

# Summary Note

Dated 6 October 2014

This Summary Note is issued in accordance with the provisions of Chapter 4 of the Listing Rules issued by the Listing Authority and in accordance with the provisions of Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012, Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014.

## SANTUMAS SHAREHOLDINGS P.L.C.

A PUBLIC LIMITED LIABILITY COMPANY REGISTERED IN MALTA  
WITH COMPANY REGISTRATION NUMBER C 35

ISIN: MT0000290115

Legal Counsel

Sponsor

CAMILLERI PREZIOSI  
ADVOCATES

 RIZZO FARRUGIA  
YOUR INVESTMENT CONSULTANTS

THE LISTING AUTHORITY HAS AUTHORISED THE ADMISSIBILITY OF THESE SECURITIES AS A LISTED FINANCIAL INSTRUMENT. THIS MEANS THAT THE SAID INSTRUMENTS ARE IN COMPLIANCE WITH THE REQUIREMENTS AND CONDITIONS SET OUT IN THE LISTING RULES. IN PROVIDING THIS AUTHORISATION, THE LISTING AUTHORITY DOES NOT GIVE ANY CERTIFICATION REGARDING THE POTENTIAL RISKS IN INVESTING IN THE SAID INSTRUMENT AND SUCH AUTHORISATION SHOULD NOT BE DEEMED OR BE CONSTRUED AS A REPRESENTATION OR WARRANTY AS TO THE SAFETY OF INVESTING IN SUCH INSTRUMENT.

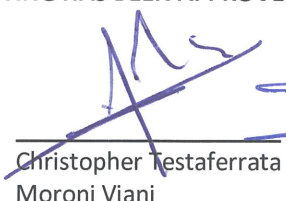
THE LISTING AUTHORITY ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THE PROSPECTUS, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THE PROSPECTUS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

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

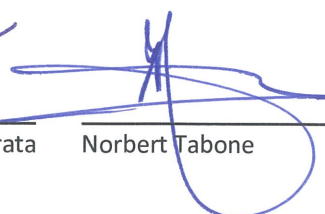
THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OF SHARES TO THE PUBLIC, BUT DESCRIBES THE SHARES WHOSE ADMISSION TO LISTING HAS BEEN APPROVED BY THE LISTING AUTHORITY.



Peter Paul Testaferrata  
Moroni Viani (in his name  
and on behalf of Anthony  
Demajo)



Christopher Testaferrata  
Moroni Viani



Norbert Tabone



Edward Firman

## IMPORTANT INFORMATION

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

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

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

THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES AND, ACCORDINGLY, THIS PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SHARES ISSUED BY THE COMPANY BY ANY PERSON IN ANY JURISDICTION, PARTICULARLY IN ANY JURISDICTION: (I) IN WHICH SUCH OFFER OR INVITATION IS NOT AUTHORISED OR (II) IN WHICH THE PERSON MAKING SUCH OFFER OR INVITATION IS NOT QUALIFIED TO DO SO OR (III) TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION.

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

THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES AND NO ACTION HAS BEEN OR WILL BE TAKEN BY THE COMPANY THAT WOULD PERMIT A PUBLIC OFFERING OF SHARES OR THE DISTRIBUTION OF THE PROSPECTUS (OR ANY PART THEREOF) OR ANY OFFERING MATERIAL IN ANY COUNTRY OR JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED.

A COPY OF THIS DOCUMENT HAS BEEN REGISTERED WITH THE LISTING AUTHORITY IN SATISFACTION OF THE LISTING RULES, THE MSE IN SATISFACTION OF THE MSE BYE-LAWS AND HAS BEEN DULY FILED WITH THE REGISTRAR OF COMPANIES, IN ACCORDANCE WITH THE ACT. APPLICATION HAS ALSO BEEN MADE TO THE MSE FOR THE SHARES TO BE ADMITTED TO THE OFFICIAL LIST OF THE MSE AS A PROPERTY HOLDING COMPANY. **A PROSPECTIVE SHAREHOLDER SHOULD BE AWARE OF THE POTENTIAL RISKS IN ACQUIRING SHARES IN THE COMPANY AND SHOULD MAKE THE DECISION TO MAKE SUCH ACQUISITION ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISOR.**

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

THE VALUE OF INVESTMENTS CAN RISE OR FALL AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. IF YOU NEED ADVICE YOU SHOULD CONSULT A LICENSED STOCKBROKER OR AN INVESTMENT ADVISOR LICENSED UNDER THE INVESTMENT SERVICES ACT, CAP. 370 OF THE LAWS OF MALTA.

THIS DOCUMENT AND ALL AGREEMENTS, ACCEPTANCES AND CONTRACTS RESULTING THEREFROM SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF MALTA, AND ANY PERSON ACQUIRING ANY SHARES PURSUANT TO THE PROSPECTUS SHALL SUBMIT TO THE JURISDICTION OF THE MALTESE COURTS, WITHOUT LIMITING IN ANY MANNER THE RIGHT OF THE COMPANY TO BRING ANY ACTION, SUIT OR PROCEEDING, IN ANY OTHER COMPETENT JURISDICTION, ARISING OUT OF OR IN CONNECTION WITH ANY PURCHASE OF SHARES, OR AGREEMENT, ACCEPTANCE OR CONTRACT RESULTING HEREFROM, OR THE PROSPECTUS AS A WHOLE.

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

THE DIRECTORS OF THE COMPANY CONFIRM THAT WHERE INFORMATION INCLUDED IN THIS PROSPECTUS HAS BEEN SOURCED FROM A THIRD PARTY, SUCH INFORMATION HAS BEEN ACCURATELY REPRODUCED, AND AS FAR AS THE DIRECTORS OF THE COMPANY ARE AWARE AND ARE ABLE TO ASCERTAIN FROM INFORMATION PUBLISHED BY THAT THIRD PARTY, NO FACTS HAVE BEEN OMITTED WHICH WOULD RENDER THE REPRODUCED INFORMATION INACCURATE OR MISLEADING.

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

This Summary Note is prepared in accordance with the requirements of the Regulation, as amended by Commission Delegated Regulation (EU) No 486/2012 of the 30 March 2012, Commission Delegated Regulation (EU) No 862/2012 of 4 June 2012, Commission Delegated Regulation (EU) No 759/2013 of 30 April 2013 and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014.

Summaries are made up of disclosure requirements known as ‘Elements’. These elements are numbered in Sections A – E (A.1– E.7). This summary contains all the Elements required to be included in a summary for these type of shares and the Company. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of shares and the Company, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of ‘not applicable’.

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

<b>Act</b>	the Companies Act (Cap. 386 of the laws of Malta);
<b>Company</b>	Santumash Shareholdings p.l.c., a Company registered under the laws of Malta with Company registration number C 35 and having its registered office at 9, Britannia House, Flat 1, Old Bakery Street, Valletta, VLT 1450, Malta;
<b>CSD</b>	the Central Securities Depository of the Malta Stock Exchange established pursuant to Chapter 4 of the Malta Stock Exchange Bye-Laws, having its address at Garrison Chapel, Castille Place, Valletta, VLT 1063;
<b>Directors or Board</b>	the directors of the Company whose names are set out in sub-section 3.1 (“ <i>Directors</i> ”) in the Registration Document;
<b>Euro or €</b>	the lawful currency of the Republic of Malta;
<b>Exchange, Malta Stock Exchange or MSE</b>	Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act (Cap. 345 of the laws of Malta) having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta, and bearing Company registration number C 42525;
<b>Listing Authority</b>	the MFSA, appointed as Listing Authority for the purposes of the Financial Markets Act (Cap. 345 of the laws of Malta) by virtue of Legal Notice 1 of 2003;
<b>Listing Rules</b>	the listing rules of the Listing Authority, as may be amended from time to time;
<b>Memorandum and Articles of Association or M&amp;As</b>	the memorandum and articles of association of the Issuer in force at the time of publication of the Prospectus;
<b>MEPA</b>	the Malta Environment and Planning Authority, incorporated in terms of the Malta Environment and Planning Authority Act (Cap. 504 of the laws of Malta);
<b>MFSA</b>	the Malta Financial Services Authority, incorporated in terms of the Malta Financial Services Authority Act (Cap. 330 of the laws of Malta);
<b>Property Valuation Report</b>	the report issued by Building and Design Consultants in terms of Chapter 7 of the Listing Rules;

<b>Prospectus</b>	collectively, the Registration Document, the Securities Note and the Summary Note;
<b>Prospectus Directive</b>	Directive 2003/71/EC of the European Parliament and of the Council of 4 November, 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC, as may be amended from time to time;
<b>Registration Document</b>	the registration document issued by the Company dated 6 October 2014, forming part of the Prospectus;
<b>Regulation</b>	Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 amending Regulation (EC) No. 809/2004 as regards the format and the content of the prospectus, the base prospectus, the summary and the final terms and as regards the disclosure requirements; Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 amending Regulation (EC) No. 809/2004 as regards information on the consent to use of the prospectus, information on underlying indexes and the requirement for a report prepared by independent accountants or auditors; Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 amending Regulation (EC) No. 809/2004 as regards the disclosure requirements for convertible and exchangeable debt securities; and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014 as regards to regulatory technical standards for publication of supplements to the prospectus;
<b>Securities Note</b>	the securities note issued by the Company dated 6 October 2014, forming part of the Prospectus;
<b>Shares</b>	the shares of the Company listed and traded on the Malta Stock Exchange;
<b>Shareholder/s or Investor</b>	a holder of Shares;
<b>Summary Note</b>	this document in its entirety;

## **1. SECTION A - INTRODUCTION AND WARNINGS**

### **A.1 Prospective Investors are hereby warned that:**

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

## **2. SECTION B - COMPANY**

- B.1 The legal and commercial name of the Company is Santumas Shareholdings p.l.c. (registration number C 35).
- B.2 The Company was registered in Malta in terms of the Act on 18 May 1965 as a public limited liability Company, and is domiciled in Malta.
- B.3 The principal object of the Company is to carry on the business of a holding and investment company and as such to hold such investments in securities, real-estate, and other assets or business as the Directors may from time determine as being in the interests of the Company. The principal market in which the Company operates is the local market, both with respect to its real estate investments as well as its securities investments.
- B.4a The Company currently owns on a freehold basis several large tracts of land in Marsascala, including a number of plots which are within the current building scheme for the area. Such property is held for long term investment value with the possibility, if the directors consider it to be in the interests of the Company, of being developed by the Company at a later stage rather than being sold. The Company's revenue is generated principally from investment income, which is generated principally from dividend income received from the Company's securities portfolio.
- B.5 Not Applicable: the Company does not form part of any group of companies.
- B.6 The Company has issued only one class of ordinary Shares, and, in terms of Article 9.2 of the Company's Articles of Association, each fully paid up Ordinary Share gives the right to one vote at any General Meeting of the Company. Mercury p.l.c., a company incorporated in Malta with company number C-27497, currently holds 649,696 of the Company's entire 1,831,716 ordinary Shares in issue, thus constituting 35.5% of the Company's share capital. In terms of

the Memorandum and Articles of Association, any member holding not less than 5% of the total number of the Company's Shares is entitled to nominate a person for appointment as a Director of the Company. The major shareholder of the Company is therefore placed in a position to appoint a majority of the Directors of the Company and accordingly has control over the management and operations of the Company.

As at the date of this Prospectus, there are no arrangements by the Company with its major shareholder the operations of which may at a subsequent date result in a change in control of the Company. The Issuer adopts measures in line with the Code of Corporate Governance to ensure that the relationship with Mercury p.l.c. is retained at arm's length, including adherence to Rules on Related Party Transactions requiring the sanction of the Audit Committee, the Chairman of which is an independent Non-Executive Director of the Company.

B.7 The following table is an extract from the audited financial statements of the Company for the three financial years ended 30 April 2012, 2013 and 2014 are set out below:

#### STATEMENT OF FINANCIAL POSITION as at 30 April

	2014 EUR	2013 EUR	2012 EUR
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment properties	3,097,200	2,456,160	2,429,086
Property, plant and equipment	95,800	99,158	93,313
Financial assets at fair value through profit or loss	3,918,368	3,635,626	2,416,066
	<b>7,111,368</b>	6,190,944	4,938,465
<b>Current assets</b>			
Receivables	61,608	59,175	63,140
Income tax recoverable	-	39,249	40,314
Cash at bank	681,486	1,026,829	2,022,032
	<b>743,094</b>	1,125,253	2,125,486
<b>TOTAL ASSETS</b>	<b>7,854,462</b>	7,316,197	7,063,951
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Issued capital	969,704	969,704	969,704
Share premium	262,746	262,746	262,746
Revaluation reserve	51,213	51,356	43,398
Dividend reserve	-	100,000	-
Other reserves	2,672,324	2,288,451	2,213,770
Retained earnings	3,343,011	3,149,339	2,797,351
	<b>7,298,998</b>	6,821,596	6,286,969

<b>Non-current liabilities</b>			
Deferred tax liability	<b>362,418</b>	323,275	318,825
<b>Current liabilities</b>			
Interest-bearing borrowings	<b>19,491</b>	21,790	305,812
Payables	<b>163,133</b>	149,536	152,345
Income tax payable	<b>10,422</b>	-	-
	<b>193,046</b>	171,326	458,157
<b>Total liabilities</b>	<b>555,464</b>	494,601	776,982
<b>Total equity and liabilities</b>	<b>7,854,462</b>	7,316,197	7,063,951
<b>Net asset value per share</b>	<b>4.383</b>	4.097	3.776

The net asset value of the Shares of the Company increased from €3.776 per share in April 2012 to €4.383 in April 2014, aided primarily by the increase in the value of investment property that the Company owned throughout the periods under review, as well as retained earnings not distributed as profits.

In addition, the following table shows the statement of comprehensive income of the Company for the years ended 30 April 2012, 30 April 2013 and 30 April 2014:

	<b>2014</b> EUR	<b>2013</b> EUR	<b>2012</b> EUR
<b>REVENUE</b>			
Investment income	<b>360,650</b>	242,586	256,626
Increase/(decrease) in fair values of financial assets	<b>134,242</b>	434,929	(426,093)
Increase in fair value of investment properties	<b>327,364</b>	27,074	79,557
<b>Total revenue</b>	<b>822,256</b>	704,589	(89,910)
<b>EXPENSES</b>			
Administrative expenses	<b>107,240</b>	108,742	110,494
Finance costs	<b>447</b>	2,672	1,932
<b>Total expenses</b>	<b>107,687</b>	111,414	112,426
<b>Profit before tax</b>	<b>714,569</b>	593,175	(202,336)
Income tax expense	<b>(145,815)</b>	(78,200)	(88,349)
<b>Profit/(loss) for the year</b>	<b>568,754</b>	514,975	(290,685)



**Other comprehensive income not to be reclassified to profit or loss in subsequent periods**

Revaluation of property, net of tax	1,127	9,228	-
<b>Total comprehensive income for the year</b>	<b>569,881</b>	524,203	(290,685)
<b>Profit/(loss) per share</b>	<b>0.342</b>	0.309	(0.175)

The Company's revenue is generated principally from investment income, which is generated principally from dividend income that in the financial year end 2014 constituted around 76% of the total investment income compared to circa 71% in financial year 2013 and 65% in financial year 2012. This increase is principally due to an increased holding of stocks listed on the MSE and from the fact that in the year ending April 2014 the Company benefited from having held these stocks for a full year resulting in an increased dividend income for the year.

The Company also reports that:

- (i) its revenue changes according to the fair values of its financial assets. The total fair value of its financial assets as at 30 April 2014 amounted to €3,918,368, as at 30 April 2013 amounted to €3,635,626 and as at 30 April 2012 amounted to €2,416,066. The increase in fair values of such financial assets is principally due to an increase in the value of several blue chip stocks listed on the MSE in which the Company had, and still has, a significant investment and a reversal of unrealised losses suffered by the Company in previous years on these same stocks; and
- (ii) its revenue changes according to changes in the fair values of its investment properties (which, in financial year 2014 amounted to €327,364, in financial year 2013 €27,074 and in financial year 2012 €79,557). These are taken on the basis of the values of land and buildings owned by the Company and ground rents capitalisation.

- B.8 Not Applicable: the Registration Document forming part of the Prospectus does not contain any selected key pro forma financial information.
- B.9 Not Applicable: the Registration Document forming part of the Prospectus does not contain any profit forecasts or estimates.
- B.10 Not Applicable: the audit reports on the audited financial statements for the years ended 30 April 2012, 2013 and 2014 do not contain any qualifications.
- B.11 Not Applicable: the Company's working capital is sufficient for the Company's present requirements.

### **3. SECTION C - SECURITIES**

- C.1 The Shares admitted to trading are ordinary shares and, subject to admission to listing of the Shares of the Company as a property holding company on the MSE, the Shares are expected to be assigned with ISIN MT 0000290115.

- C.2 The currency of the Shares is Euro (€).
- C.3 The Shares are ordinary shares in the Company having a nominal value of €0.55 per Share. Prior to the date of this Prospectus and as from 12<sup>th</sup> December 2003 the Shares were already listed on the MSE when the Company admitted its shares to trading as a collective investment scheme. All 1,831,716 Shares being admitted for trading on the MSE constitute the entire issued share capital of the Company as at the date of this Prospectus. Subject to admission to listing of the Shares of the Company as a property holding company on the MSE, the Shares are expected to be assigned with ISIN MT 0000290115.
- C.4 The Shares form part of one class of ordinary shares in the Company and they carry the right to participate in any distribution of capital made, whether on a winding up or otherwise, and rank *pari passu* with all other shares of the same class. Each Share is entitled to one vote at the meetings of Shareholders.

In accordance with article 88 of the Act and article 8 of the Company's Articles of Association, should Shares of the Company be proposed for allotment for consideration in cash, those Shares must be offered on a pre-emptive basis to Shareholders in proportion to the share capital held by them. The right of pre-emption must be exercised in accordance with the terms and conditions set out in the Articles of Association of the Company.

The Shares are not redeemable and not convertible into any other form of security.

