



€20,000,000

SECURED & GUARANTEED
NOTE ISSUANCE PROGRAMME

Series No: 1 - Tranche No: 1 - €13,000,000
Issued by: Medserv p.l.c. (the Issuer)



Presentation to Financial Intermediaries

Date 2 September 2013

WELCOME & AGENDA



- Industry Trends, Principal Activities and Company Strategy
- Financials
- Note Issuance Programme
- Concluding Remarks

Industry Trends, Principal Activities & Company Strategy

INDUSTRY INFORMATION

- Present demand for fossil fuel exceeds supply
- Oil is experiencing demand pressure from the emerging markets
- Gas is the leading fuel of the future
- Technology development is making exploration in new territories possible.

PRINCIPAL ACTIVITIES & MARKETS

- Medserv's core business is the provision of integrated logistic support services - specialists in the oil and gas industry with 40 years of experience
- The Group presently has facilities in Malta and Libya, and has obtained license to operate in Cyprus and Sicily
- The Group enjoys the leading position as logistics support shore base providers in the central Mediterranean basin
- The Group's customers are international oil companies, rig contractors and related service providers
- Today, the Group is leveraging its brand name and targeting global opportunities outside of the central Mediterranean.

PRINCIPAL MARKETS

Central Mediterranean (Malta)



- Medserv Malta operates out of its shore base situated in the Malta Freeport
- Medserv shore base in Malta enjoys a long term lease expiring in 2060
- Malta as a location is ideal to service the oil fields and exploration operations in the central Mediterranean
- Efforts are continuing to further increase the use of the Freeport site in Malta including:
 - promoting the site as a destination for specific engineering oil and gas projects
 - the use of extensive roof space on warehouses to erect a 2.05MWp solar farm (generates enough power to cater to the energy needs of approximately 350 families).

PRINCIPAL MARKETS

Central Mediterranean (Libya)

