

# SUMMARY

**DATED 1 NOVEMBER 2024**

This Summary is issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules issued by the Malta Financial Services Authority and of the Prospectus Regulation.

In respect of an issue of  
€12,000,000 5.2% Secured Callable Bonds 2031 – 2034  
of a nominal value of €100 per Bond issued at par by



a public limited liability company registered in Malta with company registration number C 91228.

**ISIN: MT0002271212**

Legal Counsel

Sponsor, Manager & Registrar

Financial Advisors



VBADVOCATES

Calamatta Cuschieri

**Deloitte.**

**THIS SUMMARY HAS BEEN APPROVED BY THE MFSA AS THE COMPETENT AUTHORITY IN MALTA UNDER THE PROSPECTUS REGULATION. THE MFSA ONLY APPROVES THIS SUMMARY AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY AND CONSISTENCY IMPOSED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHOULD NOT BE CONSIDERED AS AN ENDORSEMENT OF THE ISSUER AND/OR THE SECURITIES THAT ARE THE SUBJECT OF THIS SUMMARY.**

**THIS SUMMARY IS VALID FOR A PERIOD OF 12 MONTHS FROM THE DATE HEREOF. FOLLOWING THE LAPSE OF THIS VALIDITY PERIOD, THE ISSUER IS NOT OBLIGED TO SUPPLEMENT THIS SUMMARY IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES OR MATERIAL INACCURACIES.**

**APPROVED BY THE DIRECTORS**

A handwritten signature in black ink, appearing to be 'Anthony Fenech', written over a horizontal line.

**Anthony Fenech**

A handwritten signature in black ink, appearing to be 'Silvan Fenech', written over a horizontal line.

**Silvan Fenech**

A handwritten signature in black ink, appearing to be 'Matthew Fenech', written over a horizontal line.

**Matthew Fenech**

signing in their capacity as Directors of the Company and for and on behalf of each of Stanley Portelli, William Wait and Mario Vella.

This Summary is prepared in accordance with the requirements of the Prospectus Regulation and the delegated acts issued thereunder. This Summary contains key information which will enable investors to understand the nature and the risks associated with the Issuer and the Bonds.

Except where the context otherwise requires or where otherwise defined herein, the capitalised words and expressions used in this Summary shall bear the meanings assigned thereto in the Registration Document and the Securities Note, respectively, as the case may be.

## 1 INTRODUCTION AND WARNINGS

This Summary contains key information on the Issuer and the Bonds, summarised details of which are set out below:

Issuer	TUM Finance plc, a public limited liability company registered under the laws of Malta with company registration number C 91228 and having legal entity identifier number (LEI) 391200AARLHFDIZ6BB11
Address	TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi QRM 9010, Malta
Telephone number	(+356) 23850100
Website	www.tumfinance.com
Nature of the securities	Up to a maximum amount of €12,000,000 Callable Bonds 2031 – 2034, bearing an interest rate of 5.2% per annum, payable annually in arrears on 22 November of each year until 22 November 2034
ISIN of the Bonds	MT0002271212
Competent authority approving the Prospectus	The Malta Financial Services Authority, established in terms of the Malta Financial Services Authority Act (Chapter 330 of the laws of Malta). The MFSA only approves the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval shall not be considered as an endorsement of the Issuer
Address, telephone number and official website of the competent authority approving the Prospectus	Malta Financial Services Authority, Triq l-Imdina, Zone 1, Central Business District, Birkirkara CBD 1010, Malta. The telephone number of the competent authority is +356 21441155. The official website of the competent authority is <a href="https://www.mfsa.mt/">https://www.mfsa.mt/</a>
Prospectus approval date	1 November 2024

Prospective investors are hereby warned that:

- i. this Summary should be read as an introduction to the Prospectus. It is being provided to convey the key characteristics and risks associated with the Issuer and the Bonds being offered pursuant 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 alone in making a decision as to whether to invest in the securities described in this document;
- ii. any decision of the investor to invest in the securities should be based on consideration of the Prospectus as a whole by the investor;
- iii. an investor may lose all or part of the capital invested by subscribing for Bonds;
- iv. where a claim relating to the information contained in the 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 the legal proceedings are initiated; and
- v. civil liability attaches only to those persons who have tabled this Summary, but only if this Summary, when read together with the other parts of the Prospectus, is misleading, inaccurate or inconsistent or does not provide key information in order to aid investors when considering whether to invest in such securities.

## 2 KEY INFORMATION ON THE ISSUER

### 2.1 Who is the Issuer of the Bonds?

#### 2.1.1 DOMICILE AND LEGAL FORM, LEI AND COUNTY OF INCORPORATION OF THE ISSUER

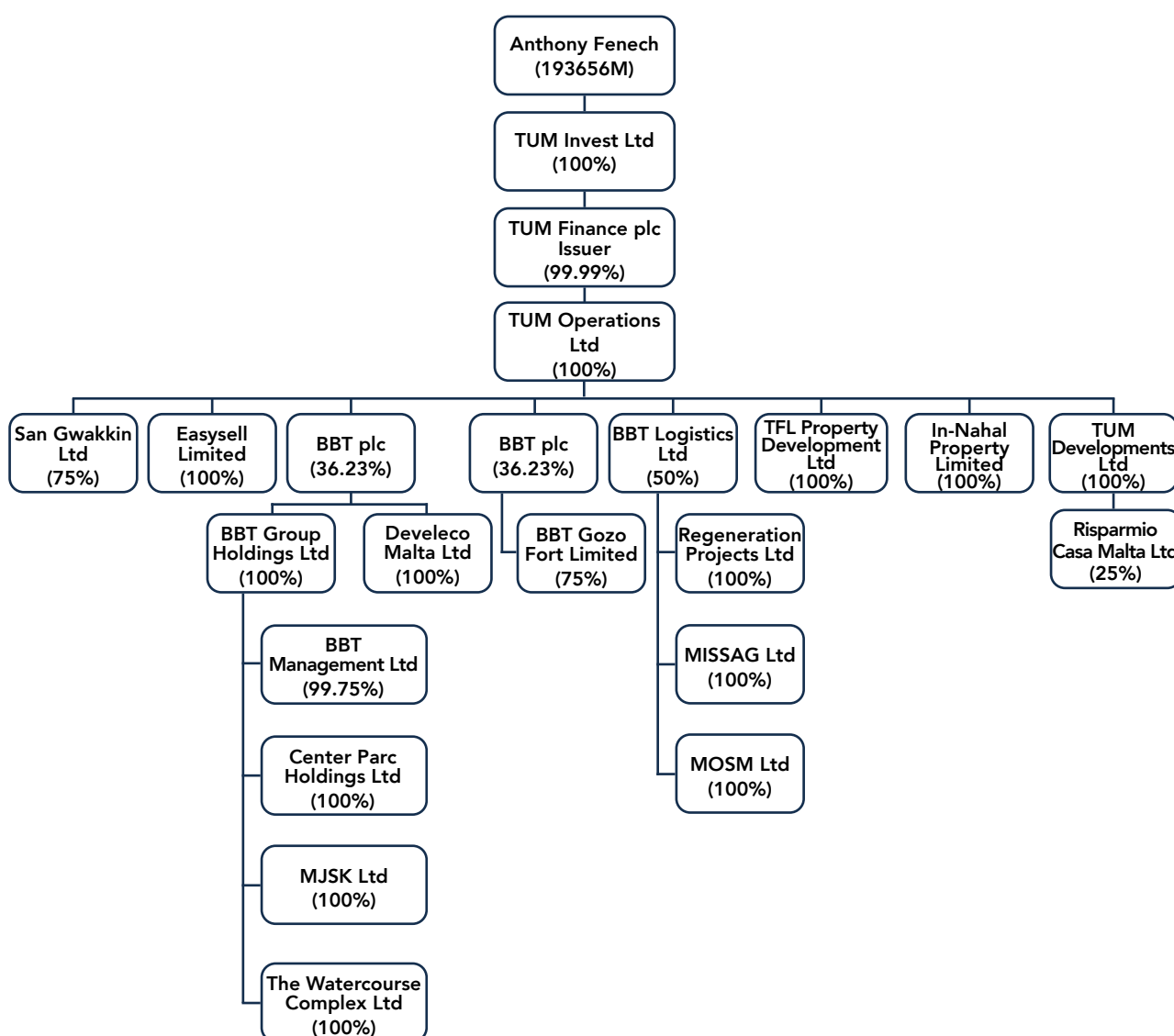
The Issuer is TUM Finance plc, a public limited liability company registered and existing under the laws of Malta with company registration number C 91228 and having its registered office at TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi QRM 9010, Malta. The Issuer is incorporated and is domiciled in Malta. Its LEI number is 391200AARLHFDIZ6BB11.

## 2.1.2 PRINCIPAL ACTIVITIES OF THE ISSUER

The Issuer was established on 26 March 2019 as a wholly-owned subsidiary of TUM Invest, save for two (2) ordinary shares which are held by Anthony Fenech, the ultimate beneficial owner of the Group. The principal object of the Issuer is to subscribe for, purchase or otherwise acquire and hold, for and on behalf of the Company, any shares, stocks, bonds, debentures, securities or other obligations of or in any other company, partnership or business carrying out any type of trading activity, or to participate in the management or activities thereof, where the so doing may seem desirable in the interest of the Company. The issue of bonds falls within the objects of the Issuer. The Issuer was set up with the primary aim of acquiring and holding property including securities in any other company. The Issuer thus also has the object of raising money in order to finance companies within the Group. The Issuer is ultimately dependent upon the operations, performance and business prospects of the Subsidiaries. The Issuer operates exclusively in and from Malta.

## 2.1.3 MAJOR SHAREHOLDERS

The authorised share capital of twenty million Euro (€20,000,000) divided into twenty million (20,000,000) ordinary shares of a nominal value of one Euro (€1.00) each and an issued share capital of seventeen million six hundred and ninety-three Euro (€17,693,000) divided into seventeen million six hundred and ninety-three (17,693,000) ordinary shares of a nominal value of one Euro (€1.00) each, being fully paid up and subscribed for, allotted and taken up by TUM Invest, other than two (2) shares which are subscribed for, allotted and taken up by Anthony Fenech.



## 2.1.4 DIRECTORS OF THE ISSUER

As at the date of the Prospectus, the Board of Directors of the Issuer is composed of the following 6 individuals: Anthony Fenech (Executive Director and Chairman), Silvan Fenech (Executive Director), Matthew Fenech (Executive Director), Stanley Portelli (Independent, non-Executive Director), Mario Vella (Independent, non-Executive Director) and William Wait (Independent, non-Executive Director).

## 2.1.5 STATUTORY AUDITORS

The historical financial information relating to the Issuer for the periods ended 31 December 2021 and 31 December 2022 have been audited by Ernst & Young Malta Limited (accountancy board registration number AB/26/84/96) Ernst & Young Malta Limited is a firm registered as a partnership of certified public accountants holding a practicing certificate to act as auditors in terms of the Accountancy Profession Act, 1979 (Chapter 281 of the laws of Malta). For the period ended 31 December 2023 have been audited by Grant Thornton Limited (accountancy board registration number AB/26/84/22) and is a firm registered as a partnership of certified public accountants holding a practicing certificate to act as auditors in terms of the Accountancy Profession Act, 1979 (Chapter 281 of the laws of Malta).

## 2.2 What is the key financial information regarding the Issuer?

Key figures extracted from the Issuer's consolidated financial statements are being represented below:

	FY2023 Audited	FY2022 Audited	FY2021 Audited	FY2024 Interim	FY2023 Interim
<b>Statement of Comprehensive Income</b>					
Profit for the year (€000)	2,097	1,939	1,978	1,895	423
<b>Statement of Financial Position</b>					
Total assets (€000)	75,089	71,523	67,873	79,087	
Total equity (€000)	41,394	40,760	37,397	41,534	
Total liabilities (€000)	33,695	30,763	30,477	37,553	
<b>Statement of Cash Flows</b>					
Net cash generated from operating activities (€000)	6,086	1,948	1,807	2,297	1,138
Net cash used in investing activities (€000)	(9,789)	(1,746)	(665)	(4,122)	(183)
Net cash generated from / (used in) financing activities (€000)	4,451	(713)	(757)	1,881	5,053

## 2.3 What are the key risks specific to the Issuer?

The most material risk factors specific to the Issuer which may negatively impact the operations and financial position of the Issuer should the circumstances mentioned therein materialise are set out below:

### 2.3.1 Dependence of Issuer on its Subsidiaries

The Issuer is a holding company that does not conduct its operative business itself but does so through its Subsidiaries. The Issuer's cash flow and possible future interest payments are dependent on the profitability of the Subsidiaries or must otherwise be met by borrowed capital or the sale of the Properties. In order to service the Bonds, the Subsidiaries need to continue to achieve positive cash flows from operating activities. The Subsidiaries generally generate such cash flows from rent and from proceeds of disposals of property. If the Subsidiaries are unable to generate positive cash flows from their operating activities in the future, the Subsidiaries could be forced to sell the Properties irrespective of the market situation, and possibly on terms unfavourable to the Group, or borrow money on financially unattractive terms.

### 2.3.2 Third Party Interests in BBT Entities, Center Parc, Develco Malta Limited and Risparmio Casa Malta Limited

The Issuer through TUM Operations does not own all shares in BBT Entities, Center Parc, Develco Malta Limited and Risparmio Casa Malta Limited and does not hold all voting rights, and is to an extent exposed to influence by other shareholders. Hence significant changes or other material decisions with respect to BBT Entities, Center Parc, Develco Malta Limited and Risparmio Casa Malta Limited may only be implemented with qualified consent and/or consent of the remaining shareholders. Such exposure may limit the Group's flexibility to implement its strategy.

### 2.3.3 Dependence on Full Occupancy of its Properties and Increasing Rent

The commercial success of the Group depends significantly on its ability to retain high occupancy rates, reducing operating costs whilst increasing rent levels. This will depend on several factors. These factors include in particular the demand for properties, the local rental market, refurbishment and modernisation measures that will be undertaken over time, and tenant turnover. Thus a loss of rent, rent reductions and increased vacancies would lead to a decline in total current forecasted rental income. There is therefore a risk that the Subsidiaries will be less profitable if demand for commercial space declines as this may lead to an increase in vacancy rates. If tenants fail to meet their rent payment obligations in whole or in part (eg due to a deterioration of their economic situation or a deterioration of their business activity), or if larger numbers of tenants give notice of termination without the Subsidiaries being able to re-let the Properties within a reasonable time period, the Subsidiaries could sustain a decrease in current rental income, which could have a significant adverse effect on its results of operations. To the extent that the Subsidiaries are able to re-let a Property, there is a risk that they will not be able to do so on terms attractive to them.

### 2.3.4 Property Valuations

Valuation of property is intrinsically subjective and based on a number of assumptions at a given point in time, and there can be no assurance that any such property valuations and property-related assets will reflect actual market values. In addition, property valuations are influenced by a variety of factors such as changes in regulatory requirements and applicable laws, political and social conditions, the financial markets, consumer spending power, and interests and inflation rate fluctuations. Consequently the net realisable value of the Property may decrease, which decrease could have a material adverse effect on the financial position of the Subsidiaries.

## 3 KEY INFORMATION ON THE BONDS

### 3.1 What are the main features of the securities?

The key features of the Bonds are set out below:

Each Bond forms part of a duly authorised issue of 5.2% secured callable bonds 2031 – 2034 of a nominal value of €100 per Bond issued by the Issuer at par up to the principal amount of €12 million. The Issue Date of the Bonds is expected to be 28 November 2024. The Bonds are secured.

The currency of the Bonds is Euro (€).

Subject to admission to listing of the Bonds to the Official List, the Bonds are expected to be assigned ISIN: MT0002271212.

The Bonds are redeemable on 22 November 2034, unless redeemed early on an Early Redemption Date. The Bonds shall bear interest from and including 22 November 2024 at the rate of 5.2% per annum on the nominal value thereof, payable annually in arrears on each Interest Payment Date. The first interest payment will be affected on 22 November 2025, covering the period 22 November 2024 up to and including 21 November 2025.

The Bonds, as and when issued and allotted, shall constitute the general, direct and unconditional obligations of the Issuer and as secured by means of the Collateral granted in terms of the Security Trust Deed II. The Bonds shall, at all times, rank *pari passu*, without any priority or preference among themselves but, in view of the fact that the Bonds shall be secured by the Collateral, shall rank with priority and preference over other present and future unsecured obligations of Tum Operations Limited with respect to the BBT Pledged Shares, save for such exceptions as may be provided by applicable law, and with ranking and priority over the Collateral. Specifically, Tum Operations shall grant the Share Pledge over the BBT Pledged Shares in terms of the Pledge of Shares Agreement.

The minimum subscription amount of Bonds that can be subscribed for by Applicants upon subscription is €1,000, and in multiples of €100 thereafter. There are no special rights attached to the Bonds other than the right of the Bondholders to payment of interest and capital, the benefit of the Collateral through the Security Trustee, and in accordance with the ranking specified in the Prospectus.

The Bonds are freely transferable and, once admitted to the Official List of the MSE, shall be transferable only in whole (in multiples of €100) in accordance with the rules and regulations of the MSE applicable from time to time. The minimum subscription amount of €1,000 shall only apply during the Issue Period and the Intermediaries' Offer, if it takes place. No minimum holding requirement shall be applicable once the Bonds are admitted to listing on the Official List and commence trading thereafter, subject to trading in multiples of €100.

### 3.2 Where will the securities be traded?

Application has been made to the Malta Stock Exchange for the Bonds being issued pursuant to the Prospectus to be listed and traded on its Official List. The Bonds are expected to be admitted to the Official List with effect from 28 November 2024 and trading is expected to commence on 29 November 2024. Dealing may commence prior to notification of the amount allotted being issued to Applicants.

### 3.3 Is there a guarantee attached to the securities?

The Bonds are not guaranteed.

### 3.4 What are the key risks that are specific to the Bonds?

The most material risk factors specific to the Bonds are set out below:

- There can be no assurance that an active secondary market for the Bonds will develop, or, if it develops, that it will continue. There can be no assurance that an investor will be able to sell or otherwise trade in the Bonds at or above the Bond Issue Price, or at all.
- Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds.
- The MFSA has the authority to suspend trading or listing of the Bonds or discontinue the listing of the Bonds on the Official List if, *inter alia*, it comes to believe that such a suspension is required for the protection of investors or the integrity or reputation of the market. Any such trading suspensions or listing revocations / discontinuations could have a material adverse effect on the liquidity and value of the Bonds.
- Whilst the Collateral that is to be granted in favour of the Security Trustee for the benefit and in the interest of Bondholders grants the Security Trustee a right of preference and priority for repayment over the Collateral, there can be no guarantee that the value of the Collateral over the term of the Bonds will be sufficient to cover the full amount of interest and principal outstanding under the Bonds. This may be caused by a number of factors, not least of which general economic factors that could have an adverse impact on the value of the relevant Collateral, specifically the value of the BBT Pledged Shares. If such circumstances were to arise or subsist at the time that the Collateral is to be enforced by the Security Trustee, it could have a material adverse effect on the recoverability of all the amounts that may be outstanding under the Bonds.

## 4 KEY INFORMATION ON THE OFFER OF THE BONDS AND ADMISSION TO TRADING

### 4.1 UNDER WHICH CONDITIONS AND TIMETABLE CAN I INVEST IN THESE BONDS?

The issue and allotment of the Bonds is conditional upon: (i) the Minimum Amount of €8,040,000 being subscribed for; (ii) the Pledge of Shares Agreement and the Security Trust Deed II being duly executed; (iii) the Collateral being duly granted and registered with the appropriate authority/ies, as applicable; and (iv); the Bonds being admitted to trading on the Official List. In the event that any one or more of the aforesaid conditions is not satisfied, any application monies received by the Issuer from all Applicants will be returned, without interest, by direct credit into the Applicant's bank account indicated by the Applicant / Authorised Intermediary on the relative Application / subscription agreement.

#### 4.1.1 Expected Timetable of Principal Events

1	Intermediaries' Offer*	4 November 2024 – 15 November 2024 at 12:00 CET
2	Commencement of interest on the Bonds	22 November 2024
3	Announcement of basis of acceptance through a company announcement	22 November 2024
4	Refunds of unallocated monies, if any	28 November 2024
5	Expected dispatch of allotment advices	28 November 2024
6	Expected date of admission of the Bonds to listing	28 November 2024
7	Expected date of commencement of trading in the Bonds	29 November 2024

\*The Issuer reserves the right to close the Intermediaries' Offer before 15 November 2024 at 12:00 CET in the event that the Bonds are fully subscribed prior to said date and time, in which case some or all of the remaining events 2 to 7 (both included) set out above may be brought forward.

#### 4.1.2 Allocation Policy

The Issuer shall allocate the Bonds to the Authorised Intermediaries in accordance with the Subscription Agreements. The Issuer shall announce the result of the Bond Issue and the basis of acceptance and the allocation policy to be adopted through a company announcement.

## 4.2 WHY IS THIS PROSPECTUS BEING PRODUCED?

#### 4.2.1 Use of Proceeds

The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €11,600,000, will be utilised for the following purposes, in the following amounts and order of priority:

- an amount of *circa* €943,000 of the Bond Issue net proceeds will be used by Tum Invest Limited for the purpose of re-financing the remaining balance of an existing facility taken out with Lombard Bank Malta plc prior to the date of the Prospectus for the purpose of financing the acquisition of the Parilja Property;
- an amount of *circa* €1,956,000 of the Bond Issue net proceeds will be used by TFL Property Development Limited for the development and finishing costs in connection with the Parilja property development project, details of which are set out in sub-section 5.5 of the Registration Document;
- an amount of *circa* €2,025,000 of the Bond Issue net proceeds will be used by Easysell for the purpose of financing the purchase of the property known as Ta' Natu Commercial Outlet, details of which are set out in sub-section 5.5 of the Registration Document;
- an amount of *circa* €1,846,000 of the Bond Issue net proceeds will be used by Easysell in an amount of *circa* €700,000 for the purpose of refinancing the fit-out costs of the Risparmio Casa outlet located at Ta' Natu Commercial Outlet and an amount of *circa* €1,146,000 shall be used by Tum Developments Limited for the purpose of part financing the fit-out costs of the Risparmio Casa outlet to be located at Center Parc, details of which are set out in sub-section 5.5 of the Registration Document;
- an amount of *circa* €1,000,000 of the Bond Issue net proceeds will be used by Tum Properties Limited for the purpose of re-financing an existing facility taken out with BNF Bank Malta plc prior to the date of the Prospectus for the purpose of financing the acquisition of the Independent 2 Property, details of which are set out in sub-section 5.5 of the Registration Document
- the remaining balance of the Bond Issue net proceeds in an amount of *circa* €3,830,000 will be used for the general corporate funding purposes of the Group.

#### 4.2.2 Underwriting

The Bond Issue is not underwritten. Should subscriptions for a total of at least €8,040,000 (the "Minimum Amount") not be received, no allotment of the Bonds shall be made, the Applications for Bonds shall be deemed not to have been accepted by the Issuer and all money received from Authorised Intermediaries shall be returned by the Issuer. In the event that the Minimum Amount is reached but the Bond Issue is not fully subscribed, the Issuer will proceed with the allotment and listing of the amount of Bonds subscribed for.

#### 4.2.3 Conflicts of Interest

Save for the possible subscription for Bonds by Authorised Intermediaries, which include the Sponsor, Manager & Registrar, and any fees payable to Calamatta Cuschieri Investment Services Limited as Sponsor, Manager & Registrar in connection with the Bond Issue, so far as the Issuer is aware no person involved in the Issue has an interest material to the Bond Issue.

# REGISTRATION DOCUMENT

**DATED 1 NOVEMBER 2024**

This Registration Document is issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules issued by the Malta Financial Services Authority and in according with the Prospectus Regulation.



**TUM FINANCE P.L.C.**

a public limited liability company registered in Malta  
with company registration number C 91228

**THIS REGISTRATION DOCUMENT HAS BEEN APPROVED BY THE MFSA AS THE COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE MFSA ONLY APPROVES THE PROSPECTUS AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY AND CONSISTENCY IMPOSED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHALL NOT BE CONSIDERED AS AN ENDORSEMENT OF THE ISSUER THAT IS THE SUBJECT OF THIS REGISTRATION DOCUMENT. IN PROVIDING THIS AUTHORISATION, THE MFSA DOES NOT GIVE ANY CERTIFICATION REGARDING THE POTENTIAL RISKS IN INVESTING IN ANY INSTRUMENT ISSUED BY THE COMPANY. FURTHERMORE, SUCH AUTHORISATION SHOULD NOT BE DEEMED OR BE CONSTRUED AS A REPRESENTATION OR WARRANTY AS TO THE SAFETY OF INVESTING IN SUCH INSTRUMENTS.**

**THE MFSA 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, INCLUDING ANY LOSSES INCURRED BY INVESTING IN THE SECURITIES ISSUED BY THE COMPANY.**

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

Legal Counsel

Sponsor, Manager & Registrar

Financial Advisors



VBADVOCATES

Calamatta Cuschieri

**Deloitte.**

APPROVED BY THE DIRECTORS

A handwritten signature in black ink, appearing to read 'Anthony Fenech'.

A handwritten signature in black ink, appearing to read 'Silvan Fenech'.

A handwritten signature in black ink, appearing to read 'Matthew Fenech'.

**Anthony Fenech**

**Silvan Fenech**

**Matthew Fenech**

signing in their capacity as Directors of the Company and for and on behalf of each of Stanley Portelli, William Wait and Mario Vella.



## IMPORTANT INFORMATION

THIS REGISTRATION DOCUMENT CONTAINS INFORMATION ON TUM FINANCE PLC (C 91228) IN ITS CAPACITY AS ISSUER (THE 'ISSUER') IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS RULES ISSUED BY THE MFSA, THE COMPANIES ACT AND THE PROSPECTUS REGULATION.

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

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

THE PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SECURITIES: BY ANY PERSON IN ANY JURISDICTION IN WHICH (I) SUCH OFFER OR INVITATION IS NOT AUTHORISED; OR (II) IN WHICH THE PERSON MAKING SUCH OFFER OR INVITATION IS NOT QUALIFIED TO DO SO; OR (III) TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION. THE DISTRIBUTION OF THE PROSPECTUS IN CERTAIN JURISDICTIONS MAY BE RESTRICTED AND, ACCORDINGLY, PERSONS INTO WHOSE POSSESSION IT IS RECEIVED ARE REQUIRED TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, SUCH RESTRICTIONS.

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

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

IT IS THE RESPONSIBILITY OF ANY PERSON IN POSSESSION OF THE PROSPECTUS AND ANY PERSONS WISHING TO APPLY FOR ANY SECURITIES ISSUED BY THE ISSUER TO INFORM THEMSELVES OF, AND TO OBSERVE AND COMPLY WITH, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTION. PROSPECTIVE INVESTORS FOR ANY SECURITIES THAT MAY BE ISSUED BY THE ISSUER SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF APPLYING FOR ANY SUCH SECURITIES AND ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRIES OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

A COPY OF THE PROSPECTUS HAS BEEN SUBMITTED TO THE MALTA FINANCIAL SERVICES AUTHORITY IN SATISFACTION OF THE CAPITAL MARKETS 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.

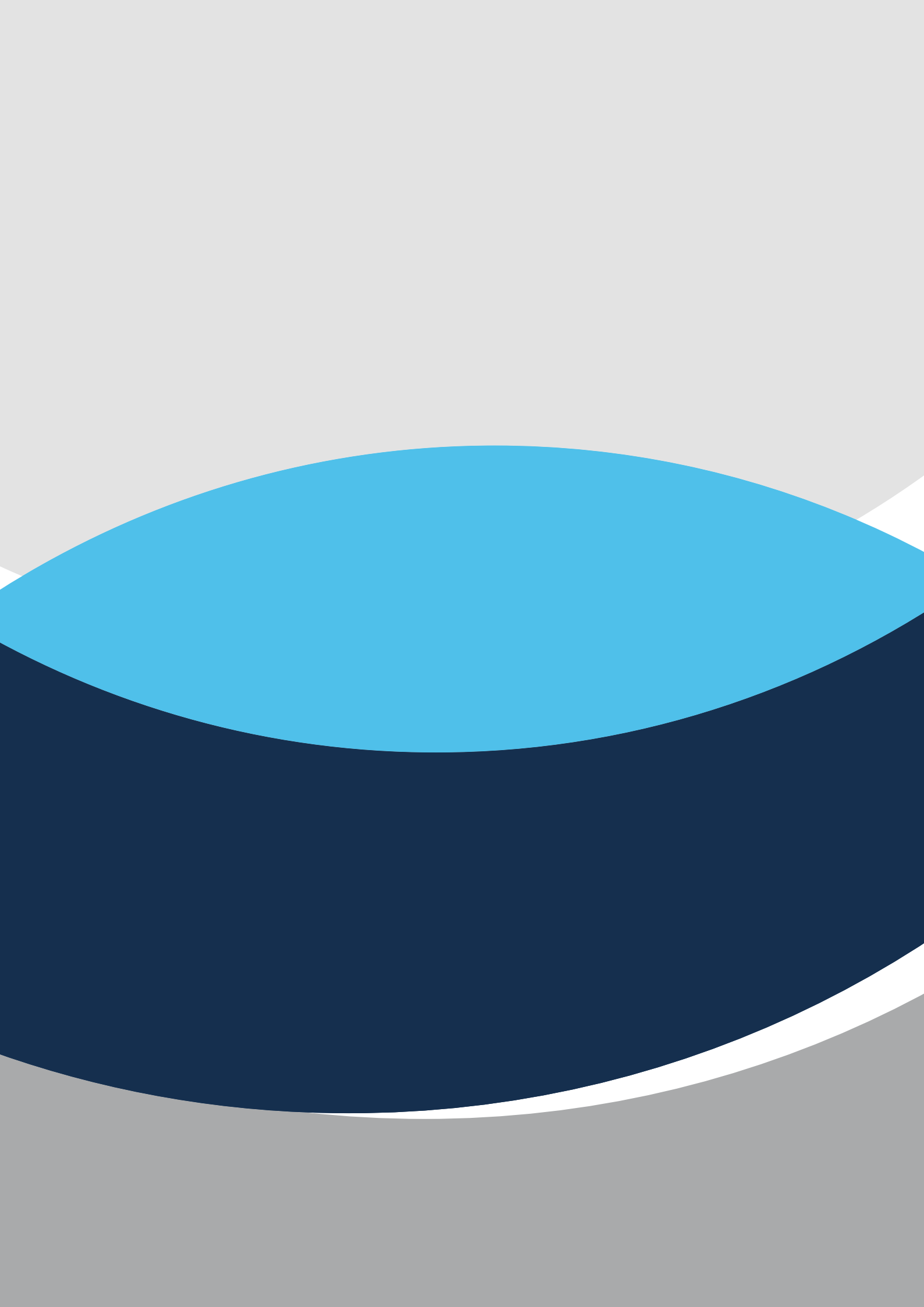
**IN TERMS OF ARTICLE 12(1) OF THE PROSPECTUS REGULATION, THE PROSPECTUS SHALL REMAIN VALID FOR A PERIOD OF 12 MONTHS FROM THE DATE OF THE APPROVAL OF THE PROSPECTUS BY THE MALTA FINANCIAL SERVICES AUTHORITY. THE ISSUER IS OBLIGED TO PUBLISH A SUPPLEMENT ONLY IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKE OR MATERIAL INACCURACY RELATING TO THE INFORMATION SET OUT IN THE PROSPECTUS WHICH MAY AFFECT THE ASSESSMENT OF THE SECURITIES AND WHICH ARISES OR IS NOTED BETWEEN THE TIME WHEN THE PROSPECTUS IS APPROVED AND THE CLOSING OF THE OFFER PERIOD OR THE TIME WHEN TRADING ON A REGULATED MARKET COMMENCES, WHICHEVER OCCURS LATER. THE OBLIGATION TO SUPPLEMENT THE PROSPECTUS IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES OR MATERIAL INACCURACIES DOES NOT APPLY WHEN THE PROSPECTUS IS NO LONGER VALID.**

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

ALL THE ADVISORS TO THE ISSUER NAMED IN SUB-SECTION 4.2 OF THIS REGISTRATION DOCUMENT HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER IN RELATION TO THIS PUBLIC OFFER AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION TOWARDS ANY OTHER PERSON AND WILL, ACCORDINGLY, NOT BE RESPONSIBLE TO ANY INVESTOR OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE PROSPECTUS.

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

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



## TABLE OF CONTENTS

<b>1. DEFINITIONS</b>	<b>16</b>
<b>2. RISK FACTORS</b>	<b>20</b>
2.1 General Risk Factors	20
2.2 Risks relating to the Issuer	21
2.3 Risk relating to the Subsidiaries	21
<b>3. PERSONS RESPONSIBLE AND STATEMENT OF APPROVAL</b>	<b>23</b>
3.1 Persons responsible	23
3.2 Authorisation statement	23
<b>4. IDENTITY OF DIRECTORS, ADVISORS AND AUDITORS OF THE ISSUER</b>	<b>24</b>
4.1 Directors of the Issuer	24
4.2 Advisors	26
4.3 Auditors	26
<b>5. INFORMATION ABOUT THE GROUP</b>	<b>27</b>
5.1 Organisational Structure	27
5.2 The Issuer	27
5.3 TUM Invest	28
5.4 TUM Operations	28
5.5 The Subsidiaries	29
5.6 Business Overview and Investments	31
<b>6. HISTORICAL FINANCIAL INFORMATION</b>	<b>36</b>
<b>7. OPERATING AND KEY FINANCIAL REVIEW</b>	<b>37</b>
<b>8. TREND INFORMATION</b>	<b>40</b>
8.1 General Market Conditions	40
8.2 Economic Update	40
<b>9. SECURITY TRUSTEE</b>	<b>41</b>
<b>10. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES</b>	<b>41</b>
10.1 The Issuer	41
10.2 Working Capital	42
10.3 Conflict of Interest	42
<b>11. AUDIT COMMITTEE PRACTICES</b>	<b>43</b>
<b>12. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS</b>	<b>44</b>
<b>13. LITIGATION</b>	<b>45</b>
<b>14. ADDITIONAL INFORMATION</b>	<b>45</b>
14.1 Share Capital of the Issuer	45
14.2 Memorandum and Articles of Association of the Issuer	45
14.3 Commissions	45
<b>15. MATERIAL CONTRACTS</b>	<b>45</b>
<b>16. VALUATION REPORT</b>	<b>46</b>
<b>17. THIRD PARTY INFORMATION, STATEMENTS BY EXPERTS AND DECLARATIONS OF ANY INTEREST</b>	<b>46</b>
<b>18. DISCLOSURE UNDER MARKET ABUSE REGULATION</b>	<b>46</b>
<b>19. DOCUMENTS AVAILABLE FOR INSPECTION</b>	<b>46</b>

## 1. DEFINITIONS

<b>2019 Bonds</b>	the €20,000,000 3.75% secured bonds 2029 (ISIN: MT0002271204) issued by the Issuer pursuant to a prospectus dated 3 June 2019. Further details on the 2019 Bonds are set out in sub-section 5.2 of this Registration Document;
<b>Act or Companies Act</b>	the Companies Act (Chapter 386 of the laws of Malta);
<b>APS Bank</b>	APS Bank p.l.c., a public limited liability company registered under the laws of Malta, with company registration number C 2192 and having its registered office at APS Centre Tower Street, Birkirkara BKR 4012, Malta;
<b>Authorised Intermediaries</b>	the licensed financial intermediaries whose details are listed in Annex I of the Securities Note forming part of the Prospectus;
<b>BBT Entities</b>	collectively, BBTF Holdings Limited, BBT Gozo Fort Limited, BBT Logistics Limited and BBT p.l.c.;
<b>BBTF Holdings Limited</b>	BBTF Holdings Limited, a private limited liability company registered under the laws of Malta, with company registration number C 103180 and having its registered office at The Watercourse Zone 2, Central Business District, Mdina Road, Birkirkara CBD 2010, Malta;
<b>BBT Gozo Fort Limited</b>	BBT Gozo Fort Limited, a private limited liability company registered under the laws of Malta, with company registration number C 103728 and having its registered office at The Watercourse Zone 2, Central Business District, Mdina Road, Birkirkara CBD 2010, Malta;
<b>BBT Logistics Limited</b>	BBT Logistics Limited, a private limited liability company registered under the laws of Malta, with company registration number C 100580 and having its registered office at The Watercourse Zone 2, Central Business District, Mdina Road, Birkirkara CBD 2010, Malta;
<b>BBT p.l.c.</b>	BBT p.l.c., a public limited liability company registered under the laws of Malta, with company registration number C 101666 and having its registered office at The Watercourse Zone 2, Central Business District, Mdina Road, Birkirkara CBD 2010, Malta;
<b>BBT Pledged Shares</b>	23,914 Ordinary A shares of a nominal value of €1.00 each, fully paid up, in the capital of BBT p.l.c. held by Tum Operations;
<b>BNF Bank</b>	BNF Bank plc, a public limited liability company registered under the laws of Malta, with company registration number C 41030 and having its registered office at Level 2, 203, Rue D'Argens, Gzira, Malta;
<b>Bond Issue</b>	the issue of the Bonds;
<b>Bondholder(s)</b>	a holder of Bonds to be issued by the Issuer in terms of the Prospectus;
<b>Bond(s)</b>	a maximum of €12,000,000 secured callable bonds 2031-2034 of a nominal value of €100 per bond issued at par by the Issuer and redeemable on the Redemption Date at their nominal value, bearing interest at the rate of 5.2% per annum;
<b>Capital Market Rules</b>	the capital markets rules issued by the Malta Financial Services Authority, as may be amended and/or supplemented from time to time;
<b>Center Parc</b>	Center Parc Holdings Ltd, a private limited liability company duly registered under the laws of Malta with company registration number C 72342 and having its registered office at The Watercourse Zone 2, Central Business District, Triq L-Imdina, Birkirkara CBD 2010, Malta;
<b>Collateral</b>	the following security granted by Tum Operations, in favour of the Security Trustee in its capacity as trustee of the TUM Finance Security Trust II for the benefit of the Bondholders:  the Share Pledge over the BBT Pledged Shares to be granted by Tum Operations in terms of the Pledge of Shares Agreement.
<b>Company or Issuer</b>	TUM Finance plc, a public limited liability company registered under the laws of Malta with company registration number C 91228 and having its registered office at TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi QRM 9010, Malta;