- C.5 The Shares are freely transferable in accordance with the rules and regulations of the MSE applicable from time to time.
- C.6 Prior to the date of this Prospectus, the Shares of the Company were already admitted to trading on the MSE. The status of the Company was a collective investment scheme set up in terms of Cap. 370 of the laws of Malta. In view of recent changes in the regulatory framework applicable to collective investment schemes and their licensing, the Company no longer fell within the definition of a "collective investment scheme" in terms of Cap. 370 of the laws of Malta. Accordingly, following discussion with its regulator, on the 24<sup>th</sup> September 2014, the Company resolved to: (i) surrender its licence as a collective investment scheme; (ii) apply to the Listing Authority in order to de-list its shares as a collective investment scheme; and (iii) subject to the Listing Authority accepting such de-listing application to, simultaneously, apply to list its Shares as a property holding company in terms of Chapter 7 of the Listing Rules. Accordingly, the Company converted its listing status on the 6 October 2014 and as from the 9 October 2014, the Shares of the Company as a property holding company are expected to be listed on the MSE and are expected to commence trading on the 10 October 2014.
- C.7 The Shares carry the right to participate in any distribution of dividend declared by the Company and rank *pari passu* with all other shares in the same class.

#### **4. SECTION D - RISKS**

**An investment in the Shares involves certain risks including those described below. Prospective Investors should carefully consider, with their own independent financial and other professional advisors, the following risk factors and other investment considerations as well as all the other information contained in the Prospectus before deciding to acquire the Shares. The sequence in**

which the risks below are listed is not intended to be indicative of any order of priority or of the extent of their consequences.

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

Below is a summary of the principal risks associated with the Shares in the Company– there may be other risks which are not mentioned in this summary. Investors are therefore urged to consult their own financial or other professional advisors with respect to the suitability of acquiring any of the Shares. The following is a summary of the principal risk factors:

**D.1 Essential information on the key risks specific to the Company and its business:**

- i. The Company’s main activity is that of a holding company that invests principally in real estate and in equity and debt securities on the local market. The Company’s ability to generate revenues depends on: (i) its ability to identify and acquire suitable investments; (ii) the revenue generation capacity of the underlying investments and (iii) particularly in the case of real estate, its ability to dispose of properties on favourable terms.
- ii. Revenue earned by the Company depends on the revenue generated by its investments, and may be adversely affected by a number of factors.
- iii. Changes in laws and regulations relevant to the Company’s business and to the business and operations of entities in which the Company invests could be enacted that may have an adverse impact on the Company’s business, results of operations, financial condition or prospects.
- iv. The Company’s operating and other expenses could increase without a corresponding increase in revenue. The factors which could materially increase operating and other expenses include (a) unforeseen increases in the costs of maintaining its real estate investments; and (b) material increases in operating costs that may not be fully recoverable. Such increases could have a material adverse effect on the Company’s financial position and its ability to make distributions to its Shareholders.
- v. All dividends or other distributions will be made at the discretion of the Directors of the Company. The payment of any dividend and the sustainability of future dividends and possible increases in dividend distributions to Shareholders will depend upon a number of factors, including the Company’s operating results and financial conditions, the successful management of the Company’s existing properties, the yields on properties, interest costs, performance on contracts and profits on sale of properties, the dividends or other income received from its securities portfolio, and legal and regulatory restrictions . There is no guarantee that any dividends will be paid.

There are specific risks relating to the investments by the Company in real estate:

- i. The valuations of property and property-related assets are inherently subjective as they are intended to determine value in a given set of future economic circumstances and market conditions that may not in fact materialise. As a result, valuations are typically subject to uncertainty. Moreover, all property valuations, including the valuation reports referred to in the Prospectus are made on the basis of a number of assumptions which may, in future, not materialise. There can be no assurance that the

- valuations of the properties and property-related assets will reflect actual sale prices even where any such sales occur shortly after the relevant valuation date.
- ii. Real estate assets such as those in which the Company invests are relatively illiquid. Such illiquidity may affect the Company's ability to adjust its portfolio or dispose of or liquidate part of its portfolio in a timely fashion and at satisfactory prices in response to changes in economic, real estate market or other conditions. This could have an adverse effect on the Company's financial condition and results of operations, with a consequential adverse effect on the market value of the Company's Shares or on the Company's ability to make distributions to its Shareholders.
  - iii. Property investments are subject to varying degrees of risks. Rents receivable on real estate and the capital values of property investments are affected (among other things) by changing demand for different types of real estate, changes in general economic conditions, changing supply with a particular area of competing space and attractiveness of real estate relative to other investment alternatives. The value of any property portfolio may also fluctuate as a result of other factors outside the owner's control.
  - iv. The Company's financial performance could also be adversely affected by a downturn in the property market in terms of capital values. In addition, the Company risks losing its investments in the event that the real estate is damaged due to extraordinary circumstances including any situations known to be as "acts of God."
  - v. The Company's real estate portfolio is located in Malta and accordingly is susceptible to adverse economic developments and trends locally. Negative local economic factors and trends could have a material impact on the business of the Company generally, and may adversely affect rental revenues, property values and results of operations. In addition, the Company may be impacted by increased competition from other similar developments and rising operating costs.
  - vi. The health of the property and commercial rental market may be affected by a number of factors such as national economy, political developments, government regulations, changes in planning or tax laws, interest rate fluctuations, inflation, the availability of financing and yields of alternative investments. An increase in the supply of real estate, particularly of the same type or nature as that owned by the Company could impact negatively upon capital values and income streams of the property.

There are specific risks relating to the investments by the Company in equity and bond securities:

- i. The Company has an exposure to a portfolio of local investments which are all subject to general economic conditions in Malta. A downturn in the Maltese economic conditions could have a material impact on the underlying companies in which the Company invests. In addition, the revenues of the Company depend on the performance of each of the companies in which it invests which is subject to the general economic and sector specific market conditions relevant to each of the underlying companies.
- ii. The Company invests in equity securities, which investment is subject to certain risks attributable to general market and economic conditions. Furthermore, equity investment is also subject to firm-specific risk which reflects the risk peculiar to an individual firm or entity in which the Company invests. The Company invests directly in equity securities and it is therefore exposed to both market and firm-specific risk.
- iii. The Company is exposed to significant geographic risk since all its equity investments consist in holdings in Maltese companies and, in most cases, companies that have their operations and sources of revenue principally dependant on the local market. In the event of a serious downturn in general economic conditions in Malta the operations

and performance of each investment can be materially adversely affected which can indirectly have adverse consequences on the Company's ability to make distributions to its Shareholders and the overall capital value of its investment portfolio.

- iv. The Company's securities portfolio also consists of debt instruments and fixed income securities, the pricing of which is typically less volatile than that of equity securities but are generally inversely correlated to changes in interest rates and, therefore, are still subject to a degree of risk of market price fluctuations. Their value may furthermore be affected by changes in the credit rating, liquidity or financial condition of the issuer of such debt securities.
- v. The Company invests in securities traded on the Malta Stock Exchange, which is a small market and is less liquid than the more developed stock markets in Europe and the United States. The limited liquidity of the market for these securities could increase their price volatility and may impair the ability of the Company to sell such securities in the market in the amount and at the price and time the Company wishes to do so.

### **D.3 Risks relating to the Shares**

- i. The existence of an orderly and liquid market for the Shares depends on a number of factors, including but not limited to the presence of willing buyers and sellers of the Company's Shares at any given time and the general economic conditions in the market in which the Shares are traded. Such factors are dependent upon the individual decisions of Shareholders and the general economic conditions of the market, over which the Company has no control. Accordingly, there can be no assurance that an active secondary market for the Shares will develop, or, if it develops, that it will continue. Furthermore, there can be no assurance that a Shareholder will be able to sell or otherwise trade in the Shares at all.
- ii. Investment in the Shares involves the risk that subsequent changes in market interest rates may adversely affect the value of the Shares.
- iii. A Shareholder will bear the risk of any fluctuations in exchange rates between the currency of denomination of the Share (€) and the Shareholder's currency of reference, if different.
- iv. The Shares represent equity interests in the Company that entitle the holder to rank *pari passu* with all other holders of ordinary Shares in the Company upon any distribution of assets in a winding up. The ordinary Shares of the Company are subordinated to any preference Shares issued by the Company and any bonds and other debt instruments in the Company's capital structure, and will therefore be subject to greater credit risk than preferred Shares or debt instruments of the Company.
- v. The terms and conditions of the admission to trading of the Shares are based on Maltese law in effect as at the date of this Prospectus. No assurance can be given as to the impact of any possible judicial decision or change in Maltese law or administrative practice after the date of this Prospectus.
- vi. No prediction can be made about the effect which any future public offerings of the Company's Shares, or any takeover or merger activity involving the Company, will have on the market price of the Shares prevailing from time to time.
- vii. In the event that the Company wishes to amend any of the rights of Shareholders it shall call a meeting of Shareholders in accordance with the Company's M&As. These provisions permit defined majorities to bind all Shareholders including Shareholders who did not attend and vote at the relevant meeting and Shareholders who voted in a manner contrary to the majority.

- viii. Application has been made to seek a listing of the Shares on the Malta Stock Exchange, which is a smaller market and less liquid than the more developed stock markets in Europe and the United States.
- ix. The limited liquidity of the market for the Shares could increase the price volatility of the Shares and may impair the ability of a holder of Shares to sell such Shares in the market in the amount and at the price and time such holder wishes to do so.
- x. The price at which the Shares will be traded, as well as the sales volume of the Shares traded, will be subject to fluctuations. These movements may not necessarily be caused by the Company's business activity or its results of operations. It is also possible that the Company's results of operations or its business outlook may fall short of expectations, in which case the price of the Shares could be negatively affected.
- xi. An investment in the Company may not be suitable for all recipients of this Prospectus and prospective Shareholders are urged to consult their advisers as to the suitability or otherwise of acquiring the Shares before such acquisition.
- xii. Due to the size of their shareholding in the Company, Mercury p.l.c. (the Company's major shareholder) shall be in a position to control and decisively influence matters that require approval of the general body of Shareholders of the Company, including resolutions regarding dividends and other important measures. The interests of Mercury as major Shareholder of the Company may not necessarily coincide with the interests of other Shareholders of the Company.
- xiii. The Company's results can fluctuate and its ability to pay dividends is dependent on, amongst other things, it achieving sufficient profits. The Company may not pay dividends if the Directors believe this would cause the Company to be less adequately capitalised or that there are otherwise insufficient distributable reserves or for various other reasons.

## 5. SECTION E - OFFER

- E.1 Not Applicable - given that there is no issue or offer of Shares pursuant to this Prospectus, no proceeds will be received from any such issue.
- E.2a Not Applicable –there is no new offer or issue of Shares pursuant to this Prospectus, and therefore no reasons for the offer/issue is described in the Securities Note.
- E.3 Not Applicable - there is no new offer or issue of Shares pursuant to this Prospectus, and therefore are no terms and conditions of any offer described in the Securities Note.
- E.4 Not Applicable - there is no new offer or issue of Shares pursuant to this Prospectus, and therefore there is no description of any interest material to the issue/offer in the Securities Note.
- E.5 Not Applicable - there is no new offer or issue of Shares pursuant to this Prospectus, and therefore there are no details of the person offering to sell the Shares, or any lock-up agreements, in the Securities Note.
- E.6 Not Applicable – there is no new offer or issue of Shares pursuant to this Prospectus, and therefore there are no dilution details provided in the Securities Note.
- E.7 Professional fees, and costs related to publicity, advertising, printing, listing, registration, sponsor, management, and other miscellaneous expenses in connection with the admissibility

to trading of the Shares are estimated to be in the region of €60,000. There is no particular order of priority with respect to such expenses.

THIS PAGE WAS INTENTIONALLY LEFT BLANK



## Registration Document

This Registration Document is issued in accordance with the provisions of Chapter 4 of the Listing Rules issued by the Listing Authority and in accordance with the provisions of Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012, Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014.

Dated 6 October 2014

### SANTUMAS SHAREHOLDINGS P.L.C.

A PUBLIC LIMITED LIABILITY COMPANY REGISTERED IN MALTA  
WITH COMPANY REGISTRATION NUMBER C 35

ISIN: MT0000290115

Legal Counsel

Sponsor

CAMILLERI PREZIOSI  
ADVOCATES

 RIZZO FARRUGIA  
YOUR INVESTMENT CONSULTANTS

THE LISTING AUTHORITY HAS AUTHORISED THE ADMISSIBILITY OF THESE SHARES AS A LISTED FINANCIAL INSTRUMENT. THIS MEANS THAT THE SAID INSTRUMENTS ARE IN COMPLIANCE WITH THE REQUIREMENTS AND CONDITIONS SET OUT IN THE LISTING RULES. IN PROVIDING THIS AUTHORISATION, THE LISTING AUTHORITY DOES NOT GIVE ANY CERTIFICATION REGARDING THE POTENTIAL RISKS IN INVESTING IN THE SAID INSTRUMENT AND SUCH AUTHORISATION SHOULD NOT BE DEEMED OR BE CONSTRUED AS A REPRESENTATION OR WARRANTY AS TO THE SAFETY OF INVESTING IN SUCH INSTRUMENT.

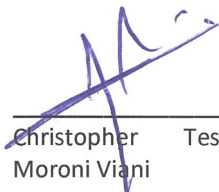
THE LISTING AUTHORITY ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THE PROSPECTUS INCLUDING ANY LOSSES INCURRED BY INVESTING IN THESE SHARES.

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

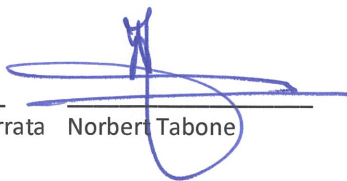
THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OF SHARES TO THE PUBLIC, BUT DESCRIBES THE SHARES WHOSE ADMISSION TO LISTING HAS BEEN APPROVED BY THE LISTING AUTHORITY.



Peter Paul Testaferrata  
Moroni Viani (in his name  
and on behalf of Anthony  
Demajo)



Christopher  
Moroni Viani



Norbert Tabone



Edward Firman

## IMPORTANT INFORMATION

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

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

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

THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES AND, ACCORDINGLY, THIS PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SHARES ISSUED BY THE COMPANY BY ANY PERSON IN ANY JURISDICTION, PARTICULARLY IN ANY JURISDICTION: (I) IN WHICH SUCH OFFER OR INVITATION IS NOT AUTHORISED OR (II) IN WHICH THE PERSON MAKING SUCH OFFER OR INVITATION IS NOT QUALIFIED TO DO SO OR (III) TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION.

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

THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES AND NO ACTION HAS BEEN OR WILL BE TAKEN BY THE COMPANY THAT WOULD PERMIT A PUBLIC OFFERING OF SHARES OR THE DISTRIBUTION OF THE PROSPECTUS (OR ANY PART THEREOF) OR ANY OFFERING MATERIAL IN ANY COUNTRY OR JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED.

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

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

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

ALL THE ADVISORS TO THE COMPANY NAMED IN THE REGISTRATION DOCUMENT UNDER THE HEADING “*ADVISORS TO THE COMPANY*” IN SUB-SECTION 3.2 OF THIS REGISTRATION DOCUMENT HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE COMPANY IN RELATION TO THIS ADMISSION TO LISTING AND TRADING AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION TOWARDS ANY OTHER PERSON AND WILL ACCORDINGLY NOT BE RESPONSIBLE TO ANY INVESTOR OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE PROSPECTUS.

