



# Registration Document

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

Dated 24 September 2021

by



A PUBLIC LIMITED LIABILITY COMPANY REGISTERED UNDER THE LAWS OF MALTA  
WITH COMPANY REGISTRATION NUMBER C 29506

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Sponsor & Manager



Registrar



Legal Counsel



APPROVED BY BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read "Maurice F. Mizzi", written over a horizontal line.

Maurice F. Mizzi

A handwritten signature in black ink, appearing to read "Carmel J. Farrugia", written over a horizontal line.

Carmel J. Farrugia

signing in their own capacity as directors of the Issuer and on behalf of each of Brian R. Mizzi, Kenneth C. Mizzi, Kevin Rapinett and Joseph M. Galea as their duly appointed agents.

## Important Information

THIS REGISTRATION DOCUMENT CONTAINS INFORMATION ON THE ISSUER AND THE GUARANTORS IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS RULES OF THE MALTA FINANCIAL SERVICES AUTHORITY, THE ACT AND THE PROSPECTUS REGULATION.

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A COPY OF THIS DOCUMENT HAS BEEN SUBMITTED TO THE MALTA FINANCIAL SERVICES AUTHORITY IN

SATISFACTION OF THE CAPITAL MARKET RULES, THE MALTA STOCK EXCHANGE IN SATISFACTION OF THE MALTA STOCK EXCHANGE BYE-LAWS AND HAS BEEN DULY FILED WITH THE MALTA BUSINESS REGISTRY 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 ADVISERS TO THE ISSUER NAMED IN THIS REGISTRATION DOCUMENT UNDER THE HEADING “*ADVISERS*” IN SECTION 3.5 HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER IN RELATION TO THE PROSPECTUS 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 CONTENTS OF THE ISSUER’S WEBSITE OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE ISSUER’S WEBSITE DO NOT FORM PART OF THIS PROSPECTUS UNLESS SUCH CONTENTS ARE INCORPORATED BY REFERENCE INTO 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 SECURITIES.

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

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# 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>AFL</b>	Arkadia Foodstores Ltd, a private limited liability company registered under the laws of Malta, with company registration number C 96908, having its registered office at Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta;
<b>AML</b>	Arkadia Marketing Limited, a private limited liability company registered under the laws of Malta, with company registration number C 11113, having its registered office at Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta;
<b>Arkadia Commercial Centre</b>	the building known as the "Arkadia Commercial Centre" situated in Victoria, Gozo which comprises a shopping mall, a food store and parking spaces;
<b>Arkadia Refurbishment</b>	the refurbishment of the Arkadia Commercial Centre and its two main flagship food stores (one at the Arkadia Commercial Centre and the other at Portomaso, St Julian's) as detailed in section 5.2(ii) of this Registration Document;
<b>Associate Companies</b>	an undertaking in which an undertaking has a participating interest, and over whose operating and financial policies that other undertaking exercises significant influence. An undertaking is presumed to exercise a significant influence over another undertaking where it has 20% or more of the shareholders' or members' voting rights in that other undertaking;
<b>Bond Issue</b>	the issue of the Bonds;
<b>Bonds</b>	the €45,000,000 unsecured bonds of a nominal value of €100 per bond payable in full upon subscription, redeemable at their nominal value on the Redemption Date or an Early Redemption Date and bearing interest at the rate of 3.65% per annum, as described in further detail in the Securities Note;
<b>Capital Markets Rules</b>	the capital markets rules issued by the Malta Financial Services Authority in terms of the Financial Markets Act;
<b>CHL</b>	Consolidated Holdings Limited, a private limited liability company registered under the laws of Malta, with company registration number C 1192, having its registered office at Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta;
<b>CCL</b>	Continental Cars Limited, private limited liability company registered under the laws of Malta, with company registration number C 2840, having its registered office at Continental Garage, Testaferrata Street, Ta' Xbiex XBX 1407, Malta;
<b>Directors or Board or Board of Directors</b>	the directors of the Issuer whose names are set out in section 3.1 of this Registration Document under the heading " <i>Directors of the Issuer</i> ";
<b>Euro or €</b>	the lawful currency of the Republic of Malta;
<b>Financial Markets Act</b>	the Financial Markets Act (Cap. 345 of the laws of Malta);
<b>GSD</b>	The General Soft Drinks Company Limited, a private limited liability company registered under the laws of Malta, with company registration number C 1591, having its registered office at Marsa Industrial Estate, Marsa MRS 3000, Malta;
<b>GSDM</b>	GSD Marketing Limited, a private limited liability company registered under the laws of Malta, with company registration number C 3774, having its registered office at Marsa Industrial Estate, Marsa MRS 3000, Malta;

<b>Guarantor</b>	each of MOL, CHL, GSD and GSDM and the term “ <b>Guarantors</b> ” shall collectively refer to the said companies;
<b>Hofra Project</b>	the development and completion of the vacant excavated site owned by IML in Blata l-Bajda as detailed in section 6.2 of this Registration Document;
<b>IELS</b>	Institute of English Language Studies Limited, a private limited liability company registered under the laws of Malta, with company registration number C 7235, having its registered office at IELS, Matthew Pulis Street, Sliema, SLM 3052, Malta;
<b>IML</b>	Industrial Motors Limited, a private limited liability company registered under the laws of Malta, with company registration number C 417, having its registered office at Triq Antonio Bosio, Msida MSD 1341, Malta;
<b>Issuer</b>	Mizzi Organisation Finance p.l.c., a public limited liability company registered under the laws of Malta, with company registration number C 29506 and having its registered office at Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta;
<b>Legacy</b>	Legacy Contractors Ltd, a private limited liability company registered under the laws of Malta with company registration number C 1041 and having its registered office at 24, Crescent Lodge, Triq Sta Marija, Zebbug, Malta;
<b>Malta Stock Exchange or MSE</b>	Malta Stock Exchange plc, as originally constituted in terms of the Financial Markets Act (Cap. 345 of the laws of Malta) with company registration number C 42525 and having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
<b>MAS</b>	Mizzi Automotive Services Limited, a private limited liability company registered under the laws of Malta with company registration number C 23949 and having its registered office at Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta;
<b>Memorandum and Articles of Association</b>	the memorandum and articles of association of the Issuer in force at the time of publication of the Prospectus. The terms “ <b>Memorandum</b> ”, “ <b>Articles</b> ” and “ <b>Articles of Association</b> ” shall be construed accordingly;
<b>Malta Financial Services Authority or MFSA</b>	the Malta Financial Services Authority, established in terms of the Financial Markets Act (Cap. 345 of the laws of Malta) as the competent authority to approve prospectuses of any offer of securities to the public in Malta;
<b>Mizzi Estates</b>	Mizzi Estates Limited, a private limited liability company registered under the laws of Malta, with company registration number C 990, having its registered office at Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta;
<b>Mizzi EV</b>	Mizzi EV Limited, a private limited liability company registered under the laws of Malta, with company registration number C 95947, having its registered office at Rue D'Argens, Gzira GZR 1368, Malta;
<b>Mizzi Lease</b>	Mizzi Lease Limited, a private limited liability company registered under the laws of Malta, with company registration number C 799, having its registered office at Mizzi Lease, Rue D'Argens, Gzira GZR 1368, Malta;
<b>Mizzi Organisation</b>	means the conglomerate of companies including the Issuer, the Guarantors, their Subsidiaries, and their Associate Companies;
<b>MOL</b>	Mizzi Organisation Limited, a private limited liability company registered under the laws of Malta, with company registration number C 813, having its registered office at Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta;



<b>MML</b>	Muscats Motors Limited, a private limited liability company registered under the laws of Malta, with company registration number C 420, having its registered office at Muscats Garage, Rue D'Argens, Gzira GZR 1368, Malta;
<b>MZM</b>	Mizzi Motors Limited, a private limited liability company registered under the laws of Malta, with company registration number C 37267, having its registered office at 200, Rue D'Argens, Gzira GZR 1368, Malta;
<b>NMS</b>	Nissan Motor Sales Limited, a private limited liability company registered under the laws of Malta with company registration number C 2387, having its registered office at Industrial House, National Road, Blata l-Bajda, Hamrun HMR 9010, Malta;
<b>Prospectus</b>	collectively, this Registration Document, the Securities Note and the Summary;
<b>Prospectus Regulation</b>	Regulation (EU) No. 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and in accordance with the provisions of Commission Delegated Regulation No. 2019/979 and Commission Delegated Regulation No. 2019/980 issued thereunder;
<b>Registrar</b>	Bank of Valletta p.l.c., a public limited liability company registered under the laws of Malta, with company registration number C 2833, having its registered office at 58, Zachary Street, Valletta VLT 1130, Malta;
<b>Registration Document</b>	this document in its entirety;
<b>Securities Note</b>	the securities note issued by the Issuer dated 24 September 2021, forming part of the Prospectus;
<b>Sponsor or Manager</b>	Rizzo, Farrugia & Co (Stockbrokers) Ltd, a private limited liability company registered under the laws of Malta, with company registration number C 13102, having its registered office at Airways House, Fourth Floor, High Street, Sliema SLM 1551, Malta;
<b>Subsidiary</b>	an entity over which the parent has control. In terms of the International Financial Reporting Standards adopted by the European Union, a group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. The term “ <b>Subsidiaries</b> ” shall collectively refer to the said entities;
<b>Summary</b>	the summary issued by the Issuer dated 24 September 2021, forming part of the Prospectus;
<b>Titan</b>	Titan International Limited, a private limited liability company registered under the laws of Malta, with company registration number C 1115, having its registered office at Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta;
<b>UAFL</b>	United Acceptances Finance Limited, a private limited liability company registered under the laws of Malta, with company registration number C 360, having its registered office at Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta; and
<b>WHL</b>	The Waterfront Hotel Limited, a private limited liability company registered under the laws of Malta, with company registration number C 22209, having its registered office at Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta.

Unless it appears otherwise from the context:

- a. words importing the singular shall include the plural and *vice versa*;
- b. words importing the masculine gender shall include the feminine gender and *vice versa*;
- c. the word “*may*” shall be construed as permissive and the word “*shall*” shall be construed as imperative;
- d. all references in this Registration Document to “*Malta*” shall be construed as defined in Article 124 (1) of the Constitution of Malta;
- e. any phrase introduced by the terms “*including*”, “*include*”, “*in particular*” or any similar expression is illustrative only and does not limit the sense of the words preceding those terms; and
- f. any reference to a law, legislative act, and, or other legislation shall mean that particular law, legislative act and, or legislation as in force at the date of this Registration Document.

## 2. Risk Factors

**PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER WITH THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISERS, 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 ISSUER. SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR AND THE ISSUER IS NOT IN A POSITION TO EXPRESS A VIEW ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING.**

**THE RISK FACTORS BELOW HAVE BEEN CATEGORISED UNDER TWO MAIN CATEGORIES, ACCORDING TO WHETHER THE RISK FACTORS RELATE TO: (I) THE ISSUER; OR (II) THE GUARANTORS. THE RISK FACTOR FIRST APPEARING UNDER EACH CATEGORY CONSTITUTES THAT RISK FACTOR WHICH THE DIRECTORS HAVE ASSESSED TO BE THE MOST MATERIAL RISK FACTOR UNDER SUCH CATEGORY AS AT THE DATE OF THIS REGISTRATION DOCUMENT. IN MAKING THIS ASSESSMENT OF MATERIALITY, THE DIRECTORS HAVE EVALUATED THE COMBINATION OF: (I) THE PROBABILITY THAT THE RISK FACTOR OCCURS; AND (II) THE EXPECTED MAGNITUDE OF THE ADVERSE EFFECT ON THE FINANCIAL CONDITION AND PERFORMANCE OF THE ISSUER, OR THE MIZZI ORGANISATION, IF THE RISK FACTOR WERE TO MATERIALISE.**

**IF ANY OF THE RISKS DESCRIBED BELOW WERE TO MATERIALISE, THEY COULD HAVE A SERIOUS EFFECT ON THE ISSUER’S AND, OR THE GUARANTORS’ FINANCIAL RESULTS, FINANCIAL CONDITION, OPERATIONAL PERFORMANCE, BUSINESS AND, OR TRADING PROSPECTS, AS WELL AS THE ABILITY OF THE ISSUER TO FULFIL ITS OBLIGATIONS UNDER THE SECURITIES ISSUED BY IT FROM TIME TO TIME. THE RISKS AND UNCERTAINTIES DISCUSSED BELOW ARE THOSE IDENTIFIED AS SUCH BY THE DIRECTORS AS AT THE DATE OF THIS REGISTRATION DOCUMENT, BUT THESE RISKS AND UNCERTAINTIES MAY NOT BE THE ONLY ONES THAT THE ISSUER OR MIZZI ORGANISATION FACE OR COULD FACE. ADDITIONAL RISKS AND UNCERTAINTIES, INCLUDING THOSE WHICH THE ISSUER’S DIRECTORS ARE NOT CURRENTLY AWARE OF, MAY WELL RESULT IN A MATERIAL ADVERSE IMPACT ON THE ISSUER’S AND, OR GUARANTORS’ FINANCIAL RESULTS, FINANCIAL CONDITION, OPERATIONAL PERFORMANCE, BUSINESS AND, OR TRADING PROSPECTS.**

**THE PROSPECTUS, THE DOCUMENTATION INCORPORATED BY REFERENCE HEREIN, AND, OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH SECURITIES ISSUED BY THE ISSUER: (I) IS NOT INTENDED TO PROVIDE THE BASIS FOR ANY CREDIT OR OTHER EVALUATION; (II) IS NOT AND SHOULD NOT BE CONSIDERED AS A RECOMMENDATION BY THE ISSUER, THE DIRECTORS, ANY OF THE ADVISERS LISTED IN SECTION 3 BELOW, THE SPONSOR, OR ANY OF THE AUTHORISED FINANCIAL INTERMEDIARIES THAT ANY RECIPIENT OF THE PROSPECTUS, THE DOCUMENTATION INCORPORATED BY REFERENCE HEREIN, OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION THEREWITH, SHOULD PURCHASE ANY SECURITIES ISSUED BY THE ISSUER, INCLUDING THE BONDS, AND, THEREFORE, PROSPECTIVE INVESTORS SHOULD MAKE THEIR OWN INDEPENDENT EVALUATION OF ALL RISK FACTORS, AND SHOULD CONSIDER ALL OTHER SECTIONS IN THE PROSPECTUS; AND (III) CONTAIN STATEMENTS THAT ARE, OR MAY BE DEEMED TO BE, “FORWARD-LOOKING STATEMENTS”.**

## Forward-looking Statements

Forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “forecasts”, “projects”, “anticipates”, “expects”, “envisages”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements relate to matters that are not historical facts. They appear in a number of places within the Prospectus and include statements regarding the intentions, beliefs or current expectations of the Issuer and, or the Directors concerning, amongst other things, the Issuer’s strategy and business plans, financial condition and performance, results of operations, liquidity, prospects, investments, and the markets in which it operates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may, or may not occur, in the future. Forward-looking statements are not guarantees of future performance and should therefore not be construed as such. The Issuer’s and, or the Guarantors’ actual operational results, financial condition and performance, and trading prospects may differ materially from the impression created by the forward-looking statements contained in the Prospectus. In addition, even if the operational results, financial condition and performance, and trading prospects of the Issuer or Mizzi Organisation are consistent with the forward-looking statements contained in the Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to, those factors identified under this section and elsewhere in the Prospectus.

All forward-looking statements contained in the Prospectus are made only as at the date hereof. Subject to applicable legal and regulatory obligations, the Issuer and its Directors expressly disclaim any obligations to update or revise any forward-looking statement contained herein to reflect any change in expectations with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

## 2.1 Risks Relating to the Issuer

### 2.1.1 The Issuer is dependent on the performance of companies forming part of the Mizzi Organisation for the repayment of loans

As further described in section 5.1 of this Registration Document, the Issuer does not carry out any trading activities of its own and its sole purpose is to raise funds in the capital markets for the purpose of on-lending the said funds to companies forming part of the Mizzi Organisation. The sole asset of the Issuer consists in loans granted to companies forming part of the Mizzi Organisation (see section 4.1 of the Securities Note which details the loans to be granted by the Issuer to companies forming part of the Mizzi Organisation on receipt of the Bond proceeds). For this reason, the only revenue generating activities of the Issuer is the receipt of interest income received on the said loans.

In view of the financing activities of the Issuer, it is economically dependent on the operational results, the financial position and the financial performance of companies forming part of the Mizzi Organisation to which it provides financing. The underperformance of any of the said borrowing companies may have an adverse effect on the performance of the Issuer which, in turn, may affect its ability to service payments of the principal and, or interest of the Bonds.

## 2.2 Risks Relating to the Guarantors

The Guarantors have a diversified business portfolio and either directly, or through their Subsidiaries, operate in multiple sectors including the automotive, beverage, hospitality, food and fashion retail, real estate and mechanical and engineering contracting sectors. As further described in section 5.2 of this Registration Document:

- i. MOL and its Subsidiaries operate principally within the automotive, food and fashion retail, real estate and mechanical and engineering contracting sectors;
- ii. CHL and its Subsidiaries operate principally within the hospitality sector; and
- iii. GSD and GSDM operate within the beverage sector.

The risks described below are relevant to all the aforementioned sectors within which the Guarantors operate.

