquidity of the market for the Shares could increase the price volatility of the Shares and may impair the ability of a holder of Shares to sell such Shares in the market in the amount and at the price and time such holder wishes to do so;**
- x. **The price at which the Shares will be traded, as well as the sales volume of the Shares traded, will be subject to fluctuations. These movements may not necessarily be caused by the Company's business activity or its results of operations. It is also possible that the Company's results of operations or its business outlook may fall short of expectations, in which case the price of the Shares could be negatively affected;**
- xi. **An investment in the Company may not be suitable for all recipients of this Prospectus and prospective Shareholders are urged to consult their advisors as to the suitability or otherwise of acquiring the Shares before such acquisition;**
- xii. **Pursuant to the Spin-Off, Emirates International Telecommunications (Malta) Limited ("EIT") will become the major Shareholder of the Company. As such, EIT will be in a position to control the Board of Directors of the Company and decisively influence matters that require approval of the general body of Shareholders of the Company, including resolutions regarding dividends and other important measures. The interests of EIT as major Shareholder of the Company may not necessarily coincide with the interests of other Shareholders of the Company;**
- xiii. **The Company's results can fluctuate and its ability to pay dividends is dependent on, amongst other things, it achieving sufficient profits. Future dividends will depend on, among other factors, the Company's future profits, financial position, working capital requirements, general economic conditions and other factors that the Directors deem significant from time to time.**

## SECTION E – OFFER

- E.1 Not Applicable: Given that there is no issue or offer of Shares pursuant to this Prospectus, no proceeds will be received from any such issue.
- E.2a Not Applicable: There is no new offer or issue of Shares pursuant to this Prospectus, and therefore no reasons for the offer/issue is described in the Securities Note.
- E.3 Not Applicable: There is no new offer or issue of Shares pursuant to this Prospectus, and therefore are no terms and conditions of any offer described in the Securities Note.
- E.4 Not Applicable: There is no new offer or issue of Shares pursuant to this Prospectus, and therefore there is no description of any interest material to the issue/offer in the Securities Note.
- E.5 Not Applicable: There is no new offer or issue of Shares pursuant to this Prospectus, and therefore there are no details of the person offering to sell the Shares, or any lock-up agreements, in the Securities Note.
- E.6 Not Applicable: There is no new offer or issue of Shares pursuant to this Prospectus, and therefore there are no dilution details provided in the Securities Note.
- E.7 Professional fees, and costs related to publicity, advertising, printing, listing, registration, sponsor, management, and other miscellaneous expenses in connection with the admissibility to trading of the Shares are estimated to be in the region of €100,000. Up to 75% of offer expenses shall be at the charge of GO p.l.c. and the remaining amount shall be payable by the Company. There is no particular order of priority with respect to such expenses.

## 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.

**This document is dated 16 October 2015**

Issued by

## Malta Properties Company p.l.c.

(a public limited liability company registered under the laws of Malta with registration number C 51272)

Legal Counsel

**MAMO TCV**  
  
A D V O C A T E S

Sponsor

 **CHARTS**  
WEALTH MANAGEMENT • CORPORATE BROKING

### APPROVED BY THE DIRECTORS



Nikhil Patil

on behalf of:

Deepak Padmanabhan, Paul Stephen Testaferrata Moroni Viani, Michael Warrington,  
Mohsin Majid and Edmond Brincat

**THE LISTING AUTHORITY HAS AUTHORISED THE ADMISSIBILITY OF THESE SECURITIES AS A LISTED FINANCIAL INSTRUMENT. THIS SIGNIFIES COMPLIANCE OF THE INSTRUMENT ISSUED 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 INSTRUMENT. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN INVESTING IN THE SECURITIES OF AN ISSUER AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISOR.**

## TABLE OF CONTENTS

<b>1. Important Information</b>	<b>03</b>
<b>2. Definitions</b>	<b>04</b>
<b>3. Risk Factors</b>	<b>05</b>
3.1 Risks Relating to the Business of the Company and the MPC Group	06
<b>4. Identity of Directors, Senior Management, Advisors and Auditors</b>	<b>08</b>
4.1 Directors and Company Secretary	08
4.2 Senior Management	09
4.3 Advisors	09
4.4 Auditors	09
<b>5. Information about the Company and the MPC Group</b>	<b>09</b>
5.1 Introduction	09
5.2 Presentation of Certain Information about the Company and Corporate Restructuring	10
5.3 Business Overview	10
5.4 Investments	15
5.5 Operating and Financial Review	18
5.6 Projected Financial Information	21
5.7 Capital Resources	22
5.8 Trend Information	22
5.9 Corporate Strategy	23
5.10 Dividend Policy	23
<b>6. Administrative, Management and Supervisory Bodies</b>	<b>23</b>
6.1 General	23
6.2 Board of Directors	24
6.3 Senior Management	25
6.4 Interests of Directors and Senior Management	25
6.5 Remuneration of Directors and Senior Management	25
6.6 Board Practices	26
6.7 Conflicts of Interest	27
<b>7. Major Shareholders and Related Party Transactions</b>	<b>27</b>
7.1 Major Shareholders	27
7.2 Related Party Transactions	27
<b>8. Historical Financial Information</b>	<b>28</b>
<b>9. Legal and Arbitration Proceedings</b>	<b>28</b>
<b>10. Material Contracts</b>	<b>28</b>
<b>11. Additional Information</b>	<b>28</b>
11.1 Share Capital	28
11.2 Memorandum and Articles of Association	29
<b>12. Property Valuation Report</b>	<b>31</b>
<b>13. Interest of Experts and Advisors</b>	<b>31</b>
<b>14. Documents on Display</b>	<b>31</b>
<b>ANNEX I: CONDENSED PROPERTY VALUATION REPORT</b>	<b>32</b>
<b>ANNEX II: CONSOLIDATED PROFIT FORECAST AND ACCOUNTANTS' REPORT</b>	<b>36</b>
<b>ANNEX III: DETAILS OF DIRECTORS, COMPANY SECRETARY AND SENIOR MANAGEMENT</b>	<b>41</b>



## 1. IMPORTANT INFORMATION

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

NO BROKER, DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORISED BY THE COMPANY OR ITS DIRECTORS TO ISSUE ANY ADVERTISEMENT OR TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE SECURITIES OF THE COMPANY 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 COMPANY OR ITS DIRECTORS OR ADVISORS.

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

THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES AND, ACCORDINGLY, THE PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SECURITIES ISSUED BY THE COMPANY BY ANY PERSON IN ANY JURISDICTION. THE DISTRIBUTION OF THE PROSPECTUS IN CERTAIN JURISDICTIONS MAY BE RESTRICTED AND, ACCORDINGLY, PERSONS INTO WHOSE POSSESSION IT IS RECEIVED ARE REQUIRED TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, SUCH RESTRICTIONS.

IT IS THE RESPONSIBILITY OF ANY PERSON IN POSSESSION OF THE PROSPECTUS AND ANY PERSONS WISHING TO ACQUIRE SHARES OF THE COMPANY ADMITTED TO TRADING ON THE MSE TO INFORM THEMSELVES OF, AND TO OBSERVE AND COMPLY WITH, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTION. PROSPECTIVE INVESTORS FOR ANY SHARES OF THE COMPANY ADMITTED TO TRADING ON THE MSE SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF SO ACQUIRING ANY SUCH SHARES AND OF ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRIES OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES AND NO ACTION HAS BEEN OR WILL BE TAKEN BY THE COMPANY THAT WOULD PERMIT A PUBLIC OFFERING OF SHARES 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.

THE SHARES 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 COMPANY WILL NOT BE REGISTERED UNDER THE UNITED STATES INVESTMENT COMPANY ACT, 1940 AS AMENDED AND INVESTORS WILL NOT BE ENTITLED TO THE BENEFITS SET OUT THEREIN.

A COPY OF THIS DOCUMENT HAS BEEN SUBMITTED TO THE LISTING AUTHORITY IN SATISFACTION OF THE LISTING RULES, 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 COMPANY NAMED IN THIS REGISTRATION DOCUMENT UNDER THE HEADING "IDENTITY OF DIRECTORS, SENIOR MANAGEMENT, ADVISORS AND AUDITORS" IN SECTION 4 OF THIS REGISTRATION DOCUMENT HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE COMPANY IN RELATION TO THIS ADMISSION TO LISTING AND TRADING 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.

## 2. 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:

<b>Act or Companies Act</b>	the Companies Act (Cap. 386 of the Laws of Malta);
<b>Company or MPC</b>	Malta Properties Company p.l.c., a public limited liability company registered under the Laws of Malta bearing company registration number C 51272 and having its registered office at GO, Fra Diegu Street, Marsa MRS 1501, Malta;
<b>Directors or Board</b>	the directors of the Company whose names are set out in section 4.1 under the heading "Identity of Directors, Senior Management, Advisors and Auditors";
<b>Euro or €</b>	the lawful currency of the Republic of Malta;
<b>GO or GO p.l.c.</b>	GO p.l.c., a public limited liability company registered under the Laws of Malta with company registration number C 22334 and having its registered office at GO, Fra Diegu Street, Marsa MRS 1501, Malta;
<b>GO Group</b>	means GO p.l.c. and any company or entity in which GO p.l.c. has a controlling interest;
<b>Listing Authority</b>	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;
<b>Listing Rules</b>	the listing rules of the Listing Authority, as may be amended from time to time;
<b>Malta Stock Exchange or MSE</b>	Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act (Cap. 345 of the Laws of Malta) with company registration number C 42525 and having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
<b>Memorandum and Articles of Association or M&amp;As</b>	the memorandum and articles of association of the Company in force at the time of publication of the Prospectus;
<b>MEPA</b>	the Malta Environment and Planning Authority, incorporated in terms of the Malta Environment and Planning Authority Act (Cap. 504 of the Laws of Malta);
<b>MFSA</b>	the Malta Financial Services Authority, established in terms of the Malta Financial Services Authority Act, 1988 (Cap. 330 of the Laws of Malta);
<b>MPC Group</b>	the Company and any company or entity in which the Company has a controlling interest;
<b>Projects</b>	the development of each of the Żejtun Exchange, Marsa Spencer Hill Exchange and Birkirkara Exchange;
<b>Property</b>	each of the properties within the MPC Group's immovable property portfolio detailed in section 5.3.2 of this Registration Document, and the term ' <b>Properties</b> ' shall collectively refer to all properties forming the MPC Group's immovable property portfolio;
<b>Prospectus</b>	collectively, the Summary Note, this Registration Document and the Securities Note, all dated 16 October 2015;
<b>Prospectus Directive</b>	Directive 2003/71/EC of the European Parliament and of the Council of 4th 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;

<b>Registration Document</b>	this document in its entirety;
<b>Regulation</b>	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);
<b>Securities Note</b>	the securities note issued by the Company dated 16 October 2015, forming part of the Prospectus;
<b>Shareholder/s or Investor/s</b>	a holder of Shares;
<b>Shares</b>	the shares of the Company;
<b>Spin-Off</b>	the distribution of an interim dividend in kind of the entire shareholding held by GO p.l.c. in the Company on a pro rata basis;
<b>Summary Note</b>	the summary note issued by the Company dated 16 October 2015, forming part of the Prospectus.

### 3. 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 COMPANY. SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR AND THE COMPANY IS NOT IN A POSITION TO EXPRESS ANY VIEWS ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING. THE SEQUENCE IN WHICH THE RISKS BELOW ARE LISTED IS NOT INTENDED TO BE INDICATIVE OF ANY ORDER OF PRIORITY OR OF THE EXTENT OF THEIR CONSEQUENCES.**

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

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

The Prospectus and the documents incorporated therein by reference or annexed thereto contain forward-looking statements that include, among others, statements concerning the Company's strategies and plans relating to the attainment of its 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 involve predictions of future circumstances. 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. These forward-looking statements are inherently subject to a number of risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from the expectations of the Directors include those risks identified under the heading "Risk Factors" and elsewhere in the Prospectus.

If any of the risks described were to materialise, they could have a serious effect on the Company's financial results, trading prospects and the ability of the Company to fulfil its obligations under the securities to be issued. Accordingly, the Company cautions the reader that these forward-looking statements are subject to risks and uncertainties that could cause actual events or results to differ from those expressed or implied by such statements and no assurance is given that the future results or expectations will be achieved.

### 3.1 Risks Relating to the Business of the Company and the MPC Group

#### *a. Dependence on tenants*

The majority of the MPC Group's Properties are leased to one tenant (the GO Group) and as such a substantial portion of the MPC Group's annual rental income is generated from the GO Group. The operations and financial position of the MPC Group would be adversely impacted if the GO Group fails to honour its lease agreements.

It is the intention of the MPC Group to expand its business in the coming years by developing a number of its Properties and subsequently leasing same to third parties. High concentration risk in relation to the GO Group is expected to remain, but to a lesser extent than at present. With respect to prospective new tenants, the MPC Group will be subject to the risk that tenants may terminate or elect not to renew their respective lease, either due to the expiration of the lease term or due to an early termination of the lease. In cases of early termination by tenants prior to the expiration of the lease term there will be a risk of loss of rental income if the tenant is not replaced in a timely manner.

#### *b. Project risk*

The MPC Group plans to initiate construction of commercial property in the near term. The Properties earmarked for development are leased to the GO Group and therefore, the MPC Group is reliant on the GO Group to vacate the Properties in accordance with agreed timeframes set between the MPC Group and the GO Group. Any delays by the GO Group to release such Properties will adversely affect the timing of commencement of development. Furthermore, the MPC Group will be subject to a number of specific risks normally encountered in similar developments, including: the risk of delays in obtaining the necessary planning permissions; the risk of cost overruns; and the risk of insufficiency of resources to complete. Upon completion of construction works, the specific risks relating to the project will include: the risk of rental transactions not being effected at the prices and within the timeframe as projected, and the inability to renew leases or re-let vacant space upon expiration of lease terms.

#### *c. Funding risk*

The development Projects detailed in section 5.4 of this Registration Document, other than the Żejtun Exchange, are subject to funding. In the case of each project, the Company shall determine the required funding structure (bank financing, debt issuance and/or equity funding), and will initiate the process of raising the necessary funds once planning permission has been obtained and the project execution is planned in detail. Prolonged negotiations with credit institutions and/or unfavourable conditions in the financial markets may adversely affect the Company's ability to raise the required financing and would result in delays in the completion of either some or all Projects.

#### *d. The Company's dependence on payments due from MPC Group companies may be affected by factors beyond the Company's control*

The Company is primarily a holding company and, as such, the majority of its assets consist of

loans issued to and investments in MPC Group companies. Consequently, the Company is largely dependent on income derived from dividends receivable from MPC Group companies, and the receipt of interest and loan repayments from MPC Group companies. In this respect, the operating results of the MPC Group companies have a direct effect on the Company's financial position.

The dividends, interest payments and loan repayments to be affected by MPC Group companies are subject to certain risks. More specifically, the ability of MPC Group companies to affect payments to the Company will depend on the cash flows and earnings of the MPC Group companies, which may be restricted by: changes in applicable laws and regulations; by the terms of agreements to which they are or may become party, including the indenture governing their existing indebtedness, if any; or by other factors beyond the control of the Company. The occurrence of any such factor could negatively affect the Company's financial condition and results.

*e. Fluctuations in property values*

The MPC Group is involved in the acquisition and disposal of properties. Property values are affected by and may fluctuate, *inter alia*, as a result of changing demand, changes in general economic conditions, changing supply within a particular area of competing space and attractiveness of real estate relative to other investment choices. The value of the MPC Group's property portfolio may also fluctuate as a result of other factors outside the MPC Group's control, such as changes in regulatory requirements and applicable laws (including in relation to taxation and planning), political conditions, the condition of financial markets, potentially adverse tax consequences, interest and inflation rate fluctuations and higher accounting and control expenses. The MPC Group's operating performance could be adversely affected by a downturn in the property market in terms of capital values.