## Table of Contents

<b>IMPORTANT INFORMATION .....</b>	<b>18</b>
<b>Table of Contents.....</b>	<b>20</b>
<b>1. DEFINITIONS.....</b>	<b>22</b>
<b>2. RISK FACTORS.....</b>	<b>24</b>
2.1 Forward-looking statements .....	24
2.2 Risks Relating to the Company's Business .....	25
2.3 Risks relating to Investing in Real Estate .....	26
2.4 Risks relating to the Company's securities portfolio.....	27
<b>3. IDENTITY OF DIRECTORS, ADVISORS AND AUDITORS OF THE COMPANY .....</b>	<b>28</b>
3.1 Directors .....	28
3.2 Advisors to the Company .....	28
Auditors .....	28
<b>4. INFORMATION ABOUT THE COMPANY .....</b>	<b>29</b>
4.1 History and Development of the Company.....	29
4.1.1 INTRODUCTION .....	29
4.1.2 OVERVIEW OF THE COMPANY'S BUSINESS .....	29
4.1.3 PRINCIPAL ACTIVITIES OF THE COMPANY .....	30
4.1.4 INVESTMENTS OF THE COMPANY .....	30
4.1.5 PRINCIPAL MARKETS .....	32
<b>5. GROUP ORGANISATIONAL STRUCTURE .....</b>	<b>32</b>
<b>6. PROPERTY, PLANT AND EQUIPMENT .....</b>	<b>33</b>
<b>7. OPERATING AND FINANCIAL REVIEW .....</b>	<b>33</b>
7.1 Financial Condition and Operating Results .....	33
7.2 Other Selected Financial Information .....	34
7.2.1 STATEMENT OF COMPREHENSIVE INCOME FOR THE YEARS ENDED 30 APRIL .....	34
7.2.2 STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL .....	36
7.2.3 STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 APRIL .....	37
7.3 Independent Valuation – Property Valuation by Building & Design Consultants .....	39
<b>8. CAPITAL RESOURCES.....</b>	<b>39</b>
<b>9. TREND INFORMATION AND FINANCIAL PERFORMANCE.....</b>	<b>40</b>
<b>10. MANAGEMENT .....</b>	<b>40</b>
10.1 The Board of Directors of the Company .....	40
10.1.1 NON-EXECUTIVE DIRECTORS.....	42
10.1.2 CURRICULUM VITAE OF DIRECTORS OF THE COMPANY .....	42
10.1.3 CURRICULUM VITAE OF BOARD SUB-COMMITTEE .....	43
10.1.4 POTENTIAL CONFLICTS OF INTEREST .....	43
<b>11. REMUNERATION AND BENEFITS.....</b>	<b>44</b>
<b>12. BOARD PRACTICES.....</b>	<b>44</b>
12.1 Removal of the Company's Directors.....	44
12.2 Directors' Service Contracts .....	44
12.3 Audit Committee .....	44
<b>13. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS .....</b>	<b>45</b>
<b>14. EMPLOYEES OF THE COMPANY .....</b>	<b>46</b>
<b>15. MAJOR SHAREHOLDERS OF THE COMPANY .....</b>	<b>46</b>
<b>16. RELATED PARTY TRANSACTIONS .....</b>	<b>47</b>
<b>17. HISTORICAL FINANCIAL STATEMENTS.....</b>	<b>47</b>
<b>18. DIVIDEND DISTRIBUTION AND POLICY.....</b>	<b>47</b>
<b>19. MATERIAL LEGAL AND ARBITRATION PROCEEDINGS.....</b>	<b>47</b>

<b>20. ADDITIONAL INFORMATION .....</b>	<b>48</b>
20.1 Share capital.....	48
20.2 Memorandum and articles of association.....	48
<b>21. MATERIAL CONTRACTS .....</b>	<b>52</b>
<b>22. INTEREST OF EXPERTS AND ADVISORS.....</b>	<b>52</b>
<b>23. DOCUMENTS AVAILABLE FOR INSPECTION .....</b>	<b>53</b>
 <b>ANNEX I: PROPERTY VALUATION REPORT.....</b>	 <b>54</b>
<b>ANNEX II: DETAILS OF DIRECTORS.....</b>	<b>60</b>

## 1. DEFINITIONS

In this Registration Document the following words and expressions shall bear the following meanings except where the context otherwise requires:

<b>Act</b>	the Companies Act (Cap. 386 of the laws of Malta);
<b>Company</b>	Santumas Shareholdings p.l.c., a company registered under the laws of Malta with company registration number C 35 and having its registered office at 9, Britannia House, Flat 1, Old Bakery Street, Valletta, VLT 1450, Malta;
<b>Directors or Board</b>	the directors of the Company whose names are set out in sub-section 3.1 (“ <i>Directors</i> ”) in this Registration Document;
<b>Euro or €</b>	the lawful currency of the Republic of Malta;
<b>Exchange, Malta Stock Exchange or MSE</b>	Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act (Cap. 345 of the laws of Malta) having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta, and bearing company registration number C 42525;
<b>Listing Authority</b>	the MFSA, appointed as Listing Authority for the purposes of the Financial Markets Act (Cap. 345 of the laws of Malta) by virtue of Legal Notice 1 of 2003;
<b>Listing Rules</b>	the listing rules of the Listing Authority, as may be amended from time to time;
<b>MEPA</b>	the Malta Environment and Planning Authority, incorporated in terms of the Malta Environment and Planning Authority Act (Cap. 504 of the laws of Malta);
<b>MFSA</b>	the Malta Financial Services Authority, incorporated in terms of the Malta Financial Services Authority Act (Cap. 330 of the laws of Malta);
<b>Property Valuation Report</b>	the report issued by Building and Design Consultants in terms of Chapter 7 of the Listing Rules;
<b>Prospectus</b>	collectively, the Registration Document, the Securities Note and the Summary Note;
<b>Registration Document</b>	this document in its entirety;
<b>Regulation</b>	Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 amending Regulation (EC) No. 809/2004 as regards the format and the content of the prospectus, the base prospectus, the summary and the final terms and as regards the disclosure requirements; Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 amending Regulation (EC) No. 809/2004 as regards information on the consent to use of the prospectus, information on underlying indexes and the requirement for a report prepared by independent accountants or auditors; Commission Delegated

	Regulation (EU) No. 759/2013 of 30 April 2013 amending Regulation (EC) No. 809/2004 as regards the disclosure requirements for convertible and exchangeable debt securities; and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014 as regards to regulatory technical standards for publication of supplements to the prospectus;
<b>Securities Note</b>	the securities note issued by the Company dated 6 October 2014, forming part of the Prospectus;
<b>Shares</b>	the shares of the Company listed and traded on the Malta Stock Exchange;
<b>Shareholder/s</b> or <b>Investor/s</b>	a holder of Shares;
<b>Summary Note</b>	the summary note issued by the Company dated 6 October 2014, forming part of the Prospectus.

## 2. RISK FACTORS

PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER WITH THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISORS, THE FOLLOWING RISK FACTORS AND OTHER INVESTMENT CONSIDERATIONS AS WELL AS ALL THE OTHER INFORMATION CONTAINED IN THIS PROSPECTUS, BEFORE MAKING ANY INVESTMENT DECISION WITH RESPECT TO THE COMPANY. SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR AND THE COMPANY IS NOT IN A POSITION TO EXPRESS A VIEW ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING. THE SEQUENCE IN WHICH THE RISKS BELOW ARE LISTED IS NOT INTENDED TO BE INDICATIVE OF ANY ORDER OF PRIORITY OR OF THE EXTENT OF THEIR CONSEQUENCES.

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

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

### **2.1** *Forward-looking statements*

---

The Prospectus and the documents incorporated therein by reference or annexed thereto contain forward-looking statements that include, among others, statements concerning the Company's strategies and plans relating to the attainment of its objectives, capital requirements and other statements of expectations, beliefs, future plans and strategies, anticipated developments and other matters that are not historical facts and which may involve predictions of future circumstances. Investors can generally identify forward-looking statements by the use of terminology such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", or similar phrases. These forward-looking statements are inherently subject to a number of risks, uncertainties and assumptions. Important factors that could cause actual results to differ materially from the expectations of the Company's Directors include those risks identified under the heading "Risk Factors" and elsewhere in the Prospectus. If any of the risks described were to materialise, they could have a serious effect on the Company's financial results, trading prospects and the ability of the Company to fulfil its obligations under the Shares to be admitted to trading. Accordingly, the Company cautions the reader that these forward-looking statements are subject to risks and uncertainties that could cause actual events or results to differ from those expressed or implied by such statements and no assurance is given that the future results or expectations will be achieved.



## **2.2 Risks Relating to the Company's Business**

---

### **2.2.1 THE COMPANY MAY NOT BE ABLE TO GENERATE SUFFICIENT REVENUES**

The Company's main activity is that of a holding company that invests principally in real estate and in equity and debt securities on the local market. The Company's ability to generate revenues depends on: (i) its ability to identify and acquire suitable investments; (ii) the revenue generation capacity of the underlying investments and (iii) particularly in the case of real estate, its ability to dispose of properties on favourable terms.

Revenue earned by the Company depends on the revenue generated by its investments, and may be adversely affected by a number of factors, including:

- (a) the Company's ability to collect rent and other payments from tenants and other contractual payments under real estate contracts, on a timely basis or at all; and
- (b) the performance of the securities invested in by the Company which may under-perform due to factors beyond the control of the Company.

### **2.2.2 RISK OF CHANGES IN LAWS AND REGULATIONS.**

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

### **2.2.3 THE COMPANY MAY BE SUBJECT TO INCREASES IN OPERATING AND OTHER EXPENSES.**

The Company's operating and other expenses could increase without a corresponding increase in revenue. The factors which could materially increase operating and other expenses include:

- i. unforeseen increases in the costs of maintaining its real estate investments; and
- ii. material increases in operating costs that may not be fully recoverable.

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

### **2.2.4 THE COMPANY MAY BE UNABLE TO MEET ITS DIVIDEND PAYMENT OBJECTIVES**

All dividends or other distributions will be made at the discretion of the Directors of the Company. The payment of any dividend and the sustainability of future dividends and possible increases in dividend distributions to shareholders will depend upon a number of factors, including the Company's operating results and financial conditions, the successful management of the Company's existing properties, the yields on properties, interest costs, performance on contracts and profits on sale of properties, the dividends or other income received from its securities portfolio, and legal and regulatory restrictions. There is no guarantee that any dividends will be paid.

## **2.3 Risks relating to Investing in Real Estate**

---

### **2.3.1 PROPERTY VALUATION IS INHERENTLY SUBJECTIVE AND UNCERTAIN**

The Company's underlying assets include real estate to which the Company is significantly exposed. The valuations of property and property-related assets are inherently subjective as they are intended to determine value in a given set of future economic circumstances and market conditions that may not in fact materialise. As a result, valuations are typically subject to uncertainty. Moreover, all property valuations, including the valuation reports referred to in this document are made on the basis of a number of assumptions which may, in future, not materialise. There can be no assurance that the valuations of the properties and property-related assets will reflect actual sale prices even where any such sales occur shortly after the relevant valuation date.

### **2.3.2 REAL ESTATE INVESTMENTS ARE RELATIVELY ILLIQUID**

Real estate assets such as those in which the Company invests are relatively illiquid. Such illiquidity may affect the Company's ability to adjust its portfolio or dispose of or liquidate part of its portfolio in a timely fashion and at satisfactory prices in response to changes in the economic, real estate market or other conditions. This could have an adverse effect on the Company's financial condition and results of operations, with a consequential adverse effect on the market value of the Company's Shares or on the Company's ability to make distributions to its Shareholders.

### **2.3.3 THE VALUE OF ANY PROPERTY PORTFOLIO MAY FLUCTUATE AS A RESULT OF FACTORS OUTSIDE THE COMPANY'S CONTROL**

Property investments are subject to varying degrees of risks. Rents receivable on real estate and the capital values of property investments are affected (among other things) by changing demand for different types of real estate, changes in general economic conditions, changing supply with a particular area of competing space and attractiveness of real estate relative to other investment alternatives. The value of any property portfolio may also fluctuate as a result of other factors outside the owner's control, such as changes in regulatory requirements and applicable laws (including in relation to taxation and planning), political conditions, the condition of financial markets, the financial condition of lessees, potential adverse tax consequences, interest and inflation rate fluctuations and higher accounting and control expenses.

The Company's financial performance could also be adversely affected by a downturn in the property market in terms of capital values. In addition, the Company risks losing its investments in the event that the real estate is damaged due to extraordinary circumstances including but are not limited to war, riot, strikes, hurricanes, earthquakes, floods and any situations known to be as "acts of God."

### **2.3.4 EXPOSURE TO ECONOMIC CONDITIONS IN MALTA.**

The Company's real estate portfolio is located in Malta and accordingly is susceptible to adverse economic developments and trends locally. Negative local economic factors and trends could have a material impact on the business of the Company generally, and may adversely affect rental revenues, property values and results of operations. In addition, the Company may be impacted by increased competition from other similar developments and rising operating costs.

### **2.3.5 EXPOSURE TO GENERAL MARKET CONDITIONS.**

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

## **2.4 *Risks relating to the Company's securities portfolio***

---

### **2.4.1 NEGATIVE PERFORMANCE OF THE INVESTMENT PORTFOLIO.**

The Company has an exposure to a portfolio of local investments which are all subject to general economic conditions in Malta. A downturn in the Maltese economic conditions could have a material impact on the underlying companies in which the Company invests. In addition, the revenues of the Company depend on the performance of each of the companies in which it invests which is subject to the general economic and sector specific market conditions relevant to each of the underlying companies. Negative changes to the general economic conditions as well as adverse sector specific changes could have a material impact on these investments, including deterioration of the economic and financial conditions relating to the companies, that could affect the profitability of such company and its ability to pay interest on debt instruments or the ability and willingness to make distributions of dividends which will have a material adverse impact on the Company in terms of dividend or interest income, its own ability to make distributions to investors as well as valuation of the investment.

### **2.4.2 SPECIFIC RISKS ASSOCIATED WITH EQUITY INVESTMENTS**

The Company invests in equity securities, which investment is subject to certain risks attributable to general market and economic conditions. Furthermore, equity investment is also subject to firm-specific risk which reflects the risk peculiar to an individual firm or entity in which the Company invests. The Company invests directly in equity securities and it is therefore exposed to both market and firm-specific risk.

### **2.4.3 RISKS ASSOCIATED WITH GEOGRAPHIC CONCENTRATION**

The Company is exposed to significant geographic risk since all its equity investments consist in holdings in Maltese companies and, in most cases, companies that have their operations and sources of revenue principally dependant on the local market. In the event of a serious downturn in general economic conditions in Malta the operations and performance of each investment can be materially adversely affected, which indirectly can have adverse consequences on the Company's ability to make distributions to its Shareholders and the overall capital value of its investment portfolio.

### **2.4.4 SPECIFIC RISKS ASSOCIATED WITH DEBT INVESTMENTS**

The Company's securities portfolio also consists of debt instruments and fixed income securities. Such investments are typically characterised by an undertaking of the issuer to pay a defined stream of income over the term of the security and to repay the capital on maturity. Their pricing is typically less volatile than that of equity securities but are generally inversely correlated to changes in interest rates and, therefore, are still subject to a degree of risk of market price fluctuations. Their value may furthermore be affected by changes in the credit rating, liquidity or financial condition of the issuer of such debt securities.

#### 2.4.5. RISKS ASSOCIATED WITH INVESTMENTS IN INSTRUMENTS TRADED ON THE MALTA STOCK EXCHANGE

The Company invests in securities traded on the Malta Stock Exchange, which is a small market and is less liquid than the more developed stock markets in Europe and the United States. The limited liquidity of the market for these securities could increase their price volatility and may impair the ability of the Company to sell such securities in the market in the amount and at the price and time the Company wishes to do so.

### 3. IDENTITY OF DIRECTORS, ADVISORS AND AUDITORS OF THE COMPANY

#### 3.1 Directors

---

As at the date of this Registration Document, the Board of Directors of the Company is constituted as follows:

Anthony Paul Demajo	Non-Executive Director
Christopher Testaferata Moroni Viani	Non-Executive Director
Peter Paul Testaferata Moroni Viani	Non-Executive Director
Norbert Tabone	Non-Executive Director
Edward Firman	Independent Non-Executive Director

THE DIRECTORS OF THE COMPANY ARE THE PERSONS RESPONSIBLE FOR THE INFORMATION CONTAINED IN THIS REGISTRATION DOCUMENT. TO THE BEST OF KNOWLEDGE AND BELIEF OF THE DIRECTORS OF THE COMPANY (WHO HAVE ALL TAKEN REASONABLE CARE TO ENSURE SUCH IS THE CASE), THE INFORMATION CONTAINED IN THIS REGISTRATION DOCUMENT IS IN ACCORDANCE WITH THE FACTS AND DOES NOT OMIT ANYTHING LIKELY TO AFFECT THE IMPORT OF SUCH INFORMATION. THE DIRECTORS ACCEPT RESPONSIBILITY ACCORDINGLY.

#### 3.2 Advisors to the Company

---

The persons listed in this section have advised and assisted the Directors in the drafting and compilation of the Prospectus.

##### Legal Counsel

---

Name: Camilleri Preziosi  
Address: Level 3, Valletta Buildings, South Street,  
Valletta VLT 1103 - MALTA

##### Sponsor

---

Name: Rizzo, Farrugia & Co. (Stockbrokers) Ltd  
Address: Airways House, Third Floor,  
High Street, Sliema SLM 1549 - MALTA

##### Auditors

---

Name: Ernst & Young Malta Limited

Address: Regional Business Centre,  
Achille Ferris Street,  
Msida MSD 1751 – MALTA

The annual statutory financial statements of the Company for the financial years ended 30 April 2012, 2013 and 2014 have been audited by Ernst & Young. Ernst & Young Limited is a firm of certified public accountants holding a warrant to practice the profession of accountant in terms of the Accountancy Profession Act (Cap. 281 of the laws of Malta).

## **4. INFORMATION ABOUT THE COMPANY**

### ***4.1 History and Development of the Company***

---

#### **4.1.1 INTRODUCTION**

Full Legal and Commercial Name of the Company:	Santumas Shareholdings p.l.c.
Registered Address:	9, Britannia House, Flat 1, Old Bakery Street, Valletta VLT 1450
Place of Registration and Domicile:	Malta
Registration Number:	C 35
Date of Registration:	18 May 1965
Legal Form:	The Company is lawfully existing and registered as a public limited liability company in terms of the Act
Telephone Number:	+356 21221074
Fax:	+356 21239279
Email:	santumas@maltanet.net
Website:	www.santumasmalta.com

The principal object of the Company is to carry on the business of a holding and investment company and as such to hold such investments in securities, real-estate, and other assets or business as the Directors may from time determine as being in the interests of the Company.

#### **4.1.2 OVERVIEW OF THE COMPANY'S BUSINESS**

##### **History**

The Company was initially registered under the name of Malta New Issues Investment Co Ltd on 29<sup>th</sup> April 1963. Its name was changed on 18<sup>th</sup> May 1965 to Malta Shareholdings Limited making the Company a public limited company with the objects of carrying on the business of a finance trust. The name was changed again on 29<sup>th</sup> September 1978 to Santumas Shareholdings Limited.

On 2<sup>nd</sup> April 1987, Calpabrin Properties (Investments) Limited merged into Marsascala Developments Limited and on 15<sup>th</sup> December 1989 Marsascala Developments Limited and Santumas Contractors Limited merged into Santumas Shareholdings Limited.

On the 9<sup>th</sup> May 1996 the Company obtained a licence from the MFSA (with licence number C 35) as a collective investment scheme in Malta and on 12<sup>th</sup> December 2003 the Company's shares were accepted for listing on the Malta Stock Exchange pursuant to Chapter 8 of the Listing Rules.

In view of recent changes in the regulatory framework applicable to collective investment schemes and their licensing, the Company no longer falls within the definition of a "collective investment scheme" in terms of Cap. 370 of the laws of Malta. Accordingly, following discussion with its regulator, on 24<sup>th</sup> September 2014, the Company resolved to: (i) surrender its licence as a collective investment scheme; (ii) apply to the Listing Authority in order to de-list its shares as a collective investment scheme; and (iii) subject to the Listing Authority accepting such de-listing application to, simultaneously, apply to list its Shares as a property holding company in terms of Chapter 7 of the Listing Rules.