These risks may be directly associated with a Guarantor’s operations in a given sector or may arise on account of the operations of its Subsidiaries. Accordingly, whilst certain Guarantors such as GSD and GSDM do not have any Subsidiaries, CHL and MOL are both holding companies and thus their financial position is in turn contingent on the financial position of their Subsidiaries.

## **2.2.1 Economic and Financial Risks**

### **2.2.1.1 Risks relating to the COVID-19 pandemic**

COVID-19 necessitated governments (including the Maltese government) to respond at unprecedented levels to protect public health, local economies and livelihoods. It has affected different sectors within which the Guarantors operate at different times and varying degrees as it has developed. The varying government support measures and restrictions imposed in response to the COVID-19 outbreak have added challenges, given the rapid pace of change and significant operational demands. The speed at which Malta will be able to unwind the government support measures and restrictions and return to pre-COVID-19 economic levels will vary based on the levels of infection, local governmental and decisions and access and ability to roll out vaccines. There remains a risk of subsequent waves of infection in Malta and elsewhere, as evidenced by the recently emerged variants of the virus. Renewed outbreaks emphasise the ongoing threat of COVID-19.

The Government of Malta has attempted to mitigate the implications of the pandemic, specifically in those sectors which were largely hit, pursuant to the administration of a variety of economic incentives and schemes. However, there is at present no assurance that such schemes and incentives shall be continued and if continued, whether they shall be continued under the same terms and conditions. Accordingly, the extent and duration of such aid is largely dependent on the success thereof, as well as the development of the pandemic. Whilst certain effects of the COVID-19 pandemic have been or are expected to be temporary especially in light of the success achieved by global vaccination efforts, the implications of the pandemic are expected to continue to have a bearing on market operations, specifically those sectors which have been directly impacted by the pandemic. Moreover, the repeated discovery of different variants of COVID-19 are indicative of the continued impact of the pandemic, which remains relatively evolving and unknown. Accordingly, the uncertainty of the situation, coupled with market volatility, a decrease in market liquidity, and a greater aversion towards travel and unnecessary spending, may continue to impact the Guarantors' and their Subsidiaries' operational results, financial condition and overall performance.

As at the date of this Prospectus, the main business elements of the operations of the Guarantors and their Subsidiaries were impacted by the COVID-19 pandemic.

The full impact of the COVID-19 pandemic on a Guarantor's and, or its Subsidiaries' business will depend on a range of factors, which the Issuer is not able to accurately predict as at the date of this Prospectus, including the duration and scope of the pandemic, the impact of new COVID-19 variants, the impact on economic activity and any future measures adopted by local and foreign governments to mitigate the impact of the COVID-19 pandemic, any of which may have a negative impact on Mizzi Organisation's suppliers and customers, or the economy as a whole, and could, in turn, decrease demand for the Mizzi Organisation's products and services offered through its Guarantors or their Subsidiaries.

### **2.2.1.2 Risks relating to the financing of the Mizzi Organisation**

The Guarantors' and their Subsidiaries' indebtedness could adversely affect their financial position. As at the date of this Registration Document, a number of companies forming part of the Mizzi Organisation have bank debt, with the majority of the Mizzi Organisation's bank debt being obtained by, and channelled through, MOL as the finance company of the Mizzi Organisation, responsible for performing a treasury function therein. MOL, together with other companies forming part of the Mizzi Organisation, expects to incur additional debt in connection with its future growth strategy in terms of acquisitions and project developments. The Guarantors and their Subsidiaries may require additional debt finance in the future to fund their respective projects, notwithstanding that the Mizzi Organisation aims at maintaining its debt-to-equity ratio at prudent levels, with corresponding equity being injected at levels considered to be adequate and prudent under current banking practices. A substantial portion of the cash flow generated from the companies forming part of the Mizzi Organisation is utilised to repay their debt obligations pursuant to the terms of the facilities provided. Should the Guarantors or their Subsidiaries significantly increase their debt obligations, this may have an adverse effect on the profitability of the Guarantors or their Subsidiaries.

The agreements regulating the bank debt of the companies forming part of the Mizzi Organisation impose significant financial covenants on the said companies, whether they act in the capacity as borrowers or guarantors under the respective loan agreements. These covenants could limit the ability of the said companies to obtain future financing, make capital expenditure, withstand a future downturn in business or economic conditions generally or otherwise inhibit the ability to conduct necessary corporate activities. Changes in banking risk appetite as a result of financial turmoil may decrease the willingness of banks to provide loans to companies and impact the terms thereof. As a result of the factors detailed herein, the Guarantors and, or their Subsidiaries may not be able to obtain the capital

and financing they require for the continued operation of their business and the completion of major projects, on commercially viable terms, or at all.

## **2.2.2 Business and Operational Risks**

### **2.2.2.1 Risks relating to distribution and franchise agreements and relations with suppliers and agents**

The Guarantors' operations, either directly or through their Subsidiaries, in the automotive, beverage, retail sector and mechanical and engineering contracting sectors are dependent on franchise, distributor and supply agreements entered into with international brand owners and manufacturers. The continued distribution of products is therefore largely contingent on the strength of the relationships with the existing franchisors, distributors and suppliers.

Some of the franchise and distributor agreements which certain companies within the Mizzi Organisation rely on for their operations may be terminated by notice and, or are due to terminate in the short term, albeit subject to renewal. There is no guarantee that the respective companies will manage to secure the necessary renewals of such agreements or that any renewal will be subject to the same terms and conditions. Furthermore, no assurances can be given that these companies will be able to identify, retain or add franchisees to their portfolio.

Should any of the franchise agreements be terminated, not be renewed, or be renewed on less favourable terms, the profitability and financial condition of the Guarantors may be adversely affected.

Any deterioration or change in relationships with franchisors, suppliers, manufacturers and, or foreign agents (as applicable) for any reason whatsoever could potentially have an adverse effect on the profitability of the respective operating company.

### **2.2.2.2 Risks relating to changes in consumer preferences and demand**

The Guarantors' success, either directly or through their Subsidiaries, in the automotive, beverage, real estate, mechanical and engineering contracting, and retail sectors is dependent on their ability to manufacture and, or offer products that have a strong consumer appeal. Such sectors are susceptible to fluctuations in consumer trends because of changes in taste, consumer habits, general economic conditions, social trends, consumer attitude, consumer satisfaction and any other similar factors which are linked to consumer demand as further described below:

**Automotive Sector:** CCL, MML, IML and NMS (Subsidiaries of MOL) are the exclusive distributors in the territory of Malta of several brands of cars and vehicles (as the case so requires). The automotive business is dependent on automotive trends in the design, styling, technology, production, merchandising and pricing of products. The car models which the said Subsidiaries of MOL bring to market may not always reflect the prevailing market trends or customer needs at any given time, and the new models they launch may not be well received by the market or achieve the expected sales.

**Beverage Sector:** GSD and GSDM operate in the beverage sector as the authorised manufacturers and distributors of reputable brands of soft drinks as well as alcoholic and non-alcoholic drinks. The beverage sector is sensitive to consumers' attitude towards sugar, soft drinks and alcoholic beverages. Failure to introduce new brands, products or product extensions into the marketplace as current ones mature and to meet the changing preferences of consumers could prevent GSD and GSDM from gaining market share and achieving long-term profitability. Product lifecycles can vary, and consumer preferences and loyalties change over time. Consumer preferences also are affected by factors other than taste, such as health and nutrition considerations and obesity concerns, shifting consumer needs, changes in consumer lifestyles, increased consumer information and competitive product and pricing pressures. Sales of products relative to the beverage sector may be adversely affected by the negative publicity associated with these issues.

**Retail Sector:** AML (a Subsidiary of MOL) is authorised to sell retail products relating to a number of fashion brands and leases outlets for the purpose of selling the said branded products across various localities in Malta as well as in the Arkadia Commercial Centre. The retail sector is linked to local and international fashion trends and consumer demand is also connected to brand reputation and trust. The success of the styles and trends of the fashion brands offered by AML depends, to a large extent, on the preferences of consumers in a particular season and their perception of the brand. In AML's operation of the Arkadia Commercial Centre, the tenants that lease outlets within the mall are also affected by changing consumer trends and purchasing power of the consumers. If the tenants are unable to keep up with the changing trends, tenants may face financial difficulties which may result in them being unable to continue to lease the spaces forming part of the Arkadia Commercial Centre. This could, in turn, have a negative impact on the financial position of AML and subsequently, MOL as the holding company of AML.

AML also leases food stalls at *Is-Suq tal-Belt* in Valletta to third parties. Consumer demand for a particular cuisine may affect the performance of these outlets. Consumer demand for a particular cuisine may change depending on the season and other social factors independent of the will of AML. Any fluctuations in such demand may negatively affect the position of lessees which, as a consequence, may adversely impact the profitability of AML.

**Real Estate:** Several Subsidiaries of MOL, particularly Mizzi Estates, are involved in the development of both residential and commercial properties in Malta both for resale and rental purposes. These real estate projects are also subject to changing preferences of the style and location of immovable properties in Malta.

**Mechanical and engineering contracting:** The mechanical and engineering contracting sector of the Mizzi Organisation relies on the activities of Titan (a Subsidiary of MOL) and Legacy (a Subsidiary of CHL). Consumer preferences in the building services industry are largely driven by the technology implemented in the relevant products offered. Brand reputation, pricing, and the level of innovation in the technology implemented in a particular product are the factors that largely sway consumer preferences in this sector.

**Hospitality Sector:** WHL (a Subsidiary of CHL) operates within the hospitality sector (operator of the Waterfront Hotel located on the Sliema promenade, Malta). Consumer preferences in this sector are largely determined by brand image and reputation.

The Guarantors' and their Subsidiaries' success in their business operations is dependent on their ability to swiftly anticipate, capitalise and adapt to changes in consumer attitude and preferences. Should they fail to do so, they may experience a reduction in revenue which could have a material adverse effect on their operational results and financial condition as well as the group of companies within the Mizzi Organisation, which they form part of.

#### **2.2.2.3 Risks relating to public relations and product quality issues**

The product brands and brand images are key to the business of the Mizzi Organisation. The inability of the applicable Guarantors, their Subsidiaries, or their franchisors to maintain a positive brand image could have a material adverse effect on the relative company's results of operations. It cannot be predicted whether advertising, marketing and promotional programmes will have the desired impact on its products' branding and on consumer preferences. In addition, negative public relations, and product quality issues, whether real or perceived, or allegations of product contamination, even when false or unfounded, could tarnish the image and could cause consumers to choose other products. The relative companies could thus suffer a decrease in sales as a result of reduction in value of a particular brand. The brand image of the products offered by the Mizzi Organisation can also be adversely affected by unfavourable reports, studies and articles, litigation, or regulatory or other governmental action, whether involving a Guarantor's or Subsidiary's products or those of competitors. Furthermore, a serious event or circumstance may also prejudice ongoing business relationships with third parties, including franchisors and business partners.

#### **2.2.2.4 Risks relating to competition**

The Guarantors and their Subsidiaries face competition in all product categories and markets in which they operate:

**Automotive Sector:** the success of the automotive sector largely depends on the strength of the brands of the cars which CCL, MML, IML and NMS (Subsidiaries of MOL) are authorised to sell, the marketing strength of their competitors in Malta and consumer demand for alternative brands of cars which IML, CCL, MML and NMS are not authorised to distribute. These four companies face competition from other vehicle manufacturers and distributors in Malta, together with the importation of second-hand vehicles.

**Beverage Sector:** GSD and GSDM are major players in the Maltese beverage sector. They are also the importers of alcoholic and non-alcoholic beverages. The principal areas of competition are pricing, packaging, development of new products and flavours and marketing campaigns as well as consumer preference. Both GSD and GSDM's products compete with all liquid refreshments and with products of competitors. They also compete with companies that are smaller or primarily local in operation.

**Hospitality Sector:** WHL (a Subsidiary of CHL) competes with a wide range of facilities offering various types of lodging options and related services to the public. The competition includes several large and moderate sized hotel chains offering upper, mid and lower priced accommodation and includes independent hotels in each of these market segments. Many of WHL's current and potential competitors may have longer operating histories, greater name recognition, larger customer bases and greater financial and other resources than WHL.



**Retail Sector:** AML (a Subsidiary of MOL) is authorised to sell, as franchisee or licensee, retail products relating to a number of fashion brands. In addition, AML operates *Is-Suq tal-Belt*, four Arkadia Foodstores and the Arkadia Commercial Centre.

AML operates in a highly competitive landscape in the retail sector in view of new shopping malls and supermarkets in various localities in Malta. The Maltese grocery industry in particular is highly competitive (including competition from budget retailers who offer certain food and retailing products and services on a low-cost model basis, premium retailers, and online entrants). If AML fails to deliver an effective, coherent and consistent strategy to respond to competitors and broader market changes or fails to adapt to technological developments to improve the customer experience as effectively as its competitors, it may lose market share and fail to improve and, or experience declining profitability which could have a material and adverse effect on AML's business, results of operations, and as a result, the financial condition and prospects of MOL, as holding company of AML.

Insofar as the operation of the Arkadia Commercial Centre and *Is-Suq tal-Belt* is concerned, AML is dependent on its ability to attract new lessees on favourable terms in order to receive a profitable price for each of the spaces which it leases. AML may find it difficult to attract lessees of the spaces of the shopping mall during periods when market rents are increasing or when general consumer activity is decreasing, or if there is strong competition for tenants from competing shopping centres and, or as a result of an increased availability of commercial premises for competitive prices.

**Real Estate:** Subsidiaries of MOL, particularly Mizzi Estates, are developers of real estate property for retention and resale as well as for rental purposes. Similar developments to those being made by these Subsidiaries may result in them being unable to sell and, or rent the said immovable properties at the expected prices.

**Mechanical and Engineering Services:** Titan (a Subsidiary of MOL) and Legacy (a Subsidiary of CHL) are major players in the mechanical and engineering sector. Should their competitors offer reduced and, or competitive pricing of the same or similar products sold by Titan and, or Legacy, this may result in a reduction of the revenue generated by Titan and, or Legacy.

Severe competition in the sectors within which the Guarantors and, or their Subsidiaries, operate and changes in economic and market conditions could adversely affect the business and operating results of the Guarantors, as direct result of their participation in the sector or through their Subsidiaries.

#### **2.2.2.5 Risks relating to seasonality and dependance on tourism**

The hospitality and food and beverage sectors are highly seasonal, with higher demand in the summer months which is attributable to an increased number of tourist arrivals in Malta and hotter temperatures. A fall in the number of tourist arrivals in Malta is likely to contribute towards a negative impact on the demand for the products offered by the Guarantors and their Subsidiaries as well as occupancy levels of the Waterfront Hotel, which is owned by WHL (a Subsidiary of CHL).

#### **2.2.2.6 Risks relating to key senior management and other personnel**

The growth and success of the Guarantors and their Subsidiaries is partially attributable to the efforts and abilities of their personnel, specifically the members of their executive management team and other key personnel, including executive, management, sales and project management personnel and upon their ability to attract, develop and retain such key personnel to manage and grow the business.

The inability of a Guarantor or any of its Subsidiaries to attract and, or retain highly skilled and qualified personnel with the necessary sector-specific experience and expertise could have an adverse effect on the respective company's operational results, business relationships with both partners and customers, and its ability to meet its strategic objectives. Moreover, if a member of the executive management team were to be unable or unwilling to continue in their present position, particularly if this member were to be lost to one of the Guarantors' or Subsidiaries' competitors, the Guarantors and, or their Subsidiaries (as the case so requires) might not be able to replace the said member within the short term, which could have a material adverse effect on the business, operational results and financial condition of the respective Guarantor or Subsidiary, and its ability to meet its strategic objectives.

#### **2.2.2.7 Risks relating to the Guarantors' insurance policies**

The Guarantors and their Subsidiaries have maintained insurance at levels which they have determined to be appropriate in light of the cost of cover and the risk profiles of the sectors in which they operate. However, it may

be difficult and may take time to recover losses from insurers, as and when necessary. A Guarantor or one of its Subsidiaries may not be able to recover the full amount from the insurer, including but not limited to procedural restrictions or formalities, or due to substantive exclusions, exemptions, limitations on coverage, *de minimis* liability coverage limitations, prescriptive time periods and limitations, reporting or other disclosure requirements, licencing or other authorisation or registration requirements, breach of restrictive covenants or undertakings, breach of warranties and, or representations, as well as restrictions or formalities relating to the initiation of, and control over, litigation, investigations or other proceedings relating thereto. No assurance can be given that a company's current insurance coverage would be sufficient to cover all potential losses, regardless of the cause, nor can any assurance be given that an appropriate coverage would always be available at acceptable commercial rates. In addition, changes in legislation or judicial interpretation, or the issuance or alteration of directives, orders, or other measures (whether interim or otherwise), by the relevant authorities (including but not limited to governmental departments or authorities, planning authorities, health and safety authorities, environmental authorities, among others) may impact the ability to recoup losses under insurance coverage held by the respective Guarantor or its Subsidiary. Furthermore, the actions, or inactions of either their employees or other officials or that of contractors, outsourcing parties, or other third parties engaged by a Guarantor or one of its Subsidiaries from time to time, may affect their ability to successfully make a claim under their insurance policies.

