COMPANY ANNOUNCEMENT

GAP Group plc

Reference: GGP 045

Announcement date: 30 June 2020

The following is a Company Announcement issued by GAP Group plc (**the "Company"**) in compliance with the Listing Rules, issued by the Listing Authority:

QUOTE

The Board of Directors would like to announce that the 2020 Financial Analysis Summary of the Company has been approved. A copy of the Financial Analysis Summary is attached with this company announcement and is also available for download on the Company's website:

http://www.gap.com.mt/content/INVESTORRELATIONS.html

UNQUOTE

Paul Attard
Company Secretary

30 June 2020

Financial Analysis Summary

26 June 2020

Issuer

Gap Group p.l.c. (C 75875)

MZ INVESTMENT SERVICES

MZ INVESTMENT SERVICES

The Directors
Gap Group p.l.c.
Gap Group Head Office
Ċensu Scerri Street
Tigné, Sliema, SLM 3060
Malta

26 June 2020

Dear Sirs

Financial Analysis Summary

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

The purpose of the financial analysis is that of summarising key financial data appertaining to Gap Group p.l.c. (the "**Issuer**" or "**Gap Group**"); Gap Mellieħa (I) Limited and Gap Luqa Limited being the guarantors in relation to the issue of 3.65% secured bonds 2022 (ISIN: MT0001231217) (the "**Guarantors**"); and Gap Mellieħa (I) Limited being the guarantor in relation to the issue of 4.25% secured Bonds 2023 (ISIN: MT0001231209) (the "**Original Guarantor**). The data is derived from various sources or is based on our own computations as follows:

(a) Historical financial data for the years ended 31 December 2017 to 31 December 2019 has been extracted from the audited consolidated financial statements of Gap Group p.l.c.

(b) Historical financial data has been extracted from the audited financial statements of Gap Mellieħa (I) Limited (FY2017 to FY2019) and Gap Luqa Limited (FY2017 to FY2019).

(c) The projected consolidated financial data relating to the Issuer for the year ending 31 December 2020 have been provided by management.

(d) Our commentary on the results of Gap Group and on its financial position is based on the explanations provided by management.

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(e) The ratios quoted in the Analysis have been computed by us applying the definitions set out in Part 4 of the Analysis.

(f) Relevant financial data in respect of the companies included in Part 3 has been extracted from public sources such as websites of the companies concerned, financial statements filed with the Registrar of Companies or websites providing financial data.

The Analysis is meant to assist investors in the Issuer's securities and potential investors by summarising the more important financial data of Gap Group. The Analysis does not contain all data that is relevant to investors or potential investors. The Analysis does not constitute an endorsement by our firm of any securities of the Issuer and should not be interpreted as a recommendation to invest in any of the Issuer's securities. We shall not accept any liability for any loss or damage arising out of the use of the Analysis. As with all investments, potential investors are encouraged to seek independent professional financial advice before investing in the Issuer's securities.

Yours faithfully,

Evan Mohnani
Senior Financial Advisor

MZ Investment Services Ltd
63, St Rita Street,
Rabat RBT 1523,
Malta
Tel: 2145 3739

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DEFINITIONS

Issuer	Gap Group p.l.c., a public limited liability company duly registered and validly existing under the laws of Malta with company registration number C 75875 and having its registered office at Gap Group Head Office, Ċensu Scerri Street, Tigné, Sliema SLM 3060, Malta;
Gap Group or **Group**	the Issuer, its parent, GDL, GHL, GGF, GGL, GGCL, GML, GPL, MHL and GLL;
GDL	Geom Developments Limited (C 50805);
GHL	Geom Holdings Limited (C 64409);
GGCL	Gap Group Contracting Limited (C 75879);
GGF	Gap Group Finance Limited (C 54352);
GGL	Gap Għargħur Limited (C 72015);
Għargħur Development	the 34 luxury apartments (6 of which are at penthouse level) and 41 garages/car spaces, spread over 4 blocks with a variety of one, two and three bedroom units, all in a completely finished state, forming part of the development on the site in Triq Caravaggio, Għargħur, Malta measuring approximately 2,585m^2;
GLL	Gap Luqa Limited (formerly Qawra Investments Limited) (C 32225);
GML	Gap Mellieħa (I) Limited (C 72013);
GPL	Gap Properties Limited (C 47928);
Guarantor(s)	each of GML and GLL, being the guarantors in relation to the issue of the Secured Bonds;
Hypothecated Property	the immovable property described hereunder, namely: (i) the site under construction (and all constructions to be developed thereon) forming part of the Mellieħa Development, measuring approximately 5,100m^2 which site overlies garages within the Mellieha Development and when finished will consist of 72 residential units forming part of Block A to Block E, which site is owned by GML; (ii) the building site which includes its sub-terrain and airspace, in the area known as Ta' Blejkiet in Luqa, with developable land measuring approximately 8,500m^2 and which is accessible from eight streets, namely Triq Ġorġ Zahra, Triq Tumas Galea, Triq l-Iskola, Triq Ġeraldu Spiteri, Triq W. Briffa, Triq Indri Micallef, Triq l-Aħwa Vassallo and Triq Ġuzeppi Callus, over which there shall be developed five zones of residential apartments (Zone A to Zone E) which will comprise 21 blocks with a total of 237 apartments and 219 garages, which site is owned by GLL; **Block A of the Mellieħa Development is secured in favour of the security trustee for the benefit of the holders of the Original Bonds, whilst the remaining properties are secured in favour of the security trustee for the benefit of the holders of the Secured Bonds;**

Luqa Development	the construction, development and finishing of a total of 237 apartments and 219 garages spread over 5 zones with a mix of one, two and three bedroom units over the site having a developable area of approximately 8,500m^2 known as Ta' Blejkiet in Luqa;
Mellieħa Development	the construction, development and finishing of a total of 152 residential units and 174 lock-up garages, spread over 10 blocks with a variety of one, two and three bedroom units over the site known as Ta' Masrija in Mellieħa measuring approximately 5,100m^2;
MHL	Manikata Holdings Limited (C 53818);
Original Bond(s)	the €40,000,000 4.25% secured bonds 2023 issued by the Issuer pursuant to a prospectus dated 16 September 2016 and carrying ISIN MT0001231209. The outstanding nominal value of the said bonds as at the date of this report amounts to €19,433,200;
Original Guarantor(s)	each of GML, GGL, GPL and GDL, being the guarantors in relation to the Original Bonds;
Qawra Development	the 151 residential units and 181 garages/car spaces, spread over 7 blocks, identified as Blocks A to G (both included) with a variety of one, two and three bedroom units, all in a completely finished state, forming part of the development of the site in Triq il-Porzjunkola, Qawra, Malta measuring approximately 3,508m^2;
Secured Bond(s) or **Bond(s)**	the €40,000,000 3.65% secured bonds 2022 (ISIN: MT0001231217) issued by the Issuer pursuant to a prospectus dated 4 March 2019. The outstanding nominal value of the said bonds as at the date of this report amounts to €36,736,700;
Żebbuġ Development	the 193 apartments, 2 retail outlets and 144 underlying garage spaces all in a completely finished state, including all common areas and internal streets, forming part of the development on the site in Żebbuġ measuring approximately 6,878m^2.

PART 1 – INFORMATION ABOUT GAP GROUP

1. KEY ACTIVITIES

1.1 INTRODUCTION

The Issuer was incorporated in June 2016 as a public limited liability company under the Companies Act with an authorised and issued share capital of €2.5 million, fully paid up.

The Issuer's principal object is that of a holding company and to promote, including through subsidiaries, the acquisition and development of real estate properties. As such, the Issuer is mainly dependent on the business prospects of its operating subsidiaries.

The Gap Group is primarily involved in the construction and development of the Mellieħa Development and Luqa Development. In FY2019, the Group acquired plots in Marsascala, Birkirkara and San Pawl tat-Tarġa, Naxxar as further explained in section 4.3 of this report.

Each project undertaken by the Group is typically undertaken through a special purpose vehicle established for that project, and each special purpose vehicle is managed through its board of directors, which has common members with the directors of the Issuer. The Issuer is not dependent on other entities within the Group or outside the Group with respect to the management of its projects.

1.2 OVERVIEW OF HISTORICAL DEVELOPMENTS

On 6 September 2016, the Issuer acquired from Gap Group Investments p.l.c. (C 72012) the entire issued share capital of two companies, namely GML and GGL. GML acquired the site known as Ta' Masrija, by virtue of a deed published by Notary Dr Sam Abela on 21 October 2016, over which the Mellieħa Development is being constructed. GGL acquired the site over which the Għargħur Development was constructed by virtue of a deed published by Notary Dr Andre Farrugia on 4 February 2016. The Għargħur Development is fully complete and the last few remaining units were contracted during 2019.

In addition, by virtue of another share purchase agreement dated 6 September 2016, entered into with Gap Group Investments (III) Limited (C 76675), the Issuer acquired the entire issued share capital of GDL and all the issued ordinary 'A' shares of GHL. GDL holds a one hundred per cent interest in GGF which in turn has the controlling interest in each of GPL and MHL. GPL is the group company that owns the Żebbuġ Development, which has now been completed.

GDL owns an undivided portion of the site situated in Triq il-Porzjunkola corner with Triq it-Tamar in Qawra, over which Blocks A, B and C of the Qawra Development were developed and are, as at the date of this report, completed. The other undivided portion of land is owned by its affiliate Geom Holdings Limited. The last remaining 2 apartments are subject to promise of sale agreements.

In September 2016, the Issuer issued the Original Bonds to finance the Mellieħa Development, the Għargħur Development and the Qawra Development.

In December 2016, the Group (through GML) made an investment of €2.3 million in GLL (which at the time was a related party), to enable the latter company to enter into a preliminary agreement and settle other ancillary costs relating to the acquisition of a site over which the Luqa Development is being constructed. The deed of purchase was executed on 26 April 2017 and the then outstanding balance of consideration was financed mainly through a bank loan facility. On 24 January 2019, by virtue of a share transfer agreement, the Issuer acquired the entire issued share capital of GLL.