#### **4.1.3 PRINCIPAL ACTIVITIES OF THE COMPANY**

The main activity of the Company is to act as a holding company and the objects clause in its Memorandum of Association envisages that the Company may purchase, take on lease, exchange, lease or acquire movable or immovable property by any title including emphyteusis and sub-emphyteusis for the purposes of its business and to receive from the investments and assets dividends, capital gains, interests and any other income including income or gains on their disposal, rents, royalties and similar income.

The Company currently owns on a freehold basis several large tracts of land in Marsascala, including a number of plots which are within the current building scheme for the area. Such property is held for long term investment value with the possibility, if the directors consider it to be in the interests of the Company, of being developed by the Company at a later stage rather than being sold.

The Company's income is generated from ground rent and other receivables due to it by various persons and entities in terms of contracts of emphyteusis, some of which are revisable at specific intervals.

In addition and with respect to the property sold to third parties, the Company retained certain rights over such properties sold, such as rights over the airspace of properties sold and other rights of consent required in certain defined events. Even though such rights are not allocated a value in the Company's financial statements and they do not represent a regular source of income, capitalising such rights could provide a future source of income to the Company, such as when a fee is negotiated with the person who acquired the property in question in consideration for the Company granting its consent to such person constructing over its airspace rights.

The Company has no firm commitment to enter into new investments in the near future, however it is constantly seeking out new opportunities for investment including properties which may be acquired for both capital investment potential and for rental returns, whether immediate or future. Such property purchases may be undertaken by the Company independently or in collaboration with others as may be deemed appropriate by the Board of Directors, and will cater for both the commercial and residential sectors. Income from such property investment is likely to feature more prominently in years to come.

#### **4.1.4 INVESTMENTS OF THE COMPANY**

As at 30 April 2014, the Company's total investments amounted to €7,111,368, with investments in securities in various sectors of the local market amounting to €3,918,368, constituting 55.1% of the Company's total portfolio of investments; whereas the remaining portfolio was invested in real estate,

including ground rent receivables, which amounted to €3,193,000, constituting 44.9% of the Company's entire portfolio of investments.

With respect to its securities investments, the Company invests in a number of locally listed entities, corporate and sovereign bonds, listed collective investment schemes and unquoted securities. In relation to its property holdings, the Company owns the following real estate properties:

1. Flat 1, 9 Old Bakery Str. Valletta; and
  2. Flat 2, 9 Old Bakery Str. Valletta
- which are both subject to temporary emphyteusis.

The other 8 (eight) properties are freehold and these are:

3. Plot No.9, Triq il-Kannizzata, Baggi Lane, Marsascala;
4. Plot No.10, Triq il-Kannizzata, Baggi Lane, Marsascala;
5. Plot No.11, Triq il-Kannizzata, Baggi Lane, Marsascala;
6. Plot No.12, Triq il-Kannizzata, Baggi Lane, Marsascala;
7. Plot No.47, Triq il-Kannizzata, Baggi Lane, Marsascala;
8. Vacant land at Triq ir-Ridott, Marsascala;
9. Vacant land at Triq is-Salina, Marsascala; and
10. 13, Triq Paceville, San Ġiljan.

On the 29<sup>th</sup> April 2014, the Company purchased the property in San Ġiljan, which was acquired with an existing MEPA permit for conversion into two separate Class Four shops<sup>1</sup>. It is the Directors' intention to undertake the necessary conversion work - the funds for which will be sourced from the Company's cash deposit holdings with local banks - and lease the properties to third parties, though no firm commitments in this respect have been made as at the date of this Prospectus. Other than this intention, the Board of Directors have made no firm commitments to acquire any investments within the near future.

An analysis of the Company's entire portfolio compared from 2012 to 2014 is set out hereunder:

## ANALYSIS OF COMPANY PORTFOLIO

2014 Market value EUR	2014 % of total	2013 Market value EUR	2013 % of total	2012 Market value EUR	2012 % of total
--------------------------------	--------------------------	--------------------------------	--------------------------	--------------------------------	--------------------------

## FINANCIAL ASSETS

### *Included under Financial assets at fair value through profit and loss*

Banks	1,496,594	21.04	1,507,325	24.35	944,973	19.13
-------	-----------	-------	-----------	-------	---------	-------

<sup>1</sup> A Class Four Shop permit issued by MEPA refers to a commercial outlet that can be used for either of: retail sale of goods; post office; sale of tickets; travel agency; hairdressing; direction of funerals; display of goods for sale; hiring out of domestic goods or personal goods or articles; or the reception of goods to be washed, cleaned or repaired where the sale, display or service is principally to visiting members of the public.

Investment funds	<b>1,476,151</b>	<b>20.76</b>	1,389,878	22.45	1,183,955	23.97
Government stocks	<b>270,000</b>	<b>3.80</b>	156,550	2.53	50,920	1.03
Telecommunication services	<b>247,149</b>	<b>3.48</b>	196,867	3.18	75,662	1.53
Breweries and beverages	<b>98,218</b>	<b>1.38</b>	84,224	1.36	62,031	1.27
Insurance	<b>139,999</b>	<b>1.97</b>	133,924	2.16	55,307	1.12
Marine Services	<b>12,740</b>	<b>0.18</b>	13,020	0.21	13,230	0.27
Airlines and airports	<b>134,520</b>	<b>1.89</b>	115,200	1.86	16,500	0.33
Postal services	<b>42,997</b>	<b>0.60</b>	38,638	0.62	13,488	0.27
<b>Total financial assets</b>	<b>3,918,368</b>	<b>55.10</b>	3,635,626	58.72	2,416,066	48.92

## PROPERTY

### *Included under Investment Properties and Property, plant and equipment*

Development land	<b>1,966,700</b>	<b>27.66</b>	1,361,928	22.0	1,341,803	27.17
Land	<b>448,400</b>	<b>6.31</b>	417,205	6.74	411,040	8.32
Leasehold properties	<b>62,800</b>	<b>0.88</b>	57,453	0.93	56,604	1.15
Ground rents	<b>619,300</b>	<b>8.71</b>	619,574	10.01	619,639	12.55
Office	<b>95,800</b>	<b>1.34</b>	99,158	1.60	93,313	1.89
<b>Total property</b>	<b>3,193,000</b>	<b>44.90</b>	2,555,318	41.28	2,522,399	51.08

<b>TOTAL PORTFOLIO</b>	<b>7,111,368</b>	<b>100.00</b>	6,190,944	100.0	4,938,465	100.0
------------------------	------------------	---------------	-----------	-------	-----------	-------

	<b>2014</b>	<b>2013</b>	<b>2012</b>
	<b>%</b>	<b>%</b>	<b>%</b>
	<b>of total</b>	<b>of total</b>	<b>of total</b>
<b>GEOGRAPHICAL DISTRIBUTION OF FINANCIAL ASSETS</b>			
Malta	<b>100.0</b>	100.0	100.0

## 4.1.5 PRINCIPAL MARKETS

The principal market in which the Company operates is the local market, both with respect to its real estate investments as well as the securities investments. An analysis of the revenue streams emanating from each type of holding is outlined in section 7.2.1 entitled “Statement of Comprehensive Income for the years ended 30 April”.

## 5. GROUP ORGANISATIONAL STRUCTURE

The Company is not part of any group of companies.



## 6. PROPERTY, PLANT AND EQUIPMENT

The Company currently owns seven properties in Marsascala, two in Valletta (being the Company's office) and one in San Ġiljan, the details of which are set out in the valuation report attached hereto in Annex I. None of the properties have any major encumbrances thereon or are subject to any environmental issues that could potentially affect the Company's utilisation thereof.

## 7. OPERATING AND FINANCIAL REVIEW

### 7.1 Financial Condition and Operating Results

---

The financial information about the Company is included in the audited financial statements for each of the financial years ended 30 April 2012, 2013 and 2014. The historical information about the Company is available for inspection as set out under the heading "*Documents available for inspection*" in section 23 of this Registration Document.

The most recent financial statements available for inspection are the audited financial statements of the Company for the financial period 1 May 2013 to 30 April 2014. There were no significant changes to the financial or trading position of the Company since the end of the financial period to which the said audited financial statements relate.

Extracts from the audited financial statements of the Company for the three financial years ended 30 April 2012, 2013 and 2014 are set out below:

#### STATEMENT OF FINANCIAL POSITION as at 30 April

	2014 EUR	2013 EUR	2012 EUR
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment properties	3,097,200	2,456,160	2,429,086
Property, plant and equipment	95,800	99,158	93,313
Financial assets at fair value through profit or loss	3,918,368	3,635,626	2,416,066
	<b>7,111,368</b>	<b>6,190,944</b>	<b>4,938,465</b>
<b>Current assets</b>			
Receivables	61,608	59,175	63,140
Income tax recoverable	-	39,249	40,314
Cash at bank	681,486	1,026,829	2,022,032
	<b>743,094</b>	<b>1,125,253</b>	<b>2,125,486</b>
<b>TOTAL ASSETS</b>	<b>7,854,462</b>	<b>7,316,197</b>	<b>7,063,951</b>

**EQUITY AND LIABILITIES****Capital and reserves**

Issued capital	969,704	969,704	969,704
Share premium	262,746	262,746	262,746
Revaluation reserve	51,213	51,356	43,398
Dividend reserve	-	100,000	-
Other reserves	2,672,324	2,288,451	2,213,770
Retained earnings	3,343,011	3,149,339	2,797,351
	<b>7,298,998</b>	<b>6,821,596</b>	<b>6,286,969</b>

**Non-current liabilities**

Deferred tax liability	362,418	323,275	318,825
------------------------	---------	---------	---------

**Current liabilities**

Interest-bearing borrowings	19,491	21,790	305,812
Payables	163,133	149,536	152,345
Income tax payable	10,422	-	-

	<b>193,046</b>	<b>171,326</b>	<b>458,157</b>
--	----------------	----------------	----------------

<b>Total liabilities</b>	<b>555,464</b>	<b>494,601</b>	<b>776,982</b>
--------------------------	----------------	----------------	----------------

<b>Total equity and liabilities</b>	<b>7,854,462</b>	<b>7,316,197</b>	<b>7,063,951</b>
-------------------------------------	------------------	------------------	------------------

<b>Net asset value per share</b>	<b>4.383</b>	<b>4.097</b>	<b>3.776</b>
----------------------------------	--------------	--------------	--------------

The net asset value of the Shares of the Company increased from €3.776 per share in April 2012 to €4.383 in April 2014, aided primarily by the increase in the value of investment property that the Company owned throughout the periods under review, as well as retained earnings not distributed as profits. Additional information on the accounting policies used by the Company in preparation of its annual financial statements is available in the Company's annual reports, as set out under the heading "*Documents available for Inspection*" in Section 23 of this Registration Document.

## 7.2 Other Selected Financial Information

The financial information contained in this section 7.2 has been extracted from the consolidated audited financial statements of the Company for the periods indicated in the tables below:

### 7.2.1 STATEMENT OF COMPREHENSIVE INCOME FOR THE YEARS ENDED 30 APRIL

The following table shows the statement of comprehensive income of the Company for the years ended 30 April 2012, 30 April 2013 and 30 April 2014:

	2014	2013	2012
	EUR	EUR	EUR
<b>REVENUE</b>			
Investment income	360,650	242,586	256,626
Increase/(decrease) in fair values of financial assets	134,242	434,929	(426,093)

Increase in fair value of investment properties	<b>327,364</b>	27,074	79,557
<b>Total revenue</b>	<b>822,256</b>	704,589	(89,910)
<b>EXPENSES</b>			
Administrative expenses	<b>107,240</b>	108,742	110,494
Finance costs	<b>447</b>	2,672	1,932
<b>Total expenses</b>	<b>107,687</b>	111,414	112,426
<b>Profit before tax</b>	<b>714,569</b>	593,175	(202,336)
Income tax expense	<b>(145,815)</b>	(78,200)	(88,349)
<b>Profit/(loss) for the year</b>	<b>568,754</b>	514,975	(290,685)
<b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>			
Revaluation of property, net of tax	<b>1,127</b>	9,228	-
<b>Total comprehensive income for the year</b>	<b>569,881</b>	524,203	(290,685)
<b>Profit/(loss) per share</b>	<b>0.342</b>	0.309	(0.175)

The Company's revenue is generated principally from investment income (€360,065 in financial year 2014; €242,586 in financial year 2013 and €256,626 in financial year 2012), which is generated principally from dividend income (€275,075 in financial year 2014; €171,451 in financial year 2013 and €167,663 in financial year 2012) that in the financial year end 2014 constituted around 76% of the total investment income compared to circa 71% in financial year 2013 and 65% in financial year 2012. This increase is principally due to an increased holding of stocks listed on the MSE and from the fact that in the year ending April 2014 the Company benefited from having held these stocks for a full year resulting in an increased dividend income for the year.

The Company also reports that:

- (i) its revenue changes according to the fair values of its financial assets (which, in financial year 2014 amounted to €134,242, in financial year 2013 €434,929 and in financial year 2012 €426,093). The total fair value of its financial assets as at 30 April 2014 amounted to €3,918,368, as at 30 April 2013 amounted to €3,635,626 and as at 30 April 2012 amounted to €2,416,066. The increase in fair values of such financial assets is principally due to an increase in the value of several blue chip stocks listed on the MSE in which the Company had, and still has, a significant investment and a reversal of unrealised losses suffered by the Company in previous years on these same stocks; and

- (ii) its revenue changes according to changes in the fair values of its investment properties (which, in financial year 2014 amounted to €327,364, in financial year 2013 €27,074 and in financial year 2012 €79,557). These are taken on the basis of the values of land and buildings owned by the Company and ground rents capitalisation. A comparison of these investment properties from the financial years 2012 to 2014 is set out hereunder:

#### INVESTMENT PROPERTIES

	Land and buildings EUR	Ground rents capitalisation EUR	Total EUR
At 30 April 2012	1,809,447	619,639	2,429,086
Revaluations	27,139	(65)	27,074
At 30 April 2013	1,836,586	619,574	2,456,160
Addition	313,676	-	313,676
Revaluations	327,638	(274)	327,364
<b>At 30 April 2014</b>	<b>2,477,900</b>	<b>619,300</b>	<b>3,097,200</b>

#### 7.2.2 STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL

The following table shows the changes in equity over the years ending 30 April 2012, 30 April 2013 and 30 April 2014:

	Issued capital EUR	Share premium EUR	Revaluation reserve EUR	Other reserves EUR	Dividend reserve EUR	Retained earnings EUR	Total EUR
<b>FINANCIAL YEAR ENDED 30 APRIL 2014</b>							
At 1 May 2013	969,704	262,746	51,356	2,288,451	100,000	3,149,339	6,821,596
Profit for the year	-	-	-	-	-	568,754	568,754
Other comprehensive income	-	-	1,127	-	-	-	1,127
Total comprehensive income	-	-	1,127	-	-	568,754	569,881
Equity dividends paid	-	-	-	-	(100,000)	-	(100,000)
Unclaimed dividend forfeited	-	-	-	-	-	7,521	7,521
Depreciation transfer for land and building, net of deferred tax	-	-	(1,270)	-	-	1,270	-
Increase in fair value of investment property, net of deferred tax	-	-	-	288,321	-	(288,321)	-
Decrease in fair value of ground rents	-	-	-	(240)	-	240	-
Increase in fair value of financial assets	-	-	-	95,792	-	(95,792)	-
<b>At 30 April 2014</b>	<b>969,704</b>	<b>262,746</b>	<b>51,213</b>	<b>2,672,324</b>	<b>-</b>	<b>3,343,011</b>	<b>7,298,998</b>

**FINANCIAL YEAR ENDED  
30 APRIL 2013**

At 1 May 2012	969,704	262,746	43,398	2,213,770	-	2,797,351	6,286,969
Profit for the year	-	-	-	-	-	514,975	514,975
Other comprehensive income	-	-	9,228	-	-	-	9,228
Total comprehensive income	-	-	9,228	-	-	514,975	524,203
Equity dividends proposed	-	-	-	-	100,000	(100,000)	-
Unclaimed dividend forfeited	-	-	-	-	-	10,424	10,424
Depreciation transfer for land and building, net of deferred tax	-	-	(1,270)	-	-	1,270	-
Increase in fair value of investment property, net of deferred tax	-	-	-	23,882	-	(23,882)	-
Decrease in fair value of ground rents	-	-	-	(58)	-	58	-
Increase in fair value of financial assets	-	-	-	50,857	-	(50,857)	-
<b>At 30 April 2013</b>	<b>969,704</b>	<b>262,746</b>	<b>51,356</b>	<b>2,288,451</b>	<b>100,000</b>	<b>3,149,339</b>	<b>6,821,596</b>

Issued capital EUR	Share premium EUR	Revaluation reserve EUR	Other reserves EUR	Dividend reserve EUR	Retained earnings EUR	Total EUR
-----------------------	----------------------	----------------------------	-----------------------	-------------------------	--------------------------	--------------

**FINANCIAL YEAR ENDED  
30 APRIL 2012**

At 1 May 2011	969,704	262,746	44,443	2,210,712	-	3,082,375	6,569,980
Loss for the year	-	-	-	-	-	(290,685)	(290,685)
Other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	-	(290,685)	(290,685)
Unclaimed dividend forfeited	-	-	-	-	-	7,674	7,674
Depreciation transfer for land and building, net of deferred tax	-	-	(1,045)	-	-	1,045	-
Increase in fair value of investment property, net of deferred tax	-	-	-	70,559	-	(70,559)	-
Decrease in fair value of financial assets	-	-	-	(67,501)	-	67,501	-
<b>At 30 April 2012</b>	<b>969,704</b>	<b>262,746</b>	<b>43,398</b>	<b>2,213,770</b>	<b>-</b>	<b>2,797,351</b>	<b>6,286,969</b>

**7.2.3 STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 APRIL**

The following table shows the cash flow analysis of the Company for the years ended 30 April 2012, 30 April 2013 and 30 April 2014:

2014 EUR	2013 EUR	2012 EUR
-------------	-------------	-------------

<b>Operating activities</b>			
Profit/(loss) before tax	<b>714,569</b>	593,175	(202,336)
Adjustments to reconcile profit before tax to net cash flows			
Non-cash:			
Depreciation of property, plant and equipment	<b>4,638</b>	4,638	4,380
(Increase)/decrease in fair value of financial assets	<b>(134,242)</b>	(434,929)	426,093
Increase in fair value of investment properties	<b>(327,364)</b>	(27,074)	(79,557)
Finance costs	<b>447</b>	2,672	1,932
Interest income	<b>(55,332)</b>	(40,431)	(42,014)
Working capital adjustments:			
(Increase)/decrease in receivables	<b>(2,728)</b>	5,259	(14,609)
Increase in payables	<b>14,578</b>	7,368	10,222
Income tax refund	<b>57,158</b>	-	-
Income tax paid	<b>(107,773)</b>	(73,693)	(73,045)
Interest income received	<b>55,628</b>	39,137	43,054
Dividend paid	<b>(100,000)</b>	-	-
<b>Net cash flows generated from operating activities</b>	<b>119,579</b>	76,122	74,120
<b>Investing activities</b>			
Purchase of financial assets	<b>(148,500)</b>	(784,631)	(447,622)
Acquisition of investment property	<b>(313,676)</b>	-	-
<b>Net cash flows used in investing activities</b>	<b>(462,176)</b>	(784,631)	(447,622)
<b>Financing activities</b>			
Interest paid	<b>(447)</b>	(2,672)	(1,932)
<b>Net cash flows used in financing activities</b>	<b>(447)</b>	(2,672)	(1,932)
Net decrease in cash and cash equivalents	<b>(343,044)</b>	(711,181)	(375,434)
Cash and cash equivalents at 1 May	<b>1,005,039</b>	1,716,220	2,091,654
<b>Cash and cash equivalents at 30 April</b>	<b>661,995</b>	1,005,039	1,716,220

The positive trend in cashflow generation gathered further momentum during the course of the years 2013 to 2014. In total, cash generated from operations increased from €74,120 in 2012 to €76,122 in 2013 (equivalent to a year-on-year increase of 2.7%) and to €119,579 in 2014, equivalent to a year-on-year increase of 57.09%. The last three years ending 30<sup>th</sup> April 2014 have seen a material decrease in the

Company's cash holdings. This was the result of increased investment holdings in both debt and equity instruments quoted locally on the MSE, resulting in a cash outflow of €148,500 in 2014, €784,631 in 2013 and €447,622 in 2012. In October 2013, the Company paid a cash dividend to all its Shareholders, resulting to a further decrease of €100,000 of its cash reserves. In April 2014, the Company purchased a commercial property in San Ġiljan, where the intent for this property is to lease it to third parties. This investment led to a further reduction of cash reserves by €313,676. This was partially offset by increased interest income on the Company's investments holding (€55,628 in 2014, €39,137 in 2013 and €43,054 in 2012), which, coupled with minimal increase in operating and administrative costs over the years under review, have enabled the Company to constantly maintain a healthy cash position.

### **7.3 Independent Valuation – Property Valuation by Building & Design Consultants**

---

During the end of the second quarter of 2014, the Board of Directors commissioned Christopher Mintoff B.E.&A. (Hons.), A.&C.E. of the local firm of architects Building and Design Consultants, to prepare a valuation report in relation to the properties held by the Company in terms of Chapter 7 of the Listing Rules. The following are the details of the said valuer:

Name:	Christopher Mintoff
Business address:	Building and Design Consultants Dolores Building National Road Blata l-Bajda HMR 9011, Malta

An abridged form of the expert valuation of the Company compiled by local architect Christopher Mintoff is appended to this Registration Document as Annex I, and a full version of the valuation is available for inspection as set out in section 23 *“Documents available for inspection”* of this Registration Document.

On the basis of the computations reported in the said valuation, the open market value of the properties of the Company as at the date of the valuation is estimated at €2,573,700. A list of the properties owned by the Company is set out above in section 4.1.4 under the heading *“Investments of the Company”*.

The expert valuation report dated 18 August 2014 has been made available for inspection with the authorisation of Christopher Mintoff for and on behalf of Building and Design Consultants, in the form, and content in which the report is available.

Save for the expert valuation report which is available for inspection as set out in section 23 of this Registration Document, the abridged version of which is set out in Annex I, this Prospectus does not contain any statement or report attributed to any person as an expert.

**None of the foregoing experts has any material interest in the Company.**

## **8. CAPITAL RESOURCES**

The day to day financing and the funding of any proposed investments is undertaken from internally generated sources of income. The Company's working capital consists of equity and debt security holdings, cash deposit accounts as well as an overdraft facility. The current principle sources of cash flow generation are dividend and interest income from locally quoted companies and income from ground rents. It is

intended that rental income from properties currently owned - and that may be owned in years to come - will form an increasingly significant component of the Company's cash generation process.

Save for an overdraft facility up to the amount of €427,000, the Company currently has no further liabilities or debt and its cash position is deemed sufficient for its present needs.

There are no restrictions on the use of capital resources that could effect, directly or indirectly, the Company's operations.

## 9. TREND INFORMATION AND FINANCIAL PERFORMANCE

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

**At the time of publication of this Prospectus, the Company considers that generally it shall be subject to the normal business risks associated with the industries in which it is involved, and, barring unforeseen circumstances particularly in the political and economic sphere, does not anticipate any trends, uncertainties, demands, commitments or events outside the ordinary course of business that could be deemed likely to have a material effect on the upcoming prospects of the Company's business, at least with respect to the current financial year.**

## 10. MANAGEMENT

### *10.1 The Board of Directors of the Company*

---

The Company is overseen by the Board of Directors, which is currently composed of four non-executive Directors and one independent non-executive Director. The Board of Directors is entrusted with the overall direction and management of the Company. The business address of each Director is the registered office of the Company.

The Board may delegate the day to day management of the Company's affairs to an individual/s appointed by them. Currently, the day-to-day management function is performed by the Company Secretary, Mr. Michael Formosa Gauci, who is also responsible for the identification and execution of new investment opportunities. All such opportunities are first tabled at a meeting of the Board sub-committee and whilst the Board sub-committee makes decisions on the equity and bond investments of the Company, any property-related investment opportunities agreed to by the Board sub-committee, are then tabled at a meeting of the Board of Directors who then decide as to the viability or otherwise of all investment proposals.

The Directors of the Company as at the date of this Prospectus and their respective date of appointment to the Board are as follows:

Anthony Paul Demajo	16 <sup>th</sup> April 1999
Christopher Testaferrata Moroni Viani	30 <sup>th</sup> November 2001
Norbert Tabone	4 <sup>th</sup> July 2014
Peter Paul Testaferrata Moroni Viani	4 <sup>th</sup> October 1985
Edward Firman	29 <sup>th</sup> September 1981



Peter Paul Testaferrata Moroni Viani and Christopher Testaferrata Moroni Viani are related as first cousins and are two of the shareholders of the major shareholder of the Company, Mercury p.l.c., as detailed in this section below. Anthony Demajo is also the sole indirect shareholder of One Sixth (Investments) Ltd which holds a 5.8% stake in the Company and holds, in his own personal name, a further 1.028% direct shareholding in the Company. In addition, Norbert Tabone is a company secretary of the major shareholder, Mercury p.l.c. and is an employee of the Mercury group of companies.

The current term of office of: Mr Anthony Demajo and Mr Edward Firman has commenced on the 24<sup>th</sup> September 2014; Mr Peter Paul Testaferrata Moroni Viani and Mr Christopher Testaferrata Moroni Viani has commenced on the 16<sup>th</sup> December 2013; and Mr Norbert Tabone has commenced on the 4<sup>th</sup> July 2014<sup>2</sup>. Pursuant to the adoption of the new Memorandum and Articles of Association of the Company, as approved during the annual general meeting held on the 24<sup>th</sup> September 2014, the term of office of all Directors listed above shall end at the next annual general meeting and the Directors shall be eligible for re-appointment as per the provisions of the Articles of Association of the Company.

The Board has also set up a sub-committee responsible for overseeing the investment and re-investment of the Company's assets concerning any property transfers or acquisitions as well as the Company's equity and bond holdings. Whilst actively managing the securities portfolio, any property investment decisions must always be referred to the Board of Directors prior to final commitment. The members of this committee as at the date of this Prospectus are the following:

Anthony Demajo  
Christopher Testaferrata Moroni Viani  
Michael Formosa Gauci

The following directors hold Shares in the Company, directly or indirectly:

Director	Number of Shares held	% of Shareholding in the Company
Mr. P.P. Testaferrata Moroni Viani*	651,346	35.56
Mr. C. Testaferrata Moroni Viani*		
Mr. Anthony Demajo	125,170	6.83%
Mr. Christopher Testaferrata Moroni Viani	40,898	2.23%
Mr. Peter Paul Testaferrata Moroni Viani	8,843	0.48%

*\*The indirect interests of Mr. Peter Paul Testaferrata Moroni Viani and Mr. Christopher Testaferrata Moroni Viani shown above against their joint name arise due to shareholdings in the same companies that, directly or indirectly, have an interest in the number of shares shown.*

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

<sup>2</sup> The appointment of Mr. Tabone was approved by the shareholders during the annual general meeting held on 16<sup>th</sup> December 2013, although his appointment was made effective once approval of such appointment was granted by the MFSA on the 4<sup>th</sup> July 2014.

None of the Directors or the Company Secretary have: (i) had any convictions in relation to any fraudulent offences for at least the previous five years; (ii) acted as a member of the administrative, management or supervisory body or any senior manager for the previous five years and been associated with any bankruptcies, receiverships or liquidations; or (iii) been involved in any public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company for at least the previous five years.

#### **10.1.1 NON-EXECUTIVE DIRECTORS**

All Directors of the Company are non-executive directors.

#### **10.1.2 CURRICULUM VITAE OF DIRECTORS OF THE COMPANY**

##### **Anthony Paul Demajo**

Mr Demajo is a non-executive director of the Company. He retired from the post of Director and General Manager of Edrichton Holdings Limited, upon the division of the said company. He is currently Managing Director of Edrichton Estates Ltd, a company receiving various ground rents and holds various rights and conditions on lands and properties on the north end of the Island, on the board of Directors of Datatrak plc, an IT company, and chairman of Primanets Mfg Ltd, a company producing netting for agriculture and the building industry.

##### **Christopher Testaferrata Moroni Viani**

Mr. C. Testaferrata Moroni Viani is a non-executive director of the Company. He is the managing director of Exclusive Property Bureau Ltd, a real estate and management company based in Sliema. He holds senior positions within the Capiferri Group of Companies and associated undertakings namely Capiferri Ltd, Despuig Ltd, Pontecurone Ltd and Tabria Company Ltd, all based in Paola. He is also a non-executive director of St George's Park Company Ltd, a subsidiary of Testaferrata Moroni Viani (Holdings) Ltd of which he relinquished his directorship when the latter was merged into Mercury plc, which is based in St Julian's.

##### **Peter Paul Testaferrata Moroni Viani**

Mr. P. Testaferrata Moroni Viani is a non-executive director of the Company. He is a director of a large number of local companies associated with the Mercury Group, a major local group of companies involved in the provision of touristic services and property development.

##### **Norbert Tabone**

Mr. Tabone is a non-executive director of the Company. He is a Certified Public Accountant and holds a Bachelor of Accountancy (Hons) degree from the University of Malta. He is a member of the Malta Institute of Accountants (MIA) and of the Association of Chartered Certified Accountants (ACCA). He practiced in the profession with PricewaterhouseCoopers and currently holds the position of Group Financial Controller within the Mercury Group of companies, a diversified group which operates in the tourism sector, commercial and office property rentals, property development and investment management. He is also the Company Secretary of Amalgamated Investments SICAV plc and an assistant lecturer in auditing and financial reporting at the University of Malta.

### **Edward Firman**

Dr Firman is an independent non-executive director of the Company. After graduating in Economics and Management from the Universities of Malta and Belfast respectively, he worked for several years in various executive positions with the multinational Unilever Group in the U.K. and Germany. He subsequently joined the Gasan Group as Group Finance Director and currently practises as an independent management and financial consultant. He is a Fellow of the Chartered Institute of Management Accountants, a Certified Public Accountant and holds a doctorate in Business Administration from Henley Management School/Brunel University.

#### **10.1.3 CURRICULUM VITAE OF BOARD SUB-COMMITTEE**

Whilst the directors are responsible for the overall management of the company, the Board of Directors have set up a Board Sub-Committee which is responsible for the investment decisions of the Company, particularly related to the equity and bond portfolio of the Company. Anthony Demajo and Christopher Testaferrata Moroni Viani form part of this sub-committee set up by the Board of Directors, and the other person forming part of this committee is:

### **Michael Formosa Gauci**

Mr. Formosa Gauci graduated in Accountancy and Business Management at the University of Stirling and worked for several years in the U.K. with PricewaterhouseCoopers, an international accounting firm. He has managed, and has been a director of, various local companies involved in the manufacturing and property development sectors. He has served as the Deputy Director General and Acting Director General of the Confederation of Private Enterprise and as Executive Director of the Centre for International Business Studies of the University of Malta.

#### **10.1.4 POTENTIAL CONFLICTS OF INTEREST**

The Directors, members of the Board sub-committee of the Company are or may be involved as directors or shareholders of or consultants to other companies which deal in similar investments as the Company. Should an actual or potential conflict arise during the tenure of a directorship, a Director will disclose and record the conflict in full and in time to the Board of Directors. Such Director will not participate in a discussion concerning matters in which he has a conflict of interest unless the Board finds no objection to the presence of such Director. In any event, the Director will refrain from voting on the matter.

The audit committee of the Company has the task of ensuring that any potential conflicts of interest that may arise at any moment, pursuant to these different roles held by Directors, are handled in the best interest of the Company and according to law. The independent Non-Executive Director on the audit committee provides an effective measure to ensure that transactions vetted by the Audit Committee are determined on an arms-length basis.

As at the date of this Prospectus, Christopher Testaferrata Moroni Viani and Peter Paul Testaferrata Moroni Viani each hold approximately 17.5% of the shares in the major shareholder of the Company, Mercury p.l.c. Consequently, a conflict may arise upon the nomination and appointment of the Company's directors in an annual general meeting by such Shareholders.

## 11. REMUNERATION AND BENEFITS

In accordance with the Company's Articles of Association, the total emoluments payable to all Directors, whether as fees and/or salaries by virtue of holding employment with the Company, is subject to shareholder approval at general meeting. The Company Secretary is remunerated for his services to the Company in managing the day-to-day management of the Company, in the amount of €28,550 per annum.

There are no arrangements in place for the payment of any pension, retirement or similar benefit to any director, Board sub-committee member or officer of the Company.

None of the Directors have received emoluments for the financial year ended 30 April 2014.

## 12. BOARD PRACTICES

The Company complies with the applicable corporate governance regime.

### *12.1 Removal of the Company's Directors*

---

A Director may, unless he resigns, be removed by the Shareholder appointing him or by an ordinary resolution of the Shareholders as provided in sections 139 and 140 of the Act.

### *12.2 Directors' Service Contracts*

---

None of the Directors or members of the Board Sub-Committee have a contract of the service or employment with the company the termination of which would entitle them to any benefits upon termination from their post of Directors.

### *12.3 Audit Committee*

---

The Audit Committee's primary objective is to assist the Board of Directors in fulfilling its responsibilities: in dealing with issues of risk, control and governance; and review the financial reporting processes, financial policies and internal control structure. The Committee oversees the conduct of the internal and external audit and acts to facilitate communication between the Board, management and the auditors.

The Board has set formal terms of establishment and the terms of reference of the Audit Committee that establish its composition, role and function, the parameters of its remit as well as the basis for the processes that it is required to comply with. The Audit Committee is a sub-committee of the Board and is directly responsible and accountable to the Board. The Board reserves the right to change these terms of reference from time to time.

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

- monitoring and reviewing the financial reporting process and the financial statements issued by the Company, as well as the internal control structures (including the appropriateness and security of computer systems being utilized), the financial reporting process (ensuring that the recommendations made by external auditors are implemented in a timely manner) and financial policies of the company;

- maintaining communications on such matters between the Board, management and the external auditors;
- preserving the Company's assets by understanding the Company's risk environment and determining how to deal with those risks;
- the appointment of the external Auditor and the approval of the remuneration and terms of engagement thereof following appointment by the Shareholders in general meeting.

Furthermore, pursuant to its terms of reference, the Audit Committee is charged with the monitoring and review of, *inter alia*:

- the Company's internal financial control systems;
- the external audit functions, including the external auditor's independence, objectivity and effectiveness;
- the information upon which management bases its decision to consider the business as a going concern;
- the accounting policies adopted and assumption made;
- whether the company's financial statements compare well with industry norms;
- the company's annual and interim financial statements, and evaluate the completeness of the financial information presented and investigate any significant variances from previous years;
- the adherence to laws and regulations and compliance with the Listing Rules;
- the financial performance of related companies, in relation to any outstanding borrowings the latter may have with the company; and
- the Company's tax position.

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

Edward Firman, an independent Non-Executive Director and a Certified Public Accountant, acts as chairman of the Audit Committee, whilst Norbert Tabone and Anthony Demajo, both Non-Executive Directors, act as members.

### **13. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS**

As a consequence of the present admission to trading of the Company's securities in accordance with the terms of the Listing Rules, the Company is required to comply with the provisions of the Code of Principles of Good Corporate Governance forming part of the Listing Rules (the "**Code**"). The Company complies with the Code and is confident that the application thereof shall result in positive effects accruing to the Company.