#### **2.2.2.8 Risks relating to the failure or interruption of the Guarantors' information technology infrastructure and risks relating to cybersecurity attacks**

The Guarantors and their Subsidiaries rely on their information technology (IT) infrastructure for their proper functioning which is critical to the efficient operation and management of their business. Their IT infrastructure may become vulnerable to cyberattacks, computer viruses, worms and other malicious software programs, physical and electronic break-ins, sabotage and similar disruptions from unauthorised tampering with its computer systems. Such events may result in downtimes, transactional errors, processing inefficiencies, operational delays, other detrimental impacts on their operations or ability to provide products to their customers, the compromising of confidential or personal information, destruction or corruption of data, security breaches, other manipulation or improper use of their systems and networks, financial losses from remedial actions, loss of business or potential liability and, or damage to their reputation, any of which could have a material adverse effect on their cash flows, competitive position, financial condition or results of operations.

### **2.2.3 Legal, Regulatory and Compliance Risks**

#### **2.2.3.1 Risks relating to legal and regulatory changes, as well as new industry standards and practices**

The operations of the Guarantors and their Subsidiaries are subject to regulatory requirements applicable to all sectors within which they operate including laws and regulations relating to health and safety, environmental, bribery and corruption, data privacy and information protection, financial, accounting and tax. Regulatory changes may require significant changes to the way the business operates and may inhibit a Guarantor's and its Subsidiary's strategy with respect to the markets in which the respective company operates, brand protection and use or transmission of customer data.

A Guarantor or one of its Subsidiaries may be unable to anticipate the implications of legal and regulatory changes in a given sector, which necessitate a re-evaluation of processes from both a fiscal and operational perspective. This may result in a loss of revenue for the respective sector and the profitability of a Guarantor directly or pursuant to the operations of a Subsidiary.

#### **2.2.3.2 Risks relating to personal data protection and privacy laws**

In the ordinary course of their business, the Guarantors and their Subsidiaries receive, process, transmit and store information relating to identifiable individuals ("**personal data**"). As a result, the Guarantors and their Subsidiaries are subject to various local laws and EU regulations relating to the collection and processing of personal data. These laws impose operational requirements for companies receiving or processing personal data and provide for significant penalties for non-compliance. These requirements with respect to personal data have subjected and may continue in the future to subject the Guarantors and their Subsidiaries to, among other things, additional costs and expenses and have required and may in the future require costly changes to their business practices and information security systems, policies, procedures and practices.

Security controls over personal data, the training of employees on data privacy and data security, and the policies, procedures and practices implemented, or which may be implemented in the future, may not prevent the improper



disclosure of personal data by the Guarantors or their Subsidiaries. Unauthorised access or improper disclosure of personal data in violation of personal data protection or privacy laws could harm the reputation of the Guarantors and their Subsidiaries, cause loss of consumer confidence, subject them to regulatory enforcement actions (including fines), and result in private litigation against them, which could result in loss of revenue, increased costs, liability for monetary damages, fines and, or criminal prosecution, all of which could negatively affect the business and operating results of a Subsidiary and a Guarantor and its subsidiary.

### **2.2.3.3 Risks relating to health and safety**

As AML (a Subsidiary of MOL) operates *Is-Suq tal-Belt* and sells food items at the food stores, adequate importance is given to maintaining compliance with international health and safety standards. Moreover, WHL (a Subsidiary of CHL) which operates the Waterfront Hotel must continuously ensure the safety of the hotel's guests in accordance with applicable standards and best practices. Failure to comply with such standards or practices could expose AML and, or WHL to third party claims which could in turn have a material adverse effect on their business and profitability.

Titan and Legacy perform several engineering and contracting works within sites which are at different levels of completion. Whilst all sites are expected to be in compliance with health and safety regulations, there still remains the risk of injuries both to staff of the companies and third party contractors working on site. These could potentially lead to claims against the companies by employees, sub-contractors or third parties.

With respect to hospitality and the food retail sectors, there is a constant need to protect the safety and security of the hotel guests or customers, employees and assets against natural and man-made threats. These include, but are not limited to, exceptional events such as extreme weather, civil or political unrest, violence and terrorism, serious and organised crime, fraud, employee dishonesty, cybercrime, pandemics, fire and day-to-day accidents, incidents and petty crime which impact the guest or employee experience, could cause loss of life, sickness or injury and result in compensation claims, fines from regulatory bodies, litigation and impact reputation. Serious incidents or a combination of events could escalate into a crisis which, if managed poorly, could further expose AML or WHL (as the case so requires) and their brands to significant reputational damage.

## **2.2.4 Additional Risks Specific to Select Sectors**

### **2.2.4.1 Additional risks specific to the automotive sector**

#### **2.2.4.1.1 Risks relating to credit services operations**

UAFL (a Subsidiary of MOL) grants car loan facilities to its customers to facilitate the purchase of its vehicles. Credit service facilities granted to customers may result in a credit risk on its receivables. Credit risk is the risk of loss arising from a failure by a customer to meet the terms of any contract with UAFL's credit services operations. Credit losses are influenced by general business and economic conditions, including unemployment rates, bankruptcy filings and other factors that negatively affect household incomes, as well as contract terms, customer credit profiles and the new and used automotive market. Negative changes in general business, economic or market factors may have an additional adverse impact on UAFL's credit losses and future earnings and accordingly, the financial position of MOL as the holding company of UAFL.

#### **2.2.4.1.2 Risks relating to demand for used car imports**

The importation of used cars in Malta is likely to have a negative effect on the sale of new cars in Malta and consequently the success of the Subsidiaries operating in the automotive sector (the Subsidiaries of MOL). The importation of used cars is subject to changes in foreign fiscal legislation and economic circumstances as well as local schemes and incentives. Although the Maltese Government has introduced schemes (including the scheme pertaining to the refund of part of the purchase price of new electric car vehicles and plug-in hybrids as well as scrappage schemes which benefit consumers from a reduced purchase price on condition that their used vehicle is scrapped), used car imports may be attractive to consumers in view of the cheaper prices at which they are sold on the local market.

An increase in demand of used car imports may result in a reduction in the sale of the vehicles sold by the respective Subsidiaries and consequently, their profitability. Accordingly, since MOL is the holding company of these Subsidiaries, a reduction in their profitability may in turn, negatively impact the financial condition of MOL.

#### **2.2.4.1.3 Risks relating to the cyclicity of the automotive industry**

In the automotive business, sales to consumers are cyclical and subject to changes in the general condition of the economy, the readiness of consumers to buy and their ability to obtain financing, as well as the possible introduction

of measures by governments to stimulate or reduce demand. The automotive industry is also subject to the constant renewal of product offerings through frequent launches of new models. A negative trend in the automotive industry could have a material adverse effect on the business of an automotive Subsidiary and as a result the prospects of MOL, as the holding company of the automotive Subsidiaries.

Some of the Subsidiaries of MOL offer hire purchase arrangements and finance packages to customers purchasing vehicles from the automotive arm of the Mizzi Organisation. Given the involvement of several Subsidiaries in the automotive sector and the extent of the services provided by the different Subsidiaries, the success of one Subsidiary may be dependent on the performance of another Subsidiary (also operating in the automotive sector). Accordingly, should the operations of a Subsidiary experience a slowdown for whatever reason, this may have a negative impact on the financial condition of other Subsidiaries of MOL which provide complimentary services, which in turn may have an adverse effect on the financial condition of MOL, in its capacity as holding company of the automotive Subsidiaries.

#### **2.2.4.2 Additional risks specific to the beverage sector**

##### **2.2.4.2.1 Risks relating to manufacturing**

The cost of manufacturing beverages is dependent, amongst other reasons, on the cost of inputs such as concentrate, sugar, PET and energy. Substantial increases in the prices of raw materials, to the extent that they cannot be recouped through increases in the prices of finished beverage products, would increase GSD's operating costs and could reduce profits. Moreover, if GSD is unable to secure sufficient ingredients or raw materials and other key supplies, it might not be able to satisfy demand on a short-term basis. This would negatively impact the sales of GSDM should GSD be unable to satisfy demand in a timely manner.

##### **2.2.4.2.2 Risks relating to the dependence on plant, equipment, machinery and other components**

GSD depends on key pieces of plant, equipment, machinery and components for the purposes of its activities in the beverage sector. Should plant, equipment, machinery or any component succumb to a material fault or breakdown this could result in a reduction or halt in the supply chain, particularly where the necessary replacement is not readily available. Accordingly, this may prevent both GSD and GSDM from meeting their contractual commitments which can result in an adverse impact on their business, operational results and prospects.

#### **2.2.4.3 Additional risks specific to the hospitality sector**

##### **2.2.4.3.1 Risks relating to events that adversely impact domestic or international travel**

The room rates and occupancy levels of the Waterfront Hotel (as well as any other hotels which they may operate in the future) could be adversely impacted by events that reduce domestic or international travel, such as actual or threatened acts of terrorism or war, political or civil unrest, epidemics or threats thereof, travel-related accidents or industrial action, natural disasters or other local factors impacting specific countries, cities or individual hotels, as well as increased transportation and fuel costs. A decrease in the demand for hotel rooms as a result of such events may have an adverse impact on WHL's operations and financial results. In addition, inadequate planning, preparation, response, or recovery in relation to a major incident or crisis may cause loss of life, prevent operational continuity, or result in financial loss, and consequently impact the reputation of the Waterfront Hotel, owned by WHL (a Subsidiary of CHL).

##### **2.2.4.3.2 Risks relating to the failure of reservation systems**

WHL (a Subsidiary of CHL) relies upon the resilience of its reservation system and other key technology platforms and is exposed to risks that could cause the failure of these systems. The value of WHL is partly derived from its ability to drive reservations through the hotel's reservation system and technology platforms which are highly integrated with internal processes and linked to multiple sales channels, including WHL's own website, call centre, third-party intermediaries and travel agents. Lack of resilience and operational availability of these systems provided by WHL, or third-party technology providers could lead to prolonged service disruption and might result in significant business interruption, impact the guest booking experience and subsequently adversely impact the revenues and reputation of WHL as the owner of the Waterfront Hotel.

#### **2.2.4.4 Additional risks specific to the real estate sector**

The Guarantors and their Subsidiaries, namely Mizzi Estates (a Subsidiary of MOL) have an extensive and varied portfolio of immovable properties and also develop properties both for retention and resale as well as for rental purposes. The Guarantors and their Subsidiaries operating within the real estate sector are thus susceptible to risks which are

intrinsic to the real estate sector. The local property market may be negatively affected by a number of factors such as political developments, government regulations, changes in planning or tax laws, interest rate changes, inflation, the availability of financing and the profits which different investments may provide. These factors are likely to cause property prices to change and an increase in supply and, or a reduction in demand in the property market to which the respective companies are exposed, could negatively impact their financial performance which in turn could negatively impact the financial performance of the Guarantors, as their holding companies.

#### **2.2.4.4.1 Risks relating to property development**

As at the date of this Prospectus, Mizzi Estates (a Subsidiary of MOL) is in the final development stages of the PANGEA Office Block in St Julian's, Malta. Other Subsidiaries of MOL have plans to carry out further property development projects, including the Hofra Project, which shall be completed by IML.

Property development projects are subject to a number of specific execution risks, including the risk of cost overruns, the risk of rental or sales transactions not being effected at the prices and within the timeframes envisaged, the risk of insufficiency or lack of availability of resources to complete projects in the manner and within the timeframes envisaged, as well as delays or refusals in obtaining all necessary zoning, land use, building, development, modifications, occupancy and other required permits and authorisations. Property development projects are also exposed to risks relating to general industry trends, including changes to market conditions such as the oversupply of similar properties and a reduction in demand thereof, changes to laws, rules and regulations which may impact the property development sector as well as high levels of activity in the property development sector which may place a strain on the availability of human and other capital resources required to undertake and complete developments.

In addition to the foregoing, there can be no assurance that a company's health and safety policies and practices will prove effective in ensuring health and safety on its property development sites, which non-effectiveness may expose the relative Guarantor or Subsidiary to liability for damages, as well as to the risk of adverse publicity.

If such risks were to materialise this could have a negative effect on the revenue generation, financial performance and financial position of the Guarantor or Subsidiary executing the project.

#### **2.2.4.4.2 Risks relating to the engagement and, or involvement of third parties in connection with the development of immovable property and counterparty risks**

Certain companies within the Mizzi Organisation rely on third-party service providers such as architects, engineers, health & safety experts, building contractors and suppliers for the construction and completion of each of their developments. Pursuant to their respective projects, Mizzi Estates, IML and AML (all Subsidiaries of MOL) plan to engage and, or involve third parties for the execution thereof. Such commercial relationships give rise to counter-party risks in those instances where such third parties do not perform in line with the respective company's expectations and in accordance with its contractual obligations. If these risks were to materialise, this will result in development delays in completion which could have an adverse impact on the business, financial condition, results of operations and prospects of the company executing the development, especially as a result of its inability to sell the units by a certain date. Accordingly, this could have a material adverse impact on the cash flows and revenue generation of the company executing the development and where this company is a Subsidiary (such as IML, Mizzi Estates and AML), the cash flows and revenue generation of the Guarantor, as holding company.

#### **2.2.4.4.3 Risks relating to the rental income of the Guarantors' commercial property**

Several Subsidiaries, particularly Mizzi Estates and AML (both Subsidiaries of MOL), lease the property they own to third parties. The revenue generated through these activities is dependent on the lease agreements with lessees and accordingly, the lessees' fulfilment of obligations under such agreements. There can be no assurance that a lessee shall be able to continuously meet its obligations throughout the term. The performance of such obligations may be negatively impacted as a result of several reasons which are beyond the Subsidiaries' control, including the insolvency and lack of liquidity of the lessee.

Moreover, these Subsidiaries are also susceptible to the risk that lessees may terminate (prior to the lease expiration date) or elect not to renew their lease agreements and, in such instances, there is no guarantee that new lessees will be willing to lease the properties in question and, or that the lease agreements will be concluded on equally favourable terms.

The failure to maintain a good relationship with existing lessees, to renew lease agreements or enter into new lease agreements with new lessees on similar or more favourable terms, could have a material adverse effect on the

Subsidiaries' profitability in the real estate sector and its operational results as a whole.

#### 2.2.4.4.4 Risks relating to the selling of property

The Mizzi Organisation may from time to time seek to dispose of real estate assets, to generate additional capital for investment, to improve its cashflows or because an asset may be underperforming financial targets or be deemed suitable for disposal. There can be no assurance that real estate assets in the Mizzi Organisation's portfolio will be transferred and disposed of at their carrying value or estimated value. It may be difficult to dispose of the Mizzi Organisation's properties at their carrying values on account of: (a) market conditions; (b) the size or value of the overall portfolio; (c) the specialised nature of the properties in question; (d) specific local market conditions; (e) regulatory risks including, albeit not limited to, the delay in obtaining or the inability to obtain the necessary permits and, or authorisations; or (f) other local or international economic factors influencing the Mizzi Organisation's operations or assets. It may also prove necessary to dispose of properties at values which the respective directors consider are reasonable in the circumstances prevailing at the time, but which represent discounts to book values or earlier property valuation reports, in order to satisfy other commercial demands of the Mizzi Organisation and deliver the long-term strategic objectives.

#### 2.2.4.4.5 Risks relating to property valuations

The valuation of property is intrinsically subjective and based on several assumptions at a given point in time. From time to time, the property-owning companies within the Mizzi Organisation seek valuations of their property portfolio from experts. In providing a market value of the respective properties, certain assumptions are taken, which ultimately may cause the actual values to be materially different from any future values that may be expressed, implied or anticipated on the basis of historical trends as reality may not match the assumptions. For this reason, the Mizzi Organisation may purchase and, or may have purchased property on the basis of inaccurate valuations. Moreover, property valuations are largely dependent on current and, or expected market conditions which may fluctuate from time to time. There can be no assurance that such property valuations will reflect actual market values.

#### 2.2.4.5 Additional risks relating to the mechanical and engineering contracting sector

The mechanical and engineering contracting sector depends on the success of the construction industry. Should there be a decrease in property development and, or trends of refurbishment, the demand for mechanical and engineering products and the size of the projects which Mizzi Organisation, [through the Subsidiaries Legacy (a Subsidiary of CHL) and Titan (a Subsidiary of MOL)] is engaged to carry out may be negatively affected.

## 3. Identity of Directors, Advisers and Auditors

### 3.1 Directors of the Issuer

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

Name	Designation	Date of Appointment
<b>Joseph M. Galea</b> ID Card: 0127756M	Independent Non-Executive Director	19 August 2021
<b>Carmel J. Farrugia</b> ID Card: 745557M	Independent Non-Executive Director	14 October 2010
<b>Brian R. Mizzi</b> ID Card: 942846M	Executive Director	28 March 2002
<b>Kenneth C. Mizzi</b> ID Card: 807248M	Executive Director	28 March 2002
<b>Maurice F. Mizzi</b> ID Card: 84036M	Executive Director	28 March 2002
<b>Kevin Rapinett</b> ID Card: 284669M	Independent Non-Executive Director	19 August 2021

The chairman of the Board of Directors is Andrew Manduca (ID card: 221954M). The business address of the chairman and Directors is the same as that of the Issuer.

The *curriculum vitae* of each the Directors are set out in section 9.5 below.