In March 2019, the Issuer issued the Secured Bonds and thereby reduced the outstanding nominal amount of Original Bonds from €40,000,000 to €19,931,000. As at 31 December 2019, the aggregate amount of bonds in issue amounted to €57,544,900, while the reserve account carried a balance of €18,557,920.

2. DIRECTORS AND SENIOR MANAGEMENT

2.1 DIRECTORS OF THE ISSUER

The Issuer is managed by a Board comprising six directors who are entrusted with its overall direction and management. The Board members of the Issuer as at the date of this report are included hereunder:

George Muscat	Chairman and Executive Director
Paul Attard	Executive Director
Adrian Muscat	Executive Director
Francis X. Gouder	Independent Non-Executive Director
Mark Castillo	Independent Non-Executive Director
Chris Cilia	Independent Non-Executive Director

2.2 DIRECTORS OF THE GUARANTORS AND ORIGINAL GUARANTOR

The following are the directors of each of:

GML and GLL:

George Muscat	Executive Director
Paul Attard	Executive Director
Adrian Muscat	Executive Director

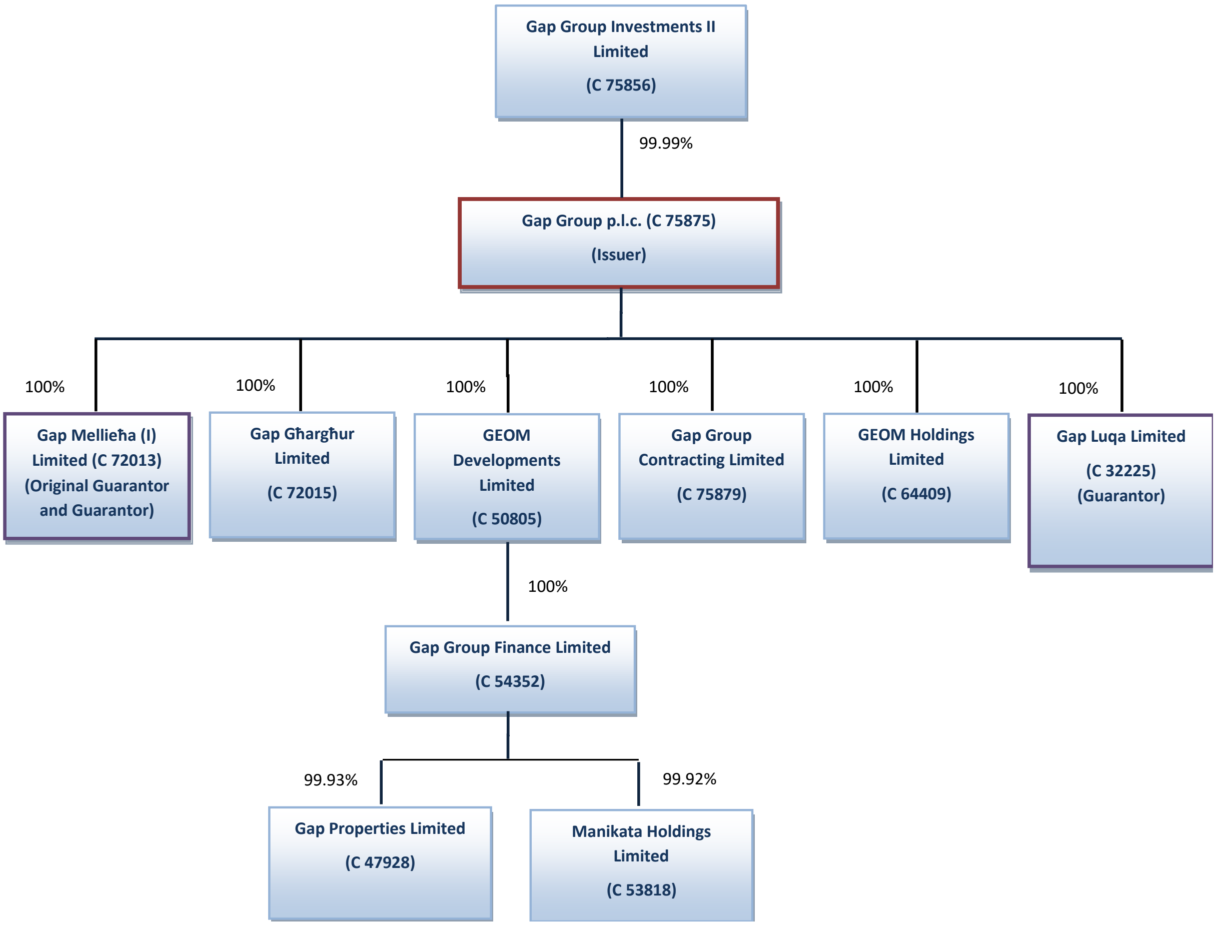
2.3 SENIOR MANAGEMENT

The Issuer itself has no employees and is managed directly by its board of directors. Each project company employs a number of management personnel and other employees devoted to managing each Project. The Group adopts a centralised management structure whereby it can deploy senior management personnel to perform duties in different parts of the Group depending on the requirements of each Group company; those services are then re-charged to the Group company where they are from time to time deployed.

Senior management of the Group is engaged by GGCL, the members of which are the following:

George Muscat	Chairman
Paul Attard	Director of Sales and Marketing
Chris Gauci	Sales and Marketing Manager
Elton Deguara	Sales and Marketing Manager
Adrian Muscat	Director of Sites
Raymond Grixti	Project Manager
Keith Fenech	Chief Financial Officer

3. ORGANISATIONAL STRUCTURE



The organisational structure of the Gap Group is depicted above. The Group is equally owned by three individual shareholders, namely, Paul Attard, Adrian Muscat and George Muscat, through Gap Group Investments II Limited (C 75856). Each of GML, GPL, GGL, GDL, GHL and GLL are project companies each entrusted with the construction and development of real-estate projects.

3.1 THE GUARANTORS

3.1.1 Gap Luqa Limited

GLL is a single member private limited liability company, registered and operating in Malta in terms of the Act with company registration number C 32225, having its registered office at GAP Holdings Head Office, Ċensu Scerri Street, Tigné, Sliema, SLM 3060, Malta. GLL has an authorised share capital of €4,658.75 (four thousand six hundred fifty eight Euro and seventy five cents) divided into 2,000 ordinary shares of €2.329373 each, and an issued share capital of €1,397.62 (one thousand three hundred ninety seven Euros and sixty two cents) divided into 600 Ordinary Shares of €2.329373 each, fully paid up. GLL was set up on 10 October 2003 to operate any land and/or buildings it acquires.

3.1.2 Gap Mellieħa (I) Limited

GML is a private limited liability company, registered and operating in Malta in terms of the Act with company registration number C 72013, having its registered office at GAP Holdings Head Office, Ċensu Scerri Street, Tigné, Sliema, SLM 3060, Malta. GML has an authorised share capital of €1,200 (one thousand two hundred Euro) and an issued share capital of €1,200 (one thousand two hundred Euro) divided into ordinary shares of €1 (one Euro) each, fully paid up. GML was set up on 26 August 2015 to acquire the site and develop the Mellieħa Development.

3.2 THE ORIGINAL GUARANTOR

3.2.1 Gap Mellieħa (I) Limited

See section 3.1.2 above.

4. THE PROJECTS

4.1 THE LUQA DEVELOPMENT

In April 2017, GLL acquired the legal title over a site, including its sub-terrain and airspace, having *circa* 8,500m^2 of developable land in Luqa, accessible from eight streets, namely, Triq Ġorġ Zahra, Triq Tumas Galea, Triq l-Iskola, Triq Ġeraldu Spiteri, Triq W. Briffa, Triq Indri Micallef, Triq l-Aħwa Vassallo and Triq Ġuzeppi Callus, in an area known as Ta' Blejkiet in Luqa. The site is situated in the heart of the residential area of Luqa with close and direct access to the town's village core. The public school of the village and one of the largest supermarkets in the south of Malta are also in close vicinity and directly accessible from the proposed development. Furthermore, the property is located within a few metres from the arterial road which links the Malta International Airport to the rest of the island.

The Luqa Development is split into five zones and on completion shall comprise 21 blocks having 301 underlying lock-up garages/car spaces and 268 residential units, as detailed below. In the 2019 Financial Analysis Summary dated 21 June 2019, it was reported that the Luqa Development comprises 237 residential units. The variance of 31 units (from 237 units to 268 units indicated in the table hereunder) arises from an exercise undertaken by management to reduce the size of a number of residential units in Zone A and Zone B so as to match market demand.

Zone	Footprint (m^2)	Blocks (qty)	Garages/Car Spaces (qty)	Residential Units (qty)
A	2,182	6	52	69
B	951	3	21	37
C	2,800	6	137	81
D	980	2	33	38
E	1,545	4	58	43
	8,458	**21**	**301**	**268**

To date, the development of Zone A and Zone B is fully complete. Progress on the construction of Zone C and Zone D is at *circa* 65% and 35% respectively, while development of Zone E is yet to commence. Construction and finishing works in relation to these residential zones are expected to progress gradually, with completion earmarked for Q4 2021. Total estimated cost for completion of all zones is *circa* €17.5 million. The outstanding development costs are being funded principally from net proceeds of the Secured Bonds, deposits received pursuant to preliminary sale agreements and from proceeds receivable on signing of sale contracts. All five zones are covered by full development permits.