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

- Principle 4: The Company is an investment company which does not require an elaborate management structure. The Board of Directors is responsible for the day-to-day management of the Group, although certain functions have been delegated to the Company Secretary and the Board sub-committee. The Directors believe that the current organisational structures are adequate for the current activities of the Company. The Directors will maintain these structures

under continuous review to ensure that they meet the changing demands of the business and to strengthen the checks and balances necessary for better corporate governance;

- Principle 6: Full adherence by the Company with the provisions of Principle 6 of the Code is not deemed necessary taking into account the size, nature and operations of the Company. The Company does not feel the need to establish and/or implement a succession plan for senior management in light of its existing organisational structures. The Directors will maintain the existing arrangements under continuous review to ensure that such meet the changing demands of the business and to strengthen the checks and balances necessary for better corporate governance;
- Principle 8: The Company does not have a Remuneration Committee as recommended in Principle 8. The Company does not have any employees other than the Company Secretary and an employee engaged to carry out general secretarial duties; and
- Principle 8: The Company does not have a Nomination Committee as recommended in Principle 8. Appointments to the Board of Directors of the Company are determined by the Shareholders of the Company in accordance with the Memorandum and Articles of Association of the Company. The Company considers that the members of the Board provide the level of skill, knowledge and experience expected in terms of the Code.

#### **14. EMPLOYEES OF THE COMPANY**

Since 2012 the Company has engaged Mr. Formosa Gauci on a full time basis to carry out the duties and responsibilities related to his engagement in the Board Sub-Committee and to carry out the functions of Company Secretary and Financial Controller of the Company. The directors have also delegated the day-to-day management and administration of the Company to Mr. Formosa Gauci who acts as General Manager.

Throughout the same period, the Company has had one part time employee whose responsibilities encompass general secretarial duties. There are no stock options offered to employees of the Company or any arrangement involving the employees in the capital of the Company.

#### **15. MAJOR SHAREHOLDERS OF THE COMPANY**

Mercury p.l.c., a company incorporated in Malta with company number C 27497, currently holds 649,696 of the Company's entire 1,831,716 ordinary shares in issue, thus constituting 35.5% of the Company's share capital. In terms of the Memorandum and Articles of Association of the Company, any member holding not less than 5% of the total number of the Company's shares having voting rights is entitled to nominate a person for appointment as a Director of the Company. The major Shareholder of the Company is therefore placed in a position to appoint a majority of the Directors of the Company and accordingly has control over the management and operations of the Company.

As at the date of this Prospectus, there are no arrangements by the Company with its major Shareholder the operations of which may at a subsequent date result in a change in control of the Company. The Company adopts measures in line with the Code of Corporate Governance to ensure that the relationship with Mercury p.l.c. is retained at arm's length, including adherence to Rules on Related Party Transactions requiring the sanction of the Audit Committee, the Chairman of which is an independent Non-Executive Director of the Company.

The Company has issued only one class of ordinary Shares, and, in terms of Article 9.2 of the Company's Articles of Association, each fully paid up Ordinary Share gives the right to one vote at any General Meeting of the Company.

## **16. RELATED PARTY TRANSACTIONS**

As from 2012 to the date of this Registration Document there have been no related party transactions.

## **17. HISTORICAL FINANCIAL STATEMENTS**

This document makes reference to the financial statements of the Company for the financial years ended 30 April 2012, 2013 and 2014. The financial statements referred to have been audited by Ernst & Young Limited and copies thereof are available on the Company's website and from the Company's registered office.

Save in so far as the Company changed its status from that of a collective investment scheme to a property holding company pursuant to the conversion (the details of which are set out in section 4.1.2 para 1 under the heading "*Overview of the Company's Business*"), there has been no significant change in the financial or trading position impacting the operations or activities of the Company which has occurred since 30 April 2014.

## **18. DIVIDEND DISTRIBUTION AND POLICY**

Subject to available distributable profits, the Directors may from time to time pay to the Shareholders such dividends as appear to the Directors to be justified by the profits of the Company.

Subject to the above, the Directors may distribute interim dividends in such amounts and at such intervals during the Company's financial year as it may appear to the Directors to be appropriate to declare such interim dividends to be payable. A dividend may also be declared payable at an Annual General Meeting following the recommendations to that effect as may have been made by the Directors; no such dividend shall exceed the amount recommended by the Directors.

The Company will not distribute dividends from unrealised profits arising from a market appreciation of its asset portfolio.

## **19. MATERIAL LEGAL AND ARBITRATION PROCEEDINGS**

During the twelve month period preceding the date of this Prospectus, there have been no governmental, legal or arbitration proceedings (including those which are pending or threatened of which the Company is aware), which may have, or have had in the recent past significant effects on the Company's financial position or profitability.

## 20. ADDITIONAL INFORMATION

### 20.1 Share capital

---

Up to 24<sup>th</sup> September 2014, the authorised share capital of the Company was two million three hundred and twenty-nine thousand and three hundred seventy-two Euro (€2,329,372) divided into four million ordinary shares of zero point five eight two three four three Eurocents (€0.582343) each share. The issued share capital of the Company was nine hundred sixty-nine thousand and seven hundred three Euro and fifty-nine Eurocents (€969,703.59) divided into one million, six hundred and sixty-five thousand and one hundred and seventy-six shares (1,665,176) of zero point five eight two three four three Eurocents (€0.582343) each share. Pursuant to the annual general meeting of the Company held on 24<sup>th</sup> September 2014, the Shareholders resolved to, *inter alia* to:

- (i) re-denominate the nominal value of the share capital of the Company from €0.582343 to €0.55 per share; and
- (ii) increase the share capital from €969,703.59 to €1,007,443.80, through the capitalisation of revaluation reserves in the amount of €37,740.21, and to issue the equivalent number of fully paid up shares of a nominal value of €0.55 per share to shareholders of the Company who have last traded on the 3<sup>rd</sup> September 2014 and appear on the register of members of the Company as at 9th September 2014 at the ratio of one (1) bonus share for every ten (10) ordinary shares held (subject to rounding).

Accordingly, as at the date of this prospectus, the authorised share capital of the Company is of two million three hundred and twenty-nine thousand and three hundred seventy-two Euro and ten Eurocents (€2,329,372.10) divided into four million, two hundred thirty-five thousand and two hundred and twenty-two (4,235,222) ordinary shares of a nominal value of €0.55 each share. The issued share capital of the Company is one million seven thousand and four hundred forty-three Euro and eighty Eurocents (€1,007,443.80) divided into one million, eight hundred and thirty-one thousand and seven hundred and sixteen (1,831,716) ordinary shares of €0.55 Eurocents each share, all of which are already listed on the Malta Stock Exchange.

The authorised share capital of the Company may be increased by an extraordinary resolution of the Shareholders in general meeting. Shares can be issued when and under those conditions decided by a resolution of the shareholders in general meeting.

Other than the issuance and allotment of the bonus shares pursuant to the capitalisation of reserves as above-described, it is not expected that Shares in the Company shall be issued during the next financial year, whether fully or partly paid up, in consideration for cash or otherwise.

There is no capital of the Company which is currently under option, nor is there any agreement by virtue of which any part of the capital of the Company is to be put under option.

### 20.2 Memorandum and articles of association

---

The following is a summary and an explanation of the Memorandum and Articles of Association of the Company, which are available for inspection as set out in Section 23 of this Registration Document. The Memorandum and Articles of Association have been last amended at the AGM of the Company on 24<sup>th</sup> September 2014.



### **(a) Objects**

The Memorandum and Articles of Association of the Company (C 35) are registered with the Malta Registry of Companies. The main objects of the Company include, *inter alia*: to carry on the business of a holding and investment company and as such to hold such investments in securities, real-estate, immovable property, and other assets or business as the Directors may from time determine as being in the interests of the Company and to carry on all or any of the businesses of a property investment company in all its branches, and to acquire by lease, purchase, concession, grant, license or otherwise such businesses, options, rights, privileges, lands, buildings, leases, subleases and other real or personal property and rights and interests in property, wheresoever situated, and of any tenure, and any estate or interest or right therein, including freehold or leasehold ground rent, reversions, mortgages, charges and annuities as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same. The management for any such property so acquired shall be in the hands of the Board of Directors in accordance with the provisions of the Company's Articles of Association.

Clause 4 of the Memorandum of Association contains the full list of objects of the Company. A copy of the Memorandum and Articles of Association of the Company may be inspected during the lifetime of this Registration Document as set out under heading "*Documents Available for Inspection*" in section 23.

### **(b) Voting Rights**

The holders of the ordinary Shares in the Company are entitled to vote at meetings of the shareholders of the Company on the basis of one vote for each Share held.

### **(c) Appointment of Directors**

At present, in terms of the Memorandum and Articles of Association, the Board of Directors of the Company shall consist of not more than six Directors who are appointed in accordance with Article 56.1 to 56.4 of the Articles of Association of the Company, as follows:

- 56.1 The Directors of the Company shall be appointed by the shareholders in the annual general meeting of the Company. Save for the provisions of article 56.3, an election of Directors shall take place every year. The procedure for the appointment of Directors shall be as follows:
  - 56.1.1 Any member or number of members who in the aggregate hold not less than 5% of the total number of Shares having voting rights in the Company shall be entitled to nominate a fit and proper person for appointment as a Director of the Company.
  - 56.1.2 In addition to the nominations that may be made by members pursuant to the provisions of Article 56.1.1, the Directors themselves or a committee appointed for the purpose by the directors, may make recommendations and nominations to the shareholders for the appointment of Directors at the next following annual general meeting.
- 56.2 For the purpose of enabling members to make nominations in accordance with the provisions of Article 56.1.1, the Company shall grant a period of at least fourteen (14) days to members to nominate candidates for appointment as Directors. Such notice may be given by the publication of an advertisement in at least two (2) daily newspapers. All such nominations, including the candidate's acceptance to be nominated as director, shall on pain of disqualification be made on the form to be prescribed by the Directors from time to time and shall reach the Office not later than fourteen (14) days after the publication of the said notice (the "**Submission Date**"); PROVIDED THAT the Submission Date shall not be less than fourteen (14) days prior to the date of the meeting

appointed for such election. Nominations to be made by the Directors or any sub-committee of the Directors appointed for that purpose shall also be made by not later than the date established for the closure of nominations to Members pursuant to this Article.

- 56.3 In the event that there are either less nominations than there are vacancies on the Board or if there are as many nominations made pursuant to either Article 56.1.1 or 56.1.2 as there are vacancies on the Board then each person so nominated shall be automatically appointed a Director.
- 56.4 In the event that there are more nominations made pursuant to the provisions of Articles 56.1.1 and 56.1.2 then an election shall take place in accordance with the provisions of these Articles. Save for the case contemplated in Article 56.3, an election pursuant to this Article 56.4 shall be held every year.

#### **(d) Powers of Directors**

The Directors are vested with the management of the Company, and their powers of management and administration emanate directly from the Memorandum and Articles of Association and the law. The Directors are empowered to act on behalf of the Company and in this respect have the authority to enter into contracts, sue and be sued in representation of the Company. In terms of the Memorandum and Articles of Association they may do all such things that are not by the Memorandum and Articles of Association reserved for the shareholders in general meeting.

Directors may not vote on any proposal, issue, arrangement or contract in which they have a personal material interest.

The maximum limit of aggregate emoluments of the Directors is, in terms of the Memorandum and Articles of Association, to be established by the shareholders in general meeting. Within that limit the Directors shall have the power to vote remuneration to themselves or any number of their body. Any increases in the maximum limit of Directors' aggregate emoluments have to be approved by the general meeting. The Directors may also vote on pensions, gratuities or allowances on retirement to any Director who has held any other salaried office with the Company, or to such Director's widow or dependants. However, any such proposal shall have to be approved by the shareholders in general meeting.

In terms of the Memorandum and Articles of Association, the Board of Directors may exercise all the powers of the Company to borrow money and give security therefore, subject to the limit established in the Memorandum and Articles of Association and the over-riding authority of Shareholders in general meeting to change, amend, restrict and or otherwise modify such limit and the Directors' borrowing powers.

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

#### **(e) Changes to Rights of Shareholders**

The amendment to the rights of Shareholders may be made by an extraordinary resolution taken at a general meeting of the Company. In accordance with section 135 of the Companies Act, Cap 386 of the laws of Malta, an extraordinary resolution shall be a resolution which:

- (i) has been taken at a general meeting of which notice specifying the intention to propose the text of the resolution as an extraordinary resolution and the principal purpose thereof has been duly given; and

- (ii) has been passed by a Shareholder or Shareholders having the right to attend and vote at the meeting holding in the aggregate not less than seventy five per cent (75%) in nominal value of the shares issued by the Company represented and entitled to vote at the meeting and at least fifty one per cent (51%) in nominal value of all the Shares issued by the Company and entitled to vote at the meeting:

Provided that, if one of the aforesaid majorities is obtained but not both, another meeting shall be convened within thirty (30) days in accordance with the provisions for the calling of meetings to take a fresh vote on the proposed resolution. At the second meeting the resolution may be passed by a Shareholder or Shareholders having the right to attend and vote at the meeting holding in the aggregate not less than seventy five per cent (75%) in nominal value of the shares issued by the Company represented and entitled to vote at the meeting. However, if more than half in nominal value of all the shares issued by the Company having the right to vote at the meeting is represented at that meeting, a simple majority in nominal value of such shares so represented shall suffice.

The rights attached to any class of equity securities as is currently in existence, or other classes of equity securities that may be created in the future, may (unless otherwise provided by the terms of issue of those equity securities), whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued equity securities of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the equity securities of that class. To every such separate general meeting the provisions of the Articles of Association of the Company relating to general meetings shall apply.

#### **(f) Annual General Meetings**

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

No business shall be transacted at any general meeting unless a quorum of Shareholders is present, in person or by proxy, at the time when the meeting proceeds to business; save as otherwise provided in the articles of association, Shareholders holding in the aggregate not less than 50% of the nominal value of the issued share capital entitled to attend and vote at the meeting, shall constitute a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Shareholders present shall be a quorum.

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

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

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

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

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost together with an entry to that effect in the minute book, shall be conclusive evidence of the fact without need for the proof of the number or proportion of the votes recorded in favour of or against such resolution.

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

Subject to any special rights or restrictions as to voting attached to any Shares by or in accordance with the articles of the Company, on a show of hands every Shareholder who (being an individual) is present in person or (being a body of persons) is present by a representative, or by proxy not being himself a Shareholder, shall have one vote, and on a poll, every Shareholder present in person or by proxy shall have one vote for every Share of which he is the holder. On a poll votes may be given either personally or by written proxy.

For further detail on general meetings of the Company, kindly view section entitled "General Meetings" in the articles of association of the Company.

## **21. MATERIAL CONTRACTS**

The Company has not entered into any material contracts which are not in the ordinary course of its business and which could result in any member of the Company being under an obligation or entitlement that is material to the Company's ability to meet its obligations to the Shareholders in respect of the Shares admitted to trading on the MSE as a property holding company.

## **22. INTEREST OF EXPERTS AND ADVISORS**

Save for the Property Valuation Report set out as Annex I to this Registration Document, the Prospectus does not contain any statement or report attributed to any person as an expert.

The Company confirms that information sourced from the Property Valuation Report has been accurately reproduced and as far as the Company is aware and is able to ascertain, no facts have been omitted which would render the reproduced information inaccurate or misleading.

### **23. DOCUMENTS AVAILABLE FOR INSPECTION**

For the duration period of this Registration Document the following documents (or copies thereof) shall be available for inspection at the registered address of the Company:

- (a) Memorandum and Articles of Association of the Company;
- (b) Audited Financial Statements of the Company for the years ended 30 April 2012, 2013 and 2014;
- (c) Property Valuation Report dated 18 August 2014; and
- (d) Accounting Policies used by the Company in preparation of its audited financial statements.

Item (b) above is also available for inspection in electronic form on the Company's website at [www.santumasmalta.com](http://www.santumasmalta.com).

## ANNEX I: PROPERTY VALUATION REPORT



BUILDING & DESIGN  
CONSULTANTS

Dolores Building, National Road,  
Blata 'L-Bajda, HMR 9011, Malta

t: (+356) 21 246 145  
e: info@bdc.com.mt

Our Ref: Rep\_2014\_VALsummary  
File No. 8392, 8924  
Date: 18th August 2014

The Directors  
Santumas Shareholdings plc  
1, Britannia House  
9, Triq il-Fran  
Valletta VLT09

Dear Sirs,

The undersigned Perit has been instructed to prepare a valuation of the 10 properties that Santumas Shareholdings plc hold, including seven sites in Marsascala, two properties in Valletta one of which is the Company's office, and another property in San Giljan. Based on our assessment, the total value of these 10 properties is €2,573,700 (two-million, five hundred seventy three thousand, seven hundred Euros).

We confirm these ten property valuations may be used for the purpose of the Listing of the Santumas Shareholdings plc on the Malta Stock Exchange and that we have given and not withdrawn our consent to the publication of these valuations in the Prospectus. Furthermore we also confirm that we have given and not withdrawn our consent to the reference to our names in the form and context that are included in the Prospectus.

The accredited valuer for these valuations is Perit Christopher Mintoff, warrant number 733 and is a fully paid member of Kamra Tal-Periti. The Perit has been warranted since 2009 and has attended Valuation Courses for Accredited Valuers in June/July 2012 and November 2013. The Perit has been commissioned by Santumas Shareholdings plc as an independent valuer and has no other

## **ANNEX I: PROPERTY VALUATION REPORT**

relationship with the company. Each property has been valued individually irrespective of the other properties listed.

### **Nature of Valuer's Inspection:**

The valuer has conducted a field review to include an inspection of each property taking into account all technical, economic, visual and environmental aspects in valuing the individual properties.

### **Basis of the Valuation:**

1. The Open Market Value of the property in its existing use.
2. Present Capital Value in existing state.

### **Leases and Subleases:**

None of the properties mentioned hereunder are subject to any leases or subleases.

### **Tenure:**

The acquisition of the tenure of all the listed properties hereunder is freehold, free and unencumbered, together with all its rights and appurtenances, and as such free from any burdens, ground rents, easements, privileges, charges, cautions, third party rights, whether real or personal and of whatsoever type or nature, requisition orders, possession and use of any other form of expropriation, any rights in favour of the Government or any other public authority, and litigation and with immediate vacant possession.

### **Valuation Standards:**

The valuations for all 10 properties were conducted in line accordance with the "Blue Book" standards issued by the Royal Institute of Chartered Surveyors, (RICS), and with the "Valuation Standards For Accredited Valuers", as published by the Kamra Tal-Periti, 2012.