## 3.2 Directors of the Guarantors

### 3.2.1 Directors of MOL

As at the date of this Registration Document, the board of directors of MOL is composed of the following persons:

Name	Designation	Date of Appointment
<b>Brian R. Mizzi</b> ID Card: 942846M	Executive Director	28 December 1971
<b>Kenneth C. Mizzi</b> ID Card: 807248M	Executive Director	15 September 1976
<b>Maurice F. Mizzi</b> ID Card: 84036M	Executive Director	7 April 1967
<b>Angele Calleja</b> ID Card: 407357M	Executive Director	1 July 2018
<b>Christopher Mizzi</b> ID Card: 307564M	Executive Director	1 July 2018
<b>Ian Mizzi</b> ID Card: 287560M	Executive Director	1 July 2018
<b>Veronica Mizzi</b> ID Card: 317852M	Executive Director	1 July 2018

The business address of the directors of MOL is the same as that of MOL.

The *curriculum vitae* of each the directors of MOL are set out in section 9.5 below.

### 3.2.2 Directors of CHL

As at the date of this Registration Document, the board of directors of CHL is composed of the following persons:

Name	Designation	Date of Appointment
<b>Brian R. Mizzi</b> ID Card: 942846M	Executive Director	28 December 1971
<b>Kenneth C. Mizzi</b> ID Card: 807248M	Executive Director	1 July 2017
<b>Maurice F. Mizzi</b> ID Card: 84036M	Executive Director	26 July 1968
<b>Angele Calleja</b> ID Card: 407357M	Executive Director	1 January 2018
<b>Christopher Mizzi</b> ID Card: 307564M	Executive Director	1 July 2018
<b>Ian Mizzi</b> ID Card: 287560M	Executive Director	1 July 2017
<b>Veronica Mizzi</b> ID Card: 317852M	Executive Director	28 December 1971

The business address of the directors of CHL is the same as that of CHL.

The *curriculum vitae* of each the directors of CHL are set out in section 9.5 below.

### 3.2.3 Directors of GSD

As at the date of this Registration Document, the board of directors of GSD is composed of the following persons:

Name	Designation	Date of Appointment
<b>Brian R. Mizzi</b> ID Card: 942846M	Executive Director	20 May 1970
<b>Kenneth C. Mizzi</b> ID Card: 807248M	Executive Director	1 December 2014
<b>Maurice F. Mizzi</b> ID Card: 84036M	Executive Director	6 May 1969

The business address of the directors of GSD is the same as that of GSD.

The *curriculum vitae* of each the directors of GSD are set out in section 9.5 below.

### 3.2.4 Directors of GSDM

As at the date of this Registration Document, the board of directors of GSDM is composed of the following persons:

Name	Designation	Date of Appointment
<b>Brian R. Mizzi</b> ID Card: 942846M	Executive Director	1 December 2014
<b>Kenneth C. Mizzi</b> ID Card: 807248M	Executive Director	1 December 2014
<b>Maurice F. Mizzi</b> ID Card: 84036M	Executive Director	5 September 1977

The business address of the directors of GSDM is the same as that of GSDM.

The *curriculum vitae* of each the directors of GSDM are set out in section 9.5 below.

## 3.3 Company Secretary of the Issuer and the Guarantors

Mr Kevin Caruana (ID Card: 20073M) is the secretary of the Issuer and of each of the Guarantors.

## 3.4 Responsibility and Authorisation Statement

The Directors of the Issuer are the persons responsible for the information contained in this Registration Document. To the best of the knowledge and belief of the Directors (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.

This Registration Document has been approved by the Malta Financial Services Authority as the competent authority in Malta for the purposes of the Prospectus Regulation. The Malta Financial Services Authority has only approved this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval should not be considered as an endorsement of the Issuer and, or the Bonds.

### 3.5 Advisers

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

#### Legal Advisers to the Issuer and Guarantors

Name: **Camilleri Preziosi**  
Address: Level 3, Valletta Buildings, South Street,  
Valletta VLT 1103, Malta

#### Financial Advisers

Name: **PricewaterhouseCoopers**  
Address: 78, Triq il-Mithna,  
Qormi QRM 3101, Malta

#### Sponsor and Manager

Name: **Rizzo, Farrugia & Co (Stockbrokers) Ltd**  
Address: Airways House, Fourth Floor, High Street,  
Sliema SLM 1551, Malta

### 3.6 Auditors of the Issuer and the Guarantors

Name: **PricewaterhouseCoopers**  
Address: 78, Triq il-Mithna,  
Qormi QRM 3101, Malta

The annual statutory financial statements of the Issuer and the Guarantors for the financial years ended 2018, 2019 and 2020 have been audited by PricewaterhouseCoopers. PricewaterhouseCoopers 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) and a practicing certificate to act as auditors. The Accountancy Board registration number of PricewaterhouseCoopers is AB/26/84/38.

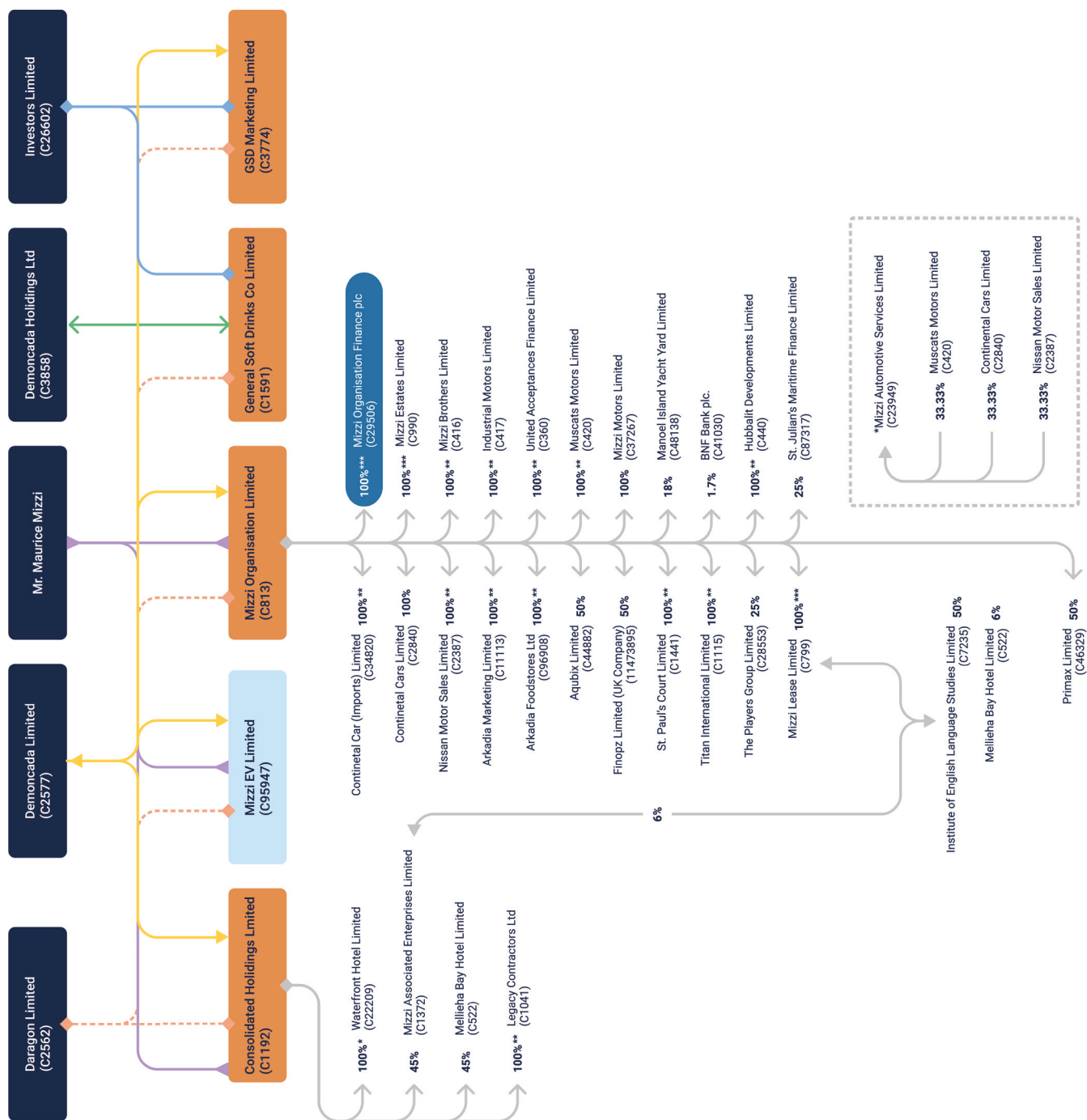
## 4. Information about the Issuer and the Guarantors

### 4.1 Organisational Structure of the Mizzi Organisation

The Issuer and the Guarantors form part of Mizzi Organisation which has a trading history stemming back to 1919. The Mizzi Organisation is a conglomerate of business units spanning a broad portfolio of business interests and industry sectors including automotive, hospitality, beverage, fashion and food retail, mechanical and engineering and real estate. Together with other partners, Mizzi Organisation is also involved in IT, gaming, yacht financing activities, yacht leasing and educational tourism. As at the date of this Registration Document, Mizzi Organisation, employs just over 1,200 people. The Mizzi Organisation's vision is to pursue its role as a multi-disciplined conglomerate of companies with a wide range of business activities allowing it to benefit from the advantages of diversification. The Mizzi Organisation's philosophy is that the management and strategic processes therein should be geared to follow the main economic drivers of the Mizzi Organisation's core business segments. In this context, MOL acts as the bridge between the different operations of the Mizzi Organisation. It provides centralised corporate services to the other members of the Mizzi Organisation, including strategic planning on an organisation-wide basis, treasury, management, overall management control, internal audit, human resource management, quality control, public relations, and IT support. In this respect, MOL incurs all relevant costs in supporting its head office function and recharges them according to the companies forming part of the Mizzi Organisation.

The Guarantors are the parent companies of several operational Subsidiaries. The organisational structure of the Mizzi Organisation as at the date of this Registration Document is illustrated in the diagram hereunder:





Legend:

\* Save for one share held by MOL (in the case of WHL) and for two shares held by MOL (in the case of GSD)

\*\* Save for one share held by Mizzi Lease

\*\*\* Save for one share held by CHL



## 4.2 History and Development of the Issuer

Full legal and commercial name of the Issuer	Mizzi Organisation Finance p.l.c.
Registered address	Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta
Place of registration and domicile	Malta
Company registration number	C 29506
Legal Entity Identifier ('LEI')	485100SI6M5QXXM00H23
Date of registration	28 March 2002
Legal form	The Issuer is lawfully existing and registered as a public limited liability company in terms of the Act.
Telephone number	+356 2596 9000
Email	info@mofplc.com
Website	www.mofplc.com

Unless otherwise incorporated by reference herein, the information on the Issuer's website does not form part of this Prospectus.

## 4.3 History and Development of the Guarantors

### 4.3.1 MOL

MOL forms part of the Mizzi Organisation and operates in the automotive, real estate and fashion and food retail sectors.

Full legal and commercial name of MOL	Mizzi Organisation Limited
Registered address	Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta
Place of registration and domicile	Malta
Company registration number	C 813
Legal Entity Identifier ('LEI')	2138003UBN3OWKRV7Q78
Date of registration	7 April 1967
Legal form	MOL is lawfully existing and registered as a private limited liability company in terms of the Act.
Telephone number	+356 2596 9000
Email	info@mizzi.com.mt
Website	www.mizziorganisation.com

### 4.3.2 CHL

CHL forms part of the Mizzi Organisation and operates in the hospitality sector.

Full legal and commercial name of CHL	Consolidated Holdings Limited
Registered address	Mizzi Organisation Corporate Office, Testaferrata Street, Ta' Xbiex XBX 1407, Malta
Place of registration and domicile	Malta
Company registration number	C 1192

<b>Legal Entity Identifier ('LEI')</b>	485100SLWFPDEVPL9J42
<b>Date of registration</b>	26 July 1968
<b>Legal form</b>	CHL is lawfully existing and registered as a private limited liability company in terms of the Act.
<b>Telephone number</b>	+356 2596 9000
<b>Email</b>	info@mizzi.com.mt
<b>Website</b>	www.mizziorganisation.com

#### 4.3.3 GSD

GSD forms part of the Mizzi Organisation and operates in the beverage sector.

<b>Full legal and commercial name of GSD</b>	The General Soft Drinks Company Limited
<b>Registered address</b>	Marsa Industrial Estate, Marsa MRS 3000, Malta
<b>Place of registration and domicile</b>	Malta
<b>Company registration number</b>	C 1591
<b>Legal Entity Identifier ('LEI')</b>	213800LU4WKKSGLD5M41
<b>Date of registration</b>	6 May 1969
<b>Legal form</b>	GSD is lawfully existing and registered as a private limited liability company in terms of the Act.
<b>Telephone number</b>	+356 2229 1000
<b>Email</b>	info@gsd.mizzi.com.mt
<b>Website</b>	www.gsd.com.mt

#### 4.3.4 GSDM

GSDM forms part of the Mizzi Organisation and is involved in the beverage sector.

<b>Full legal and commercial name of GSDM</b>	GSD Marketing Limited
<b>Registered address</b>	Marsa Industrial Estate, Marsa MRS 3000, Malta
<b>Place of registration and domicile</b>	Malta
<b>Company registration number</b>	C 3774
<b>Legal Entity Identifier ('LEI')</b>	485100R03X666K6N8869
<b>Date of registration</b>	5 September 1977
<b>Legal form</b>	GSDM is lawfully existing and registered as a private limited liability company in terms of the Act.
<b>Telephone number</b>	+356 2229 1000
<b>Email</b>	info@gsd.mizzi.com.mt
<b>Website</b>	www.gsd.com.mt

## 5. Business Overview

### 5.1 The Issuer

#### 5.1.1 Principal Activities

The Issuer is a subsidiary of MOL. The Issuer does not carry out any trading activities of its own and its sole purpose is that of raising funds in the capital markets for the purposes of on-lending the said funds to companies forming part of the Mizzi Organisation. In view of the financing activities of the Issuer, it is economically dependent on the operational results, the financial position, and the financial performance of its borrower companies. The Issuer has entered into a conditional loan agreement with MOL, pursuant to which it undertook to grant MOL a loan in an amount equivalent to the proceeds to be received from the Bond Issue. Further details of the said loan are contained in section 4.1 of the Securities Note.

### 5.2 The Guarantors

#### 5.2.1 Principal Activities

The core business activities of the Mizzi Organisation comprise the following sectors:

- i. automotive;
- ii. beverage;
- iii. food and fashion retail;
- iv. hospitality, tourism, and leisure;
- v. real estate; and
- vi. mechanical and engineering contracting.

MOL and its Subsidiaries operate in multiple sectors including the automotive, food and fashion retail, real estate and mechanical and engineering contracting services. CHL and its Subsidiaries operate principally within the hospitality sector whilst GSD and GSDM operate exclusively within the beverage sector. MOL is designated as the finance company of the Mizzi Organisation, performing a treasury function therein and is the borrower under a number of bank facilities, the funds of which are on-lent by MOL to entities forming part of the Mizzi Organisation for their business activities. As at the date of this Registration Document, MOL has loans in place with various companies within the Mizzi Organisation in an amount of €38.4 million.

The activities of the Guarantors in each sector are described further below.

##### 5.2.1.1 The Automotive Sector

The Mizzi Organisation has been operating within the automotive business since the 1920's initially forming a business relationship with FIAT® and importing vehicles produced by Morris Motors Limited – UK, thereafter. As at the date of this Registration Document, the automotive segment of the Mizzi Organisation is divided into the following two distinct business units:

- **Retail and servicing as well as the leasing of motor vehicles and sale of spare parts:** This segment comprises the representation, distribution, and servicing of multiple motor vehicle brands through its import and the leasing of motor vehicles to corporate and private customers. In this segment of the automotive sector, the Mizzi Organisation also sells spare parts of the motor vehicle brands it imports.
- **Financing of motor vehicles:** This segment comprises the financing of motor vehicles purchased by individual customers through hire purchase schemes of individual import companies.

Nine companies are involved in the automotive division of the Mizzi Organisation as follows:

**i. CCL:** CCL is the authorised distributor in Malta of the international world-renowned car brands Volkswagen®, Audi®, SEAT® Cupra® and Porsche®. It also carries out car servicing activities for cars purchased with these brands. CCL operates from property owned by Mizzi Estates in Ta' Xbiex, Malta which houses modern showrooms, a spare parts operation and extensive servicing facilities.

**ii. IML:** IML is the authorised distributor in Malta of the international brands Mitsubishi®, Suzuki® and Renault Trucks®. In addition to services associated with the sale of these vehicles, IML also performs car servicing activities and provides vehicle parts for the brands it represents. IML operates from a showroom located on a site it owns in Blata l-Bajda.

**iii. MML:** MML is one of the oldest car distributorships in Malta having been in operation since 1947. It is the authorised distributor of vehicles representing the BMW®, MINI®, Jaguar®, Landrover®, MG® and Motorrad® brands and is the authorised repairer for Daihatsu®. MML also offers car servicing activities and provides vehicle parts for the brands it represents. MML operates from property owned by Mizzi Estates in Gzira, consisting of showrooms, offices, spare parts workshops, servicing and mechanical repair facilities.

**iv. NMS:** NMS has been the official distributor of the Japanese brand Nissan® since the 1960's. In addition to this activity, NMS provides car servicing activities to Nissan® branded cars in accordance with Nissan® standards and sells Nissan® vehicle parts. The company operates from a showroom in Blata l-Bajda, owned by Mizzi Estates.