<b>Develeco Malta Limited</b>	Develeco Malta Limited, a private limited liability company duly registered under the laws of Malta with company registration number C 90603 and having its registered office at The Watercourse, Zone 2, Central Business District, Triq L-Imdina, Birkirkara CBD 2010, Malta;
<b>Directors or Board</b>	the directors of the Issuer whose names are set out in sub-section 4.1 of this Registration Document;
<b>Easysell</b>	Easysell Limited, a private limited liability company duly registered under the laws of Malta with company registration number C 9778 and having its registered office at TUM Invest Head Office, Mdina Road, Qormi QRM 9010, Malta;
<b>Euro or €</b>	the lawful currency of the Republic of Malta;
<b>Exchange or Malta Stock Exchange or MSE</b>	Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act (Chapter 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>Financial Analysis Summary</b>	the financial analysis summary dated 1 November 2024 compiled by the Sponsor in line with the applicable requirements of the Capital Markets Rules, a copy of which is set out in Annex II of the Securities Note forming part of the Prospectus;
<b>Geblin Property</b>	the property better described in subsection 5.6.1 under the heading 'Geblin Property' of this Registration Document;
<b>Group</b>	TUM Invest, the Issuer, TUM Operations, TUM Developments Limited and the Subsidiaries;
<b>Independent 2 Property</b>	the property better described in sub-section 5.6.2 under the heading 'Independent 2 Property' of this Registration Document;
<b>In-Nahal Property</b>	the property better described in sub-section 5.6.1 under the heading 'In-Nahal Property' of this Registration Document;
<b>In-Nahal Property Limited</b>	In-Nahal Property Limited, a private limited liability company registered under the laws of Malta, with company registration number C 108309 and having its registered office at TUM Head Office, Zentrum Business Centre, Mdina Road, Qormi QRM 9010, Malta;
<b>Lombard Bank</b>	Lombard Bank Malta p.l.c., a public limited liability company duly registered under the laws of Malta with company registration number C 1607 and having its registered office at 67, Republic Street, Valletta VLT 1117, Malta;
<b>Malta Financial Services Authority or MFSA</b>	the Board of Governors of the Malta Financial Services Authority established in terms of the Malta Financial Services Authority Act (Chapter 330 of the laws of Malta) to perform the functions set out in the Financial Markets Act (Chapter 345 of the Laws of Malta);
<b>Memorandum and Articles of Association</b>	the memorandum and articles of association of the Issuer in force at the time of publication of the Prospectus, and the terms "Memorandum of Association" and "Articles of Association" shall be construed accordingly;
<b>MSE Bye-Laws</b>	the MSE bye-laws issued by the authority of the board of directors of Malta Stock Exchange p.l.c., as may be amended from time to time;
<b>Official List</b>	the list prepared and published by the Malta Stock Exchange as its official list in accordance with the MSE Bye-Laws;
<b>Parilja Property</b>	the property described in sub-section 5.6.1 under the heading 'Parilja Property';
<b>Pledge of Shares Agreement</b>	An agreement to be entered into <i>inter alia</i> by and between the Issuer, Tum Operations, BBT P.l.c and the Security Trustee, whereby Tum Operations shall constitute the Share Pledge over the BBT Pledged Shares owned by it in favour of the Security Trustee for the benefit of Bondholders;
<b>Property or Properties</b>	properties owned by Group companies as at the date of the Prospectus, including the Zentrum Property, Geblin Property, Independent 2 Property, In-Nahal Property, Parilja Property, San Gwakkinn Property, Ta' Natu Development and Ta' Natu Commercial Outlet;

<b>Prospectus</b>	collectively, the Summary, this Registration Document and the Securities Note published by the Issuer all dated 1 November 2024 as such documents may be amended, updated, replaced and supplemented from time to time;
<b>Prospectus Regulation</b>	Commission Regulation (EU) 2017/1129 of 14 June 2017 of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as may be amended and/or supplemented from time to time;
<b>Redemption Date</b>	22 November 2034, being the date on which the Bonds shall be redeemed in terms of the Prospectus, unless earlier redeemed, purchased or cancelled;
<b>Registration Document</b>	this document in its entirety, forming part of the Prospectus;
<b>Risparmio Casa Malta Limited</b>	Risparmio Casa Malta Limited, a private limited liability company registered under the laws of Malta, with company registration number C 107823 and having its registered office at Zentrum Business Centre, Triq L-Imdina, Qormi QRM 9010, Malta;
<b>San Gwakkinn Limited</b>	San Gwakkinn Limited, a private limited liability company registered under the laws of Malta, with company registration number C 102186 and having its registered office at TUM Head Office, Zentrum Business Centre, Mdina Road, Qormi QRM 9010, Malta;
<b>San Gwakkinn Property</b>	the property better described in subsection 5.6.2 under the heading 'San Gwakkinn Property' of this Registration Document;
<b>Securities Note</b>	the securities note issued by the Issuer dated 1 November 2024, forming part of the Prospectus;
<b>Security Trust Deed II</b>	a security trust deed, establishing the TUM Finance Security Trust II, to be dated on or around 28 November 2024, between the Security Trustee, Tum Operations and the Issuer whereby the Security Trustee shall hold the Security for the benefit of the Bondholders, subject to the terms and conditions contained therein;
<b>Security Trustee</b>	CSB Trustees and Fiduciaries Limited, a private limited liability company registered under the laws of Malta having its registered office at Level 3, Tower Business Centre, Tower Street, Swatar, Birkirkara BKR 4013, Malta and bearing company registration number C 40390;
<b>Sponsor or Manager or Registrar</b>	Calamatta Cuschieri Investment Services Limited, a private limited liability company registered under the laws of Malta having its registered office at Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034, Malta and bearing company registration number C 13729. Calamatta Cuschieri Investment Services Limited is authorised to conduct investment services by the Malta Financial Services Authority in terms of the Investment Services Act (Chapter 370 of the laws of Malta) and is a member of the MSE;
<b>Subsidiary(ies)</b>	means, collectively, Easysell, In-Nahal Property Limited, TFL Property Development Limited, San Gwakkinn Limited, TUM Developments Limited, Risparmio Casa Malta Limited, BBT p.l.c., BBTF Holdings Limited, BBT Gozo Fort Limited and BBT Logistics Limited;
<b>Summary</b>	the summary issued by the Issuer dated 1 November 2024, forming part of the Prospectus;
<b>Ta' Natu Commercial Outlet</b>	the property better described in subsection 5.6.2 under the heading 'Ta' Natu Commercial Outlet' of this Registration Document;
<b>Ta' Natu Development</b>	the property better described in subsection 5.6.1 under the heading 'Ta' Natu Development' of this Registration Document;
<b>TFL Property Development Limited</b>	TFL Property Development Limited, a private limited liability company registered under the laws of Malta, with company registration number C 108290 and having its registered office at Zentrum Business Centre, Mdina Road, Qormi QRM 9010, Malta;
<b>TUM Developments Limited</b>	TUM Developments Limited, a private limited liability company registered under the laws of Malta, with company registration number C 84520 and having its registered office at TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi QRM 9010, Malta;
<b>TUM Finance Security Trust II</b>	the trust established in virtue of the Security Trust Deed II, which deed is available for inspection at the registered office of the Issuer;

<b>TUM Invest</b>	TUM Invest Limited, a private limited liability company registered under the laws of Malta, with company registration number C 69572 and having its registered office at TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi QRM 9010, Malta;
<b>TUM Operations</b>	TUM Operations Ltd, a private limited liability company duly registered under the laws of Malta with company registration number C 91301 and having its registered office at TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi QRM 9010;
<b>TUM Properties Limited</b>	TUM Properties Limited, a private limited liability company registered under the laws of Malta, with company registration number C 79665 and having its registered office at TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi QRM 9010, Malta; and
<b>Valuation Report</b>	The valuation report dated 21 October 2024 prepared by Mr Richard Abdilla Castillo in respect of the BBT Pledged Shares;
<b>Zentrum Property</b>	the property better described in sub-section 5.6.2 under the heading 'Zentrum Property' of this Registration Document.

Unless otherwise appearing from the context:-

- a. words importing the singular shall include the plural and vice-versa;
- b. words importing the masculine gender shall include the feminine gender and vice-versa;
- c. the word 'may' shall be construed as permissive and the word 'shall' shall be construed as imperative.
- d. any reference to a person includes natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, states, foundations or trusts;
- e. any reference to a person includes that person's legal personal representatives, successors and assigns;
- f. any phrase introduced by the terms "including", "include", "in particular" or any similar expression is illustrative only and does not limit the sense of the words preceding those terms; and
- g. any reference to a law, legislative act and/or other legislation shall mean that particular law, legislative act and/or legislation as in force at the time of publication of this Registration Document.



## 2. RISK FACTORS

PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER WITH THEIR OWN PROFESSIONAL ADVISORS THE FOLLOWING RISK FACTORS AND OTHER INVESTMENT CONSIDERATIONS, AS WELL AS ALL THE OTHER INFORMATION CONTAINED IN THE PROSPECTUS, BEFORE MAKING ANY INVESTMENT DECISION WITH RESPECT TO THE ISSUER.

SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR AND THE ISSUER IS NOT IN A POSITION TO EXPRESS ANY VIEWS ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING.

WHILE THE SEQUENCE IN WHICH THE RISKS BELOW ARE LISTED IS INTENDED TO BE INDICATIVE OF THE ORDER OF PRIORITY AND OF THE EXTENT OF THEIR CONSEQUENCES, PROSPECTIVE INVESTORS ARE HEREBY CAUTIONED THAT THE OCCURRENCE OF ANY ONE OR MORE OF THE RISKS SET OUT BELOW COULD HAVE A MATERIAL ADVERSE EFFECT ON THE ISSUER'S AND THE GROUP'S BUSINESS, TRADING PROSPECTS, RESULTS OF OPERATIONS AND FINANCIAL CONDITION AND, CONSEQUENTLY, ON THE ABILITY OF THE ISSUER TO FULFIL ITS OBLIGATIONS UNDER THE SECURITIES TO BE ISSUED IN TERMS OF THE PROSPECTUS.

THE RISKS AND UNCERTAINTIES DISCUSSED BELOW ARE THOSE IDENTIFIED AS SUCH BY THE DIRECTORS OF THE ISSUER AS AT THE DATE OF THE PROSPECTUS, BUT THESE RISKS AND UNCERTAINTIES MAY NOT BE THE ONLY ONES THAT THE ISSUER MAY FACE. ADDITIONAL RISKS AND UNCERTAINTIES, INCLUDING THOSE WHICH THE ISSUER'S DIRECTORS ARE NOT CURRENTLY AWARE OF, MAY WELL RESULT IN A MATERIAL IMPACT ON THE FINANCIAL CONDITION AND OPERATIONAL PERFORMANCE OF THE ISSUER.

NEITHER THE PROSPECTUS NOR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH SECURITIES ISSUED BY THE ISSUER:

- (I) IS INTENDED TO PROVIDE THE BASIS OF ANY CREDIT OR OTHER EVALUATION, NOR
- (II) SHOULD BE CONSIDERED AS A RECOMMENDATION BY THE ISSUER, THE SPONSOR, MANAGER & REGISTRAR OR AUTHORISED INTERMEDIARIES THAT ANY RECIPIENT OF THIS REGISTRATION DOCUMENT OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION THEREWITH, SHOULD PURCHASE ANY SECURITIES ISSUED BY THE ISSUER.

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

### 2.1 General Risk Factors

#### 2.1.1 Forward Looking Statements

The Prospectus and the documents incorporated therein by reference or annexed thereto contain forward-looking statements that include, among others, statements concerning the Issuer's strategies and plans relating to the attainment of its respective objectives, capital requirements and other statements of expectations, beliefs, future plans and strategies, anticipated developments and other matters that are not historical facts and which may, accordingly, involve predictions of future circumstances.

Prospective investors can generally identify forward-looking statements by the use of terminology such as "may", "will", "should", "expect", "intend", "plan", "estimate", "anticipate", "believe", "forecast", "project" or similar phrases. Such forward-looking statements are inherently subject to several risks, uncertainties and assumptions, a few of which are beyond the Issuer's control. Important factors that could cause actual results to differ materially from the expectations of the Issuer's directors include those risks identified under the heading "Risk Factors" and elsewhere in the Prospectus.

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

Prospective investors are advised to read the Prospectus in its entirety and, particularly, all the risk factors set out in the Prospectus for a further discussion of the factors that could affect the Issuer's future performance. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in the Prospectus may not occur. All forward-looking statements contained in the Prospectus are made only as at the date of the Prospectus. Subject to applicable legal and regulatory obligations, the Directors expressly disclaim any obligations to update or revise any forward-looking statements contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based.

## 2.1.2 Tax Risks

The Group is subject to the general tax environment in Malta. The Group's tax burden may increase as a consequence of current or future tax assessments, tax audits or court proceedings based on changes in tax laws or changes in the application or interpretation thereof. The Group's tax burden depends on various aspects of tax laws, as well as their application and interpretation. Amendments to tax laws may have an effect on such application and interpretation. Also changes in tax legislation, administrative practice or case law, possible at any time on short notice, could have adverse tax consequences for the Group. For example there could be increases in rates of property tax or income tax. Additionally divergent interpretations by the tax authorities or the courts are possible. If these changes in the tax framework conditions should occur, individually or together, or if the changes of the legal or tax framework conditions that negatively affect the business of the Group should arise, this could have a material adverse effect on the net assets, financial condition and results of operations of the Group.

## 2.1.3 Difficulties in Replacing Key Personnel

The success of the Group depends on the performance of its management executives and qualified personnel in key positions. The loss of one or more members of the board of directors or other key personnel could impair the ability to manage the operations of the Group effectively, if the Group fails to attract new highly qualified management executives or key personnel.

## 2.1.4 Litigation, Administrative Proceedings and Similar Claims

Entities of the Group have been and probably will be in the future subject to administrative and legal proceedings in the ordinary course of business. Such litigation relates to matters such as outstanding rent payments and the termination of lease contracts in so far as concerns the Subsidiaries. Although not material on a case-by-case basis, such litigation ties up resources and may have an adverse effect on the Group's business if they occur frequently or in a concentrated matter.

## 2.2 Risks relating to the Issuer

### 2.2.1 Dependence of Issuer on its Subsidiaries

The Issuer is a holding company that does not conduct its operative business itself but does so through its Subsidiaries. The Issuer's cash flow and possible future interest payments are dependent on the profitability of the Subsidiaries or must otherwise be met by borrowed capital or the sale of the Properties. In order to service the Bonds, the Subsidiaries need to continue to achieve positive cash flows from operating activities. The Subsidiaries generally generate such cash flows from rent and from proceeds of disposals of property. If the Subsidiaries are unable to generate positive cash flows from their operating activities in the future, the Subsidiaries could be forced to sell the Properties irrespective of the market situation, and possibly on terms unfavourable to the Group, or borrow money on financially unattractive terms.

### 2.2.2 Third Party Interests in BBT Entities, Center Parc, Develco Malta Limited and Risparmio Casa Malta Limited

The Issuer through TUM Operations does not own all shares in BBT Entities, Center Parc, Develco Malta Limited and Risparmio Casa Malta Limited and does not hold all voting rights, and is to an extent exposed to influence by other shareholders. Hence significant changes or other material decisions with respect to BBT Entities, Center Parc, Develco Malta Limited and Risparmio Casa Malta Limited may only be implemented with qualified consent and/or consent of the remaining shareholders. Such exposure may limit the Group's flexibility to implement its strategy. This could for example affect the distribution of dividends from such Subsidiary. Furthermore such shareholders may have economic or business interests or goals that are inconsistent with those of the Group, take actions contrary to the Group's policies or objectives, experience financial and other difficulties or be unable or unwilling to fulfill their obligations under agreements between them and the Group.

## 2.3 Risk relating to the Subsidiaries

### 2.3.1 Dependence on Demographic and Economic Developments in Malta

The Subsidiaries are property owning companies dependent on tenancies, and so their business activities are affected by demographic, economic and political factors. A decline in the demand for rented space may adversely affect the Subsidiaries' ability to achieve high occupancy rates and average rent levels. Economic developments in and related to the property market in Malta are of significant importance for the Subsidiaries' business and future prospects. These developments place a decisive role in determining property prices and rent levels, turnover and vacancy rates. Negative economic developments may lead to losses with respect to rental income which will also expose the Subsidiaries or increase vacancies. In such circumstances the Subsidiaries may not re-let the Properties on attractive terms or might only be able to do so after making additional investment. While the Subsidiaries have taken steps to absorb any changes in economic or demographic conditions, in particular by creating modern spaces finished to high standards to comply with tenants' expectations, the Subsidiaries may nevertheless be negatively affected by unfavourable economic and demographic developments.

### 2.3.2 Dependence on Full Occupancy of its Properties and Increasing Rent

The commercial success of the Group depends significantly on its ability to retain high occupancy rates, reducing operating costs whilst increasing rent levels. This will depend on several factors. These factors include in particular the demand for properties, the local rental market, refurbishment and modernisation measures that will be undertaken over time, and tenant turnover. Thus a loss of rent, rent reductions and increased vacancies would lead to a decline in total current forecasted rental income. There is therefore a risk that the Subsidiaries will be less profitable if demand for commercial space declines as this may lead to an increase in vacancy rates. If tenants fail to meet their rent payment obligations in whole or in part (eg due to a deterioration of their economic situation or a deterioration of their business activity), or if larger numbers of tenants give notice of termination without the Subsidiaries being able to re-let the Properties within a reasonable time period, the Subsidiaries could sustain a decrease in current rental income, which could have a significant adverse effect on its results of operations. To the extent that the Subsidiaries are able to re-let a Property, there is a risk that they will not be able to do so on terms attractive to them. The Subsidiaries are also required to conduct their property management in such a manner that the Properties are maintained in the condition as required by the lease agreements and by law. If this is not possible for any reason and if the required maintenance measures are not performed on time or at all, this could lead to a reduction in rent that can be charged for such Properties.

### 2.3.3 Risk Related to Development Permits and Project Delays

Certain property development projects being undertaken the Group are still subject to obtaining necessary development permits from the relevant regulatory authorities. The attainment of these permits is contingent upon compliance with local regulations, planning requirements, and any conditions set forth by the authorities. There is no assurance that these permits will be granted in a timely manner, or at all, which could result in significant project delays or additional costs.

In addition, even if the necessary permits are obtained, there remains a risk that property development projects could face delays due to unforeseen events such as changes in regulatory policies, legal challenges, or external factors like adverse weather conditions, supply chain disruptions, or shortages in labour or materials.

Any delays in the commencement or progress of property developments due to failure in obtaining permits or unforeseen project setbacks could have an adverse impact on the Group's ability to meet its project timelines, forecasted revenues, and cash flow expectations. Prolonged delays may also lead to increased costs, reduced profitability, or, in the worst-case scenario, project cancellations. These factors could materially and adversely affect the Group's financial condition and operational performance.

### 2.3.4 Exposure to Risks Related to the Maintenance and Repair of the Properties

The Subsidiaries need to maintain the Properties in good condition. For this reason and to avoid loss of value and maintain demand for a Property, the Subsidiaries perform maintenance and repairs on its Properties. The Subsidiaries could have underestimated the amount to be invested for the targeted maintenance as costs may increase due to various factors, such as increased costs of materials, labour costs, energy costs etc.

### 2.3.5 Exposure to Risks due to Delays

Certain Properties are still undergoing construction and will commence operations at a later date as indicated in section 5.6 of this Registration Document. Commencement of operations may be delayed as a result of labour force or the contractors not complying with the agreed time schedules or their becoming insolvent. This will push back commencement of tenancies, which will negatively affect expected results.

### 2.3.6 Losses Exceeding Insurance Coverage

The Properties held by the Subsidiaries are insured against losses due to fire, flooding, earthquakes and other natural hazards to the extent usual for its business. The insurance policies are however subject to exclusions and limitations of liability. The Subsidiaries may therefore have limited or no coverage relating to third-party liability, other natural disasters and other environmental risks or war. The Subsidiaries may also have no coverage relating to inflation, changes in planning laws or regulations, building codes, title defects and defective construction. In addition, insurers could become insolvent. Should an uninsured loss or a loss in excess of the insurance limits occur, the Subsidiaries may lose capital invested in the affected Property as well as anticipated income and capital appreciation from the Property. In such circumstances the Subsidiaries may incur further costs to repair further damage caused by uninsured risks. The Group may thus experience material losses in excess of insured proceeds.

### 2.3.7 Single Tenant Risk

A significant portion of revenue generated from the Subsidiaries' portfolio may be dependent on key tenants occupying a significant portion of a Property. The financial failure of, or default in payment by, a key or single tenant under its lease is likely to cause a significant or complete reduction in the Subsidiaries' rental revenue from a Property.

### 2.3.8 Property Valuations

Valuation of property is intrinsically subjective and based on a number of assumptions at a given point in time, and there can be no assurance that any such property valuations and property-related assets will reflect actual market values. In addition, property valuations are influenced by a variety of factors such as changes in regulatory requirements and applicable laws, political and social conditions, the financial markets, consumer spending power, and interests and inflation rate fluctuations. Consequently the net realisable value of the property may decrease, which decrease could have a material adverse effect on the financial position of the Subsidiaries

### 2.3.9 Competition

The property market in Malta is very competitive in nature. An increase in supply and/or a reduction in demand in the property market in which the Subsidiaries operate, may result in parts of the Properties remaining vacant or being leased out at prices which are lower than what is being anticipated by the Subsidiaries once the current tenancies expire. Such changes in market trends could negatively impact the financial condition of the Subsidiaries.

### 2.3.10 Financial Risks

Following the issuance of the Bonds, the Issuer will have an aggregate amount of €34 million in bonds outstanding, which includes the obligations under both the Bonds and the 2019 Bonds. The Group may require additional funds to finance or refinance its debt, capital expenditures, future acquisitions and working capital requirements. The Group may thus need to borrow additional funds or to raise equity or debt capital. The extent of the Group's future capital requirements will depend on many factors which may be beyond the Group's control, and its ability to meet such capital requirements will depend on future operating performance and ability to generate cash flows. There can be no assurance that the Group will be able to obtain additional financing on acceptable terms when required. If the Group does not generate sufficient cash flows or if the Group is unable to obtain sufficient funds from future equity or debt financing or at acceptable interest rates, the Group may not be able to pay its debts when due or to fund other liquidity needs. Any or all, or a combination of these, would limit operating flexibility.

## 3. PERSONS RESPONSIBLE AND STATEMENT OF APPROVAL

### 3.1 Persons responsible

This Registration Document includes information prepared in compliance with the Capital Markets Rules issued by the MFSA and the Prospectus Regulation for the purpose of providing Bondholders with information with regards to the Issuer. Each and all of the Directors of the Issuer whose names appear in sub-section 4.1 of this Registration Document accept responsibility for all the information contained in the Prospectus.

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

### 3.2 Authorisation statement

This Registration Document has been approved by the MFSA as the competent authority under the Prospectus Regulation. The MFSA only approves this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Registration Document.

## 4. IDENTITY OF DIRECTORS, ADVISORS AND AUDITORS OF THE ISSUER

### 4.1 Directors of the Issuer

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

Anthony Fenech (ID 193656M)	2491 Apartment, Vjal Portomaso, Portomaso, St Julians, Malta	Executive Director and Chairperson
Silvan Fenech (ID 587678M)	2435 Portomaso, Vjal Portomaso, Portomaso, St Julians, Malta	Executive Director
Matthew Fenech (ID 517483M)	2842 Portomaso, Vjal Portomaso, Portomaso, St Julians, Malta	Executive Director
Stanley Portelli (ID 163472M)	Dar Il-Barbagann, Triq Strejnu, Zejtun, Malta	Independent, Non-Executive Director
Mario Vella (ID 672753M)	Sivellier, Triq is-Siegh, Is-Swieqi, Malta	Independent, Non-Executive Director
William Wait (ID 253668M)	5, Golden Oriole, Triq Ir-Rihan, Fgura, Malta	Independent, Non-Executive Director

Stanley Portelli, Mario Vella and William Wait are considered to be independent Directors since they are free of any business, family or other relationship with the Issuer, its controlling shareholder or the management of either, that could create a conflict of interest such as to impair their judgement. In assessing Dr Portelli's, Mr Vella's and Mr Wait's independence, due notice has been taken of Rule 5.119 of the Capital Markets Rules.

The business address of the Directors is TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi QRM 9010, Malta.

Dr Malcolm Falzon, holder of Maltese identity card number 129280M residing at 278, Villino Franca, Triq San Giljan, Birkirkara, Malta, is company secretary of the Issuer.

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

Name: **Anthony Fenech**; Executive Director

Anthony (k/a) Ninu Fenech is the chairman of the Group. As one of the shareholders and directors of the Tumas Group, Ninu worked closely with his father Thomas, primarily in property development. He was then instrumental in the acquisition by the Tumas Group of the KIA automotive brand, and its promotion on the local market. Driven by vision, in 2015 Ninu took the bold decision to divest himself of his holdings in the Tumas Group to focus his energy, efforts and experience on the immediate family's business interests. He has been active in the automobile sector of the business ever since while closely monitoring the property development business of the Group, holding directorships in various companies within the Group and actively seeking new ventures and opportunities to grow and diversify the Group's business both locally and internationally.

Name: **Silvan Fenech**; Executive Director

Silvan Fenech holds directorships in various companies within the Group, and also within companies majority owned by the Group. Formerly, Silvan held several management roles in companies that fell under the Tumas Group of Companies, and in entities such as the Valletta Gateway Terminals Limited where he was instrumental in the acquisition by the Group of the concession rights over the cargo terminals in the Grand Harbour. As a result of his active role in port and cargo related matters, Silvan contributed significantly to the drafting of various pieces of port operations-related legislation and policies. Since 2015, after the departure from the Tumas Group together with his father Anthony and his brother Matthew, Silvan has been the driving force behind the Group's property division. Silvan spearheaded a number of real estate developments including the Center Parc property, and the Zentrum Property and the opening of Malta's first motor village, the largest vehicle showcase on the island and is also behind the development and commercialisation of multiple apartments spread over various sites.

Name: **Matthew Fenech**; Executive Director

Matthew Fenech was educated at De La Salle College and at St. Edward's College. From a very young age he was involved in the running of the family business, namely the Tumas Group, particularly in the automotive branch of the Group. His expertise lies in overall management and operations and deep knowledge of the industry and its market. Matthew amassed a wealth of experience and has fostered a sense of innovation in his management style and approach to business development. In 2011, Matthew was officially appointed as Managing Director of Cars International Limited, the official representatives of Opel and Kia in Malta, which eventually merged with another leading car importer to form the company Motors Inc Limited whose portfolio includes other major brands namely Alfa Romeo, Jeep, Fiat, Iveco, and Hyundai. Under Matthew's direction as Chief Executive Officer, under his leadership the company has grown from strength to strength and is now one of the foremost automotive groups on the island. Matthew holds directorships in various companies within the Group and in recent years, Matthew has diversified his portfolio of responsibilities to include the importation and distribution of medical products and traffic management systems through his involvement in other associated companies within the Group. Concurrently, Matthew is a director in A.T.G. Company Limited (C 14510) and CVA Technology Company Limited (C 37879).

Name: **Stanley Portelli**; Independent, Non-Executive Director

Dr. Stanley Portelli LL.D. is a partner of the lawfirm GS Advocates, based in Sliema, Malta, where his area of practice focuses on assisting corporate clients, leading the Company Service Provider function, as well as employment legislation. Born in 1972, he obtained his doctorate in law from the University of Malta in 1995. Until March 2013 he was the Chief Executive Officer of the Authority for Transport in Malta (Transport Malta), having overseen the amalgamation in 2010 of what were previously three distinct transport regulatory entities, namely the Malta Transport Authority, the Civil Aviation Department, and the Malta Maritime Authority where Stanley also served as CEO from 2009. Under his leadership, Transport Malta implemented various national road and marine infrastructural programmes, the public transport sector was fully liberalised and the Authority achieved record numbers in both ship and aircraft/Air Operating Companies registration, Malta having gained the top ranking in the EU in terms of ship gross tonnage registered under its flag. Transport Malta also became the Regulatory Authority of Civil Aviation in Malta and in 2010 the Authority spearheaded the introduction of the new Aircraft Registration Act. Between 2001 and 2009 he held the position of Executive Director for Human Resources, Legal and Corporate Affairs as well as Company Secretary at Malta Freeport Terminals Ltd. and Freeport Terminal (Malta) plc, where he was also on the Board of Directors from 1999 to 2004. These were years of tremendous growth in activity for the Malta Freeport which was eventually privatised in 2005, a process in which Stanley was deeply involved. Prior to privatisation, Stanley was also heavily involved in the regulatory aspect of the Freeport through his involvement in the Malta Freeport Corporation (the Free Zone regulator). From 1994 to 2001, Stanley was employed with the Financial Services Unit at Coopers & Lybrand and eventually PricewaterhouseCoopers. He was a director of Malta Investment Management Co Ltd (MIMCOL) and Malta Government Investments Ltd between 2004 and 2008. In 2007 he was appointed member of the Port Workers Board representing Malta Freeport Terminals, and in 2008 was appointed member of the Board of the Lotteries and Gaming Authority, a post he held until April 2013. In 1993 he was also elected by popular vote in his district to serve as a local councillor for a period of four years. Stanley currently also serves as a Non-Executive Director on a number of Maltese companies involved in various cross-border and overseas activities, as well as listed and regulated entities. He is also a consultant to a number of family-owned businesses. He is a member of the Chamber of Advocates and the Institute of Financial Services Practitioners.

Name: **Mario Vella**; Independent, Non-Executive Director

Mario Vella joined Barclays Bank in Malta in 1969 and has occupied several positions within the bank concluding his career with HSBC in 2013 in the role of Head of Corporate Banking in which position he was responsible for the major share of the Bank's lending portfolio and its largest corporate customers. He has been involved in driving through major changes in banking strategies, especially on Mid-Med Bank's take-over by HSBC. Over the years Mario has arranged finance for a significant number of high-profile projects including via a mix of bank / syndicated lending and capital markets. Mario has also participated in syndicates with prime banks for the financing of specialised assets in Malta and in other countries. In 2013, after 43 years in banking, Mario moved to KPMG as Director, Deal Advisory. In this role he has served as consultant to several companies. He helped clients restructure and refinance their trading activities and raise financing for new ventures. He has participated in putting together high-profile mergers and other significant business deals. Mario retired from KPMG in August 2017 but continues to provide consultancy services to various businesses. He presently also sits as non- Executive Director or Chairman on a number of corporate boards most of which are publicly listed. Mario is well known in business circles thanks to the vast network he developed over long years building relationships with people across the board.

Name: **William Wait**; Independent, Non-Executive Director

William Wait is the Non-Executive Chairman of Malta Enterprise, a post to which he was appointed in July 2016. This followed a period in which he served as Deputy Chairman and as the Chair of the Investment and Audit Committees of the Corporation. Malta Enterprise is the Government's Investment Promotion agency facilitating private investments in Malta. Since 1990, he was employed with Toly Group, a worldwide group of Companies that are leading manufacturers and traders of luxury packaging for the cosmetics, fragrance, and skin-care industries. He remained as an executive till 2013 when he was Deputy Group C.E.O. To date he is a Director on the Board of Toly Group and a member of the



Group's remuneration and Internal Audit committees. William has served on the Councils of the Federation of Industry and the Malta Chamber of Commerce, Enterprise and Industry as Chairman of the Manufacturers and other Industries Economic Board as well as Vice President and for a short-term Deputy President of the Chamber. He was the Treasurer of the Bulebel Industrial Estate Tenants Association for a continuous period of 10 years. Currently he is the Chairman of the Central Business District Foundation which is a Public Private initiative to transform the Mriehel Industrial Zone to a Central Business District. For a period of 4 years he has also served as the Treasurer of Birdlife Malta, an NGO of which he has been a member for over 40 years. William was also a Director of Young Enterprise Malta and later served as Judge for products manufactured by these Young Entrepreneurs. Between 2010 and 2017, William also served on various Maltese Government Boards and Councils including the Employment Relations Board, the M.C.E.S.D. - Malta Council for Economic and Social Development, the Lands Authority, Malta Strategic Partnership Projects Limited and the Water Services Corporation amongst others. During Malta's presidency of the Council of the European Union, between January and June 2017, William served as the President of the Working Party for Industry, within DG Grow. Today he serves as a Director on various Maltese and foreign companies operating in a wide spectrum of industries including hospitality, old peoples' homes, property development, international trading, and manufacturing. William has a B.A. (Hons.) Accountancy degree is a Fellow of the Malta Institute of Accountants and holds a Certified Public Accountant (CPA) warrant.

## 4.2 Advisors

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

### *Legal Counsel*

Name: VB Advocates  
Address: 52, St. Christopher Street,  
Valletta VLT 1462, Malta

### *Sponsor, Manager & Registrar*

Name: Calamatta Cuschieri Investment Services Limited  
Address: Ewropa Business Centre, Triq Dun Karm,  
Birkirkara BKR 9034, Malta

### *Financial Advisors*

Name: Deloitte Corporate Services Limited  
Address: Deloitte Place, Triq L-Intornjatur, Zone 3, Central Business District,  
Birkirkara CBD 3050, Malta

## 4.3 Auditors

The historical financial information relating to the Issuer for the periods ended 31 December 2021 and 31 December 2022 have been audited by Ernst & Young Malta Limited and for the period ended 31 December 2023 have been audited by Grant Thornton Limited.

Name: Ernst & Young Malta Limited  
Address: Fourth Floor, Regional Business Centre, Achille Ferris Street,  
Msida MSD 1751, Malta

Ernst & Young Malta Limited is a firm of certified public accountants holding a practicing certificate to act as auditors in terms of the Accountancy Profession Act (Chapter 281 of the laws of Malta). The Accountancy Board registration number of Ernst & Young Malta Limited is AB/26/84/96.

Name: Grant Thornton Limited  
Address: Fort Business Centre,  
Level 2, Triq L-Intornjatur,  
Zone 1, Central Business District,  
Birkirkara CBD 1050, Malta

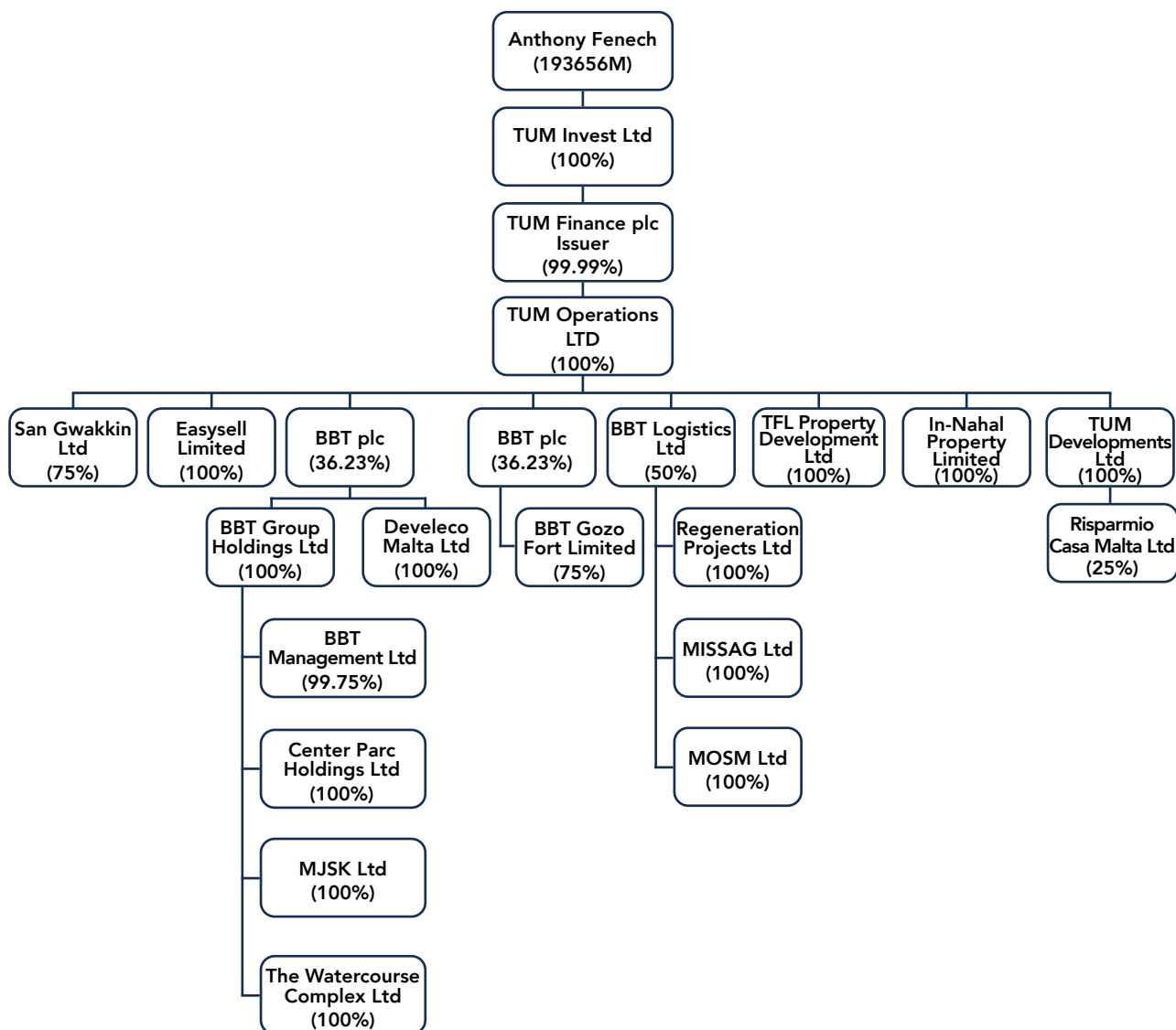
Grant Thornton Limited is a firm of certified public accountants holding a practicing certificate to act as auditors in terms of the Accountancy Profession Act (Chapter 281 of the laws of Malta). The Accountancy Board registration number of Grant Thornton Limited is AB/26/84/22.