## **ANNEX I: PROPERTY VALUATION REPORT**

While MFSA requires that we distinguish between Present Capital Value and Open Market Value, for the sake of this valuation, they are indistinguishable and equal, and shall be collectively referred to as the Fair Value of the property. Fair Value is defined as the price at which the land and the building could be sold under private contract between a willing seller and arm's length buyer on the date of valuation, it being assumed that the each property is publically exposed on the open market for its existing use, that market conditions permit orderly disposal and that a normal period having regard to the nature of the properties and are individually available for the negotiation of the sale

### **Valuation Technique:**

For the first nine properties mentioned below, the Comparative (Comparable) Method of valuation is used. Each property was compared to a database of valuations and sales of properties in its respective area and its vicinity, and with which the current trend can be established. This has been complimented with a search through real-estate listings of similar properties in the area. The valuer's experience was used to adjust the resulting values with subjective deductions or increments depending on each property's salient features.

Since the tenth property listed below, is being considered for rental or investment purposes, a valuer's rental estimate has been carried out by Investment Method with appropriate considerations being made to find the Fair Value of the property.

### **Properties:**

#### **1) Flat 1 at 9 Old Bakery Str. Valletta**

The property in question is a 100sqm office located in a block called "Britannia House" which consists of similar offices in Valletta, off Triq il-Fran, Valletta, acquired in 1993. The office in question is currently being used for the operations of Santumas Shareholdings plc. The property is not subject to any Planning Enforcements. The property is subject to an annual ground rent of €28.58.

Fair Value: €95,800



## **ANNEX I: PROPERTY VALUATION REPORT**

### **2) Flat 2, 9 Old Bakery Str. Valletta**

The property in question is an office located in a block called “Britannia House” which consists of similar offices in Valletta, off Triq il-Fran, Valletta. Located at basement level, it consists of circa 65sqm of office space including a reception, offices and a bathroom. The office in question is currently vacated. The property is subject to an annual ground rent of €28.58.

Fair Value: €62,800

### **3) Plot No.9, Triq il-Kannizzata, Baggi Lane, Marsaskala**

The property in question is a corner vacant plot which is zoned as a Residential Priority Area on the South Malta Local Plan. The area is bound by a height limitation of two (2) floors which is typical of residential priority areas. It consists of circa 497sqm developable land. The property is vacant and has no functional purpose at the moment. There are no current encroachments on the site.

Fair Value: €380,500

### **4) Plot No.10, Triq il-Kannizzata, Baggi Lane, Marsaskala**

The property in question is a corner vacant plot which is zoned as a Residential Priority Area on the South Malta Local Plan. The area is bound by a height limitation of two (2) floors which is typical of residential priority areas. It consists of circa 511sqm developable land.

The property is vacant and has no functional purpose at the moment. There are no current encroachments on the site.

Fair Value: €411,700

### **5) Plot No.11, Triq il-Kannizzata, Baggi Lane, Marsaskala**

The property in question is a rectangular vacant plot which is zoned as a Residential Priority Area on the South Malta Local Plan. The area is bound by a height limitation of two (2) floors which is typical of residential priority areas. It consists of circa 336sqm developable land.

The property is vacant and has no functional purpose at the moment. There are no current encroachments on the site.

Fair Value: €268,500

## **ANNEX I: PROPERTY VALUATION REPORT**

### **6) Plot No.12, Triq il-Kannizzata, Baggi Lane, Marsaskala**

The property in question is a rectangular vacant plot which is zoned as a Residential Priority Area on the South Malta Local Plan. The area is bound by a height limitation of two (2) floors which is typical of residential priority areas. It consists of circa 319sqm developable land.

The property is vacant and has no functional purpose at the moment. There are no current encroachments on the site.

Fair Value: €273,300

### **7) Plot No.47, Triq il-Kannizzata, Baggi Lane, Marsaskala**

The property in question is a regularly shaped vacant plot which is zoned as a Residential Priority Area on the South Malta Local Plan. The area is bound by a height limitation of two (2) floors which is typical of residential priority areas. It consists of circa 359sqm developable land. The property is vacant and has no functional purpose at the moment. There are no current encroachments on the site.

Fair Value: €292,700

### **8) Vacant land at Triq ir-Ridott, Marsaskala**

The land in question is a vast piece of land adjacent to an existing hotel and bounded by the sea on one side and an asphalted road on the other. It has an area of 11,770sqm. It is currently not included in the local plans as land available for development. The property is vacant and has no functional purpose at the moment.

Fair Value: €285,700

### **9) Vacant land at Triq is-Salina, Marsaskala**


This coastal land consists of a promontory and seafront, which are characterised by a disused Gunpost and saltpans. It has an area of 14,106sqm. It is currently not included in the local plans as land available for development. The property is vacant and has no functional purpose at the moment.

Fair Value: €162,700

### 10) 13, Triq Paceville, San Giljan

The existing residential unit forms part of a residential block of 4 levels, located within the limits to St. Julian's development, in the area known as Paceville. The site covers an area of approximately 178sqm with a frontage of 9.58m, overlooking Triq Paceville, St. Julian's. The area is characterised with residential and commercial developments, and attracts a number of visitors and tourists. Triq Paceville draws a substantial amount of both vehicular and foot traffic. The property includes the full frontage, and is not affected by 3rd parties at ground floor level. The property is currently unused, and since all furnishings have been removed is unfit for habitation. The property is approximately 30 years old. The property currently has a Full Permit (PA/00270/13) which was approved on 16th April 2013, for the "change of use from residential unit to two class 4 units, and alterations". This permit divides the residential units into two separate Class 4 retail outlets of 68sqm and 65sqm respectively.

Fair Value: €340,000



---

Perit Christopher Mintoff  
B.E.&A. (Hons.), A.&C.E.  
Building & Design Consultants



BUILDING & DESIGN  
CONSULTANTS

## **ANNEX II: DETAILS OF DIRECTORS**

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

### **Anthony Demajo**

Director of:               Edrichton Estates Ltd  
                                  Loqus Holdings plc  
                                  Primanet Mfg Ltd  
                                  One Sixth (Investments) Ltd

### **Norbert Tabone**

Director of:               Mifsud Brothers (Estates) Ltd

Company Secretary of: Mercury p.l.c.  
                                  Tourist Services Ltd  
                                  St George's Park Co. Ltd  
                                  Aquasun Services Ltd  
                                  Reliant Ltd  
                                  Mifsud Brothers (Estates) Ltd  
                                  SGP Projects Ltd  
                                  BPG Properties Ltd  
                                  Edrichton Group Ltd  
                                  Santa Maria Apartments Ltd  
                                  Stanton Ltd  
                                  Palace Gate Ltd  
                                  The Burlington Ltd  
                                  Aragon Co. Ltd  
                                  Euro Appliances Co. Ltd  
                                  Spinola Hotels Ltd  
                                  Alpha Tours Ltd  
                                  Viani Ltd  
                                  Amalgamated Investments SICAV p.l.c.

### **Christopher Testaferrata Moroni Viani**

Director of:               Capiferri Ltd  
                                  Mach Ltd (which merged on the 28 April 2011 into Capiferri Ltd)  
                                  Despiug Ltd  
                                  Pontecurone Ltd  
                                  Tabria Company Ltd

Managing Director of: Exclusive Property Bureau Ltd

Non-Executive Director  
of:                         St Georges Park Co Ltd

## **ANNEX II: DETAILS OF DIRECTORS**

### **Peter Paul Testaferrata Moroni Viani**

Director of:

- Tourist Services Ltd
- St George's Park Co. Ltd
- Aquasun Services Ltd
- Reliant Ltd
- SGP Projects Ltd
- BPG Properties Ltd
- Edrichton Group Ltd
- Aragon Co. Ltd
- Euro Appliances Co. Ltd
- Spinola Hotels Ltd
- Testaferrata Moroni Viani (Holdings) Ltd
- Sales & Letting Ltd
- Viani Ltd
- Maltabound Ltd (UK company, subsidiary of Mercury p.l.c.)
- Aquasun Holidays (South) Ltd (UK company, subsidiary of Mercury p.l.c.)
- Seemore Ltd (UK company, subsidiary of Mercury p.l.c.)

### **Edward Firman**

Director of:

- Namrif Company Limited
- Joint Holdings Limited
- Dr Edward Firman & Associates Limited
- Business Intelligence Solutions Limited
- Moninvest Limited
- Multiholdings Limited
- Aver Trustees Malta Limited
- Corporate Services Limited

Company Secretary of:

- Pharmapartner Limited
- Baltic Wood Limited
- Jomahold Limited

Liquidator of:

- AGV Limited
- Altedge Capital Management Limited
- Blue Fennel Shipping Ltd
- CCNA Limited
- CEG Services Limited
- Deville Holdings Limited
- Ecologic Limited
- International Structure Architectural Design (I.S.A.D.) Ltd
- Mediterranean Procurement Services Limited
- Sentio Malta Limited
- Siral Ltd
- Sky Properties Limited

## **ANNEX II: DETAILS OF DIRECTORS**

Techway Ltd  
The Palms Limited  
Tower Point Limited  
TX Properties Limited  
Varrymalta Limited  
Young Fashions Limited

### **Michael Formosa Gauci**

The Company Secretary of the Company is not a member of any other administrative, management or supervisory body.

## Securities Note

This document is a Securities Note issued in accordance with the provisions of Chapter 4 of the Listing Rules published by the Listing Authority and in accordance with the provisions of Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No 486/2012 of the 30 March 2012, Commission Delegated Regulation (EU) No 862/2012 of 4 June 2012, Commission Delegated Regulation (EU) No 759/2013 of 30 April 2013 and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014. This Securities Note contains information about the Shares being issued by Santumas Shareholdings p.l.c. Application has been made for the admission to listing and trading of the Shares on the Official List of the Malta Stock Exchange. This Securities Note should be read in conjunction with the most updated Registration Document issued from time to time containing information about the Company.

Dated 6 October 2014

## Securities Note

### Santumas Shareholdings p.l.c.

(a public limited liability company registered under the laws of Malta  
with registration number C 35)

ISIN:- MT 0000290115

### Legal Counsel

**CAMILLERI PREZIOSI**  
ADVOCATES

### Sponsor

 **RIZZO FARRUGIA**  
YOUR INVESTMENT CONSULTANTS

THE LISTING AUTHORITY HAS AUTHORISED THE ADMISSIBILITY OF THESE SHARES AS A LISTED FINANCIAL INSTRUMENT. THIS MEANS THAT THE SAID INSTRUMENTS ARE IN COMPLIANCE WITH THE REQUIREMENTS AND CONDITIONS SET OUT IN THE LISTING RULES. IN PROVIDING THIS AUTHORISATION, THE LISTING AUTHORITY DOES NOT GIVE ANY CERTIFICATION REGARDING THE POTENTIAL RISKS IN INVESTING IN THE SAID INSTRUMENT AND SUCH AUTHORISATION SHOULD NOT BE DEEMED OR BE CONSTRUED AS A REPRESENTATION OR WARRANTY AS TO THE SAFETY OF INVESTING IN SUCH INSTRUMENT.

THE LISTING AUTHORITY ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THE PROSPECTUS INCLUDING ANY LOSSES INCURRED BY INVESTING IN THESE SHARES.

A PROSPECTIVE SHAREHOLDER SHOULD ALWAYS SEEK INDEPENDENT FINANCIAL ADVICE BEFORE DECIDING TO ACQUIRE ANY SHARES. A PROSPECTIVE SHAREHOLDER SHOULD BE AWARE OF THE POTENTIAL RISKS IN ACQUIRING THE SHARES OF THE COMPANY AND SHOULD MAKE THE DECISION TO ACQUIRE THE SHARES ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISER.

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



Peter Paul Testaferrata  
Moroni Viani (in his name  
and on behalf of Anthony  
Demajo)



Christopher  
Moroni Viani



Norbert Tabone



Edward Firman

## TABLE OF CONTENTS

<b>1. DEFINITIONS.....</b>	<b>67</b>
<b>2 RISK FACTORS.....</b>	<b>69</b>
2.1 General.....	69
2.2 Forward Looking Statements .....	69
2.3 Risks Relating to the Shares.....	69
<b>3. PERSONS RESPONSIBLE.....</b>	<b>71</b>
<b>4. KEY INFORMATION.....</b>	<b>71</b>
4.1 Working Capital.....	71
4.2 Capitalization and indebtedness .....	71
4.3 Interest of Natural and Legal Persons Involved in the Issue/Offer .....	72
<b>5. INFORMATION CONCERNING THE SHARES ADMITTED TO TRADING .....</b>	<b>72</b>
5.1 General.....	72
5.2 Rights Attached to the Shares .....	73
5.3 Transferability of the Shares .....	73
<b>6. TAXATION .....</b>	<b>74</b>
6.1 General.....	74
6.2 Taxation of the Company.....	74
6.3 Taxation of Shareholders.....	75
6.3.1 Income tax on acquisition of Shares .....	75
6.3.2 Income tax on dividends arising from the holding of Shares .....	75
6.3.3 Income tax on capital gains on transfer of the Shares .....	75
6.3.4 Duty on documents and transfers .....	75
<b>7. TERMS AND CONDITIONS OF THE OFFER .....</b>	<b>75</b>
<b>8. ADMISSION TO TRADING .....</b>	<b>75</b>
<b>9. SELLING SECURITIES HOLDERS.....</b>	<b>76</b>
<b>10. EXPENSES OF THE ADMISSION TO TRADING OF THE SHARES.....</b>	<b>76</b>
<b>11. DILUTION .....</b>	<b>76</b>
<b>12. ADDITIONAL INFORMATION .....</b>	<b>76</b>



## IMPORTANT INFORMATION

THIS SECURITIES NOTE CONTAINS INFORMATION ON THE SHARES ADMITTED TO TRADING OF SANTUMAS SHAREHOLDINGS PLC (THE “COMPANY”) IN ACCORDANCE WITH ANNEX III OF THE COMMISSION REGULATION (EC) NO 809/2004 OF 29 APRIL 2004 IMPLEMENTING DIRECTIVE 2003/71/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL AS REGARDS INFORMATION CONTAINED IN PROSPECTUSES AS WELL AS THE FORMAT, INCORPORATION BY REFERENCE AND PUBLICATION OF SUCH PROSPECTUSES AND DISSEMINATION OF ADVERTISEMENTS. NO OFFER OF SHARES IS BEING MADE BY THE COMPANY AND, ACCORDINGLY, THE INFORMATION CONTAINED IN THIS PROSPECTUS IS MERELY RELATED TO THE COMPANY’S SHARES ADMITTED TO TRADING ON THE MALTA STOCK EXCHANGE.

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

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

GIVEN THAT THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES, THIS PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SHARES BY ANY PERSON IN ANY JURISDICTION, PARTICULARLY IN ANY JURISDICTION (I) IN WHICH SUCH OFFER OR INVITATION IS NOT AUTHORISED OR (II) IN WHICH THE PERSON MAKING SUCH OFFER OR INVITATION IS NOT QUALIFIED TO DO SO OR (III) TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION.

IT IS THE RESPONSIBILITY OF ANY PERSON IN POSSESSION OF THIS DOCUMENT AND ANY PERSON WISHING TO ACQUIRE SHARES ADMITTED TO TRADING BY THE COMPANY TO INFORM THEMSELVES OF, AND TO OBSERVE AND COMPLY WITH, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTION. PROSPECTIVE APPLICANTS FOR ANY SHARES THAT ARE ADMITTED TO TRADING ON THE MSE BY THE COMPANY SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF APPLYING FOR ANY SUCH SHARES AND ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRY OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

THE COMPANY IS NOT MAKING ANY PUBLIC OFFER OF SHARES AND NO ACTION HAS BEEN OR WILL BE TAKEN BY THE COMPANY THAT WOULD PERMIT A PUBLIC OFFERING OF SHARES OR THE DISTRIBUTION OF THE PROSPECTUS (OR ANY PART THEREOF) OR ANY OFFERING MATERIAL IN ANY COUNTRY OR JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED.

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

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

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

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

ALL THE ADVISORS TO THE COMPANY NAMED IN THE PROSPECTUS UNDER THE HEADING “*ADVISORS TO THE COMPANY*” UNDER SUB-SECTION 3.2 OF THE REGISTRATION DOCUMENT HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE COMPANY IN RELATION TO THIS ADMISSION TO TRADING AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION TOWARDS ANY OTHER PERSON AND WILL ACCORDINGLY NOT BE RESPONSIBLE TO ANY INVESTOR OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE PROSPECTUS.

PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER ALL THE INFORMATION CONTAINED IN THE PROSPECTUS AS A WHOLE AND SHOULD CONSULT THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISORS BEFORE DECIDING TO ACQUIRE ANY OF THE SHARES ADMITTED TO TRADING.