The valuation of property and property-related assets is inherently subjective. Moreover all property valuations are made on the basis of assumptions which may not prove to reflect the true position. There is no assurance that the valuations of the Properties and property-related assets will reflect actual market process.

*f. Real estate investments are illiquid*

The MPC Group is a property holding organisation. As property is a relatively illiquid asset, such illiquidity may affect the MPC Group's ability to vary its portfolio or dispose of or liquidate part of its portfolio in a timely fashion and at satisfactory prices in response to changes in economic, real estate market or other conditions or the exercise by tenants of their contractual rights such as those which enable them to vacate Properties occupied by them prior to, or at, the expiration of the lease term. These factors could have an adverse effect on the MPC Group's financial condition and results.

*g. Exposure to economic conditions in Malta*

The MPC Group is susceptible to adverse economic developments and trends. Negative economic factors and trends in Malta could have a material impact on the business of the MPC Group generally, and may adversely affect rental revenues, property values and results of operations. In addition, the MPC Group may be impacted by increased competition from other similar developments and rising operating costs.

*h. Exposure to general market conditions*

The health of the commercial property rental market may be affected by a number of factors such as national economy, political developments, government regulations, changes in planning or tax laws, interest rate fluctuations, inflation, the availability of financing and yields of alternative investments. An increase in the supply of commercial space could impact negatively upon capital values and income streams of the property portfolio.

*i. The Company depends on third parties in connection with its business, giving rise to counter party risks*

Upon commencement of development, the MPC Group will rely on third party service providers such as architects, building contractors and suppliers for the construction and completion of its Projects. The MPC Group will engage the services of third party contractors for the purpose of the development of the Projects including excavation, construction and finishing of the developments

in a timely manner and within agreed cost parameters. This will give rise to counter-party risks in those instances where such third parties do not perform in line with the MPC Group's expectations and in accordance with their contractual obligations. If these risks were to materialise, the resulting development delays in completion could have an adverse impact on the MPC Group's business, and its financial condition, results of operations and prospects.

*j. The MPC Group may be impacted by changes in laws and regulations*

Changes in laws and regulations relevant to the MPC Group's business and operations could be enacted that may have an adverse impact on the MPC Group's business, results of operations, financial condition or prospects.

*k. The MPC Group may be subject to increases in operating and other expenses*

The MPC Group's operating and other expenses could increase without a corresponding increase in revenue. The factors which could materially increase operating and other expenses include: (i) unforeseen increases in the costs of maintaining the property; and (ii) material increases in operating costs that may not be fully recoverable from tenants.

Such increases could have a material adverse effect on the MPC Group's financial position and its ability to make distributions to its shareholders.

*l. The MPC Group's level of debt*

The MPC Group's ability to implement its business strategies is dependent upon, amongst other things, its ability to generate sufficient funds internally and to access continued financing at acceptable costs.

*m. The MPC Group's insurance policies*

The MPC Group maintains insurance at levels determined by the MPC Group to be appropriate in the light of the cost of cover and the risk profiles of the business in which the MPC Group operates. With respect to losses for which the MPC Group is covered by its policies, it may be difficult and may take time to recover such losses from insurers. In addition, the MPC Group may not be able to recover the full amount from the insurer. No assurance can be given that the MPC 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.

## 4. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT, ADVISORS AND AUDITORS

### 4.1 Directors and Company Secretary

The Directors of the Company, whose names are set out hereunder under the heading "**Directors**", are the persons responsible for the information contained in the Prospectus. Having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus is, to the best of the Directors' knowledge, in accordance with the facts and contains no omission likely to affect its import. The Directors accept responsibility accordingly.

#### **Directors**

Deepak Padmanabhan	<i>Chairman and Non-Executive Director</i>
Paul Stephen Testaferrata Moroni Viani	<i>Independent Non-Executive Director</i>
Michael Warrington	<i>Independent Non-Executive Director</i>
Mohsin Majid	<i>Non-Executive Director</i>
Edmond Brincat	<i>Non-Executive Director</i>

#### **Company Secretary**

Francis Galea Salomone

## 4.2 Senior Management

Nikhil Patil	<i>Chief Executive Officer</i>
Daniela Zammit	<i>Chief Financial Officer</i>

## 4.3 Advisors

The persons listed under this sub-heading have advised and assisted the Directors in the drafting and compilation of this Prospectus.

### Legal Counsel

Mamo TCV Advocates	<i>Palazzo Pietro Stiges 103, Strait Street, Valletta VLT 1436, Malta.</i>
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### Financial Advisors

PricewaterhouseCoopers	<i>78, Mill Street, Qormi QRM 3101, Malta.</i>
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### Sponsor

Charts Investment Management Service Limited	<i>Valletta Waterfront, Vault 17, Pinto Wharf, Floriana FRN 1913, Malta.</i>
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## 4.4 Auditors

The audited consolidated financial statements of the Company for the four financial periods ended 31 December 2011 to 2014 have been audited by PricewaterhouseCoopers of 78, Mill Street, Qormi QRM 3101, Malta.

PricewaterhouseCoopers is a firm of Certified Public Accountants holding a practicing certificate to act as auditors in terms of the Accountancy Profession Act (Cap. 281 of the Laws of Malta).

# 5. INFORMATION ABOUT THE COMPANY AND THE MPC GROUP

## 5.1 Introduction

Legal Name of Company:	Malta Properties Company p.l.c.
Registered Address:	GO, Fra Diegu Street, Marsa MRS 1501, Malta
Place of Registration and Domicile:	Malta
Registration Number:	C 51272
Date of Registration:	26 November 2010
Legal Form:	The Company is lawfully existing and registered as a public limited company in terms of the Act
Telephone No:	+356 2123 0032
Email Address:	info@maltaproperties.com.mt
Website:	www.maltaproperties.com.mt

## 5.2 Presentation of Certain Information about the Company and Corporate Restructuring

The Company was first established on 26 November 2010 as a private limited liability company registered under the Act with an authorised and issued share capital of €50,000 (divided into 50,000 ordinary Shares of €1 each, all of which were fully paid up). It is a property investment company that directly or indirectly through subsidiary companies, owns, manages, acquires, develops, redevelops and leases to third parties commercial immovable properties. The Company was converted to a public limited liability company on 1 September 2015. On 5 October 2015, the nominal value of each ordinary Share was re-denominated from €1 to €0.32 per ordinary Share and the issued share capital of the Company was increased to 101,310,488 Shares, fully paid up. As at the date of this Prospectus, the Company is a wholly owned subsidiary of GO p.l.c.

On 5 May 2015, GO p.l.c. announced that various options were being explored with a view to restructure the GO Group and enhance shareholder value. One of the options under consideration was that of spinning-off the property portfolio held by the GO Group through the public listing of the Company. The directors of GO p.l.c. believe that the aforementioned property strategy is best executed by a team of professionals totally dedicated to this business activity. In anticipation of these plans, the GO Group executed in the last few years a strategy to minimise property used as office space. Moreover through the renewal of technology, the GO Group has put in place a programme through which it will be able to significantly scale down the footprint required for its technical installations, thereby making better use of the portfolio. As a consequence, a number of Properties are now either vacant or under-utilised. As a result, the GO Group expects to vacate various Properties over the next few years, including the exchange sites of Sliema, St. Paul's Bay, Marsa and Birkirkara as well as St Francis Ravelin in Floriana.

On 22 July 2015, the shareholders of GO p.l.c. approved at an extraordinary general meeting the spin-off of GO p.l.c.'s shareholding in the Company to be effected through the payment of an interim dividend in kind by means of a distribution of GO p.l.c.'s shareholding in the Company to its shareholders on a pro rata basis. The Company is informed that the board of directors of GO p.l.c. is expected to meet on 19 October 2015 to consider and declare the said interim dividend in kind to GO p.l.c. shareholders registered as such on 23 October 2015 (the "Distribution Record Date"). Thereafter, the Shares are expected to be admitted to the Official List of the Malta Stock Exchange with effect from 23 November 2015 and trading is expected to commence on 24 November 2015.

The MPC Group's property portfolio is described in section 5.3 below and includes Properties situated in various locations in Malta and Gozo. With the exception of the Vodafone Technical Facility situated in Birkirkara, all Properties are leased to the GO Group. The Company's management is currently focused on enhancing the utilisation of the investment Properties to ensure the optimal use of such assets, and maximise profitability and return to the shareholders. Further details of such plans are included in section 5.4 below.

## 5.3 Business Overview

### 5.3.1 PRINCIPAL ACTIVITIES AND MARKETS

The main activity of the Company is that of acting as a property holding company. In terms of its Memorandum of Association, the Company may, *inter alia*, directly or through subsidiary companies, acquire by any title whatsoever, and take on lease or sub-lease and dispose of, grant and/or lease and hold property of any kind, whether movable or immovable for the purposes of its business, and construct, develop and enter into arrangements with contractors and other service providers in connection with its properties.

As the holding company of the MPC Group, the Company is ultimately dependent upon the operations and performance of its subsidiaries and their respective operations.

The MPC Group operates exclusively in and from Malta and Gozo.



### 5.3.2 THE MPC GROUP'S PROPERTY PORTFOLIO

As at the date of this Prospectus, the MPC Group's property portfolio comprised the following:

	Property Valuation 18 September 2015 <b>€'000</b>
<b>Properties leased to the GO Group</b>	
<i>Properties utilised by the GO Group for its operations:</i>	
GO Head Office	12,100
Mosta Exchange	3,900
St George's Exchange	2,200
Naxxar Radio Link	1,860
Rabat (Malta) Exchange	1,100
Victoria (Gozo) Retail	950
St Paul's Bay – New Exchange	600
Sliema – New Exchange	700
<i>Property to be leased to third parties in the near term:</i>	
St Francis Ravelin	3,000
<i>Properties identified for future disposal:</i>	
St Paul's Bay – Old Exchange	3,200
Sliema – Old Exchange	2,800
<i>Properties earmarked for development:</i>	
Żejtun Exchange	6,100
Marsa Spencer Hill Exchange <sup>1</sup>	6,100
Birkirkara Exchange <sup>1</sup>	6,300
<b>Total valuation of Properties currently in use by GO</b>	<b>50,910</b>
<b>Property leased to third parties</b>	
Birkirkara – Vodafone Facility	2,200
<b>Overall valuation of Properties</b>	<b>53,110</b>

<sup>1</sup> A new telephone exchange will be constructed in replacement of the existing telephone exchange situated within the property, which will be leased to the GO Group. The remaining area is earmarked for the development of commercial property as described in section 5.4 below.

Further details on each of the above Properties are provided in section 5.3.4 below. The aggregate valuation of the Properties is of €53.1 million. The Properties have been valued by independent valuers and a copy of their condensed valuation report dated 18 September 2015 is included in Annex I of this Registration Document. As evidenced above, circa 96% in value of the MPC Group's Properties are leased to the GO Group and as such the MPC Group is materially dependent on the GO Group for the purpose of honouring the respective lease contracts. Moreover, changes in the business strategy and operations of the GO Group may adversely impact the operations and financial position of the MPC Group.

Further information on the three sites earmarked for development, namely the Żejtun Exchange, the Marsa Spencer Hill Exchange and the Birkirkara Exchange is included in section 5.4 below.

### 5.3.3 LEASE AGREEMENTS

All lease agreements with the GO Group have been renewed on an arms' length basis to reflect (i) the more recent valuation of each Property; (ii) the planned investment that the MPC Group will make on a number of Properties for the benefit of the GO Group and (iii) the duration that each Property will be used by the GO Group. Under the terms of the new lease agreements during this year the GO Group will pay the MPC Group a total of two million nine hundred and eighty six thousand and five hundred Euro (€2,986,500). In 2016 the lease charges will be at a similar level. The main terms of these lease agreements are as noted in the forthcoming paragraphs.

A number of properties, namely the Old Sliema Exchange, the Old St Paul's Bay Exchange, the Old Marsa Exchange, the Old Birkirkara Exchange and St Francis Ravelin in Floriana, are being leased for a period up to 31 December 2020. As the GO Group plans to vacate these properties gradually over the next five years, the GO Group has the option to terminate the respective leases by giving three months' notice to the MPC Group.

The GO Head Office at Marsa and the GO Group's retail outlet in Gozo are leased for a fixed term of ten (10) years effective 1 January 2015. The GO Group has the option to renew the term by up to three further terms of five (5) years each. All other properties are leased to the GO Group on identical terms save for the option available to the GO Group to buy back any of these properties during the twenty fifth year of the lease. Should the GO Group avail itself of this option the consideration shall be established by capitalising at a rate of six (6) per cent the annual lease charge prevailing during the twenty fifth year.

Terms are also in place for the Żejtun Exchange whereby the lease arrangement is aligned to the planned construction phases of this property (vide section 5.4.1 below for further detail on the project). Whilst the GO Group will continue to make use of the area used for technical operations and as a warehouse, the rest of the property will be a construction site. The MPC Group will hand over to the GO Group the rest of the property immediately upon the construction phase is over and all external finishes and landscaping are complete.

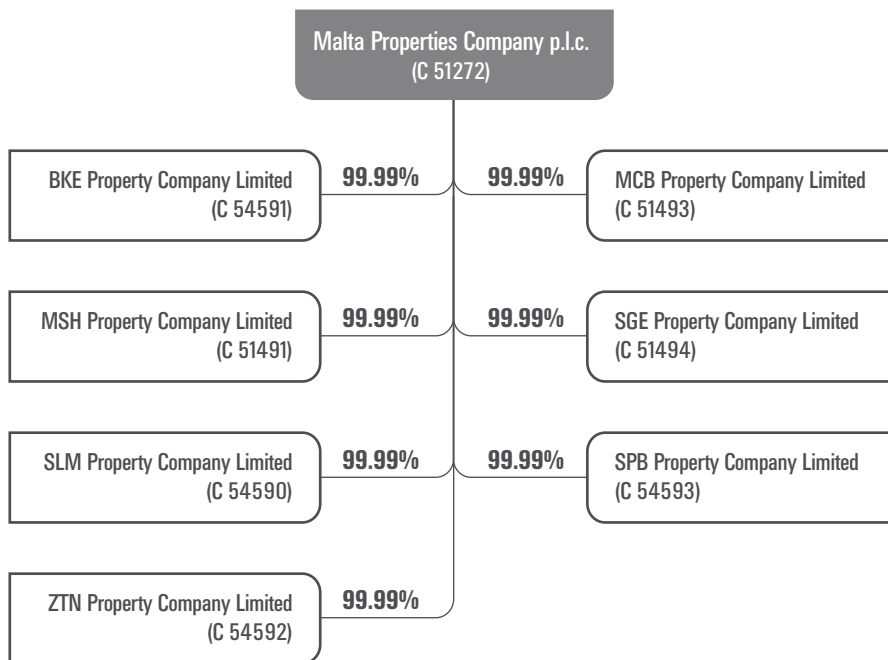
St. George's Exchange is the only property on which the MPC Group has retained the right to terminate the lease. However, this is subject to making available to the GO Group an acceptable alternative property, agreeing on a reasonable time to vacate the property and paying for all reasonable costs that the GO Group will incur to relocate its equipment.

The Vodafone Technical Facility in Birkirkara is leased to Vodafone Malta Limited for a fixed term of fifteen (15) years.

In all lease agreements lease charges are subject to annual adjustment in line with the Retail Price Index as published by the National Statistics Office. Furthermore, the tenant is responsible for the upkeep and all ordinary maintenance of the respective Property whilst the MPC Group is only responsible for extraordinary maintenance.