## 5. INFORMATION ABOUT THE GROUP

### 5.1 Organisational Structure

The Issuer is the holding company of TUM Operations which, in turn, holds the Subsidiaries. It is owned by TUM Invest whose ultimate beneficial owner is Anthony Fenech. The Issuer's primary role is to act as finance holding company. The business is conducted primarily through the Subsidiaries.

The chart below shows the current structure of the Group.



### 5.2 The Issuer

<b>Full Legal and Commercial Name of the Issuer:</b>	TUM Finance plc
<b>Registered Address:</b>	TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi, QRM 9010, Malta
<b>Place of Registration and Domicile:</b>	Malta
<b>Registration Number:</b>	C 91228
<b>Legal Entity Identifier:</b>	391200AARLHFDIZ6BB11
<b>Date of Registration:</b>	26 March 2019
<b>Legal Form:</b>	The Issuer is lawfully existing and registered as a public limited liability company in terms of the Act
<b>Telephone Number:</b>	(+356) 23850100
<b>Email:</b>	info@tuminvest.com
<b>Website:</b>	www.tumfinance.com*

\*The information on the Issuer's website does not form part of the Prospectus, unless that information is incorporated by reference into the Prospectus.



The Issuer was established on 26 March 2019 as a wholly-owned subsidiary of TUM Invest, save for two (2) ordinary shares which are held by Anthony Fenech, the ultimate beneficial owner of the Group.

The principal object of the Issuer is to subscribe for, purchase or otherwise acquire and hold, for and on behalf of the Company, any shares, stocks, bonds, debentures, securities or other obligations of or in any other company, partnership or business carrying out any type of trading activity, or to participate in the management or activities thereof, where the so doing may seem desirable in the interest of the Company. The issue of bonds falls within the objects of the Issuer. The Issuer was set up with the primary aim of acquiring and holding property including securities in any other company. The Issuer thus also has the object of raising money in order to finance companies within the Group. The Issuer is ultimately dependent upon the operations, performance and business prospects of the Subsidiaries. The Issuer operates exclusively in and from Malta.

As at the date of the Prospectus, the Issuer has an authorised share capital of twenty million Euro (€20,000,000) divided into twenty million (20,000,000) ordinary shares of a nominal value of one Euro (€1.00) each and an issued share capital of seventeen million six hundred and ninety-three thousand Euro (€17,693,000) divided into seventeen million six hundred and ninety-three thousand (17,693,000) ordinary shares of a nominal value of one Euro (€1.00) each, being fully paid up and subscribed for, allotted and taken up by TUM Invest, other than two (2) shares which are subscribed for, allotted and taken up by Anthony Fenech. Further details concerning the manner in which the shares in the Issuer are subscribed to are set out in sub-section 14.1 of this Registration Document.

Since its incorporation, the Company has issued one bond, which is currently listed and traded on the Official List of the Malta Stock Exchange.

In June 2019, the Company issued €20,000,000 3.75% secured bonds of a nominal value of €100 per bond, the net proceeds of which were:

- a. used by the Issuer to subscribe to preference shares in TUM Operations and from the capital received by TUM Operations, TUM Operations granted a loan to Easysell for the repayment of the bank loan facilities granted to Easysell for the purpose of developing and finishing the Zentrum Property, refinancing past debts and for financing any outstanding development costs relating to the Zentrum Property for its completion with the balance used for general working capital; and
- b. advanced on loan by the Issuer to TUM Operations, the proceeds of which were used to grant a loan to Center Parc for the purpose of repaying the bank loan facilities granted to Center Parc for the purpose of paying part of the consideration for the purchase of the Center Parc property and further loan facilities granted for the purpose of excavating, developing and finishing the Center Parc property and to finance any development costs relating to the Center Parc property.

Unless previously re-purchased or cancelled, the 2019 Bonds are redeemable at their nominal value on 27 June 2029. Interest on the 2019 Bonds is repayable annually on the 27 June of each year between and including each of the years 2020 and the year 2029 at the rate of 3.75% per annum.

There are no recent events particular to the Issuer which are, to a material extent, relevant to the evaluation of the Issuer's solvency.

### **5.3 TUM Invest**

TUM Invest was duly incorporated and registered under Maltese Law as a private limited liability company on the 16 March 2015 with its registered address at TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi, QRM 9010, Malta and company registration number C 69572. TUM Invest is ultimately beneficially wholly owned by Anthony Fenech holder of Maltese identity card number 0193656M.

TUM Invest's current object is to purchase or sell or by any other title valid at law, acquire immovable property, rights or privileges thereon with the aim of development, construction renovation or otherwise invest in said immovable property as may be deemed to be profitable and in the interests of TUM Invest.

### **5.4 TUM Operations**

TUM Operations was duly incorporated and registered under Maltese Law as a private limited liability company on 1 April 2019 with its registered address at TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi, QRM 9010, Malta and company registration number C 91301. TUM Operations is wholly owned by the Issuer.

TUM Operations' current object is to subscribe for, purchase or otherwise acquire and hold, for and on behalf of TUM Operations, any shares, stocks, bonds, debentures, securities or other obligations of or in any other company, partnership or business carrying out any type of trading activity, or to participate in the management or activities therefore, where the so doing may seem desirable in the interests of TUM Operations.

## **5.5 The Subsidiaries**

### **5.5.1 Easysell**

Easysell was duly incorporated and registered under Maltese Law as a private limited liability company on 5 July 1988 with its registered address at TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi, QRM 9010, Malta and company registration number C 9778. The Issuer through TUM Operations indirectly holds one hundred percent (100%) of the shares in Easysell.

Easysell's current object is to purchase, or sell or by any other title valid at law, acquire immovable property, rights or privileges thereon with the aim of development, construction renovation or otherwise invest in said immovable property as may be deemed to be profitable and in the interests of Easysell. Easysell currently owns inter alia the Zentrum Property and will be assigned ownership of the Independent 2 Property from TUM Properties Limited and will be assigned the promise of sale (POSA) of Ta' Natu Commercial Outlet from TUM Developments. Easysell is the guarantor of the 2019 Bonds.

### **5.5.2 In-Nahal Property Limited**

In-Nahal Property Limited was duly incorporated and registered under Maltese Law as a private limited liability company on 8 April 2024 with its registered address at Zentrum Business Centre, Mdina Road, Qormi, QRM 9010, Malta and company registration number C 108309. The Issuer through TUM Operations indirectly holds one hundred percent (100%) of the shares in In-Nahal Property Limited.

In-Nahal Property Limited's current object is to purchase, or by any other title valid at law, acquire immovable property, rights or privileges thereon with the aim of development, construction, renovation or to otherwise invest in said immovable property as may be deemed to be profitable and in the interests of In-Nahal Property Limited. In-Nahal Property Limited will be assigned the POSA of the In-Nahal Property from TUM Invest.

### **5.5.3 TFL Property Development Limited**

TFL Property Development Limited was duly incorporated and registered under Maltese Law as a private limited liability company on 8 April 2024 with its registered address at Zentrum Business Centre, Mdina Road, Qormi, QRM 9010, Malta and company registration number C 108290. The Issuer through TUM Operations indirectly holds one hundred percent (100%) of the shares in TFL Property Development Limited.

TFL Property Development Limited's current object is to purchase, or by any other title valid at law, acquire immovable property, rights or privileges thereon with the aim of development, construction, renovation or to otherwise invest in said immovable property as may be deemed to be profitable and in the interests of TFL Property Development Limited. TFL Property Development Limited will be assigned the ownership of the Parihja Property and the Geblin Property from TUM Invest and will be assigned the POSA of Ta' Natu Development.

### **5.5.4 San Gwakkinn Limited**

San Gwakkinn Limited was duly incorporated and registered under Maltese Law as a private limited liability company on 4 May 2022 with its registered address at TUM Head Office, Zentrum Business Centre, Mdina Road, Qormi, QRM 9010, Malta and company registration number C 102186. The Issuer through TUM Operations indirectly holds seventy-five percent (75%) of the shares in San Gwakkinn Limited.

San Gwakkinn Limited's current object amongst others is to acquire immovable property, rights or privileges thereon with the aim of development, construction, renovation or otherwise invest in said immovable property as may be deemed to be profitable and in the interests of San Gwakkinn Limited. San Gwakkinn Limited currently owns the San Gwakkinn Property.

### **5.5.5 TUM Developments Limited**

TUM Developments Limited was duly incorporated and registered under Maltese Law as a private limited liability company on 22 January 2018 with its registered address at TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi, QRM 9010, Malta and company registration number C 84520. The Issuer through TUM Operations indirectly holds one hundred percent (100%) of the shares in TUM Developments Limited.

TUM Development Limited's current object is to import, export, trade as a wholesaler, franchisee and retailer for various home goods including amongst other, tools, ironmongery, hardware, building materials to home goods, plumbing materials, bricolage, wall décor, decking and paving, crafts, gardening supplies, outdoor furniture, landscaping materials and home improvement products.

### **5.5.6 Risparmio Casa Malta Limited**

Risparmio Casa Malta Limited was duly incorporated and registered under Maltese Law as a private limited liability company on 22 February 2024 with its registered address at Zentrum Business Centre, Mdina Road, Qormi QRM 9010, Malta and company registration number C 107823. The Issuer indirectly through TUM Operations and TUM Developments Limited holds twenty-five percent (25%) of the shares in Risparmio Casa Malta Limited.

Risparmio Casa Malta Limited's current object amongst others is to carry on the business of manufacturers, merchants (wholesale and retail), industrialists, purchasers, sellers, retailers, suppliers, exporters, importers, distributors, commercial agents, carriers, forwarders of goods, produce, merchandise, articles or commodities of every kind and description and provisions of all kinds.

The Group rents Ta' Natu Commercial Outlet and part of the retail space available from the second phase of development of the Center Parc property to Risparmio Casa Malta (as further described in sub-sections 5.6.2 and 5.6.3 below), with the aim of opening multiple Risparmio Casa outlets across Malta, a major Italian brand specialising in the distribution of home and personal care products.

#### **5.5.7 BBT p.l.c.**

BBT p.l.c. was duly incorporated and registered under Maltese Law as a public company on 7 April 2022 with its registered address at The Watercourse Zone 2, Central Business District, Mdina Road, Birkirkara CBD 2010, Malta and company registration number C 101666. The Issuer through TUM Operations indirectly holds approximately 36.23% of the shares in BBT p.l.c.

BBT p.l.c.'s current object amongst others is to acquire and hold, buy and/or sell shares, preference shares, membership interests, rights, stocks, bonds, debentures, notes, warrants, options, convertible securities or other participations interests in or obligations of any company, partnership or body of persons, carrying out any type of trading activity or business, in any part of the world (whether such shares, interests, rights or other securities be fully paid up or not), and in such manner as may from time to time be determined, and to participate in the management or activities thereof, solely in the name of, for and on behalf of BBT p.l.c. Further details on BBT p.l.c. are set out in sub-section 5.6.3 of this Registration Document.

#### **5.5.8 BBTF Holdings Limited**

BBTF Holdings Limited was duly incorporated and registered under Maltese Law as a private limited liability company on 6 September 2022 with its registered address at The Watercourse Zone 2, Central Business District, Mdina Road, Birkirkara CBD 2010, Malta and company registration number C 103180. The Issuer through TUM Operations indirectly holds 32.38% of the shares in BBTF Holdings Limited.

BBTF Holdings Limited's current object amongst others is to acquire and hold, buy and/or sell shares, preference shares, membership interests, rights, stocks, bonds, debentures, notes, warrants, options, convertible securities or other participations interests in or obligations of any company, partnership or body of persons, carrying out any type of trading activity or business, in any part of the world (whether such shares, interests, rights or other securities be fully paid up or not), and in such manner as may from time to time be determined, and to participate in the management or activities thereof, solely in the name of, for and on behalf of BBTF Holdings Limited. Further details on BBTF Holdings Limited are set out in sub-section 5.6.3 of this Registration Document.

#### **5.5.9 BBT Gozo Fort Limited**

BBTF Gozo Fort Limited was duly incorporated and registered under Maltese Law as a private limited liability company on 9 November 2022 with its registered address at The Watercourse Zone 2, Central Business District, Mdina Road, Birkirkara CBD 2010, Malta and company registration number C 103728. The Issuer through BBTF Holdings Limited and TUM Operations indirectly holds approximately 24.29% of the shares in BBT Gozo Fort Limited.

BBT Gozo Fort Limited's current object amongst others is to purchase, take on lease, emphyteusis or sub-emphyteusis, in exchange or otherwise acquire under any title, and to sell, give on lease, emphyteusis or sub-emphyteusis or in exchange or otherwise dispose of under any title, and to develop, promote, manage and operate or enter into any arrangements whatsoever with any person for the development, promotion, management and operation of, any immovable property or projects or of any rights, privileges and interests connected therewith. Further details on BBT Gozo Fort Limited are set out in sub-section 5.6.3 of this Registration Document.

#### **5.5.10 BBT Logistics Limited**

BBT Logistics Limited was duly incorporated and registered under Maltese Law as a private limited liability company on 25 October 2021 with its registered address at The Watercourse Zone 2, Central Business District, Mdina Road, Birkirkara CBD 2010, Malta and company registration number C 100580. The Issuer through TUM Operations indirectly holds fifty percent (50%) of the shares in BBT Logistics Limited.

BBT Logistics Limited's current object amongst other is to purchase, take on lease, emphyteusis or sub-emphyteusis, in exchange or otherwise acquire under any title, and to sell, give on lease, emphyteusis or sub-emphyteusis or in exchange or otherwise dispose of under any title, and to develop, promote, manage and operate or enter into any arrangements whatsoever with any person for the development, promotion, management and operation of, any immovable property or projects or of any rights, privileges and interests connected therewith. Further details on BBT Logistics Limited are set out in sub-section 5.6.3 of this Registration Document.

## 5.6 Business Overview and Investments

The Group is an offshoot of the Tumas Group of Companies founded in the mid-1990s by Chev. Tumas Fenech. In 2015, Anthony Fenech divested himself of his shares in the Tumas group of companies and formed the Group, which operates in the automotive, property and health care sectors.

The Group directors have been working for the family business for the past 25 years in various capacities managing and spearheading different ventures. Key appointments included directorship at the Valletta Gateway Terminal Limited, CVI Limited which supplied King Long buses to the public transport operator, Easysell, Cars International Limited, Cars International Finance and Property Division Limited of Tumas Group. Experience guides the Group to identify profitable business opportunities for development, redevelopment and commercialisation. In the automotive industry, the Group has worked alongside some of the world's finest brands to open Malta's first motor village, officially representing the brands Maserati, KIA, Jeep, Alfa Romeo, Hyundai, Fiat, Iveco, Leap and others, after establishing itself amongst the most successful and bestselling car importers in Malta. The Group is also involved in the healthcare industry through A.T.G. Company Limited (C 14510) and in traffic management systems through CVA Technology Company Limited (C 37879). With decades of experience, the Group strives to realise the full potential of every asset to benefit the Group, its investors and clients alike.

The Group has been actively pursuing new ventures and opportunities to grow and diversify the business locally and internationally. Today the Group's directors remain focused on directing the Group's ventures to further growth particularly in property development, hospitality, leisure and retail, with such long-term projects ensuring high returns towards guaranteeing long-term sustainability and stability. With regards to real estate, the Group owns various rental properties and is involved in property development across Malta and Gozo both directly and through the BBT Operations (as further described in sub-section 5.6.3 below). The Group is venturing into retail through Risparmio Casa Malta Limited, with the intention to open multiple Risparmio Casa outlets across Malta (as further described in sub-sections 5.6.2 and 5.6.3 below).

The key investments of the Group are as follows:

### 5.6.1 Property Development for Resale Purposes

#### a) Parilja Property

A divided portion of land which is situated within a building scheme for villas/semi-detached, measuring approximately two thousand seven hundred and fifty square metres (2,750m<sup>2</sup>) which area is inclusive of road areas (whether formed or to be formed) adjacent to the said land, which divided portion of land has a facade and access both from Triq il-Parilja as well as from Triq G. F. Agius de Soldanis, in Santa Venera, and which divided portion of land forms part of the field known as Ta' Gianbarbu sive Tal-Barumbara sive Ta' Zonqor sive Taz-Zokrija sive Ta' San Guzepp sive Ta' Sqaq il-Fniek, and was previously indicated as being situated in the limits of Birkirkara. The divided portion of land is bounded on the South in part by Triq il-Parilja and in part by the property of third parties or their successors in title, on the North in part by the extension of Triq G. F. Agius de Soldanis (which is in excavation stage) and in part by property of the Government of Malta, and on the West in part by the property of third parties or their successors in title and on the North-west by the property of unknown third parties, with all its rights and appurtenances including its relative foundations and subterrain and also including its relative overlying airspace. The property has been divided into nine (9) divided plots of land with plots one (1) to four (4), both plots included, having a facade and access from Triq G.F. Agius de Soldanis, plot eight (8) and nine (9) on Triq il-Parilja, and plot five (5), plot six (6) and plot seven (7) on a stepped street, all in Santa Venera. The property with all its rights and appurtenances was sold as free and unencumbered, as better described in the deed of acquisition of Notary Dr Mario Bugeja of the 15 May 2023 and acquired for the amount of *circa* three million Euro (€3,000,000), which acquisition price is to be part re-financed through the Bond Issue net proceeds as set out in section 5.1 of the Securities Note.

The purchase and acquisition of plot five (5), six (6), seven (7) and nine (9) and the development, construction and finishing of such plots were financed through a bank facility with Lombard Bank. The following security was constituted in favour of Lombard Bank:

- (i) A general hypothec over all property in general present and future of TUM Invest for the full amount of the bank facility, but excluded from all effects of this general hypothec are the following properties:
  - (a) the garage named "Blueprint Garage" in Mdina Road, Qormi, bounded on the South by said street, North and West by property of TUM Invest;
  - (b) the garage officially numbered forty-nine (49) and named "Fotocolor" in Tumas Fenech Street, Qormi; and
  - (c) the penthouse forming part of the block named "Sephia" at number thirty-eight letter "A" (38A) in High Street, Sliema;
- (ii) a special hypothec upon the property namely plot five (5), six (6), seven (7) and nine (9) for the amount of the bank facility; and
- (iii) the special privilege competent to the bank in terms of law upon plot five (5), six (6), seven (7) and nine (9).

The divided plot of land is to be developed into eight (8) semi-detached villas up to a shell including the finishings of basements and some facades. Development works commenced in 2023 and are expected to be completed in 2025. Total outstanding development costs on the project are estimated at one million nine hundred and fifty-six thousand Euro (€1,956,000) which development costs will be financed through the Bond Issue net proceeds as set out in section 5.1 of the Securities Note.

Gross revenue is expected to reach *circa* six million four hundred and eighty thousand Euro (€6,480,000). The development is covered by a full development permit (PA/5484/18).

An architect's valuation report has been prepared attributing a market value of four million five hundred and twenty-five thousand two hundred and fifty Euro (€4,525,250) to the property at its current state and six million four hundred and eighty-one thousand two hundred and fifty Euro (€6,481,250) upon completion.

#### b) In-Nahal Property

A POSA has been entered into for the development of a plot of land found in Triq il-Helsien, corner with Triq ix-Xitwa and Triq in-Nahal, Qormi, measuring approximately three thousand nine hundred square metres (3,900m<sup>2</sup>), along with a measurement of land that is still to be determined on an architect's valuation, free and unencumbered with all its rights and appurtenances.

The plot of land is being developed in two phases with plans to develop one hundred and fourteen (114) residential units and one hundred and twelve (112) garages/car spaces along with three (3) terraced houses and nine (9) shops. Development works are expected to commence in Q4 of 2024 and are expected to be completed by September 2027. Total development costs are estimated at *circa* eight million Euro (€8,000,000) while gross revenue is expected to reach thirty-one million seven hundred and twenty-seven thousand Euro (€31,727,000). An application has been filed for a full development permit.

An architect's valuation report has been prepared attributing a market value of eleven million Euro (€11,000,000) to the property at its current state and thirty-one million seven hundred and twenty-seven thousand Euro (€31,727,000) upon completion.

#### c) Ta' Natu Development

A POSA has been entered into for the development of a site of approximately two thousand square metres (2,000m<sup>2</sup>) facing onto Triq l-Gholliq and Triq il-Kostituzzjoni, Mosta, free and unencumbered with all its rights and consists of:

- (i) a property known as the 'farmhouse', accessible from a private field that leads onto Triq il-Kostituzzjoni in Mosta, in the zone of 'Sant' Andrea' including the land behind, measuring around five hundred and sixty-two point zero five square metres (562.05m<sup>2</sup>), with a facade also on Triq l-Gholliq, bounded on the North with the property of Ta' Natu and on the North-west and the South with the properties of third parties, free and unencumbered with all its rights;
- (ii) a house including a garage with the name 'Dorsan' in Triq l-Gholliq, Mosta, bounded on the West with Triq l-Gholliq and on the North and on the South with the property of ta' Natu, free and unencumbered with all its rights;
- (iii) a house including a garage with the name 'Fredvick' in Triq l-Gholliq Mosta, bounded on the West with the street, on the North and on the South with the property of ta' Natu, free and unencumbered with all its rights; and
- (iv) a house numbered four (4) with the name 'St Anna' in Triq l-Gholliq, Mosta, free and unencumbered with all its rights;

The site is to be developed into forty (40) residential units and four (4) floors of underground parking, of which the Group will retain eighteen (18) residential units, twenty-seven (27) stores and sixty-seven (67) car spaces. The development works are expected to commence by Q1 of 2025. Total development costs are estimated at *circa* three million five hundred thousand Euro (€3,500,000). Gross revenue to be generated from the development is expected to reach ten million eight hundred and twenty-eight thousand Euro (€10,828,000). An application has been filed for a full development permit (PA/00729/23).

#### d) Geblin Property

The property consists of:

- (i) A divided portion of land forming part of an area known as 'Tal-Geblin' in Saint Elia Street, San Giljan, measuring approximately one thousand and forty-three point two six square metres (1043.26m<sup>2</sup>) free and unencumbered, bounded on the West with the road, on the North with the property of a third party and on the South with the property of a third party or their successors in title; and
- (ii) A house numbered one hundred and forty-one (141), Birkirkara Hill, San Giljan subject to an annual and perpetual rent of one Euro and seventy-five Euro cents (€1.75), otherwise free and unencumbered, with all rights and appurtenances, including the airspace however excluding the part of the garage on street level.



As better described in the deed of acquisition of Notary Dr Mario Bugeja of the 24 August 2015.

The Group plans to develop six (6) semi-detached villas on the land. Development works are expected to commence in 2024 and are expected to be completed by the end of 2025 and total development costs are expected to reach *circa* one million two hundred thousand Euro (€1,200,000) while gross revenue is expected to reach six million two hundred thousand Euro (€6,200,000). An application has been filed for a full development permit.

An architect's valuation report has been prepared attributing a market value of five million and three thousand Euro (€5,003,000) to the property at its current state and six million two hundred thousand Euro (€6,200,000) upon completion.

## 5.6.2 Property Development for Rental Purposes

### a) Zentrum Property

The Group developed a site consisting of a showroom, office space and adjoining parking facilities in Mdina Road Qormi, known as the Zentrum Business Centre, which is valued at thirty-one million four hundred and forty-five thousand two hundred and ninety-two Euro (€31,445,292). The property was built on a superficial area of seven thousand four hundred and twenty-seven square metres (7,427m<sup>2</sup>), made up of the following, with all their rights and appurtenances with their sub terrain and overlying airspace and with any future improvements and/or developments constructed thereon:

(i) a portion of land measuring approximately one hundred square metres (100m<sup>2</sup>) accessible from Sqaq Barnaw, Qormi, including some unnumbered rooms existing therein, free and unencumbered, bounded on the South, East and South-west by the property of Easysell and on the North-east by the said alley as better described in the deed of acquisition of Notary Dr Mario Bugeja on the 30 October 1996;

(ii) the temporary utile dominium for the period which remains from the original period of one hundred and fifty (150) years which commenced on 4 May 1988 of the building complex, unnumbered, consisting of a showroom in an unnamed service road which runs parallel to Mdina Road, Qormi consisting of a showroom at ground floor level, offices at first floor level, garages at semi-basement level, and a drive-in and parking areas at the front, side and back of the building, as better described in the deed of acquisition of Notary Dr Mario Bugeja on 24 June 1998, measuring approximately three thousand five hundred and forty-four square metres (3,544m<sup>2</sup>), bounded on the South by the said service road, on the East by the property of the successors in title of a third party and on the North by the property of Easysell, constructed on a divided portion of land known as 'Tal-Ghaqba' which property is registered at the Land Registry under property number 06002242;

(iii) the land accessible from Sqaq Ta' Barnaw, Qormi measuring approximately one thousand nine hundred and seventy-three square metres (1,973m<sup>2</sup>), known as Ta' Barnaw registered at the Land Registry under property number 06000140 bounded on the North and North-east by the said alley, South by the existing building forming part of the Zentrum property and West by the property of Easysell, free and unencumbered from ground rents, burdens and servitudes, as better described in the deed of acquisition of Notary Dr Mario Bugeja on the 24 June 1998;

(iv) the temporary utile dominium for the period which remains of the original one hundred and fifty (150) years which commenced on 4 May 1988 of two (2) portions of land numbered four (4) and (5) measuring approximately five hundred and seventeen square metres (517m<sup>2</sup>) which land is known as Tal-Ghaqba accessible from Mdina Road, Qormi as better described in the deed of acquisition in the records of Notary Dr Mario Bugeja on the 26 October 1998. The said property is registered with the Land Registry under property number 06000142;

(v) the temporary utile dominium for the period which remains of the original one hundred and fifty (150) years which commenced on 4 May 1988 of three (3) adjacent garages unnamed and unnumbered situated in Mdina Road, Qormi as better described in the deed of acquisition in the records of Notary Dr Mario Bugeja of the 24 August 2015, measuring approximately eight hundred and eighteen square metres (818m<sup>2</sup>), bounded being contiguous on the South by the said street, and on the North and West by the property of Easysell;

(vi) a part of the complex of buildings on that portion of land, measuring approximately four hundred and seventy-five square metres (475m<sup>2</sup>) bordering on the South by a service road running parallel to Mdina Road, Qormi, and on the North and West by the property of Easysell, free and unencumbered as better described in a deed of acquisition in the records of Notary Dr Mario Bugeja on the 14 May 2019.

The property has a leasable area of sixteen thousand four hundred and thirty-five square metres (16,435m<sup>2</sup>). The property is split into two buildings, the first building houses the original KIA showroom and adjoining offices which were constructed and finished in 1986 and the second building, which is adjacent to the first building, consists of six (6) floors of underground parking, a showroom at ground floor and two (2) overlying floors of office space.

The property is currently rented out to Motors Inc. Limited (C 75758), being the primary tenant of the property, covering an area of eleven thousand four hundred square metres (11,400m<sup>2</sup>), of which two thousand square metres (2,000m<sup>2</sup>) relate to parking, and is responsible for sixty-two percent (62%) of the annual rental income, and to

various Government owned entities under long term agreements and is presently generating *circa* one million, seven hundred and thirty-two thousand Euro (€1,732,000) in rental income per annum, subject to any adjustments as may be agreed to with tenants and the property is pledged as security against the existing 2019 Bond. The Zentrum Property is encumbered by virtue of a special hypothec registered in favour of the Security Trustee as trustee of the Tum Finance Security Trust, specifically to secure the Issuer's obligations relating to the 2019 Bonds.

#### b) Independent 2 Property

The Group is developing the property measuring approximately nine hundred and sixty-one square metres (961m<sup>2</sup>) on a site made up of the following:

(i) a house numbered two hundred and fifty-six (256) along with the roof and airspace, a garage numbered two hundred and fifty-seven (257), a garage numbered one hundred and thirty-three (133), a house numbered two hundred and fifty-nine (259) and divided portions of a garage numbered one hundred and twenty-nine (129) on Triq Birkirkara, St. Julians, as better described in the deeds of acquisition of Notary Dr Peter Fleri-Soler of the 21 November 2017.

(ii) a house numbered one hundred and thirty-four (134) and garage numbered one hundred and thirty-five (135) accessible from Triq Sir Joseph Carbone, St. Julians as better described in the deed of acquisition of Notary Dr George Spiteri Debono of the 3 May 2022. The acquisition of the property was part financed and the construction costs were financed through a bank facility with BNF Bank. The following security was constituted in favour of BNF Bank:

- a. a first general hypothec for the amount of the bank facility covering TUM Properties Limited's present and future assets;
- b. a first special hypothec for the amount of the bank facility by TUM Properties Limited; and
- c. a special privilege for the maximum allowable amount by law over the property and all developments thereon, excluding apartments three (3) and four (4) and including the right of passage and common areas to the basement.

The property was acquired for an acquisition cost of *circa* two million seven hundred and ninety-nine thousand and sixty-three Euro (€2,799,063), which acquisition costs are to be part re-financed from the Bond Issue net proceeds as set-out in section 5.1 of the Securities Note.

The development is covered by full development permits (PA/08420/18 and PA/03302/19). The Group intends to rent the property as a retail outlet, therefore, an application is to be filed for an amendment to the existing permit to provide for a change of use of the relative part of the development from Class 4A offices to a Class 4B retail outlet. If such application is not granted, the Group will rent the property as an office space.

The fit-out/finishing costs for the property are expected to amount to two hundred and two thousand Euro (€202,000) with an intended opening in Q2 of 2025.

#### c) Ta' Natu Commercial Outlet

A POSA has been entered into to acquire the property in Triq il-Kostituzzjoni and Triq il-Gholliq, Mosta, measuring approximately one thousand one hundred and forty-nine square metres (1,149m<sup>2</sup>), and includes the underlying land. It is bounded from the North-west with Triq il-Kostituzzjoni, from the West with Triq l-Gholliq and from the South with the property of a third party, free and unencumbered with all its rights.

The final contract is expected to be signed by Q1 of 2025 for the acquisition price of *circa* two million two hundred and fifty thousand Euro (€2,250,000) in addition to two (2) finished penthouses in the adjoining property development, which balance of the acquisition cost is to be financed by the Bond Issue net proceeds as set out in section 5.1 of the Securities Note.

The Group refurbished the property which is rented to Risparmio Casa Malta Limited and has been operational since August 2024. Total fit out costs amount to *circa* seven hundred thousand Euro (€700,000) and which fit-out costs are to be financed from the Bond Issue net proceeds as set-out in section 5.1 of the Securities Note.

The property is expected to generate *circa* two hundred thirty thousand Euro (€230,000) rent per annum. The development is covered by a full development permit (PA/00464/09).

#### d) San Gwakkın Property

A portion of land known as "Ta' San Gwakkın", situated in Triq L-Intornjatur which abuts onto Triq in-Negozju, Mriehel, limits of Birkirkara/Qormi, measuring approximately three thousand four hundred and twenty-nine square metres (3,429m<sup>2</sup>) and which consists of several portions of contiguous lands, free and unencumbered with all their rights and appurtenances, namely:

(i) three (3) developable plots of land measuring approximately two thousand seven hundred and seven square metres (2,707m<sup>2</sup>) including delapidated rooms existing thereon, nineteen square metres (19m<sup>2</sup>) and one hundred and thirty-six square metres (136m<sup>2</sup>); and

(ii) three (3) portions of non-developable land measuring approximately fifty-one square metres (51m<sup>2</sup>), three hundred and seventy-three square metres (373m<sup>2</sup>) and one hundred and forty-three square metres (143m<sup>2</sup>) all of which are reserved for the formation of said Triq l-Intornjatur.

As better described in the deed of acquisition of Notary Dr Mario Bugeja of the 27 November 2023.

Part of the price of the property and the construction and finishing works of the property being developed were financed through a bank facility with APS Bank. The following security was constituted in favour of APS Bank:

- (a) a general hypothec over all property present and future of San Gwakkinn Limited for the amount of the bank facility;
- (b) a special hypothec over the divided portion of land for the amount of the bank facility; and
- (c) a special privilege over the divided portion of land for the amount of the bank facility.

The site is currently being developed into a showroom, overlying offices and parking facilities. Development works on the project commenced in 2023 and are expected to be completed by 2025. Total development costs are estimated at sixteen million two hundred thousand Euro (€16,200,000), including five million Euro (€5,000,000) in land acquisition costs, of which seven million three hundred thousand Euro (€7,300,000) have already been paid. The property is expected to generate *circa* one million six hundred and seventy-five thousand Euro (€1,675,000) in rental income per annum increasing by two percent (2%) per annum based on signed lease agreements. Rental agreements have been secured with various third parties for ninety percent (90%) of the ten thousand five hundred and eighty-six square metres (10,586m<sup>2</sup>) leasable space available. The development is covered by a full development permit (PA/08985/21).

An architect's valuation report has been prepared attributing a market value of fifteen million five hundred and fifty-three thousand seven hundred and fifty Euro (€15,553,750) to the property at its current state and twenty-six million five hundred and twenty-four thousand seven hundred and fifty Euro (€26,524,750) upon completion.

### 5.6.3 BBT Operations

The BBT Group owns a diverse portfolio of investment properties with the ultimate objective being to own property to generate annual rental income and realise long term value growth:

#### a) BBT p.l.c.

In Q1 of 2023, TUM Operations, together with other third-party investors, contributed a portfolio of investment property holdings into a consolidated group (BBT p.l.c.), with the aim of generating annual rental income and long-term capital growth. TUM Operations' share in BBT p.l.c., reflects the contribution of its shareholding in Center Parc and further capital contributions advanced to BBT p.l.c. as part of the transaction.

At inception, the properties contributed to BBT p.l.c. had an estimated value of ninety-one million four hundred thousand Euro (€91,400,000) which after deducting debt implied an equity value of sixty-eight million nine hundred thousand Euro (€68,900,000). TUM Operations together with another shareholder elected to capitalise seven million Euro (€7,000,000) and five million Euro (€5,000,000) due to them respectively in BBT p.l.c. which increased the implied equity of BBT p.l.c. to eighty five million nine hundred twenty nine thousand Euro (€85,929,000). TUM Operations' investment in BBT p.l.c. is valued at thirty one million one hundred thirty two thousand Euro (€31,132,000).

The property investments owned by BBT p.l.c. include the Center Parc property in Qormi, a major retail destination in Qormi with ten thousand three hundred and ninety-seven square metres (10,397m<sup>2</sup>) of leased retail area and an additional development potential of seven thousand four hundred and ninety-six square metres (7,496m<sup>2</sup>), which is currently being developed as part of the second phase of the development of the Center Parc property. The first phase of the development of the Center Parc property has been fully occupied and in operation since October 2019 and the second phase of the development is expected to be completed by March 2025.

The Center Parc property has secured rental agreements with third party tenants for all of the 10,397m<sup>2</sup> available from the first phase of development. Rental agreements for all of the additional retail space to be available from the second phase of development have also been secured, the majority of which have been entered into with the Group for a leased area of *circa* five thousand five hundred square metres (5,500m<sup>2</sup>). A part of this said leased area will, in turn, be sub-leased by TUM Developments Limited to Risparmio Casa Malta Limited to house Risparmio Casa's flagship outlet in Malta. Total fit out costs of the Risparmio Casa outlet are expected to amount to two million Euro (€2,000,000), which fit-out costs are to be part-financed from the Bond Issue net proceeds as set-out in section 5.1 of the Securities Note. The remaining fit-out costs will be part-financed from bank facilities. The Risparmio Casa outlet is expected to open in Q2 of 2025.



Other property investments owned by BBT p.l.c. include the Watercourse property in Mriehel, Burmarrad commercials site in Burmarrad; and Hotel VIU57 in Mellieha.

Through its wholly owned subsidiary, Tum Operations, the Issuer indirectly holds 42,542 Ordinary A Shares, having a nominal value of EUR1.00 per share, all fully paid up, in the issued share capital of BBT P.l.c. as indicated in the Valuation Report, the value of the 42,542 Ordinary A Shares in BBT P.l.c. amounts to *circa* EUR31,132,000 and accordingly, the value of the BBT Pledged Shares, which represents 20.37% shareholding of BBT p.l.c., amounts to *circa* EUR17,500,000, which shares shall form the entirety of the Collateral as described in section 5.5.1 of the Securities Note.

#### b) BBTF Holdings Limited and BBT Gozo Fort Limited

BBTF Holdings Limited has set up BBT Gozo Fort Limited, together with another third-party investor, to acquire and develop the remaining development areas of the Fort Chambray site in Gozo. BBT Gozo Fort Limited has plans to develop the site into one hundred and six (106) residential apartments, fifty-one (51) serviced apartments and a seventy-three (73) room hotel. The initial acquisition has been financed through a five million Euro (€5,000,000) shareholder loan from BBT p.l.c. The project is expected to be bank financed with no further capital support expected to be required from its shareholders, other than possible short-term contributions from BBT p.l.c.

#### c) BBT Logistics Limited

BBT Logistics limited owns the twenty-four thousand square metre (24,000m<sup>2</sup>) Edible Oil site in Marsa, which is expected to be developed into a new commercial hub. The proposed development will be primarily composed of industrial storage space, complemented with a showroom and office space situated along the site having direct access to the public road.

Part of the proceeds of the Bond Issue shall be utilised to finance the acquisition costs and development costs in connection with the Parilja Property, acquisition costs and fit-out costs in connection with Ta' Natu Commercial Outlet, the fit-out costs in connection with the Risparmio Casa outlet to be located at the Center Parc property and the acquisition costs of the Independent 2 Property, as set out in sub-section 5.1 of the Securities Note.

## 6. HISTORICAL FINANCIAL INFORMATION

The historical financial information relating to the Issuer for the periods ended 31 December 2021 and 31 December 2022 have been audited by Ernst & Young Malta Limited and for the period ended 31 December 2023 have been audited by Grant Thornton Limited and, together with the respective auditor's reports thereon, are available for inspection as set out in section 19 of this Registration Document, is incorporated by reference, and may be accessed on the Issuer's website [www.tumfinance.com](http://www.tumfinance.com). There have been no significant adverse changes to the financial or trading position of the Issuer since the end of the financial period to which the last audited financial statements relate.