**v. MAS:** MAS principally provides panel beating and spray-painting services on cars with the objective of restoring the vehicles to their original condition and manufacturer standards. The said services are provided on vehicle brands represented by the Mizzi Organisation's automotive companies as well as other brands. MAS also imports oils and lubricants for the sale thereof to third parties operating within the automotive industry as well as other industries.

**vi. Mizzi Lease:** Mizzi Lease offers vehicle lease packages to private and corporate clients. The fleet of cars which are offered for lease include vehicles which are imported by the Mizzi Organisation as well as vehicles which are imported by third parties. The fleet of vehicles available for lease consists of approximately 400 vehicles. Mizzi Lease also rents out a commercial property it owns in Gzira, Malta to third party companies. A portion of the revenue generated by Mizzi Lease emanates from lease payments from these companies.

**vii. UAFL:** UAFL represents the car finance arm of the Mizzi Organisation. This company finances hire-purchase sales effected by Mizzi Organisation's car companies. The income of the Mizzi Organisation from this activity comprises interest and other finance income from managing these credit facilities. Through UAFL, Mizzi Organisation implemented a one-stop shop service by providing their customers with both the vehicles and car services they require whilst simultaneously catering for their financing requirements. This also ensures that the operational companies manage their cash flows better by securing funds upon the sale of goods and services in relation to transactions financed through hire purchase arrangements granted by UAFL.

UAFL has put in place a stringent framework on controls in relation to credit management and adopts strict credit ratings criteria with respect to acceptance and monitoring of hire purchase exposures. This also gives rise to more efficient centralised monitoring of customer accounts in view of the extensive experience accumulated by UAFL. Over the years, UAFL has contributed positively to the Mizzi Organisation's results.

UAFL is also the owner of the John's Garage located in Qormi, however, it does not carry out any operations from this property. For this reason, this property represents a store of dormant value to be realized upon its sale and, or development for letting purposes.

**viii. MZM:** MZM is responsible for the back-end operations relating to all the companies operating in the automotive sector of the Mizzi Organisation and accordingly acts as the head office for this sector.

**ix. Mizzi EV:** Mizzi EV was established for the purpose of selling electric vehicles in Malta. The strategy of Mizzi EV is to source new brands of electric vehicles. As at the date of this Registration Document, no firm commitments have been established with any international manufacturers of electric vehicles for the sale thereof in Malta.

Over the years the automotive sector in Malta has become highly competitive with a wider range of new motor vehicle franchises and models imported at competitive prices. In addition, the second-hand car import market has grown substantially. During 2020, there were 13,212 (2019: 18,889) new passenger vehicles registered, of which 4,602 (2019: 7,698) were new vehicles with the remaining being second-hand cars imported from outside of Malta. The automotive division of the Mizzi Organisation represents 29% (2019: 27%) of the newly registered passenger vehicles (*Source of information: National Statistics Office, Report dated 23 February 2021*).

As a direct result of Brexit, from 1 January 2021, levies started being imposed on the importation of second-hand cars from the United Kingdom, which until that time, was the largest source of import of second-hand cars to Malta. This has helped the new car market to regain its competitive edge.

The Mizzi Organisation has a positive track record with respect to securing its automotive distribution agreements. Although in line with international industry practice the distribution agreements with foreign principals have termination dates, these agreements have consistently been renewed by their foreign principals. With the consistent level of sales achieved and the quality of service provided to customers, the Mizzi Organisation's automotive subsidiary companies are confident of the continued renewal of their franchises. The Mizzi Organisation's automotive sector offers a wide

range of services which extend beyond the import, distribution and sale of vehicles for leasing purposes, VRT, financing, servicing and the maintenance of the vehicles forming part of the Mizzi brand. For this reason, the Mizzi Organisation manages to offer a one-stop shop for all automotive needs pursuant to the variety of services provided.

## **Market positioning**

The Mizzi Organisation's automotive arm currently holds an estimated 29% of the Maltese new car market share, by the value of cars sold. In the financial year ended 31 December 2020, the automotive arm contributed €58.9 million (FY2019: €71.4million) which in 2020 equated to 42% (FY2019: 41%) of the revenue of the Mizzi Organisation.

## **Effect of COVID-19 on the automotive division**

COVID-19 negatively impacted the automotive sector both from a global perspective as well as from a local standpoint. During Q1 and Q2 2020, revenue from all the automotive companies experienced a severe slowdown. Throughout the pandemic the local market experienced a significant drop in car sales as a result of the ensuing uncertainty. The continued slowdown, or resurgence, of this market remains subject to significant uncertainty.

Although showrooms were never subject to a forced closure, the impact was material, leading to loss of sales and profitability. Management introduced a number of initiatives aimed at reducing general overheads. The Mizzi Organisation also made use of available Government aide, such as the deferral of VAT and tax payments, wage supplements and quarantine leave supplements. It is envisaged that the sale of motor vehicles and parts and other ancillary services will start to increase steadily in the latter part of 2021, however, will still not reach pre-COVID-19 levels of business. Due to the projected decrease in turnover, a negative impact is also expected on cashflows.

Notwithstanding the projected outlook, management has negotiated new favourable credit term arrangements with Mizzi Organisation's main suppliers. The Mizzi Organisation has also obtained financing for its working capital requirements which is guaranteed by the Malta Development Bank. Both such initiatives are intended to mitigate the negative effects of COVID-19 on the automotive sector.

### **5.2.1.2 Beverage Sector**

The beverage-related operations of the Mizzi Organisation are performed through GSD and GSDM, which have a trading history in the beverage sector spanning back to the 1970's. Through its beverage arm, the Mizzi Organisation has established itself as a leader in the beverage sector in Malta and performs a multitude of activities, principally the manufacturing and importation of beverages across the Maltese Islands.

GSD produces and packages mineral water and soft drinks for distribution in Malta. For such purpose, it relies on bottler agreements with the owners of the trademarks of the beverages to carry out its activities as an authorised bottler of the relevant brands. The company carries out its operations from a facility located within a site in Marsa measuring 33,393 square metres, which site was granted to GSD by Malta Enterprise under title of temporary emphyteusis. The facility comprises four major blocks, including the administration, stores, production and a warehousing block, with a ring-road surrounding the whole area. The design incorporates energy-saving measures, including utilisation of natural light, building insulation and wastewater minimisation processes. The facility's energy usage is monitored through a building management system which controls the air-conditioning, ventilation and lighting. The system ensures that all utilities are used efficiently and effectively. In addition, rainwater is collected in underground reservoirs then used for washing distribution trucks, toilet facilities, landscaping irrigation and road washing. The stores are located below the production hall and house all the raw materials. This set-up allows easy and efficient transport of materials from the store to the production hall.

GSDM distributes the drinks manufactured by GSD, as well as imported renowned alcoholic and non-alcoholic beverages, such as juices, coffee and carbonated drinks. In carrying out this activity, GSDM must abide by the terms and obligations of its distribution agreement with its franchisees. GSDM also operates a vending machine operation across the Maltese islands whereby it provides offices, factories, public places, educational institutions and service organisations with comprehensive solutions for the provision of cold and hot drinks and confectionery food items. The vending machines are equipped with the latest technology and the operation is in itself certified by international quality and management system standards in accordance with ISO 9000 for quality, ISO 14000 for environmental safety, OHSAS 18000 for health and safety and FSSC 22000 for food safety. GSDM's vending operations also comprise the servicing and maintenance of the machines.

The Mizzi Organisation is conscious of its environmental responsibilities and the impact of the manufacturing of

beverages in plastic bottling. In light of these objectives, BCRS Malta Limited (C 96013, “**BCRS**”) was established on the 11 August 2020 by the Malta Beverage Producers Association (Registration No: LPA 126), Malta Beverage Importers Association (Registration No: LPA 127) and Malta Beverage Retailers Association (Registration No: LPA 128). Both GSD and GSDM are members of the Malta Beverage Producers Association. BCRS is the licensed operator of Malta’s Beverage Container Refund Scheme. Managed on a not-for-profit basis, BCRS is investing in privately funded infrastructure for the collection of single-use beverage containers, rendering producers and consumers jointly responsible for the recycling of beverage container waste, towards a higher national effort in recycling and litter reduction.

The Mizzi Organisation is determined to ensure the long-term success and viability of BCRS from its outset and considers this to be a key environmental initiative that will improve national waste recycling performance, in line with the European Commission’s long-term recycling targets.

### **Market positioning and outlook**

The Mizzi Organisation’s beverage arm currently enjoys a strong presence within the Maltese beverage market. It is the second highest contributor to the Mizzi Organisation’s revenues (after the automotive division), and the most profitable sector of the Mizzi Organisation. In the financial year ended 31 December 2020, the beverage arm of the Mizzi Organisation contributed €37.4 million (FY2019: €46.8 million) which is representative of 26% of the revenue of the Mizzi Organisation (FY2019: 26%).

### **Effect of COVID-19 on the beverage division**

Insofar as the beverage sector is concerned, the COVID-19 pandemic impacted the level of attendance at restaurants, food outlets and entertainment venues due to restrictions on social distancing and the forced closure of the said outlets at such times when the outbreak in Malta was heightened, having a direct effect on the “immediate consumption” channel within the sector. For this reason, the distribution of beverages experienced a decline over the course of the financial years 2020 and 2021, decreasing by approximately 9% and 6% respectively, when compared to 2019.

Since the beverage sector is heavily reliant on the tourism and hospitality industry, the significant decrease in tourist arrivals resulted in a considerable downturn in the revenue of GSD and GSDM and ultimately on the profitability of the Mizzi Organisation. GSD and GSDM acted swiftly by virtue of the implementation of various cost-cutting measures to counteract the extent of the impact. Management of the beverage division also implemented stricter credit management and closely monitored the inventory levels. The beverage division also availed itself from Government schemes including the wage supplement scheme, quarantine leave assistance and the deferral of tax payments. The beverage sector also secured a bank loan for working capital purposes guaranteed by the Malta Development Bank.

#### **5.2.1.3 Food and Fashion Retail Sector**

The Mizzi Organisation has been involved in the retail sector for several years and has a diversified involvement in its retail operations. Its principal activities in this sector are:

- The operations of the “Arkadia” chain of food stores, located in Malta and Gozo.
- The operations of *Is-Suq tal-Belt*, a food market in Valletta, Malta.
- The operation of fashion outlets as the franchisee of internationally renowned fashion brands.
- The operation of the Arkadia Commercial Centre in Gozo.

During FY2020, the revenue generated by this segment of Mizzi Organisation amounted to €21.7 million (FY2019: €31.5 million), that is 15.5% of the Mizzi Organisation revenue in FY2020 (18% in FY2019).

#### **Arkadia food stores and the Arkadia Commercial Centre**

As at the date of this Registration Document, the Mizzi Organisation currently operates four food stores which form part of the “Arkadia” chain, all of which are operated by AML. These consist of (i) a food store located within the Arkadia Commercial Centre; (ii) a food store located within *Is-Suq tal-Belt*, Valletta; (iii) a third food store located within the Portomaso Complex, St. Julian’s; and (iv) a fourth store named “Arkadia FoodExpress” located in Swatar, Malta. Recently, the Mizzi Organisation formed a subsidiary, AFL, with the intention of spinning off the entire food store operation to this company, the business activities of which will solely relate to the food retail business.

AML owns the Arkadia Commercial Centre and leases the spaces forming part of the said Centre to third parties for the sale of retail products, clothing, household goods and related items. Accordingly, AML receives rental payments

in the course of its business from its concessionaires and, or lessors. Once the food store business is transferred to AFL, the latter will lease the food store located at Arkadia Commercial Centre and the food store located in *Is-Suq tal-Belt* from AML for AFL to operate the said food stores.

The strategy of the Mizzi Organisation in this sector is to continue to seek potential sites for the expansion of the foodstore business and to create a franchise model for existing third-party owned food stores to form part of the Arkadia chain.

### Arkadia Food Stores

The Arkadia food stores are located in various locations in Malta and provide varied and high quality products. The Arkadia Foodstore mission statement for grocery shopping is quality, choice, and value. A description of each of the food stores is set out below:

**i. Arkadia Food Store in Portomaso, St. Julian's:** This food store commenced operations in 2003 and forms part of the "Portomaso" complex, located within walking distance from the Hilton Malta hotel. The food store consists of *circa* 1,300 square metres on one floor and offers up to two hours of free parking to patrons of the food store. In view of the fact that St. Julian's and its surrounding areas are popular with visitors within the summer months, the target customers are tourists staying within these areas as well as locals living in these localities.

**ii. Arkadia Food Store in Victoria, Gozo:** This food store forms part of the "Arkadia Commercial Centre", a prominent shopping mall in Gozo which opened to the public in 1998. The Arkadia food store is found at the basement level of the Arkadia Commercial Centre and consists of *circa* 600 square metres of space for grocery shoppers. There are currently no dedicated parking facilities in view of the civil works at the adjacent school that commenced in 2019. The Group is working on different options to provide parking facilities to its patrons of the Arkadia Commercial Centre, which is considered crucial for footfall and the success of this operations in view of the busy and central street in which this food store is located. The target clientele of this food store includes both Gozitan locals and Maltese visitors as well as shoppers at the Arkadia Commercial Centre who treat the Arkadia Commercial Centre as their one-stop shop for retail products and food items.

**iii. Arkadia Food Store in Swatar (Arkadia FoodExpress):** The Arkadia supermarket in Swatar opened its doors in 2015 as the convenience version of the Arkadia food stores. The food store consists of approximately 330 square metres on one floor and was designed with objective of facilitating customer movement for a more natural and quick flow of customers. Its central location close to the Birkirkara by-pass secures a healthy footfall of local clientele seeking to grocery shop in an efficient manner, with the possibility of choosing food products from a multitude of brands. Earlier this year, this foodstore was transferred from AML to AFL.

**iv. Arkadia Food Store in Valletta (*Is-Suq tal-Belt*, food market):** The Arkadia supermarket in Valletta opened its doors in 2018. This supermarket, which is centrally located in the capital city of Malta on Merchants Street, is situated in the basement level of *Is-Suq tal-Belt* and consists of approximately 425 square metres of supermarket space. The food market's target clients are principally tourists and Valletta residents.

The layout of all the food stores was designed to enable a more natural flow of people, with plenty of room in an airy, relaxed environment. For this reason, the design focus was on wide aisles with clearly defined signs and appropriate lighting to help customers easily locate grocery products. The Mizzi Organisation is also cognisant of increased preference for online shopping during the COVID-19 pandemic. For this reason, the operation launched its first online ordering portal in Q1 2021. AML invested in a robust website and promoted online shopping with fast delivery of food products to all locations in Malta and Gozo. The Mizzi Organisation intends to retain this online portal for the long-term and will continue to invest to improve its customers' online experience.

The Mizzi Organisation operates all food sections of its food stores other than certain specialist activities within the supermarkets which are sub-contracted to third-party operators. These include, amongst others, the butcher shops, delicatessen counters, fruit and vegetable counters, ready-made meal counters and fish sections. Management of the food division believes that such areas within a supermarket require the attention of specialist and experienced operators with known reputation in their markets.

The overall commercial strategy is for the supermarkets to carry a wide range of brands aimed at catering for different tastes and means of customers. The Arkadia food stores are renowned for stocking high-quality and unique produce supplied by third party producers and brand owners. To this end, although Mizzi Organisation competes with budget



supermarket retailers, the target clients of the Arkadia food stores are not the same as its competitors which sell low-cost or discounted food items.

### **The Arkadia Commercial Centre and Retail Outlets**

The Arkadia Commercial Centre is one of the leading shopping complexes in Gozo. It is situated in a prime location, offering a variety of retail products which extend beyond the food store operations. It opened its doors in 1998 and comprises a four-floor shopping mall that includes a department store housing leading fashion and homeware brands, as well as an Arkadia food store in the basement. The Arkadia Commercial Centre operations entail the lease of spaces to third party retailers as well as the operation of the Mizzi Organisation's brands which it is authorised to distribute as franchisee (Waitrose®, Piazza Italia®, Orsay®, Parfois® and Venchi®). The Arkadia Commercial Centre has an open plan layout consisting of circa 3,900 square metres of shopping space over three of the four floors. The open plan layout of the Arkadia Commercial Centre is intended to enable customers to swiftly move between spaces displaying different retail fashion brands. AML intends to carry out an extensive refurbishment of the Arkadia Commercial Centre in Q1 2022. Sub-contractors are being engaged for such purpose. The expected cost of the refurbishment is in the region of €3.4 million, part of which will be funded through the proceeds of the Bond Issue and part from its own funds. Further information on the refurbishment is set out in section 6.2 of this Registration Document.

The Mizzi Organisation is continually seeking to secure other premises in prime shopping areas to pursue the expansion and consolidation of its retail operations, achieving further economies of scale and enhancing its return from this segment. It is the authorised franchisee of the fashion brands Piazza Italia®, Orsay® and Parfois®. In such capacity it is authorised to sell the said branded fashion clothing and accessories from stores located in prime locations in Valletta, Paola, Sliema and Gozo.