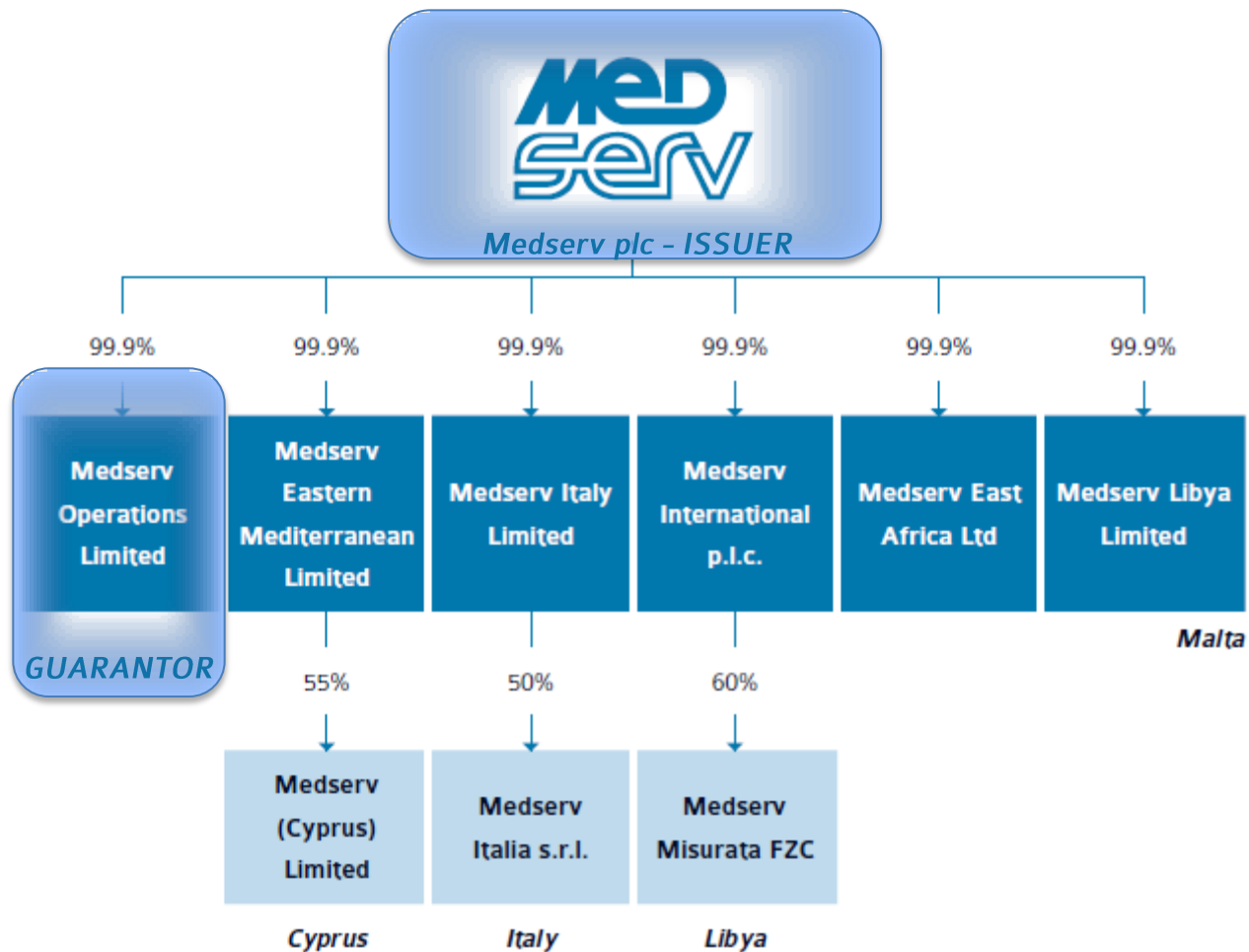


- The unrest in North Africa has presented Medserv with a number of opportunities
- The Group aims to increase its footprint in Libya
- The Group has a shore base in Misurata Free Zone, Libya
- The short term outlook for the Libya base (Medserv Misurata – MMFZC) remains subdued
- MMFZC still holds contracts with international oil companies having concessions for exploration still to take place
- Long term outlook for MMFZC however remains positive.

POTENTIAL DEVELOPMENT IN ADDITIONAL MARKETS

- Central Mediterranean – this includes Malta, Sicily and Italy
- Eastern Mediterranean - Israel, Cyprus, Lebanon, Egypt, Greece and Turkey
- Medserv has been invited to tender for shore base services in Cyprus to support offshore drilling activities by ENI
- Possibility of using Cyprus as a spring board to operating a base in Lebanon
- East Africa – this includes Tanzania, Mozambique, and Kenya
- West Africa - Ghana
- Asia – India.

ORGANISATION STRUCTURE



Financial Information

Historical Results

Historical Selected Financial Information

Medserv plc – Condensed consolidated statements of comprehensive income

Commencement
of offshore
projects

Significant fixed
operating and
admin costs

Taxation mainly
consist of
movement in
investment tax
credits recognized
by the Guarantor
(non-cash item)

For the year ended 31 December	2012	2011	2010	2009	2008
	€'000	€'000	€'000	€'000	€'000
Revenue	6,709	9,204	11,716	17,528	15,565
Cost of sales	(6,002)	(6,910)	(10,057)	(12,747)	(12,447)
Gross profit	707	2,294	1,659	4,781	3,118
Other income	21	140	270	112	6
Administrative expenses	(1,677)	(1,203)	(1,585)	(1,633)	(1,771)
Other expenses	(38)	(134)	(219)	(4)	(288)
Results from operating activities	(987)	1,097	125	3,256	1,065
Finance income	0	0	4	16	43
Finance costs	(165)	(86)	(97)	(89)	(133)
Net finance costs	(165)	(86)	(93)	(73)	(90)
Share of loss of jointly-controlled entity (net of tax)	(1)	(3)	–	–	–
(Loss)/profit before income tax	(1,153)	1,008	32	3,183	975
Tax income/(expense)	775	(191)	83	(375)	324
(Loss)/profit for the year	(378)	817	115	2,808	1,299
(Loss)/profit attributable to:					
Owners of the Issuer	(250)	762	119	2,328	1,134
Non-controlling interest	(128)	55	(4)	480	165
(Loss)/profit for the year	(378)	817	115	2,808	1,299
(Loss)/earnings per share	(2c5)	7c6	1c2	23c3	11c3