The financial statements of the Issuer have been drawn up in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, and have been properly prepared in accordance with the Act.

The table below provides a cross-reference list to key sections of the financial statements of the Issuer for the financial years ended 31 December 2021, 31 December 2022 and 31 December 2023, as well as the financial period ended 30 June 2024:

	Page number in Annual Report Financial year ended 31 December 2021	Page number in Annual Report Financial year ended 31 December 2022	Page number in Annual Report Financial year ended 31 December 2023	Page number in interim statements Period ended 30 June 2024
<b>Independent Auditors' Report</b>	55 – 63	59 – 67	51 – 57	N/A
<b>Statement of Financial Position</b>	16 – 17	16 – 17	15	6 – 7
<b>Income Statement</b>	15	15	14	5
<b>Statement of Cash Flows</b>	20	20	17	10 – 11
<b>Notes to Financial Statements</b>	21 – 54	21 – 58	18 – 50	12 – 19

Furthermore, the Issuer hereby confirms that there has been no material change or recent development which could adversely affect potential investors' assessments in respect of the Bonds, other than the information contained and disclosed in the Prospectus.

## 7. OPERATING AND KEY FINANCIAL REVIEW

The financial information included below is extracted from the audited financial statements of the Issuer for the financial years ended 31 December 2021, 2022, and 2023.

### TUM FINANCE PLC STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER

€'000	2021 Audited	2022 Audited	2023 Audited	2023 Interim	2024 Interim
<b>Revenue</b>	3,533	3,746	3,693	931	2,428
Administrative expenses	(865)	(917)	(641)	(358)	(363)
<b>Gross Profit</b>	<b>2,668</b>	<b>2,829</b>	<b>3,052</b>	<b>573</b>	<b>2,065</b>
Finance income	112	39	14	-	33
Finance costs	(802)	(841)	(855)	(424)	(412)
Gain on loan extinguishment	-	-	-	143	-
Share in profit/(loss of associate)	-	(89)	(114)	131	209
<b>Profit / (loss) before taxation</b>	<b>1,978</b>	<b>1,939</b>	<b>2,097</b>	<b>423</b>	<b>1,895</b>
Income tax	(529)	(533)	(395)	(207)	(228)
Profit from discontinued operations	-	-	3,648	3,648	-
<b>Profit for the period</b>	<b>1,449</b>	<b>1,406</b>	<b>5,350</b>	<b>3,864</b>	<b>1,667</b>

Source: Audited financial statements

During the period under review, the Issuer's primary activity related to the rental of a commercial property portfolio composed of the Zentrum Property and the Center Parc property which properties were owned and controlled by the Subsidiaries.

In June 2023, the Group exchanged its 75% shareholding in Center Parc for shares in BBT p.l.c.. The shares issued by BBT p.l.c. in favour of the Issuer reflected the fair value of the 75% shareholding in Center Parc resulting in the Issuer realising a €3.1m gain from the disposal of a subsidiary. The gain on the disposal of Center Parc together with the consolidated operating activity of Center Parc for the first 6 months of 2023 was recognised under profit from discontinued operations.

2023 revenue primarily consisted of €1.8m in rental income generated from the Zentrum Property which is rented to various tenants under long term agreements. Approximately 62% of FY23 rental income was generated from the rental of a showroom and garage space to Motors Inc. Limited, a company in which the parent of the Issuer holds a 33.33% shareholding interest in. The Issuer also recognised a further €145k in revenue from cost recharges to tenants.

The remaining revenue was generated from (i) the gain on disposal of Hotel VIU57 which was transferred to the Issuer by its parent at cost during the year and resold to BBT p.l.c at fair value during the year, and (ii) a gain on bargain purchase reported following the transfer of shares in Center Parc to BBT p.l.c. as the transfer value reported was lower than the fair value of shares issued by BBT p.l.c. in favour of the Issuer.

Administrative expenses predominantly consist of water & electricity costs, salaries and wages, and professional fees while finance costs relate to the annual interest expenses incurred on the existing €20.0m bond and other interest costs due on related party balances.

The share of profit from associates reflects the share of net losses reported by the BBT subgroup. BBT p.l.c. commenced operations in June 2023, with losses reported in 2022 and 2023 primarily driven by professional costs incurred in connection with the implementation of the BBT structure.

**TUM FINANCE PLC**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER**

€'000	Dec-21 Audited	Dec-22 Audited	Dec-23 Audited	Jun-24 Interim
Investment property	64,954	65,406	30,500	30,703
Property, plant and equipment	73	118	8,567	12,565
Investment in associates	-	3,774	29,619	30,968
Loans due from related parties	-	-	325	370
Goodwill	-	-	-	346
<b>Total non-current assets</b>	<b>65,027</b>	<b>69,298</b>	<b>69,011</b>	<b>74,952</b>
Due from related parties	1,722	1,653	4,816	2,487
Trade and other receivables	348	283	262	732
Cash and cash equivalents	616	105	846	901
Tax recoverable	160	184	155	14
<b>Total current assets</b>	<b>2,846</b>	<b>2,225</b>	<b>6,078</b>	<b>4,134</b>
<b>Total assets</b>	<b>67,873</b>	<b>71,523</b>	<b>75,089</b>	<b>79,087</b>
Share capital	17,693	17,693	17,693	17,693
Retained earnings	12,796	13,984	19,251	12,085
Capital contribution	2,456	3,916	3,916	2,379
Other reserve	543	543	543	9,392
<b>Equity att. to owners of parent</b>	<b>33,488</b>	<b>36,135</b>	<b>41,403</b>	<b>41,549</b>
Non-controlling interests	3,909	4,624	(10)	(15)
<b>Total equity</b>	<b>37,397</b>	<b>40,759</b>	<b>41,393</b>	<b>41,534</b>
Deferred tax liability	5,755	5,751	3,031	3,031
Bank loan	-	-	5,216	7,851
Loans due to related parties	-	1,200	1,756	1,756
Lease liabilities	192	192	192	202
Debt securities in issue	19,616	19,658	19,703	19,740
<b>Total non-current liabilities</b>	<b>25,562</b>	<b>26,802</b>	<b>29,898</b>	<b>32,580</b>
Trade and other payables	1,513	1,350	753	992
Debt securities in issue	390	440	391	53
Amounts due to related parties	2,183	1,268	2,277	3,473
Tax payable	828	905	376	455
<b>Total current liabilities</b>	<b>4,914</b>	<b>3,963</b>	<b>3,797</b>	<b>4,973</b>
<b>Total equity and liabilities</b>	<b>67,873</b>	<b>71,523</b>	<b>75,089</b>	<b>79,087</b>

Source: Audited financial statements

As at 31 December 2023, the Issuer's total assets amounted to €75.1m, the majority of which was backed by real estate investment. The decrease in investment property between Dec22 and Dec23 of €34.9m was driven by the derecognition of the Center Parc property following the transfer of the 75% shareholding in Center Parc to BBT p.l.c., which investment is accounted for as an investment in associate. Following the exchange of shares, the Issuer reported an increase of €25.8m in investment in associates reflecting the fair value of equity attributed to the 75% shareholding in Center Parc transferred to BBT p.l.c. plus a further €7.0m receivable from Center Parc which was capitalised in BBT p.l.c.. Property, plant and equipment predominantly relates to the land cost and development works undertaken on the San Gwakkin Property up to December 2023, which property is currently being developed into office space and a showroom for long term rental.

The Issuer's amounts due from related parties as at 31 December 2023 include a €3.2m receivable from BBT p.l.c. following the transfer of the Hotel VIU57. €1.75m of the balance outstanding was settled in cash in 2024 with the remaining balance capitalised for additional shares in BBT p.l.c. The remaining balance is unsecured and repayable on demand, except for a €325k loan that bears interest at 3.75% p.a. and is repayable in June 2029.

The debt exposure of the Issuer is primarily driven by the €20m existing bonds in issue (reported net of bond issue costs), plus a €11.5m bank facility advanced by APS Bank to part finance the San Gwakkin Property of which €5.2m was utilised by December 2023. The issuer also has a €1.8m balance outstanding to related parties following the acquisition of the Hotel VIU57. This related party balance incurs no interest but is repayable in 2029.

Deferred tax liabilities have been recognised on the revaluation of the investment property and relate solely to deferred tax recognised on the Zentrum Property. As the Issuer's business model is to retain investment property for long-term income and capital gain this tax liability is not expected to be realised unless a disposal of the property is made. Trade and other payables include a €0.5m balance due to contractors undertaking development work on the San Gwakkin Property, with the remaining balance reflecting normal trade payable balances.

Total equity of the Issuer attributed to shareholders amounted to €41.4m as at December 2023. The movement in non-controlling interest was driven by the derecognition of Center Parc from the consolidation with the remaining balance reflecting the 25% minority interest retained by third parties in San Gwakkin Limited.

## TUM FINANCE PLC STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER

€'000	2021 Audited	2022 Audited	2023 Audited	2023 Interim	2024 Interim
Net cash used in operating activities	1,807	1,948	6,087	1,138	2,297
Net cash used in investing activities	(665)	(1,746)	(9,790)	(183)	(4,122)
Net cash used in financing activities	(757)	(713)	4,451	5,053	1,881
<b>Net movement in cash and equivalents</b>	<b>384</b>	<b>(510)</b>	<b>749</b>	<b>6,008</b>	<b>56</b>
Cash and cash equivalents at beginning of year	231	616	105	105	846
Cash and equivalents in disposal group	-	-	(8)	-	-
<b>Cash and cash equivalents at end of year</b>	<b>616</b>	<b>105</b>	<b>846</b>	<b>6,113</b>	<b>902</b>

Source: Audited financial statements

Cash flow from operations primarily reflect cash inflows from the rental of the Zentrum Property and Center Parc property, net of costs and movement in working capital balances. Cash flow from operations in 2023 was negatively impacted due to the non-consolidation of the Center Parc operations following the transfer to BBT in June 2023 but positively impacted by a €6.0m payment by BBT p.l.c. to the Issuer to settle the outstanding balance from Center Parc to the Issuer following the share for share exchange and the partial capitalisation of €7.0m of the balance outstanding.

Net cash flows used in investing activities related to property acquisitions and investments in associates over the period. The investment in 2023 is predominantly driven by the land acquisition cost and development works on the San Gwakkin Property which were part financed through the APS loans facility. Net cash used in financing activity also includes bond interest payments.

The audited financial statements are available on the Issuer's website ([www.tumfinance.com](http://www.tumfinance.com)) and are also available for inspection at its registered office as set out in section 19 of this Registration Document.

## 8. TREND INFORMATION

There has been no material adverse change in the prospects or in the financial or trading position of the Issuer since the date of publication of its interim financial statements for the period ended 30 June 2024. The Issuer is dependent on the business prospects of the Group and, therefore, the trend information relating to the members of the Group has a material effect on its financial position and prospects.

As at the time of publication of this Registration Document, the Issuer considers that generally it shall be subject to the normal business risks associated with the business and industries in which the Group is involved and operates, and, barring unforeseen circumstances, does not anticipate any trends, uncertainties, demands, commitments or events outside the ordinary course of business that could be considered likely to have a material effect on the upcoming prospects of the Group and its business, at least with respect to the current financial year. However, investors are strongly advised to carefully read the risk factors in the Prospectus.

An overview of the most significant recent trends affecting the Group and the market in which the Group operates is provided below.

### 8.1 General Market Conditions

The Group is subject to general market and economic risks that may have a significant impact on its current and future property developments and their timely completion within budget and their profitable operation. These include factors such as the health of the local property market, inflation and fluctuations in interest rates, exchange rates, property prices and rental rates. In the event that general economic conditions and property market conditions experience a downturn, which is not contemplated in the Group's planning during development, this shall have an adverse impact on the financial condition of the Group and may therefore affect the ability of the Issuer to meet its obligations under the Bonds.

### 8.2 Economic Update

In 2023, real GDP growth reached 5.6%, which is higher than the 4% projected in Autumn. The economy showed strong growth in both private consumption and exports as a result of higher tourism flows and the population increase. Indeed, tourism rebounded to pre-pandemic levels in 2023 while tourist arrivals in the first two months of 2024 increased by more than 26%, although tourist expenditure was somewhat more moderate. Moreover, the estimated total population of the Maltese islands stood at approximately 563,443 at the end of 2023, an increase of 3.9% when compared to the previous year. Malta's economy also continues to benefit from a low pass-through of monetary policy to retail interest rates and government initiatives that have maintained energy prices at 2020 levels.

In 2024, real GDP is forecast to grow at a slower pace and reach 4.6%. While growth was primarily driven by net exports in 2023, domestic demand is expected to be the main driver of growth in 2024. Private consumption is maintaining a brisk pace of growth and there are expectations for a gradual recovery in private investment. Similarly, construction investment is expected to stabilise and recover moderately following a significant decline in 2023, with growth projected at 2.5% in 2024 and 3.9% in 2025.

Harmonised Index of Consumer Prices (HICP) inflation fell significantly from 5.6% in 2023 to 2.3% in 2024, reflecting the unexpected rapid drop experienced in the initial months of 2024 and dipping below the euro area average in May. HICP excluding energy and food remained firmly below the euro area average, which stood at 2.9%. Meanwhile, according to the Retail Price Index (RPI), inflation dropped to 1.5% in June 2024, the lowest rate since June 2021, primarily due to a drop in food inflation while energy prices remain unchanged due to Maltese Government intervention.

The NSO's Property Price Index (PPI), which is based on actual transactions involving apartments, maisonettes and terraced houses, continued to increase in annual terms, primarily driven by developments in the Apartments Price Index. Indeed, the PPI increased by 6.7% between the first quarter of 2024 and the corresponding quarter of 2023.

The Group's long-term strategy is to focus on acquiring commercial property for long term rental purposes, acquiring vacant sites for redevelopment into residential units for resale; and realising profits and capital gains from its direct and indirect property investments.

In the near term, the Group will be principally focused on completing the Parilja Property, In-Nahal Property, Geblin Property and Mosta property developments, which are earmarked for resale. At the same time, the Group will direct resources towards the completion of the San Gwakkın Property, Independent 2 Property and Ta' Natu commercial properties, with approximately 90% of the leasable area within San Gwakkın Property already under lease agreements.

The Directors are optimistic on the health of the property markets in Malta, which opinion is based on the assumption that the general economy and disposable income remain positive. Continued demand for properties in new real estate projects driven by the ever-increasing population in Malta support current property prices notwithstanding the rise in the number of developments undertaken in the last few years and others which are due to commence in the near term. This further enhances the Group's confidence in the market.

## 9. SECURITY TRUSTEE

Security for the fulfilment of the Issuer's obligations in terms of the Bond Issue is to be granted in favour of the Security Trustee for the benefit of Bondholders, by way, *inter alia*, of the granting of the Collateral as described in further detail in sub-section 5.5 of the Securities Note. The security shall be constituted in favour of the Security Trustee for the benefit of all Bondholders from time to time registered in the Central Securities Depository of the Malta Stock Exchange. The Collateral will be vested in the Security Trustee for the benefit of the Bondholders in proportion to their respective holding of Bonds.

## 10. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

### 10.1 The Issuer

#### 10.1.1 Executive and Non-Executive Directors

The Memorandum of Association of the Issuer provides that the business and affairs of the Issuer shall be managed and administered by a Board of Directors to be composed of not less than three (3) and not more than six (6) Directors.

The Board of Directors is vested with the management of the Issuer, and their powers of management and administration emanate directly from the Memorandum and Articles of Association and the law. The Directors have the power to transact all business of whatever nature not expressly reserved by the Memorandum and Articles of Association to be exercised by the Issuer in general meeting or by any provision contained in any law for the time being in force.

Amongst other things, the Board of Directors has the power to borrow or raise money or secure the payment of money, and in conjunction with or independently therefrom, to charge or hypothecate the property of the Issuer or any part thereof for any debt or liability or obligation of the Issuer, without limitation.

The Directors are appointed by ordinary resolution of the Issuer and the Directors other than the managing Director shall retire from office every three years but retiring Directors shall be re-eligible for appointment. They can also be removed by ordinary resolution.

Decisions taken by the Directors are decided by simple majority. Each Director shall have one (1) vote and in case of an equality of votes, the chairperson has a casting vote.

The Issuer has three (3) employees and most of the day-to-day business of the Issuer has been delegated to the Group and its employees. Silvan Fenech and Matthew Fenech shall be responsible for overseeing, supervising and managing the day-to-day operations and to then report to the Independent Non-Executive Directors. The Independent Non-Executive Directors are in turn entrusted with providing the Issuer direction and strategy, monitoring and supervising its performance and ensuring that controls and risk management systems are in place. Stanley Portelli will generally oversee good governance and regulatory compliance, whilst Mario Vella and William Wait will oversee financial matters.

In line with generally accepted principles of sound corporate governance, at least one of the Directors shall be a person independent of the Group.

None of the Directors have been:

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

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

#### 10.1.2 Directors' Service Contracts

Stanley Portelli, Mario Vella and William Wait, the Independent Non-Executive Directors of the Issuer, have a service contract with the Issuer.

### 10.1.3 Aggregate Emoluments of Directors

Pursuant to the Issuer's Memorandum and Articles of Association, the aggregate remuneration of the Board of Directors or any increase thereof, to be paid to the Board of Directors has to be approved by the Issuer in general meeting following notice of the proposed remuneration or increase thereof. The Directors shall also be entitled to reimbursement of all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or general meetings of the Issuer or in connection with the business of the Issuer.

During the financial year ended 31 December 2023, the Directors received emoluments amounting in total to €36,000 (2022: €36,000)

### 10.1.4 Loans to Directors

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

### 10.1.5 Removal of Directors

In terms of the Issuer's Articles of Association, the Directors may be removed by an ordinary resolution and the Directors other than the managing director shall retire from office every three years. All retiring Directors shall be re-eligible for appointment. The Directors of the Issuer currently in office are expected to remain in office at least until the next Annual General Meeting of the Issuer.

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

### 10.1.6 Powers of Directors

The Directors have the power to transact all business of whatever nature not expressly reserved by the Memorandum and Articles of Association to be exercised by the Issuer in general meeting or by any provision contained in any law for the time being in force.

In accordance with the Issuer's Articles of Association, the Board of the Issuer may borrow or raise money or secure the payment of money and in conjunction with or independently therefrom to charge or hypothecate the property of the Issuer or any part thereof for any debt, liability or obligation of the Issuer, and this without any limitation whatsoever and to do all such other matters on behalf of the Issuer as are not by the Issuer's Articles of Association or by the Act reserved to the general meeting.

### 10.1.7 Employees

As at the date of the Prospectus, the Issuer has three (3) employees. As at 31 December 2023, the average number of persons employed with the Issuer amounted to one (1) (2022: one (1)).

## 10.2 Working Capital

As at the date of this Registration Document, the directors of the Issuer are of the opinion that working capital available to the Issuer, is sufficient for the attainment of its objects and the carrying out of their respective business for the next 12 months of operations. The proceeds from the Bond Issue have been taken into account when providing said clean working capital statement; said clean working capital statement would still apply if the proceeds from the Bond Issue were not so included in the calculation of working capital.

## 10.3 Conflict of Interest

Members of the ultimate beneficial owner's family, as well as the ultimate beneficial owner himself, are present on the board of directors of several entities within the Group. Silvan Fenech and Matthew Fenech are directors on the board of directors of all members in the Group. Anthony Fenech, the ultimate beneficial owner, is a director of the Issuer, TUM Operations and Easysell. All three (3) members of the family compose the board of directors of TUM Invest. The Executive Directors of the Issuer are susceptible to conflicts between the potentially divergent interests of the Group.

Conflicts may further arise given the lender-borrower relationship subsisting between the Company and TUM Operations and with its indirect subsidiaries, Center Parc and Easysell, respectively.

Conflicts may also arise in respect of the Zentrum Property owned by Easysell, given that the Issuer uses part of such property as its registered office.



The Audit Committee of the Issuer has the task of ensuring that any such potential conflicts of interest relating to the Directors are handled in the best interest of the Issuer.

A director of the Issuer or other Group companies shall not vote and shall not be taken into account for the purpose of forming a quorum, in respect of any contract or arrangement or other proposal in which he/she has a material interest.

All directors also have a general duty to ensure their personal interests do not conflict with those of the company they serve.

To the best knowledge of Issuer, no other potential conflicts of interest exist between any duties owed by members of the Board of Directors of the Issuer, and/or other Group companies' and/or senior management and the private interests and/or duties of such persons.

## 11. AUDIT COMMITTEE PRACTICES

The Audit Committee is a sub-committee of the Board and fulfils an oversight role in connection with the quality and integrity of the Company's financial statements. The Board of Directors delegates certain specific responsibilities to the Audit Committee and has formally set out terms of reference governing the scope of its composition, role, functions, powers, duties and responsibilities, as well as the procedures and processes to be complied with in its activities.

The over-arching objective of the Audit Committee is that of assisting the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal controls, the audit process and the process for monitoring compliance with applicable laws and regulations. The Audit Committee is expected to deal with and advise the Board on issues of financial risk, control and compliance, and associated assurance of the Company, including:

- i. ensuring that the Issuer adopts, maintains and, at all times, applies appropriate accounting and financial reporting processes and procedures;
- ii. monitoring of the audit of the Issuer's management and annual accounts;
- iii. facilitating the independence of the external audit process and addressing issues arising from the audit process and ensuring good communication between internal and external audit activities, as applicable;
- iv. reviewing of the systems and procedures of internal control implemented by management and of the financial statements, disclosures and adequacy of financial reporting;
- v. making of recommendations to the Board in relation to the appointment of the external auditors and the approval of the remuneration and terms of engagement of the external auditors, following the relative appointment by the shareholders in the annual general meeting;
- vi. monitoring and reviewing of the external auditors' independence and, in particular, the provision of additional services to the Issuer;
- vii. ensuring that the Issuer, at all times, maintains effective financial risk management and internal financial and auditing control systems, including compliance functions; and
- viii. assessing any potential conflicts of interests between the duties of Directors and their respective private interests, or their duties and interests unrelated to the Issuer.

In addition, the Audit Committee has the role and function of 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, on a commercial basis and ultimately in the best interests of the Issuer.

The Audit Committee is made up entirely of Non-Executive Directors, all of whom are deemed to be independent of the Company. Audit Committee members are appointed for as long as they remain Independent Non-executive Directors, unless terminated earlier by the Board. Mario Vella, an Independent, Non-Executive Director of the Issuer, acts as Chairperson, whilst Stanley Portelli and William Wait act as members of the Audit Committee. In compliance with the Capital Markets Rules, Mario Vella and William Wait are considered to be competent in accounting and/or auditing matters. The Issuer considers that the members of the Audit Committee have the necessary experience, independence and standing to hold office as members thereof and the Audit Committee, as a whole, is deemed to have relevant competence in the sector the Company operates in.

Since the Issuer relies on TUM Operations for repayment of principal and interest on the Bond, the Audit Committee will also maintain an effective working relationship with the company and its external auditors. It will also maintain the same relationship with TUM Invest given the day to day management of the Issuer has been delegated to this company.



## 12. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

The Issuer is subject to, and supports, the Code of Principles of Good Corporate Governance forming part of the Capital Markets Rules (the **"Code"**). The Board acknowledges that the Code does not dictate or prescribe mandatory rules but recommends principles of good practice. Nonetheless, the Board strongly believes that the Code is in the best interest of the Issuer, shareholders, its bondholders and other stakeholders, and that compliance with the Code evidences the Issuer's and the Directors' commitment to high standards of good corporate governance.

The Board considers that during the financial year ended 31 December 2023, the Issuer was in compliance with the Code, save for the following exceptions:

**(i) Principle 2: "Chairman and Chief Executive"**

Although the Articles of Association of the Company allow for the appointment of a Chief Executive Officer, no such officer has been appointed for the period under review. In addition, the division of responsibilities between the Chairman and Chief Executive Officer has not been set out in writing. Accordingly, the responsibilities of the Chief Executive are not applicable at this point in time. The Board notes that the Chairman is also an executive member of the Board. However, the Board is of the view that this function of the Chairman does not impinge on his ability to bring to bear independent judgement to the Board.

**(ii) Principle 4: "The Responsibilities of the Board"**

The Board has not formally developed a succession policy for the future composition of the Board of Directors.

**(iii) Principle 7: "Evaluation of the Board's Performance"**

The Board has not appointed a committee for the purpose of undertaking an evaluation of the Board's performance. The Board believes that the size of the Issuer and the Board itself does not warrant the establishment of a committee specifically for the purpose of carrying out a performance evaluation of its role and the size of the Issuer's Board is such that it should enable it to evaluate its own performance without the requirement of setting up an ad-hoc committee for this purpose.

**(iv) Principle 8: "Committees"**

The Board has not established a remuneration and/or nominations committee. The Board has formulated the view that the size, structure and management of the Issuer are such that the establishment of an ad hoc remuneration committee is not warranted, and the responsibility for the establishment, review and implementation of the Issuer's remuneration policies has been retained within the remit of the Board itself. In particular, the current remuneration policy of the Issuer comprises purely fixed-rate remuneration, with no entitlement to any performance-based remuneration, or any entitlement to share options, retirement pension benefits or other benefits. Furthermore, the Board believes that the procedure for the nomination and appointment of Directors contained in the Articles of Association are commensurate to the size and operations of the Issuer and does not consider the requirement to establish an ad hoc nominations committee to be necessary for the Issuer. Instead, the Board takes on the role of periodically assessing the skills, knowledge and experience of individual Directors for the Board to have the appropriate level of skill, knowledge and experience, that would endow the Board with the requisite collective competence for the proper functioning, management and oversight of the Issuer by the Board. The Board intends to keep under review the utility and possible benefits of having a remuneration committee and nominations committee in due course.

**(v) Principle 9: "Relations with Shareholders and the Market"**

There are no formal procedures in place within the Issuer for the resolution of conflicts between minority and controlling shareholders, nor do the Memorandum and Articles of Association of the Issuer contemplate any mechanism for arbitration in these instances. The Issuer does not have a formal policy in place to allow minority shareholders to present an issue to the Board. In practice, however, the open channel of communication between the Issuer and minority shareholder, being the Chairperson of the Board of Directors, is such that any issue that may merit bringing to the attention of the Board may be transmitted via the company secretary or directly by the said Chairperson.

**(vi) Principle 10: "Institutional Shareholders"**

The Issuer has no institutional shareholders; therefore Principle 10 of the Code does not apply to the Issuer.

As required by the Act and the Capital Markets Rules, the Issuer's financial statements are subject to annual audit by the Issuer's external auditors. In view of the reporting structure adopted by the Code, the Issuer, on an annual basis in its annual report, details the level of the Issuer's compliance with the principles of the Code, explaining the reasons for non-compliance, if any.

## 13. LITIGATION

There have been no governmental, legal or arbitration proceedings involving the Issuer (including any such proceedings which are pending or threatened of which the Issuer is aware) during the period covering twelve months prior to the date of the Prospectus which may have, or have had, in the recent past significant effects on the financial position or profitability of the Issuer and/or the Group, taken as a whole.

## 14. ADDITIONAL INFORMATION

### 14.1 Share Capital of the Issuer

The authorised share capital of the Issuer is €20,000,000 divided into 20,000,000 ordinary shares of a nominal value of €1.00 each. The issued share capital of the Issuer is €17,693,000 divided into 17,693,000 ordinary shares of a nominal value of €1.00 each, being fully paid up and subscribed for, allotted and taken up by TUM Invest, other than 2 shares which are subscribed for, allotted and taken up by Anthony Fenech (the ultimate beneficial owner). TUM Invest is ultimately beneficially wholly owned by Anthony Fenech meaning that said Anthony Fenech exercises effective control over the Issuer.

All shares from time to time unissued shall be at the disposal of shareholders in general meeting, which may by means of (extra)ordinary resolution of the shareholders offer, allot, grant options over or otherwise dispose of such shares to such persons, at such times and on such terms as may be determined.

All ordinary shares in the Issuer rank equally in all respects. Every ordinary share confers the right to one vote.

The shares of the Issuer are not listed on the Exchange. An application has not been filed for the shares of the Issuer to be quoted on the Official List of the Exchange. There is no capital of the Issuer which has been issued to the public during the two years immediately preceding the publication of the Prospectus.

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

There is no capital of the Issuer which is currently under option, nor is there any agreement by virtue of which any part of the capital of the Issuer is to be put under option. There are no arrangements, known to the Issuer, which may at a subsequent date result in a change in control of the Issuer.

The Issuer adopts measures in line with the Code to ensure that the relationship of the Issuer with the rest of the Group and/or with the ultimate shareholders, is retained at arm's length, including, in respect of the Issuer, adherence to rules on related party transactions set out in Chapter 5 of the Capital Markets Rules requiring the vetting and approval of any related party transaction by the Audit Committee, which is constituted in its totality by Independent Non-Executive Directors. The Audit Committee has the task of ensuring that any potential abuse is managed, controlled and resolved in the best interests of the Issuer. The composition of the Board, including the presence of the Independent, Non-Executive Directors, effectively minimises the possibility of any abuse of control by any major shareholder. With particular reference to the relationship between the Issuer and the ultimate shareholders, the Articles of Association of the Issuer provide that a Director shall not vote and shall not be taken into account for the purpose of forming a quorum, in respect of any contract or arrangement or other proposal in which he/she has a material interest.

### 14.2 Memorandum and Articles of Association of the Issuer

#### 14.2.1 Objects

The objects of the Issuer are set out in clause 4 of the Issuer's Memorandum of Association, with the principal object being to subscribe for, purchase or otherwise acquire and hold, for and on behalf of the Issuer, any shares, stocks, bonds, debentures, securities or other obligations of or in any other company, partnership or business carrying out any type of trading activity, or to participate in the management or activities thereof, where the so doing may seem desirable in the interest of the Issuer.

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

A copy of the Memorandum and Articles of Association of the Issuer may be inspected during the lifetime of this Registration Document at the registered office of the Issuer as set out in section 19 of this Registration Document, and at the Malta Business Registry.

### 14.3 Commissions

There were no commissions, discounts, brokerages or other special terms granted during the 2 years immediately preceding the publication of the Prospectus in connection with the issue or sale of any capital of the Issuer.

## 15. MATERIAL CONTRACTS

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

## 16. VALUATION REPORT

The Issuer commissioned Mr Richard Abdilla Castillo to issue a valuation report in relation to the assets comprising the Collateral, namely the BBT Pledged Shares. The value of the 42,542 Ordinary A Shares in BBT p.l.c. held by Tum Operations amounts to *circa* EUR31,132,000 and accordingly, the value of the BBT Pledged Shares, which represents 20.37% of the shareholding of BBT p.l.c, amounts to *circa* EUR17,500,000, which shares shall form the entirety of the Collateral.

The business address of Mr Richard Abdilla Castillo is 75, Il-Girna, Notabile Road, Imriehel, Birkirkara, Malta. The Valuation Report is dated 21 October 2024.

A copy of the Valuation Report compiled by Mr Richard Abdilla Castillo, is accessible on the Issuer's website at the following hyperlink: [www.tumfinance.com](http://www.tumfinance.com) and shall also be available for inspection at the registered address of the Issuer for the duration period of this Registration Document.

## 17. THIRD PARTY INFORMATION, STATEMENTS BY EXPERTS AND DECLARATIONS OF ANY INTEREST

Save for the Valuation Report in relation to the BBT Pledged Shares, which is available for inspection as set out in section 19 of this Registration Document and are deemed to be incorporated by reference in, and form part of, the Prospectus, this Registration Document does not contain any statement or report attributed to any person as an expert.

The Valuation Report dated 21 October 2024 is available for inspection as set out in section 19 of this Registration Document and is deemed to be incorporated by reference in, and form part of, the Prospectus in the form and context in which it appears with the authorisation of Mr Richard Abdilla Castillo, with qualifications: Fellow of Malta Institute of Accountants and CPA, of 75, Il-Girna, Notabile Road, Imriehel, Birkirkara, Malta, who has given and has not withdrawn his consent to the inclusion of the said report herein.

The foregoing expert does not have any beneficial interest in the Issuer. The Issuer has received confirmation from Mr Richard Abdilla Castillo, that the Valuation Report has been accurately reproduced in the Prospectus and that there are no facts of which the Issuer is aware that have been omitted and which would render the reproduced information inaccurate or misleading.

## 18. DISCLOSURE UNDER MARKET ABUSE REGULATION

No information has been disclosed by the Issuer over the last 12 months which is relevant as at the date of the Prospectus under Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

## 19. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents (or certified copies thereof), where applicable, shall be available for inspection at the registered office of the Issuer at TUM Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi, QRM 9010, Malta during the term of the Bond Issue during office hours:

- (a) Memorandum and Articles of Association of the Issuer;
- (b) Audited financial statements of the Issuer for the financial years ended 31 December 2021, 2022 and 2023;
- (c) the Valuation Report dated 21 October 2024 prepared in respect of the BBT Pledged Shares;
- (d) Financial Analysis Summary dated 1 November 2024 prepared by Calamatta Cuschieri Investment Services Limited;
- (e) The Security Trust Deed II dated on or around 28 November 2024; and
- (f) The Pledge of Shares Agreement.

Documents (a) to (f) (both included) are also available for inspection in electronic form on the Issuer's website

# SECURITIES NOTE

DATED 1 NOVEMBER 2024

This document is a Securities Note issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules published by the Malta Financial Services Authority and of the Prospectus Regulation. This Securities Note is issued pursuant to the requirements of Rule 4.14 of the Capital Markets Rules and contains information about the Bonds. Application has been made for the admission to listing of the Bonds on the Official List of the Malta Stock Exchange. This Securities Note should be read in conjunction with the most updated Registration Document issued from time to time containing information about the Issuer.

In respect of an issue of  
€12,000,000 5.2% Secured Callable Bonds 2031 – 2034  
of a nominal value of €100 per Bond issued at par by



a public limited liability company registered in Malta with company registration number C 91228.

**ISIN: MT0002271212**

**THIS SECURITIES NOTE HAS BEEN APPROVED BY THE MALTA FINANCIAL SERVICES AUTHORITY AS THE COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE MALTA FINANCIAL SERVICES AUTHORITY ONLY APPROVES THE PROSPECTUS AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY AND CONSISTENCY IMPOSED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHALL NOT BE CONSIDERED AS AN ENDORSEMENT OF THE QUALITY OF THE SECURITIES THAT ARE THE SUBJECT OF THIS SECURITIES NOTE. INVESTORS SHOULD MAKE THEIR OWN ASSESSMENT AS TO THE SUITABILITY OF INVESTING IN THE SECURITIES THAT ARE THE SUBJECT OF THIS SECURITIES NOTE.**

**THE MALTA FINANCIAL SERVICES 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, INCLUDING ANY LOSSES INCURRED BY INVESTING IN THE SECURITIES.**

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

Legal Counsel



VBADVOCATES

Sponsor, Manager & Registrar

Calamatta Cuschieri

Financial Advisors

**Deloitte.**

APPROVED BY THE DIRECTORS

A handwritten signature in black ink, appearing to read 'A. Fenech', written over a horizontal line.

**Anthony Fenech**

A handwritten signature in black ink, appearing to read 'S. Fenech', written over a horizontal line.

**Silvan Fenech**

A handwritten signature in black ink, appearing to read 'M. Fenech', written over a horizontal line.

**Matthew Fenech**

signing in their capacity as Directors of the Company and for and on behalf of each of Stanley Portelli, William Wait and Mario Vella.

## IMPORTANT INFORMATION

THIS SECURITIES NOTE CONTAINS INFORMATION ON TUM FINANCE PLC IN ITS CAPACITY AS ISSUER AND ABOUT THE BONDS IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS RULES ISSUED BY THE MALTA FINANCIAL SERVICES AUTHORITY, THE COMPANIES ACT AND THE PROSPECTUS REGULATION, AND SHOULD BE READ IN CONJUNCTION WITH THE REGISTRATION DOCUMENT ISSUED BY THE ISSUER.

THIS SECURITIES NOTE SETS OUT THE CONTRACTUAL TERMS UNDER WHICH THE BONDS ARE ISSUED BY THE ISSUER AND ACQUIRED BY A BONDHOLDER, WHICH TERMS SHALL REMAIN BINDING UNTIL THE REDEMPTION DATE OF THE BONDS, UNLESS THEY ARE OTHERWISE CHANGED IN ACCORDANCE WITH SUB-SECTION 6.16 OF THIS SECURITIES NOTE.

THE INFORMATION CONTAINED HEREIN IS BEING MADE AVAILABLE IN CONNECTION WITH AN ISSUE BY THE COMPANY OF A MAXIMUM OF €12,000,000 SECURED CALLABLE BONDS 2031 - 2034 OF A NOMINAL VALUE OF €100 EACH. THE BONDS SHALL BE ISSUED AT PAR AND BEAR INTEREST AT THE RATE OF 5.2% PER ANNUM PAYABLE ANNUALLY IN ARREARS ON 22 NOVEMBER OF EACH YEAR UNTIL THE REDEMPTION DATE OR THE EARLY REDEMPTION DATE, AS MAY BE APPLICABLE, WITH THE FIRST INTEREST PAYMENT FALLING DUE ON 22 NOVEMBER 2025. THE NOMINAL VALUE OF THE BONDS WILL BE REPAYABLE IN FULL AT MATURITY.

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

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

THE PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SECURITIES ISSUED BY THE ISSUER BY ANY PERSON IN ANY JURISDICTION: (I) IN WHICH SUCH OFFER OR INVITATION IS NOT AUTHORISED; OR (II) IN WHICH THE PERSON MAKING SUCH OFFER OR INVITATION IS NOT QUALIFIED TO DO SO; OR (III) TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION. THE DISTRIBUTION OF THE PROSPECTUS IN CERTAIN JURISDICTIONS MAY BE RESTRICTED AND, ACCORDINGLY, PERSONS INTO WHOSE POSSESSION IT IS RECEIVED ARE REQUIRED TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, SUCH RESTRICTIONS.

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

A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY FINANCIAL INSTRUMENTS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS OF INVESTING IN THE SECURITIES OF AN ISSUER AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN PROFESSIONAL ADVISERS AS TO LEGAL, TAX, INVESTMENT OR ANY OTHER RELATED MATTERS CONCERNING THE BONDS AND THE PROSPECTUS.