### **Is-Suq tal-Belt, Valletta Food Market**

Over the course of 2016, AML was granted an emphyteutical concession to operate *Is-Suq tal-Belt* located in the capital city of Malta, in Merchants Street, Valletta. *Is-Suq tal-Belt* was historically a food market for the sale of fruit, vegetables, and other food items. This indoor market was built in the 1860s under British rule. Although a few businesses still operated within the market prior to the concession granted to AML, it was for the most part neglected over the years. By virtue of the emphyteutic deed entered into, AML undertook to regenerate the old market with the objective of turning it into a central hub of activity. To this end, AML invested an amount of €18 million to regenerate *Is-Suq tal-Belt* into a food market consisting of an Arkadia food store (at level -1), an international food court (at level 0), a mixed use floor (at level 1) and a bar/restaurant (at level 2). Work commenced over the course of 2016 and was completed in December 2017. *Is-Suq tal-Belt* opened its doors to the public in January 2018.

AML generates its revenues from the food court by virtue of the lease of the spaces to third party restaurant operators. The majority of the lease agreements are based on both a fixed rent as well as a lease payment based on the revenue generated by the relevant stall operator. In 2019, *Is-Suq tal-Belt* saw footfall exceeding 1.4 million people, which decreased to 0.6 million in 2020 due to the COVID-19 pandemic. The food market on level -1 is operated by AML, the terrace bar is leased to a third-party restaurant operator and the upper levels also serve as a venue for cultural initiatives such as exhibitions and live bands.

### **Market positioning**

The Mizzi Organisation's food and fashion retail arm currently has a good presence in the food retail segment and shares a part of the fashion retail market. In the financial year ended 31 December 2020, the fashion and food retail segment of the Mizzi Organisation contributed €21.7 million, that is 15% of the total turnover of the Mizzi Organisation. Despite not being one of the leaders in the food and fashion retail sector, the Mizzi Organisation believes that the Arkadia brands provide an adequate and alternative shopping experience.

### **Effect of COVID-19 on the food and fashion retail sector**

Turnover and financial results attributable to the food store, retail and food & beverage sectors within the Mizzi Organisation were particularly impacted by COVID-19 pandemic in view of the forced closure of retail and catering business outlets.

Whilst the local food retail market was not negatively impacted by the COVID-19 pandemic, the majority of the food stores forming part of the Arkadia chain experienced a decrease in customers and revenue. This, particularly, with



regard to the food stores at *Is-Suq tal-Belt* and Portomaso since both St. Julian's and Valletta are prominent tourist locations. Accordingly, a reduction in tourist arrivals in Malta resulting from the COVID-19 pandemic, resulted in a decrease in customers at both stores. Furthermore, the food store at the Arkadia Commercial Centre also experienced a reduction in customers since, during certain periods of the pandemic, travel to Gozo decreased and at times was completely disallowed by the Government of Malta.

In respect of *Is-Suq tal-Belt* operation, the company implemented interim agreements with its tenants whereby certain waivers and discounts were given with respect to chargeable rent, common area management charges and marketing charges. Where this was not possible due to financial difficulties of certain few tenants, management commenced talks to have such tenants replaced. In addition to the foregoing, the decline in footfall in Valletta since March 2020 amplified the negative effect on the operations of *Is-Suq tal-Belt* even further. The decline in footfall was a result of a decrease in tourism, social distancing measures and office-workers shifting to work-from-home arrangements. Although it is expected for revenue generation to increase in the immediate future, there can be no certainty as to the performance of *Is-Suq tal-Belt* operation should the effects of the COVID-19 pandemic continue to subsist.

The fashion retail sector also experienced a downturn in revenues in view of the forced closure of retail outlets during certain periods throughout the COVID-19 pandemic. It is expected that the fashion portfolio will continue to be impacted by the loss of footfall and currently undefined limitations on stock availability from franchisors. Management intends to continuously communicate with franchisors and monitor the situation.

#### **5.2.1.4 Hospitality**

The principal component of the hospitality arm of the Mizzi Organisation is the operation of the Waterfront Hotel in Sliema. The Mizzi Organisation is also active in smaller segments of the tourism and leisure industry as detailed and described below.

##### **The Waterfront Hotel**

WHL, a subsidiary of CHL, is the owner and operator of the Waterfront Hotel.

The Mizzi Organisation's main operation in the hospitality sector is the operation of The Waterfront Hotel, a 165-room hotel located in a prominent location along Sliema's sea-front promenade and a ferry-ride distance away from Valletta. Complementing its 165 rooms, the Waterfront Hotel also boasts of lido facilities, an indoor pool, a fitness centre, a restaurant and a lobby bar. Between November 2016 and June 2017, the hotel was closed for major renovation and extension works costing in the region of €8.5 million. As a result of the renovation works, the hotel commanded a higher average room rate as well as increased room capacity of 165 newly refurbished rooms. Following this investment, the hotel had continued to achieve positive results until the COVID-19 pandemic completely paralysed its operations for several months from March 2020 due to closures imposed by the Government of Malta and restrictions on global travel. The hotel has since been reopened and is expected to revert to the performance levels it experienced in 2019 by the year 2024. This is however dependent on the success of Malta's tourism industry throughout the pandemic and beyond.

Prior to the steep decline in guests from March 2020, the quality of the hotel's finishes, its location, the level of service provided and the reputation established by the hotel contributed significantly to it securing a constant high level of occupancy, registering a yearly average occupancy rate of just over 80%.

In 2016, WHL entered into a joint venture agreement with two other partners to build and operate a lido called the "Aqualuna Lido", located on the seafront promenade in the Strand, Sliema opposite the Waterfront Hotel. Further information on this development is set out in section 6.1. The lido opened its doors on 1 August 2021.

##### **Market positioning**

The Mizzi Organisation's hospitality and tourism arm is an important pillar for the Mizzi Organisation, which was adversely affected by the COVID-19 pandemic. In the financial year ended 31 December 2020, the hospitality arm of the Mizzi Organisation contributed to 1.5% (FY2019: 3.9%) of the revenue of the Mizzi Organisation. This particular sector experienced a significant downturn in sales pursuant to the implications of the COVID-19 pandemic, however, a rebound is expected over the course of 2023/2024, in line with the expected recovery of the tourism industry.

In order to mitigate certain effects of the COVID-19 pandemic, management cut down any excess costs and in order to retain as many employees as possible, certain measures were implemented whereby several staff members were redeployed to different areas of the hotel. Furthermore, local banks granted moratoriums on the facilities in place which together with existing capital of WHL, allowed the company to navigate through the more dire periods of the pandemic.

## Effect of COVID-19 on the hospitality sector

The tourism industry was the most severely hit during the entire COVID-19 pandemic. The country saw an instant drop in tourism numbers in view of the various travel restrictions imposed by governments and, or health authorities across the globe, which had a direct impact on the demand for hotel accommodation across all hotels in Malta and Gozo. In this respect, the tourism industry registered a 70% decrease in tourist nights in 2020, when compared to 2019, approximately 18% higher than the reported EU average in 2020 (*Source of information: Eurostat, 2020*).

The Waterfront Hotel did not close its doors during the pandemic. Aside from it continuing to operate as a hotel, it offered accommodation to persons that required accommodation separate from family members during the pandemic. This was done at negligible rates which acted as cost recovery rates. WHL also benefited from schemes issued by the Government of Malta intended to assist the tourism industry during the pandemic.

With the COVID-19 vaccination roll-out, both locally and abroad, and with the easing of restrictions on travelling by European countries, the management of The Waterfront Hotel believes that a gradual increase in business may be expected as from the end of 2021, when compared to the corresponding period in the last year. Management continuously monitors costs and takes all the necessary measures to mitigate the risks associated with the COVID-19 pandemic and the adverse impacts it has had on the tourism industry.

### 5.2.1.5 Mechanical and Engineering Contracting

The Mizzi Organisation's presence in the contracting sector over the last fifty years is attributable to Titan. Recently the company also started operations through a second company, Legacy. This segment comprises: -

- mechanical and electrical engineering contracts, including installation of industrial and domestic air-conditioning systems and lifts; and
- importation, wholesaling, retailing and installation of electrical components, solar water heating, under-floor heating, air extractors and power tools.

Titan is the representative in Malta of brands such as Haier®, Otis®, Hitachi®, Hikoki®, Cooper and Hunter®, Carrier®, Stulz® and Doppler® amongst others.

The overall commercial strategy of the Mizzi Organisation in this sector is to continue to seek additional brands for distribution in Malta, and eventually consolidate premises.

## Market positioning

The Mizzi Organisation's mechanical and engineering contracting holds a strong presence in the mechanical engineering industry in Malta. In the financial year ended 31 December 2020, this arm of the Mizzi Organisation contributed to 12.7% (FY2019: 9.8%) of the revenue, that is €17.9 million (FY2019: €17.1 million) in absolute terms.

## Effect of COVID-19 on the mechanical and engineering contracting sector

During COVID-19, Titan had access to schemes pertaining to the deferral in the payment of employee taxes, national insurance contributions, provisional tax and VAT. Titan continued to operate on commissioned projects and its outlet in San Gwann remained open. Its main office in Msida at the "Lyric" also remained operational during the pandemic. Titan experienced a slow-down in the latter months of 2020 and first six months of 2021, as a direct consequence of the general slowdown in new local capital projects involving mechanical engineering.

This sector also experienced a decrease in sales and services for domestic systems such as air conditioning systems due to a reluctance of individuals to allow third parties into their private residences during certain periods of the COVID-19 pandemic.

### 5.2.1.6 Real Estate Sector

The Mizzi Organisation has always been very active in the real estate sector. Over the years, the Mizzi Organisation has accumulated a significant portfolio of assets located in prime areas. The Mizzi Organisation's strategy was always that of owning prime sites from which it conducts its business activities. The immovable properties owned by the Mizzi Organisation are valued at approximately €165 million and either used in the Mizzi Organisation's operations, rented to third parties or retained by the Mizzi Organisation for resale purposes.

The following are the principal immovable properties used by the Mizzi Organisation for its own operations and for investment purposes:

**i. Land and buildings used by the Mizzi Organisation for its own operations:**

The companies forming part of the Mizzi Organisation operate from premises owned by the Mizzi Organisation. The net book value of these properties amounts to approximately €102 million and these comprise:

- Muscats Motors showroom, Rue D'Argens Street, Gzira
- Continental Cars showroom, Testaferrata/Princess Margaret Street Ta' Xbiex
- Industrial Motors showroom, Antonio Bosio Street, Msida
- Nissan showroom, National Road, Blata l-Bajda
- GSD Factory, Marsa
- The Arkadia Commercial Centre
- The Waterfront Hotel, Gzira
- Petrol station, Blata l-Bajda
- Garage formerly known as "John's Garage", Qormi
- Tital offices and stores, Antonio Bosio Street, Msida.

In recent years, the Mizzi Organisation refurbished all of its showrooms. The Nissan® showroom situated in Blata l-Bajda was refurbished in 2015. The Volkswagen®, Audi®, and Porsche® showrooms were refurbished between the 2018 and 2020. The last ongoing refurbishment project within the automotive sector consists of the refurbishments of the SEAT® showroom, which is expected to be completed by Q4 2021.

**ii. Investment properties**

The Mizzi Organisation also holds a significant portfolio of investment properties having a carrying amount, stated at fair value, of €63 million as at 31 December 2020. This portfolio includes large prime sites in Qormi (premises vacated by GSD), Blata l-Bajda, Mellieha, St. Julian's, Bugibba, Sliema and Gzira. These properties, which are surplus to the Mizzi Organisation's operational requirements, are leased to third parties or are earmarked for potential resale or for future redevelopment once the necessary plans and permits are finalised and funding is in place. The properties earmarked for resale currently constitute a dormant store of value. As at the date of this Registration Document, the Mizzi Organisation is in the process of selling one of its investment properties. Mizzi Estates Limited entered into a promise of sale agreement dated 22 February 2018 pursuant to which it undertook to sell and transfer a site measuring 5,385 square metres in Mdina Road, Qormi for commercial purposes. The sale is expected to be completed between Q4 2021 and Q1 2022.

A number of the properties are rented to third parties including, Mizzi House in Blata l-Bajda and a section of Muscats Motors Building in Gzira (both commercial properties) as well as residential properties in Bugibba, Swieqi, Naxxar, Sliema and Ta' Xbiex. The site in Blata l-Bajda, situated in a prominent and strategic location, is earmarked for the Hofra Project as described in section 6.2 of this Registration Document. As part of its strategy in the real estate sector, the Mizzi Organisation continuously monitors the demand for commercial and residential properties in the locations in which it holds its immovable properties and earmarks sites and properties for development (as opposed to resale) as it sees fit in the context of the economic circumstances.

The Mizzi Organisation is currently in the process of completing an office block in St. Julian's, further details of which are set out in section 6.1 of this Registration Document.

**5.2.1.7 Other Business Interests**

The Mizzi Organisation holds investment interests in companies with third parties. These include:

**i. The Players Group Limited (C 28553) (operates within the gaming sector)**

MOL, through The Players Group Limited, holds a 25% equity interest in Maltco Lotteries Limited (C 32326). Maltco Lotteries Limited (C 32326) was set up in 2004 and has the exclusive licence to operate all National Lottery games in Malta. This company is currently operating most of the games which previously fell under the responsibility of the Departments of Public Lotto and include the Super 5 lottery, U\*Bet, the Lotto, horseracing betting and instant lotteries (Scratchers). It offers its services through an extensive network of lotto booths situated throughout the Maltese Islands. The exclusive licence is valid until 2023.

**ii. St. Julians Maritime Finance Limited (C 87317) (operates within the marine sector)**

MOL holds a 25% interest in St. Julians Maritime Finance Limited. Malta has become the flag of choice for owners of large yachts in Europe and the Mediterranean. Although service providers of the marine industry provide the full

range of services including registration, insurance, crewing, maintenance, and repair as well as financing services. MOL, through St. Julians Maritime Finance Limited, offers a one-stop-shop for yacht services. It provides both “asset backed finance” and registration and corporate structure services. This allows owners to acquire and use their yachts in a more efficient and economical manner. St. Julians Maritime Finance Limited provides finance leasing arrangements to clients.

**iii. Manoel Island Yacht Yard Limited (C 48138) (operates within the marine sector)**

MOL also holds an 18% interest in the Manoel Island Yacht Yard Limited. Manoel Island Yacht Yard (“MIYY”) is one of the oldest established yacht repair yards in the Mediterranean. The steady flow of demanding clientele has made the yacht yard evolve and meet its clients’ specialised demands. Throughout the years, MIYY enjoyed a good reputation for its commitment, reliability and workmanship.

**iv. Aquibix Limited (C 44882) and its sister FINOPZ Ltd (operate within the IT sectors)**

The Mizzi Organisation holds a 50% equity interest in Aquibix Limited (C 44882) and its sister FINOPZ Ltd, a company registered in the United Kingdom (with company registration number 11473895). These companies provide IT consultancy including bespoke software solution development, web application development and system integration. An integral part of these operations is the KYCP (Know Your Customer Portal) system which has become the key driver behind these two companies. The system which is being onboarded by major international banks and financial institutions addresses compliance challenges through automation. All the aspects, workflows, processes and alerts that are usually handled on a manual basis are fully automated.

**v. Institute of English Language Studies Limited (C 7235) (operates within the hospitality and educational sectors)**

Through Mizzi Lease’s shareholding in the Institute of English Language Studies Limited (50% shareholding), the Mizzi Organisation’s hospitality activities also extend to English language teaching, which is a lucrative component of the local hospitality and tourism sector. IELTS owns and operates an English language school in Matthew Pulis Street, Tigne (in Sliema) and the Days Inn Hotel in Cathedral Street, Sliema, which target foreigners interested in learning English. The language school offers packages to its students which vary in price depending on the nature of the services requested as well as the length of the courses opted for.

**vi. Mellieha Bay Hotel Limited (C 522)**

The Mizzi Organisation also has a 51% share of the Mellieha Bay Hotel. As at the date of this Registration Document, Mellieha Bay Hotel has applied to relevant planning authorities for the re-development of the hotel. The decision of the said permits is expected to be taken between Q1 2022 and Q2 2022. The Mizzi Organisation is still quantifying the extent of the investment to be undertaken, with more concrete estimates expected in Q4 2021.

## **6. Ongoing and Future Projects**

### **6.1 Ongoing Projects**

The Mizzi Organisation is currently in the process of completing the following projects related to the hospitality and the real estate sectors:

**i. Development of a lido on the Sliema promenade**

WHL, together with ST Hotels Ltd (C 78678), Marketing and Consultancy Limited (C 8171) and Kennedy Nova Ltd (C 57729) formed the company Sliema Creek Lido Limited (C 87108) for the purposes of constructing a lido. The company was granted a 65-year emphyteutical concession by the Government of Malta on the site over which the lido was developed. The lido, representing approximately 47% of the total project area, is spread across 1,047 square metres. It caters for approximately 200 sunbeds at any one time. Once in operation, the two restaurants will have a total of 150 indoor covers and will benefit from an external area on the sun deck that can be used as a seating area. The promenade area adjacent to the project has been re-paved and embellished following construction. The entire project has a footprint of 2,476 square metres. The lido is intended to be used all year round, since the pool will be heated in winter and the restaurants forming part of the lido (the operation of which will be leased to third parties) will also be open all year round. Management of WHL considered the development of the lido as an important investment which will give the hotel guests of the Waterfront Hotel added value and access to outdoor pool facilities.

WHL’s investment in this project was approximately €1.6 million and was financed through bank financing.

Works were commenced in 2020 and finalised in Q3 of 2021. The lido was opened to the public on 1 August 2021.