**5.3.4 ORGANISATIONAL STRUCTURE**

The diagram below indicates the structure of the MPC Group as at the date of this Prospectus.



The above companies are property holding companies and have their registered office at GO, Fra Diegu Street, Marsa MRS 1501, Malta.

Further details on the respective Properties are included in Annex I of this Registration Document under the heading "Condensed Architects' Valuation Report." Based on this report, the fair value of the Properties as at 18 September 2015 is of €53.1 million. An overview of the property portfolio of each company is included hereunder:

#### **Malta Properties Company p.l.c.**

- i. **Rabat (Malta) Exchange (rentable area: 714m<sup>2</sup>)** – consists of a building officially numbered seventeen and eighteen in It-Telgħa Tas-Saqqajja, Rabat, Malta, including its back yard, with all its rights and appurtenances including its overlying space and underlying terrain and including the servitude of windows on the eastern wall of the building, as free and unencumbered. The building is currently used as a telephone exchange and offices by the GO Group;
- ii. **Mosta Exchange (rentable area: 1,678m<sup>2</sup> internal and 2,480m<sup>2</sup> external)** – consists of a complex without an official number and situated in an unnamed road which abuts onto Vjal Il-Labour in the Mosta Technopark at Mosta. The complex has a superficial area of approximately 3,670m<sup>2</sup> and includes the buildings and other improvements, as well as the outside areas, with all its rights and appurtenances, including its overlying space and underlying terrain, as free and unencumbered. The building is currently used as a telephone exchange and offices by the GO Group;
- iii. **Naxxar Radio Link (rentable area: 488m<sup>2</sup> internal and 814m<sup>2</sup> external)** – consists of a complex in Triq San Pawl corner with Triq Hal-Gharghur, Naxxar. The property includes the buildings and other improvements, as well as the outside areas, with all its rights and appurtenances including its overlying airspace and its underlying terrain, as free and unencumbered. The building is currently used as a telecommunications link, a retail outlet and offices by the GO Group;
- iv. **Victoria (Gozo) Retail (rentable area: 291m<sup>2</sup>)** – consists of a building officially numbered thirty nine in Triq Ir-Repubblika corner with Trejgħet L-Exchange, Victoria, Gozo. The premises overlies in part third party property, with all its rights and appurtenances, including the servitude of windows overlooking third party property and including its overlying airspace and the terrain underlying that part of the premises which does not overlie third party property, as free and unencumbered. The property is currently used as a retail outlet and offices by the GO Group;
- v. **St Francis Ravelin Complex (rentable area: 1,628m<sup>2</sup> internal and 2,038m<sup>2</sup> external)** – consists of a complex located in St Francis Ravelin, Floriana accessible from an unnamed public road which abuts onto Triq Nazzjonali. It comprises a one-storey building with surrounding grounds and outbuildings situated therein as well as dug-outs under the bastion or demi-bastion, with all its rights and appurtenances including its overlying airspace (except for the airspace overlying the dug-outs) and underlying terrain, as free and unencumbered. The property is currently used as a call centre and offices by the GO Group.

#### **BKE Property Company Limited**

- i. **Birkirkara Exchange (rentable area: 6,538m<sup>2</sup>)** – consists of a complex in Triq Salvu Psaila corner with Triq Borg and with Triq Il-Fniek, within the area known as "Tal-Briegħex," at Birkirkara. The complex includes three buildings and other improvements, as well as the outside areas, with all its rights and appurtenances including its overlying airspace and its underlying terrain, as free and unencumbered. The property is currently used as a telephone exchange, a retail outlet and offices by the GO Group;
- ii. **Vodafone Technical Facility (rentable area: 1,233m<sup>2</sup> internal and 454m<sup>2</sup> external)** – consists of a building in Triq Il-Fniek, within the area known as "Tal-Briegħex," at Birkirkara, with all its rights and appurtenances including its overlying airspace and its underlying terrain, as free and unencumbered. The property is leased to Vodafone to operate a technical centre and as offices.

**MCB Property Company Limited**

- i. **GO Head Office (rentable area: 9,130m<sup>2</sup>)** – consists of a building which has unnumbered entrances in Triq Fra Diegu, Marsa and secondary entrances numbered twelve and thirteen in Il-Moll Ta' LInjam also known as Timber Wharf, with all its rights and appurtenances including its overlying airspace and its underlying terrain. The property is partly freehold and partly subject to an annual and perpetual ground rent and sub-ground rent totaling €227.91 per annum. The property is currently used as offices by the GO Group.

**MSH Property Company Limited**

- i. **Marsa Spencer Hill Exchange (rentable area: 3,960m<sup>2</sup> internal and 732m<sup>2</sup> external)** – consists of a fully detached building in It-Telgħa Ta' Spencer at Marsa, with surrounding grounds and outbuildings situated therein, with all its rights and appurtenances including its overlying airspace and its underlying terrain, as free and unencumbered. The property is currently used as a telephone exchange and offices by the GO Group.

**SGE Property Company Limited**

- i. **St George's Exchange - (rentable area: 987m<sup>2</sup> internal and 1,255m<sup>2</sup> external)** – consists of a fully detached building in Triq San Gorg, St. Julian's, with surrounding grounds and outbuildings situated therein, with all its rights and appurtenances including its overlying airspace and its underlying terrain, as free and unencumbered. The property is currently used as a telephone exchange and offices by the GO Group.

**SLM Property Company Limited**

- i. **Sliema Old Exchange Site (rentable area: 2,289m<sup>2</sup>)** – consists of a complex in Triq Parisio corner with Triq Moroni, Sliema, which property includes a building and yard, with all its rights and appurtenances including its overlying airspace and its underlying terrain, as free and unencumbered. The property is being used as a telephone exchange and offices by the GO Group;
- ii. **Sliema New Exchange Site (rentable area: 560m<sup>2</sup>)** – consists of a recently constructed building in Sqaq Rodolfu, Sliema, with all its rights and appurtenances including its overlying airspace and its underlying terrain, as free and unencumbered. The property will be used as a telephone exchange by the GO Group.

**SPB Property Company Limited**

- i. **St Paul's Bay Old Exchange Site (rentable area: 561m<sup>2</sup> internal and 1,370m<sup>2</sup> external)** – consists of a complex in Triq San Gorg at San Pawl Il-Baħar. It includes the buildings and other improvements, as well as the outside areas, having a superficial area of *circa* 2,113m<sup>2</sup>, with all its rights and appurtenances including its overlying airspace and its underlying terrain, as free and unencumbered. The property is being used as a telephone exchange and offices by the GO Group;
- ii. **St Paul's Bay New Exchange Site (rentable area: 746m<sup>2</sup>)** – consists of a recently constructed building in Triq San Gorg at San Pawl Il-Baħar built on a site having a superficial area of *circa* 502m<sup>2</sup>, with all its rights and appurtenances including its overlying airspace and its underlying terrain, as free and unencumbered. The property will be used as a telephone exchange by the GO Group.

**ZTN Property Company Limited**

- i. **Żejtun Exchange** – consists of a complex known as the Żejtun Exchange in Triq Hal Tarxien in the Bulebel Industrial Estate, Żejtun. It includes the buildings and other improvements, as well as the outside areas, having a superficial area of *circa* 10,240 m<sup>2</sup>, with all its rights and appurtenances including its overlying airspace and its underlying terrain, as free and unencumbered. A portion of the property is currently used as a telephone exchange, stores and ancillary uses by the GO Group whilst the other portion is earmarked for development as explained in section 5.4.1.

## 5.4 Investments

In the near to medium term the MPC Group plans to undertake, subject to the issuance of the relevant development permits and raising required funding, the construction of three projects detailed hereunder:

### 5.4.1 ŽEJTUN EXCHANGE

#### Site Description

The Žejtun Exchange property, measuring *circa* 10,240m<sup>2</sup>, is set within (but on the outskirts of) the Bulebel Industrial compound and is surrounded by a number of factories. It has a frontage of approximately 156m on the public road. The property currently consists of a complex of a considerable size comprising two main buildings and three smaller ancillary structures. The main buildings include (i) a large building, which is a one-storey of consistent floor-to-ceiling height and serves as GO's main equipment rooms and warehouse and adjacent ancillary facilities in the form of an office building of *circa* 550m<sup>2</sup> on two floors and (ii) a former exchange building of *circa* 1,065m<sup>2</sup> on one floor.

#### Planning Policy

The property falls under the requirements of the South Malta Local Plan (SMLP) published by the Malta Environment and Planning Authority (MEPA). Policy Map ZN3 of the South Malta Local Plan (SMLP) designates the site of the property as an Industrial Area and Policy SMCM08 permits a wide variety of uses. Preliminary discussions with MEPA on the site have confirmed that the use of the site for technology, including the accommodation of a large data centre and network maintenance infrastructure, and related offices, can be considered acceptable uses for this site. The SMLP does not indicate any height limitation.

#### Proposed Development

The core technology installations of the GO Group are situated in a number of locations but the Žejtun Exchange represents the main technical facility of the GO Group as the site currently accommodates:

- the GO Group's telephone exchange facility and a termination hub of copper and fibre networks that serve most of the Southern region of the Island;
- the GO Group's main equipment rooms that house the primary core infrastructure for both fixed line and mobile networks;
- the GO Group's main warehouse facilities supporting all technical teams and subcontractors that extend and maintain the GO Group's copper, fibre, TV and mobile telephony networks across Malta; and
- various ancillary administration and technical functions to the activities above.

The Žejtun Exchange property is the largest site that the GO Group occupies and the most critical for GO as this has the largest number of land lines that are terminated in any exchange and the highest concentration of core equipment installed. This site is also in close proximity to an Enemalta distribution centre, making it ideal as the GO Group's main technical hub.

It is the intention to retain and renovate the structures within the Eastern portion of the property which house current operations and to develop the remaining property, which stands mostly unused, into offices for the GO Group and a data centre and offices for BMIT Limited, a subsidiary of GO p.l.c. principally engaged in the provision of data, cloud and managed services.

A development application for demolition of existing buildings that will not be retained in the proposed project was approved by MEPA in July 2015 and will allow for works on site to commence before the end of 2015. Another development application for construction of offices, a data centre and training facilities was submitted in late 2014. A development permit for the proposed project is expected in 2016 and construction to completion will take place during 2016 – 2018. The project is estimated to cost *circa* €8.5 million and will be financed through bank funding.



*The proposed Żejtun Exchange Development*

#### 5.4.2 MARSA SPENCER HILL EXCHANGE

##### Site Description

The Marsa Spencer Hill Exchange is situated on inclined ground with no unusual characteristics. It has a frontage on three roads as follows: approximately 52.8m on Triq Spencer, Marsa (where the main entrance is situated), 19m on Triq Nazzjonali, Marsa and 53.3m on Triq tal-Hatab, Marsa. The total area of the building is approximately 2,663m<sup>2</sup>. The surrounding properties are generally of a commercial/ industrial type, most of which are set within warehouses, with offices being the predominant commercial use in the area. The existing property consists of a three storey building and surrounding grounds and outbuildings used by the GO Group mainly as a telecommunications exchange, offices and equipment rooms with ancillary spaces. Over the next few years the GO Group plans to vacate its operations from most of this building.



*Marsa Spencer Hill Exchange*

### **Planning Policy**

The Marsa Spencer Hill Exchange site falls under the requirements of the Grand Harbour Local Plan (GHLP) published by the Malta Environment and Planning Authority (MEPA). Policy Map 13 of the same local plan sets the height limitation to 3 storeys per frontage. Since the aforesaid property does not fall within an Urban Conservation Area, Policy 10.6 of DC2007 permits a recessed penthouse level over and above the said 3 storeys.

### **Proposed Development**

Two planning applications have been submitted to MEPA on 3 June 2015 for development of the site as per current allowable planning policy. One application, with reference number PA03461/15, proposes the construction of a new telephone exchange at the western extremity of the site currently occupied by a guardroom and electrical substation. This proposed two-storey building, with an underlying single storey basement, will house the exchange infrastructure currently installed in the existing building, thereby freeing up the remaining site for redevelopment. The current substation building will be integrated into the proposed building envelope. The proposed construction has a gross area of *circa* 600m<sup>2</sup> over the three floors.

Another planning application, which is currently at screening stage, has been submitted for the demolition of the existing office building on the site and construction of a new office building. The proposed building will consist of four underground levels of parking, a semi basement floor housing reception, business centre, retail and an F&B outlet, with three overlying floors of offices and a recessed penthouse office floor. The proposed project will have a net floor rentable area (excluding car parking facilities) measuring approximately 7,500m<sup>2</sup>.

Planning permission for the exchange is expected in the second half of 2015 and development should be completed by end 2016. Planning permission for the office building is expected during the second half of 2016. Construction is planned to start in 2018 and is expected to be completed in 2021. The project is estimated to cost *circa* €16.5 million. The Company shall determine the funding structure (bank financing, debt issuance and/or equity funding) and initiate the process of raising the necessary funds once planning permission has been obtained.

## **5.4.3 BIRKIRKARA EXCHANGE**

### **Site Description**

The Birkirkara Exchange property consists of a plot of land with an area of approximately 4,289m<sup>2</sup> which houses detached two and three storey buildings linked by upper level bridges. The site is situated on slightly sloping ground with no unusual characteristics. It has a frontage of approximately 68.2m on Triq il-Fniek, Birkirkara, 64.4m on Triq Borg, Birkirkara, and 52.4m on Triq Salvu Psaila, Birkirkara. The buildings are used as a retail outlet, offices and technical areas in connection with telecommunications infrastructure of the GO Group.

The property is located in an area of mixed use with commercial development and residential areas. Triq Salvu Psaila, Birkirkara is a busy thoroughfare and houses several commercial outlets (retail and offices). Properties in Triq il-Fniek, Birkirkara and Triq Borg, Birkirkara in the immediate vicinity of the Birkirkara Exchange property generally consist of terraced houses and apartment blocks. To the immediate West of the said property is a commercial property, owned by the MPC Group and currently leased to third parties on a long-term basis.

### **Planning Policy**

The property falls under the requirements of the Central Malta Local Plan (CMLP) published by the Malta Environment and Planning Authority (MEPA). The area within which the property is situated is zoned as a Residential Area under Policy CG07, which permits a number of uses. The allowable building height established by the Local Plan is of three floors. The portion of the property onto Triq Salvu Psaila, Birkirkara is zoned as a Commercial Area and has an allowable building height established by the Local Plan of three floors plus semi-basement. Through the application of the relevant policies of DC2007, an additional recessed floor may also be permitted over the whole of the property.

It is noted that, although the current uses of the whole of the property as offices and retail premises are not contemplated by the Local Plan Policies (site zoned primarily for residential use with only the front strip onto Triq Salvu Psaila, Birkirkara for commercial use), such uses were in place prior to the issue of the Local Plan. Also, the numerous planning permits obtained by the GO Group during the years confirm that the current uses are tolerated. It is to be further noted that there does not appear to be any currently active enforcement action on the property.

In November 2014, the MEPA published a draft policy entitled "Development Control Design Policy, Guidance and Standards 2014 (DC 2014)". The final approved policy is expected to be promulgated in 2015. In view of the fact that the aforesaid policy has not yet been drafted into law, any assumptions regarding the impact of such policy, whether positive or negative, on the development potential of the site will be purely speculative. For this reason, such impact has been excluded from any planning considerations for this site.