IT IS THE RESPONSIBILITY OF ANY PERSON IN POSSESSION OF THE PROSPECTUS AND ANY PERSONS WISHING TO APPLY FOR ANY SECURITIES ISSUED BY THE ISSUER TO INFORM THEMSELVES OF, AND TO OBSERVE AND COMPLY WITH, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTION. PROSPECTIVE INVESTORS FOR ANY SECURITIES THAT MAY BE ISSUED BY THE ISSUER SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF SO APPLYING FOR ANY SUCH SECURITIES AND OF ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRIES OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

SAVE FOR THE PUBLIC OFFERING IN THE REPUBLIC OF MALTA, NO ACTION HAS BEEN OR WILL BE TAKEN BY THE ISSUER THAT WOULD PERMIT A PUBLIC OFFERING OF THE SECURITIES DESCRIBED IN THIS SECURITIES NOTE OR THE DISTRIBUTION OF THE PROSPECTUS OR ANY PART THEREOF OR ANY OFFERING MATERIAL IN ANY COUNTRY OR JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED.

IN RELATION TO EACH MEMBER STATE OF THE EUROPEAN ECONOMIC AREA, OTHER THAN MALTA, THE BONDS CAN ONLY BE OFFERED TO "QUALIFIED INVESTORS", AS DEFINED IN THE PROSPECTUS REGULATION, AS WELL AS IN ANY OTHER CIRCUMSTANCES WHICH DO NOT REQUIRE THE PUBLICATION BY THE ISSUER OF A PROSPECTUS PURSUANT TO ARTICLE 3 OF THE PROSPECTUS REGULATION.

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

A COPY OF THE PROSPECTUS HAS BEEN SUBMITTED TO THE MALTA FINANCIAL SERVICES AUTHORITY IN SATISFACTION OF THE CAPITAL MARKETS 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.

**IN TERMS OF ARTICLE 12(1) OF THE PROSPECTUS REGULATION, THE PROSPECTUS SHALL REMAIN VALID FOR A PERIOD OF 12 MONTHS FROM THE DATE OF THE APPROVAL OF THE PROSPECTUS BY THE MALTA FINANCIAL SERVICES AUTHORITY. THE ISSUER IS OBLIGED TO PUBLISH A SUPPLEMENT ONLY IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKE OR MATERIAL INACCURACY RELATING TO THE INFORMATION SET OUT IN THE PROSPECTUS WHICH MAY AFFECT THE ASSESSMENT OF THE SECURITIES AND WHICH ARISES OR IS NOTED BETWEEN THE TIME WHEN THE PROSPECTUS IS APPROVED AND THE CLOSING OF THE ISSUE PERIOD OR THE TIME WHEN TRADING ON A REGULATED MARKET COMMENCES, WHICHEVER OCCURS LATER. THE OBLIGATION TO SUPPLEMENT THE PROSPECTUS IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES OR MATERIAL INACCURACIES DOES NOT APPLY WHEN THE PROSPECTUS IS NO LONGER VALID.**

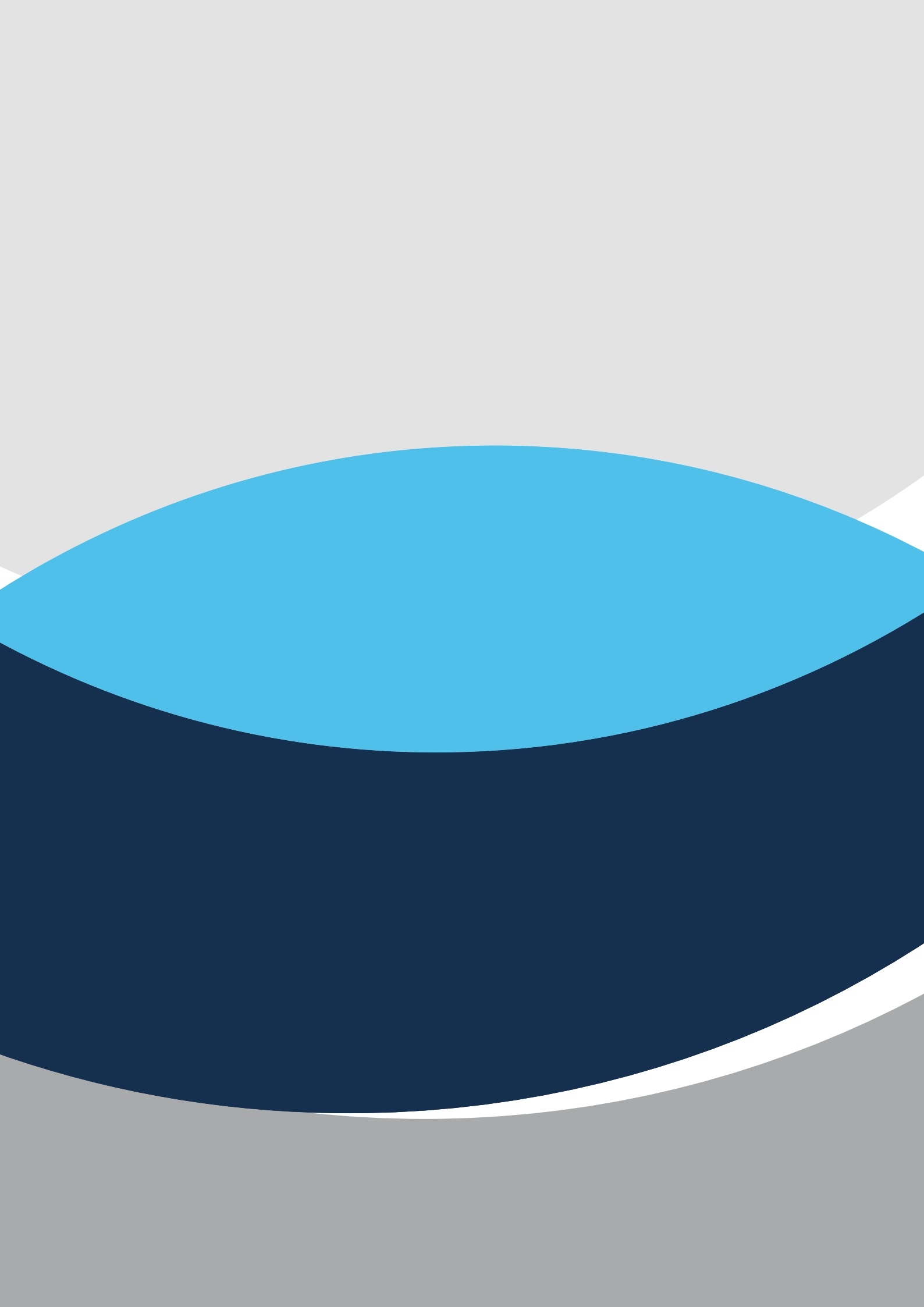
**STATEMENTS MADE IN THIS SECURITIES NOTE ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THEREIN.**

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

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

ALL THE ADVISERS TO THE ISSUER NAMED IN SUB-SECTION 4.4 OF THE REGISTRATION DOCUMENT HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER IN RELATION TO THIS PUBLIC OFFER AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION TOWARDS ANY OTHER PERSON AND WILL, ACCORDINGLY, NOT BE RESPONSIBLE TO ANY INVESTOR OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE PROSPECTUS.

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





## TABLE OF CONTENTS

<b>1. DEFINITIONS</b>	<b>54</b>
<b>2. RISK FACTORS</b>	<b>55</b>
2.1 Forward Looking Statements	55
2.2 Suitability of the Bonds	55
2.3 Risks relating to the Bonds	56
2.4 Risks relating to the Collateral	56
<b>3 PERSONS RESPONSIBLE</b>	<b>57</b>
<b>4 CONSENT FOR USE OF THE PROSPECTUS &amp; AUTHORISATION STATEMENT</b>	<b>57</b>
4.1 Consent required in connection with use of the Prospectus by Authorised Intermediaries:	57
4.2 Statement of authorisation	58
<b>5 KEY INFORMATION</b>	<b>58</b>
5.1 Reasons for the Bond Issue and use of proceeds	58
5.2 Estimated expenses and proceeds of the Bond Issue	59
5.3 Issue Statistics	60
5.4 Interest of natural and legal persons involved in the Issue	61
5.5 Collateral	61
5.6 Expected timetable of principal events	63
<b>6 INFORMATION CONCERNING THE BONDS</b>	<b>63</b>
6.1 General	63
6.2 Intermediaries' Offer	64
6.3 Plan of distribution and allotment	65
6.4 Allocation Policy	65
6.5 Status and ranking of the Bonds	65
6.6 Rights attaching to the Bonds	65
6.7 Interest	66
6.8 Yield	66
6.9 Registration, form, denomination and title	66
6.10 Pricing	67
6.11 Payments	67
6.12 Redemption and purchase	67
6.13 Events of Default	68
6.14 Transferability of the Bonds	69
6.15 Further issues	69
6.16 Meetings of Bondholders	69
6.17 Authorisations and approvals	70
6.18 Admission to trading	70
6.19 Representations and warranties	71
6.20 Bonds held jointly	71
6.21 Bonds held subject to usufruct	71
6.22 Governing law and jurisdiction	71
6.23 Notices	71
<b>7 TAXATION</b>	<b>71</b>
7.1 General	71
7.2 Malta tax on interest	72
7.3 Exchange of information	72
7.4 Maltese taxation on capital gains on transfer of the Bonds	73
7.5 Duty on documents and transfers	73
<b>8 TERMS AND CONDITIONS OF THE BOND ISSUE</b>	<b>74</b>
<b>9 ADDITIONAL INFORMATION</b>	<b>77</b>
<b>ANNEX I – AUTHORISED INTERMEDIARIES</b>	<b>78</b>
<b>ANNEX II – FINANCIAL ANALYSIS SUMMARY</b>	<b>80</b>

## 1 DEFINITIONS

Words and expressions and capitalised terms used in this Securities Note shall, except where the context otherwise requires, have the same meaning given to them in the Registration Document. Otherwise, unless the context otherwise requires, the following capitalized terms shall have the following meanings:-

<b>Applicant/s</b>	any person or persons, natural or legal, who subscribes for the Bonds;
<b>Application/s</b>	the application to subscribe for Bonds made by an Applicant/s through any of the Authorised Intermediaries, which include the Sponsor, Manager & Registrar, in accordance with the terms of this Securities Note;
<b>Appropriateness Test</b>	shall have the meaning set out in sub-section 8.21 of this Securities Note;
<b>Bond Issue Price</b>	the price of €100 per Bond;
<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>CET</b>	Central European Time;
<b>CSD</b>	the Central Securities Depository of the Malta Stock Exchange authorised in terms of Part IV of the Financial Markets Act (Chapter 345 of the laws of Malta), having its address at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
<b>Early Redemption Date</b>	any date falling between 22 November 2031 and 22 November 2034, at the sole option of the Issuer, on which the Issuer shall be entitled to prepay all or part of the principal amount of Bonds and all interests accrued up to the date of prepayment, by giving not less than thirty (30) days' notice to the Bondholders and the term "Early Redemption" shall be construed accordingly;
<b>GDPR</b>	Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC;
<b>Interest Payment Date</b>	22 November of each year between and including each of the years 2025 and the year 2034, provided that if any such day is not a Business Day such Interest Payment Date will be carried over to the next following day that is a Business Day;
<b>Intermediaries' Offer</b>	an offer for subscription of Bonds made by the Issuer to the Authorised Intermediaries through subscription agreements as further detailed in sub-section 6.2 of this Securities Note;
<b>Issue Date</b>	expected on 28 November 2024;
<b>Issue Period</b>	the period between 08:30 hours CET on 4 November 2024 and 12:00 hours CET on 15 November 2024 during which the Bonds are available for subscription, or such earlier date as may be determined by the Issuer;
<b>MiFIR</b>	Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments;
<b>Redemption Value</b>	the nominal value of each Bond (€100 per Bond);
<b>Share Pledge</b>	The first ranking pledge over the BBT Pledged Shares to be granted by Tum Operations in favour of the Security Trustee to secure the claim of the Security Trustee, for the benefit and in the interest of Bondholders, for the payment of the Redemption Value of and interest on the Bonds by the Issuer;
<b>Suitability Test</b>	shall have the meaning set out in sub-section 8.21 of this Securities Note; and
<b>Terms and Conditions</b>	the terms and conditions of the Bonds, set out in sub-section 5.3 ('Issue Statistics'), section 6 ('Information concerning the Bonds') and section 8 ('Terms and Conditions of the Bond Issue') of this Securities Note.

Unless otherwise appearing from the context:-

- a. words importing the singular shall include the plural and *vice-versa*;
- b. words importing the masculine gender shall include the feminine gender and *vice-versa*;
- c. the word 'may' shall be construed as permissive and the word 'shall' shall be construed as imperative.
- d. any reference to a person includes natural persons, firms, partnerships, companies, corporations, associations, organisations, governments, states, foundations or trusts;
- e. any reference to a person includes that person's legal personal representatives, successors and assigns;
- f. any phrase introduced by the terms "including", "include", "in particular" or any similar expression is illustrative only and does not limit the sense of the words preceding those terms; and
- g. any reference to a law, legislative act and/or other legislation shall mean that particular law, legislative act and/or legislation as in force at the time of publication of this Securities Note.

## 2 RISK FACTORS

THE VALUE OF INVESTMENTS CAN GO DOWN AS WELL AS UP AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. THE NOMINAL VALUE OF THE BONDS WILL BE REPAYABLE IN FULL UPON MATURITY ON THE MATURITY DATE UNLESS THE BONDS ARE PREVIOUSLY RE-PURCHASED AND CANCELLED.

AN INVESTMENT IN THE BONDS INVOLVES CERTAIN RISKS INCLUDING THOSE DESCRIBED BELOW AND IN THE REGISTRATION DOCUMENT. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER, WITH THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISERS, THE RISK FACTORS CONTAINED IN THE PROSPECTUS AND OTHER INVESTMENT CONSIDERATIONS AS WELL AS ALL THE OTHER INFORMATION CONTAINED IN THE PROSPECTUS BEFORE DECIDING TO MAKE AN INVESTMENT IN THE BONDS.

THE ORDER IN WHICH THE INDIVIDUAL RISKS ARE PRESENTED BELOW IS NOT INTENDED TO PROVIDE AN INDICATION OF THE LIKELIHOOD NOR THE SEVERITY OR SIGNIFICANCE OF INDIVIDUAL RISKS.

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

### 2.1 Forward Looking Statements

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

### 2.2 Suitability of the Bonds

An investment in the Issuer and the Bonds may not be suitable for all recipients of the Prospectus and prospective investors are urged to consult an independent investment adviser licensed under the Investment Services Act, Chapter 370 of the laws of Malta, as to the suitability or otherwise of an investment in the Bonds before making an investment decision. In particular, such advice should be sought with a view to ascertaining that each prospective investor:

- i. has sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference to the Prospectus or any applicable supplement;
- ii. has sufficient financial resources and liquidity to bear all the risks of an investment in the Bonds, including where the currency for principal or interest payments is different from the prospective investor's currency;
- iii. understands thoroughly the terms of the Bonds and is familiar with the behaviour of any relevant indices and financial markets;
- iv. is able to evaluate possible scenarios for economic, interest rate and other factors that may affect his/her/its investment and his/her/its ability to bear the applicable risks; and
- v. is able to assess as to whether an investment in the Bonds shall achieve his/her/its investment objective.

## 2.3 Risks relating to the Bonds

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

- Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds. Investors should also be aware that the price of fixed rate bonds should theoretically move adversely to changes in interest rates. When prevailing market interest rates are rising their prices decline and, conversely, if market interest rates are declining, the prices of fixed rate bonds rise. This is called market risk since it arises only if a Bondholder decides to sell the Bonds before maturity on the secondary market.
- In view of the current inflationary environment, investment in the Bonds involves the risk that rising inflation on real rates of return in relation to coupon payments as well as secondary market prices may have an adverse impact on the value of the Bonds, such that increasing rates of inflation could have an adverse effect on the return on the Bonds in real terms.
- Even after the Bonds are admitted to trading on the Official List of the MSE, the Issuer is required to remain in compliance with certain requirements relating, *inter alia*, to the free transferability, clearance and settlement of the Bonds in order to remain a listed company in good standing. Moreover, the Malta Financial Services Authority has the authority to suspend trading or listing of the Bonds if, *inter alia*, it comes to believe that such a suspension is required for the protection of investors or the integrity or reputation of the market. The Malta Financial Services Authority may discontinue the listing of the Bonds on the Official List. Any such trading suspensions or listing revocations/discontinuations could have a material adverse effect on the liquidity and value of the Bonds.
- In the event that the Issuer wishes to amend any of the Terms and Conditions of the Bonds, it shall call a meeting of Bondholders in accordance with the provisions of sub-section 6.16 of this Securities Note. These provisions permit defined majorities to bind all Bondholders, including Bondholders who do not attend and vote at the relevant meeting and Bondholders who vote in a manner contrary to the majority.
- A Bondholder will bear the risk of any fluctuations in exchange rates between the currency of denomination of the Bonds (€) and the Bondholder's currency of reference, if different. Any adverse fluctuations may impair the return of investment of the Bondholder in real terms after taking into account the relevant exchange rate.
- All of the Bonds may be redeemed by the Issuer on any Early Redemption Date by giving at least thirty (30) Business Day's prior written notice to the relevant Bondholders. Once the Bonds are redeemed, the Bondholders will no longer be entitled to any interest or other rights in relation to those Bonds. If Bonds are redeemed prior to the Redemption Date, a Bondholder would not receive the same return on investment that it would have received if they were redeemed on the Redemption Date. In addition, Bondholders may not be able to re-invest the proceeds from an early redemption at yields that would have been received had they not been redeemed. This optional redemption feature may also have a negative impact on the market value of the Bonds.
- The Bonds are complex financial instruments and may not be suitable for all recipients of the Prospectus. Prospective Investors are urged to consult an independent investment adviser licensed under the Investment Services Act as to the suitability or otherwise of an investment in the Bonds before making an investment decision. In the event that the prospective Investor does not seek independent financial advice and/or does not read and fully understand the provisions of the Prospectus, there is a risk that such investor may acquire an investment which is not suitable for his or her risk profile.
- No prediction can be made about the effect which any future public offerings of the Issuer's securities, or any takeover or merger activity involving the Issuer, will have on the market price of the Bonds prevailing from time to time. If such changes take place, they could have an adverse effect on the market price for the Bonds.
- The Bonds and the Terms and Conditions of the Bond Issue are based on the requirements of the Capital Markets Rules, the Companies Act and the Prospectus Regulation in effect as at the date of the Prospectus. No assurance can be given as to the impact of any possible judicial decision or change in law or administrative practice after the date of the Prospectus.

## 2.4 Risks relating to the Collateral

The Bonds shall at all times rank *pari passu* without any priority or preference among themselves but, in respect of the Issuer, and save for such exceptions as may be provided by applicable law, they shall rank with priority or preference to all present and future obligations of Tum Operations, by virtue and to the extent of the first ranking Share Pledge over the BBT Pledged Shares owned by it, which the said Tum Operations will constitute and grant in favour of the Security Trustee for the benefit of the Bondholders. Whilst the Share Pledge grants the Security Trustee a right of preference and priority for repayment of the Bonds over the creditors of Tum Operations in respect of the BBT Pledged Shares, and whilst the estimated value of such Collateral as at the date of this Securities Note is sufficient to cover the Redemption Value of the

Bonds, there can be no guarantee that the aggregate value of the said BBT Pledged Shares over the term of the Bonds will be and/or remain sufficient to cover the said full Redemption Value outstanding under the Bonds.

This may be the result of various factors, including general economic factors or even specific factors, events or circumstances that could have an adverse impact on the performance and financial condition of BBT p.l.c., and consequently on the value of the BBT Pledged Shares, as the case may be. If such circumstances were to arise or subsist at the time that the Collateral is to be enforced by the Security Trustee, it could have a material adverse effect on the recoverability of any amounts that may be outstanding under the Bonds.

Furthermore, there is no guarantee that the estimated value of the Collateral as set out in the Registration Document and in the Valuation Report is necessarily correct or would actually be achieved on the market. The valuation of shares is to an extent subjective, due to, among other things, the assumptions upon which the valuation is calculated. Accordingly, there can be no assurance that the estimated value as referred to in the Registration Document and in the Valuation Report reflects actual values that would be achieved on a sale at the time of enforcement of the Share Pledge or any of them.

By acquiring Bonds, a Bondholder is considered to be bound by the terms of the Security Trust Deed II as if he/she/it had been a party to it. The Security Trust Deed II contains a number of provisions which prospective investors ought to be aware of prior to acquiring the Bonds. For instance, in terms of the Security Trust Deed II: (i) the Security Trustee is not bound to take any such steps or proceedings or take any other action to enforce the security constituted by the Collateral unless the Security Trustee shall have been indemnified to its satisfaction against all actions, proceedings, claims and demands to which it may thereby render itself liable and all costs, charges, damages and expenses which it may incur by so doing; and (ii) the Security Trustee may pay itself out of the trust funds all sums owing to it in respect of the remuneration costs, charges, expenses or interest or by virtue of any indemnity from the Issuer and/or Tum Operations to which it is entitled under the Security Trust Deed II or by law or by virtue of any release or indemnity granted to it and all such sums as aforesaid shall be so retained and paid in priority to the claims of the Bondholders and shall constitute an additional charge upon the property charged with the Collateral.

### **3 PERSONS RESPONSIBLE**

This Securities Note includes information given in compliance with the Capital Markets Rules and the Prospectus Regulation for the purpose of providing prospective investors with information with regard to the Issuer. Anthony Fenech, Silvan Fenech, Matthew Fenech, Stanley Portelli, Mario Vella and William Wait, being all of the Directors of the Issuer as further detailed in sub-section 4.1 of the Registration Document, accept responsibility for all the information contained in the Prospectus.

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

### **4 CONSENT FOR USE OF THE PROSPECTUS & AUTHORISATION STATEMENT**

#### **4.1 Consent required in connection with use of the Prospectus by Authorised Intermediaries:**

For the purposes of any subscription for Bonds through any of the Authorised Intermediaries in terms of this Securities Note and any subsequent resale, placement or other offering of Bonds by such Authorised Intermediaries in circumstances where there is no exemption from the requirement to publish a prospectus under the Prospectus Regulation, the Issuer consents to the use of the Prospectus, and accepts responsibility for the information contained herein in accordance with the terms hereof, with respect to any such subsequent resale, placement or other offering of Bonds, provided this is limited only:

- a) in respect of Bonds subscribed for through Authorised Intermediaries;
- b) to any resale, placement or other offering of Bonds subscribed for as aforesaid, taking place in Malta; and
- c) to any resale, placement or other offering of Bonds subscribed for as aforesaid, taking place within the period of 60 days from the date of the Prospectus.

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

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

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

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

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

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

**In the event of a resale, placement or other offering of Bonds by an Authorised Intermediary, said Authorised Intermediary shall be responsible to provide information to prospective investors on the terms and conditions of the resale, placement or other offering at the time such is made. Provided that the Bonds are deemed to be complex instruments, they may not be distributed to retail clients before at least an Appropriateness Test has been carried out. Particularly, to the extent that an Authorised Intermediary provides investment advice in respect of a purchase of the Bonds by an Applicant, such Authorised Intermediary shall also be required to conduct a Suitability Test in respect of that Applicant and, based on the results of such test, be satisfied that an investment in the Bonds may be considered suitable for the Applicant.**

Any resale, placement or offering of Bonds to an investor by an Authorised Intermediary will be made in accordance with any terms and other arrangements in place between such Authorised Intermediary and such investor, including price, allocations and settlement arrangements. Where such information is not contained in the Prospectus, it will be the responsibility of the relative Authorised Intermediary at the time of such resale, placement or other offering to provide the prospective investor with that information and the Issuer does not have any responsibility or liability for such information.

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

Any new information with respect to Authorised Intermediaries unknown at the time of the approval of this Securities Note will be made available through a company announcement which will also be made available on the Issuer's website: [www.tumfinance.com](http://www.tumfinance.com).

## 4.2 Statement of authorisation

This Securities Note has been approved by the Malta Financial Services Authority, as the competent authority under the Prospectus Regulation. The Malta Financial Services Authority only approves this Securities Note as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the quality of the securities that are the subject of this Securities Note. Investors should make their own assessment as to the suitability of investing in the Bonds.

## 5 KEY INFORMATION

### 5.1 Reasons for the Bond Issue and use of proceeds

The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €11,600,000, will be utilised for the following purposes, in the following amounts and order of priority:

1. an amount of *circa* €943,000 of the Bond Issue net proceeds will be used by Tum Invest for the purpose of re-financing the remaining balance of an existing facility taken out with Lombard Bank Malta plc prior to the date of the Prospectus for the purpose of financing the acquisition of the Parilja Property;
2. an amount of *circa* €1,956,000 of the Bond Issue net proceeds will be used by TFL Property Development Limited for the development and finishing costs in connection with the Parilja property development project, details of which are set out in sub-section 5.5 of the Registration Document;



3. an amount of *circa* €2,025,000 of the Bond Issue net proceeds will be used by Easysell for the purpose of financing the purchase of the property known as Ta' Natu Commercial Outlet, details of which are set out in sub-section 5.5 of the Registration Document;
4. an amount of *circa* €1,846,000 of the Bond Issue net proceeds will be used by Easysell in an amount of *circa* €700,000 for the purpose of refinancing the fit-out costs of the Risparmio Casa outlet located at Ta' Natu Commercial Outlet and an amount of *circa* €1,146,000 shall be used by Tum Developments Limited for the purpose of part financing the fit-out costs of the Risparmio Casa outlet to be located at Center Parc, details of which are set out in sub-section 5.5 of the Registration Document;
5. an amount of *circa* €1,000,000 of the Bond Issue net proceeds will be used by Tum Properties Limited for the purpose of re-financing an existing facility taken out with BNF Bank Malta plc prior to the date of the Prospectus for the purpose of financing the acquisition of the Independent 2 Property, details of which are set out in sub-section 5.5 of the Registration Document
6. the remaining balance of the Bond Issue net proceeds in an amount of *circa* €3,830,000 will be used for the general corporate funding purposes of the Group.

Upon receiving the Bond Issue net proceeds, the Issuer will inject approximately €11,600,000 into Tum Operations as redeemable preference shares carrying a coupon of 5.32%. Tum Operations will, in turn: (i) inject by way of capital into its subsidiaries TFL Property Development Limited, Easysell and Tum Developments Limited, respectively, in amounts corresponding to the amounts to be made available to each of the said latter entities in furtherance of and in line with the use of proceeds indicated above in this sub-section 5.1, in return for the issue and allotment of redeemable preference shares carrying a coupon of 5.32% in favour of Tum Operations in the capital of each of said entities; and (ii) grant on loan to Tum Invest an amount of *circa* €943,000 at an interest rate of 5.32% pursuant to a loan agreement to be entered into for the purpose.

In the event that the Bond Issue is subscribed for an amount of less than €8,040,000 (the "Minimum Amount"), no allotment of the Bonds shall be made, the subscription of Bonds shall be deemed not to have been accepted by the Issuer and all money received from Authorised Intermediaries shall be returned by the Issuer, acting through the Sponsor, Manager & Registrar, without interest, by direct credit transfer to the respective Authorised Intermediary to the account number indicated in the respective subscription agreement by latest 15 November 2024.

Neither the Issuer nor the Sponsor, Manager & Registrar will be responsible for any loss or delays in transmission of the refunds or any charges in connection therewith. In this regard, any monies returnable to Authorised Intermediaries may be retained pending clearance of the remittance and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 373 of the laws of Malta) and regulations made thereunder. Such monies will not bear interest while retained as aforesaid.

In the event that the Minimum Amount is reached but the Bond Issue is not fully subscribed, the Issuer will proceed with the allotment and listing of the amount of Bonds subscribed for equal to or above the Minimum Amount and the proceeds from the Bond Issue shall be applied for the purpose and in the order of priority set out above. The residual amount required by the Issuer for the purpose of the uses specified in this sub-section 5.1 which shall not have been raised through the Bond Issue shall be financed from the Group's own funds, bank financing and/or shareholders' funding.

The issue and allotment of the Bonds is conditional upon: (i) the Minimum Amount of €8,040,000 being subscribed for; (ii) the Pledge of Shares Agreement and the Security Trust Deed II being duly executed; (iii) the Collateral being duly granted and registered with the appropriate authority/ies, as applicable; and (iv); the Bonds being admitted to trading on the Official List. In the event that any one or more of the aforesaid conditions is not satisfied, any application monies received by the Issuer from all Applicants will be returned, without interest, by direct credit into the Applicant's bank account indicated by the Applicant / Authorised Intermediary on the relative Application / subscription agreement.

## **5.2 Estimated expenses and proceeds of the Bond Issue**

The Bond Issue will involve expenses, including professional fees and costs related to publicity, advertising, printing, listing, registration, sponsor, management, selling commission and other miscellaneous costs incurred in connection with the Bond Issue. Such expenses, which shall be borne by the Issuer, are estimated not to exceed approximately €400,000, with approximately €150,000 being attributed to selling commission fees and approximately €250,000 to professional, MSE, regulatory and ancillary fees. The amount of the expenses will be deducted from the proceeds of the Issue, which, accordingly, will bring the estimated net proceeds from the Bond Issue to approximately €11,600,000. There is no particular order of priority with respect to such expenses.



### 5.3 Issue Statistics

<b>Amount:</b>	€12,000,000;
<b>Bond Issue:</b>	the issue of a maximum of €12,000,000 secured callable Bonds, redeemable on the respective Redemption Date denominated in Euro having a nominal value of €100 each, which will be issued by the Issuer at par and shall bear interest at the rate of 5.2% per annum, redeemable on 22 November 2034 unless redeemed early on an Early Redemption Date;
<b>Bond Issue Price:</b>	at par (€100 per Bond);
<b>Denomination:</b>	Euro (€);
<b>Events of Default:</b>	the events listed in sub-section 6.13 of this Securities Note;
<b>Form:</b>	the Bonds will be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD;
<b>Governing law and jurisdiction:</b>	the Prospectus and the Bonds are governed by and shall be construed in accordance with Maltese law. The Maltese Courts shall have exclusive jurisdiction to settle any disputes that may arise out of or in connection with the Prospectus and/or the Bonds;
<b>Interest:</b>	the Bonds shall bear interest from and including 22 November 2024 at the rate of 5.2 per cent (5.2%) per annum payable annually in arrears on the Interest Payment Dates;
<b>Interest Payment Date:</b>	annually on the 22 November of each year between and including each of the years 2025 and 2034, as from 22 November 2025 (the first interest payment date), provided that any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next following day that is a Business Day;
<b>ISIN:</b>	MT0002271212;
<b>Issue Period:</b>	the period between 08:30 hours CET on 4 November 2024 and 12:00 hours CET on 15 November 2024, or such earlier date as may be determined by the Issuer, during which the Bonds are available for subscription;
<b>Listing:</b>	the Malta Financial Services Authority has approved the Bonds for admissibility to listing and subsequent trading on the Official List. Application has been made to the Malta Stock Exchange for the Bonds to be listed and traded on its Official List;
<b>Minimum amount:</b>	should subscriptions for a total of at least €8,040,000 (the "Minimum Amount") not be received, no allotment of the Bonds shall be made, the Applications for Bonds shall be deemed not to have been accepted by the Issuer and all money received from Applicants for Bonds shall be refunded accordingly;
<b>Minimum amount per Application:</b>	one thousand Euro (€1,000) in nominal value of Bonds and in multiples of one hundred Euro (€100) thereafter per individual Bondholder;
<b>Plan of distribution:</b>	the Bonds are open for subscription by all categories of investors, including the general public, through Authorised Intermediaries pursuant to the Intermediaries' Offer, as further described in sub-section 6.2 of this Securities Note;
<b>Redemption Date:</b>	22 November 2034 being the date on which the Bonds shall be redeemed in terms of the Prospectus, unless earlier redeemed, purchased or cancelled;
<b>Redemption Value:</b>	at par (€100 per Bond);
<b>Status of the Bonds:</b>	the Bonds, as and when issued and allotted, shall constitute the general, direct and unconditional obligations of the Issuer and shall be secured by means of the Collateral granted in terms of the Security Trust Deed II. The Bonds shall at all times rank <i>pari passu</i> , without any priority or preference among themselves, but shall rank with priority and preference in relation to all other present and future unsecured obligations of the Issuer and/or Tum Operations, if any, save for such exceptions as may be provided by applicable law, and with ranking and priority over the BBT Pledged Shares and the Collateral generally;
<b>Subscription:</b>	multiples of one hundred Euro (€100); and
<b>Underwriting:</b>	the Bond Issue is not underwritten.

## 5.4 Interest of natural and legal persons involved in the Issue

Save for the possible subscription for Bonds by Authorised Intermediaries, which include the Sponsor, Manager & Registrar, and any fees payable to Calamatta Cuschieri Investment Services Limited as Sponsor, Manager & Registrar in connection with the Bond Issue, so far as the Issuer is aware no person involved in the Issue has an interest material to the Bond Issue.

## 5.5 Collateral

### 5.5.1 Constitution of the Collateral

Security for the fulfilment of the Issuer's obligations in terms of the Bond Issue is to be granted in favour of the Security Trustee for the benefit of Bondholders, by way, *inter alia*, of the granting of the Collateral, as described hereunder.

Tum Operations has agreed to grant the Collateral in favour of the Security Trustee for the benefit of Bondholders, as primary beneficiaries, in terms of the Security Trust Deed II and the Pledge of Shares Agreement, and for such purpose shall appoint the Security Trustee to hold and administer the Collateral under trust. The Collateral will secure the claim of the Security Trustee, for the benefit and in the interest of Bondholders, for the repayment of the full amount of the principal and interest under the Bonds by a preferred claim over the Collateral.

The Bonds will be secured by, and Bondholders shall have the benefit of, a pledge over the BBT Pledged Shares which shall be granted by Tum Operations in favour of the Security Trustee.

Specifically, the Issuer and Tum Operations shall enter into a Security Trust Deed II with the Security Trustee which sets out the covenants of the Issuer to pay the principal amount under the Bonds on the Redemption Date, or an Early Redemption Date, as may be applicable, and interest thereon on each Interest Payment Date in terms of the Prospectus, the pledgee rights under the Pledge of Shares Agreement and all other ancillary rights and benefits enjoyed by the Security Trustee (for the benefit of Bondholders) under the Security Trust Deed II.

Pursuant to the foregoing and the Valuation Report, the Collateral being offered comprises an aggregate value in the amount of *circa* €17,500,000.

In terms of the Security Trust Deed II, the parties thereto have agreed that (a) at any time before the Collateral shall have become enforceable and the Security Trustee shall have determined or become bound to enforce the same, the voting rights and right to participate at general meetings of BBT p.l.c. shall vest in Tum Operations owning the BBT Pledged Shares under the Pledge of Shares Agreement; (b) at any time before the Collateral shall have become enforceable and the Security Trustee shall have determined or become bound to enforce the same, any dividends or other distributions paid by BBT p.l.c. shall be received and may be used by Tum Operations for its business; (c) at any time before the Collateral shall have become enforceable and the Security Trustee shall have determined or become bound to enforce the same, the Security Trustee may at the cost and request of the Issuer and/or Tum Operations, as pledgor under the Share Pledge and with due regard to the interests of all the Bondholders do or concur with Tum Operations in doing certain transactions in respect of the BBT Pledged Shares or part thereof, including without limitation, the sale, exchange, surrender or dealing with or exercise any other rights in respect of all or any part of the BBT Pledged Shares upon such terms or for such consideration or in any such manner as the Security Trustee may think fit, always having due regard to the interests of the Bondholders; and (d) the Security Trustee retained the discretion and/or right, upon a request of the Issuer and/or Tum Operations as pledgor under the Share Pledge, to reduce, cancel and create or otherwise redefine the Collateral or to substitute any part of the Collateral with other collateral acceptable to the Security Trustee and which in the latter's reasonable opinion (which could be based on a professional valuation made by an independent valuer to be appointed by the Issuer and/or Tum Operations at the request and/or with the consent of the Security Trustee) the value of the elements of the Collateral as reduced, redefined, reconfigured or relocated or the resulting collateral after any substitution as aforesaid is at least equal to the Redemption Value of the outstanding Bonds in issue at the relevant time.

The Collateral will be vested in the Security Trustee for the benefit of the Bondholders in proportion to their respective holding of Bonds. No provision contained in the Prospectus, the Pledge of Shares Agreement and/or the Security Trust Deed II shall be construed as creating or otherwise acknowledging any obligation on the part of the Security Trustee in favour of the Bondholders for any payments that may fall due under the Bonds.

By creating a preferred claim over the BBT Pledged Shares, the Collateral will secure the claim of the Security Trustee, for the benefit of and in the interest of Bondholders, for the repayment of the principal and interest due and accruing under the Bonds. Accordingly, following the issue of the Bonds and application of the Bond Issue proceeds in accordance with the terms of this Securities Note, the Security Trustee will have the benefit of a pledge over the BBT Pledged Shares for the full amount of the Bonds and interest thereon. The Security Trustee's role includes holding and administering the

Collateral for the benefit of the Bondholders and the enforcement of the said Collateral upon the happening of an Event of Default in terms of sub-section 6.13 of this Securities Note. The Security Trustee shall have no payment obligations to Bondholders under the Bonds, which remain exclusively the obligations of the Issuer.

The Security Trustee's role includes holding and administering the Collateral for the benefit of the Bondholders and the enforcement of the said Collateral upon the happening of an Event of Default. The Security Trustee shall have no payment obligations to Bondholders under the Bonds, which remain exclusively the obligations of the Issuer. The Security Trustee shall hold the said property under trust in relation to a commercial transaction, as defined in the Trust and Trustees Act, Chapter 331 of the laws of Malta, and transactions connected or ancillary thereto. Furthermore, the Security Trustee shall hold the said property under a security trust as provided in Article 2095E of the Civil Code (Chapter 16 of the laws of Malta). The security shall, therefore, be constituted in the name of the Security Trustee in the manner provided for by applicable law of Malta for the benefit of the Bondholders and this for amounts owing to the Bondholders by the Issuer in terms of the Prospectus, as may be amended from time to time, including amounts of interest or charges due in terms thereof, in relation to the Bonds.