Development works are carried out by GGCL pursuant to a works contract entered into between GLL and GGCL for a value of approximately €17.5 million. Payment under the said contract is being settled by the company according to agreed fixed monthly payments to be determined in agreement between GGCL and GLL. In general, such payment terms are subject to negotiation and agreement by GLL and GGCL. The afore-mentioned parties entered into a public deed in the records of Notary Dr Andre Farrugia and dated 14 February 2019 which makes provision for the contractual waiver by GGCL of its right at law to register a special privilege for any amount over the Luqa Development in the event of non-payment by GLL until such time that the hypothecs and privileges granted in favour of the Security Trustee have been settled and repaid in full.

The public deed is intended to protect the security interests of the Security Trustee for the benefit of Bondholders and to preserve their ranking over the assets of the Issuer and GLL, in its capacity as guarantor. Notwithstanding the foregoing, although GGCL shall make best efforts to procure that its sub-contractors so engaged from time to time shall waive any privileged rights which may be the available to them at law, there is no guarantee that such sub-contractors will accede to such request.

The project will include a mix of 1, 2 and 3 bedroomed residential units, measuring approximately 60m^2 to 160m^2, and are priced to target primarily first-time buyers and buy-to-let investors.

The units are being sold finished in a complete state, including all common areas. Each block will have separate entrances served with passenger lifts accessing both the apartments and the underlying garage levels. The finishes of each apartment will include electrical, plumbing, telephone and air conditioning installations points, gypsum plastering and two coats of white paint, floor tiles and bathrooms, and external apertures in double glazed aluminium.

To date, GLL has launched Zone A, B and C units on the market through various real estate agents in Malta, as well as through the Group's website and other forms of social media. As at 31 December 2019, 59 units have been sold and a further 61 units were subject to promise of sale agreements, out of a total of 143 units (84%) available on the market.

As at 30 May 2020, an additional 25 units have been sold and total units subject to promise of sale agreements amounted to 88 units, being 92% of residential units (that is, 172 units out of 187 units) launched on the market.

4.2 THE MELLIEĦA DEVELOPMENT

In October 2015, GML entered into a preliminary agreement for the purchase and acquisition of a plot of land measuring *circa* 5,100m^2 with access from the three streets surrounding the property situated in the Ta' Masrija area in Mellieħa over which the Mellieħa Development shall be constructed and developed. The property was acquired pursuant to a deed of acquisition dated 21 October 2016 in the records of Notary Sam Abela.

The site is located in the village of Mellieħa in the northern region of Malta. It enjoys unobstructed country views of the imposing area known as Miżieb and distant sea views of the island's north western coastline. Moreover, the site is a short drive away from Malta's largest sandy beaches, Għadira Bay and Golden Bay and a short walk to the village centre of Mellieħa. Given the location of the site and the proposed level of finishes which will be implemented for each unit forming part of the Mellieħa Development, the Directors believe that the project offers a unique opportunity for owning residential property in this part of the island.

The Mellieħa Development comprises of 159 luxury apartments which are being sold finished in a complete state, including all common areas. The development encompasses 10 blocks of apartments, each with separate entrances and served with passenger lifts accessing both the apartments and underlying garage levels. The apartments at the top level also have access to roof level and enjoy full ownership thereof. The development also includes 174 lock-up underground garages spread over 3 underground levels. To date, the project is fully complete in terms of construction works and finishings.

Taking into account the characteristics of the development and its location, the units are targeted principally to Maltese residents wishing to upgrade to a higher end property, those wishing to downsize from a bigger residence or those wishing to reside in a tranquil area close to the countryside and to recreational areas, but still in good distance from the urban sprawl characterising other parts of the island. Moreover, these apartments may also be appealing to foreigners seeking to relocate to Malta and investors wishing to maximise rental income potential.

As at 31 December 2019, GML had entered into sale contracts for 79 residential units, some comprising garages/car spaces, whilst 24 residential units (including garages/car spaces in some cases) are subject to promise of sale agreements (being 65% out of 159 units). As at 4 June 2020, 90 residential units have been sold and contracted and a further 24 units are subject to promise of sale agreements (72% out of 159 units).

4.3 OTHER MAJOR PROJECTS

In 2019, the Group acquired 3 parcels of land located in Marsascala, San Pawl tat-Targa and Birkirkara, as further explained hereinbelow. All 3 sites are covered by Planning Authority permits and development works have commenced. Management expects construction and finishes to be concluded by Q2 2021.

4.3.1 Marsascala Development

GPL acquired a site measuring 2,402m^2 which is accessible from three streets, namely Triq il-Kappara, Triq il-Vajrita and Triq Ġuzeppi Lanzon, Marsascala. Construction works have commenced and once completed, the project shall comprise 63 residential units and 93 garages. Aggregate development costs, including acquisition of land, are estimated to amount to €13.9 million and are being funded from own funds and a bank loan facility.

4.3.2 San Pawl tat-Tarġa Development

GGL acquired a site measuring 330m^2 and situated in Triq Jean de la Vallette, San Pawl tat-Tarġa, Naxxar, over which 9 residential units and 8 garages shall be developed. Aggregate development costs, including acquisition of land, are estimated to amount to €2.25 million and are being funded from own funds and a bank loan facility.

4.3.3 Birkirkara Development

GGL acquired a site measuring 450m^2 and situated in Triq Qormi, Birkirkara, over which 14 residential units and 9 garages shall be constructed. Aggregate development costs, including acquisition of land, are estimated to amount to €2.6 million and are being funded from own funds and a bank loan facility.

4.4 THE RESERVE ACCOUNT

All sales of units, including residential units and garages/car spaces, forming part of the Hypothecated Property shall be made on condition that units are released of all hypothecary rights and privileges encumbering the units being sold. For this purpose, the Security Trustee shall be empowered to release individual units of the Hypothecated Property from the security interest encumbering such unit/s upon receipt by it from the Issuer or from a prospective purchaser of a fixed amount of the purchase price attributed to each unit forming part of the Hypothecated Property.

For this purpose, the Security Trustee and the Issuer have agreed that a fixed amount shall be set for each unit, and it is only upon receipt by the Security Trustee of such an amount that the Security Trustee shall be bound to release a particular unit from the effects of any security interests encumbering the Hypothecated Property. Accordingly, the security created for the interest of Bondholders shall only be reduced against a cash payment made by the Issuer in the Reserve Account to be held by the Trustee for the benefit of Bondholders. The Security Trustee shall hold the funds received in a segregated bank account with a credit institution in Malta and shall hold such funds for the benefit of Bondholders with a view to meeting the redemption of the Bonds on maturity.

Any shortfall in the amount receivable by the Security Trustee pursuant to the foregoing shall be required to be made up, in whole or in part, out of the available sale proceeds from any subsequent sale or sales until such shortfall shall have been made up in its entirety.

In accordance with the Trust Deed, the Security Trustee is authorised to release to the Issuer any funds held in and to the credit of the Reserve Account which are in excess of the aggregate value of Bonds outstanding, provided that there remain sufficient units, covered by the security interests, to be sold to cover the interest still to become payable on the Bonds until the redemption date.

The Trustee shall hold such monies standing to the credit of the Reserve Account to ensure their preservation and the Security Trustee may from time to time, but shall not be obliged to, through the engagement of a licensed investment advisor, invest such monies in such a manner and in such instruments as are herein provided, namely:

(i) any amount out of the reserve account may be held on deposit with a bank licensed as a credit institution in Malta or any Member state of the European Union, provided that not more than 50% of any amount standing to the credit of the reserve account, from time to time, shall be deposited with the same institution if the amount of the deposit exceeds the sum of €25 million; and/or

(ii) re-purchase of the Bonds for cancellation; and/or

(iii) any amount out of the reserve account may be invested in debt securities issued by or guaranteed by the Government of malta or other member state of the European Union or the EEA; and/or

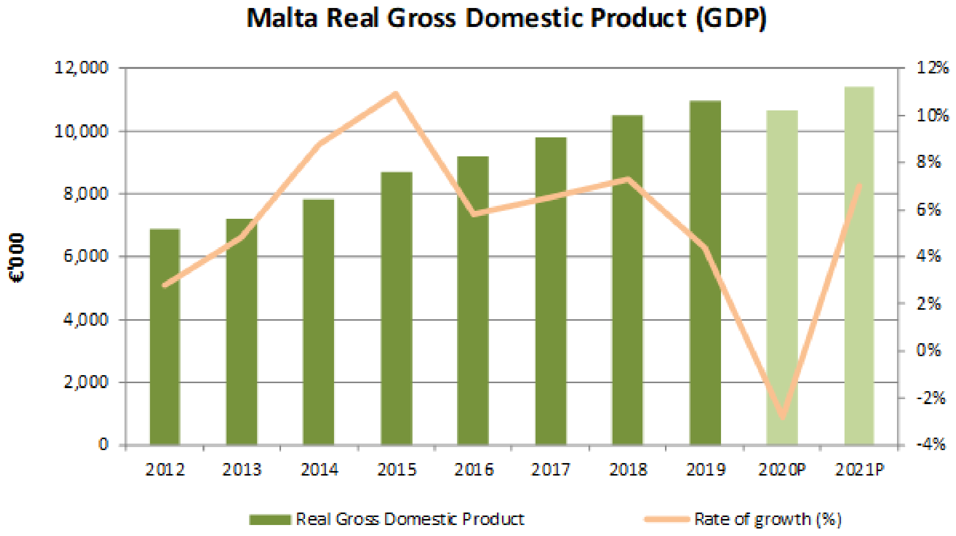
(iv) amounts not exceeding €10 million may be invested in debt securities admitted to listing and trading on a regulated market in the European Union, provided that not more than €2 million may be exposed to one or more debt securities issued by the same issuer; and provided that such investment will not expose the reserve account to any currency exchange risk; and/or

(v) an amount not exceeding €2 million may be advanced to any member of the Group, under terms and conditions which are at arm's length, provided that the reserve accounts remains in credit by at least another €2 million following such advance.