## 1. DEFINITIONS

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

<b>Act</b>	the Companies Act (Cap. 386 of the laws of Malta);
<b>Business Day</b>	any day between Monday and Friday (both days included) on which commercial banks in Malta settle payments and are open for normal banking business;
<b>Company</b>	Santumas Shareholdings p.l.c., a company registered under the laws of Malta with company registration number C 35 and having its registered office at 9, Britannia House, Flat 1, Old Bakery Street, Valletta, VLT 1450, Malta;
<b>CSD</b>	the Central Shares Depository of the Malta Stock Exchange established pursuant to Chapter 4 of the Malta Stock Exchange Bye-Laws, having its address at Garrison Chapel, Castille Place, Valletta, VLT 1063, Malta;
<b>Directors or Board</b>	the directors of the Company whose names and addresses are set out in section 3.1 (" <i>Directors</i> ") of the Registration Document;
<b>Euro or €</b>	the lawful currency of the Republic of Malta;
<b>Exchange, Malta Stock Exchange or MSE</b>	Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act (Cap. 345 of the Laws of Malta), having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta, and bearing company registration number C 42525;
<b>Listing Authority</b>	the MFSA, appointed as Listing Authority for the purposes of the Financial Markets Act (Cap. 345 of the Laws of Malta) by virtue of Legal Notice 1 of 2003;
<b>Listing Rules</b>	the listing rules of the Listing Authority, as may be amended from time to time;
<b>Memorandum and Articles of Association or M&amp;As</b>	the memorandum and articles of association of the Company in force at the time of publication of the Prospectus;
<b>MFSA</b>	the Malta Financial Services Authority, incorporated in terms of the Malta Financial Services Authority Act (Cap. 330 of the laws of Malta);
<b>Official List</b>	the list prepared and published by the Malta Stock Exchange as its official list in accordance with the Malta Stock Exchange Bye-Laws;
<b>Prospectus</b>	Collectively, the Registration Document, Summary Note and this Securities Note (each as defined in this Securities Note);

<b>Prospectus Directive</b>	Directive 2003/71/EC of the European Parliament and of the Council of 4 November, 2003 on the prospectus to be published when Shares are offered to the public or admitted to trading and amending Directive 2001/34/EC, as may be amended from time to time;
<b>Registration Document</b>	the registration document issued by the Company dated 6 October 2014, forming part of the Prospectus;
<b>Regulation</b>	Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in a prospectus and dissemination of advertisements, as amended by: Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 amending Regulation (EC) No. 809/2004 as regards the format and the content of the prospectus, the base prospectus, the summary and the final terms and as regards the disclosure requirements; Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 amending Regulation (EC) No. 809/2004 as regards information on the consent to use of the prospectus, information on underlying indexes and the requirement for a report prepared by independent accountants or auditors; Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 amending Regulation (EC) No. 809/2004 as regards the disclosure requirements for convertible and exchangeable debt Shares; and Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014 as regards to regulatory technical standards for publication of supplements to the prospectus;
<b>Securities Note</b>	this document in its entirety;
<b>Shares</b>	the shares of the Company listed and traded on the Malta Stock Exchange;
<b>Shareholder/s or Investor/s</b>	a holder of Shares;
<b>Sponsor</b>	Rizzo, Farrugia & Co (Stockbrokers) Ltd. of Airways House, Third Floor, High Street, Sliema, SLM1549, Malta, an authorised financial intermediary licensed by the MFSA and a Member of the MSE;
<b>Summary Note</b>	the summary note issued by the Company dated 6 October 2014, forming part of the Prospectus;

## 2. RISK FACTORS

### 2.1 General

---

AN INVESTMENT IN THE SHARES INVOLVES CERTAIN RISKS INCLUDING THOSE DESCRIBED BELOW. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER, WITH THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISORS, THE FOLLOWING RISK FACTORS AND OTHER INVESTMENT CONSIDERATIONS AS WELL AS ALL THE OTHER INFORMATION CONTAINED IN THE PROSPECTUS BEFORE DECIDING TO ACQUIRE THE SHARES. THE SEQUENCE IN WHICH THE RISKS BELOW ARE LISTED IS NOT INTENDED TO BE INDICATIVE OF ANY ORDER OF PRIORITY OR OF THE EXTENT OF THEIR CONSEQUENCES.

NEITHER THIS SECURITIES NOTE, NOR ANY OTHER PARTS OF THE PROSPECTUS OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE SHARES: (i) IS INTENDED TO PROVIDE THE BASIS OF ANY ACQUISITION OR OTHER EVALUATION OR (ii) SHOULD BE CONSIDERED AS A RECOMMENDATION BY THE COMPANY OR THE SPONSOR THAT ANY RECIPIENT OF THIS SECURITIES NOTE OR ANY OTHER PART OF THE PROSPECTUS OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE PROSPECTUS OR ANY SHARES, SHOULD PURCHASE ANY SHARES.

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

### 2.2 Forward Looking Statements

---

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

### 2.3 Risks Relating to the Shares

---

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

- The terms and conditions of the admission to trading of the Shares are based on Maltese law in effect as at the date of this Prospectus. No assurance can be given as to the impact of any possible judicial decision or change in Maltese law or administrative practice after the date of this Prospectus.
- No prediction can be made about the effect which any future public offerings of the Company's Shares, or any takeover or merger activity involving the Company, will have on the market price of the Shares prevailing from time to time.
- In the event that the Company wishes to amend any of the rights of Shareholders it shall call a meeting of Shareholders in accordance with the Company's Memorandum and Articles of Association. These provisions permit defined majorities to bind all Shareholders including Shareholders who did not attend and vote at the relevant meeting and Shareholders who voted in a manner contrary to the majority.
- Application has been made to seek a listing of the Shares on the Malta Stock Exchange, which is a smaller market and less liquid than the more developed stock markets in Europe and the United States.
- The limited liquidity of the market for the Shares could increase the price volatility of the Shares and may impair the ability of a holder of Shares to sell such Shares in the market in the amount and at the price and time such holder wishes to do so.
- The price at which the Shares will be traded, as well as the sales volume of the Shares traded, will be subject to fluctuations. These movements may not necessarily be caused by the Company's business activity or its results of operations. It is also possible that the Company's results of operations or its business outlook may fall short of expectations, in which case the price of the Shares could be negatively affected.
- An investment in the Company may not be suitable for all recipients of this Prospectus and prospective Shareholders are urged to consult their advisers as to the suitability or otherwise of acquiring the Shares before such acquisition.
- Due to the size of their shareholding in the Company, Mercury p.l.c. (the Company's major Shareholder) shall be in a position to control and decisively influence matters that require approval of the general body of Shareholders of the Company, including resolutions regarding dividends and other important measures. The interests of Mercury as major Shareholder of the Company may not necessarily coincide with the interests of other Shareholders of the Company.
- The Company's results can fluctuate and its ability to pay dividends is dependent on, amongst other things, it achieving sufficient profits. The Company may not pay dividends if the Directors believe this would cause the Company to be less adequately capitalised or that there are otherwise insufficient distributable reserves or for various other reasons. Future dividends will depend on, among other factors, the Company's future profits, financial position, working capital requirements, general economic conditions and other factors that the Directors deem significant from time to time. The prospective dividend policy set out in section 18 of the Registration Document should be read accordingly.

### 3. PERSONS RESPONSIBLE

This document includes information given in compliance with the Listing Rules for the purpose of providing prospective Shareholders with information with regard to the Company. All of the directors of the Company, whose names appear under the sub-heading “*Directors*” under the heading “*Identity of Directors, Senior Management, Advisors and Auditors of the Company*” in section 3 of the Registration Document, accept responsibility for the information contained in this Securities Note.

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

### 4. KEY INFORMATION

#### 4.1 Working Capital

---

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

#### 4.2 Capitalization and indebtedness

---

The day to day financing and the funding of any proposed investments is undertaken by the Company from internally generated sources of income. The current principle sources of cash flow generation are dividend and interest income from locally quoted companies and income from ground rents. The Company currently has a very low level of gearing or borrowing as its cash position is deemed sufficient for its present needs.

The following table shows the capitalisation and indebtedness of the Company as at 31 August 2014:

<b>Total Current debt</b>	<b>18,265</b>
- <i>Guaranteed</i> .....	0
- <i>Secured</i> .....	0
- <i>Unguaranteed/ Unsecured</i> .....	18,265
<b>Total Non-Current debt (excluding current portion of long –term debt)</b>	<b>0</b>
- <i>Guaranteed</i> .....	0
- <i>Secured</i> .....	0
- <i>Unguaranteed/ Unsecured</i> .....	0
<b>Shareholder’s equity:</b>	
a..... <i>Share capital</i> .....	969,704
b..... <i>Legal Reserve</i> .....	0
c..... <i>Other Reserves</i> .....	3,027,608
(exclude Retained Earnings)	
<b>Total</b>	<b>3,997,312</b>

<i>A. Cash .....</i>	<i>744,374</i>
<i>B. Cash equivalent (Detail) .....</i>	<i>0</i>
<i>C. Trading securities .....</i>	<i>0</i>
<b>D. Liquidity (A) + (B) + (C)</b>	<b>744,374</b>
<i>E. Current Financial Receivable .....</i>	<i>47,499</i>
<i>F. Current Bank debt .....</i>	<i>18,265</i>
<i>G. Current portion of non-current debt .....</i>	<i>0</i>
<i>H. Other current financial debt .....</i>	<i>0</i>
<b>I. Current Financial Debt (F) + (G) + (H)</b>	<b>18,265</b>
<b>J. Net Current Financial Indebtedness (I) - (E) - (D)</b>	<b>-773,608</b>
<i>K. Non-current Bank loans .....</i>	<i>0</i>
<i>L. Bonds Issued .....</i>	<i>0</i>
<i>M. Other non-current loans .....</i>	<i>0</i>
<b>N. Non-current Financial Indebtedness (K) + (L) + (M)</b>	<b>0</b>
<b>O. Net Financial Indebtedness (J) + (N)</b>	<b>-773,608</b>

### 4.3 Interest of Natural and Legal Persons Involved in the Issue/Offer

Given that no issue/offer of securities is being made, this section is inapplicable. Reference, however is made to section 10.1.4 of the Registration Document outlining conflicts of interests of the management and related parties.

## 5. INFORMATION CONCERNING THE SHARES ADMITTED TO TRADING

### 5.1 General

- 5.1.1 For reasons outlined in section 4.1.2. of the Registration Document, following discussion with its regulator, on the 24<sup>th</sup> September 2014, the Company resolved to: (i) surrender its licence as a collective investment scheme; (ii) apply to the Listing Authority in order to de-list its shares as a collective investment scheme; and (iii) subject to the Listing Authority accepting such de-listing application to, simultaneously, apply to list its Shares as a property holding company in terms of Chapter 7 of the Listing Rules.
- 5.1.2. The Shares are ordinary Shares in the Company having a nominal value of €0.55 Eurocents per Share. Prior to the date of this Prospectus and as from 12<sup>th</sup> December 2003 the Shares were already listed on the MSE when the Company admitted its shares to trading as a collective investment scheme. All 1,831,716 Shares being admitted for trading on the MSE by the Company as a property holding company constitute the entire issued share capital of the Company as at the date of this Prospectus. Subject to admission to the listing of the Shares on the MSE, the Shares are expected to be assigned with ISIN MT 0000290115.



- 5.1.2 The Shares have been created in terms of the Companies Act, Cap. 386 of the laws of Malta.
- 5.1.3 The shares are de-materialised and held in book entry form at the Central Securities Depository of the Malta Stock Exchange.
- 5.1.4 The currency of the Shares is Euro (€).
- 5.1.5 Expected Date of conversion of the Shares: 6 October 2014 (Listing of the new Shares is expected to happen on 9 October 2014, while trading is expected to commence on 10 October 2014).

## 5.2 Rights Attached to the Shares

---

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

Dividends:	the Shares shall carry the right to participate in any distribution of dividends declared by the Company <i>pari passu</i> with all other shares in the same class;
Voting Rights:	each Share shall be entitled to one vote at meetings of Shareholders;
Capital Distributions:	the Shares shall carry the right for the holders thereof to participate in any distribution of capital made whether on a winding up or otherwise, <i>pari passu</i> with all other Shares of the same class;
Transferability:	the Shares are freely transferable in accordance with the rules and regulations of the MSE applicable from time to time;
Pre-Emption:	In accordance with article 88 of the Act and article 8 of the Company's Articles of Association, should Shares of the Company be proposed for allotment for consideration in cash, those Shares must be offered on a pre-emptive basis to Shareholders in proportion to the share capital held by them. A copy of any offer of subscription on a pre-emptive basis indicating the period within which this right must be exercised must be delivered to the Registrar of Companies. The right of pre-emption must be exercised in accordance with the terms and conditions set out in the Articles of Association of the Company. This right of pre-emption may be withdrawn by an extraordinary resolution of the general meeting, in which case, the Directors will be required to present to that general meeting a written report indicating the reasons for restriction/withdrawal of the said right and justifying the issue price;
Other:	The Shares are not redeemable and not convertible into any other form of security.

## 5.3 Transferability of the Shares

---

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

- 5.3.4 The cost and expenses of effecting any registration of transfer or transmission, except for the expenses of delivery by any means other than regular mail (if any) and except, if the Company shall so require, the payment of a sum sufficient to cover any tax, duty or other governmental charge or insurance charges that may be imposed in relation thereto, will be borne by the Company.

## **6. TAXATION**

### ***6.1 General***

---

Investors and prospective Investors are urged to seek professional advice as regards both Maltese and any foreign tax legislation which may be applicable to them in respect of the Shares, including their acquisition, holding and disposal as well as any income/gains derived therefrom or made on their disposal. The following is a summary of the anticipated tax treatment applicable to Shareholders in so far as taxation in Malta is concerned. This information does not constitute legal or tax advice and does not purport to be exhaustive.

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

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

### ***6.2 Taxation of the Company***

---

Article 56 (6) of the Income Tax Act provides that any chargeable income derived by a company should be subject to tax at the rate of thirty-five percent (35%). However, exceptions to this default rule apply for some sources of income, including the following. Income that for the purposes of Articles 33 to 41 of the Income Tax Act is treated as investment income is taxed at 15%.

The Company will be liable to pay property transfers tax on transfers of any immovable property situated in Malta in terms of Article 5A of the Income Tax Act. Generally, property transfers tax is levied at the rate of twelve percent (12%) of the higher of the market value of that immovable property and the consideration paid but exceptions are envisaged. In certain cases, the company will have the right to opt-out of the property transfers tax and pay tax on the profit either in terms of Article 5 (Capital gain) or Article 4 (Trading income).

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

### 6.3 Taxation of Shareholders

---

#### 6.3.1 Income tax on acquisition of Shares

The acquisition of Shares in the Company is outside the scope of the Income Tax Act and therefore the acquisition thereof will not entail any immediate income tax implications for the investor acquiring the Shares in the Company.

#### 6.3.2 Income tax on dividends arising from the holding of Shares

In general, dividends distributed by a company to its shareholders are not subject to any further tax but an exception is contemplated. When dividends are distributed from the Untaxed Account and the receiver thereof falls under the definition of recipient, the dividend would be subject to a withholding tax at the rate of fifteen percent (15%). Article 61 of the Income Tax Act defines “recipient” as:

- (i) a person, other than a company, resident in Malta in the year in which a dividend is received by him or by any person on his behalf; or
- (ii) a non-resident person (including a non-resident company) who is owned and controlled by, directly or indirectly, or who acts on behalf of, an individual who is ordinarily resident and domiciled in Malta; or
- (iii) a trustee of a trust where the beneficiaries of such trust are persons referred to in subparagraphs (i) and (ii); or
- (iv) an EU/EEA individual (and his or her spouse where applicable) in the circumstances envisaged by the first and second provisos to Article 56(1)(c);

#### 6.3.3 Income tax on capital gains on transfer of the Shares

In general, capital gains derived from the disposal of Shares in the Company would be exempt from tax in the hands of the investor in terms of Article 5(6)(b) of the Income Tax Act.

#### 6.3.4 Duty on documents and transfers

Rule 2 (g) of Subsidiary Legislation 364.01 – Exemption from Payment of Duty on Documents and Transfers Order provides that the acquisition and disposal of Shares in Company after its admission to listing on the Malta Stock Exchange should be exempt from the payment of duty as prescribed by the Duty on Documents and Transfers Act.

**SHAREHOLDERS AND PROSPECTIVE SHAREHOLDERS ARE URGED TO SEEK PROFESSIONAL ADVICE AS REGARDS BOTH MALTESE AND ANY FOREIGN TAX LEGISLATION APPLICABLE TO THE ACQUISITION, HOLDING AND DISPOSAL OF SHARES AS WELL AS DIVIDEND PAYMENTS MADE BY THE COMPANY. THE ABOVE IS A SUMMARY OF THE ANTICIPATED TAX TREATMENT APPLICABLE TO THE SHARES AND TO SHAREHOLDERS. THIS INFORMATION, WHICH DOES NOT CONSTITUTE LEGAL OR TAX ADVICE, REFERS ONLY TO SHAREHOLDERS WHO DO NOT DEAL IN SHARES IN THE COURSE OF THEIR NORMAL TRADING ACTIVITY.**

## 7. TERMS AND CONDITIONS OF THE OFFER

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

## 8. ADMISSION TO TRADING

- 8.1 The Listing Authority has authorised the Shares as admissible to listing as a property holding company rather than as a collective investment scheme pursuant to the Listing Rules by virtue of a letter dated 6 October 2014.

- 8.2 Application has been made to the Malta Stock Exchange for the Shares being issued pursuant to the Prospectus to be listed and traded on the Official List of the Malta Stock Exchange as a property holding company. The shares were already listed on the Malta Stock Exchange as from 12<sup>th</sup> December 2003, when the Company was licensed as a collective investment scheme. The Listing Authority also approved the change in listing status of the Company, i.e. from that of a collective investment scheme to an ordinary property holding company, and consequently the Company will be de-listed from the Official List of the Malta Stock Exchange as a collective investment scheme and simultaneously re-listed as an ordinary property holding company once the conversion process is completed.
- 8.3 The Shares are expected to be admitted to and listed on the Malta Stock Exchange as Shares in a property holding company rather than in a collective investment scheme with effect from 9 October 2014 and trading is expected to re-commence on 10 October 2014.

## **9. SELLING SECURITIES HOLDERS**

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

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

Professional fees and costs related to publicity, advertising, printing, listing, registration, sponsor, management, and other miscellaneous expenses in connection with the admissibility to trading of the Shares are estimated to be in the region of €60,000. There is no particular order of priority with respect to such expenses.

## **11. DILUTION**

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

## **12. ADDITIONAL INFORMATION**

All the Advisors to the Company named in the Registration Document under the heading “*Advisors to the Company*” in sub-section 3.2 of the Registration Document have acted and are acting exclusively for the Company in relation to this admission to listing and trading and have no contractual, fiduciary or other obligation towards any other person and will accordingly not be responsible to any investor or any other person whomsoever in relation to the transactions proposed in the Prospectus.

The Company confirms that the information sourced from third parties and contained or referred to in this Prospectus has been accurately reproduced, and that there are no facts of which the Company is aware that have been omitted, and which would render the reproduced information inaccurate or misleading.