### Proposed Development

A number of studies for the Birkirkara Exchange property have been modelled to determine the full commercial potential of the property. All options have to date assumed that the current telephone exchange of the GO Group will be retained within the site, albeit in a significantly reduced footprint. The proposals contemplate provision of parking in underground levels to address the current lack of parking in the locality, and construction of a mixed-use commercial building with retail and offices over the allowable volume. These studies will be finalised over the coming year and will lead to submission of a MEPA development application in 2016. Thereafter, the Company will undertake an exercise to determine an appropriate funding structure (bank financing, debt issuance and/or equity funding) for the project.

## 5.5 Operating and Financial Review

The following financial information about the MPC Group is extracted from the consolidated audited financial statements for the period 26 November 2010 (being the date of incorporation of the Company) to 31 December 2011 and for the years ended 31 December 2012, 2013 and 2014, and from the consolidated unaudited interim financial statements for the period 1 January 2015 to 30 September 2015. The said statements have been published and are available on the Company's website [www.maltaproperties.com.mt](http://www.maltaproperties.com.mt) and at its registered office. Set out below are highlights taken from the aforementioned financial statements.

### ANNUAL FINANCIAL INFORMATION

**Malta Properties Company p.l.c.**  
**Consolidated Audited Income Statement**  
 for the period

	01.01.14 to 31.12.14 €'000	01.01.13 to 31.12.13 €'000	01.01.12 to 31.12.12 €'000	26.11.10 to 31.12.11 €'000
Rental income	2,971	2,971	1,446	133
Administrative expenses	(12)	(20)	(11)	(5)
Operating profit	2,959	2,951	1,435	128
Finance costs	(1,857)	(1,857)	(906)	(107)
Fair value adjustments on property	(216)	–	–	956
<b>Profit before tax</b>	<b>886</b>	<b>1,094</b>	<b>529</b>	<b>977</b>
Taxation	(184)	(184)	(757)	(207)
<b>Profit/(loss) for the year/period</b>	<b>702</b>	<b>910</b>	<b>(228)</b>	<b>770</b>



**Malta Properties Company p.l.c.**  
**Consolidated Audited Balance Sheet**  
as at 31 December

	2014 €'000	2013 €'000	2012 €'000	2011 €'000
<b>ASSETS</b>				
Non-current assets	50,622	50,610	50,590	22,862
Current assets	4,567	7,919	5,694	2,500
<b>Total assets</b>	<b>55,189</b>	<b>58,529</b>	<b>56,284</b>	<b>25,362</b>
<b>EQUITY AND LIABILITIES</b>				
Equity and reserves	(646)	1,502	592	820
<b>LIABILITIES</b>				
Non-current liabilities	55,597	55,596	55,593	24,538
Current liabilities	238	1,431	99	4
Total liabilities	55,835	57,027	55,692	24,542
<b>Total assets and liabilities</b>	<b>55,189</b>	<b>58,529</b>	<b>56,284</b>	<b>25,362</b>

**Malta Properties Company p.l.c.**  
**Consolidated Audited Cash Flow Statement**  
for the period

	01.01.14 to 31.12.14 €'000	01.01.13 to 31.12.13 €'000	01.01.12 to 31.12.12 €'000	26.11.10 to 31.12.11 €'000
Cash flows from operating activities	–	–	–	180
Cash flows from investing activities	–	–	(27,728)	(21,906)
Cash flows from financing activities	–	–	27,728	21,846
<b>Net movement in cash and cash equivalents</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>120</b>
Cash and cash equivalents at beginning of year/period	120	120	120	–
<b>Cash and cash equivalents at end of year/period</b>	<b>120</b>	<b>120</b>	<b>120</b>	<b>120</b>

In the initial two years of operation, the Company acquired from the GO Group the properties described in section 5.3.2 above with the exception of the St George's Exchange which was acquired in 2015. The said acquisitions were funded by loans advanced by the GO Group, which are due for repayment by not later than 30 September 2017.

As at 31 December 2014, the aggregate fair market value of the Company's Properties amounted to €50.6 million. Other principal items on the balance sheet include: amounts receivable from the GO Group of €4.4 million, loans payable to the GO Group of €49.5 million, and deferred tax liability of €6.1 million.

During the financial year ended 31 December 2014, the MPC Group generated net rental income of €3.0 million (FY2013: €3.0 million). After accounting for finance costs of €1.9 million (FY2013: €1.9 million) and a reduction in fair value of property of €0.2 million (FY2013: nil), the Company reported a net profit before tax of €0.9 million (FY2013: €1.1 million).

**INTERIM FINANCIAL INFORMATION**
**Malta Properties Company p.l.c.**  
**Consolidated Unaudited Income Statement**  
 for the nine-month period ended 30 September

	2015 €'000	2014 €'000
Rental income	2,339	2,228
Administrative expenses	(144)	(11)
Operating profit	2,195	2,217
Finance costs	(1,393)	(1,393)
<b>Profit before tax</b>	<b>802</b>	<b>824</b>
Taxation	1,044	(153)
<b>Profit for the period</b>	<b>1,846</b>	<b>671</b>

**Malta Properties Company p.l.c.**  
**Consolidated Balance Sheet**  
 as at

	Unaudited 30.09.15 €'000	Audited 31.12.14 €'000
<b>ASSETS</b>		
Non-current assets	53,892	50,622
Current assets	1,155	4,567
<b>Total assets</b>	<b>55,047</b>	<b>55,189</b>
<b>EQUITY AND LIABILITIES</b>		
Equity and reserves	1,200	(646)
<b>LIABILITIES</b>		
Non-current liabilities	53,487	55,597
Current liabilities	360	238
Total liabilities	53,847	55,835
<b>Total assets and liabilities</b>	<b>55,047</b>	<b>55,189</b>

**Malta Properties Company p.l.c.**  
**Consolidated Unaudited Cash Flows Statement**  
 for the nine-month period ended 30 September

	2015 €'000	2014 €'000
Cash flows from operating activities	789	–
<b>Net movement in cash and cash equivalents</b>	<b>789</b>	<b>–</b>
Cash and cash equivalents at beginning of year/period	120	120
<b>Cash and cash equivalents at end of period</b>	<b>909</b>	<b>120</b>

During the nine-month period ended 30 September 2015, the MPC Group generated rental income of €2.3 million (FP2014: €2.2 million). Prior to FY2015, the majority of operating expenses of the MPC Group were absorbed by the sole shareholder (GO p.l.c.) and as such amounted to only €11,000 in the nine months to 30 September 2014. As of the current financial year, the MPC Group has set up its own independent operating structure which will result in higher costs in the forward years. After accounting for finance costs of €1.4 million (FP2014: €1.4 million), the MPC Group reported a net profit before tax of €0.8 million (FP2014: €0.8 million).

As at 30 September 2015, the aggregate fair market value of the MPC Group's properties amounted to €53.9 million (31 Dec'14: €50.6 million). The main movement in the nine-month period related to the transfer of ownership of the St George's Exchange from the GO Group to the MPC Group for the consideration of €2.2 million. Further additions were made to non-current assets principally as a result of improvements to the Sliema and St Paul's Bay Exchanges. The carrying amount of the Properties (€53.9 million) is higher than the Architect's valuation of €53.1 million. The difference of €0.8 million comprises of certain capitalisation costs such as MEPA and design fees incurred by the MPC Group. Such expenditure has not been reflected in the Architect's valuation given that the said costs refer to developments still in progress.

Other principal items on the balance sheet include: loans payable to the GO Group of €48.4 million (31 Dec'14: €49.5 million), and deferred tax liability of €5.1 million (31 Dec'14: €6.1 million).

Further to the enactment of Act XII of 2015 (an Act to implement Budget measures for the financial year 2015 and other administrative measures) on 30 April 2015, the basis for calculating the deferred tax liability arising in relation to the Properties has changed. This revision has resulted in a reduction of circa €1.0 million in the deferred tax liability arising on MPC Group's property portfolio from 31 December 2014 to 30 September 2015.

Subsequent to 30 September 2015, the following transactions have been or are expected to be undertaken by the MPC Group:

	Unaudited 30.09.15 €'000	Movements (1) €'000	Movements (2) €'000	Adjusted balances €'000
Fair value of investment property	53,880			53,880
Deferred tax liability	(5,118)			(5,118)
Net amount due to GO p.l.c.	(48,369)	32,369	16,000	–
Borrowings	–		(16,000)	(16,000)
Other assets	807			807
<b>Net asset value of MPC Group</b>	<b>1,200</b>	<b>32,369</b>	<b>–</b>	<b>33,569</b>

- On 5 October 2015 the Company issued as fully paid up 101,154,238 ordinary Shares with a nominal value of €0.32 each and allotted same to GO p.l.c. in consideration for the capitalisation of a debt amounting to €32,369,356 due by the Company to GO p.l.c.
- The Company is in negotiations with credit institutions to refinance the amount of €16 million due to GO p.l.c. The present loan is repayable on 30 September 2017.

## 5.6 Projected Financial Information

The following financial information is extracted from the consolidated profit forecast of the Company for the year ending 31 December 2015, the full version of which is included in Annex II of the Registration Document. The said projections have been compiled from the actual financial performance of the MPC Group for the period 1 January 2015 to 30 September 2015 together with management's forecast financial results for the period 1 October 2015 to 31 December 2015. Set out below are highlights taken from the aforementioned financial information.

**Malta Properties Company p.l.c.**  
**Consolidated Profit Forecast**  
 for the year ending 31 December

	2015 Forecast Unaudited €'000	2014 Actual Audited €'000
Rental income	3,156	2,971
Administrative expenses	(263)	(12)
Operating profit	2,893	2,959
Finance costs	(1,593)	(1,857)
Fair value adjustments on property	–	(216)
<b>Profit before tax</b>	<b>1,300</b>	<b>886</b>
Taxation	803	(184)
<b>Profit for the year</b>	<b>2,103</b>	<b>702</b>

In the financial year ending 31 December 2015, the MPC Group is expected to generate rental income of €3.2 million, an increase of €0.2 million when compared to FY2014. However, administration expenses are forecasted to increase substantially to €0.3 million (FY2014: €12,000) which will cause a decline in operating profit. During 2015, the MPC Group set up its own operating structure with the intention to reduce the MPC Group's dependency, in terms of administrative resources, on the GO Group. Overall, net profit before taxation is projected to increase in FY2015 by €0.4 million to €1.3 million.

## 5.7 Capital Resources

The Company's capital resources is summarised below:

	Unaudited 30.09.15 €'000	Audited 31.12.14 €'000
Amounts due to the GO Group	48,369	49,524
Borrowings	–	–
Deferred taxation	5,118	6,073
Shareholders' funds	1,200	(646)
<b>Total capital employed</b>	<b>54,687</b>	<b>54,951</b>

## 5.8 Trend Information

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

The Company's principal income stream is derived from long term contractual agreements with GO p.l.c. In view of the long term nature of such leases, the Directors do not consider the Company to be unduly exposed to operating uncertainties relating to the commercial real estate sector and/or to other external events related to the economy, which could be deemed likely to have a material impact on the business of the MPC Group, at least with respect to the current financial year and 2016.

The Company's business prospects therefore predominantly revolve around the ability of GO p.l.c. to service its obligations towards the MPC Group in a timely manner. The annual amounts receivable by the MPC Group are quantifiable and revisable over time at pre-agreed terms. They thus provide the Company with a visible and stable revenue stream, which will increase over time, generally in line with the rate of inflation. Given the financial stability of GO p.l.c., the Directors are confident that the anticipated revenue streams in the coming year and foreseeable future will be generated as contracted.

With respect to the proposed Projects, the Company's future performance will depend on: (i) the issuance of the necessary permits to initiate construction as planned; (ii) the raising of required funds to finance the Projects; and (iii) thereafter, the leasing of commercial space within the new properties to third parties in accordance with projections.

## 5.9 Corporate Strategy

It is the objective of the Company to continue to manage its existing Properties as necessary, in order to optimise utilisation thereof, maximise the value of its property portfolio, leverage revenue streams arising therefrom and enhance returns to shareholders.

### i. Properties leased to the GO Group

On an ongoing basis, it is expected that the GO Group will further its investment in more advanced technology and in so doing will seek to scale down the property footprint required for the deployment of such new equipment. This should provide the Company the opportunity, as and when such arises, to make better use of vacated Properties and underutilised rentable space. The rents chargeable by the MPC Group to the GO Group will continue to be based on commercial rental rates and respective lease agreements entered shall remain on an arms-length basis.

### ii. Properties earmarked for development

In the immediate term, the Company is expected to be primarily focused on developing the properties described in section 5.4 above. During this period, the Company will be mainly involved in finalising project designs, obtaining regulatory building approvals, negotiating terms with contractors, and generally monitoring progress of construction of each project and respective finishes. Towards the final phase, management will shift focus on marketing these properties for lease thereof.

## 5.10 Dividend Policy

The Board's policy is to pay regular dividends. The extent of any dividend distribution will depend upon, amongst other factors, the profit for the year, the Directors' view on the prevailing market outlook, any debt servicing requirements, the cash flows of the Company, working capital requirements and availability of distributable reserves in terms of law.

The Company's business profile is such that the current revenue stream is highly quantifiable, given that it mainly arises from long term rent agreements with GO p.l.c. On the other hand, the principal limiting factor in the payment of dividends in the immediate years ahead will be the funding commitments relating to the new Projects. In this respect, the Directors do not foresee a declaration of dividends in the initial two to three years. Thereafter, on completion of the new Projects, leasable commercial space will increase substantially and as a consequence, the Company's profitability and net cash flows should improve accordingly. As a result of this outcome, the Directors anticipate the Company's dividend policy to provide shareholders with consistent dividend income.

## 6. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

### 6.1 General

The Company's governance principally lies in its Board of Directors, responsible for the general governance of the Company and to set its strategic aims, for its proper administration and management and for the general supervision of its affairs. Its responsibilities include the oversight of the Company's internal control procedures and financial performance, and the review of the Company's business risks, thus ensuring such risks are adequately identified, evaluated, managed and minimised.

The Board also has the function to monitor the operations of the Chief Executive Officer and his performance, as well as to review any proposals tabled by the Chief Executive Officer. All the Directors have access to independent professional advice at the expense of the Company, should they so require.

The Chief Executive Officer is mainly responsible for the management and development of the MPC Group's property portfolio and the procurement of funding in relation to the MPC Group's Projects. He is also responsible for negotiating and awarding project contracts in the development or refurbishment of the MPC Group's Properties. He is supported in this role by several third party consultants and other officers of the Company.

None of the Directors, Chief Executive Officer or the Company Secretary have: (i) had any convictions in relation to any fraudulent offences for at least the previous five years; (ii) been declared bankrupt or been adjudged bankrupt or been involved in any company which has been subject to a winding up by the court or to a creditor's voluntary winding up; or (iii) been involved in any public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company for at least the previous five years.

## 6.2 Board of Directors

The Memorandum of Association of the Company provides that the Board of Directors shall be composed of not more than five (5) and not less than three (3) directors. The business address of each Director is the registered office of the Company.

Certain Directors have been members of the administrative, management or supervisory bodies or partners at any time in the previous five years of other companies, details of which are set out in Annex III to this Registration Document.

The Directors of the Company are included in section 4.1 of this Registration Document and a curriculum vitae for each of the current Directors is set out below.

**Deepak Srinivas Padmanabhan** is the Chief Executive Officer of Emirates International Telecommunications, LLC ("EIT"). EIT was specifically formed to build a telecom portfolio for Dubai Holding and currently has major investments in Europe, Middle East and North Africa. Mr Padmanabhan also serves as Chairman of GO p.l.c. and Forthnet S.A. Prior to his current assignment, Mr Padmanabhan was the Chief Strategy & Business Development Officer of TECOM Investments, with a clear focus on the development of the ICT, Media, Education, Biotechnology and Renewable Energy of Dubai. He has been responsible for the development of the various knowledge clusters for Dubai namely, Dubai Internet City, Dubai Media City, Knowledge Village and DuBiotech. He has played a key role in the development of the district cooling business, Empower; facility management business, Idama and the Arab Media Group. He has also been instrumental in the planning and development of the Second Telecom Operator in the U.A.E., Emirates Integrated Telecommunications Company (Du). He has over 25 years of experience in the telecom industry and was responsible for developing various data communication services and setting up of related business units for Etisalat, the local telecommunications company in the U.A.E. in the past.