## ii. Pangea Office Block, St. Julian's

The Mizzi Organisation is in the final stages of developing a seven-storey office block in St. George's Road, St. Julian's ("Pangea") which includes commercial space at ground floor. The office block has been designed with contemporary interiors and advanced technological features. The project is intended to be completed by Q4 2021 and will be leased to third parties. The total investment of the afore-mentioned project is expected to be in the region of €5.5 million.

## 6.2 New Projects

Mizzi Organisation is always seeking to expand its footprint in existing sectors to maintain its competitive position. As at the date of this Registration Document, Mizzi Organisation is committed to completing the following projects:

### i. The Hofra Project

IML owns a vacant excavated site consisting of 3,281 square metres adjacent to its showroom in Blata l-Bajda. The Mizzi Organisation shall be developing this land into a petrol station (phase 1), underground facilities to be occupied by the automotive division of the Mizzi Organisation and a showroom on level 0 to be used by companies forming part of the automotive division (phases 2 and 3). The ground floor of the site will be developed into a drive-through restaurant to be leased to a third-party operator. Phase 1 of the project is expected to be completed in Q4 of 2022 whereas phases 2 and 3 are expected to be completed by Q4 2024.

The development costs of phase 1 of the project are expected to be in the region of €2.9 million. Part of phase 1 was financed through an intragroup loan facility between MOL and IML in the amount of €2.7 million while €0.2 million were deposits already paid directly by IML.

The development costs of phases 2 and 3 of the project are expected to be in the region of €8.6 million. In order to finance phase 2 and 3 of the project, the Mizzi Organisation intends to raise €4.3 million in value from the sale of immovable property. The properties earmarked for sale are dormant properties which are currently used as storage. The remaining balance required to complete the phases 2 and 3 of the project (approximately €4.3 million) will be financed from part of the proceeds received from this Bond Issue. The amount of €0.7 million will be utilised to partially repay the intra-group loan facility between MOL and IML to be used by IML for Phase 1 of the Hofra Project.

### ii. The Arkadia Refurbishment

Mizzi Organisation will be investing approximately €5 million in the refurbishment of the Arkadia Commercial Centre and its two main flagship food stores (one at the Arkadia Commercial Centre and the other at Portomaso, St. Julian's). The refurbishment in Gozo will entail the gutting of the entire premises for the purposes of completing the entire re-modelling and modernising of the premises. By virtue of the refurbishment, the premises will be afforded a contemporary design and a minor extension of the retail footprint. No construction works shall be carried out pursuant to this refurbishment. Rather, the project shall entail, *inter alia*, the replacement of the current mechanical and electrical equipment and the conversion of the underground floors into parking facilities for the benefit of clients visiting the shopping complex.

## 7. Funding Structure and Solvency

There are no recent events particular to the Issuer or the Guarantors which are to a material extent relevant to an evaluation of their respective solvency. The Directors are not aware of any material change in the Issuer's or Guarantors' borrowing and funding structure since the end of the latest financial year ending 31 December 2020.

The Directors expect the Issuer's and the Guarantors' working capital and funding requirements to be met by a combination of the following sources of finance: (i) retained earnings and cash flow generated by the Mizzi Organisation's operations; (ii) external bank credit and loan facilities; and (iii) the proceeds from the Bonds. In addition to the foregoing, the Mizzi Organisation intends on embarking on a de-leverage strategy predominantly through the sale of non-core immovable properties it owns and through this Bond Issue will undergo a refinancing exercise of the bank loans and debt of the Mizzi Organisation.

The Mizzi Organisation holds a portfolio of immovable properties, including investment property and property plant and equipment (buildings), which, in total, has a net book value of approximately €165 million. Some of the key properties owned or held under title of emphyteusis by the Mizzi Organisation are set out below:

Property	Location	Owner	Use
Muscat Motors showroom, garage and offices	Gzira, Malta	Mizzi Estates	Showrooms used for the operations of MML and offices leased to third parties and to companies forming part of the Mizzi Organisation
Arkadia Commercial Centre	Victoria, Gozo	AML	Used for the operations of AML
The Waterfront Hotel	Sliema, Malta	WHL	Used for the operations of WHL
Former GSD factory	Qormi, Malta	Mizzi Estates	Vacant and subject to a promise of sale agreement
Continental Cars showroom, garage, and offices	Ta' Xbiex, Malta	Mizzi Estates	Showrooms and offices used for the operations of CCL
Aquarine apartment blocks	Bugibba, Malta	Mizzi Estates	Showrooms and offices used for the operations of CCL
Site having 3,280 square metres of usable footprint	Blata l-Bajda, Malta	IML	Vacant and will be developed through Bond proceeds and sale of properties
Mizzi House	Blata l-Bajda, Malta	Mizzi Estates Limited	Lease to third parties
Nissan garages and showroom	Blata l-Bajda, Malta	Mizzi Estates Limited	Showrooms and offices used for the operations of NMS
Petrol station	Blata l-Bajda, Malta	MOL	Used for the operations of IML
Pangea office block	St. Julian's, Malta	Mizzi Estates	Under development and construction. The said property is to be leased to third parties
Site in Triq it-Torri l-Ahmar, is-Sdieri, Marfa, Mellieha having a usable footprint of 8,600 square metres.	Mellieha, Malta	Hubbalit Developments Limited	Vacant
Corner site between Testaferrata Street and Princess Margaret Street, Gzira	Ta' Xbiex, Malta	Mizzi Estates Limited	Partially used for CCL operations and partially leased to third parties
John's Garage	Qormi, Malta	UAFL	Vacant
"The Lyric" (offices and stores)	Msida, Malta	Mizzi Estates Limited	Leased to companies forming part of the Mizzi Organisation as stores and offices
Industrial Motors showroom and garage	Ta' Xbiex, Malta	Mizzi Estates Limited	Showrooms and offices used for the operations of IML
Other properties of a residential or commercial nature of an individual value of less than €2 million	Various	Companies forming part of the Mizzi Organisation	Various

## 8. Trend Information

As detailed in section 5.1 of this Registration Document, the Issuer's purpose is limited to raising capital for the financing of the operations of other companies within the Mizzi Organisation, including the Guarantors. Accordingly, at the time of publication of this Registration Document, the Issuer considers that its future performance is intimately related to the performance of other companies within the Mizzi Organisation, specifically those companies (and by extension their Subsidiaries) which have borrowed funds from the Issuer.

Since the Issuer is dependent on the business prospects of other companies forming part of the Mizzi Organisation and thus the Mizzi Organisation as a whole, the trend information relating to the Mizzi Organisation has a material effect on the financial position and performance of the Issuer.

The Mizzi Organisation benefits from a wide diversification in its business operations. The following are the key trends in the global and local market affecting the industries in which the Mizzi Organisation operates.

### Beverage Sector<sup>1</sup>

The European beverage segment experienced an overall decrease in revenue in 2020, mainly arising from the COVID-19 pandemic's impact on the hospitality industry and subsequently revenue from immediate consumption.

<sup>1</sup> Sources: Statista, 2020; IBISWorld Industry Report Global Soft Drink & Bottled Water Manufacturing August 2019; GLOBAL FUNCTIONAL BEVERAGE MARKET (2020-2025), Mordor Intelligence 2020; EUROPE PLANT-BASED FOOD AND BEVERAGES MARKET (2020-2025), Mordor Intelligence 2020; Coronavirus (COVID-19) Case Study: Impact on Food and Beverage Innovation, GlobalData May 2020



One of the key trends in the beverage sector is emerging prior to the onset of the pandemic was the shift to healthier beverages resulting in a change in consumer preferences, the rise of the functional beverage industry and environmental consciousness:

a. *Changes in consumer preferences:* Increased awareness regarding the harms caused by sugary, excessive calorie intake and alcoholic beverages has shifted consumer demands over recent years and is expected to subsist in future years. Other trends include a rise in the functional beverage industry and a heightened emphasis on environmental consciousness and sustainability measures.

b. *Rise of the functional beverage industry:* Functional beverages refer to non-alcoholic drinks containing non-traditional ingredients targeted at the health-conscious market. The forecasted CAGR of the industry is of approximately 6.96% per annum (FY2020-2025) with sports drinks being the leaders of the market segment, valued at USD 39.28 billion in 2019.

c. *Environmental consciousness:* Corporate responsibility is having an increasingly critical role in determining an organisation's performance and value. A company's use of recyclable packaging materials and its sustainable waste management practices will continue to increase in importance, as consumers become more conscious of brand ownership and values.

In addition to the above, the pandemic brought about further changes in trends in the beverage industry, including: (i) new flavour experimentation caused by self-isolation and growth of ready-to-drink cocktails; and (ii) comfort and indulgence trend fuelled by the pandemic as home consumption of alcoholic beverage increased.

## Hospitality Sector<sup>2</sup>

COVID-19 significantly impacted the tourism industry, both locally and internationally through lockdowns and travel restrictions, leading to a drop in consumer demand. Tourist nights in collective accommodation in Malta decreased from 9.9 million in 2019 to 2.9 million in 2020, a drop of 70.3%. In comparison, the European Union experienced a drop of 52.1% in tourist nights. The decline in tourist nights in Malta in 2020 resulted from the decrease in non-resident tourists with a 74.6% decrease in non-residents tourist nights. On the other hand, Malta unlike the EU average, experienced an increase of 15.2% in resident tourist nights driven by lower hotel prices and the government vouchers initiative.

According to statements released by the Malta Tourism Authority, pre-COVID-19 tourist bed nights are expected to be reached by 2025, whilst the majority of hoteliers believe this could be reached by 2023. The recovery of this industry is dependent on several factors including the re-establishment of Malta's flight connectivity routes and enhanced competition with other countries offering a similar holiday experience. Moreover, the recovery of the industry is also dependent on the effectiveness of government economic policy and the public health response as the situation develops.

## Food Retail Sector<sup>3</sup>

Key considerations which are expected to affect the operations and dynamics of the food retail industry include:

i. *Economic and political uncertainty:* Economic and political uncertainty has impacted the local market especially due to the uncertainty in the Mediterranean and North African region. To Malta's benefit, this is believed to have contributed to the increase in tourist arrivals in recent years, resulting in an increase in food consumption during such period;

ii. *Advancements in technology:* Competition has led companies to undertake significant investments in technology with a view to improving economies of scale in the production of goods and changes in trends in the delivery of goods, particularly during the pandemic;

iii. *Target consumers:* A key target market are consumers aged between 20 and 35. These consumers pursue more online services such as online sale of food.

iv. *Health awareness:* Consumers are becoming increasingly conscious about their health and there is a growing demand for low-calorie, natural, and organic products.

<sup>2</sup> Strategy for Malta's Tourism Sector for the period 2021-2030 issued by MTA (25/01/2021); Eurostat, 2020; National Statistics Office – Malta (News release, 24 February 2021); Skift Research (September 2020)

<sup>3</sup> Navigating the New Reality: Retail and consumer Strategy&, 2020

## **Fashion Retail Sector<sup>4</sup>**

During 2020, spend on clothing and footwear was suppressed due to the pandemic resulting in significant decrease in sales. The market outlook indicates an expectation of gradual recovery in the global retail apparel market characterised by higher online clothing and footwear sales as the market moves increasingly towards e-commerce fashion.

## **Automotive Sector<sup>5</sup>**

The automotive sector is experiencing a shift towards electric and hybrid electric vehicles. This is being driven by increased environmental consciousness and regulatory pressure on ending the manufacturing of the combustion engine.

Over the period 2018 to 2020, the battery electric vehicle and plug-in hybrid electric vehicle registrations in the EU have experienced CAGR<sup>6</sup> of 130% per annum and 155%, respectively. In comparison, electric and hybrid vehicles in Malta have increased by a CAGR of 44% per annum and 54% per annum respectively. As a result, the market share for electric vehicles has amassed to 10.5% as at 2020 in the EU. From the local perspective, electric vehicles account for only 1.72% of the total registered passenger cars in Malta. However, a steady increase in hybrid electric vehicles has been witnessed. The development of new car models and charging port models is expected to further incentivise the demand for electric and hybrid electric vehicles over internal combustion engine vehicles, in line with EU policy and objectives.

## **Mechanical and Engineering Contracting<sup>7</sup>**

Mizzi Organisation's mechanical and engineering contracting sector consists of specialised construction activities. The mechanical and engineering industry is highly correlated to the commercial office space industry and therefore the trends in the use of space have been used as a surrogate for the trends in the mechanical and engineering industry. Other trends include the construction of hotels, retail malls, entertainment establishments and new mixed-use developments.

Whilst those projects already in progress are likely to be completed, new projects may be put on hold or cancelled until the circumstances brought about by the COVID-19 pandemic stabilise.

## **Real Estate Sector<sup>8</sup>**

The supply of office space as evidenced by the quantity of office permits and their relative size, has increased over recent years. As large new office space projects enter the market, it is believed that Malta has now reached a point of over-supply of office space and downscaling or repurposing of planned office space still in the pipeline has already been observed in the local market. Moreover, the construction industry continues to experience escalating cost pressures and intensified competition in the local market.

The COVID-19 pandemic has resulted in the realisations of many inefficiencies in the commute to work and the cost savings experienced during mandatory quarantines and the shift towards working from home have highlighted an area of economic respite.

There has been no material adverse change in the prospects of the Issuer and the Guarantors since 31 December 2020 (being the date of their last published audited financial statements).

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4 Navigating the New Reality: Retail and consumer Strategy&, 2020

5 Eurostat, 2020; National Statistics Office- Malta, 27 April 2021; Times of Malta, Article dated 18 July 2021 entitled "EU proposal will effectively ban non-electric cars from 2035"

6 Compounded annual growth rate

7 As observed from the Planning Authority website

8 As observed from the Planning Authority website



## 9. Administrative, Management and Supervisory Bodies

### 9.1 The Board of Directors of the Issuer

The Board of Directors of the Issuer consists of six Directors who are entrusted with the overall direction, administration, and management of the Mizzi Organisation and which currently consists of three executive Directors and three non-executive Directors.

As at the date of this Registration Document, the Board of Directors is constituted of the names which appear under section 3.1 of this Registration Document.

### 9.2 Executive Directors

The executive Directors of the Issuer form part of the Issuer's executive team, entrusted with the day-to-day management of the Mizzi Organisation. The individuals occupying such office are also directors or officers of other companies forming part of the Mizzi Organisation. The executive Directors are supported in this role by several consultants and key management and benefit from the know-how gained by members and officers of the Mizzi Organisation.

The executive Directors of the Issuer are Mr Brian R. Mizzi, Mr Kenneth C. Mizzi and Mr Maurice F. Mizzi.

### 9.3 Non-Executive Directors

The non-executive Directors' main functions are to monitor the operations and performance of the executive Directors, as well as to review any proposals tabled by the executive Directors, bringing to the Board the added value of independent judgment.

The non-executive Directors are Kevin Rapinett, Joseph M. Galea and Carmel J. Farrugia.

### 9.4 The Board of Directors of the Guarantors

As at the date of this Registration Document, the board of directors of the Guarantors is constituted of the names which appear under section 3.2 of this Registration Document.

### 9.5 Curriculum Vitae of Directors of the Issuer and the Guarantors

#### **Mr Brian R. Mizzi (Executive Director of the Issuer; director of MOL, CHL, GSD and GSDM, Guarantors)**

Mr Brian Mizzi was born in 1946 and educated at St. Edward's College, Malta. He studied in London with the then firm of accountants, Turquand Youngs from 1965 to 1970. Brian Mizzi's career within the Mizzi Organisation spans over forty years of active service. In 1971, Brian Mizzi returned to Malta from London where he assumed directorships of several Mizzi Organisation companies including GSD, GSDM, IML, and NMS.

He subsequently set up Festa Ltd (now Mizzi Lease) as part of Mizzi Organisation's venture into the tourism sector. In the late 1990s, he was assigned the responsibility of developing the Arkadia Commercial Centre. Under his managing directorship the "Arkadia" brand grew into a major fashion and food store retailer, with presence in several prominent destinations in Malta. He has also been actively involved in the beverage sector since the business was acquired by the Mizzi Organisation.

He currently serves as an executive director for MOL, CHL, GSD and GSDM. Mr Brian Mizzi is also currently an executive director of The Waterfront Hotel Limited, a director of IELS, director for AquaLuna Lido Ltd (C 95143), Sliema Creek Lido Limited (C 87108), Plaza Centres p.l.c. (C 564) and the chairman of Mellieha Bay Hotel Limited (C 522).

#### **Mr Kenneth C. Mizzi (Executive Director of the Issuer; director of MOL, CHL, GSD and GSDM, Guarantors)**

Mr Kenneth Mizzi was born in 1948 and is a qualified Chartered Accountant. After working with Touche Ross (today known as Deloitte) in London, he returned to Malta and joined the Mizzi Organisation in 1971. Over the years he has served as a director on the Board of the Malta Development Corporation (1978-1980) and a number of other parastatal companies. He also served as director on the board of Mid-Med Bank Limited (now HSBC Bank Malta p.l.c.) and later on (1992-1995) of HSBC Bank Malta p.l.c.. He is also executive director of SAK Limited (C 3240), the franchisee and retailer of The Body Shop® products in Malta, as well as executive director of MML and a non-executive director of BNF Bank plc (C 41030).