Historical Selected Financial Information

Medserv plc – Analysis of consolidated revenues from two key reporting segments

For the year ended 31 December	2012	2011	2010	2009	2008
	€'000	€'000	€'000	€'000	€'000
Malta operation	6,284	8,545	7,741	11,337	10,974
Libya operation	425	659	3,975	6,191	4,591
Total revenue	6,709	9,204	11,716	17,528	15,565

Medserv has in the last couple of years been adversely affected by a number of incidents namely:

- The financial crisis (2008)
- BP oil spill in the Gulf of Mexico, and Swiss – Libyan disputes (2010)
- Conflict in Libya (2011 – 2012).

Historical Selected Financial Information

Medserv plc – Condensed consolidated statements of cash flows

For the year ended 31 December	2012	2011	2010	2009	2008
	€'000	€'000	€'000	€'000	€'000
Net cash from/(used in) operating activities	533	(246)	2,237	2,594	1,204
Net cash used in investing activities	(1,233)	(208)	(424)	(1,040)	(815)
Net cash from/(used in) financing activities	10	(363)	(2,009)	(970)	(251)
Net (decrease) / increase in cash and cash equivalents	(690)	(817)	(196)	584	138
Cash and cash equivalents at 1 January*	(585)	118	334	(193)	(363)
Effects of exchange rate fluctuations on cash held	(2)	111	(220)	15	32
Cash pledged as guarantee	(39)	–	207	(143)	–
Cash and cash equivalents at 31 December	(1,316)	(588)	125	263	(193)

Despite the loss registered in year 2012, the Group still generated positive cash flow from operations

Historical Selected Financial Information

Medserv plc – Condensed consolidated statements of financial position

As at 31 December	2012	2011	2010	2009	2008
	€'000	€'000	€'000	€'000	€'000
Assets					
Non-current assets	9,380	7,884	8,298	8,406	8,120
Current assets	3,863	5,333	5,082	8,486	6,694
Total assets	13,243	13,217	13,380	16,892	14,814
Equity					
Total equity	7,951	8,624	8,108	9,583	7,345
Liabilities					
Non-current liabilities	980	676	862	920	915
Current liabilities	4,312	3,917	4,410	6,389	6,554
Total liabilities	5,292	4,593	5,272	7,309	7,469
Total equity and liabilities	13,243	13,217	13,380	16,892	14,814

Including €3.8m
investment tax
credits

Financial Information

Forecasts

FINANCIAL FORECAST

Bases of preparation

Factors which the Directors can influence	Factors exclusively outside the influence of the Directors
Profit forecast includes results of all subsidiary companies and jointly controlled entities	No material external adverse events
Projects are based on existing business activities in Malta, a new base being setup in Cyprus and the operation of the new PV farm. Limited activity is projected from Misurata base	No material change in the bases and rates of taxation
Continue to enjoy the confidence of its customers, suppliers and its bankers	Rate of Inflation will remain at the same levels as registered in the last few years
Enjoy good relations with its employees and their representatives	No material change in the bases on which the Group's bankers determine rate of interest
Continue to recruit the required appropriate personnel at the projected cost	No material change in yields
No impairment losses on the financial and non-financial assets of the Group.	Changes in exchange rates will not adversely affect Group's operations.