**Paul Stephen Testaferrata Moroni Viani** is a director of a large number of local companies associated with the Mercury Group, a major local group of companies involved in the provision of touristic services and property development. He was previously a director of Bank of Valletta p.l.c., and a member of the Bank's Audit Committee, Remuneration Committee and Risk Management and Compliance Committee.

**Michael Warrington** is a Certified Public Accountant and a Fellow of the Malta Institute of Accountants, as well as an Associate Member of the Chartered Institute of Bankers in the United Kingdom. Mr Warrington holds a Master's Degree in Financial Services from the University of Malta. Mr Warrington is a Director and Chief Executive Officer of Novum Bank Limited and the Finance Director of AX Holdings Limited. He holds various board positions with public listed and private entities.

**Mohsin Majid** leads strategy development and investment projects at Emirates International Telecommunications, LLC ("EIT"). As a founding member of the company, he has largely contributed to the early development of EIT. Prior to joining EIT, Mr Majid was part of the Strategy and Business Development team of TECOM Investments. Earlier in his career, Mr Majid spent several years as a strategy consultant at Analysys, advising telecom and media companies, investment banks and regulators on strategy and policy issues. He studied Manufacturing Engineering at Cambridge University.

**Edmond Brincat** is a Certified Public Accountant and a Fellow of the Malta Institute of Accountants. Mr Brincat joined the GO Group in 1999, part of the team entrusted to set up and launch Go Mobile. Since 2006 he holds the position of Chief Finance Officer of GO p.l.c. He is also a director on a number of companies.

### 6.3 Senior Management

The curriculum vitae relating to Nikhil Patil and Daniela Zammit are included hereunder:

#### **Nikhil Patil** – *Chief Executive Officer*

Mr Patil is a Director of Strategy and Investments at Emirates International Telecommunications ("EIT"). He is member of the Executive Committee at GO p.l.c. and Board Member at BM IT Limited and Cablenet Communication Systems Ltd. Prior to his joining EIT, Mr Patil has been a manager at Marakon associates, managing teams that advise FTSE 100 companies and private equity clients based in Europe. Over the last 3 years, he has been focused on advising technology companies on strategy, corporate finance and M&A. Prior to Marakon, Mr Patil was a "Principal" at EIT, focusing on investing in the European telecommunications and the media sector. As a Principal, he was responsible for investment sourcing, transaction execution, structuring investments, negotiating agreements and developing post-acquisition plans. Prior to EIT, he spent over 6 years in USA developing and commercialising products for wireless communications.

Mr Patil has a Bachelor's degree in Mechanical Engineering from the University of Mumbai, India, a Master's degree in Industrial Engineering from Georgia Institute of Technology and an MBA from IMD, Switzerland.

#### **Daniela Zammit** – *Chief Financial Officer*

Ms Zammit joins the Company from PricewaterhouseCoopers ("PwC") where she held the position of Senior Manager in the Assurance practice. She joined PwC in 2004, after completing her Accountancy degree at the University of Malta. She has significant experience in managing audits in various sectors, including investment management and real estate, technology and education, manufacturing and retail, construction and leasing, trusts and trustees, international companies and local groups.

She worked in the assurance departments at PwC Milan, Luxembourg and Vancouver, Canada, where she managed large audit assignments in the pharmaceutical, insurance and gold mining industries. Ms Zammit was also actively involved in the learning and education programme and in the risk management process, performing quality reviews both locally and abroad. Ms Zammit is a fellow member of the Malta Institute of Accountants (FIA), and a Certified Public Accountant (CPA).

### 6.4 Interests of Directors and Senior Management

As at the date of this Registration Document Paul Stephen Testaferrata Moroni Viani and Edmond Brincat have an indirect interest in the share capital of the Company through their respective interest in the share capital of GO p.l.c.

Subsequent to the Spin-Off and provided the said Directors maintain their respective interests in the share capital of GO p.l.c. until the Distribution Record Date (expected on 23 October 2015), the Directors' interests, directly or indirectly, in the share capital of the Company are expected to be as follows:

Paul Stephen Testaferrata Moroni Viani	78,394 shares
Edmond Brincat	1,620 shares

No other Director or member of the senior management of the Company holds, and is expected to hold as a result of the Spin-Off, any interest in the share capital of the Company or the Company's subsidiaries or investees or any interest in any contracts or arrangements as on the date of the Prospectus that ought to be disclosed.

Save for the matters disclosed under the heading "**Interests of Directors and Senior Management**", there are no potential conflicts of interests between any duties to the Company of the persons referred to above under the headings "**Board of Directors**" and "**Senior Management**" and their private interests and/or other duties.

### 6.5 Remuneration of Directors and Senior Management

In accordance with the Company's Articles of Association, the maximum aggregate emoluments payable to all Directors in any one financial year and any increases thereto, shall be such amount as may from time to time be determined by the shareholders at general meeting.

None of the Directors and Senior Management received emoluments during the financial year ended 31 December 2014. Aggregate emoluments payable to the Company's Directors and Senior Management for the year ending 31 December 2015 is estimated at *circa* €35,000.

None of the Directors have a service contract with the Company or any of its subsidiaries. As to senior management, Nikhil Patil has a one year definite service contract with the Company and Daniela Zammit is employed under an indefinite contract of service.

There are no arrangements in place for the payment of any pension, retirement or similar benefit to any director or officer of the Company or any of its subsidiaries.

The Directors currently in office are expected to remain in office until the next Annual General Meeting at which point they are eligible for re-election.

## 6.6 Board Practices

### 6.6.1 CORPORATE GOVERNANCE

Prior to the date of this Prospectus, the Company was not regulated by the Listing Rules and accordingly was not required to comply with the Code of Principles of Good Corporate Governance forming part of the Listing Rules (the "Code"). As a consequence of listing of the Company's issued share capital on the Official List of the Malta Stock Exchange, the Company is required to comply with the provisions of the Code. The Company supports the Code and is confident that the application thereof shall result in positive effects accruing to the Company.

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

#### Principle 3

The Board is composed of non-executive directors. Although the Code recommends that the Board should include executive directors, the Directors believe that, the executive role should be performed by the Chief Executive Officer who reports directly to the Board. As such, the Board shall maintain a supervisory role and monitor the operations of the Chief Executive Officer.

#### Principle 8

The Board deems that the setting up of a remuneration committee is not necessary within the context of the size, nature and operations of the Company;

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

### 6.6.2 BOARD COMMITTEES

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

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

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



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

The Audit Committee is composed of Michael Warrington, Mohsin Majid and Edmond Brincat, all Non-Executive Directors of the Company. The Audit Committee is chaired by Michael Warrington, who, in compliance with the Listing Rules, is the independent Non-Executive Director considered by the Board to be the director competent in accounting and/or auditing matters. The CVs of the said Directors may be found in section 6.2 above.

## 6.7 Conflicts of Interest

Deepak Padmanabhan, Paul Stephen Testaferrata Moroni Viani, Edmond Brincat and Nikhil Patil are directors and/or senior officers of companies forming part of the MPC Group and the GO Group. Conflicts of interest could potentially arise in relation to transactions involving the Company and its subsidiaries and the GO Group.

The Audit Committee of the Company has the task of ensuring that any potential conflicts of interest that may arise at any moment, pursuant to these different roles held by Directors and Senior Management, are handled in the best interest of the Company and according to law. To the extent known or potentially known to the Company as at the date of this Registration Document, there are no potential conflicts of interest between any duties of the Directors and Senior Management towards the Company and their private interests and/or their other duties which require disclosure in terms of the Regulation.

There are no arrangements in place with either of the shareholder, customers, suppliers or others for the appointment of any particular person to any organ of the Company.

## 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

### 7.1 Major Shareholders

The Company is a fully-owned subsidiary of GO p.l.c., which is directly controlled by Emirates International Telecommunications (Malta) Limited through its 60% shareholding, and ultimately controlled by Dubai Holding LLC, the registered office of which is situated at Emirates Towers, Level 43, Office Block, Sheikh Zayed Road, Dubai, UAE. Dubai Holding LLC is owned by H.H. Sheikh Mohammed Bin Rashid Al Makhtoum, Vice President and Prime Minister of the UAE and Ruler of Dubai.

As at the date of this Registration Document, only GO p.l.c. held a shareholding in excess of 5% of the total issued share capital of the Company.

Pursuant to the Spin-Off, Emirates International Telecommunications (Malta) Limited will directly hold 60% of the share capital of the Company and as such Dubai Holding LLC shall remain the ultimate major shareholder of the Company.

The Company adopts measures in line with the Code of Corporate Governance to ensure that the relationship with GO p.l.c. is retained at arm's length, including adherence to Rules on Related Party Transactions requiring the sanction of the Audit Committee, which it is constituted of Non-Executive Directors. Moreover, key decisions affecting the Company require the sanctioning of the general meeting by means of an extraordinary resolution, which requires, *inter alia*, the approval of such number of members having the right to attend and vote holding in the aggregate not less than seventy-five per cent (75%) in nominal value of the shares represented and entitled to vote at the meeting and at least fifty one per cent (51%) in nominal value of all the shares entitled to vote at the meeting. Matters requiring approval by means of an extraordinary resolution include, amongst others, the alteration to the Company's memorandum or articles of association, the granting of an authorisation to the Company to acquire its own shares, the change of shares from one class into another or the variation of the rights attached to any class of shares, an alteration to the currency of the Company's share capital, the approval of a voluntary winding up or a winding up by the Court, and the amalgamation of the Company.

### 7.2 Related Party Transactions

Since incorporation, the Company (including its subsidiaries) formed part of the GO Group which comprises GO p.l.c. and its subsidiaries. In the ordinary course of its operations, the MPC Group carries out business with entities owned or controlled by GO p.l.c.

The principal transactions undertaken with the GO Group and other related entities up to the date of this Registration Document are disclosed below:

	01.01.15 to 30.09.15 €'000	01.01.14 to 31.12.14 €'000	01.01.13 to 31.12.13 €'000	01.01.12 to 31.12.12 €'000	26.11.10 to 31.12.11 €'000
Rental income on Properties	2,211	2,971	2,971	1,446	133
Interest payable	(1,393)	(1,857)	(1,857)	(906)	(107)
<b>Year/period end balances:</b>					
Properties acquired	2,200	–	–	24,268	21,796
Amounts receivable	–	4,447	7,779	5,573	2,380
Loans outstanding	(48,369)	(49,524)	(49,524)	(49,524)	(21,796)
Amounts payable	–	(17)	(1,236)	–	–

On 5 October 2015 the Company issued as fully paid up 101,154,238 ordinary Shares with a nominal value of €0.32 each and allotted same to GO p.l.c. in consideration for the capitalisation of a debt amounting to €32,369,356 due by the Company to GO p.l.c.

## 8. HISTORICAL FINANCIAL INFORMATION

The audited consolidated financial statements of the Company for the four financial periods ended 31 December 2011 to 2014 have been audited by PricewaterhouseCoopers, copies of which are available from the Company's registered office.

The unaudited consolidated financial statements for the nine month period ended 30 September 2015 are available at the Company's registered office.

There were no significant changes to the financial or trading position of the MPC Group since the end of the financial period to which the last audited consolidated financial statements relate.

## 9. LEGAL AND ARBITRATION PROCEEDINGS

There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the period covering twelve months prior to the date of this Registration Document which may have, or have had in the recent past, significant effects on the financial position or profitability of the Company or the MPC Group.

## 10. MATERIAL CONTRACTS

The MPC Group has not entered into contracts of a material nature which were not in the ordinary course of the MPC Group's business.

## 11. ADDITIONAL INFORMATION

### 11.1 Share Capital

The authorised share capital of the Company is forty million euro (€40,000,000) divided into one hundred and twenty five million (125,000,000) ordinary shares of a nominal value of thirty two cents (€0.32) each. The issued share capital of the Company is thirty two million four hundred and nineteen thousand and three hundred and fifty six euro and sixteen euro cents (€32,419,356.16) divided into one hundred and one million three hundred and ten thousand four hundred and eighty eight (101,310,488) ordinary Shares of thirty two euro cents (€0.32) each Share, all of which have been issued and allotted as fully paid up Shares. The issued share capital of the Company consists of one class of ordinary shares with equal voting rights attached.

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.

## **11.2 Memorandum and Articles of Association**

### **11.2.1 OBJECTS**

The Memorandum and Articles of Association of the Company are registered with the Registry of Companies. The principal objects of the Company are to acquire, by any title whatsoever, and to take on lease or sub-lease, and to dispose of by any title whatsoever, grant and/or lease or sub-lease and hold property of any kind, whether movable or immovable. Clause 4 of the Memorandum of Association contains the full list of objects of the Company. The Articles of Association of the Company regulate matters customarily dealt with therein, including matters such as voting rights and restrictions thereof, and the appointment and powers of directors. A copy of the Memorandum and Articles of Association of the Company may be inspected at the Registry of Companies during the lifetime of the Company.

### **11.2.2 VOTING RIGHTS AND RESTRICTIONS**

All shares currently in issue and of which the Shares form part are entitled to vote in any meeting of shareholders. There are currently no restrictions on voting.

### **11.2.3 VARIATION OF RIGHTS**

Subject to the provisions of the Act and of the Articles of Association of the Company, the rights attached to any class of shares in the Company may be varied with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class, and the holders of three-fourths of the issued shares of any class affected thereby or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class and of any other class affected thereby.

### **11.2.4 APPOINTMENT OF DIRECTORS**

All Directors of the Company shall be individuals.

Any Shareholder holding separately not less than 20% of the total voting rights of the Company shall have the right to appoint a Director for each and every complete 20% of such rights. Any shares remaining unused may be used to appoint directors at the annual general meeting or at an extraordinary general meeting convened for the purpose.

Furthermore, any shareholder holding in excess of 40% of the issued share capital of the Company having voting rights may appoint the Chairman.

### **11.2.5 POWERS OF DIRECTORS**

The Directors are vested with the management of the Company, 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 Company and in this respect have the authority to enter into contracts, sue and be sued in representation of the Company. 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 Company in general meeting.

Directors may not vote on any proposal, issue, arrangement or contract in which they have a personal material interest, otherwise than by virtue of his interests in shares, debentures or other securities of or otherwise in or through the Company.

The maximum limit of aggregate emoluments of the Directors is, in terms of the Memorandum and Articles of Association, to be established by the shareholders in general meeting. Within that limit the Directors shall have the power to vote remuneration to themselves or any number of their body. Any increases in the maximum limit of Directors' aggregate emoluments have to be approved by the general meeting.

The Board of Directors may exercise all the powers of the Company to borrow money and give security therefore, subject to the terms of the Company's Memorandum and Articles of Association.

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

### 11.2.6 MEETINGS OF SHAREHOLDERS

The Company must in each year hold a general meeting as its annual general meeting in addition to any other general meetings in that year, and must specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint.

No business shall be transacted at any general meeting unless a quorum of Shareholders is present, in person or by proxy, at the time when the meeting proceeds to business; save as otherwise provided in the Articles of Association, Shareholders holding in the aggregate not less than 50% of the total voting rights of the Shareholders having the right to vote, shall constitute a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such time (being not less than fourteen (14) days nor more than twenty-eight (28) days) and place as the Company's chairman shall appoint and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Shareholders present in person or by proxy, not being less than two present in person and entitled to vote shall be a quorum.