All amounts received by the Trustee from the sales proceeds of units, forming part of the Hypothecated Property, shall be credited to the Reserve Account and shall, subject to the immediately preceding paragraph, be retained for the purpose of redeeming the Bonds on maturity. In the absence of unforeseen circumstances and subject to there being no material adverse changes in circumstances, the Directors are of the view that the percentages available for cash flows that will be credited to the Reserve Account will be sufficient to cover the redemption of the Bonds on maturity.

5. TREND INFORMATION AND BUSINESS STRATEGY

5.1 MALTA ECONOMIC UPDATE[1]



Note: Projected real GDP data for 2020 and 2021 are based on IMF estimates (IMF World Economic Outlook, April 2020)
Source: National Statistics Office Malta

The domestic economy continued to register a healthy rate of economic expansion in 2019, notwithstanding the more challenging environment globally and in the euro area. Although real GDP[2] growth moderated to 4.4% from 7.3% in 2018, it remained above its long-term average of around 4.0%. The expansion was driven by domestic demand, particularly government consumption and gross fixed capital formation. Private consumption had a positive impact, although it increased at a slower pace following the very strong outturn in 2018. Meanwhile, the contribution of net exports turned negative, as imports outpaced exports. Nominal gross value added (GVA)[3] data show that the expansion continued to be largely supported by services, although the manufacturing and construction sectors also expanded.

In the near term, GDP will be affected significantly, mainly on account of the negative effects of COVID-19 on confidence, disruptions in global supply chains and lower demand in a number of services sectors, most notably those related to tourism. However, growth should recover from 2021. At this juncture, projections of economic activity, both for Malta and globally, critically hinge on the duration of the pandemic, as well as the size of the local and global fiscal response.

[1] Fifty-second Annual Report and Statement of Accounts 2019 – Central Bank of Malta, 2020 (pages 13, 14 and 50).
[2] Gross Domestic Product (GDP) is an estimate of the value of goods and services produced in the economy over a period of time.
[3] Gross Value Added (GVA) is the value of output less the value of intermediate consumption; it is a measure of the contribution to GDP made by an individual producer, industry or sector.

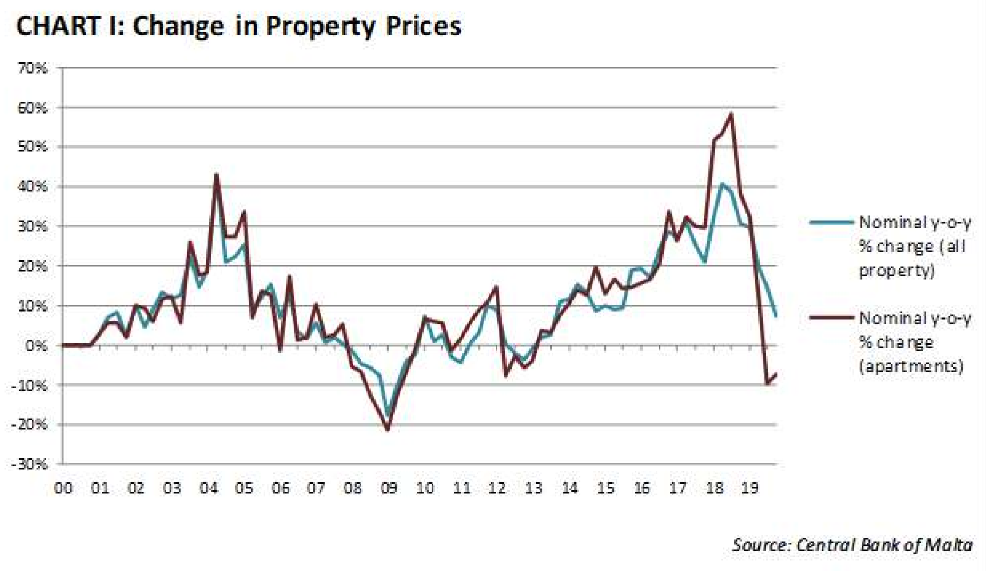
The International Monetary Fund (IMF) has in their latest projections[4] estimated that the global economy will contract sharply by -3% in 2020, much worse than during the 2008-09 financial crisis. In its baseline scenario, which assumes that the pandemic fades in the second half of 2020 and containment efforts can be gradually unwound, the global economy is projected to grow by 5.8% in 2021 as economic activity normalises, helped by policy support. On the same basis, Malta's real GDP is projected to decline by 2.8% in 2020, but is expected to rebound by 7% in 2021. Such outcome may vary significantly as economic performance is dependent on factors that interact in ways that are hard to predict, including *inter alia* the pathway of the pandemic, the intensity and efficacy of containment efforts, the extent of supply disruptions, shifts in spending patterns, behavioural changes (such as people avoiding shopping malls and public transportation) and confidence effects.

5.2 PROPERTY MARKET & CONSTRUCTION SECTOR

During the last five years (Q4 2014 to Q4 2019), property prices increased by 56%, primarily on account of a strong economy and a robust labour market. Further analysis of the chart[5] below shows that the 12-month upward trend in prices (in percentage terms) increased at an accelerating rate from Q2 2013 up to Q2 2018, after having gone through a volatile period between FY2008 to FY2012 as a result of the global financial crisis and its aftermath. In the subsequent 6 quarters - Q3 2018 to Q4 2019 - property prices continued to increase albeit at a slower pace.

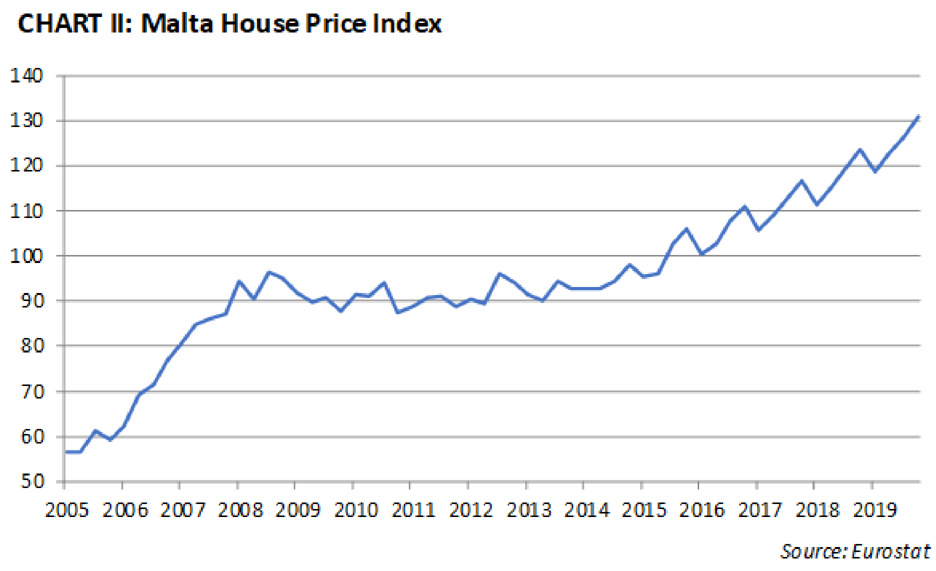
The nominal year-on-year change in apartment prices broadly tracked the aggregate property price movements over the periods under review, except for the periods Q1 2018 to Q4 2019, wherein the yearly increase in prices of apartments between Q1 2018 and Q3 2018 was higher when compared to the broader property market, but declined comparably faster in the subsequent periods (Q4 2018 to Q4 2019). Moreover, in Q3 2019, apartment prices registered a decrease of 10% when compared to Q3 2018 and declined by a further 7% in the subsequent quarter on a comparable basis.

[4] World Economic Outlook, Chapter 1 The Great Lockdown – International Monetary Fund, May 2020.
[5] https://www.centralbankmalta.org/real-economy-indicators (property prices index based on advertised prices (base 2000 = 100)).



The above data mainly provides trend information as advertised property prices may not accurately reflect the prices at which sales actually take place.

Eurostat's House Price Index for Malta[6] – which captures price changes of all residential properties purchased by households (including flats, detached houses, terraced houses, etc) - also indicates that residential property prices increased. The latest data available refers to Q4 2019 and shows that said prices increased by 5.6% compared with the same quarter of 2018, and over a 5-year period (Q4 2014 to Q4 2019), prices increased by 34% (vide Chart II below).



[6] https://ec.europa.eu/eurostat/tgm/download.do?tab=table&plugin=1&language=en&pcode=tipsho40 (the data is expressed as quarterly index (2015 = 100)).

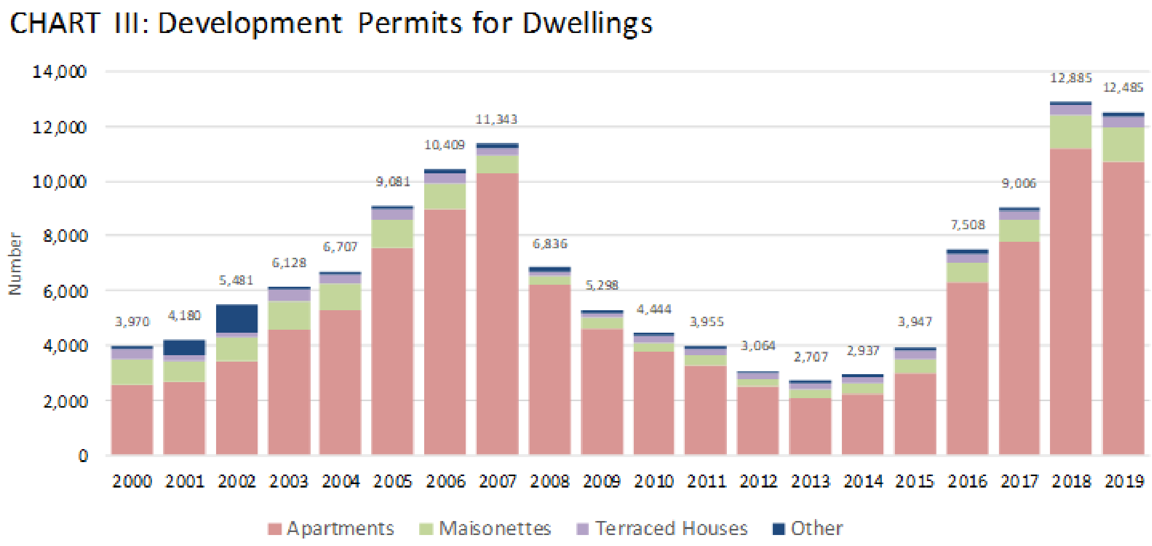
Prior to the pandemic crisis, residential property prices were supported by numerous factors, including the low-interest rate environment that makes property more attractive as an investment, as well as the Government's schemes for first-time and second-time buyers. Demand for residential property was also driven by favourable labour market conditions, strong growth in tourism (particularly in private accommodation), disposable income and an increase in foreign workers. The Individual Investor Programme also contributed, although property acquisitions under this Programme account for a limited proportion of all property transactions.[7]

On 8 June 2020, the Government announced a plan to regenerate the economy following the impact of COVID-19 on the country. Measures relating to immovable property include a reduction in taxation from 8% to 5% on sales of property, whilst stamp duty levied on the acquisition of property will be charged at 1.5%. These reductions will apply to properties with values below €400,000 and the contracts of sale must be concluded by March 2021.