FINANCIAL FORECAST

Medserv plc – Condensed consolidated statements of comprehensive income forecast

<i>for the financial years ended 31 December</i>	ACTUAL <i>6 months</i> H1 2013	FORECAST <i>6 months</i> H2 2013	FORECAST <i>12 months</i> 2013	PROJECTION <i>12 months</i> 2014
	€000	€000	€000	€000
Revenue	3,703	6,013	9,717	14,409
Cost of Sales	(1,952)	(4,248)	(6,201)	(9,047)
Gross Profit	1,751	1,765	3,516	5,362
Other income	10	12	22	12
Administrative expenses	(852)	(615)	(1,467)	(1,644)
EBITDA	909	1,162	2,071	3,730
Depreciation	(265)	(524)	(789)	(1,243)
Results from operating activities	644	638	1,282	2,487
Finance income	2	8	10	28
Finance costs	(77)	(242)	(319)	(808)
Share of loss of jointly-controlled entity <i>(net of tax)</i>	(1)	-	(1)	-
Profit before taxation	566	404	970	1,707
Tax income / (expense)	(62)	642	580	(659)
Profit for the period	504	1,046	1,550	1,048
Profit attributable to:				
Owners of the Company	509	1,130	1,640	1,136
Non-controlling interest	(5)	(84)	(90)	(89)
Profit for the period	504	1,046	1,550	1,048

FINANCIAL FORECAST

Medserv plc –Consolidated revenue forecast by category

<i>For the period</i>	<i>Jan-Jun</i>	<i>Jul-Dec</i>	<i>Jan-Dec</i>	<i>Jan-Dec</i>
	<i>2013A</i>	<i>2013F</i>	<i>2013F</i>	<i>2014P</i>
	<i>€'000</i>	<i>€'000</i>	<i>€'000</i>	<i>€'000</i>
Exploratory wells	165	865	1,030	6,188
Production structures	-	2,340	2,340	2,363
General logistics & support	1,954	1,374	3,328	3,017
Rig & vessel stops	-	500	500	1,010
Offshore maintenance	1,582	933	2,515	1,263
Photovoltaic farm feed-in	-	-	-	564
Other	2	2	4	4
Total revenue	3,703	6,014	9,717	14,409

New revenue streams

Bahr Essalam Phase 2 development

FINANCIAL FORECAST

Medserv plc – Condensed consolidated statements of cash flows forecast

<i>for the financial years ended 31 December</i>	FORECAST	PROJECTION
	12 months	12 months
	2013	2014
	€000	€000
Net cash from operating activities	1,262	2,798
Net cash used for investing activities	(6,081)	(3,425)
Net cash from / (used for) financing activities	11,140	(1,357)
Net movements in cash and cash equivalents	6,320	(1,984)
Cash and cash equivalents at beginning of the year*	(1,316)	5,031
Effects of exchange rate fluctuations on cash held	26	-
Cash and cash equivalents at end of year*	5,031	3,047

FINANCIAL FORECAST

Medserv plc – Condensed consolidated statements of financial position forecast

As at 31 December	FORECAST	PROJECTION
	12 months	12 months
	2013	2014
	€000	€000
ASSETS		
Property, plant and equipment	10,357	12,539
Investment in jointly-controlled entity	-	-
Deferred tax assets	4,901	4,254
Total non-current assets	15,258	16,793
Trade and other receivables	3,954	5,401
Cash at bank and in hand	5,069	3,086
Total current assets	9,023	8,487
Total assets	24,281	25,280

The Group's largest asset represents the property rights in respect of the land held under the title of the temporary emphyteusis from Malta Freeport Corporation. These have been valued at €40million as at 30 June 2013. These property rights are not recognised on the Group's Statement of Financial Position.