In the event that the Issuer and/or Tum Operations, commits any of the Events of Default, as applicable, including default of the Issuer's obligations to repay any Bonds (together with interest and charges thereon) in terms of the Prospectus, or any default under the Security Trust Deed II and/or under the Pledge of Shares Agreement, the Security Trustee shall have the authority to enforce the Collateral as set out hereunder. The Security Trustee shall not be bound to take any steps to ascertain whether any Event of Default or other similar condition, event or circumstance has occurred or may occur, and, until it shall have actual knowledge or express notice to the contrary, the Security Trustee shall be entitled to assume that no such Events of Default or condition, event or other circumstance has happened and that each of the Issuer and Tum Operations is observing and performing all the obligations, conditions and provisions on its part pursuant to the Prospectus, the Pledge of Shares Agreement and the Security Trust Deed II, as applicable.

In terms of the Articles of Association of BBT P.I.c., the Security Trustee shall prior to enforcing the Share Pledge by appropriation or transfer of the BBT Pledged Shares to a third party, offer the BBT Pledged Shares for sale on a pre-emptive basis to the other members of BBT P.I.c and only in the event that the other members of BBT P.I.c. not accept such offer, may the Security Trustee enforce the Share Pledge in accordance with the terms set out in the Security Trust Deed II and/or the Pledge of Shares Agreement.

Following the Security Trustee's enforcement of the Collateral, the Security Trustee shall apply any available funds as follows: first to pay any sums due to the Security Trustee as trust administration costs or liabilities of the Security Trustee; and secondly to pay the Bondholders outstanding dues by the Issuer in terms of the Prospectus.

As stated above in this sub-section with respect to the security property constituting the Collateral, in terms of the Security Trust Deed II, the Security Trustee shall retain the discretion to request that additional shares be pledged in its favour and/or release or substitute the security property, in whole or in part, held as collateral in terms of the Prospectus with alternative security from time to time, subject to an independent valuation report confirming to the satisfaction of the Security Trustee that the value of the security being substituted and added to the rights constituting the Collateral is at least equal to the Redemption Value at such date. In the event where the Security Trustee makes declarations of trust indicating additional property settled on trust, or releases part of the property settled on trust as contemplated above, the Issuer shall make the necessary company announcement in accordance with the Capital Markets Rules to that effect.

Without prejudice to other powers and discretions of the Security Trustee in terms of the Security Trust Deed II, and the Pledge of Shares Agreement, the Security Trustee shall have the discretion to enforce the Collateral on its own accord or upon receiving notice from the Bondholders that any of the Events of Default has occurred in accordance with the provisions hereof. The Security Trustee shall have the discretion to postpone any sale of the assets held on trust if the best value reasonably achievable for the said assets on the open market for the time being would not be considered a fair value in the opinion of the Security Trustee or in the opinion of any advisor appointed by the Security Trustee for the valuation of the said assets.

No provision contained in the Prospectus, the Pledge of Shares Agreement and/or the Security Trust Deed II shall be construed as creating or otherwise acknowledging any obligation on the part of the Security Trustee in favour of the Bondholders for any payments that may fall due under the Bonds.

In terms of the Security Trust Deed II, the Tum Finance Security Trust II shall terminate in any of the following events, whichever is the earliest:

- i. upon the Issuer repaying all amounts outstanding to the Bondholders in terms of the Prospectus and upon the Security Trustee receiving confirmation in writing to this effect from the Issuer; or
- ii. after one hundred and twenty-five (125) years from the date of the Security Trust Deed II; or
- iii. on such earlier date as the Security Trustee shall declare in writing to be the date on which the relative trust period shall end, provided that such action is in accordance with the terms of the Prospectus and the Pledge of Shares Agreement.

Every Bondholder shall be entitled to be entered in the register of Bondholders maintained by the CSD and shall, thereupon, become a Beneficiary under the Security Trust Deed II. The beneficial interest of a Beneficiary in terms of the Security Trust Deed II shall terminate upon such time as a Bondholder is no longer registered in the register of Bondholders maintained by the CSD, or upon the redemption of the principal amount of the Bonds and payment of all interest thereunder, as the case may be. The Security Trustee shall, so far as is reasonable and within a reasonable time of receiving a request in writing to that effect, provide full and accurate information on the Security Trust Deed II to beneficiaries of the Tum Finance Security Trust II and to the MFSA. A copy of the Security Trust Deed II may be inspected during the lifetime of the Prospectus at the registered office of the Issuer as set out in section 19 of the Registration Document.

The terms and conditions of the Security Trust Deed II shall, upon admission to listing of the Bonds or subsequent purchase of any Bonds, be binding on such subscriber or purchaser as a beneficiary under the trust as if the Bondholders had been a party to the Security Trust Deed II and as if the Security Trust Deed II contained covenants on the part of each Bondholder to observe and be bound by all the provisions therein, and the Security Trustee is authorised and required to do the things required of it by the Security Trust Deed II.

#### 5.5.2 Process for creation of the Collateral and release of Bond Issue proceeds to the Issuer

The Bond Issue proceeds shall be retained by the Sponsor, Manager & Registrar and be released to the Issuer on condition that: (i) the Pledge of Shares Agreement has been duly executed and the statutory form is registered with the appropriate authority in favour of the Security Trustee as trustee of the Tum Finance Security Trust II; and (ii) it receives confirmation that the Bonds will be admitted to the Official List.

Upon receipt of the net proceeds of the Bond Issue amounting to €11,600,000 by the Issuer, the Issuer shall inject €11,600,000 into Tum Operations and the 11,600,000 preference shares, having a nominal value of €1.00 each in Tum Operations shall be allotted in favour of the Issuer. Tum Operations shall release the net Bond Issue proceeds pursuant to the loan agreements as stipulated and for the purposes specified in sub-section 5.1 above.

### 5.6 Expected timetable of principal events

1	Intermediaries' Offer*	4 November 2024 – 15 November 2024 at 12:00 CET
2	Commencement of interest on the Bonds	22 November 2024
3	Announcement of basis of acceptance through a company announcement	22 November 2024
4	Refunds of unallocated monies, if any	28 November 2024
5	Expected dispatch of allotment advices	28 November 2024
6	Expected date of admission of the Bonds to listing	28 November 2024
7	Expected date of commencement of trading in the Bonds	29 November 2024

\*The Issuer reserves the right to close the Intermediaries' Offer before 15 November 2024 at 12:00 CET in the event that the Bonds are fully subscribed prior to said date and time, in which case some or all of the remaining events 2 to 7 (both included) set out above may be brought forward.

In the eventuality that the period of the Intermediaries' Offer is closed early as aforesaid, some of the events set out above may be brought forward and the Issuer will issue a company announcement accordingly.

## 6 INFORMATION CONCERNING THE BONDS

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

### 6.1 General

6.1.1 Each Bond forms part of a duly authorised issue of 5.2% secured bonds 2034 of a nominal value of €100 per Bond issued by the Issuer at par up to the principal amount of €12,000,000, except as otherwise provided under sub-section 6.15 "Further Issues" below. The Issue Date of the Bonds is expected to be 28 November 2024. The Bonds are secured by the granting of the Collateral in favour of the Security Trustee for the benefit of Bondholders, as primary beneficiaries, in terms of the Security Trust Deed II.

- 6.1.2 The currency of the Bonds is Euro (€).
- 6.1.3 The Bonds shall bear interest at the rate of 5.2% per annum payable annually in arrears on 22 November of each year, with the first interest payment falling due on 22 November 2025, covering the period between 22 November 2024 and 21 November 2025. Any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next following day that is a Business Day.
- 6.1.4 Subject to admission to listing of the Bonds to the Official List, the Bonds are expected to be assigned ISIN: MT0002271212.
- 6.1.5 The Bonds are expected to be listed on the Official List on or about 28 November 2024 and dealing can be expected to commence thereafter. Dealing may commence prior to notification of the amount allotted being issued to Applicants.
- 6.1.6 All outstanding Bonds not previously purchased and cancelled shall be redeemed by the Issuer at par, together with accrued interest up to the date fixed for redemption, on the Redemption Date or an Early Redemption Date, as may be applicable.
- 6.1.7 In the event that any of the Applicants applying for Bonds have not been allocated any Bonds or have been allocated a number of Bonds which is less than the number applied for, the Applicant shall receive a full refund or, as the case may be, the balance of the price of the Bonds applied for but not allocated, without interest, by direct credit into the Applicant's bank account as indicated by the Applicant at any time before the Bonds are admitted to listing on the Official List of the MSE. Neither the Issuer nor the Registrar will be responsible for any loss or delay in transmission of such refunds or any charges in connection therewith. In this regard, any monies returnable to Applicants may be retained pending clearance of the remittance and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 373 of the laws of Malta) and regulations made thereunder. Such monies will not bear interest while retained as aforesaid.
- 6.1.8 There are no special rights attached to the Bonds other than the right of the Bondholders to payment of interest and capital (as detailed in sub-section 6.11 below) and the benefit of the Collateral through the Security Trustee (as detailed in sub-section 5.5 above).
- 6.1.9 The minimum subscription amount of Bonds that can be subscribed for by Applicants upon subscription is €1,000, and in multiples of €100 thereafter.
- 6.1.10 The issue of the Bonds is made in accordance with the requirements of the Capital Markets Rules, the Act and the Prospectus Regulation.
- 6.1.11 The Bond Issue is not underwritten. Should subscriptions for a total of at least €8,040,000 (the "Minimum Amount") not be received, no allotment of the Bonds shall be made, the Applications for Bonds shall be deemed not to have been accepted by the Issuer and all money received from Authorised Intermediaries shall be returned by the Issuer, acting through the Registrar, without interest, by direct credit transfer to the respective Authorised Intermediary to the account number indicated on the respective subscription agreement by latest 15 November 2024. In the event that the Minimum Amount is reached but the Bond Issue is not fully subscribed, the Issuer will proceed with the allotment and listing of the amount of Bonds subscribed for.
- 6.1.12 All Applications shall be subject to the Terms and Conditions of the Bond Issue as set out in section 8 hereunder, the terms of which shall form an integral part hereof.

## **6.2 Intermediaries' Offer**

The Issuer has entered into Subscription Agreements with a number of Authorised Intermediaries whereby the Issuer bound itself to allocate the entire amount of €12 million in nominal value of Bonds to such Authorised Intermediaries, which, in turn, bound themselves to subscribe to, for their own account or for the account of their underlying clients, in aggregate the entire amount of €12 million in nominal value of Bonds, subject to (i) the Collateral being constituted in favour of the Security Trustee in accordance with the provisions of the Security Trust Deed II, and (ii) the Bonds being admitted to trading on the Official List.

In terms of each subscription agreement entered into with an Authorised Intermediary, the Issuer will be conditionally bound to issue, and each Authorised Intermediary will bind itself to subscribe for, up to the total amount of Bonds as indicated therein, subject to the Bonds being admitted to trading on the Official List. The subscription agreements, which will be subject to the Terms and Conditions of the Prospectus, will become binding on each of the Issuer and the respective Authorised Intermediaries upon delivery, provided that these intermediaries would have paid to the Registrar all subscription proceeds in cleared funds on delivery of the subscription agreement.

In terms of the subscription agreements, Authorised Intermediaries may subscribe for the Bonds either for their own account or for the account of underlying customers, including retail customers. The minimum which each Authorised Intermediary may apply for in terms of the applicable subscription agreement is €1,000 and in multiples of €100 thereafter and such minimum and multiples shall also apply to each underlying Applicant.

Completed subscription agreements, together with evidence of payment, are to reach the Registrar by 12:00 hours CET on 15 November 2024. The Issuer, acting through the Registrar, will communicate the number of Bonds each Authorised Intermediary has been allocated in terms of the respective subscription agreement by latest 12:00 hours CET on 22 November 2024. Any amounts unallocated in terms of the subscription agreements shall be returned to the respective Authorised Intermediary by direct credit to the account indicated in the respective subscription agreement by latest close of business on 28 November 2024. The results of the Bond Issue will be announced through a company announcement.

### **6.3 Plan of distribution and allotment**

The Bonds are open for subscription to all categories of investors. The entire €12 million in nominal value of Bonds being issued has been reserved for subscription by a number of Authorised Intermediaries which have entered into Subscription Agreements with the Issuer in advance of the Bond Issue.

All Applications shall be subject to the Terms and Conditions of the Bond Issue.

The registration advice and other documents and any monies returnable to Applicants via Authorised Intermediaries may be retained pending clearance of the remittance and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 373 of the laws of Malta) and regulations made thereunder.

Such monies will not bear interest while retained as aforesaid. Dealings in the Bonds shall not commence prior to admission to trading of the Bonds by the MSE or prior to the said notification.

### **6.4 Allocation Policy**

The Issuer shall allocate the Bonds to the Authorised Intermediaries in accordance with the Subscription Agreements, details of which can be found in sub-section 6.2 of this Securities Note.

### **6.5 Status and ranking of the Bonds**

The Bonds, as and when issued and allotted, shall constitute the general, direct and unconditional obligations of the Issuer, as secured by means of the Collateral granted in terms of the Security Trust Deed II. The Bonds shall at all times rank *pari passu*, without any priority or preference among themselves, but, in view of the fact that the Bonds shall be secured by the Collateral, shall rank with priority and preference over other present and future unsecured obligations of the Issuer and Tum Operations with respect to the BBT Pledged Shares, if any, save for such exceptions as may be provided by applicable law, and with ranking and priority over the Collateral.

Pursuant to the terms of the Security Trust Deed II, the Issuer and Tum Operations, have agreed to constitute in favour of the Security Trustee for the benefit of Bondholders, as beneficiaries, security over the Collateral and to appoint the Security Trustee to hold and administer the Collateral under trust. The Collateral will secure the claim of the Security Trustee, for the benefit and in the interest of Bondholders, for the repayment of the principal and interest under the Bonds by a preferred claim over the BBT Pledged Shares and the other security property generally from time to time.

The Collateral shall be held by the Security Trustee for the benefit of the Bondholders and, accordingly, the Bonds shall rank with priority and preference over other present and future unsecured obligations of the Issuer and Tum Operations. Notwithstanding the aforesaid, privileges or similar charges accorded by law in specific situations may arise during the course of the business of the Issuer and/or Tum Operations, which may rank with priority or preference to the Bonds and/or the Collateral, as applicable. It is further noted that in terms of the Security Trust Deed II, the Security Trustee may pay itself out of the trust funds all sums owing to it in respect of the remuneration costs, charges, expenses or interest or by virtue of any indemnity from the Issuer and/or Tum Operations, to which it is entitled under the Security Trust Deed II or by law or by virtue of any release or indemnity granted to it, and all such sums as aforesaid shall be so retained and paid in priority to the claims of the Bondholders and shall constitute an additional charge upon the property charged with the Collateral.

### **6.6 Rights attaching to the Bonds**

This Securities Note incorporates the Terms and Conditions of the Bond Issue and, in its entirety, creates the contract between the Issuer and a Bondholder.



A Bondholder shall have such rights as are, pursuant to this Securities Note, attached to the Bonds, including:

- i. the payment of interest;
- ii. the repayment of capital;
- iii. the benefit of the Collateral through the Security Trustee, in accordance with the provisions of sub-section 5.5 of this Securities Note;
- iv. ranking with respect to other indebtedness of the Issuer and Tum Operations in accordance with the provisions of sub-section 6.5 above;
- v. the right to attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions of the Bond Issue; and
- vi. the right to enjoy all such other rights attached to the Bonds emanating from the Prospectus.

## 6.7 Interest

- 6.7.1 The Bonds shall bear interest from and including 22 November 2024 at the rate of 5.2% per annum on the nominal value thereof, payable annually in arrears on each Interest Payment Date. The first interest payment will be effected on 22 November 2025, covering the period 22 November 2024 up to and including 21 November 2025. Any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next following day that is a Business Day. Each Bond will cease to bear interest from and including its due date for redemption, unless payment of the principal amount in respect of the Bond is improperly withheld or refused or unless default is otherwise made in respect of payment, in any of which events interest shall continue to accrue at the rate specified above plus one per cent (1%), but in any event not in excess of the maximum rate of interest allowed by Maltese law. In terms of article 2156 of the Civil Code (Chapter 16 of the laws of Malta), the right of Bondholders to bring claims for payment of interest and repayment of the principal on the Bonds is barred by the lapse of five (5) years.
- 6.7.2 When interest is required to be calculated for any period of less than a full year, it shall be calculated on the basis of a three hundred and sixty (360) day year consisting of twelve (12) months of thirty (30) days each, and in the case of an incomplete month, the number of days elapsed.

## 6.8 Yield

The gross yield calculated on the basis of the Interest, the Issue Price and the Nominal Value of the Bonds is 5.2%. The table below illustrated the gross yield at the different Early Redemption Dates:

Year	Redemption Price	Yield
2031	102.60	5.500%
2032	101.30	5.328%
2033	100.00	5.200%

## 6.9 Registration, form, denomination and title

- 6.9.1 Certificates will not be delivered to Bondholders in respect of the Bonds in virtue of the fact that the entitlement to Bonds will be represented in an uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD. There will be entered in such electronic register the names, addresses, identity card numbers (in the case of natural persons), registration numbers (in the case of companies) and MSE account numbers of the Bondholders and particulars of the Bonds held by them respectively, and the Bondholders shall have, at all reasonable times during business hours, access to the register of Bondholders held at the CSD for the purpose of inspecting information held on their respective account.
- 6.9.2 The CSD will issue, upon a request by a Bondholder, a statement of holdings to such Bondholder evidencing his/her/its entitlement to Bonds held in the register kept by the CSD.
- 6.9.3 Bondholders who opt to subscribe for the online e-portfolio account with the CSD will be registered by the CSD for the online e-portfolio facility and will receive by mail at their registered address a handle code to activate the new e-portfolio login. A Bondholder's statement of holdings evidencing entitlement to Bonds held in the register kept at the CSD and registration advices evidencing movements in such register will be available through the said e-portfolio facility on <https://eportfolio.borzamalta.com.mt/>. Further detail on the e-portfolio is found on <https://eportfolio.borzamalta.com.mt/Help>.
- 6.9.4 The Bonds will be issued in fully registered form, without interest coupons, in denominations of any integral multiple of €100 provided that on subscription the Bonds will be issued for a minimum of €1,000 per individual Bondholder. Authorised Intermediaries subscribing for Bonds through nominee accounts for and on behalf of clients shall apply the minimum subscription amount of €1,000 to each underlying client.



- 6.9.5 Any person in whose name a Bond is registered may, to the fullest extent permitted by applicable law, be deemed and treated at all times, by all persons and for all purposes, including the making of any payments, as the absolute owner of such Bond. Title to the Bonds may be transferred as provided below under the heading "Transferability of the Bonds" in sub-section 6.14 of this Securities Note.

## **6.10 Pricing**

The Bonds are being issued at par, that is, at €100 per Bond, with the full amount payable upon subscription.

## **6.11 Payments**

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

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

- 6.11.2 Payment of interest on a Bond will be made to the person in whose name such Bond is registered at the close of business fifteen (15) days prior to the Interest Payment Date, by means of a direct credit transfer into such bank account as the Bondholder may designate, from time to time, which is denominated in Euro and held with any licensed bank in Malta. Such payment shall be effected within seven (7) days of the Interest Payment Date. The Issuer shall not be responsible for any loss or delay in transmission or any charges in connection therewith.
- 6.11.3 All payments with respect to the Bonds are subject in all cases to any pledge (duly constituted) and to any applicable fiscal or other laws and regulations prevailing in Malta from time to time. In particular, but without limitation, all payments of principal and interest by or on behalf of the Issuer in respect of the Bonds shall be made net of any amount which the Issuer is or may become compelled by law to deduct or withhold for or on account of any present or future taxes, duties, assessments or other government charges of whatsoever nature imposed, levied, collected, withheld or assessed by or within the Republic of Malta or any authority thereof or therein having power to tax.
- 6.11.4 No commissions or expenses shall be charged by the Issuer to the Bondholders in respect of payments made in accordance with this sub-section 6.11. The Issuer shall not be liable for charges, expenses and commissions levied by parties other than the Issuer.

## **6.12 Redemption and purchase**

- 6.12.1 Unless previously redeemed in accordance with the terms of this sub-section (or purchased and cancelled), the Bonds shall be redeemed at their Nominal Value on the Redemption Date. In such a case the Issuer shall be discharged of any and all payment obligations under the Bonds upon payment made net of any withholding or other taxes due or which may be due under Maltese law and which are payable by the Bondholders.
- 6.12.2 Subject to the provisions of this sub-section 6.12, the Issuer may at any time purchase Bonds in the open market or otherwise at any price. Any purchase by tender shall be made available to all Bondholders alike.
- 6.12.3 All Bonds so redeemed or re-purchased will be cancelled forthwith and may not be re-issued or re-sold.
- 6.12.4 The Issuer reserves the right to redeem any or all of the Bonds on any Early Redemption Date on giving not less than thirty (30) Business Day's prior written notice to the Bondholders specifying the date on which such redemption shall be effected.
- 6.12.5 Any redemption of the Bonds prior to the Redemption Date shall take place by payment of all principal together with interest accrued and unpaid on the Bonds being so redeemed until the relevant Early Redemption Date.
- 6.12.6 The notice of redemption shall be effective only on actual receipt by the relevant Bondholder, shall be irrevocable and shall oblige the Issuer to make, and the Bondholder to accept, such redemption on the date specified in the notice.
- 6.12.7 On or after 2031, the Issuer may on and any time redeem all of the Bonds as follows;

Year	Redemption Price
2031	102.60
2032	101.30
2033	100.00

### 6.13 Events of Default

Pursuant to the Security Trust Deed II, the Security Trustee may in its absolute and unfettered discretion, and shall upon the request in writing of not less than 60% of the Bondholders, by notice in writing to the Issuer declare the Bonds to have become immediately due and repayable at their principal amount, together with any accrued interest, upon the happening of any of the following events ("Events of Default"):

- i. if the Issuer shall fail to pay any interest on any Bond when due and such failure shall continue for sixty (60) days after written notice thereof shall have been given to the Issuer by any Bondholder and/or by the Security Trustee; and/or
- ii. if the Issuer shall fail to pay the principal amount of a Bond on the date fixed for its redemption and such failure shall continue for sixty (60) days after written notice thereof shall have been given to the Issuer by any Bondholder and/or by the Security Trustee; and/or
- iii. if the Issuer shall fail to perform or shall otherwise be in breach of any other material obligation contained in the Terms and Conditions and such failure shall continue for sixty (60) days after written notice thereof shall have been given to the Issuer by any Bondholder and/or by the Security Trustee; and/or
- iv. if the Issuer and/or Tum Operations commits a breach of any of the covenants or provisions contained in the Security Trust Deed II to be observed and performed on their respective parts and the said breach still subsists for thirty (30) days after having been notified by the Security Trustee; and/or
- v. if any representation or warranty made or deemed to be made or repeated by or in respect of the Issuer is or proves to have been incorrect in any material respect in the sole opinion of the Security Trustee; and/or
- vi. if an order is made or resolution passed or other action taken for the dissolution, termination of existence, liquidation, winding-up or bankruptcy of the Issuer; and/or
- vii. if the Issuer stops or suspends payments (whether of principal or interest) with respect to all or any class of its debts or announces an intention to do so or ceases or threatens to cease to carry on its business or a substantial part of its business; and/or
- viii. if the Issuer is unable, or admits in writing its inability, to pay its debts as they fall due or otherwise becomes insolvent; and/or
- ix. if in terms of section 214(5) of the Act, a Court order or other judicial process is levied or enforced upon or sued out against any part of the property of the Issuer and is not paid out, withdrawn or discharged within one (1) month; and/or
- x. if a judicial or provisional administrator is appointed upon the whole or any material part of the property of the Issuer and such appointment is determined by the Security Trustee to be prejudicial, in its opinion, to the Bondholders; and/or
- xi. if security constituted by any hypothec, pledge or charge upon the whole or any part of the undertaking or assets of the Issuer shall become enforceable and steps are taken to enforce the same and the taking of such steps shall be determined in writing by the Security Trustee to be, in its opinion, prejudicial to the Bondholders; and/or
- xii. if the Issuer and/or Tum Operations repudiate, or do or cause or permit to be done any act or thing evidencing an intention to repudiate, the Bonds and/or the Security Trust Deed II; and/or
- xiii. if all, or in the sole opinion of the Security Trustee, a material part of the undertakings, assets, rights or revenues of or shares or other ownership interests in the Issuer are seized, nationalised, expropriated or compulsorily acquired by or under the authority of any government; and/or
- xiv. there shall have been entered against the Issuer a final judgment by a court of competent jurisdiction from which no appeal may be or is made for the payment of money in excess of three million Euro (€3,000,000) or its equivalent and ninety (90) days shall have passed since the date of entry of such judgment without its having been satisfied or stayed.

Upon any such Event of Default occurring and not being remedied within the relevant cure period, as applicable, the principal monies and interest accrued under the Bonds shall be deemed to have become immediately payable at the time of the event which shall have happened as aforesaid.

In the event that the Security Trustee becomes aware of the fact that an Event of Default has occurred or is likely to occur it shall notify the Malta Financial Services Authority, the Sponsor, Manager & Registrar and the Bondholders of such fact without delay in writing;

Provided that in the event of any breach by the Issuer and/or Tum Operations of any of the covenants, obligations or provisions herein contained due to any fortuitous event of a calamitous nature beyond its control, then the Security Trustee may, but shall be under no obligation so to do, give said defaulting party such period of time to remedy the breach as in its sole opinion may be justified in the circumstances and if in its sole opinion the breach is remediable within the short term and without any adverse impact on the Bondholders. The Security Trustee shall not be bound to take any steps to ascertain whether any Event of Default or other similar condition, event or circumstance has occurred or may occur, and, until it shall have actual knowledge or express notice to the contrary, the Security Trustee shall be entitled to assume that no such Event of Default or condition, event or other circumstance has happened and that each of the Issuer and/or Tum Operations is observing and performing all the obligations, conditions and provisions on its part contained under the Prospectus and the Security Trust Deed II, as applicable.

#### **6.14 Transferability of the Bonds**

- 6.14.1 The Bonds are freely transferable and, once admitted to the Official List, shall be transferable only in whole (in multiples of €100) in accordance with the rules and regulations of the MSE applicable from time to time. The minimum subscription amount of €1,000 shall only apply during the Issue Period. As such, no minimum holding requirement shall be applicable once the Bonds are admitted to listing on the Official List and commence trading thereafter, subject to trading in multiples of €100.
- 6.14.2 Any person becoming entitled to a Bond in consequence of the death or bankruptcy of a Bondholder may, upon such evidence being produced as may, from time to time, properly be required by the Issuer or the CSD, elect either to be registered himself/herself/itself as holder of the Bond or to have some person nominated by him/her/it registered as the transferee thereof. If the person so becoming entitled shall elect to be registered himself/herself/itself, he/she/it shall deliver or send to the CSD a notice in writing signed by him/her/it stating that he/she/it so elects. If he/she/it shall elect to have another person registered he/she/it shall testify his/her/its election by transferring the Bond, or procuring the transfer of the Bond, in favour of that person. Provided always that if a Bond is transmitted in furtherance of this paragraph 6.15.2, a person will not be registered as a Bondholder unless such transmission is made in multiples of €100.
- 6.14.3 All transfers and transmissions are subject in all cases to any pledge (duly constituted) of the Bonds and to any applicable laws and regulations.
- 6.14.4 The costs and expenses of affecting any registration of transfer or transmission, except for the expenses of delivery by any means other than regular mail (if any) and except, if the Issuer shall so require, the payment of a sum sufficient to cover any tax, duty or other governmental charge or insurance charges that may be imposed in relation thereto, will be borne by the person to whom the transfer / transmission has been made.
- 6.14.5 The Issuer will not register the transfer or transmission of Bonds for a period of fifteen (15) days preceding the due date for any payment of interest on the Bonds or the due date for redemption.

#### **6.15 Further issues**

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

#### **6.16 Meetings of Bondholders**

- 6.16.1 The Issuer may, from time to time, call meetings of Bondholders for the purpose of consultation with Bondholders or for the purpose of obtaining the consent of Bondholders on matters which in terms of the Prospectus require the approval of a Bondholders' meeting and to affect any change to the applicable Terms and Conditions of the Bonds.
- 6.16.2 A meeting of Bondholders shall be called by the Directors by giving (i) the Security Trustee and (ii) all Bondholders listed on the register of Bondholders as at a date being not more than thirty (30) days preceding the date scheduled for the meeting, not less than fourteen (14) days' notice in writing. Such notice shall set out the time,

place (whether physical or virtual) and date set for the meeting and the matters to be discussed or decided thereat, including, if applicable, sufficient information on any amendment of the Prospectus that is proposed to be voted upon at the meeting and seeking the approval of the Bondholders. Following a meeting of Bondholders held in accordance with the provisions contained hereunder, the Issuer shall, acting in accordance with the resolution(s) taken at the meeting, communicate to the Security Trustee and the Bondholders whether the necessary consent to the proposal made by the Issuer has been granted or withheld. Subject to having obtained the necessary approval by the Bondholders in accordance with the provisions of this sub-section 6.16 at a meeting called for that purpose as aforesaid, any such decision shall subsequently be given effect to by the Issuer.

- 6.16.3 No change or amendment to, or waiver of, any of the applicable Terms and Conditions of the Bonds may be made unless such decision is taken at a meeting of Bondholders duly convened and held for that purpose in accordance with the terms hereof.
- 6.16.4 A meeting of Bondholders shall only validly and properly proceed to business if there is a quorum present at the commencement of the meeting. For this purpose, at least two (2) Bondholders present, in person or by proxy, representing not less than 50% in nominal value of the Bonds then outstanding, shall constitute a quorum. If a quorum is not present within thirty (30) minutes from the time scheduled for the commencement of the meeting as indicated on the notice convening same, the meeting shall stand adjourned to a place, date and time as shall be communicated by the Directors to the Security Trustee and the Bondholders present at that meeting. The Issuer shall within two (2) days from the date of the original meeting publish by way of a company announcement the date, time and place where the adjourned meeting is to be held. An adjourned meeting shall be held not earlier than seven (7) days, and not later than fifteen (15) days, following the original meeting. At an adjourned meeting the number of Bondholders present at the commencement of the meeting, in person or by proxy, shall constitute a quorum; and only the matters specified in the notice calling the original meeting shall be placed on the agenda of, and shall be discussed at and decided upon during, the adjourned meeting.
- 6.16.5 Any person who in accordance with the Memorandum and Articles of Association of the Issuer is to chair the annual general meetings of shareholders shall also chair meetings of Bondholders.
- 6.16.6 Once a quorum is declared present by the chairperson of the meeting, the meeting may then proceed to business and address the matters set out in the notice convening the meeting. In the event of decisions being required at the meeting the Directors or their representative shall present to the Security Trustee and the Bondholders the reasons why it is deemed necessary or desirable and appropriate that a particular decision is taken. The meeting shall allow reasonable and adequate time to Bondholders to present their views to the Issuer and the other Bondholders present at the meeting. The meeting shall then put the matter as proposed by the Issuer to a vote of the Bondholders present at the time at which the vote is being taken, and any Bondholders taken into account for the purpose of constituting a quorum who are no longer present for the taking of the vote shall not be taken into account for the purpose of such vote.
- 6.16.7 The voting process shall be managed by the Issuer's company secretary under the supervision and scrutiny of the auditors of the Issuer and the Security Trustee.
- 6.16.8 The proposal placed before a meeting of Bondholders shall only be considered approved if at least sixty per cent (60%) in nominal value of the Bondholders present at the meeting, or at any adjourned meeting, as the case may be, at the time when the vote is being taken, in person or by proxy, shall have voted in favour of the proposal.
- 6.16.9 The meeting of Bondholders may be held by means of any telephone conference or other communication equipment which allows those participating to hear and speak to each other, and any Bondholder or Director and/or any officer of the Company participating in a meeting in this manner is deemed to be present in person at such meeting and will be counted when reckoning a quorum.
- 6.16.10 Save for the above, the rules generally applicable to proceedings at general meetings of shareholders of the Issuer shall mutatis mutandis apply to meetings of Bondholders.

## **6.17 Authorisations and approvals**

The Directors of the Issuer authorised the Bond Issue and the publication of the Prospectus pursuant to a Board of Directors' resolution passed on 24 October 2024.

## **6.18 Admission to trading**

- 6.18.1 The Malta Financial Services Authority has authorised the Bonds as admissible to listing pursuant to the Capital Markets Rules by virtue of a letter dated 1 November 2024.
- 6.18.2 Application has been made to the Malta Stock Exchange for the Bonds being issued pursuant to the Prospectus to be listed and traded on its Official List.

6.18.3 The Bonds are expected to be admitted to the Official List with effect from 28 November 2024 and trading is expected to commence on 29 November 2024. Dealing may commence prior to notification of the amount allotted being issued to Applicants.

## 6.19 Representations and warranties

6.19.1 The Issuer represents and warrants to Bondholders and to the Security Trustee for the benefit of Bondholders, who shall be entitled to rely on such representations and warranties, that:

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

6.19.2 To the best of the Directors' knowledge, the Prospectus contains all relevant material information with respect to the Issuer and the Bonds and all information contained in the Prospectus is in every material respect true and accurate and not misleading, and there are no other facts in relation to the Issuer, its business and financial position, the omission of which would, in the context of issue of the Bonds, make any statement in the Prospectus misleading or inaccurate in any material respect.

## 6.20 Bonds held jointly

In respect of any Bonds held jointly by several persons (including spouses), the person first named in the register of Bondholders shall, for all intents and purposes, be deemed to be such nominated person by all those joint holders. Such person shall, for all intents and purposes, be deemed to be the registered holder of the Bonds so held.

## 6.21 Bonds held subject to usufruct

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

## 6.22 Governing law and jurisdiction

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

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

## 6.23 Notices

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

# 7 TAXATION

## 7.1 General

**Investors and prospective investors are urged to seek professional advice as regards both Maltese and any foreign tax legislation which may be applicable to the acquisition, holding and disposal of Bonds, as well as any interest payments made by the Issuer. The following is a summary of the anticipated tax treatment applicable to the Bonds and to Bondholders in so far as taxation in Malta is concerned. This information, that does not constitute legal or tax advice and does not purport to be exhaustive, refers only to Bondholders who do not deal in securities in the course of their normal trading activity.**

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

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

## **7.2 Malta tax on interest**

Since interest is payable in respect of a Bond which is the subject of a public issue, unless the Issuer is otherwise instructed by a Bondholder to receive the interest gross of any withholding tax or if the Bondholder does not fall within the definition of "recipient" in terms of article 41(c) of the Income Tax Act (Chapter 123 of the laws of Malta), interest shall be paid to such person net of a final withholding tax, currently at the rate of 15% (10% in the case of certain types of collective investment schemes) of the gross amount of the interest, pursuant to article 33 of the Income Tax Act. Bondholders who do not fall within the definition of a "recipient" do not qualify for the said rate and should seek professional advice on the taxation of such income as special rules may apply.

This withholding tax is considered as a final tax and a Maltese resident individual Bondholder is not obliged to declare the interest so received in his/her income tax return, to the extent that the interest is paid net of tax. No person, whether corporate or non-corporate, shall be charged to further tax in respect of such income and the tax deducted shall not be available as a credit against the recipient's tax liability or available as a refund, as the case may be.

The Issuer will render an account to the Maltese Commissioner for Revenue of all amounts of interest paid and tax so deducted, including the identity of the recipient.

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

In terms of article 12(1)(c) of the Income Tax Act, Bondholders who are not resident in Malta satisfying the applicable conditions set out therein, including but not limited to the condition that the Bondholder is not owned and controlled by, whether directly or indirectly, nor acts on behalf of an individual/s who are ordinarily resident and domiciled in Malta, are not taxable in Malta on the interest received and will receive interest gross, subject to the requisite declaration/evidence being provided to the Issuer in terms of law.

## **7.3 Exchange of information**

In terms of applicable Maltese legislation, the Issuer and/or its agent are required to collect and forward certain information (including, but not limited to, information regarding payments made to certain Bondholders) to the Maltese Commissioner for Revenue. The Maltese Commissioner for Revenue will or may, in turn, automatically or on request, forward the information to other relevant tax authorities subject to certain conditions.

Relevant legislation includes, but is not limited to:

- (i) the implementation of Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended) which provides for the implementation of the regime known as the Common Reporting Standard ("CRS") – incorporated into Maltese law through Legal Notice 384 of 2015 entitled the Cooperation with Other Jurisdiction on Tax Matters (Amendment) Regulations, 2015; and
- (ii) the agreement between the Government of the United States of America and the Government of the Republic of Malta to Improve International Tax Compliance and to Implement FATCA – incorporated into Maltese law through Legal Notice 78 of 2014 ("FATCA Legislation").

The CRS has been proposed by the Organisation for Economic Co-operation and Development as a new global standard for the automatic exchange of financial account information between tax authorities in participating jurisdictions. The CRS requires Malta based financial institutions ("FIs") (defined as such for the purposes of CRS) to identify and report to the Maltese tax authorities financial accounts held by a "Reportable Person" (as defined under the CRS legislation), and certain entities with one or more controlling persons, as defined under the CRS legislation, which is classified as a reportable person. Financial information relating to Bonds and the holders of the Bonds may fall within the purview of CRS and may be subject to reporting and information exchange provisions.

In particular with respect to CRS, the following information will be reported annually by the FIs to the Commissioner for Revenue in respect of each reportable account maintained by the FIs: (i) the name, address, jurisdiction of tax residence, tax identification number (TIN) and date and place of birth (in the case of an individual); (ii) the account number (or



functional equivalent in the absence of an account number); (iii) the account balance or value as of the end of the relevant calendar year or other appropriate reporting period or, if the account was closed during such year or period, the closure of the account; (iv) the total gross amount paid or credited to the account holder with respect to the account during the calendar year or other appropriate reporting period with respect to which the FI is the obligor or debtor, including the aggregate amount of any redemption payments made to the account holder during the calendar year or other appropriate reporting period.