A general meeting of the Company shall be deemed not to have been duly convened unless at least 21 (twenty-one) days' notice had been given in writing to all those Shareholders entitled to receive such notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. The notice shall specify the place, the day and the hour of meeting. In the case of extraordinary business, the notice shall also specify the general nature of that business and shall be accompanied by a statement describing the projected effect and scope of any proposed resolution in respect of such extraordinary business. The notice shall be given in the manner specified in the Company's articles of association to such persons as are, under the articles of the Company, entitled to receive such notices from the Company.

In addition, the Directors of the Company may convene an extraordinary general meeting whenever they think fit. In terms of the Act, the Directors of the Company, shall, on the requisition of a Shareholder/s of the Company holding at the date of the deposit of the requisition not less than 10% of the paid up share capital of the Company, forthwith proceed to convene an extraordinary general meeting, subject to at least 14 (fourteen) days' notice.

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- i. by the chairman of the meeting; or
- ii. by at least three (3) Shareholders present in person or by proxy; or
- iii. by any Shareholder or Shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- iv. by a Shareholder or Shareholders holding equity securities in the Company conferring a right to vote at the meeting, being equity securities on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the equity securities conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost together with an entry to that effect in the minute book, shall be conclusive evidence of the fact without need for the proof of the number or proportion of the votes recorded in favour of or against such resolution. Where a resolution requires a particular majority in value, the resolution shall not be deemed to have been carried on a show of hands by the required majority unless there be present at that meeting, where in person or by proxy, a number of Shareholders holding in the aggregate the required majority.

In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with the Articles of Association of the Company, on a show of hands every Shareholder who (being an individual) is present in person or (being a body of persons) is present by a representative, shall have one vote, and on a poll, every Shareholder present in person or by proxy shall have one vote for every Share of which he is the holder. On a poll votes may be given either personally or by written proxy.

Further information on the proceedings of general meetings of the Company is found in the Articles of Association of the Company.

## 12. PROPERTY VALUATION REPORT

The Company commissioned Architecture Project to issue a valuation report on the MPC Group's Properties. The business address of Architecture Project is at 4, Sappers Street, Valletta VLT 1320, Malta.

Listing Rule 7.4.3 provides that property valuations to be included in a prospectus must not be dated (or be effective from) more than 60 days prior to the date of publication of the prospectus. The valuation report is dated 18 September 2015.

## 13. INTEREST OF EXPERTS AND ADVISORS

Save for the valuation report prepared in relation to the MPC Group's Properties and the accountants' report on the consolidated profit forecast, the Prospectus does not contain any statement or report attributed to any person as an expert. The valuation report is available for inspection at the registered address of the Company and a condensed version is included in Annex I of this Prospectus.

The condensed valuation report dated 18 September 2015 has been included in the form and context in which they appear with the authorisation of Architecture Project of 4, Sappers Street, Valletta VLT 1320, which have given and have not withdrawn their consent to the inclusion of such report herein. Architecture Project do not have any material interest in the Company. The Company confirms that the condensed valuation report has been accurately reproduced in the Prospectus and that there are no facts of which the Company is aware that have been omitted and which would render the reproduced information inaccurate or misleading.

The accountants' report on the consolidated profit forecast dated 16 October 2015 has been included in Annex II of the Registration Document in the form and context in which it appears with the authorisation of PricewaterhouseCoopers of 78 Mill Street, Qormi QRM 3101, Malta, which has given and has not withdrawn its consent to the inclusion of said report herein.

## 14. DOCUMENTS ON DISPLAY

For the duration period of this Registration Document the following documents shall be available for inspection at the registered address of the Company at GO, Fra Diegu Street, Marsa MRS 1501, Malta:

- a. Memorandum and Articles of Association;
- b. The audited consolidated financial statements of the Company for the financial periods ended 31 December 2011 to 2014;
- c. The audited financial statements of each of the Subsidiaries for the financial periods ended 31 December 2011 to 2014;
- d. The unaudited consolidated financial statements of the Company for the nine-month period ended 30 September 2015;
- e. The profit forecast and accountants' report for the year ending 31 December 2015;
- f. Independent Expert's property valuation report dated 18 September 2015 and prepared at the Company's request in respect of the MPC Group's Properties.

## ANNEX I: CONDENSED PROPERTY VALUATION REPORT

The Board of Directors  
Malta Properties Company p.l.c.  
GO, Fra Diegu Street  
Marsa MRS 1501



### 18th September 2015

Architecture Project, a duly warranted partnership of Architects and Civil Engineers in terms of Chapter 390 of the Laws of Malta, was engaged to carry out valuations of the fifteen (15) below listed properties (the "**Property**" or the "**Properties**") on behalf of Malta Properties Company p.l.c. for inclusion with the Prospectus, to be published in connection with the proposed listing of the Company's Shares on a regulated market. Architecture Project holds Perit Warrant P/2 and its registered address is 4, Sappers Street, Valletta, Malta.

This is a condensed version of the full valuation reports prepared by Architecture Project for each of the Properties. The full valuation reports are available for inspection at the Company's Registered Office. The valuations are as at 18 September 2015. Unless otherwise defined in the valuation report, terms defined in the Prospectus shall have the meanings ascribed thereto when used in the valuation report.

### **Basis of Valuation**

The full valuation reports provide an estimation of the "*Market Value*" of the Properties, as defined in the European Council Directive 2006/48/EC, that is, "*the estimated amount for which the property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.*"

Without prejudice to the foregoing, the values listed hereunder are deemed to be the best price at which the sale of an interest in the respective Property might reasonably be expected to have been completed unconditionally for cash consideration on the date of valuation, on the basis of the following assumptions, unless otherwise detailed in the respective valuation report:

- a. a willing seller;
- b. prior to the date of valuation there had been a reasonable period for the proper marketing of the interest, for the negotiation and agreement of the price and the terms of sale, and for the completion of the sale;
- c. the state of the market, level of property values and other relevant circumstances were, on the date of exchange of contracts, the same as the date of valuation;
- d. the absence of any additional bid by a purchaser with a special interest in the acquisition of the interest;
- e. a good title can be shown and the property is not subject to any unusual or onerous restrictions, encumbrances or outgoing;
- f. the property is unaffected by any Statutory Notice (as detailed in the full valuation report) and neither the property nor its use, actual or intended, gives rise to a contravention of any Statutory Requirements (as detailed in the full valuation report);
- g. the property is free from latent defects and no deleterious materials have been used in its construction;

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### **Architecture Project**

4, Sappers Street, Valletta VLT1320, Malta

Tel: (+356) 2124 3981 Fax: (+356) 2124 3997 Email: [info@ap.com.mt](mailto:info@ap.com.mt) Web: [www.ap.com.mt](http://www.ap.com.mt)

- h. only a visual inspection of the property was carried out to establish the condition of repair and, unless otherwise specifically stated in the full report, and in that event only to the extent so specified, no parts of the property which were covered, unexposed or otherwise inaccessible to visual inspection have been inspected, and no tests have been made as to whether or not such parts are free of defects, so that the valuation assumes that a structural survey would reveal no major defects involving substantial expenditure.



In all cases, the title of ownership was not investigated and such investigation was not within the scope of the valuation. Any references in the reports to title of ownership are as communicated by Malta Properties Company p.l.c.

The property values below refer to the immovable assets, as defined in articles 308 through 311 of Chapter 16 of the Laws of Malta, subject to the valuation, with the exclusion of telecommunications equipment and installations within or attached to the property, even if they are so fixed thereto as to render them immovable according to law.

The valuations have been prepared in accordance with the Kamra tal-Periti Valuation Standards for Accredited Valuers (2012), which are largely based on the TEGOVA (The European Group Of Valuers' Associations) Valuation Standards (2009).

**Property Valuations as at 18 September 2015**

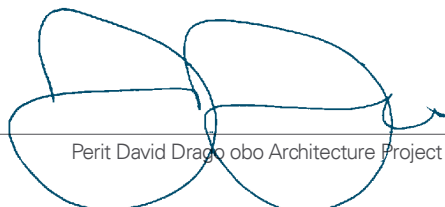
The following is a summary of the valuations of the Properties held by Malta Properties Company p.l.c.:

	Valuation €'000
<b>Property</b> <b>GO Mobile Head Office, Triq Fra Diegu, Marsa, Malta</b>	<b>12,100</b>
<b>Proprietor:</b> MCB Property Company Limited	
<b>Tenure:</b> Partly freehold and partly subject to an annual and perpetual ground rent and sub-ground rent totalling €227.91 per annum	
<b>Current Use:</b> Offices	
<b>Age:</b> 10 to 15 years	
<b>Property</b> <b>Exchange at Mosta Technopark, Triq Valletta, Mosta, Malta</b>	<b>3,900</b>
<b>Proprietor:</b> Malta Properties Company p.l.c.	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> Telephone exchange and ancillary offices	
<b>Age:</b> Over 50 years	
<b>Property</b> <b>St George's Exchange, Triq San Ġorġ, St Julian's, Malta</b>	<b>2,200</b>
<b>Proprietor:</b> Mobisle Communications Ltd (in the process of being transferred to SGE Property Company Ltd)	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> Telephone exchange, offices and ancillary uses	
<b>Age:</b> ca 35 years	
<b>Property</b> <b>Naxxar Radio Link, Triq San Pawl c/w Triq Gharghur, Naxxar, Malta</b>	<b>1,860</b>
<b>Proprietor:</b> Malta Properties Company p.l.c.	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> Retail, offices and telecommunications link	
<b>Age:</b> ca 50 years	
<b>Property</b> <b>Rabat Exchange, it-Telgha tas-Saqqajja, Rabat, Malta</b>	<b>1,100</b>
<b>Proprietor:</b> Malta Properties Company p.l.c.	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> Telephone exchange and ancillary offices	
<b>Age:</b> Over 20 years	
<b>Property</b> <b>Birkirkara Exchange, Triq Salvu Psaila, Birkirkara, Malta</b>	<b>6,300</b>
<b>Proprietor:</b> BKE Property Company Ltd	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> Retail outlet, offices and telephone exchange	
<b>Age:</b> over 40 years with some newer parts	
<b>Property</b> <b>Commercial premises, Triq il-Fniek, Birkirkara, Malta</b>	<b>2,200</b>
<b>Proprietor:</b> BKE Property Company Ltd	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> Offices and technical centre	
<b>Age:</b> 20 to 25 years	





	Valuation €'000
<b>Property:</b> 39, Triq ir-Repubblika, Rabat, Gozo	<b>950</b>
<b>Proprietor:</b> Malta Properties Company p.l.c.	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> Retail outlet and offices	
<b>Age:</b> ca 120 years	
<b>Property:</b> New St. Paul's Bay Exchange (built on part of the site currently accommodating the Old Exchange), Triq San Ġorġ, St Paul's Bay, Malta	<b>600</b>
<b>Proprietor:</b> SPB Property Company Ltd	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> In the process of being used as a telephone exchange	
<b>Age:</b> Under construction	
<b>Property:</b> St. Paul's Bay Old Exchange, Triq San Ġorġ, St Paul's Bay, Malta	<b>3,200</b>
<b>Proprietor:</b> SPB Property Company Ltd	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> Switching centre, telephone exchange and ancillary offices	
<b>Age:</b> Over 30 years	
<b>Property:</b> Marsa Exchange, Spencer Hill, Marsa, Malta	<b>6,100</b>
<b>Proprietor:</b> MSH Property Company Ltd	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> Telephone exchange and offices (partly vacant)	
<b>Age:</b> Over 60 years	
<b>Property:</b> New Sliema Exchange, Sqaq Rodolfu, Sliema, Malta	<b>700</b>
<b>Proprietor:</b> SLM Property Company Ltd	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> In the process of being used as a telephone exchange	
<b>Age:</b> Construction completed this year	
<b>Property:</b> Sliema Old Exchange, Triq Parisio c/w Triq Moroni, Sliema, Malta	<b>2,800</b>
<b>Proprietor:</b> SLM Property Company Ltd	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> Telephone exchange and ancillary offices (partly vacant)	
<b>Age:</b> ca 100 years	
<b>Property:</b> St Francis Complex, St Francis Ravelin, Floriana, Malta	<b>3,000</b>
<b>Proprietor:</b> Malta Properties Company p.l.c.	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> Offices and call centre	
<b>Age:</b> ca 100 years	
<b>Property:</b> Telephone Exchange and Data Centre, Bulebel Industrial Estate, Żejtun, Malta	<b>6,100</b>
<b>Proprietor:</b> ZTN Property Company Ltd	
<b>Tenure:</b> Freehold	
<b>Current Use:</b> Telephone exchange, stores and ancillary uses	
<b>Age:</b> 40 to 50 years	
<b><i>Cumulative Value of property portfolio:</i> 53,110</b>	



Perit David Drago obo Architecture Project



## ANNEX II: CONSOLIDATED PROFIT FORECAST AND ACCOUNTANTS' REPORT

### Summary of significant assumptions and accounting policies

#### 1. Introduction

The consolidated profit forecast for the financial year ending 31 December 2015 (the "Profit Forecast") has been prepared to provide financial information for the purpose of inclusion in the Prospectus of Malta Properties Company p.l.c. dated 16 October 2015. The Profit Forecast, set out on page 38 and the assumptions on which it is based are the sole responsibility of the Directors of Malta Properties Company p.l.c.

The Profit Forecast is based on the actual results for the nine month period to 30 September 2015 and the projected results for the three months from 1 October to 31 December 2015.

The Profit Forecast is intended to show a possible outcome based on best-estimate assumptions as to future events, which the Directors expect to take place. Events and circumstances frequently do not occur as expected and therefore actual results may differ materially from those included in the prospective financial information.

The Profit Forecast is not intended to and does not, provide all the information and disclosures necessary to give a true and fair view of the financial results of Malta Properties Company p.l.c. in accordance with International Financial Reporting Standards as adopted by the EU.

The Directors have exercised due care and diligence in adopting the assumptions below. The Profit Forecast was approved by the Directors on 16 October 2015 and the stated assumptions reflect the judgements made by the Directors at that date. The assumptions that the Directors believe are significant to the prospective financial information are set out in Section 3 below.

#### 2. Significant Accounting Policies

The significant accounting policies of Malta Properties Company p.l.c. are set out in its audited financial statements for the year ended 31 December 2014. Where applicable, these accounting policies, in so far as they relate to recognition and measurement criteria, have been consistently applied in the preparation of the Profit Forecast.

#### 3. Basis of Preparation and Significant Assumptions

The principal assumptions relating to the environment in which Malta Properties Company p.l.c. operates and the factors which are exclusively outside the influence of the directors and which underlie the Profit Forecast are the following:

- there will be no material adverse events originating from market and economic conditions;
- interest rates will not change materially throughout the period covered by the Profit Forecast; and
- the basis and rates of taxation will not change materially throughout the period covered by the Profit Forecast.

The principal assumptions relating to the environment in which Malta Properties Company p.l.c. operates and the factors which the directors can influence and which underlie the Profit Forecast, are the following:

##### *Revenue*

The projected revenue for the three months to 31 December 2015 is based on the rental streams stipulated in the rental agreements currently in place with GO p.l.c. and third parties. Whilst the terms of the individual leases vary between individual properties, the leases are based on a standard form of agreement.

##### *Administrative expenses*

Administrative expenses consist primarily of payroll costs, directors' fees, professional fees, listing fees together with other corporate expenses. The projected expenses for the three months to 31 December 2015 are based on the employment contracts for the existing staff complement as well as the Directors' estimates of the other costs expected to be incurred in this period.

#### *Finance costs*

Finance costs relate primarily to amounts due to banks and GO p.l.c., including interest costs and similar charges.