As at 31 December	FORECAST	PROJECTION
	12 months	12 months
	2013	2014
	€000	€000
LIABILITIES		
Non-current portion of bond (listed)	12,634	12,662
Provisions	37	37
Total non-current liabilities	12,671	12,699
Current portion of bond (listed)	195	195
Trade and other payables	1,914	2,415
Total current liabilities	2,109	2,610
Total liabilities	14,780	15,309
Share capital	2,324	2,324
Reserves	4,597	3,937
Retained earnings	2,333	3,553
Total equity attributable to owners of the Company	9,254	9,814
Non-controlling interest	246	157
Total equity	9,500	9,971
Total equity and liabilities	24,281	25,280

Note Issuance Programme

€20 MILLION NOTE ISSUANCE PROGRAMME

€20 Million Secured and Guaranteed Note Issuance Programme

Series 1 - Tranche 1 €13 million
6% Notes 2020 / 2023



- Medserv plc has been granted approval by the Listing Authority
- Issuance programme valid for one year (12 August 2014)
- Notes are secured and guaranteed.

**40 Years' Experience in Oil and Gas Logistics
in the Mediterranean and beyond**

€20 MILLION NOTE ISSUANCE PROGRAMME

Secured and Guaranteed



- Issuer's payment obligations under the Notes shall be guaranteed by Medserv Operations Limited, a wholly owned subsidiary of the Company (the "Guarantor")
- The Guarantor shall also provide a general hypothec and a special hypothec over the emphyteutical rights it holds over the Malta base situated at the Malta Freeport
- The security granted by the Guarantor shall be held by HSBC Bank Malta p.l.c. on trust for the benefit of Note Holders.