In 2019, the number of permits issued for the construction of residential dwellings declined following five consecutive years of substantial growth. Permits issued in 2019 remained high from a historical perspective, standing at 12,485 compared to 12,885 in 2018 (see Chart III below). This was entirely due to a lower number of permits issued for the construction of apartments, which were down by 4.3%. Notwithstanding recent developments, apartments still accounted for 85.9% of total residential permits issued in 2019. On the other hand, permits issued for maisonettes and terraced houses rose during the year under review and accounted for 9.8% and 3.2%, respectively of all residential permits issued during the year. Permits issued for other dwellings also increased over the year, reaching a three-year high. However, these continued to account for a very small proportion of all residential permits issued.

Construction investment increased by 12.6% in nominal terms, following an increase of 3.9% in 2018. This acceleration was driven by non-dwelling investment, which rose by 21.6%, after declining by 10.2% in 2018. By contrast, annual growth in residential investment moderated to 4.6%, from 20.8% previously. GVA in the construction sector increased at a faster pace during 2019. It rose by 13.9% following an increase of 7.9% in the preceding year.[8]

[7] Central Bank of Malta Quarterly Review 2020:1 (page 43).
[8] Fifty-second Annual Report and Statement of Accounts 2019 – Central Bank of Malta, 2020 (pages 50 and 55).



5.3 STRATEGY

The Group's long-term strategy is to focus on acquiring suitable sites for the development of residential units.

The strong response from investors for the Group's latest projects - Mellieħa Development and the Luqa Development - has shown that there is steady demand for real estate in Malta, which continues to support the current level of prices, notwithstanding the rise in the number of developments undertaken in Malta in the last few years and others which are due to commence in the near term, over and above the present economic crisis instigated by the COVID-19 pandemic.

In view of the above, the Directors are cautiously optimistic on the health of the Maltese property market, which opinion is based on the assumption that the general economy can recover from the impact of the pandemic within a short period of time without materially affecting business confidence, primary industries such as hospitality, and demand for property.

In the immediate term, Gap Group will be principally focused on completing the Luqa Development and will continue to market the remaining units available for sale at the Luqa Development and the Mellieħa Development. At the same time, the Group will direct resources towards the development of 3 new sites in Marsascala, San Pawl tat-Tarġa and Birkirkara.

6. COLLATERAL IN RELATION TO THE ORIGINAL BONDS

Pursuant to the issue of Secured Bonds in March 2019, the outstanding nominal value of Original Bonds was reduced from €40,000,000 to €19,931,000. Accordingly, the Security Trustee proceeded with the cancellation in their entirety of the special hypothecs over Blocks A, B and C forming part of the Qawra Development and Żebbuġ Development and the general hypothecs over their respective owning companies. As for the Mellieħa Development, the special hypothec over Blocks B, C, D and E was cancelled, but the charge over Block A has remained in force. Furthermore, the Security Trustee has retained a first ranking general hypothec over GML.

The outstanding Original Bonds as at 31 December 2019 amounted to €19,643,000, secured as follows:

- The reserve cash account held by the Security Trustee in favour of holders of the Original Bonds had a balance as at 31 December 2019 of €17,712,000 to its credit;
- A first special hypothec over Block A of the Mellieħa Development, valued at *circa* €3,700,000; and
- A first ranking general hypothec over GML's assets present and future for the amount of €40,000,000.

PART 2 – GAP GROUP PERFORMANCE REVIEW

7. FINANCIAL INFORMATION RELATING TO THE GUARANTORS

7.1 GAP MELLIEĦA (I) LIMITED

The historical financial information about GML is included in the audited financial statements for the year ended 31 December 2017 to 31 December 2019.

Gap Mellieha (I) Limited Income Statement for the year ended 31 December	**2017 Audited (€'000)**	**2018 Audited (€'000)**	**2019 Audited (€'000)**
Revenue	-	16,193	12,953
Cost of sales	-	(10,390)	(8,111)
Administrative expenses	(4)	(1,012)	(630)
Operating profit	**(4)**	**4,791**	**4,212**
Net finance costs	2	(1,056)	(1,109)
Profit/(loss) before tax	**(2)**	**3,735**	**3,103**
Taxation	-	(1,256)	(1,003)
Total comprehensive income for the year	**(2)**	**2,479**	**2,100**

Gap Mellieha (I) Limited			
Balance Sheet			
as at	**31 Dec'17**	**31 Dec'18**	**31 Dec'19**
	Audited	**Audited**	**Audited**
	(€'000)	**(€'000)**	**(€'000)**
ASSETS			
Non-current assets			
Loans and other receivables	2,303	2,404	2,534
	2,303	2,404	2,534
Current assets			
Inventory - development project	16,419	14,503	13,640
Trade and other receivables	23	12,941	20,419
Cash and cash equivalents	14	501	547
	16,455	27,945	34,606
Total assets	**18,758**	**30,349**	**37,140**
EQUITY			
Capital and reserves			
Called up share capital	1	1	1
Retained earnings	(6)	2,473	4,573
	(5)	**2,474**	**4,574**
LIABILITIES			
Current liabilities			
Other financial liabilities	15,270	19,170	22,119
Other current liabilities	3,493	8,705	10,447
	18,763	**27,875**	**32,566**
Total equity and liabilities	**18,758**	**30,349**	**37,140**

Gap Mellieha (I) Limited
Cash Flow Statement
for the year ended 31 December

	2017 Audited (€'000)	**2018 Audited (€'000)**	**2019 Audited (€'000)**
Net cash from operating activities	(1,862)	(3,419)	(2,853)
Net cash from investing activities	99	106	103
Net cash from financing activities	1,528	3,800	2,796
Net movement in cash and cash equivalents	**(234)**	**487**	**46**
Cash and cash equivalents at beginning of period/year	248	14	501
Cash and cash equivalents at end of year	**14**	**501**	**547**

During FY2018, GML generated revenue amounting to €16.2 million from the sale of 43 residential units from the Mellieħa Development, representing 27% of the total residential units to be developed. Total comprehensive income for the year amounted to €2.5 million. As at year end, a further 37 residential units were subject to preliminary sale agreements.

The asset side of the balance sheet as at 31 December 2018 included inventory (work-in-progress on development projects) amounting to €14.5 million (FY2017: €16.4 million), whilst liabilities mainly comprised capital creditors (primarily GGCL) of €19.1 million (FY2017: €15.3 million) and advance deposits amounting to €2.6 million (FY2017: €1.3 million).

Revenue generated by GML in FY2019 amounted to €13.0 million, compared to €16.2 million in FY2018, from the sale of 36 residential units (FY2018: 43 units). Accordingly, a total of 79 units have been sold out of a total of 159 residential units, and a further 24 units were subject to promise of sale agreements. Profit for the year decreased from €2.5 million in FY2018 to €2.1 million in FY2019.

As at 31 December 2019, the first seven blocks were fully complete, while Blocks A, B and C were 100% complete in terms of construction and finishing works were 95% complete. Inventory as at year end amounted to €13.6 million. Apart from inventory, the majority of total assets included receivables from related parties amounting to €23.0 million.

Capital creditors (primarily GGCL) as at 31 December 2019 amounted to €22.1 million and advance deposits amounted to €1.3 million.

7.2 GAP LUQA LIMITED

The historical financial information about GLL is included in the audited financial statements for the financial years ended 31 December 2017 to 2019.

Gap Luqa Limited
Income Statement
for the year ended 31 December

	2017 Audited (€'000)	2018 Audited (€'000)	2019 Audited (€'000)
Revenue	3,571	2,002	11,819
Cost of sales	(2,642)	(1,185)	(6,533)
Administrative expenses	(76)	(33)	(552)
Operating profit	**853**	**784**	**4,734**
Net finance costs	-	-	(351)
Profit before tax	**853**	**784**	**4,383**
Taxation	(214)	(145)	(920)
Total comprehensive income for the year	**639**	**639**	**3,463**

Gap Luqa Limited
Cash Flow Statement
for the year ended 31 December

	2017 Audited (€'000)	2018 Audited (€'000)	2019 Audited (€'000)
Net cash from operating activities	(2,162)	(6,690)	6,396
Net cash from investing activities	-	1	-
Net cash from financing activities	2,339	6,544	(5,816)
Net movement in cash and cash equivalents	**177**	**(145)**	**580**
Cash and cash equivalents at beginning of year	20	197	52
Cash and cash equivalents at end of year	**197**	**52**	**632**

Gap Luqa Limited			
Balance Sheet			
As at	**31 Dec'17**	**31 Dec'18**	**31 Dec'19**
	Audited	**Audited**	**Audited**
	(€'000)	**(€'000)**	**(€'000)**
ASSETS			
Current assets			
Inventory - development project	9,555	11,260	12,215
Trade and other receivables	1,651	9,399	8,872
Cash and cash equivalents	197	52	632
	11,403	20,711	21,719
Total assets	**11,403**	**20,711**	**21,719**
EQUITY			
Capital and reserves			
Called up share capital	1	1	1
Retained earnings	740	1,378	4,841
	741	**1,379**	**4,842**
LIABILITIES			
Non-current liabilities			
Bank loans and other financial liabilities	8,504	7,522	2,534
	8,504	7,522	2,534
Current liabilities			
Bank loans and other financial liabilities	1,172	8,684	7,731
Other current liabilities	986	3,126	6,612
	2,158	11,810	14,343
	10,662	**19,332**	**16,877**
Total equity and liabilities	**11,403**	**20,711**	**21,719**

As at 31 December 2016, GLL held a development property in Lija and the site related to the Luqa Development. No material income was generated in FY2016.