Under the FATCA Legislation, FIs in Malta (defined as such for the purposes of FATCA) are obliged to identify and report financial accounts held by specified U.S. persons, as defined under the FATCA Legislation, and certain non-U.S. entities which are controlled by U.S. controlling persons, as defined under the FATCA Legislation, to the Commissioner for Revenue. The latter is, in turn, required to exchange such information to the US Internal Revenue Service. Financial account information in respect of holders of the Bonds could fall within the scope of FATCA and they may, therefore, be subject to reporting obligations.

Pursuant to obligations under FACTA Legislation, FIs reserve the right to store, use, process, disclose and report any required information including all current and historical data related to the past and/or present account/s held by reportable persons, including, but not limited to, the name, address, date of birth, place of birth and U.S. tax identification number, the details of any account transactions, the nature, balances and compositions of the assets held in the account, to the Commissioner for Revenue.

The Commissioner for Revenue shall by automatic exchange framework for reciprocal information exchange, communicate to the other competent authority on an annual basis, any relevant information that may fall to be classified as reportable, and vice-versa.

FIs reserve the right to request any information and/or documentation required, in respect of any financial account, in order to comply with the obligations imposed under FATCA and CRS and any referring legislation. In the case of failure to provide satisfactory documentation and/or information, an FI may take such action as it thinks fit, including without limitation, the closure of the financial account.

#### **7.4 Maltese taxation on capital gains on transfer of the Bonds**

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

#### **7.5 Duty on documents and transfers**

In terms of the Duty on Documents and Transfers Act (Chapter 364 of the laws of Malta), duty is chargeable *inter alia* on the transfer or transmission causa mortis of marketable securities. A marketable security is defined in the said legislation as “a holding of share capital in any company and any document representing the same”.

Accordingly, the Bonds should not be treated as constituting marketable securities within the meaning of the aforementioned legislation and, therefore, the transfer/transmission thereof should not be chargeable to duty.

Furthermore, even if the Bonds are considered to be marketable securities for the purposes of the Duty on Documents and Transfers Act, in terms of article 50 of the Financial Markets Act (Chapter 345 of the laws of Malta), in view of the fact that the Bonds constitute financial instruments of a company quoted on a regulated market exchange, as is the Official List, redemptions and transfers of the Bonds should in any case be exempt from Maltese duty.

INVESTORS AND PROSPECTIVE INVESTORS ARE URGED TO SEEK PROFESSIONAL ADVICE AS REGARDS BOTH MALTESE AND ANY FOREIGN TAX LEGISLATION APPLICABLE TO THE ACQUISITION, HOLDING AND DISPOSAL OF BONDS, AS WELL AS INTEREST PAYMENTS MADE BY THE ISSUER. THE TAX LEGISLATION OF THE INVESTOR'S MEMBER STATE AND OF THE ISSUER'S COUNTRY OF INCORPORATION MAY HAVE AN IMPACT ON THE INCOME RECEIVED FROM THE SECURITIES. THE ABOVE IS A SUMMARY OF THE ANTICIPATED TAX TREATMENT APPLICABLE TO THE BONDS AND TO BONDHOLDERS. THIS INFORMATION, WHICH DOES NOT CONSTITUTE LEGAL OR TAX ADVICE, REFERS ONLY TO BONDHOLDERS WHO DO NOT DEAL IN SECURITIES IN THE COURSE OF THEIR NORMAL TRADING ACTIVITY.



## 8 TERMS AND CONDITIONS OF THE BOND ISSUE

- 8.1 The following Terms and Conditions shall be read in conjunction with all the other terms and conditions relative to and regulating the contractual relationship created between the Issuer on the one hand and the Bondholders on the other.
- 8.2 The issue and allotment of the Bonds is conditional upon: (i) the Minimum Amount of €8,040,000 being subscribed for; (ii) the Pledge of Shares Agreement and the Security Trust Deed II being duly executed; (iii) the Collateral being duly granted and registered with the appropriate authority/ies, as applicable; and (iv) the Bonds being admitted to trading on the Official List. In the event that any one or more of the aforesaid conditions is not satisfied, any application monies received by the Issuer from all Applicants will be returned, without interest, by direct credit into the Applicant's bank account indicated by the Applicant / Authorised Intermediary on the relative Application / subscription agreement.
- 8.3 Applications for the Bonds may be lodged with any Authorised Intermediary, which include the Sponsor, Manager & Registrar, by not later than 12:00 hours (CET) on 15 November 2024. Applications must be accompanied by the full price of the Bonds applied for, in Euro. Payment may be made by credit transfer to the respective Authorised Intermediary, by cheque payable to the respective Authorised Intermediary or by any other method of payment as accepted by the respective Authorised Intermediary. In any case, acceptance of payment shall be made at the Authorised Intermediary's sole and absolute discretion and may be on the basis that the Applicant indemnifies the Authorised Intermediary against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of the Applicant's remittance to be honoured on first presentation, and that, at any time prior to unconditional acceptance by the Authorised Intermediary of such late payment in respect of such Bonds, the Authorised Intermediary may (without prejudice to other rights) treat the agreement to allocate such Bonds as void, in which case the Applicant will not be entitled to any refund or payment in respect of such Bonds (other than return of such late payment).
- 8.4 It is the responsibility of investors wishing to apply for the Bonds to inform themselves as to the legal requirements of so applying, including any requirements relating to external transaction requirements in Malta and any exchange control in the countries of their nationality, residence or domicile.
- 8.5 The contract created by the Issuer's acceptance of an Application filed by a prospective bondholder shall be subject to all the Terms and Conditions set out in this Securities Note.
- 8.6 If Applications are signed/delivered on behalf of another party or on behalf of a corporation or corporate entity or association of persons, the person signing will be deemed to have duly bound his/her principal, or the relative corporation, corporate entity, or association of persons, and will be deemed also to have given the confirmations, warranties and undertakings contained in these Terms and Conditions on their behalf. Such representative may be requested to submit the relative power of attorney/resolution or a copy thereof duly certified by a lawyer or notary public if so required by the Issuer acting through the Registrar, but it shall not be the duty or responsibility of the Registrar or the Issuer to ascertain that such representative is duly authorised to appear on the Application and bind the Applicant.
- 8.7 Applications in the name of a corporation or corporate entity or association of persons need to include a valid Legal Entity Identifier ("LEI") (which needs to be unexpired). Failure to include a valid LEI code will result in the Application being cancelled by the Issuer, acting through the Registrar, and subscription monies will be returned to the Applicant in accordance with the terms set out herein.
- 8.8 In the event that an Applicant fails to submit full information and/or documentation required with respect to an Application, the Applicant shall receive a full refund, without interest, by direct credit transfer to such account indicated by him/her/it at any time before the Bonds are admitted to listing on the Official List. Neither the Issuer nor the Registrar shall be responsible for any charges, loss or delay arising in connection with such credit transfer.
- 8.9 In the case of joint Applications, reference to the Applicant in these Terms and Conditions is a reference to each of the joint Applicants, and liability therefor is joint and several.
- 8.10 Applications in the name and for the benefit of minors shall be allowed provided that the Applicant already holds an account with the MSE. Any Bonds allocated pursuant to such an Application shall be registered in the name of the minor as Bondholder, with interest and redemption monies payable to the parent/s / legal guardian/s submitting the Application until such time as the minor attains the age of eighteen (18) years, following which all interest and redemption monies shall be paid directly to the registered holder, provided that the Issuer has been duly notified in writing of the fact that the minor has attained the age of eighteen (18) years.
- 8.11 The Bonds have not been and will not be registered under the Securities Act of 1933 of the United States of America and, accordingly, may not be offered or sold within the United States or to or for the account or benefit of a U.S. person.

- 8.12 No person receiving a copy of the Prospectus in any territory other than Malta may treat the same as constituting an invitation or offer to such person, nor should such person in any event use the Prospectus, unless, in the relevant territory, such an invitation or offer could lawfully be made to such person without contravention of any regulation or other legal requirements.
- 8.13 It is the responsibility of any person outside Malta wishing to make any Application to satisfy himself/herself/itself as to full observance of the laws of any relevant territory in connection therewith, including obtaining any requisite governmental or other consents, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes required to be paid in such territory.
- 8.14 Subject to all other Terms and Conditions set out in the Prospectus, the Issuer reserves the right to reject, in whole or in part, or to scale down, any Application, and to present any cheques and/or drafts for payment upon receipt. The right is also reserved to refuse any Application which in the opinion of the Issuer, acting through the Registrar, is not properly completed in all respects in accordance with the relative instructions or is not accompanied by the required documents.
- 8.15 Save where the context requires otherwise or where otherwise defined therein, terms defined in the Prospectus bear the same meaning when used in these Terms and Conditions, in any of the annexes and in any other document issued pursuant to the Prospectus.
- 8.16 The Issuer has not sought assessment of the Bonds by an independent credit rating agency.
- 8.17 Subject to all other Terms and Conditions set out in the Prospectus, the Issuer reserves the right to revoke the Bond Issue at any time before the closing of the Issue Period. The circumstances in which such revocation might occur are expected to be exceptional, for example where a significant change in market conditions occurs.
- 8.18 The Bonds will be issued in multiples of €100. The minimum subscription amount of Bonds that can be subscribed for by all Applicants is €1,000.
- 8.19 For the purposes of the Prevention of Money Laundering and Funding of Terrorism Regulations (Subsidiary Legislation 373.01), as may be amended from time to time, all appointed Authorised Intermediaries are under a duty to communicate, upon request, all information about clients as is mentioned in Articles 1.2(d) and 2.4 of the "Members' Code of Conduct" appended as Appendix 3.6 to Chapter 3 of the MSE Bye-Laws, irrespective of whether the said appointed Authorised Intermediaries are Malta Stock Exchange members or not. Such information shall be held and controlled by the Malta Stock Exchange in terms of the General Data Protection Regulation (EU) 2016/679 (GDPR) and the Data Protection Act (Chapter 586 of the laws of Malta) for the purposes and within the terms of the Malta Stock Exchange Data Protection Policy as published from time to time.
- 8.20 It shall be incumbent on the respective Authorised Intermediaries to ascertain that all other applicable regulatory requirements relating to subscription of Bonds by an Applicant are complied with, including without limitation the obligation to comply with all applicable MiFIR requirements as well as applicable MFSA Rules for investment services providers, all applicable Anti-Money Laundering and Counter Terrorist Financing rules and regulations, as well as the applicable MFSA Conduct of Business Rules.
- 8.21 It shall be incumbent on the respective Authorised Intermediary to ascertain that all other applicable regulatory requirements relating to subscription of Bonds by an Applicant are complied with, including without limitation the obligation to comply with all applicable requirements set out Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments ("MiFID II") as well as applicable MFSA Rules for investment services providers. Provided that the Bonds are deemed to be complex instruments, they may not be distributed to retail clients before at least an Appropriateness Test has been carried out. Particularly, to the extent that an Authorised Intermediary provides investment advice in respect of a purchase of the Bonds by an Applicant, such Authorised Intermediary shall also be required to conduct a Suitability Test in respect of that Applicant and, based on the results of such test, be satisfied that an investment in the Bonds may be considered suitable for the Applicant.

For the purpose of this Securities Note, the term "Appropriateness Test" means the test conducted by any Authorised Intermediary, when providing an investment service (other than investment advice or portfolio management) in relation to the subscription for and the trading of the Bonds, for the purpose of such Authorised Intermediary determining (after collecting the necessary information) whether the investment service or the Bonds are appropriate for the prospective Applicant or prospective transferee. In carrying out this assessment, the Authorised Intermediary shall ask the Applicant or the prospective transferee to provide information regarding the Applicant or transferee's knowledge and experience so as to determine that the Applicant or transferee has the necessary experience and knowledge in order to understand the risks involved in relation to the Bonds or investment service offered or demanded, in accordance with the Conduct of Business Rulebook issued by the MFSA. In the event that the Authorised Intermediary considers, on the basis of the test conducted, that the transfer of Bonds is not appropriate for the Applicant or prospective transferee, the Authorised Intermediary shall reject the prospective Applicant's request to subscribe for or acquire Bonds, irrespective of whether the Applicant or transferee is warned that the investment in the Bonds is not appropriate for the Applicant or transferee.

For the purpose of this Securities Note, the term "Suitability Test" means the process through which an Authorised Intermediary providing investment advice or portfolio management services in relation to the subscription for and trading of Bonds obtains such information from the Applicant or prospective transferee as is necessary to enable the Authorised Intermediary to recommend to or, in the case of portfolio management, to effect for, the Applicant or prospective transferee, the investment service and trading in Bonds that are considered suitable for him/her, in accordance with the Conduct of Business Rulebook issued by the MFSA.

8.22 By completing and delivering an Application for Bonds, the Applicant:

- i. agrees and acknowledges to have had the opportunity to read the Prospectus and to be deemed to have had notice of all information and representations concerning the Issuer and the issue of the Bonds contained therein;
- ii. warrants that the information submitted by the Applicant is true and correct in all respects. All Applications need to include a valid MSE account number in the name of the Applicant/s. Failure to include an MSE account number will result in the Application being cancelled by the Issuer (acting through the Registrar) and subscription monies will be returned to the Applicant. In the event of a discrepancy between the personal details (including name and surname and the Applicant's address) provided by an Applicant and those held by the MSE in relation to the MSE account number indicated by the Applicant, the details held by the MSE shall be deemed to be the correct details of the Applicant;
- iii. authorises the Registrar and the MSE to include his/her/its name or, in the case of joint Applications the first named Applicant, in the register of securities of the Issuer in respect of the Bonds allocated to such Applicant and further authorises the Issuer, the Registrar, the respective Authorised Intermediary and the MSE to process the personal data that the Applicant provides in connection with an Application for Bonds, for all purposes necessary and subsequent to the Bond Issue applied for, in accordance with the General Data Protection Regulation (EU) 2016/679 (GDPR) and the Data Protection Act (Chapter 586 of the laws of Malta). The Applicant has the right to request access to and rectification of the personal data relating to him/her/it as processed by the Issuer and/or the MSE. Any such requests must be made in writing and sent to the CSD. The requests must be signed by the Applicant to whom the personal data relates;
- iv. confirms that in making such Application no reliance was placed on any information or representation in relation to the Issuer or the issue of the Bonds other than what is contained in the Prospectus and, accordingly, agree/s that no person responsible solely or jointly for the Prospectus or any part thereof will have any liability for any such other information or representation;
- v. agrees that the registration advice and other documents and any monies returnable to the Applicant may be retained pending clearance of his/her/its remittance, and any verification of identity as required by the Prevention of Money Laundering Act (Chapter 373 of the laws of Malta) and regulations made thereunder, and that such monies will not bear interest;
- vi. agrees to provide the Issuer, acting through the Registrar, with any information which it/they may request in connection with the Application;
- vii. warrants, in connection with the Application, to have observed all applicable laws, obtained any requisite governmental or other consents, complied with all requisite formalities and paid any issue, transfer or other taxes due in connection with his/her/its Application in any territory, and that the Applicant has not taken any action which will or may result in the Issuer or the Registrar acting in breach of the regulatory or legal requirements of any territory in connection with the issue of the Bonds or his/her/its Application;
- viii. warrants that all applicable exchange control or other regulations (including those relating to external transactions) have been duly and fully complied with;
- ix. represents that the Applicant is not a U.S. person (as such term is defined in Regulation S under the Securities Act of 1933 of the United States of America, as amended) and that he/she/it is not accepting the invitation set out in the Prospectus from within the United States of America, its territories or its possessions, or any area subject to its jurisdiction (the "United States") or on behalf or for the account of anyone within the United States or anyone who is a U.S. person;
- x. agrees that unless such Application is made with Calamatta Cuschieri Investment Services Limited as an Authorised Intermediary, Calamatta Cuschieri Investment Services Limited will not, in its capacity of Sponsor, treat the Applicant as its customer by virtue of such Applicant making an Application for the Bonds, and that Calamatta Cuschieri Investment Services Limited will owe the Applicant no duties or responsibilities concerning the price of the Bonds or their appropriateness and suitability for the Applicant;
- xi. agrees that all documents in connection with the issue of the Bonds and any returned monies, including refunds of unapplied Application monies, if any, will be sent at the Applicant's own risk and may be sent, in the case of documents, by post at the address (or, in the case of joint Applications, the address of the first named Applicant) as set out by the Applicant and in the case of monies by direct credit into the Applicant's bank account as indicated by the Applicant;
- xii. renounces to any rights the Applicant may have to set off any amounts the Applicant may at any time owe the Issuer against any amount due under the terms of these Bonds;
- xiii. irrevocably offers to purchase the number of Bonds specified in his/her/its Application, or any smaller number for which the Application is accepted, at the Bond Issue Price subject to the Prospectus and the Terms and Conditions thereof;
- xiv. warrants that his/her/its remittance will be honoured on first presentation and agrees that if such remittance is not so honoured on its first presentation, the Issuer, acting through the Registrar, reserves the right to invalidate the relative

Application. Furthermore, the Applicant will not be entitled to receive a registration advice or to be registered in the register of Bondholders or to enjoy or receive any rights in respect of such Bonds, unless the Applicant makes payment in cleared funds and such consideration is accepted by the respective Authorised Intermediary (which acceptance shall be made in the Authorised Intermediary's sole and absolute discretion and may be on the basis that the Applicant indemnifies the Authorised Intermediary against all costs, damages, losses, expenses and liabilities arising out of or in connection with the failure of the Applicant's remittance to be honoured on first presentation, and that, at any time prior to unconditional acceptance by the Authorised Intermediary of such late payment in respect of such Bonds, the Authorised Intermediary may (without prejudice to other rights) treat the agreement to allocate such Bonds as void and may allocate such Bonds to some other person, in which case the Applicant will not be entitled to any refund or payment in respect of such Bonds (other than return of such late payment));

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

## 9 ADDITIONAL INFORMATION

Save for the Financial Analysis Summary set out in Annex II to this Securities Note, this Securities Note does not contain any statement or report attributed to any person as an expert.

The Financial Analysis Summary dated 1 November 2024 has been included in Annex II of this Securities Note in the form and context in which it appears with the authorisation of Calamatta Cuschieri Investment Services Limited of Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034, Malta, which has given and has not withdrawn its consent to the inclusion of said report herein.

The Issuer has received confirmation from Calamatta Cuschieri Investment Services Limited that the Financial Analysis Summary has been accurately reproduced in the Prospectus and that there are no facts of which the Issuer is aware that have been omitted and which would render the reproduced information inaccurate or misleading.

The foregoing expert does not have any beneficial interest in the Issuer. The Issuer confirms that the Financial Analysis Summary has been accurately reproduced in the Prospectus and that there are no facts of which the Issuer is aware that have been omitted and which would render the reproduced information inaccurate or misleading.

# ANNEX I

## AUTHORISED INTERMEDIARIES



## **Calamatta Cuschieri Investment Services Limited**

C 13729

Ewropa Business Centre, Triq Dun Karm, Birkirkara BKR 9034, Malta  
25688688

---

## **FINCO Treasury Management Limited**

C 17017

The Bastions, Office No 2, Ewvin Cremona Street, Floriana FRN 1281  
21220002

---

## **Michael Grech Financial Investment Services Limited**

C 28229

The Brokerage, Lvl 0 A, St Marta Street, Victoria, Gozo VCT 2550  
22587000

**ANNEX II**

**FINANCIAL ANALYSIS  
SUMMARY**





The Directors  
Tum Finance p.l.c.  
Tum Invest Head Office, Zentrum Business Centre  
Mdina Road  
Qormi QRM 9010  
Malta

1 November 2024

Re: Financial Analysis Summary – 2024

Dear Board Members,

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

The purpose of the financial analysis is that of summarising key financial data appertaining to Tum Finance p.l.c. (the "**Issuer**"), including the prospectus dated 1 November 2024 published by the Issuer (the "**Prospectus**"), or is based on our own computations as follows:

- a) Historical financial data for the three years ending 31 December 2021, 2022 and 2023 have been extracted from the audited financial statements of the Issuer.
- b) The forecast data for the financial year ending 31 December 2024 and 2025 has been provided by management.
- c) Our commentary on the Issuer results and financial position is based on the explanations provided by management.
- d) The ratios quoted in the Analysis have been computed by us applying the definitions set out in Part 4 of the Analysis.
- e) The principal relevant market players listed in Part 3 of the document have been identified by management. Relevant financial data in respect of competitors has been extracted from public sources such as the web sites of the companies concerned or financial statements filed with the Registrar of Companies.

The Analysis is meant to assist investors in the Issuer's securities and potential investors by summarising the more important financial data of the Group. The Analysis does not contain all data that is relevant to investors or potential investors and is meant to complement, and not replace, the content of the full Prospectus. The Analysis does not constitute an endorsement by our firm of any securities of the Issuer and should not be interpreted as a recommendation to invest in any of the Issuer's securities. We shall not accept any liability for any loss or damage arising out of the use of the Analysis and no representation or warranty is provided in respect of the reliability of the information contained in the Prospectus. As with all investments, potential investors are encouraged to seek professional advice before investing in the Issuer's securities.

Yours sincerely,



Patrick Mangion  
Head of Capital Markets

# FINANCIAL ANALYSIS SUMMARY 2024



**Tum Finance p.l.c.**

**1 November 2024**

**Prepared by Calamatta Cuschieri  
Investment Services Limited**

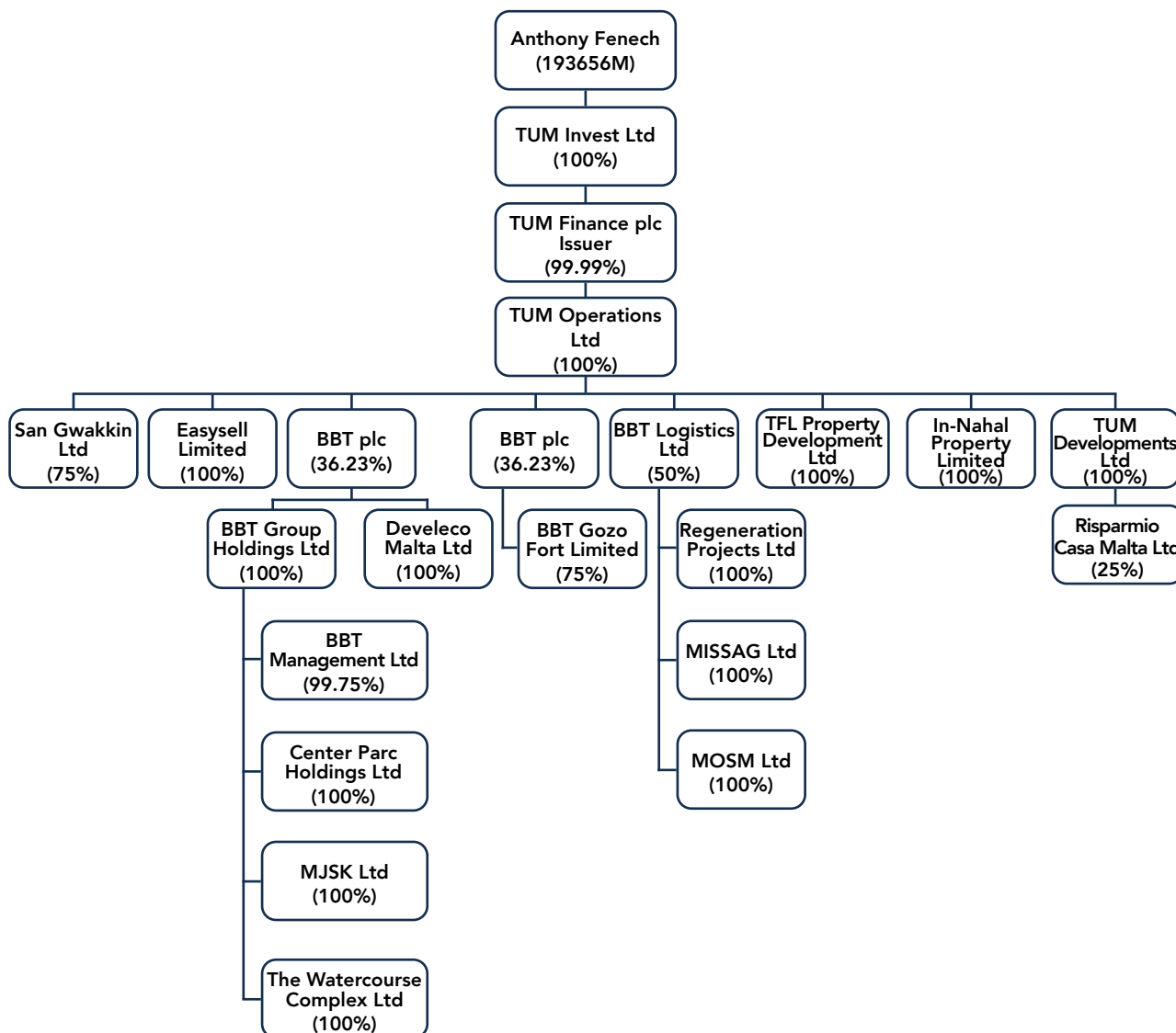
## TABLE OF CONTENTS

<b>PART 1 - INFORMATION ABOUT THE GROUP</b>	<b>84</b>
Issuer's Key Activities and Structure	84
Directors	85
Major Assets owned by the Group	85
Operational Developments	86
Debt Security in issue	86
Use of proceeds	87
<b>PART 2 - HISTORICAL PERFORMANCE AND FORECASTS</b>	<b>87</b>
Group's Income Statement	87
Group's Statement of Financial Position	90
Group's Statement of Cash Flows	92
<b>PART 3 - KEY MARKET AND COMPETITOR DATA</b>	<b>93</b>
General Market Conditions	93
Economic Update	93
Economic Outlook	94
The retail sector	94
Commercial property market	95
Comparative Analysis	96
<b>PART 4 - GLOSSARY AND DEFINITIONS</b>	<b>97</b>

## Part 1 - Information about the Group

Tum Finance p.l.c. ("**TFP**" or the "**Issuer**") has applied for a bond issue of €12m 5.2% Secured Bonds 2034 pursuant to the prospectus published dated 1 November 2024 (the "**Prospectus**"). This Analysis has been prepared in line with the MFSA Listing Policies.

### 1.1 Issuer's Key Activities and Structure



The "**Group**" of companies consists of Tum Finance p.l.c., being the Issuer acting as the finance and holding company of the Group, Tum Operations Limited ("**TOL**") and its subsidiaries and associates. The main subsidiaries involved in the new Bond Issue are Easysell Limited ("**ESL**") being the Guarantor of the outstanding bond issued in 2019, TUM Developments Limited and TFL Property Development Limited. The objective of the Group is to manage investment property held for rental income, in addition to acquiring and developing new properties to enhance the Group's existing revenues.

The Issuer was incorporated on 26 March 2019 and registered under Maltese law as a public limited company with its registered office at Tum Invest Head Office, Zentrum Business Centre, Mdina Road, Qormi and with company registration number C 91228. The Issuer is, except for two ordinary shares held by Anthony Fenech, a wholly owned subsidiary of Tum Invest Limited (the "**Parent**"). The Issuer, which was set up and established to act as a finance vehicle, has an authorised share capital of €20,000,000 divided into 20,000,000 shares of one Euro (€1) each. The issued share capital is of €17,693,000 divided into 17,693,000 shares of one Euro (€1) each, all fully paid up.

Tum Operations Limited, a wholly owned subsidiary of the Issuer, is a private limited liability company registered under the laws of Malta on 1 April 2019 with the same registered office as the Issuer and company registration number C 91301. TOL has an authorised share capital of €12,000,000 divided into 2,000,000 ordinary shares and 10,000,000 redeemable preference shares of €1 each. The issued share capital of TOL is of €6,351,200 divided into 1,200 ordinary shares of one Euro (€1) each and 6,350,000 redeemable preference shares of one Euro (€1) each, all fully paid up. Details on TOL's associates can be found in section 1.4 of this Analysis.

ESL was incorporated on 5 July 1988 and registered under Maltese law as a private limited liability company with the same registered office as the Issuer and company registration number C 9778. ESL is a wholly owned subsidiary of TOL. The authorised and issued share capital of ESL is €1,164,686.50 divided into 500,000 ordinary shares of €2.329373 each, all fully paid up. The principal objective of ESL is to acquire, develop and manage property primarily for commercial purposes.

Tum Developments Limited was incorporated on 22 January 2018 and registered under Maltese law as a private limited liability company with the same registered office as the Issuer and company registration number C 84520. Tum Developments Limited is a wholly owned subsidiary of TOL. The authorised and issued share capital of Tum Developments Limited is €450,000 divided into 450,000 ordinary shares of €1 each, all fully paid up. TUM Development Limited's current objective is to import, export, trade as a wholesaler, franchisee and retailer for various home goods.

TFL Property Development Limited was incorporated on 8 April 2024 and registered under Maltese law as a private limited liability company with the same registered office as the Issuer and company registration number C 108290. It is a wholly owned subsidiary of TOL. Its authorised share capital is €1,500 divided into 1,500 shares of €1 each, and its issued share capital is €1,200 divided into 1,200 shares, all fully paid up. TFL Property Development Limited's current objective is to acquire immovable property with the aim of development.

## 1.2 Directors

### Board of Directors - Issuer

As at the date of this Analysis, the following persons constitute the board of directors of the Issuer:

Year	Redemption Price
<b>Mr Anthony Fenech</b>	Chairman and executive director
<b>Mr Silvan Fenech</b>	Executive director
<b>Mr Matthew Fenech</b>	Executive director
<b>Dr Stanley Portelli</b>	Independent non-executive director
<b>Mr Mario Vella</b>	Independent non-executive director
<b>Mr William Wait</b>	Independent non-executive director

The business address of all of the directors of the Issuer is the registered office of the Issuer. Dr Malcolm Falzon is the company secretary of the Issuer.

The board of the Issuer is composed of six directors who are responsible for its overall direction and management. The three executive directors are entrusted with the Issuer's day-to-day management whereas the three non-executive directors, all of whom are independent of the Issuer, provide direction and strategy, monitoring and supervision of company performance while ensuring that controls and risk management systems are adequately in place.

The Issuer had no employees as at 31 December 2023. As from 1 January 2024, the three non-executive directors listed above have formed part of the Issuer's payroll. The day-to-day business was and still is being handled by the delegated employees of the Parent.

## 1.3 Major Assets owned by the Group

### Easysell Investment Properties:

This property consists of two buildings:

- The first building contains the original KIA showroom and adjacent offices, built in 1986.
- The second building features six floors of underground parking, a ground-floor showroom (approximately 2,450 sqm), and two upper floors of office space (approximately 4,100 sqm).

The property is secured against an existing €20m bond maturing in 2029.

### Parilja Property:

In 2024, the Group agreed to acquire a 2,750 sqm site in Santa Venera for €3m, designated for the development of 8 semi-detached villas. This development has a full permit (PA/5484/18), with €943,000 paid to settle existing debts.

### **In-Nahal Property:**

In July 2023, the Group entered a promise of sale for a 3,900 sqm site in Qormi, aimed at developing 114 residential units, 3 houses, 112 garages, and 9 commercial outlets. The acquisition cost was €11.5m, structured with favourable credit terms.

A full development permit has been applied for but as at the date of this analysis has not yet been approved.

### **Mosta Property:**

Alongside the Ta' Natu acquisition, the Group has partnered to develop a 2,000 sqm adjacent site into 40 residential units and four floors of underground parking. The existing owner will contribute the land, while the Group will manage development, retaining 18 residential units, 67 underground car spaces and 27 small stores.

A non-executable permit was issued last Tuesday 29th October

### **Geblin Property:**

In August 2015, a related party acquired two adjacent properties in Saint Elia Street, St. Julians, which are being transferred to the Group for development into 6 semi-detached villas.

Application with Planning Authority is in progress.

### **Investment in BBT Group:**

The BBT Group has a diverse portfolio of investment properties aimed at generating rental income and long-term value growth. In Q1 2023, TOL, along with other investors, contributed property holdings into BBT plc to enhance rental income and capital growth.

### **Investment in Risparmio Casa Malta:**

In 2023, the Group negotiated with Risparmio Casa to open multiple franchise branches in Malta. The operations will be managed through Risparmio Casa Malta, with TUM Developments Ltd owning a 25% stake in the venture, which is primarily owned by Rica Gest S.r.l. (Risparmio Casa's parent company).

## **1.4 Operational Developments**

### **San Gwakkinn Site:**

Through its subsidiary TOL, the Group holds a 75% stake in this site, located in the Central Business District next to the TG Complex (home to the Forestals showroom and Deloitte offices). It is being developed into a showroom, along with 8,062 sqm of office space and 245 parking spaces. The site is expected to be operational by FY25 and is fully financed by APS Bank.

### **Ta' Natu Commercial Outlet:**

In September 2023, a related entity entered a promise of sale agreement to acquire the existing Ta' Natu outlet for €2.25m, along with two finished penthouses in a nearby development. This agreement has been assigned to the Group, with the final contract expected by Q1 FY25. The outlet will be leased to Risparmio Casa Malta, where the Group holds a 25% share.

### **Independent 2 Property:**

The Group has a promise of sale agreement to acquire a commercial outlet in St. Julians for €2.8m, which includes a €1m payment to settle existing debt and cover development costs. The property is intended for retail use; if the application to change the existing permit is denied, it will be rented as office space.

## **1.5 Debt Securities currently in issue**

<b>Debt Security</b>	<b>ISIN</b>	<b>€m</b>
<b>3.75% Tum Finance plc 2029</b>	MT0002271204	20

## 1.6 Use of proceeds

The proceeds from the proposed €12m bond issue (the "Bond Issue"), as detailed in the Prospectus, will be allocated by the Group for specific purposes, prioritised as follows:

- an amount of *circa* €943k of the Bond Issue net proceeds will be used by Tum Invest Limited for the purpose of re-financing the remaining balance of an existing facility taken out with Lombard Bank Malta plc prior to the date of the Prospectus for the purpose of financing the acquisition of the Parilja Property;
- an amount of *circa* €1.96m of the Bond Issue net proceeds will be used by TFL Property Development Limited for the development and finishing costs in connection with the Parilja property development project;
- an amount of *circa* €2.03m of the Bond Issue net proceeds will be used by Easysell Limited for the purpose of financing the purchase of the property known as Ta' Natu Commercial Outlet;
- an amount of *circa* €1.85m of the Bond Issue net proceeds will be used by Easysell Limited in an amount of *circa* €700k for the purpose of refinancing the fit-out costs of the Risparmio Casa outlet located at Ta' Natu Commercial Outlet and an amount of *circa* €1,146m shall be used by Tum Developments Limited for the purpose of part financing the fit-out costs of the Risparmio Casa outlet to be located at Center Parc;
- an amount of *circa* €1m of the Bond Issue net proceeds will be used by Tum Properties Limited for the purpose of re-financing an existing facility taken out with BNF Bank Malta plc prior to the date of the Prospectus for the purpose of financing the acquisition of the Independent 2 Property;
- the remaining balance of the Bond Issue net proceeds in an amount of *circa* €3.83m will be used for the general corporate funding purposes of the Group.

## Part 2 - Historical Performance and Forecasts

### 2.1 Group's Income Statement

INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER					
	2021A	2022A	2023A	2024F	2025F
	€000s	€000s	€000s	€000s	€000s
<b>Revenue</b>	3,533	3,746	3,693	1,924	18,976
Administrative expenses	(850)	(868)	(588)	(531)	(13,234)
<b>EBITDA</b>	<b>2,683</b>	<b>2,878</b>	<b>3,105</b>	<b>1,393</b>	<b>5,742</b>
Depreciation and amortisation	(15)	(49)	(53)	(924)	(1,275)
<b>EBIT</b>	<b>2,668</b>	<b>2,829</b>	<b>3,052</b>	<b>469</b>	<b>4,467</b>
Fair value movement in property	-	-	-	2,469	9,592
Share of profit / (loss) in associates	-	(89)	(114)	922	2,695
Finance income	112	39	14	75	96
Finance expense	(802)	(840)	(855)	(1,141)	(2,032)
<b>Profit / (loss) before taxation</b>	<b>1,978</b>	<b>1,939</b>	<b>2,097</b>	<b>2,794</b>	<b>14,818</b>
Taxation	(529)	(533)	(395)	(820)	(3,991)
<b>Profit / (loss) after taxation</b>	<b>1,449</b>	<b>1,406</b>	<b>1,702</b>	<b>1,974</b>	<b>10,827</b>
Profit from discontinued operations	-	-	3,648	-	-
<b>Total comprehensive income</b>	<b>1,449</b>	<b>1,406</b>	<b>5,350</b>	<b>1,974</b>	<b>10,827</b>



## RATIO ANALYSIS

	2021A	2022A	2023A	2024F	2025F
<i>Profitability</i>					
Growth in Revenue (YoY Revenue Growth)	10.2%	6.0%	(1.4)%	(47.9%)	886.3%
EBITDA Margin (EBITDA / Revenue)	75.9%	76.8%	84.1%	72.4%	30.3%
Operating (EBIT) Margin (EBIT / Revenue)	75.5%	75.5%	82.6%	24.4%	23.5%
Net Margin (Profit after taxation / Revenue)	41.0%	37.5%	46.1%	102.7%	57.1%
Return on Common Equity (Profit after taxation / Average Equity)	4.0%	3.6%	4.1%	4.7%	22.2%
Return on Assets (Profit after taxation / Average Assets)	2.2%	2.0%	2.3%	2.1%	8.9%

### 2.1.1 Historical Financial Performance

Consolidated revenue for FY23 decreased slightly by 1.4% amounting to circa €3.7m and reflects revenue generated from the Group's properties and other income. Although the total change in revenue is immaterial, the rental income of the Group decreased substantially due to the sale of Center Parc Retail Hub, decreasing from €3.3m in FY22 to €1.8m in FY23. Other income increased to €1.9m from €0.5m due to a gain on disposal of Hotel VIU57 and a gain on bargain purchase as a result of the additional acquisition of shares of BBT p.l.c.

Administrative expenses totalled €588k in FY23 which is lower than the €868k reported in FY22 due to tighter cost control. Administrative expenses include maintenance, utility, common area expenses and other similar expenses, whereby part of these costs are recovered through the service charge levied. The cost of utilities is expected to decrease due to the installation of solar panels mentioned previously which will decrease the overall water and electricity expenses.