SERIES 1 - TRANCHE 1: €13 MILLION

Use of proceeds

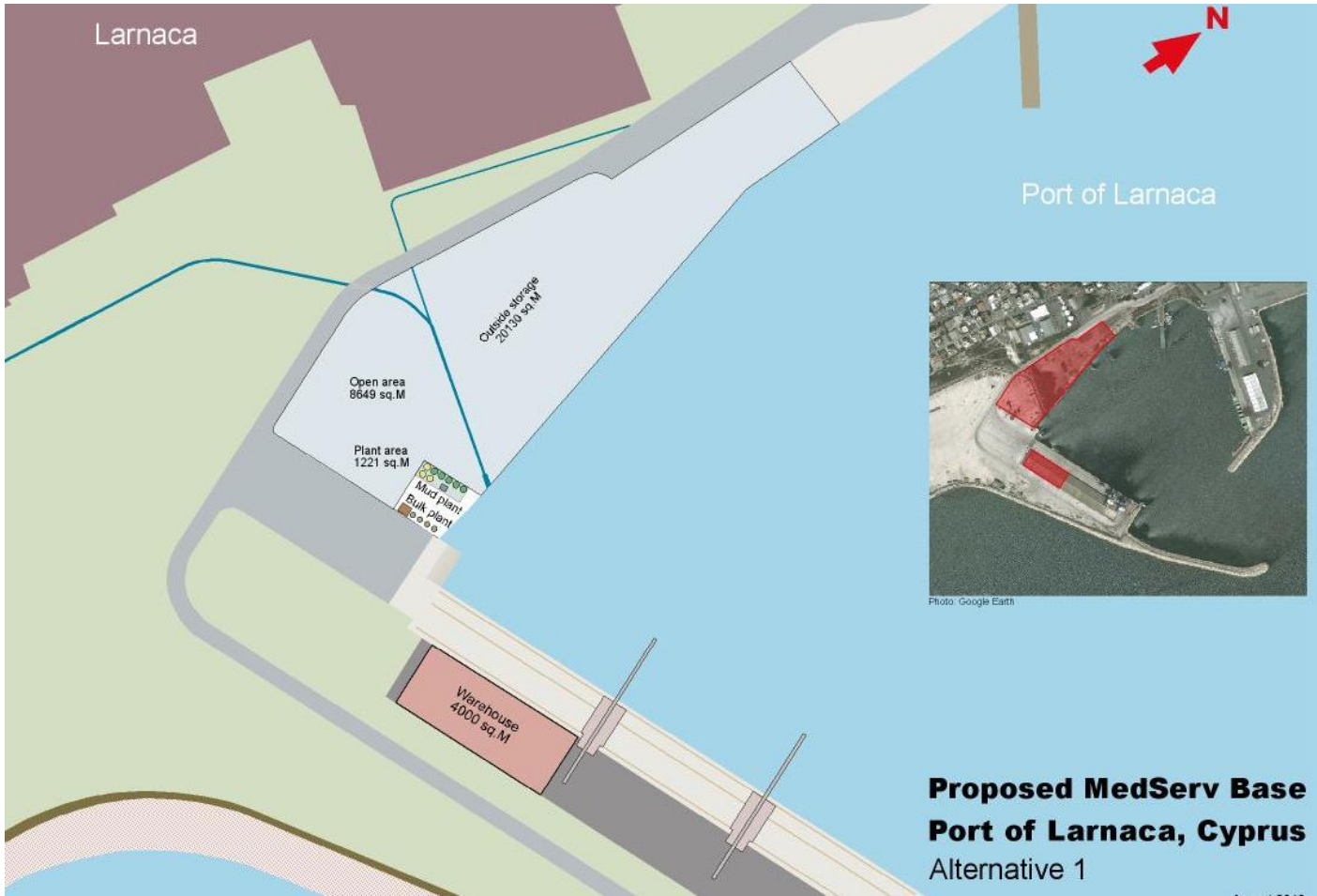


- Enable Guarantor to pre-pay bank borrowings amounting to approximately €3.5million
- Finance the installation and completion of the photovoltaic farm and related Malta base improvements (including the construction of a warehouse) totalling €5million
- €1.3million to finance the Group's working capital
- €2.8million budgeted for the development of the Group's existing base in Cyprus and possibly other bases.

SERIES 1 - TRANCHE 1:

€13 MILLION

Use of proceeds



SERIES 1 – TRANCHE 1: €13 MILLION

Terms & Conditions of Offer

- Issue price: €100
- Rate of interest : 6% per annum
- Interest payment dates : 31 March and 30 September (semi-annually)
- Issue date and interest commencement date: 11 October 2013
- Redemption date : 30 September 2023 (option to redeem by giving 30 day notice from 30 September 2020)
- Redemption price: €100
- Maximum amount of notes reserved for subscription by Financial Intermediaries is €7,800,000
- Minimum subscription per Financial Intermediary is €1,000,000.

SERIES 1 – TRANCHE 1:

€13 MILLION

Timetable

- 19 September 2013 Pre-placement Date
- 23 September 2013 Opening of Subscription Lists
- 27 September 2013 Closing of Subscription Lists
- 04 October 2013 Announcement of Basis of Acceptance by way of company announcement
- 11 October 2013 Despatch of allotment advices and refunds
- 18 October 2013 Admission to Official List of Malta Stock Exchange
- 21 October 2013 Commencement of Trading on the Official List of Malta Stock Exchange

CONCLUDING REMARKS

- The majority of the first tranche of note funding will be invested in Malta
- The majority of turnover and profits will be generated from operations carried out in Malta arising from the logistical support to offshore oil fields in Libya particularly Bahr Essalam and Bouri field
- The funds not invested in Malta will be invested in developing the Cyprus base where we have a licence and land, and where we are already targeting a specific contract
- Whilst the Group is expanding outside its historical boundaries, it remains project led
- The increasing possibilities of exploration for fossil fuels in the Mediterranean area has led to an increase in rigs which require maintenance of both the rigs themselves and the equipment they carry. This has led the company to explore ways in which to tap this potential lucrative market both in Malta and in Cyprus
- Measured expansion in a growing market the key to success.

PROJECT TEAM

Sponsor

Rizzo Farrugia

Reporting Accountants & Auditors

KPMG

Manager, Registrar & Security Trustee

HSBC

Legal Advisors

Camilleri Preziosi

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THANKS FOR YOUR ATTENTION

Questions