Revenue in FY2017 amounted to €3.6 million, which was generated from the sale of *circa* 70% of units from phase A of the Lija project. The remaining units of Phase A, together with all units in Phase B, were subject to promise of sale agreements. EBITDA in FY2017 amounted to €0.9 million and total comprehensive income amounted to €0.6 million, the difference of which represented tax charge for the year.

During FY2018, revenue amounted to €2.0 million and primarily comprised further sales of units from the Lija project and the disposal of a plot within the Luqa Development. GLL registered total comprehensive income for the financial year of €0.6 million.

In FY2019, revenue generated amounted to €11.8 million from the sale of 59 units forming part of the Luqa Development. Such sales contributed €4.7 million to operating profit, while net profit for the year amounted to €3.5 million.

The Luqa Development consists of 21 blocks. By 31 December 2019, the first 9 blocks were fully complete. Construction works had started on the next 6 blocks, whereas excavation works were complete in relation to the last remaining 6 blocks.

Total assets as at 31 December 2019 amounted to €21.7 million (FY2018: €20.7 million) and principally included inventory (work-in-progress on development project) of €12.2 million (FY2018: €11.3 million) and related party loans receivable of €8.9 million (FY2018: €9.4 million). Liabilities mainly comprised related party loans amounting to €10.3 million (FY2018: €11.1 million), advance deposits amounting to €1.4 million (FY2018: €0.9 million) and other creditors of €5.2 million (FY2018: €2.2 million). There was a nil balance in bank loan in FY2019 compared to €5.1 million in the prior year.

8. FINANCIAL INFORMATION RELATING TO THE ISSUER

The following financial information is extracted from the audited consolidated financial statements of the Issuer for the years ended 31 December 2017 to 2019. The projected consolidated financial information for the year ending 31 December 2020 of Gap Group has been provided by management of the Issuer.

The projected financial information relates to events in the future and is based on assumptions which the Issuer believes to be reasonable. Consequently, the actual outcome may be adversely affected by unforeseen situations and the variation between forecast and actual results may be material.

The COVID-19 pandemic has caused disruption to businesses and economic activity which has also been reflected in volatility in the property market. Whilst the Directors believe that the pandemic will affect sales of property during 2020, they are confident that the Group has in place robust financial fundamentals and sufficient resources to enable it to meet the challenges that the pandemic may present. The anticipated impact of the pandemic on the Group’s business activities has been reflected in the forecast financial results for the year ending 31 December 2020.

GAP Group p.l.c. **Consolidated Statement of Comprehensive Income** **for the year ended 31 December**	**2017** **Actual** **€'000**	**2018** **Actual** **€'000**	**2019** **Actual** **€'000**	**2020** **Forecast** **€'000**
Revenue	14,982	30,444	28,287	20,727
Cost of sales	(11,154)	(21,747)	(20,500)	(14,835)
Administrative expenses	(935)	(1,701)	(1,650)	(1,074)
Operating profit	**2,893**	**6,996**	**6,137**	**4,818**
Net finance costs	(1,111)	(1,575)	(2,764)	(1,665)
Profit before tax	**1,782**	**5,421**	**3,373**	**3,153**
Taxation	(1,197)	(2,439)	(2,245)	(1,658)
Profit for the year	**585**	**2,982**	**1,128**	**1,495**
Other comprehensive income				
Movement in fair value of financial assets	107	191	157	-
Total comprehensive income for the year	**692**	**3,173**	**1,285**	**1,495**

Key Accounting Ratios	**FY2017** **Actual**	**FY2018** **Actual**	**FY2019** **Actual**	**FY2020** **Forecast**
Operating profit margin *(Operating profit/revenue)*	19%	23%	22%	23%
Interest cover (times) *(Operating profit/net finance cost)*	2.60	4.44	2.22	2.89
Net profit margin *(Profit after tax/revenue)*	4%	10%	4%	7%
Earnings per share (€) *(Profit after tax/number of shares)*	0.23	1.19	0.45	0.60
Return on equity *(Profit after tax/shareholders' equity)*	9%	30%	10%	12%
Return on capital employed *(Operating profit/total assets less current liabilities)*	6%	14%	8%	6%
Return on assets *(Profit after tax/total assets)*	1%	5%	1%	2%

Source: MZ Investment Services Limited

During FY2017, Gap Group generated revenue amounting to €15.0 million, an increase of €0.2 million (+1.2%) compared to FP2016, primarily from sales of the remaining units at Żebbuġ and the Qawra Developments. EBITDA for the period amounted to €2.9 million, a decrease of €0.6 million (-16.4%) compared to FP2016. After accounting for net finance costs of €1.1 million and taxation of €1.2 million, the Group reported a profit after tax of €0.6 million. In FY2017, Gap Group registered total comprehensive income of €0.7 million after accounting for a gain of €0.1 million in fair value of financial assets.

In FY2018, the Group generated revenues of €30.4 million as compared to €15.0 million a year earlier, mainly from sales contracts for units in the Mellieħa Development as to €16.2 million and the remaining amount principally from the Qawra Development and Għargħur Development. EBITDA increased from €2.9 million in FY2017 to €7.0 million, while comprehensive income amounted to €3.2 million in FY2018 (FY2017: €0.7 million).

During FY2019, the Gap Group was principally involved in the construction and development of the following projects:

- Mellieħa Development – the whole project was completed in April 2020; and
- Luqa Development – out of 21 blocks, 9 blocks are fully complete, while construction works on another 6 blocks have commenced. Development of the final 6 blocks will start later in the year. It is envisaged that the project will be completed in its entirety by Q4 2021.

Furthermore, in FY2019, the Group acquired another 3 sites in Marsascala, San Pawl tat-Targa and Birkirkara, all of which are earmarked for the development of residential units.

In the afore-mentioned financial year, the Group generated aggregate revenue of €28.3 million, a decrease of €2.2 million when compared to the prior year. Revenue was principally derived from the sale of units forming part of the Mellieħa Development and the Luqa Development. EBITDA was lower on a comparable basis by €0.9 million and amounted to €6.1 million. In FY2019, net finance costs were materially higher from FY2018 by 75% to €2.8 million, which adversely impacted net profit for the year. An amount of *circa* €1 million in finance costs was a one-off item and resulted from the premium paid by the Issuer to holders of the Original Bonds who had opted to exchange same to the Secured Bonds. Overall, GAP Group reported total comprehensive income for FY2019 of €1.3 million compared to €3.2 million in FY2018.

Operating profit margin was relatively stable above 20% in the last 2 years, but net profit margin declined from 10% in FY2018 to 4% in FY2019. Lower annual profits also impacted return on equity (from 30% to 10%) and return on assets (from 5% to 1%). Interest cover decreased from 4.44 times in FY2018 to 2.22 times due to higher finance costs in the last financial year.

In FY2020, the Group is projecting to generate revenue amounting to €20.7 million compared to €28.3 million in FY2019 (-27%). Approximately 54% of revenue is expected to be generated from sales of units forming part of the Mellieħa Development and *circa* 39% from the Luqa Development. To date, more than half of the forecast annual revenue has been realised. Operating profit for the year is expected to amount to €4.8 million, a decrease of €1.3 million from a year earlier, and total comprehensive income is projected at €1.5 million (FY2019: €1.3 million).

GAP Group p.l.c. **Consolidated Cash Flow Statement** **for the year ended 31 December**	**2017** **Actual** **€'000**	**2018** **Actual** **€'000**	**2019** **Actual** **€'000**	**2020** **Forecast** **€'000**
Net cash from operating activities	3,250	7,489	(20,317)	541
Net cash from investing activities	569	6,939	(1,206)	(900)
Net cash from financing activities	(6,339)	(1,285)	27,395	4,280
Net movement in cash and cash equivalents	**(2,520)**	**13,143**	**5,872**	**3,921**
Cash and cash equivalents at beginning of year	3,701	1,181	14,324	20,196
Cash and cash equivalents at end of year	**1,181**	**14,324**	**20,196**	**24,117**

Net cash outflow from operating activities in FY2019 amounted to €20.3 million compared to cash inflows of €7.5 million in FY2018. The cash outflow in FY2019 was mainly due to a y-o-y increase of €26.2 million in property inventory. Net cash used in investing activities amounted to €1.2 million (FY2018: cash from investing activities of €6.9 million) and primarily represented funds utilised for the purchase of investments.

Net cash from financing activities in FY2019 amounted to €27.4 million which was principally raised from issuance of bonds and bank loan facilities. In FY2019, net movement in cash and cash equivalents amounted to €5.9 million compared to €13.1 million in FY2018.