The net finance costs for FY23 amounted to €841k, €40k higher than FY22, primarily due to slightly higher finance costs and lower interest. The finance costs were higher mainly because of the €35k increase in bank charges during the year. This was partially offset by a lower interest expense on the related party loan. This led to a profit before taxation of €2.1m. After accounting for tax expenses of €0.4m and a profit from discontinued operation of €3.7m, the Group recorded a total comprehensive income of €5.4m. The profit from discontinued operations relates to the disclosure of gain on investments relating to the transfer of Center Parc Holdings Ltd for shares in BBT plc.

### 2.1.2 Forecasted Financial performance:

#### Revenues

Rental Operations:

RENTAL OPERATIONS THE YEAR ENDED 31 DECEMBER		
	2024F €000s	2025F €000s
Rental Income – Easysell	1,732	1,738
Rental Income – Ta'Natu	193	230
Rental Income – Centreparc	-	975
Rental Income – San Gwakkin	-	-
Rental Income – Independent 2	-	180
<b>Total Rental Income</b>	<b>1,924</b>	<b>3,123</b>

For the fiscal year FY24, the company is anticipating €1.9m in rental income, with projections indicating a significant increase to €3.1m by FY25. This upward trajectory is largely attributable to the leasing initiatives associated with two pivotal projects: the Center Parc development and the Independent 2 property. The Center Parc project is expected to contribute substantially to the company's rental income due to its strategic location and amenities. Similarly, the Independent 2 property, which is set to be leased to a third party as a commercial outlet (Class 4B) at an annual rental rate of €250 per square meter, is poised to further enhance rental revenues.

## Property Development:

### PROPERTY DEVELOPMENT SALES FOR THE YEAR ENDED 31 DECEMBER

	2024F €000s	2025F €000s
Parilja	-	6,480
In-Nahal	-	3,173
Geblin	-	6,200
<b>Total Revenues</b>	-	<b>15,853</b>

The second segment of its revenue model related to contributions from property development and sales starting in FY25. The projected total revenue from this segment is estimated at €15.9m, predominantly derived from three key projects: Parilja, In-Nahal, and Geblin.

The Parilja project is expected to yield €6.5m and is scheduled for completion in Q1 FY25 with all units in this development are projected to be sold by Q4 FY25.

The In-Nahal project is projected to generate €3.17m in FY25 and €31.7m in total revenue with completion anticipated for Q3 FY27 and sales expected to conclude by Q2 FY28.

Meanwhile, the Geblin project is also expected to yield €6.2m with completion is targeted for FY25.

#### Other selected Items:

The administrative expenses for FY24 primarily consist of audit fees, director's remuneration, and legal and professional fees. A notable change occurs in FY25, when these expenses begin to incorporate lease payments to BBT<sup>1</sup>, a subsidiary of the group. Specifically, the Group is expected to incur a rental charge of €900k per annum related to the leasing of Centre Parc Phase 2 from BBT. Agency fees are also projected to amount to €935k<sup>2</sup>, alongside a substantial cost of sales for property developed, estimated at €10.8m<sup>3</sup>. Collectively, these are expected to amount to an overall cost of goods sold of €13.2m in FY25.

Moving on to depreciation costs, these expenses are primarily related to the investment properties held for rental purposes and the furnishings and finishings of the Risparmio Casa outlets. Depreciation is anticipated to increase from €923k in FY24 to €1.2m in FY25. This represents a year-on-year growth of approximately 39%, in line with the forecasted increase in assets.

Upon completion of the investment properties, the Group's portfolio is projected to be carried at fair value as determined by architectural valuations, and retained at this fixed amount thereafter. The projected revaluation gains in the income statement, net of deferred tax, are forecasted to be €2.4m in FY24 and €9.5m in FY25.

The share of profit from associates is expected to be positive in FY24 at €922k, and is estimated to reach €2.6m in FY25. This improvement is attributed to the profitability of the Group's subsidiary BBT, contributing €869k in FY24 and an anticipated €2.1m in FY25, alongside a smaller contribution from Risparmio Casa of €53k in FY24, rising to €670k in FY25.

Finance expenses encompass interest costs and deferred bond issue costs. The interest costs are projected to occur at varying rates depending on the various loans and bonds outstanding. Interest associated with property development is capitalized during the construction phase and subsequently expensed to the income statement upon recognition of property sales. Finance income includes interest income on excess cash estimated at 1.5% of the surplus cash balance per annum, while the loan receivable from a related party bears interest at 3.75% per annum, with repayment due by Q2 FY29.

The net finance costs are estimated to reach €1.0m in FY24, with projections indicating an increase to €2.0m in FY25 in line with the issuance of the Bond issue. In FY25 tax expenses are expected to increase materially mainly due to property sales tax of €1.2m. This is forecast to lead to a profit after taxation of €10.8m.

Historically the company's revenue primarily stemmed from rental operations and therefore operated at very high margins. The average EBIT margin during the historical period was approximately 78%, with a return on assets of around 2.0%. Looking ahead to FY24 and FY25, the Group will now incorporate property development and sales into its activities. This shift is expected to reduce the EBIT margin to 24% due to the inclusion of cost of goods sold related to property developments. Both return on equity and return on assets are forecasted to increase significantly going forward, coming in at 22.2% and 8.9% in FY25.

1 The Group also incurs a rental charge of €900k per annum in relation to the rental of Center Parc Phase 2 from BBT

2 Relate to agency fees

3 Relate to sale of units

## 2.2 Group's Statement of Financial Position

### STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER

	2021A €000s	2022A €000s	2023A €000s	2024F €000s	2025F €000s
<b>Assets</b>					
<b>Non-current assets</b>					
Investment property	64,954	65,406	30,500	38,044	64,771
Property, plant and equipment	73	118	8,567	15,059	1,703
Investment in associates	-	3,774	29,619	31,982	34,376
Loans due from related parties	-	-	325	325	325
<b>Total non-current assets</b>	<b>65,027</b>	<b>69,298</b>	<b>69,011</b>	<b>85,410</b>	<b>101,175</b>
<b>Current assets</b>					
Inventory	-	-	-	21,513	16,577
Loan due from related parties	1,722	-	-	-	-
Amounts due from related parties	-	1,653	4,816	1,600	1,600
Trade and other receivables	348	283	262	-	-
Cash and cash equivalents	616	105	846	5,643	10,424
Tax recoverable	160	184	154	-	-
<b>Total current assets</b>	<b>2,846</b>	<b>2,225</b>	<b>6,078</b>	<b>28,756</b>	<b>28,601</b>
<b>Total assets</b>	<b>67,873</b>	<b>71,523</b>	<b>75,089</b>	<b>114,166</b>	<b>129,777</b>
<b>Equity and liabilities</b>					
<b>Capital and reserves</b>					
Share capital	17,693	17,693	17,693	17,693	17,693
Retained earnings	12,796	13,984	19,251	21,242	30,391
Capital contribution	2,456	3,916	3,916	3,916	3,916
Other reserves	543	543	543	543	543
Non-controlling interest	3,909	4,624	(9)	(10)	1,666
<b>Total equity</b>	<b>37,397</b>	<b>40,760</b>	<b>41,394</b>	<b>43,384</b>	<b>54,209</b>
<b>Non-current liabilities</b>					
Deferred tax liability	5,755	5,751	3,031	3,449	5,811
Loans due to related parties	-	-	1,756	11,482	11,857
Lease liabilities	192	192	192	192	192
Bank debt	-	-	5,216	9,472	12,361
Debt securities in issue	19,616	19,658	19,703	31,496	31,580
Capital Creditors	-	-	-	2,740	2,093
Deposits on POSA	-	-	-	792	317
Debt due on land acquisition	-	-	-	7,500	-
<b>Total non-current liabilities</b>	<b>25,563</b>	<b>25,601</b>	<b>29,898</b>	<b>67,123</b>	<b>64,211</b>
<b>Current liabilities</b>					
Trade and other payables	1,513	1,350	753	-	-
Debt securities in issue	390	440	391	-	-
Bank debt	-	-	-	3,114	1,811
Amounts due to related parties	2,183	1,268	2,277	-	-
Deposits on POSA	-	-	-	-	1,501
Debt due on land acquisition	-	-	-	-	7,500
Loans due from related parties	-	1,200	-	-	-
Tax payable	828	904	376	-	-
Accrued Interest	-	-	-	545	545
<b>Total current liabilities</b>	<b>4,914</b>	<b>5,162</b>	<b>3,797</b>	<b>3,659</b>	<b>11,357</b>
<b>Total liabilities</b>	<b>30,477</b>	<b>33,763</b>	<b>33,695</b>	<b>70,782</b>	<b>75,568</b>
<b>Total equity and liabilities</b>	<b>67,874</b>	<b>71,523</b>	<b>75,089</b>	<b>114,166</b>	<b>129,777</b>

## RATIO ANALYSIS

	2021A	2022A	2023A	2024F	2025F
<i>Financial Strength</i>					
Gearing 1 (Net Debt / Net Debt and Total Equity)	34.4%	33.1%	37.3%	45.0%	38.3%
Gearing 2 (Total Liabilities / Total Assets)	44.9%	43.0%	44.9%	62.0%	58.2%
Gearing 3 (Net Debt / Total Equity)	52.4%	49.5%	59.6%	81.9%	62.2%
Net Debt / EBITDA	7.3x	7.0x	7.9x	25.5x	5.9x
Current Ratio (Current Assets / Current Liabilities)	0.6x	0.4x	1.6x	7.9x	2.5x
Interest Coverage 1 (EBITDA / Cash interest paid)	3.6x	4.1x	4.2x	1.2x	2.4x
Interest Coverage 2 (EBITDA / finance costs)	3.3x	3.4x	3.6x	1.2x	2.8x

The Group's total asset base is made up of mostly non-current assets related to investment property, investments in associates and PPE.

As mentioned in Part 1 the Group sold Centre Parc Holdings Ltd in return for an increased shareholding in BBT p.l.c. which decreased the investment property value by 53% and increased investments in associates by 685%. Additionally, the value of PPE increased to €8.6m due to the construction at San Gwakkin. There was also a €325k loan due from the ultimate parent company to Tum Operations Limited.

Once completed, the investment properties are projected to be valued as follows: Easysell at €31.4m (completed), San Gwakkin at €26.5m (expected completion in FY25), Ta' Natu Commercial Outlet at €3.8m (expected completion in FY24), and Independent 2 at €3.0m (expected completion in FY25). With the completion of all projects held for long-term rental in fiscal year FY25, the investment property is projected to stabilize at €64.8 m.

As at FY24, property, plant, and equipment (PPE) is forecast to include the San Gwakkin property being still under construction. Upon completion in FY25, this property will be reclassified under investment property. The remaining components of PPE predominantly consist of solar panels installed atop the Easysell property and fit-out costs associated with the Risparmio Casa outlets. This shift in classification reflects the company's strategy of transitioning development assets into long-term income-generating investments.

The investment in associates reflects the Group's holdings in the BBT subgroup and RCM. In FY24, €1.4m due from Develeco was capitalized in BBT, showcasing the Group's strategic investments in its subsidiaries. In FY25 investment in associates is expected to reach 34.4m, attributable to the completion of ongoing property development projects that will enhance the overall value of the investment.

Historically, current assets mainly consisted of amounts due from related parties. Going forward current assets will be primarily composed of inventory related to property development units projected at cost. In FY24 and FY25, inventory is expected to represent approximately 75% and 57% of total current assets, respectively. This transition reflects a substantial increase in current assets, which are projected to grow from €6.1m in FY23 to €28.8m in FY24. The significant growth in current assets underscores the Group's strategic emphasis on property development, which aligns with anticipated revenue increases in the forthcoming years.

Turning to the liabilities section, total debt is primarily composed of debt securities, projected to reach €31.5m in FY24. This includes the existing bond amounting to €19.7m and the proposed bond issue of €11.7m net of costs. Additionally, bank loans are expected to come in at €5.2m to €9.5m to €12.4m in FY23, FY24 and FY25 respectively.

To note that €10.5m of the total related party balances projected in FY24 are not expected to be repaid during the projected period. This amount is primarily due to TUM Invest.

The share capital of the Group and other reserves (reserves that emerged from the common control acquisition of Easysell Limited on Q2 FY19) historically have not changed and are expected to remain the same in FY24. The retained earnings fluctuate in line with the profit generated. The capital contribution in FY23 consists of a long-term loan payable to Tum Invest limited repayable exclusively at the discretion of the borrower, and the contribution as at acquisition of the associates FY22. With the disposal of Centre Parc Holdings Ltd, the non-controlling interest has decreased significantly. The Group's equity base increased slightly in line with the retained earnings which was offset by the minor negative non-controlling interest and is expected to follow the same trend in FY24 and FY25.

The Gearing Ratio 1, which measures net debt relative to the sum of net debt and total equity, stood at 37.3% in FY23 and is projected to rise slightly to 38.3% by FY25. This indicates a moderate level of leverage, suggesting a balanced approach to financing.

Gearing Ratio 3, which compares net debt to total equity, reflects a rise from 63.8% in 2023 to 62.2% in FY25 following a sharp increase in FY24 due to the Bond Issue. This forecasted decrease in FY25 is mainly due to the higher equity base.

Lastly, the Current Ratio, calculated as current assets divided by current liabilities, shows a healthy improvement from 1.6x in 2023 to 2.5x in FY25. This shift suggests enhanced liquidity and a stronger capacity to meet short-term obligations, reflecting positively on the company's financial health.

## 2.3 Group's Statement of Cash Flows

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER

	2021A €000s	2022A €000s	2023A €000s	2024F €000s	2025F €000s
<b>Cash flows from operating activities</b>					
Profit before taxation	1,978	1,939	2,097	2,794	14,816
<i>Adjustments for:</i>					
Depreciation	32	49	53	923	1,275
Finance costs	802	840	855	1,141	2,014
Finance income	(112)	(39)	(14)	(62)	(84)
Allowance for expected credit losses	-	(46)	-	-	-
Recognised cumulative share in losses in associates	-	-	160	-	-
Share of (profit) / loss of associates	-	89	(46)	(922)	(2,695)
Gain on investments	-	-	-	(2,469)	(9,592)
Gain from bargain purchase	-	-	(884)	-	-
Gain from disposal of hotel	-	-	(892)	-	-
<b>Operating profit before working capital movement</b>	<b>2,700</b>	<b>2,832</b>	<b>1,329</b>	<b>1,405</b>	<b>5,734</b>
<i>Working capital:</i>					
Movement in trade and other receivables	4	111	(8,441)	1,054	1,026
Movement in dues to related parties	(122)	(1,234)	-	-	-
Movement in dues from related parties	602	1,050	-	-	-
Movement in trade and other payables	(1,147)	(327)	13,172	(8,139)	4,896
<b>Cash generated from operations</b>	<b>2,037</b>	<b>2,432</b>	<b>6,060</b>	<b>(5,680)</b>	<b>11,656</b>
Operating activities of discontinued operation	-	-	553	62	84
Tax paid	(230)	(484)	(527)	(624)	(1,629)
Bond interest paid	(750)	(699)	(750)	(1,158)	(2,382)
<b>Net cash flows generated from operating activities</b>	<b>1,057</b>	<b>1,249</b>	<b>5,336</b>	<b>(7,401)</b>	<b>7,729</b>
<b>Cash flows from investing activities</b>					
Purchase of property, plant and equipment	(74)	(93)	(8,522)	(6,303)	(5,228)
Purchase of investment property	(591)	(453)	(137)	3,025	-
Investment in associates	-	(1,200)	-	-	-
Dividend income	-	-	-	24	301
<b>Net cash flows used in investing activities</b>	<b>(665)</b>	<b>(1,746)</b>	<b>(8,659)</b>	<b>(9,304)</b>	<b>(4,927)</b>
<b>Cash flows from financing activities</b>					
Proceeds from incorporation of subsidiary	4	-	-	-	-
Proceeds from debt securities issued	-	-	-	11,730	-
Net proceeds from / (payments made to) bank loan	-	-	5,216	7,370	1,586
Repayment of lease liabilities	(11)	(11)	(11)	(11)	(11)
Loans (advanced to)/received from related parties	-	-	(1,130)	1,750	-
Equity injection by third party	-	-	-	650	375
<b>Net cash flows (used in) / generated from financing activities</b>	<b>(7)</b>	<b>(14)</b>	<b>4,071</b>	<b>21,489</b>	<b>1,950</b>
<b>Movement in cash and cash equivalents</b>	<b>385</b>	<b>(511)</b>	<b>748</b>	<b>4,785</b>	<b>4,752</b>
Cash and cash equivalents at start of year	231	616	105	858	5,672
<b>Cash and cash equivalents at end of year</b>	<b>616</b>	<b>105</b>	<b>853</b>	<b>5,643</b>	<b>10,424</b>
Cash and cash equivalents included in disposal group	-	-	(8)	-	-
<b>Cash and cash equivalents for continuing operations</b>	<b>616</b>	<b>105</b>	<b>845</b>	<b>5,643</b>	<b>10,424</b>

## RATIO ANALYSIS

	2021A €000s	2022A €000s	2023A €000s	2024F €000s	2025F €000s
<b>Cash Flow</b>					
Free Cash Flow (Net cash from operations + Interest - Capex)	1,892	2,101	(1,823)	(16,728)	2,501

Cash generated from operations amounted to €1.3m mainly due to the profit before tax that was generated during the year and the finance costs from the bond, which was partially offset, by the gain on disposal from Hotel VIU57 and the gain from the acquisition of shares of BBT p.l.c.

After adjusting for the movement in working capital, including the operating activity from Center Parc Holdings Ltd and deducting taxation, the Group had a net cash flow generated from operating activities of €6.1m.

Net cash flows used in investing activities amounted to €9.8m mainly due to the additions to San Gwakkin and the loans advanced to related parties.

The Group's net cash flows generated from financing activities amounted to €4.5m and were mostly the proceeds received from bank loans. Management is anticipating €21.4m in financing activities during FY24 which is the net result of expected proceeds from the Bond issue, proceeds from bank loans and repayments of lease liabilities which historically has been more or less the same.

During the year the Group generated a cash movement of €748k resulting in a positive cash balance of €853k and after taking into consideration the cash movement of the discontinued operations, the Group's actual closing cash balance was €845k. A further positive cash movement is projected for FY24 with the cash position at the end of the year expected to be €5.6m.

The free cash flow during the year was negative, primarily due to the additions at San Gwakkin and is forecast to remain so in FY24 due to heavy capital expenditures. In FY25 however, free cash flow is forecast to turn positive as the Group starts to reap the benefits of the aforementioned investments.

## Part 3 - Key Market and Competitor Data

### 3.1 General Market Conditions

The Group is subject to general market and economic risks that may have a significant impact on its current and future property developments and their timely completion within budget and their profitable operation. These include factors such as the health of the local property market, inflation and fluctuations in interest rates, exchange rates, property prices and rental rates. In the event that general economic conditions and property market conditions experience a downturn, which is not contemplated in the Group's planning during development, this shall have an adverse impact on the financial condition of the Group and may therefore affect the ability of the Issuer to meet its obligations under the Bonds.

### 3.2 Economic Update<sup>4</sup>

The Bank's Business Conditions Index (BCI) indicates that in August 2024, annual growth in business activity was broadly unchanged from July and remained slightly below its historical average estimated since January 2000. The European Commission confidence surveys show that sentiment in Malta increased in August, but remained below its long-term average, estimated since November 2002.

The largest improvement was recorded in the construction sector, though the sentiment indicator in this sector remained negative. Additional data show that in month-on-month terms, price expectations decreased across all sectors, bar among consumers. The largest decreases were recorded in the services and retail sectors. In August, the European Commission's Economic Uncertainty Indicator (EUI) for Malta increased compared with July, indicating higher uncertainty, with the largest increase recorded in industry.

In July, both industrial production and retail trade contracted on a year-on-year basis. In June, services production accelerated when compared with the same month a year ago. The unemployment rate decreased to 3.0% in July from 3.1% in June but remained unchanged from July 2023. Commercial building permits in July were higher than a year earlier but lower when compared to a month earlier.

<sup>4</sup> Central Bank of Malta – Economic Update 9/2024

On the other hand, residential building permits decreased on both a monthly and an annual basis. In August, the number of residential promise-of-sale agreements increased on a year earlier, while final deeds of sale fell. The annual inflation rate based on the Harmonised Index of Consumer Prices (HICP) stood at 2.4% in August, slightly higher than 2.3% in the previous month, exceeding the euro area average by 0.2%.

HICP excluding energy and food in Malta increased to 2.3%, while remaining firmly below the euro area average. Inflation based on the Retail Price Index (RPI) rose slightly to 1.5% from 1.4% in July. In July, Maltese residents' deposits increased above their level a year ago, driven by balances belonging to households, financial and non-financial corporations. Meanwhile, credit to Maltese residents also increased in annual terms, reflecting higher lending to both the government sector and other sectors.

In July, the Consolidated Fund registered a surplus of €150.2m, an improvement of €194.1m when compared with the deficit registered a year earlier. This was due to a rise in government revenue, which was complemented by a decline in government expenditure. Overall, the Consolidated Fund balance registered a €60.5m surplus for the period from January, from a deficit of €302.4m in the same period a year earlier.

### **3.3 Economic Outlook<sup>5</sup>**

According to the Bank's latest forecasts, Malta's gross domestic product (GDP) is expected to grow by 4.3% in 2024. Growth is then projected to ease to 3.5% in both 2025 and 2026. This implies a marginally downward revision in 2024 and 2025, when compared to the Bank's previous projections, while for 2026 the outlook is revised upwards.

In 2023, growth was primarily driven by net exports, while domestic demand is envisaged to be the main driver of growth in 2024. Private consumption growth continues at a brisk pace, and private investment, is expected to gradually recover. Net exports are also projected to contribute positively, driven mainly by services exports. Growth in 2025 and 2026 is expected to continue to be led by domestic demand.

Employment growth is set to moderate, albeit from high rates, in the projection horizon, while the average wage is expected to grow at a faster rate in 2024, partly in response to the pronounced inflation in the recent past and a tight labour market.

Annual inflation based on the Harmonised Index of Consumer Prices is projected to drop significantly, from 5.6% in 2023 to 2.4% in 2024, before reaching 1.9% by 2026. Compared to previous projections, inflation has been revised down by 0.5 percentage point in 2024, largely reflecting the unexpected rapid drop experienced in the initial months of the year.

The general government deficit-to-GDP ratio is set to decline to 4.1% in 2024, and to narrow further over the rest of the forecast horizon, to stand at 3.1% by 2026. The general government debt-to-GDP ratio is set to increase throughout the forecast horizon, reaching 54.3% by 2026. When compared with the previous projection round, the projected deficit ratio is higher, while the debt ratio is broadly unchanged.

Risks to activity are broadly balanced over the projection horizon. Downside risks largely emanate from possibly adverse trade effects related to ongoing geopolitical tensions. On the other hand, the labour market could exhibit even stronger dynamics than envisaged in this projection round, both in terms of employment and wages. This could then result in stronger private consumption growth.

Risks to inflation are balanced over the project horizon. Upside risks to inflation could stem from extreme weather events and effects of geopolitical developments. Other upside risks to headline inflation include the potential impact of measures to combat climate change. Furthermore, wage pressures could be stronger than envisaged in the baseline. On the downside, imported inflation could fall more rapidly than expected, while services inflation could normalise more quickly than envisaged in this projection round.

On the fiscal side, risks are tilted to the downside (deficit-increasing). These mainly reflect the likelihood of slippages in current expenditure, including higher-than-expected outlays on energy support measures if commodity prices are higher than envisaged. They also reflect the likelihood of additional increases in pensions and public sector wages in the outer years of the forecast horizon. Should these risks materialise, they are set to be partly offset by the likelihood of additional fiscal consolidation efforts to comply with the EU's fiscal rules.

### **3.4 The retail sector<sup>6</sup>**

The confidence indicator in the retail sector fell further below its long-term average of 0.4.11. It stood at -10.1, down from -6.7 in the previous month. Contrary to July, retailers now assessed their stocks of finished goods to be above normal levels. Participant' assessment of sales over the past three months and to a lesser extent their expectations of business activity over the next three months, stood less negative compared to a month earlier.

<sup>5</sup> Central Bank of Malta – Economic Projections 2024 – 2026

<sup>6</sup> Central Bank of Malta – Economic Update 9/2024



### 3.5 Commercial property market

The strong economic growth sustained by the Maltese economy in recent years has contributed to a rise in the employment rate and the influx of foreign workers within the Maltese workforce. This has contributed to an increase in the demand for rental of office and commercial space in Malta. To address such growing demand, the supply of office and commercial space in Malta has considerably increased over the last couple of years. Of note, there are several traditional business areas in Malta. For instance, Sliema attracts many international brands and companies. Likewise, Valletta, being Malta's capital city, is considered as the hub for law firms and many long-established family businesses.

Other traditional commercial areas include the likes of St. Julian's, which is popular for its sea-view offices, and Floriana, which attracts businesses that want to be located in the vicinity of Valletta. In furtherance, there are also top-quality commercial developments within in the proximity of the airport and in other residential areas such as Naxxar, Mosta, Mellieha and in parts of the south of Malta. The variety of commercial and office space in Malta cater for every type of business, from start-ups to established global organisations. In this regard, numerous business centres have recently been developed, with new centres in the pipeline.

Although the supply for commercial property has increased in recent years, rental demand is still greater than supply as can be seen in the increase in average asking rental rates for office space which increased to €213/sqm in 2023, up from €183/sqm in 2022. The largest increase in rental rates came from the central region which saw growth of 31.9%. Further analysis shows that the highest proportion of office space can be found in the Northern Harbour region (52% of all listings), followed by the Central region (31%).

When it comes to commercial property sales there was only a marginal increase in the asking price when compared to 2022 with this increasing by just 2%, with Central region properties increasing by 9.7%.

The ECB policy decisions to combat inflation have seen the key policy interest rate stand at a record high with the ECB charging banks 4.5% per annum on main refinancing operations. To date, these interest rate hikes have not been reflected in the local market. Should interest rates locally rise, the path that both rent and sale prices in the commercial property market would take depends on multiple factors and so is unclear.

On one hand as the general price level of goods and services rises, property values may appreciate accordingly as investors turn to property as a hedge for inflation. The development of new commercial properties may also slow down as financing becomes costlier, potentially limiting the supply of available space and therefore increasing the price of already available property. On the other hand, persistently, sticky inflation could dampen economic activity and lead to suppressed demand levels and put downward pressure on both rental and sales prices.

### 3.6 Comparative Analysis

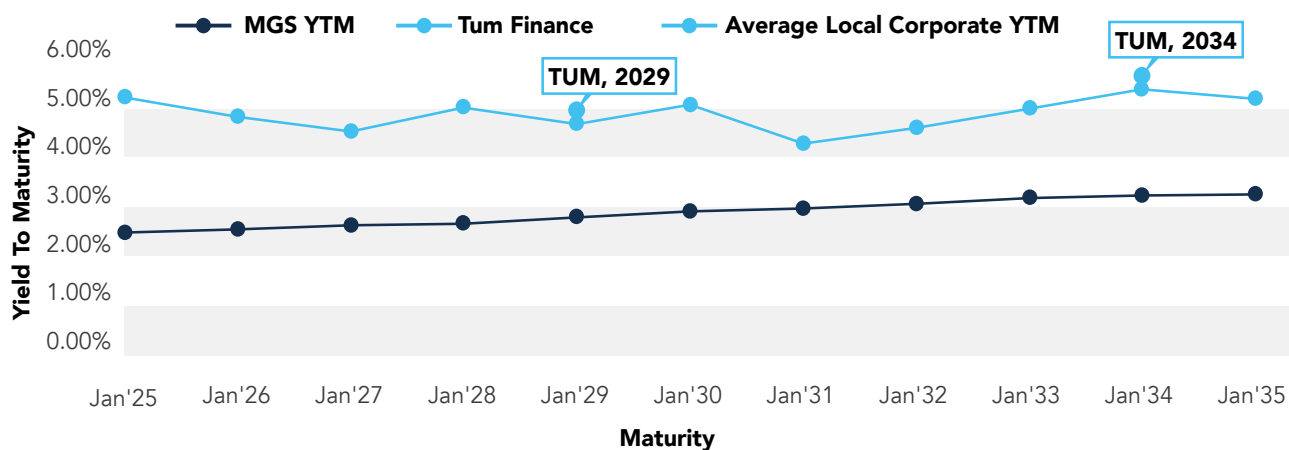
The purpose of the table below compares the debt issuance of the issuer to other debt instruments. We have included different securities with a similar maturity as the debt securities of the issuer. One must note that, given the material differences in profiles and industries, the risks associated with the issuer's business and that of other issuers is therefore different.

Security	Nom Value €000's	Yield to Maturity (%)	Interest coverage (EBITDA)	Total Assets (€'millions)	Total Equity (€'millions)	Total Liabilities / Total Assets (%)	Net Debt / Net Debt and Total Equity (%)	Net Debt / EBITDA (times)	Current Ratio (times)	Return on Common Equity (%)	Net Margin (%)	Revenue Growth (YoY) (%)
3.75% Mercury Projects Finance plc Secured € 2027	11,500	3.74%	0.6x	269.6	78.8	70.8%	66.4%	48.2x	1.5x	9.9%	23.1%	-34.4%
4% Eden Finance plc Unsecured € 2027	40,000	3.99%	5.7x	223.3	136.7	38.8%	27.1%	4.3x	0.2x	2.8%	8.4%	36.6%
4.4% Central Business Centres plc Unsecured € 2027 S1/17 T1	6,000	4.40%	1.1x	65.7	23.8	63.7%	59.2%	24.9x	0.7x	0.2%	2.2%	-1.8%
4% Stivala Group Finance plc Secured € 2027 (xd)	45,000	4.00%	27.0x	469.7	328.5	30.1%	22.9%	1.5x	1.2x	21.0%	208.5%	14.5%
4.75% Best Deal Properties Holding Plc Secured € 2025-2027	15,000	4.93%	90.9x	34.3	8.9	74.1%	69.2%	5.8x	3.2x	12.5%	7.7%	4.6%
4% Exalco Finance plc Secured € 2028	15,000	4.00%	4.4x	77.8	52.9	32.1%	21.1%	3.9x	0.7x	4.0%	40.9%	3.5%
4.15% Phoenicia Finance Company plc Unsecured € 2023-2028	5,711	4.14%	2.6x	128.1	47.0	63.3%	59.0%	11.9x	0.3x	0.7%	1.6%	29.9%
5.75% Best Deal Properties Holding plc Secured € 2027-2029	15,000	4.98%	90.9x	34.3	8.9	74.1%	69.2%	5.8x	3.2x	12.5%	7.7%	4.6%
4% SP Finance plc Secured € 2029	12,000	4.12%	2.2x	43.3	17.9	58.6%	51.2%	9.3x	0.5x	-0.7%	-1.3%	0.0%
3.75% TUM Finance plc Secured € 2029	20,000	4.96%	4.1x	75.1	41.4	44.9%	37.3%	7.9x	1.6x	4.1%	46.1%	-1.4%
3.65% Stivala Group Finance plc Secured € 2029	15,000	4.00%	27.0x	469.7	328.5	30.1%	22.9%	1.5x	1.2x	21.0%	208.5%	14.5%
3.75% AX Group plc Unsec Bds 2029 Series II	10,000	3.96%	1.8x	474.0	243.5	48.6%	39.4%	20.9x	0.9x	-1.6%	-7.7%	30.3%
4.25% Mercury Projects Finance plc Secured € 2031	11,000	4.72%	0.6x	269.6	78.8	70.8%	66.4%	48.2x	1.5x	9.9%	23.1%	-34.4%
3.65% IHI plc Unsecured € 2031	80,000	4.58%	1.7x	1,768.3	836.3	52.7%	42.1%	9.5x	1.0x	-1.4%	-3.9%	20.8%
5.2% TUM Finance plc Secured € 2031-2034	12,000	5.2%	4.1x	75.1	41.4	44.9%	37.3%	7.9x	1.6x	4.1%	46.1%	-1.4%
	*Average	4.27%										

Source: Latest available audited financial statements  
Last closing price as at 11/10/2024

\*Average figures do not capture the financial analysis of the issuer

## YIELD CURVE ANALYSIS



The above graph illustrates the average yearly yield of all local issuers as well as the corresponding yield of MGSs (Y-axis) vs the maturity of both Issuers and MGSs (X-axis), in their respective maturity bucket, to which the spread premiums can be noted. The graph plots the entire MGS yield curve, thus taking into consideration the yield of comparable issuers. The graph illustrates on a stand-alone basis, the yield of comparable issuers having a maturity between 3-10 years (Peers YTM).

As at 11 October 2024, the average spread over the Malta Government Stocks (MGS) for corporates with maturity range of 3-5 years was 153 basis points. The 3.75% TUM Finance plc 2029 is currently trading at a YTM of 4.96%, meaning a spread of 211 basis points over the equivalent MGS. This means that this bond is trading at a premium of 58 basis points in comparison to the market.

As at 11 October 2024, the average spread over the Malta Government Stocks (MGS) for corporates with maturity range of 5-7 years was 143 basis points. The 5.2% TUM Finance plc 2031-2034 is being issued with a coupon of 5.2%, meaning a spread of 238 basis points over the equivalent MGS. This means that this bond is trading at a premium of 95 basis points in comparison to the market.

## Part 4 - Glossary and Definitions

Income Statement	
<b>Revenue</b>	Total revenue generated by the Group/Company from its principal business activities during the financial year.
<b>Costs</b>	Costs are expenses incurred by the Group/Company in the production of its revenue.
<b>EBITDA</b>	EBITDA is an abbreviation for earnings before interest, tax, depreciation and amortisation. It reflects the Group's/Company's earnings purely from operations.
<b>EBIT (Operating Profit)</b>	EBIT is an abbreviation for earnings before interest and tax.
<b>Depreciation and Amortisation</b>	An accounting charge to compensate for the decrease in the monetary value of an asset over time and the eventual cost to replace the asset once fully depreciated.
<b>Net Finance Costs</b>	The interest accrued on debt obligations less any interest earned on cash bank balances and from intra-group companies on any loan advances.
<b>Profit After Taxation</b>	The profit made by the Group/Company during the financial year net of any income taxes incurred.

Profitability Ratios	
<b>Growth in Revenue (YoY)</b>	This represents the growth in revenue when compared with previous financial year.
<b>Gross Profit Margin</b>	Gross profit as a percentage of total revenue.
<b>EBITDA Margin</b>	EBITDA as a percentage of total revenue.
<b>Operating (EBIT) Margin</b>	Operating margin is the EBIT as a percentage of total revenue.
<b>Net Margin</b>	Net income expressed as a percentage of total revenue.
<b>Return on Common Equity</b>	Return on common equity (ROE) measures the rate of return on the shareholders' equity of the owners of issued share capital, computed by dividing the net income by the average common equity (average equity of two years financial performance).
<b>Return on Assets</b>	Return on assets (ROA) is computed by dividing net income by average total assets (average assets of two years financial performance).

Cash Flow Statement	
<b>Cash Flow from Operating Activities (CFO)</b>	Cash generated from the principal revenue producing activities of the Group/Company less any interest incurred on debt.
<b>Cash Flow from Investing Activities</b>	Cash generated from the activities dealing with the acquisition and disposal of long-term assets and other investments of the Group/Company.
<b>Cash Flow from Financing Activities</b>	Cash generated from the activities that result in change in share capital and borrowings of the Group/Company.
<b>Capex</b>	Represents the capital expenditure incurred by the Group/Company in a financial year.
<b>Free Cash Flows (FCF)</b>	The amount of cash the Group/Company has after it has met its financial obligations. It is calculated by taking Cash Flow from Operating Activities less the Capex of the same financial year.

<b>Balance Sheet</b>	
<b>Total Assets</b>	What the Group/Company owns which can be further classified into Non-Current Assets and Current Assets.
<b>Non-Current Assets</b>	Assets, full value of which will not be realised within the forthcoming accounting year
<b>Current Assets</b>	Assets which are realisable within one year from the statement of financial position date.
<b>Inventory</b>	Inventory is the term for the goods available for sale and raw materials used to produce goods available for sale.
<b>Cash and Cash Equivalents</b>	Cash and cash equivalents are Group/Company assets that are either cash or can be converted into cash immediately.
<b>Total Equity</b>	Total Equity is calculated as total assets less liabilities, representing the capital owned by the shareholders, retained earnings, and any reserves.
<b>Total Liabilities</b>	What the Group/Company owes which can be further classified into Non-Current Liabilities and Current Liabilities.
<b>Non-Current Liabilities</b>	Obligations which are due after more than one financial year.
<b>Current Liabilities</b>	Obligations which are due within one financial year.
<b>Total Debt</b>	All interest-bearing debt obligations inclusive of long and short-term debt.
<b>Net Debt</b>	Total debt of a Group/Company less any cash and cash equivalents.

<b>Financial Strength Ratios</b>	
<b>Current Ratio</b>	The Current ratio (also known as the Liquidity Ratio) is a financial ratio that measures whether or not a company has enough resources to pay its debts over the next 12 months. It compares current assets to current liabilities.
<b>Quick Ratio (Acid Test Ratio)</b>	The quick ratio measures a Group's/Company's ability to meet its short-term obligations with its most liquid assets. It compares current assets (less inventory) to current liabilities.
<b>Interest Coverage Ratio</b>	The interest coverage ratio is calculated by dividing EBITDA of one period by cash interest paid of the same period.
<b>Gearing Ratio</b>	The gearing ratio indicates the relative proportion of shareholders' equity and debt used to finance total assets.
<b>Gearing Ratio Level 1</b>	Is calculated by dividing Net Debt by Total Equity.
<b>Gearing Ratio Level 2</b>	Is calculated by dividing Total Liabilities by Total Assets.
<b>Gearing Ratio Level 3</b>	Is calculated by dividing Net Debt by Total Equity.
<b>Net Debt / EBITDA</b>	The Net Debt / EBITDA ratio measures the ability of the Group/Company to refinance its debt by looking at the EBITDA.

<b>Other Definitions</b>	
<b>Yield to Maturity (YTM)</b>	YTM is the rate of return expected on a bond which is held till maturity. It is essentially the internal rate of return on a bond and it equates the present value of bond future cash flows to its current market price.