



## FACT SHEET

### €25 million 6.25% GPH Malta Finance plc Unsecured Bonds 2030

*Guaranteed by Global Ports Holding plc*

#### KEY DETAILS

<b>Issuer:</b>	GPH Malta Finance plc	<b>Listing:</b>	Official List, Malta Stock Exchange
<b>Amount Offered:</b>	Up to €25 million	<b>Coupon:</b>	6.25%
<b>Offer Price:</b>	100% ( <i>par value of €100</i> )	<b>Interest Payment Frequency:</b>	Annually on 10 March ( <i>with the first interest payment date being 10 March 2024</i> )
<b>Security &amp; Status:</b>	Unsecured & Guaranteed	<b>Maturity Date:</b>	10 March 2030
<b>Placement Date:</b>	3 March 2023	<b>Minimum Subscription Amount:</b>	€2,000 ( <i>nominal</i> ) and in multiples of €100 thereafter

#### NOTICE

**The bonds are subject to a Suitability Assessment. Accordingly, they are only appropriate and/or suitable for investors who have the knowledge and experience to understand the risks that are specifically related to this type of financial instrument.**

#### ABOUT GPH MALTA FINANCE PLC

GPH Malta Finance plc is a special purpose vehicle and acts as the financing arm of the Guarantor, Global Ports Holding plc, which is regarded as the world's largest independent cruise port operator, with an established presence in the Caribbean, Mediterranean and Asia-Pacific regions. Whilst establishing itself as the world's leading cruise port brand, with a large integrated network servicing cruise lines, ferries, yachts and mega-yachts, the Guarantor also offers commercial port services in Montenegro, specialising namely in container, bulk and general cargo handling.

Over the years, the Guarantor has grown a diversified cruise portfolio consisting of 26 cruise ports in 14 different countries across 4 continents including the operation of key cruise port locations in Turkey, Spain, Portugal, Italy and Malta. The Group also grew its footprint in the Asia Pacific and Caribbean regions. International expansion is a core component of the Guarantor's business model as this provides cruise operators with an unmatched choice of passenger destinations, thereby reinforcing its position in the market.

Apart from its core port services, another revenue driver within the Guarantor's cruise business includes the provision of ancillary services. These mainly relate to services conducted at each port, including vessel and port services, destination and shoreside services and area and terminal management.

Meanwhile, in addition to the container and general bulk operations conducted at the Port of Adria in Montenegro, through its commercial port business, the Guarantor also offers a range of complementary services, including stuffing and unstuffing containers, warehouse services and cargo weighing.

#### USE OF PROCEEDS

The net proceeds from the bond issue, estimated at €24.25 million after issuance costs, will be used by the Group for the following purposes, in the amounts and order of priority set out below:

- €22 million for growth investment purposes relating to new cruise port projects in respect of the Canary Island cruise ports, including Las Palmas; the Tarragona Cruise Port; the Kalundborg Cruise Port and the Alicante Cruise Port.
- €2.25 million for general corporate funding purposes.



## PLAN OF DISTRIBUTION

The bonds will be made available for subscription to all categories of investors and offered exclusively to Authorised Financial Intermediaries through an Intermediaries' Offer. In the event that the Bond Issue is not fully subscribed, the Issuer will proceed with the listing of the amount of bonds subscribed for.

## SUITABILITY ASSESSMENT

The bonds are subject to a Suitability Assessment. Accordingly, they are only appropriate and/or suitable for investors who have the knowledge and experience to understand the risks that are specifically related to this type of financial instrument.

## RANKING OF THE BONDS

The Bonds, as and when issued and allotted, shall constitute the general, direct, unconditional, and unsecured obligations of the Issuer and shall be guaranteed in respect of both the interest due and the principal amount under said Bonds by the Guarantor. The Bonds shall, at all times, rank pari passu, without any priority or preference among themselves and, save for such exceptions as may be provided by applicable law, without priority or preference to all present and future unsecured obligations of the Issuer. This means that any secured or privileged debts of the Issuer shall rank at all times ahead of the obligations of the Issuer under the Bonds, as a result of which the Bondholders may not be able to recover their investment in the Bonds in the case of insolvency or an equivalent situation, whether in full or in part. Furthermore, subject to the negative pledge clause, third-party security interests may be registered which will rank in priority to the Bonds against the assets of the Issuer for so long as such security interests remain in effect.