Net movement in cash and cash equivalents in FY2020 is expected to amount to €3.9 million (FY2019: €5.9 million). In operating activities, the operating profit for the year is expected to be absorbed by an increase in inventories (property development) and therefore, net cash is projected at €0.5 million. Approximately €0.9 million is expected to be utilised for investment purposes, while net drawdowns from bank facilities to fund ongoing development works (in net cash from financing activities) is estimated at €4.3 million.

GAP Group p.l.c. Consolidated Statement of Financial Position as at 31 December	2017 Actual €'000	2018 Actual €'000	2019 Actual €'000	2020 Forecast €'000
ASSETS				
Non-current assets				
Property, plant and equipment	10	30	32	32
Investments	6,072	2,145	6,012	6,912
Loans and other receivables	10,249	11,583	10,111	10,111
Sinking fund	4,813	3,975	24	44
	21,144	17,733	16,179	17,099
Current assets				
Inventory - development project	33,701	22,786	48,958	49,123
Trade and other receivables	858	387	2,553	2,478
Cash and cash equivalents	1,203	624	7,698	3,101
Sinking fund	-	13,707	12,498	21,016
	35,762	37,504	71,707	75,718
Total assets	**56,906**	**55,237**	**87,886**	**92,817**
EQUITY				
Capital and reserves				
Called up share capital	2,500	2,500	2,500	2,500
Other capital	2,708	2,900	3,057	3,056
Retained earnings	1,488	4,469	5,598	7,093
	6,696	**9,869**	**11,155**	**12,649**
LIABILITIES				
Non-current liabilities				
Borrowings and other financial liabilities	5	5	6,141	11,641
Debt securities	39,362	39,473	56,991	55,791
	39,367	39,478	63,132	67,432
Current liabilities				
Bank overdrafts	22	7	-	-
Borrowings and other financial liabilities	3	111	2,610	2,860
Other current liabilities	10,818	5,772	10,989	9,876
	10,843	5,890	13,599	12,736
	50,210	**45,368**	**76,731**	**80,168**
Total equity and liabilities	**56,906**	**55,237**	**87,886**	**92,817**

Key Accounting Ratios	FY2017 Actual	FY2018 Actual	FY2019 Actual	FY2020 Forecast
Gearing ratio *(Total net debt/net debt and shareholders' equity)*	80%	66%	78%	76%
Net debt to Operating profit (years) *(Net debt/Operating profit)*	9.44	2.74	6.44	8.14
Net assets per share (€) *(Net asset value/number of shares)*	2.68	3.95	4.46	5.06
Liquidity ratio (times) *(Current assets/current liabilities)*	3.30	6.37	5.27	5.95

Source: MZ Investment Services Limited

Total assets of Gap Group as at 31 December 2017 amounted to €56.9 million and primarily included stock representing real estate property held for resale (€33.7 million), and cash and liquid assets amounting to €7.3 million. Furthermore, loans and other receivables totalling €10.2 million includes an amount of €2.3 million which was advanced to GLL (then being a related party) for the purpose to acquire a property the Luqa site.

Other than equity (€6.7 million), Gap Group is financed through debt securities (€39.4 million) with the cumulative preference shares held GHL amounting to €2.5 million being paid during FY2017.

As at 31 December 2018, inventory amounted to €22.8 million (FY2017: €33.7 million), primarily on account of progress works on the Mellieħa Development. Liquid assets (including sinking fund and cash) amounted to €20.4 million (FY2017: €12.1 million). Other assets mainly comprise loans due from related parties of €11.6 million (FY2017: €10.2 million). As to liabilities, the Group had outstanding €40 million in 4.25% secured bonds due 2023, advance deposits amounting to €3.3 million and capital creditor balances of €1.7 million.

The Group's balance sheet as at 31 December 2019 included total assets amounting to €87.9 million, made up of inventory (works-in-progress on property developments) of €49.0 million, related party balance of €12.7 million and cash balances amounting to €20.2 million. Moreover, an amount of €6.0 million represented investments in various corporate bonds.

Liabilities principally included debt securities of €57.0 million, while bank loans and other financial liabilities amounted to €8.8 million. Shareholders' equity as at 31 December 2019 amounted to 11.2 million compared to €9.9 million a year earlier.

In FY2019, the leverage of the Group (gearing) weakened from 66% in FY2018 to 78% due to further borrowings undertaken by the Group to finance property developments. The liquidity ratio was at 5.27 times particularly in view of the significant amount of property inventory held in current assets, while the majority of borrowings are non-current liabilities repayable after more than 1 year.

No material movements in the statement of financial position as at 31 December 2020 are expected when compared to the prior year. The gearing ratio is projected to decline marginally from 78% in FY2019 to 76%, while the liquidity ratio is expected to improve from 5.27 times in FY2019 to 5.95 times in FY2020.

Reserve Account

In terms of the respective prospectus, the Issuer is required to build a sinking fund, the value of which will, by the redemption dates of the respective bonds, be equivalent to 100% of the outstanding value of bonds. Below is a table outlining the actual and expected balance to be held in the reserve account as at the end of the financial years indicated hereunder.

Contributions to Reserve Account as at 31 December	**2017 Actual €'000**	**2018 Actual €'000**	**2019 Actual €'000**	**2020 Forecast €'000**
4.25% Secured Bonds 2023	4,813	17,682	17,712	19,433
3.65% Secured Bonds 2022			846	8,539
	4,813	**17,682**	**18,558**	**27,972**

Variance Analysis

GAP Group p.l.c. **Consolidated Statement of Comprehensive Income** **for the year ended 31 December 2019**	**Actual** **€'000**	**Forecast** **€'000**	**Variance** **€'000**
Revenue	28,287	41,162	(12,875)
Cost of sales	(20,500)	(29,200)	8,700
Administrative expenses	(1,650)	(280)	(1,370)
Operating profit	**6,137**	**11,682**	**(5,545)**
Net finance costs	(2,764)	(2,000)	(764)
Profit before tax	**3,373**	**9,682**	**(6,309)**
Taxation	(2,245)	(3,293)	1,048
Profit for the year	**1,128**	**6,389**	**(5,261)**
Other comprehensive income			
Movement in fair value of financial assets	157	-	157
Total comprehensive income for the year	**1,285**	**6,389**	**(5,104)**

As presented in the above table, actual revenue was lower than forecast by €12.9 million, due to the fact that the Group had expected to conclude a higher number of sale contracts. As a consequence, the lower than expected revenue amount impacted operating profit by €5.5 million and net profit by €5.3 million.

GAP Group p.l.c.
Consolidated Statement of Financial Position
as at 31 December 2019

	Actual €'000	Forecast €'000	Variance €'000
ASSETS			
Non-current assets			
Property, plant and equipment	32	30	2
Investments	6,012	112	5,900
Loans and other receivables	10,111	11,583	(1,472)
Sinking fund	24	22,729	(22,705)
	16,179	34,454	(18,275)
Current assets			
Inventory - development project	48,958	36,519	12,439
Trade and other receivables	2,553	683	1,870
Cash and cash equivalents	7,698	10,303	(2,605)
Sinking fund	12,498	-	12,498
	71,707	47,505	24,202
Total assets	**87,886**	**81,959**	**5,927**
EQUITY			
Capital and reserves			
Called up share capital	2,500	2,500	-
Other capital	3,057	2,900	157
Retained earnings	5,598	10,856	(5,258)
	11,155	**16,256**	(5,101)
LIABILITIES			
Non-current liabilities			
Borrowings and other financial liabilities	6,141	-	6,141
Debt securities	56,991	59,931	(2,940)
	63,132	59,931	3,201
Current liabilities			
Bank overdrafts	-	-	-
Borrowings and other financial liabilities	2,610	-	2,610
Other current liabilities	10,989	5,772	5,217
	13,599	5,772	7,827
	76,731	**65,703**	**11,028**
Total equity and liabilities	**87,886**	**81,959**	**5,927**

Total assets as at 31 December 2019 were higher than expected by €5.9 million. Further analysis shows that in view of the lower than expected sales of units during the year, cash balances and sinking fund reserves were lower than expected by €6.9 million, while inventory of property was higher than projected by €12.4 million, resulting in a variance of €5.5 million (increase in assets).

In equity, balance of retained earnings was lower than expected by €5.3 million which is reflective of the lower than projected profit for the year reported in the income statement. With regard to liabilities, trade liabilities and net borrowings were higher when compared to projections by €5.2 million and €5.8 million respectively.

GAP Group p.l.c. **Consolidated Cash Flow Statement** **for the year ended 31 December 2019**	**Actual** **€'000**	**Forecast** **€'000**	**Variance** **€'000**
Net cash from operating activities	(20,317)	(5,808)	(14,509)
Net cash from investing activities	(1,206)	200	(1,406)
Net cash from financing activities	27,395	20,410	6,985
Net movement in cash and cash equivalents	**5,872**	**14,802**	**(8,930)**
Cash and cash equivalents at beginning of year	14,324	14,324	-
Cash and cash equivalents at end of year	**20,196**	**29,126**	**(8,930)**

Net cash from operating activities was lower than expected by €14.5 million. As explained above, the Group was projecting a higher operating profit figure from a higher than actual volume of unit sales. As such, more inventory was accumulated during the year, thereby increasing net cash used in operating activities.

Net cash used in investing activities amounted to €1.2 million compared to a forecast cash inflow of €200,000. Such cash was used to acquire corporate bonds.

Net cash inflow from bonds, and bank and other loan facilities, was higher than projected by €7.0 million and amounted to €27.4 million.