As at 30 September 2015, Malta Properties Company p.l.c. owed GO p.l.c. an amount of €48.4m. The projected finance costs assume that:

- An amount of €32.4m from the existing amounts due to GO p.l.c. will be capitalised. The capitalisation of this amount has been approved at an extraordinary general meeting held on 5 October 2015; and
- The remaining balance of €16m will be refinanced through a bank loan facility, which is assumed to be drawdown on 31 December 2015.

The projected finance costs assume that the amounts due to GO p.l.c. will carry an interest rate of 3.75% per annum, whereas the bank borrowings will carry an interest rate of 3.5% per annum. The projected costs also allow for the charges that will be incurred in connection with the sanctioning of the bank facility.

#### *Taxation*

Current taxation is provided at 35% of chargeable income for the period.

Deferred taxes are calculated on temporary differences under the liability method and are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates (and tax laws) that have been enacted by the end of the reporting period. The deferred taxation on the fair valuation of non-depreciable property which is computed on the basis applicable to disposals of immovable property is calculated at 10% the fair value of the underlying property in respect of property acquired before 1 January 2004 and at 8% in respect of property acquired thereafter, with effect from 1 January 2015 (2014: 12%).

#### **4. Conclusion**

The Directors of Malta Properties Company p.l.c. believe that the assumptions on which the Profit Forecast is based are reasonable.

On behalf of the Board:



Deepak Srinivas Padmanabhan  
*Director*



Edmond Brincat  
*Director*

Registered Office:

GO  
Fra Diegu Street  
Marsa MRS 1501

16 October 2015

**Consolidated Profit Forecast**  
for the financial year ending 31 December

	Unaudited 31.12.15 Forecast €	Audited 31.12.14 Actual €
Rental income	<b>3,156,500</b>	2,971,427
Administrative expenses	<b>(263,490)</b>	(12,353)
<b>Operating profit</b>	<b>2,893,010</b>	2,959,074
Finance costs	<b>(1,592,857)</b>	(1,857,140)
Adjustment arising on fair valuation of property	–	(215,910)
<b>Profit before tax</b>	<b>1,300,153</b>	886,024
Tax credit/(expense)	<b>802,861</b>	(183,526)
<b>Profit for the year – total comprehensive income</b>	<b>2,103,014</b>	702,498



The Directors  
Malta Properties Company p.l.c.  
GO  
Fra Diegu Street  
Marsa MRS 1501

16 October 2015

Dear Sirs,

**Independent Accountants' Report on the Consolidated Profit Forecast of Malta Properties Company p.l.c.**

We report on the consolidated profit forecast of Malta Properties Company p.l.c. (the "Company") for the financial year ending 31 December 2015 (the "Profit Forecast"). The Profit Forecast and the material assumptions on which it is based, are set out on pages 36 to 38 of the Prospectus prepared by Malta Properties Company p.l.c.

This report is required in terms of rule 5.40 of the Listing Rules issued by the Listing Authority of the Malta Financial Services Authority and is given for the purpose of complying with that regulation and for no other purpose.

**Directors' responsibilities for the Profit Forecast**

It is the responsibility of the directors of Malta Properties Company p.l.c. (the "Directors"), to prepare the Profit Forecast, and the assumptions upon which it is based, in accordance with the requirements of the Listing Rules issued by the Listing Authority of the Malta Financial Services Authority and EU Regulation EC809/2004.

**Accountants' Responsibility**

It is our responsibility to form an opinion as required by Listing Rule 5.40 as issued by the Listing Authority of the Malta Financial Services Authority and Annex I item 13.2 of EU Regulation EC 809/2004 as to the proper compilation of the Profit Forecast, in so far as the application of the underlying accounting policies and accuracy of calculations are concerned, and to report that opinion to you.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed, to the fullest extent permitted by law, we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with the Listing Rules, consenting to its inclusion in the Prospectus.



### **Basis of preparation of the Profit Forecast**

The Profit Forecast has been based on the actual results for the nine month period to 30 September 2015 and the projected results for the three months from 1 October to 31 December 2015. The Profit Forecast is required to be presented on a basis consistent with the accounting policies of Malta Properties Company p.l.c.

### **Basis of opinion**

We have examined the basis of compilation and the accounting policies of the accompanying Profit Forecast for the year ending 31 December 2015 in accordance with ISAE 3000, "Assurance Engagements Other than Audits and Reviews of Historical Financial Information". Our work included evaluating whether the Profit Forecast has been accurately computed based upon the assumptions and accounting policies adopted by Malta Properties Company p.l.c.

The assumptions upon which the Profit Forecast is based are solely the responsibility of the Directors and accordingly we express no opinion on the validity of the assumptions.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Profit Forecast has been properly compiled on the basis stated, in so far as the application of the underlying accounting policies and accuracy of calculations are concerned.

The Profit Forecast is not intended to, and does not, provide all the information and disclosures necessary to give a true and fair view of the results of the operations and the financial position of the Company in accordance with International Financial Reporting Standards as adopted by the EU (IFRSs).

Since the Profit Forecast and the assumptions on which it is based relate to the future and may therefore be affected by unforeseen events, we can express no opinion as to whether the actual results reported will correspond to those shown in the Profit Forecast and differences may be material. Also, we have not, in the course of this engagement, performed an audit or a review of the actual financial information for the nine month period to 30 September 2015 which was used in compiling the Profit Forecast.

### **Opinion**

In our opinion, the Profit Forecast has been properly compiled on the basis stated and the basis of accounting used is consistent with the accounting policies of Malta Properties Company p.l.c.

Yours faithfully,



Simon Flynn  
Partner

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*PricewaterhouseCoopers,  
78 Mill Street, Qormi, QRM3101. Malta  
T: +(356) 2124 7000, F: +(356) 2124 4768, [www.pwc.com/mt](http://www.pwc.com/mt)*

*The firm is registered as a partnership of Certified Public Accountants in terms of the Accountancy Profession Act.  
A list of partners and directors of the firm is available at 78 Mill Street, Qormi, Malta.*

## ANNEX III: DETAILS OF DIRECTORS, COMPANY SECRETARY AND SENIOR MANAGEMENT

The following table lists the details of the other companies the Directors, Company Secretary and Senior Management have been members of in terms of their administration and management over the previous five years, and are so as at the date of this Prospectus:

### **Deepak Srinivas Padmanabhan**

Director of:	GO p.l.c.
	Emirates International Telecommunications LLC
	Emirates International Telecommunications (Tunisia) FZ-LLC
	Tunisie Telecom
	Emirates International Telecommunications (Malta) Limited
	Smartcity (Malta) Ltd
	TECOM Investments Overseas Limited
	Forgendo Limited
	Forthnet S.A.
	Axiom Ltd

### **Paul Stephen Testaferrata Moroni Viani**

Director of:	GO p.l.c.
	Cambridge Place Limited
	Sales & Letting Limited
	Euro Appliances Company Limited
	Testaferrata Moroni Viani (Holdings) Limited
	Spinola Hotels Limited
	St George's Park Co. Limited
	Reliant Limited
	SGP Projects Limited
	Vltava Fund SICAV p.l.c.
	Innovative Software Limited
	Mobisile Communications Limited
	Worldwide Communications Limited
	Middlesea Insurance p.l.c.
	Aragon Co. Limited
	BPG Properties Ltd

**Michael Warrington**

Director of:

- AX Investments p.l.c.
- Forthnet S.A.
- AX Holdings Limited
- Skyline Developments Limited
- Land Development Holdings Limited
- Citadel Insurance p.l.c.
- Citadel Health Agency Limited
- Nissan International Insurance Limited
- Higher Ground SICAV p.l.c.
- Novum Bank Limited
- Novum Holdings Limited
- MW Properties Ltd
- MW Investments Limited
- Capital Services Limited

**Mohsin Majid**

Director of:

- Tunisie Telecom
- Hellenic Company for Telecommunications and Telematic Applications S.A.

**Edmond Brincat**

Director of:

- Cablenet Communication Systems Limited
- Synchronoss Technologies Holdings Limited
- Synchronoss Technologies Europe Limited
- Land Development Holdings Limited
- Modern Group Business International Limited

**Francis Galea Salomone**

Director of:

- Vicamar Limited
- Vacations Limited
- Fox Capital Holdings Limited (in dissolution)

**Nikhil Patil**

Director of:

- Bellnet Limited
- BM IT Limited
- BM Support Services Limited
- Malta Properties Company p.l.c.
- SPB Property Company Limited
- SLM Property Company Limited
- ZTN Property Company Limited
- BKE Property Company Limited
- SGE Property Company Limited
- MCB Property Company Limited
- MSH Property Company Limited
- GO p.l.c.
- Cablenet Communication Systems Limited



## 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 in accordance with the provisions of Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012, Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014. This Securities Note contains information about the Shares being issued by Malta Properties Company p.l.c. Application has been made for the admission to listing and trading of the Shares 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 Company.

This document is dated 16 October 2015

## Malta Properties Company p.l.c.

(a public limited liability company registered under the laws of Malta with registration number C 51272)

ISIN:- MT0000990102

Legal Counsel

**MAMO TCV**  
  
 A D V O C A T E S

Sponsor

**CHARTS**  
 WEALTH MANAGEMENT • CORPORATE BROKING

### APPROVED BY THE DIRECTORS



Nikhil Patil

on behalf of:

Deepak Padmanabhan, Paul Stephen Testaferrata Moroni Viani, Michael Warrington,  
 Mohsin Majid and Edmond Brincat

**THE LISTING AUTHORITY HAS AUTHORISED THE ADMISSIBILITY OF THESE SECURITIES AS A LISTED FINANCIAL INSTRUMENT. THIS SIGNIFIES COMPLIANCE OF THE INSTRUMENT ISSUED 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 ACQUIRE ANY SHARES. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN ACQUIRING THE SHARES OF THE COMPANY AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISOR.**

**THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OF SHARES TO THE PUBLIC, BUT DESCRIBES THE SHARES WHOSE ADMISSION TO LISTING HAS BEEN APPROVED BY THE LISTING AUTHORITY.**

## TABLE OF CONTENTS

<b>Important Information</b>	<b>03</b>
<b>1 Definitions</b>	<b>04</b>
<b>2 Risk Factors</b>	<b>06</b>
2.1 General	06
2.2 Forward Looking Statements	06
2.3 Risks Relating to the Shares	06
<b>3 Persons Responsible</b>	<b>07</b>
<b>4 Key Information</b>	<b>08</b>
4.1 Working Capital	08
4.2 Capitalisation and Indebtedness	08
<b>5 Information Concerning The Shares admitted to Trading</b>	<b>08</b>
5.1 General	08
5.2 Rights Attached to the Shares	09
5.3 Transferability of the Shares	09
<b>6 Taxation</b>	<b>09</b>
6.1 General	09
6.2 Taxation of the Company	09
6.3 Taxation of Shareholders	10
<b>7 Terms and Conditions of the Offer</b>	<b>11</b>
<b>8 Admission to Trading</b>	<b>11</b>
<b>9 Selling Securities Holders</b>	<b>11</b>
<b>10 Expenses relating to the Admission to Trading of the Shares</b>	<b>11</b>
<b>11 Dilution</b>	<b>11</b>
<b>12 Additional Information</b>	<b>11</b>

## IMPORTANT INFORMATION

THIS SECURITIES NOTE CONTAINS INFORMATION ON THE SHARES ADMITTED TO TRADING OF MALTA PROPERTIES COMPANY P.L.C. (THE "**COMPANY**") IN ACCORDANCE WITH ANNEX III OF THE 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. NO OFFER OF SHARES IS BEING MADE BY THE COMPANY AND, ACCORDINGLY, THE INFORMATION CONTAINED IN THIS PROSPECTUS IS MERELY RELATED TO THE COMPANY'S SHARES ADMITTED TO TRADING ON THE MALTA STOCK EXCHANGE.

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

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

GIVEN THAT THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES, THIS PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SHARES BY ANY PERSON IN ANY JURISDICTION, PARTICULARLY 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 PERSON IN POSSESSION OF THIS DOCUMENT AND ANY PERSON WISHING TO ACQUIRE SHARES ADMITTED TO TRADING BY THE COMPANY TO INFORM THEMSELVES OF, AND TO OBSERVE AND COMPLY WITH, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTION. PROSPECTIVE INVESTORS FOR ANY SHARES THAT ARE ADMITTED TO TRADING ON THE MSE BY THE COMPANY SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF ACQUIRING SUCH SHARES AND ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRY OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES AND NO ACTION HAS BEEN OR WILL BE TAKEN BY THE COMPANY THAT WOULD PERMIT A PUBLIC OFFERING OF SHARES 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.

THE SHARES HAVE NOT BEEN NOR WILL THEY BE REGISTERED UNDER THE UNITED STATES SHARES ACT, 1933 AS AMENDED, OR UNDER ANY FEDERAL OR STATE SHARES 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 COMPANY WILL NOT BE REGISTERED UNDER THE UNITED STATES INVESTMENT COMPANY ACT, 1940 AS AMENDED AND INVESTORS WILL NOT BE ENTITLED TO THE BENEFITS SET OUT THEREIN.

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

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

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

ALL THE ADVISORS TO THE COMPANY NAMED IN THE PROSPECTUS UNDER THE HEADING “ADVISORS” UNDER SECTION 4.3 OF THE REGISTRATION DOCUMENT HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE COMPANY IN RELATION TO THIS ADMISSION TO TRADING 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.

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 ACQUIRE ANY OF THE SHARES ADMITTED TO TRADING.

## 1. DEFINITIONS

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

<b>Act or Companies Act</b>	the Companies Act (Cap. 386 of the Laws of Malta);
<b>Business Day</b>	any day between Monday and Friday (both days included) on which commercial banks in Malta settle payments and are open for normal banking business;
<b>Company or MPC</b>	Malta Properties Company p.l.c., a public limited liability company registered under the Laws of Malta bearing company registration number C 51272 and having its registered office at GO, Fra Diegu Street, Marsa MRS 1501, Malta;
<b>CSD</b>	the Central Securities Depository of the Malta Stock Exchange authorised in terms of Part IV of the Financial Markets Act (Cap. 345, Laws of Malta), having its address at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
<b>Directors or Board</b>	the directors of the Company whose names are set out in section 4.1 (“Directors”) of the Registration Document;
<b>Euro or €</b>	the lawful currency of the Republic of Malta;
<b>Exchange, Malta Stock Exchange or MSE</b>	Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act (Cap. 345 of the Laws of Malta), bearing company registration number C 42525 having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
<b>GO p.l.c.</b>	GO p.l.c., a public limited liability company registered under the Laws of Malta bearing company registration number C 22334 and having its registered office at GO, Fra Diegu Street, Marsa MRS 1501, Malta;
<b>Income Tax Act</b>	the Income Tax Act (Cap. 123 of the Laws of Malta);
<b>Listing Authority</b>	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;
<b>Listing Rules</b>	the listing rules of the Listing Authority, as may be amended from time to time;
<b>Memorandum and Articles of Association or M&amp;As</b>	the memorandum and articles of association of the Company in force at the time of publication of the Prospectus;
<b>MFSA</b>	the Malta Financial Services Authority, established in terms of the Malta Financial Services Authority Act (Cap. 330 of the Laws of Malta);
<b>MPC Group</b>	the Company and any company or entity in which the Company has a controlling interest;
<b>Official List</b>	the list prepared and published by the Malta Stock Exchange as its official list in accordance with the Malta Stock Exchange Bye-Laws;

<b>Prospectus</b>	collectively the Summary Note, the Registration Document, and this Securities Note (each as defined in this Securities Note) all dated 16 October 2015;
<b>Prospectus Directive</b>	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;
<b>Registration Document</b>	the registration document issued by the Company dated 16 October 2015, forming part of the Prospectus;
<b>Regulation</b>	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);
<b>Securities Note</b>	this document in its entirety;
<b>Shareholder/s or Investor/s</b>	a holder of Shares;
<b>Shares</b>	the shares of the Company;
<b>Spin-Off</b>	the distribution of an interim dividend in kind of the entire shareholding held by GO p.l.c. in the Company on a pro rata basis;
<b>Sponsor</b>	Charts Investment Management Service Limited (C 7944) of Valletta Waterfront, Vault 17, Pinto Wharf, Floriana FRN 1913, licensed by the MFSA and a Member of the MSE;
<b>Summary Note</b>	the summary note issued by the Company dated 16 October 2015, forming part of the Prospectus.