## RISK FACTORS

**GPH Malta Finance plc is subject to a number of risks pertaining to the nature of its business. Prospective investors are urged to read the 'Risk Factors' found in the Prospectus dated 1 February 2023. These are listed in Section 2 of the Registration Document and in Section 2 of the Securities Note. Prospective investors must also note that since the financial forecasts and the assumptions on which they are based relate to the future, they may be affected by unforeseen events. As such, the variation between forecasts, projections and actual results may be material.**

## RESERVE

As per section 5.14 of the Securities Note, the Issuer has undertaken to build a sinking fund the value of which will, in aggregate, be equivalent to 50% of the value of outstanding Bonds in issue, as follows:

- Year 3 – 20% of total amount of Bonds admitted to the Official List of the MSE
- Each of Year 4, 5 and 6, 10% of total amount of Bonds.

## APPLICATION PROCEDURE

Prospective investors wishing to participate in the Intermediaries Offer are kindly asked to contact us for further details. Applications must be for a minimum of €2,000 (nominal) and in multiples of €100 (nominal) thereafter.

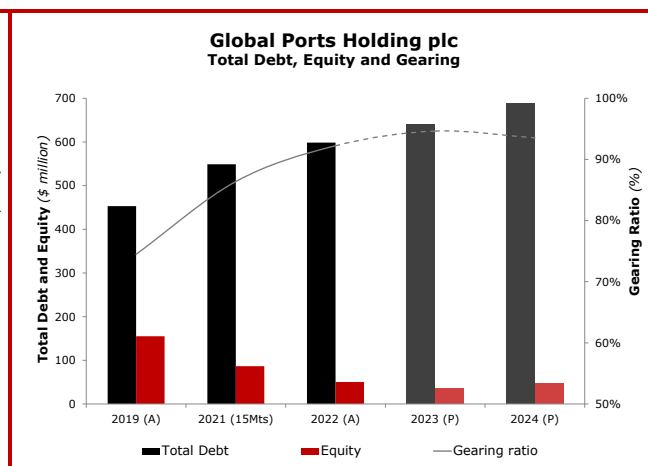
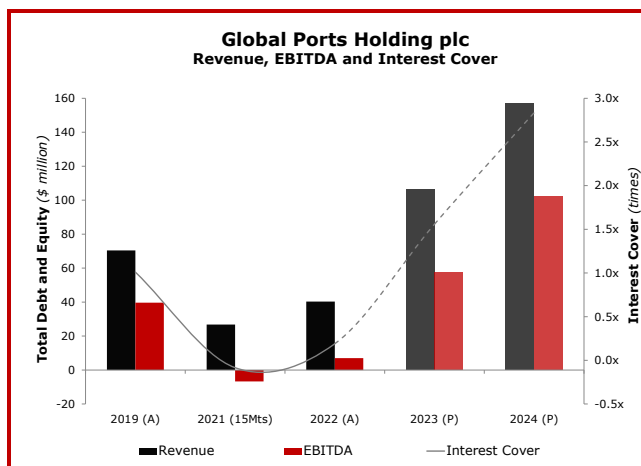
All applications must be accompanied by the appropriate payment, either by cheque in EUR payable to 'Rizzo, Farrugia & Co (Stockbrokers) Ltd – Clients a/c' or credited into either one of our EUR denominated Clients' Accounts as detailed below:

	HSBC Bank Malta plc	Bank of Valletta plc
EUR A/C No	006 050041 004	400 135 62906
IBAN	MT46 MMEB 4406 0000 0000 0605 0041 004	MT18 VALL 2201 3000 0000 400 135 62906
SWIFT CODE	MMEB MTMT	VALL MTMT