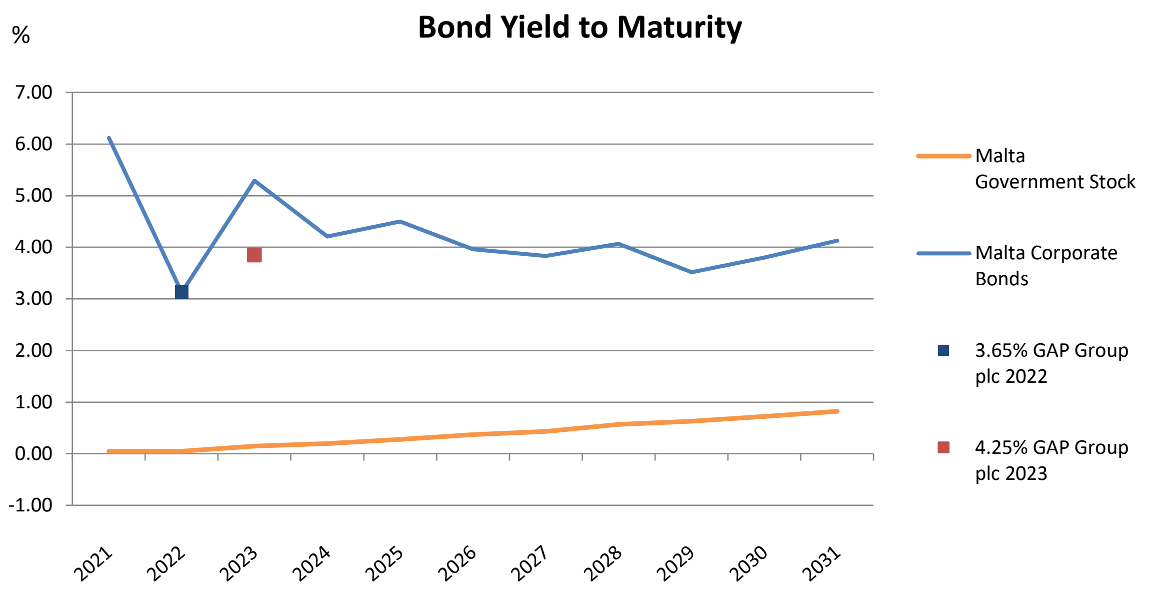
PART 3 - COMPARABLES

The table below compares the Issuer and its bond issues to other debt issuers listed on the Malta Stock Exchange and their respective debt securities. The list includes issuers (excluding financial institutions) that have listed bonds. Although there are significant variances between the activities of the Issuer and other issuers (including different industries, principal markets, competition, capital requirements etc), and material differences between the risks associated with the Group's business and that of other issuers, the comparative analysis provides an indication of the financial performance and strength of the Gap Group.

Comparative Analysis	**Nominal Value** (€)	**Yield to Maturity** **(%)**	**Interest Cover** **(times)**	**Total Assets** (€'000)	**Net Asset Value** (€'000)	**Gearing Ratio** (%)
5.80% International Hotel Investments plc 2021	20,000,000	6.12	3.27	1,617,853	877,620	36.63
3.65% GAP Group plc Secured € 2022	**36,736,000**	**3.13**	**2.22**	**87,886**	**11,155**	**77.98**
6.00% Pendergardens Developments plc Secured € 2022 Series	26,921,200	4.38	3.75	81,524	28,343	37.45
4.25% GAP Group plc Secured € 2023	**19,443,000**	**3.85**	**2.22**	**87,886**	**11,155**	**77.98**
5.30% United Finance Plc Unsecured € Bonds 2023	8,500,000	5.29	0.76	27,159	6,916	62.72
5.80% International Hotel Investments plc 2023	10,000,000	6.15	3.27	1,617,853	877,620	36.63
6.00% AX Investments Plc € 2024	40,000,000	5.09	5.55	342,395	226,115	19.63
6.00% International Hotel Investments plc € 2024	35,000,000	5.42	3.27	1,617,853	877,620	36.63
5.30% Mariner Finance plc Unsecured € 2024	35,000,000	4.21	4.81	95,310	47,100	48.85
5.00% Hal Mann Vella Group plc Secured € 2024	30,000,000	4.24	2.67	117,625	45,146	53.77
5.10% 1923 Investments plc Unsecured € 2024	36,000,000	5.54	3.30	137,275	45,063	30.57
4.25% Best Deal Properties Holding plc Secured € 2024	16,000,000	4.24	-	27,455	3,366	85.88
5.75% International Hotel Investments plc Unsecured € 2025	45,000,000	5.75	3.27	1,617,853	877,620	36.63
5.10% 6PM Holdings plc Unsecured € 2025	13,000,000	5.13	4.03	4,066	- 18,883	-
4.50% Hili Properties plc Unsecured € 2025	37,000,000	4.50	1.65	150,478	57,635	57.73
4.35% Hudson Malta plc Unsecured € 2026	12,000,000	3.96	13.74	28,166	6,135	60.96
4.25% Corinthia Finance plc Unsecured € 2026	40,000,000	4.25	2.74	1,784,681	908,883	40.11
4.00% International Hotel Investments plc Secured € 2026	55,000,000	4.00	3.27	1,617,853	877,620	36.63
3.75% Premier Capital plc Unsecured € 2026	65,000,000	3.57	8.99	273,233	57,082	60.43
4.00% International Hotel Investments plc Unsecured € 2026	60,000,000	4.01	3.27	1,617,853	877,620	36.63
3.25% AX Group plc Unsec Bds 2026 Series I	15,000,000	3.25	5.55	341,785	227,069	19.11
4.35% SD Finance plc Unsecured € 2027	65,000,000	4.35	8.48	316,563	132,582	31.98
4.00% Eden Finance plc Unsecured € 2027	40,000,000	3.83	6.42	199,265	113,124	26.87
4.00% Stivala Group Finance plc Secured € 2027	45,000,000	4.00	4.92	225,284	123,107	38.32
3.85% Hili Finance Company plc Unsecured € 2028	40,000,000	4.07	3.44	455,113	86,390	73.98
3.65% Stivala Group Finance plc Secured € 2029	15,000,000	3.52	4.92	225,284	123,107	38.32
3.80% Hili Finance Company plc Unsecured € 2029	80,000,000	4.20	3.44	455,113	86,390	73.98
3.75% AX Group plc Unsec Bds 2029 Series II	10,000,000	3.61	5.55	341,785	227,069	19.11

01-Jun-20

Source: Malta Stock Exchange, Audited Accounts of Listed Companies, MZ Investment Services Ltd



Source: Malta Stock Exchange, Central Bank of Malta, MZ Investment Services Ltd 1 June 2020

To date, there are no corporate bonds which have a redemption date beyond 2031.

The 2022 bonds are trading at a yield of 3.13%, which is in line with other corporate bonds maturing in the same year. The premium over FY2022 Malta Government Stock is 308 basis points.

The 2023 bonds are trading at a yield of 3.85%, which is *circa* 144 basis points lower when compared to other corporate bonds maturing in 2023. The premium over FY2023 Malta Government Stock is 370 basis points.

Due to the global economic fallout from the coronavirus outbreak, the difference between corporate bond yields and benchmark Malta Government Stock yields has widened across the entire yield curve. This unprecedented event has brought about an economic slowdown, which will likely adversely affect operational results of a number of companies.

PART 4 - EXPLANATORY DEFINITIONS

Income Statement	
Revenue	Total revenue generated by the Issuer from its business activities during the financial year.
Cost of sales	Operating expenses include the cost of construction and other related expenses.
EBITDA	EBITDA is an abbreviation for earnings before interest, tax, depreciation and amortisation. EBITDA can be used to analyse and compare profitability between companies and industries because it eliminates the effects of financing and accounting decisions.
Profit after tax	Profit after tax is the profit made by the Issuer during the financial year both from its operating as well as non-operating activities.
Profitability Ratios	
Operating profit margin	Operating profit margin is operating income or EBITDA as a percentage of total revenue.
Net profit margin	Net profit margin is profit after tax achieved during the financial year expressed as a percentage of total revenue.
Equity Ratios	
Earnings per share	Earnings per share (EPS) is the amount of earnings per outstanding share of a company's share capital. It is computed by dividing net income available to equity shareholders by total shares outstanding as at balance sheet date.
Cash Flow Statement	
Cash flow from operating activities	Cash generated from the principal revenue-producing activities of the Group.
Cash flow from investing activities	Cash generated from activities dealing with the acquisition and disposal of long-term assets and other investments of the Issuer.
Cash flow from financing activities	Cash generated from the activities that result in change in share capital and borrowings of the Issuer.
Balance Sheet	
Non-current assets	Non-current asset are the Issuer's long-term investments, which full value will not be realised within the accounting year. Non-current assets are

	capitalised rather than expensed, meaning that the Issuer amortises the cost of the asset over the number of years for which the asset will be in use, instead of allocating the entire cost to the accounting year in which the asset was acquired. Such assets include property, plant & equipment, and loans & other receivables.
Current assets	Current assets are all assets of the Issuer, which are realisable within one year from the balance sheet date. Such amounts include development stock, accounts receivable, cash and bank balances.
Current liabilities	All liabilities payable by the Issuer within a period of one year from the balance sheet date, and include accounts payable and short-term debt, including current portion of bank loans.
Non-current liabilities	The Issuer's long-term financial obligations that are not due within the present accounting year. The Issuer's non-current liabilities include long-term borrowings and debt securities.
Total equity	Total equity includes share capital, reserves & other equity components, and retained earnings.
Financial Strength Ratios	
Liquidity ratio	The liquidity ratio (also known as current ratio) is a financial ratio that measures whether or not a company has enough resources to pay its debts over the next 12 months. It compares a company's current assets to its current liabilities.
Interest cover	The interest coverage ratio is calculated by dividing a company's operating profit of one period by the company's interest expense of the same period.
Net debt to operating profit	The net debt to operating profit ratio is a measurement of leverage, calculated as a company's interest bearing liabilities minus cash or cash equivalents, divided by its EBITDA. This ratio shows how many years it would take for a company to pay back its debt if net debt and EBITDA are held constant.
Gearing ratio	The gearing ratio indicates the relative proportion of shareholders' equity and debt used to finance a company's assets, and is calculated by dividing a company's net debt by net debt plus shareholders' equity.