## 2. RISK FACTORS

### 2.1 General

AN INVESTMENT IN THE SHARES 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 ACQUIRE THE SHARES. 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 SHARES: (I) IS INTENDED TO PROVIDE THE BASIS OF ANY ACQUISITION OR OTHER EVALUATION OR (II) SHOULD BE CONSIDERED AS A RECOMMENDATION BY THE COMPANY OR THE SPONSOR 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 SHARES, SHOULD PURCHASE ANY SHARES.

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

### 2.2 Forward Looking Statements

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

### 2.3 Risks Relating to the Shares

- The existence of an orderly and liquid market for the Shares depends on a number of factors, including but not limited to the presence of willing buyers and sellers of the Company’s Shares at any given time and the general economic conditions in the market in which the Shares are traded. Such factors are dependent upon the individual decisions of Shareholders and the general economic conditions of the market, over which the Company has no control. Accordingly, there can be no assurance that an active secondary market for the Shares will develop, or, if it develops, that it will continue. Furthermore, there can be no assurance that a Shareholder will be able to sell or otherwise trade in the Shares at all.
- Investment in the Shares involves the risk that subsequent changes in market interest rates may adversely affect the value of the Shares.
- A Shareholder will bear the risk of any fluctuations in exchange rates between the currency of denomination of the Shares (€) and the Shareholder’s currency of reference, if different.
- The Shares represent equity interests in the Company that entitle the holder to rank *pari passu* with all other holders of ordinary Shares in the Company upon any distribution of assets in a winding up. The ordinary Shares of the Company are subordinated to any preference shares issued by the Company and any bonds and other debt instruments in the Company’s capital structure, and will therefore be subject to greater credit risk than preferred shares or debt instruments of the Company.
- The terms and conditions of the admission to trading of the Shares are based on Maltese law in effect as at the date of this Prospectus. No assurance can be given as to the impact of any possible judicial decision or change in Maltese law or administrative practice after the date of this Prospectus.

- **No prediction can be made about the effect which any future public offerings of the Company's Shares, or any takeover or merger activity involving the Company, will have on the market price of the Shares prevailing from time to time.**
- **In the event that the Company wishes to amend any of the rights of Shareholders it shall call a meeting of Shareholders in accordance with the Company's Memorandum and Articles of Association. These provisions permit defined majorities to bind all Shareholders including Shareholders who did not attend and vote at the relevant meeting and Shareholders who voted in a manner contrary to the majority.**
- **Application has been made to seek a listing of the Shares on the Malta Stock Exchange, which is a smaller market and less liquid than the more developed stock markets in Europe and the United States.**
- **The limited liquidity of the market for the Shares could increase the price volatility of the Shares and may impair the ability of a holder of Shares to sell such Shares in the market in the amount and at the price and time such holder wishes to do so.**
- **The price at which the Shares will be traded, as well as the sales volume of the Shares traded, will be subject to fluctuations. These movements may not necessarily be caused by the Company's business activity or its results of operations. It is also possible that the Company's results of operations or its business outlook may fall short of expectations, in which case the price of the Shares could be negatively affected.**
- **An investment in the Company may not be suitable for all recipients of this Prospectus and prospective Shareholders are urged to consult their advisors as to the suitability or otherwise of acquiring the Shares before such acquisition.**
- **Pursuant to the Spin-Off, Emirates International Telecommunications (Malta) Limited ("EIT") will become the major Shareholder of the Company. As such, EIT will be in a position to control the Board of Directors of the Company and decisively influence matters that require approval of the general body of Shareholders of the Company, including resolutions regarding dividends and other important measures. The interests of EIT as major Shareholder of the Company may not necessarily coincide with the interests of other Shareholders of the Company.**
- **The Company's results can fluctuate and its ability to pay dividends is dependent on, amongst other things, it achieving sufficient profits. The Company may not pay dividends if the Directors believe this would cause the Company to be less adequately capitalised or that there are otherwise insufficient distributable reserves or for various other reasons. Future dividends will depend on, among other factors, the Company's future profits, financial position, working capital requirements, general economic conditions and other factors that the Directors deem significant from time to time. The prospective dividend policy set out in section 5.10 of the Registration Document should be read accordingly.**

### 3. PERSONS RESPONSIBLE

This document includes information given in compliance with the Listing Rules for the purpose of providing prospective investors with information with regard to the Company. All of the Directors of the Company, whose names appear under the sub-heading "Directors" under the heading "Identity of Directors, Senior Management, Advisors and Auditors" in section 4 of the Registration Document, accept responsibility for the information contained in this Securities Note.

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

## 4. KEY INFORMATION

### 4.1 Working Capital

After reasonable inquiry, the Directors of the Company are of the opinion that the working capital available is sufficient for the Company's present business requirements.

### 4.2 Capitalisation and Indebtedness

Information with respect to the MPC Group's capitalisation and indebtedness is set out in the unaudited consolidated financial statements for the nine month period ended 30 September 2015, the full version of which is available for inspection at the registered office of the Company. A summary of the MPC Group's capitalisation and indebtedness is provided below:

	Unaudited 30.09.15 €'000	Audited 31.12.14 €'000
<b>Net indebtedness</b>		
Cash and cash equivalents	(909)	(120)
Loans due to the GO Group <sup>1</sup>	48,369	49,524
	<b>47,460</b>	<b>49,404</b>
<b>Capitalisation</b>		
Share capital	50	50
Retained earnings	1,150	(696)
	<b>1,200</b>	<b>(646)</b>
<b>Total</b>	<b>48,660</b>	<b>48,758</b>

<sup>1</sup>The loans are unsecured, subject to interest at 3.75% and are repayable on 30 September 2017.

## 5. INFORMATION CONCERNING THE SHARES ADMITTED TO TRADING

### 5.1 General

- 5.1.1 The Shares are ordinary shares in the Company having a nominal value of thirty two euro cents (€0.32) each Share. All one hundred and one million three hundred and ten thousand four hundred and eighty eight (101,310,488) Shares being admitted for trading on the MSE by the Company constitute the entire issued share capital of the Company as at the date of this Prospectus.
- 5.1.2 The Shares have been created in terms of the Companies Act, Cap. 386 of the Laws of Malta.
- 5.1.3 On 22 July 2015, the shareholders of GO p.l.c. approved at an extraordinary general meeting the spin-off of GO p.l.c.'s shareholding in the Company to be effected through the payment of an interim dividend in kind by means of a distribution of GO p.l.c.'s shareholding in the Company to its shareholders on a pro rata basis. The Company is informed that the board of directors of GO p.l.c. is expected to meet on 19 October 2015 to consider and declare the said interim dividend in kind to GO p.l.c. shareholders registered as such on 23 October 2015 (the "Distribution Record Date"). Thereafter, the Shares are expected to be admitted to the Official List with effect from 23 November 2015 and trading is expected to commence on 24 November 2015.
- 5.1.4 Subject to admission to listing of the Shares to the Official List of the MSE, the Shares are expected to be assigned ISIN MT0000990102.
- 5.1.5 The Shares are de-materialised and held in book entry form at the Central Securities Depository of the Malta Stock Exchange.
- 5.1.6 The currency of the Shares is Euro (€).



## 5.2 Rights Attached to the Shares

The Shares form part of one class of ordinary Shares in the Company and shall accordingly have the same rights and entitlements. The following are highlights of the rights attaching to the Shares:

Dividends:	the Shares shall carry the right to participate in any distribution of dividends declared by the Company <i>pari passu</i> with all other shares in the same class;
Voting Rights:	each Share shall be entitled to one vote at meetings of Shareholders;
Capital Distributions:	the Shares shall carry the right for the holders thereof to participate in any distribution of capital made whether on a winding up or otherwise, <i>pari passu</i> with all other Shares of the same class;
Transferability:	the Shares are freely transferable in accordance with law, including the rules and regulations of the MSE applicable from time to time and with the articles of association of the Company;
Other:	the Shares are not redeemable and not convertible into any other form of security.

## 5.3 Transferability of the Shares

- 5.3.1 The Shares are freely transferable in whole in accordance with law, including the rules and regulations of the MSE applicable from time to time and with the articles of association of the Company.
- 5.3.2 All transfers and transmissions are subject in all cases to any pledge (duly constituted) of the Shares, to any applicable laws and regulations and to the articles of association of the Company.
- 5.3.3 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 Company 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 Company.

## 6. TAXATION

### 6.1 General

Investors and prospective investors are urged to seek professional advice as regards both Maltese and any foreign tax legislation which may be applicable to them in respect of the Shares, 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 Shareholders 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 Company at the date of the Prospectus, in respect of a subject on which no official guidelines exist. Investors are reminded that tax law and practice and their interpretation as well as the levels of tax on the subject matter referred to in the preceding paragraph, may change from time to time.

This information is being given solely for the general information of investors who do not deal in the acquisition and disposal of securities in the course of their normal trading activity. The precise implications for Shareholders will depend, among other things, on their particular circumstances and on the classification of the Shares from a Maltese tax perspective, and professional advice in this respect should be sought accordingly.

### 6.2 Taxation of the Company

The Company, being a company incorporated in Malta, is subject to Maltese income tax on its worldwide profits. The normal Maltese corporate tax rate is of 35% chargeable on the taxable profits, although certain tax exemptions or lower tax rates may apply in respect of certain particular sources of income.

Certain capital gains as specified in Maltese tax law are also subject to income tax but the applicable tax rate (and the amount on which such tax is calculated) may vary depending on the particular asset being transferred. Indeed, in the case of transfers of Maltese immovable property, as from 1 January 2015, such transfers should in general (although certain exceptions may apply) be subject to a final withholding tax of 10% where the

property was acquired before 1 January 2004 or a final withholding tax of 8% for property acquired on or after 1 January 2004. The said 10% or 8% final withholding tax is calculated on the higher of the market value of the property and the consideration.

In the case of any rental income receivable by the Company from immovable property, such rental income should be taxable at the normal corporate tax rate of 35% so however that in calculating the rental income chargeable to Maltese tax certain statutory tax deductions may be taken.

The Company may be entitled to receive dividend income from its Maltese subsidiaries. Such dividends should not be chargeable to any tax at the level of the Company, whether by way of withholding or otherwise.

If the Company receives any income from foreign sources (including capital gains, dividends, interest and any other income), such income should also be subject to tax in Malta at the corporate tax rate of 35% but relief for taxation paid abroad, if any, may be claimed by the Company against the respective income tax liability in terms of the provisions of Part X of the Maltese Income Tax Act.

### 6.3 Taxation of Shareholders

#### 6.3.1 INCOMETAX ON ACQUISITION OF SHARES

Following the listing of the Company Shares on the Malta Stock Exchange, the acquisition of Shares in the Company should not trigger a Maltese income tax liability.

#### 6.3.2 INCOMETAX ON DIVIDENDS ARISING FROM THE HOLDING OF SHARES

In general, distributions of dividends from taxed profits by the Company to its shareholders are not subject to any further tax.

However if the Company were to distribute dividends from untaxed profits (which are not tax exempt in the hands of the shareholders), such dividends may be subject to a 15% withholding tax in the case where the shareholder is any one of the following:

- i. a person, other than a company, resident in Malta in the year in which a dividend is received by him or by any person on his behalf; or
- ii. a non-resident person (including a non-resident company) who is owned and controlled by, directly or indirectly, or who acts on behalf of, an individual who is ordinarily resident and domiciled in Malta; or
- iii. a trustee of a trust where the beneficiaries of such trust are persons referred to above in (i) and (ii); or
- iv. an EU/EEA individual (and his or her spouse where applicable) where the Maltese Commissioner for Revenue is satisfied that the said EU/EEA individual derives at least 90% of his worldwide income from Malta.

#### 6.3.3 INCOMETAX ON CAPITAL GAINS ON TRANSFER OF THE SHARES

Following the listing of the Company Shares on the Malta Stock Exchange, in general, capital gains derived from the disposal of Shares in the Company would be exempt from tax in the hands of the shareholder.

#### 6.3.4 DUTY ON DOCUMENTS AND TRANSFERS

Transfers of Shares in the Company may be subject to stamp duty under the Duty on Documents and Transfers Act.

However, following the listing of the Company Shares on the Malta Stock Exchange, transfers of Shares in the Company should be exempt from the payment of stamp duty.

**THIS INFORMATION IS BEING GIVEN SOLELY FOR GENERAL INFORMATION, IT DOES NOT CONSTITUTE A SUBSTITUTE FOR LEGAL OR TAX ADVICE, AND IT DOES NOT PURPORT TO BE EXHAUSTIVE. 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 SHARES AS WELL AS DIVIDEND PAYMENTS MADE BY THE COMPANY. THE ABOVE IS A SUMMARY OF THE ANTICIPATED TAX TREATMENT APPLICABLE TO THE COMPANY AND TO ITS SHAREHOLDERS. THIS INFORMATION, WHICH DOES NOT CONSTITUTE LEGAL OR TAX ADVICE, REFERS ONLY TO SHAREHOLDERS WHO DO NOT DEAL IN SHARES IN THE COURSE OF THEIR NORMAL TRADING ACTIVITY.**

## 7. TERMS AND CONDITIONS OF THE OFFER

No offer of securities is being made pursuant to this document.

## 8. ADMISSION TO TRADING

The Board of Directors of the Company approved on 5 October 2015 the application to the Listing Authority for the Company's ordinary Shares to be considered as admissible to listing on a regulated market.

The Listing Authority has authorised the Shares as admissible to Listing pursuant to the Listing Rules by virtue of a letter dated 16 October 2015.

Once the board of directors of GO p.l.c. declare the interim dividend in kind, by means of a distribution of GO p.l.c.'s shareholding in the Company to its shareholders on a pro rata basis, an application will be made to the Malta Stock Exchange for the Shares to be listed and traded on the Official List of the Malta Stock Exchange.

The Shares are expected to be admitted to the Malta Stock Exchange with effect from 23 November 2015 and trading is expected to commence on 24 November 2015.

## 9. SELLING SECURITIES HOLDERS

None of the current Shareholders are making an offer for sale of any part of their existing holdings of Shares.

## 10. EXPENSES RELATING TO THE ADMISSION TO TRADING OF THE SHARES

Professional fees and costs related to publicity, advertising, printing, listing, registration, sponsor, management, and other miscellaneous expenses in connection with the admissibility to trading of the Shares are estimated to be in the region of €100,000. Up to 75% of offer expenses shall be at the charge of GO p.l.c. and the remaining amount shall be payable by the Company. There is no particular order of priority with respect to such expenses.

## 11. DILUTION

There is no offer of securities by current Shareholders nor the issue and offer of new Shares in the Company, and accordingly, there is no dilution of the current shareholdings in the Company.

## 12. ADDITIONAL INFORMATION

All the advisors to the Company named in the Registration Document under the heading "Advisors" in section 4.3 of the Registration Document have acted and are acting exclusively for the Company in relation to this admission to listing and trading 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.