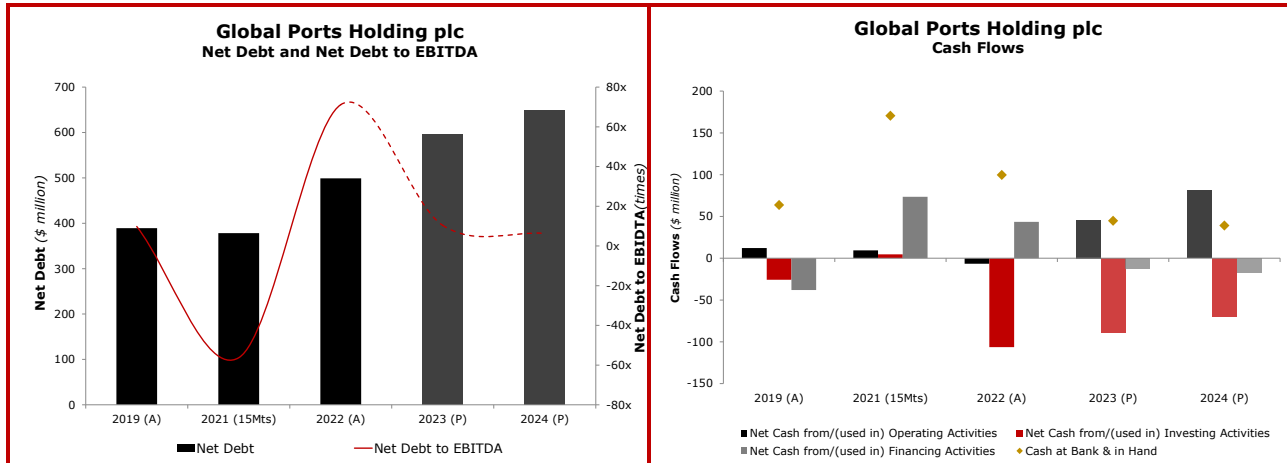


## KEY FINANCIAL HIGHLIGHTS & METRICS

Financial Year Ended 31 March Global Ports Holding Plc (USD 000's)	2019 <sup>1</sup> Actual (Restated)	2021 Actual (15 months)	2022 Actual	2023 Forecast	2024 Projection
Revenue	70,398	26,790	40,309	106,358	156,696
Operating Costs	(24,172)	(15,750)	(19,362)	(30,552)	(39,305)
<b>Gross Profit</b>	<b>46,226</b>	<b>11,040</b>	<b>20,947</b>	<b>75,806</b>	<b>117,391</b>
Administrative expenses	(11,143)	(16,792)	(13,925)	(17,393)	(18,206)
Selling and marketing expenses	(2,054)	(1,622)	(2,530)	(2,489)	(2,601)
Impairment loss on trade receivable and contract assets	(300)	(1,339)	-	-	-
Share of results of equity-accounted investees	5,580	465	(2,425)	1,202	5,817
Other net expenses	(4,969)	(30,491)	(7,476)	(1,912)	(1,108)
Specific adjusting items	6,306	32,014	12,419	2,000	1,034
<b>EBITDA</b>	<b>39,646</b>	<b>(6,725)</b>	<b>7,010</b>	<b>57,214</b>	<b>102,327</b>
Depreciation and amortisation	(25,900)	(34,202)	(28,463)	(31,673)	(35,549)
IFRIC 12 Construction gross profit	-	1,052	1,763	1,568	1,050
Finance income	7,274	30,047	25,071	-	-
Finance costs	(39,223)	(80,814)	(36,897)	(36,695)	(36,087)
Specific adjusting items	(6,306)	(32,014)	(12,419)	(2,000)	(1,034)
<b>Profit/(loss) before tax</b>	<b>(24,509)</b>	<b>(122,656)</b>	<b>(43,935)</b>	<b>(11,586)</b>	<b>30,707</b>
Tax expense	(588)	15,061	(605)	(3,300)	(6,484)
<b>Profit / (loss) from continuing operations</b>	<b>(25,097)</b>	<b>(107,595)</b>	<b>(44,540)</b>	<b>(14,886)</b>	<b>24,223</b>
Profit from discontinued operations	9,878	12,906	0	0	0
<b>Profit/(loss) for the year</b>	<b>(15,219)</b>	<b>(94,689)</b>	<b>(44,540)</b>	<b>(14,886)</b>	<b>24,223</b>
Net Cash from Operating Activities	12,192	9,484	-6,573	45,812	81,013
Net Cash used in Investing Activities	(25,720)	4,611	(106,327)	(88,598)	(69,594)
Net Cash from/(used in) Financing Activities	(38,007)	73,556	43,472	(12,296)	(17,029)
<i>Loans and Borrowings</i>	388,164	483,016	531,569	534,407	586,706
<i>Lease Liabilities</i>	64,826	65,918	67,019	105,678	102,088
<b>Total Debt</b>	<b>452,990</b>	<b>548,934</b>	<b>598,588</b>	<b>640,085</b>	<b>688,794</b>
Cash and Cash Equivalents	63,780	170,599	99,687	44,845	39,233
<b>Net Debt</b>	<b>389,210</b>	<b>378,335</b>	<b>498,901</b>	<b>595,240</b>	<b>649,561</b>
Total Assets	794,879	813,256	811,871	828,517	868,783
Total Liabilities	639,616	726,693	761,474	792,230	821,173
Total Equity	155,263	86,563	50,397	36,287	47,610
EBITDA Margin [%] <i>(EBITDA / Revenue)</i>	56.3%	-25.1%	17.4%	53.8%	65.3%
Net Profit Margin [%] <i>(Net Profit / Revenue)</i>	-21.6%	-353.4%	-110.5%	-14.0%	15.5%
Return on Average Assets [%] <i>(Net Profit / Average Assets)</i>	-1.91%	-11.78%	-5.48%	-1.8%	2.9%
Return on Average Equity [%] <i>(Net Profit / Average Equity)</i>	5.7%	-1.4%	1.0%	7.3%	12.4%
Interest Cover [times] <i>(EBITDA / Net Finance Costs)</i>	1.01x	-0.08x	0.19x	1.56x	2.84x
Net Debt to EBITDA [times] <i>(Net Debt / EBITDA)</i>	9.8x	-56.3x	71.2x	10.4x	6.3x
Net Debt to Equity [times] <i>(Net Debt / Total Equity)</i>	2.5x	4.4x	9.9x	16.4x	13.6x
Net Debt to Invested Capital [times] <i>(Net Debt / Net Debt + Equity)</i>	0.71x	0.81x	0.91x	0.94x	0.93x
Gearing Ratio [%] <i>(Total Debt / [Total Debt + Equity])</i>	74.5%	86.4%	92.2%	94.6%	93.5%
Debt to Asset Ratio [times] <i>(Total Debt / Total Assets)</i>	0.6x	0.7x	0.7x	0.8x	0.8x
Leverage Ratio [times] <i>(Total Assets / Total Equity)</i>	5.1x	9.4x	16.1x	22.8x	18.2x



<sup>1</sup> December year end



## Disclaimer

This Fact Sheet was prepared by Simon Psaila, Portfolio Manager at Rizzo, Farrugia & Co. (Stockbrokers) Ltd ("Rizzo Farrugia") and reviewed by Edward Rizzo, a Director at Rizzo Farrugia which is a member of the Malta Stock Exchange and licensed to conduct Investment Services business by the Malta Financial Services Authority.

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Additional information can be made available upon request from Rizzo, Farrugia & Co. (Stockbrokers) Ltd., Airways House, Fourth Floor, High Street, Sliema SLM 1551, Malta. Telephone: +356 2258 3000; Email: [info@rizzofarrugia.com](mailto:info@rizzofarrugia.com); Website: [www.rizzofarrugia.com](http://www.rizzofarrugia.com)