**Mr Maurice F. Mizzi (Executive Director of the Issuer; director of MOL, CHL, GSD and GSDM, Guarantors)**

Mr Maurice F. Mizzi was born in 1936 and was educated at St. Aloysius College, Malta and read law at the University of Malta where he obtained a Diploma of Legal Procurator. He joined the Mizzi Organisation in 1957 and was appointed on the board of a number of Mizzi Organisation companies. He is currently managing director of CCL and Titan. In the past, Mr Mizzi has held a number of chairmanships for the Government of Malta including Mediterranean Film Studios (1984-1990) and the Malta Development Corporation (1997-1998). He also served as a director on the board of Plaza Centres P.L.C. (C 564), Allcom Limited (which has since been struck off), Technical & Management Services Limited (which has since been struck off, C 24793), Datatrak Holdings p.l.c. (which has since been struck off) Datatrak Systems Limited (which has since been struck off), Datastream Limited (which has since been struck off), and Go p.l.c. (C 22334). He is currently also director of Mizzi Associated Enterprises Limited (C 1372), Mellieha Bay Hotel Limited (C 522) and BNF Bank p.l.c. (C 41030).

**Mr Carmel J. Farrugia (Non-Executive Director of the Issuer)**

Mr Carmel J. Farrugia has been a non-executive Director of the Issuer since October 2010. He is currently the chairman of the audit committee of MOL. Mr Farrugia worked in the banking sector for 35 years and sat on various boards and committees within the HSBC Malta Group. Before his retirement, in December 2009, he held the post of head global banking & markets and was a senior executive director of HSBC Bank Malta p.l.c. (C 3177). Mr Farrugia serves as chairman and director of a number of other public companies registered in Malta, namely, VLTAVA Fund SICAV p.l.c. (SV 23), Plaza Centres p.l.c. (C 564), CC Funds SICAV p.l.c. (SV 186).

**Mr Joseph M. Galea (Non-Executive Director of the Issuer)**

Joseph M. Galea (FCCA FIA FMIT CPA) is a qualified accountant and currently works as a freelance management and financial consultant. Over the years Mr Galea held various managerial positions with top local companies. He spent the first twenty years of his career with the US multinational group Blue Bell/VF acting as chief accountant of the Maltese operation. He then moved to Coopers & Lybrand (now PwC) as a VAT specialist. After a brief spell with the FXB Group of Companies, in 1999 he joined the Corinthia Group as chief financial officer where for twenty years he was primarily responsible for the financial accounting and reporting, budgeting, forecasting, cash flow management, tax matters, and the Corinthia Group's relationships with auditors and banks. Mr Galea was also heavily involved in the Corinthia Group's public offerings (both equity and debt) and participated at meetings of the audit committees of the Corinthia Group's mother company, International Hotel Investments p.l.c. (C 26136), and Corinthia Finance p.l.c. (C 25104). He also formed part of several professional councils including, amongst others, those of the Malta Institute of Accountants and the Malta Institute of Taxation. Mr Galea is currently also a non-executive director on a number of boards of local and foreign-owned companies.

**Kevin Rapinett (Non-Executive Director of the Issuer)**

Mr Kevin Rapinett enjoyed a rewarding career of 33 years in the banking and finance industry. He occupied senior positions at HSBC Bank Malta ranging from head of global markets and investment banking, managing director and stockbroker of HSBC Stockbrokers (Malta) Ltd and head of wholesale credit risk and deputy chief risk officer. In 2012, Kevin was appointed as head of corporate banking during which time he was also seconded to HSBC Commercial Banking in London. In March 2020, Mr Rapinett was appointed group chief executive officer of the Halmann Vella Group. He currently sits on the Council of the Malta Chamber of Commerce, Enterprise and Industry and is a non-executive director of M&Z (Marketing) Limited (C 23061). He previously served as non-executive director of MedservRegis p.l.c. (C 28847).

**Ms Angele Calleja (Director of MOL and CHL, Guarantors)**

Ms Calleja was educated at The Convent of the Sacred Heart, Malta. She then furthered her studies at the Institute Miramonte - Montreux, Switzerland. On finishing her studies, she joined the family business in the automotive division. Subsequently, she spent six years in Italy managing the franchise shop 'The Body Shop®', in Como, Italy following which she took up the management position for running the head franchise outlet in Rome.

She has been actively involved in the Mizzi Organisation since the 1990s'. She is currently a member of the board of directors of MOL and is also a director of Titan, AML, Mizzi Estates (as an alternate director) and Maltco Lotteries Limited (C 32326).

### **Mr Christopher Mizzi (Director of MOL and CHL, Guarantors)**

Mr Chris Mizzi graduated with a BA from Luther College in the US in 1987. Following his graduation, Mr Chris Mizzi returned to Malta and began his career with the Mizzi Organisation in the tourism industry. Here, he was instrumental in capitalising on the Mizzi Organisation's assets, in a sector that had already reached maturity. Mr Mizzi has been particularly active in the real estate sector since the 1990's and is currently the executive director of Mizzi Estates.

In 2010, he represented the MOL's interest in the composition of a consortium that bid for the privatisation of the Malta Shipyards – a consortium that was later successful in acquiring the rights to operate the Manoel Island Yacht Yard. Mr Mizzi has an active role in the yard's operations and is instrumental in setting out its strategic direction and developments both locally and abroad. He is also a member of the MOL board of directors.

### **Mr Ian Mizzi (Director of MOL and CHL, Guarantors)**

Mr Ian Mizzi was born in 1960 and attended St. Edward's College and De La Salle College, Malta. He then furthered his studies at Luther College, Decorah, Iowa, USA where he majored in Business Administration and Computer Science. Subsequently, he obtained an MBA with distinction in e-business from the University of Grenoble in France. In the interim, he was responsible for the running of GSD until 1998, at which time he joined the MOL corporate office as an executive director. Mr Mizzi has held various posts within the Malta Trade Fair Corporation including the presidency between 2002 and 2004, as well as posts within the Malta Federation of Industry, prior to its merger with the Malta Chamber of Commerce. In 2007, Mr Mizzi assumed managing directorships of IML and NMS and is also a member of the MOL board of directors. In 2008, Mr Mizzi was appointed non-resident Maltese Ambassador to the Kingdom of Morocco.

### **Ms Veronica Mizzi (Director of MOL and CHL, Guarantors)**

Ms Veronica Mizzi was born in 1952 and attended the Convent of the Sacred Heart, Malta. She then attended finishing school at St. Dorothy's Convent in Fribourg, Switzerland where she studied French and secretarial studies. After she majored in French, she furthered her studies in the French, German and Italian languages in Switzerland and Germany. In 1983, Ms Mizzi set up a The Body Shop® franchise in Como, Italy. She is currently a director on the MOL board of directors and an alternate director on the board of directors of Mizzi Estates. She also sits on various 'ad hoc' committees in connection with the Mizzi Organisation. Ms Mizzi is also on the fund-raising committee of Din I-Art Helwa, Malta.

## **9.6 Management Structure**

The Issuer is a finance company incorporated under the laws of Malta. The business of the Issuer is managed by its Board of Directors and does not separately employ any senior management. The Directors believe that the present organisational structures are adequate for the current activities of the Issuer. 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.

The overall management of each Guarantor is entrusted to its board of directors who are the persons responsible for establishing the strategy of each Guarantor and their operating Subsidiaries, including the responsibility for the appointment of all executive officers and other key members of management. The board of directors of each Guarantor are supported by a number of executive staff, the most senior of which are detailed in sections 9.7 and 9.8 of this Registration Document.

## **9.7 Senior Management**

<b>Name</b>	<b>Position</b>
Nicky Camilleri	Chief Financial Officer of the Mizzi Organisation
Maria Micallef	Chief Executive Officer, Beverage Division and WHL
Maurizio Micallef	Chief Operating Officer, Automotive Division
David Shone	General Manager, AML
Matthew Caruana Smith	General Manager, <i>Is-Suq tal-Belt</i>
Steve Azzopardi	General Manager, Titan

Charmaine Camilleri	General Manager, WHL
Kevin Muscat	General Manager, Mizzi Estates
Daniel Aquilina	Financial Controller, the Issuer
Giancarlo Millo	Group Chief Internal Auditor

## 9.8 Curriculum Vitae of Senior Management

### Nicky Camilleri (Chief Financial Officer of the Mizzi Organisation)

Born in 1978, Mr. Nicky Camilleri has been a Fellow of the Association of Certified Chartered Accountants and the Malta Institute of Accountants since 2004 and obtained the CPA Warrant in 2006. Mr Nicky Camilleri has held a number of senior finance positions both locally and overseas. He commenced his career as Financial Controller for Dhalia Real Estate in 2003, following which he re-located to Libya to act as chief financial officer of Palm City Residences (Member of Corinthia Group). In 2010, Mr Camilleri was appointed chief financial officer of Premier Capital p.l.c. (C 36522), the franchisor for Mc Donald's in Malta, Baltics and Greece.

In 2014 Mr Camilleri was appointed chief financial officer of the Mizzi Organisation. During his career with the Mizzi Organisation, Mr Camilleri was involved in obtaining major funding for different projects, responsible for the Mizzi Organisation's financial reporting, budgeting, cash flow, tax and over the years conducted a number of business refinancing projects.

### Maria Micallef (Chief Executive Officer of GSD, GSDM and WHL)

Ms Maria Micallef is a chemist by profession and holds a BSc from the University of Malta and an MBA from the Maastricht School of Management. She joined GSD at the age of 20. Her career started in the quality assurance department, following which she progressed to production manager and subsequently to operations managers and then, by age 28, was promoted to general manager. Ms Micallef also had the opportunity to serve as a board member on the European Technical Committee of The Coca Cola Company for five years. Between 2009 and 2017, she was appointed chief operating officer for a number of Mizzi Organisation companies, covering hospitality, catering, food and fashion retail, manufacturing and distribution. In March 2018, she was appointed chief executive officer of GSD and WHL. Throughout her career with the Mizzi Organisation, Ms Micallef has spearheaded a number of capital projects, namely, the design and build of the current GSD factory in Marsa, the refurbishment of IELTS school premises and Days Inn Hotel in Sliema, the extension and refurbishment of the Waterfront Hotel, the restoration and re-conceptualisation of *Is-Suq tal-Belt* and most recently, the land reclamation project of the Aqualuna Lido. Since July 2008, she has also been the executive director at IELTS. Ms Micallef served as a director on a number of boards, including that of First United Insurance Brokers Limited (C 22502) as well as that of Air Malta p.l.c. (C 2685), of which she was appointed chairperson between 2014 and 2017.

### Maurizio Micallef (Chief Operating Officer, automotive division of the Mizzi Organisation)

Mr Maurizio Micallef is a certified public accountant and Fellow of the Malta Institute of Accountants. His qualifications include a Bachelor of Commerce and a Bachelor of Accountancy (Hons.) from the University of Malta. He also holds a Diploma in computing and information systems from the University of Oxford and a diploma in taxation from the Malta Institute of Taxation.

Mr Micallef has more than 15 years' experience in the automotive industry. Before joining the Mizzi Organisation, he worked for PricewaterhouseCoopers where he held various audit and consulting roles. In 2005 he joined the Mizzi Organisation in the role of financial controller of the automotive division. In 2008 he was promoted to head of finance, becoming responsible for all the finance functions, of the automotive companies including managing the financing and leasing companies. In 2011 he also became responsible for the centralised administration departments which included HR, training, quality and IT. In 2017 he was appointed chief operating officer of the automotive division, managing yearly revenues exceeding €60 million with a staff complement of more than 200 employees.

### David Shone (General Manager of AML)

Mr David Shone re-joined AML as general manager, responsible for all business sectors (food, fashion and the Arkadia Commercial Centre) in August 2018, after having previously occupied the position of retail operations manager from 2010 to mid-2014. He moved to Malta in 1992 after serving with the British Army in the corps of Royal Electrical and

Mechanical Engineers (REME) and developed his career locally, ultimately holding management positions at renowned engineering/manufacturing companies such as Methode Electronics Malta Ltd (C 664) (Head of Quality Support) and Merit Precision Tools Limited (C 10445) / Merit Malta Limited (C 58901, General Manager). In 2010 he switched his career to retail after the opportunity presented itself at “Arkadia”.

#### **Matthew Caruana Smith (General Manager of Is-Suq tal-Belt, Valletta Food Market)**

Mr Matthew Caruana Smith started his career in a four-star hotel in St Julian's, Hotel Juliani. He worked in different positions at the hotel which also led him to be part of the opening of another outlet within the same hotel. As a result of his ongoing experience, he joined the Institute of Tourism Studies and enrolled himself in a course with a focus on operations management. He joined the Hilton Malta and during his tenure, he moved into various positions encompassing most of the hotel operations. He ended his career at the Hilton Malta as a bar manager leading a staff complement of 100 employees and having six operational outlets. He continued to advance his career as an operations manager at Xara Palace Relais and Chateaux (a five-star boutique hotel), as a director of food and beverage at The Phoenicia (a five-star hotel) and as a general manager in a company focusing on property and real estate management (Valletta Boutique Living). At present, he holds a general manager position at the iconic Valletta Food Market (*Is-Suq tal-Belt*) within the Mizzi Organisation. During his career, he continued to further improve his academic background by achieving a middle management diploma from the Malta Tourism Authority and an MSc in leadership and organisational behaviour from Dublin City University.

#### **Steve Azzopardi (General Manager of Titan)**

Mr Steve Azzopardi joined Titan in 2006, heading the contracts department as contracts manager. In 2010 he was appointed general manager of Titan, responsible for spearheading Titan's strategic growth, including a wide spectrum of activities ranging from overseeing key operations, providing technical, expertise and delivering projects, to contract negotiations, financial management of projects and mentoring, guidance and leadership of staff.

With a career path spanning 25 years, Steve has worked with renowned players in the building services, engineering, and construction industries, holding pivotal and senior roles involving project management, technical design, business development and strategy implementation in commercial, retail, hospitality, healthcare and industrial sectors.

Mr Steve Azzopardi is a graduate of University of Reading with a BSc (Hons.) degree in construction management and is RICS (Royal Institute of Chartered Surveyors) accredited in quantity surveying.

#### **Charmaine Camilleri (General Manager of The Waterfront Hotel)**

Ms Charmaine Camilleri holds a master's degree in international hospitality and in 2019 successfully completed a training programme at Cornell University (New York, USA) specifically aimed for general managers in hospitality. Her experience in the hospitality industry spans over a career of 25 years. She started building her experience at the Westin Dragonara Resort (part of Starwood Hotels), following which she formed part of the team at Hilton Malta. During her seven years at Hilton Malta, she embarked on a career path in sales and marketing, being appointed marketing manager for the hotel. In 2011, Ms Camilleri joined Mizzi Organisation as the events & marketing manager of the Waterfront Hotel and was instrumental in launching the hotel's outside catering arm – Season's Catering. She progressed to hotel manager and was promoted to general manager of the hotel in 2019. Ms Camilleri has overseen the €9 million refurbishment and extension project carried out at the Waterfront Hotel between 2017 and 2018. She has recently led the re-branding exercise for the hotel and led her team in strengthening the hotel's revenue management procedures. Through her dedication and leadership, the Waterfront Hotel has been awarded numerous Trip Advisor awards and in 2019 was awarded the Green Mobility Award from the Malta Tourism Authority.

#### **Kevin Muscat (General Manager, Mizzi Estates)**

Mr Kevin Muscat is a warranted professional holding a bachelor's degree in mechanical engineering from the University of Malta, which he obtained in 2006. He later pursued a master's degree in environmental management and an MSc in integrated science and technology, which he jointly read at the University of Malta and James Madison University, USA in 2009.

Mr Muscat then began his career in the building services sector with a local company. There, his primary role was to oversee the execution of fire safety and security projects for clients operating in the oil and gas industry in North Africa.

In 2010, Mr Muscat joined Vassallo Builders Group where he took on the role of Environmental Engineer and shortly after as group technical manager. There he was trusted with the management and supervision of medium-to-large-

scale construction and engineering projects, as well as the management and operation of the group's property portfolio.

Mr Muscat joined Mizzi Estates as a general manager in 2018. His wealth of experience in the construction and real estate sectors coupled with his technical expertise and commercial skills, have set him in good stead in leading a multidisciplinary team of professionals delivering best-of-class properties and managing a leasing operation comprising a wide portfolio of residential and commercial properties. Over the past 3 years, Mizzi Estates has undertaken key projects, amongst which the construction of a block of 31 apartments in Bugibba as well as Pangea – a highly-finished, luxury office block in the heart of St. Julian's. In addition, Mizzi Estates has spearheaded a series of refurbishment and upgrading projects - primarily showrooms leased to Mizzi Organisation's automotive division.

#### **Daniel Aquilina (Financial Controller of Mizzi Organisation)**

Mr Daniel Aquilina is a certified public accountant. He was born in 1976 and has completed his studies at the University of Malta in 2000 where he obtained a B.A. (Hons) degree in accountancy. After terminating his studies, he was employed with KPMG within the assurance department. He then moved on to his accounting career and worked with Thomas Smith Group and subsequently with Alpine Group, always occupying senior positions within the accounting departments. In 2009, he joined the Mizzi Organisation head office team filling the post of corporate finance manager. He is responsible for the consolidated group management accounting function, whilst he is also the Financial Controller the Issuer. Over the years employed with the Mizzi Organisation, he has also assisted various companies forming part of the group in business feasibility analysis and has been responsible for various accounting related tasks and projects.

#### **Giancarlo Millo (Chief Internal Auditor of the Mizzi Organisation)**

Mr Giancarlo Millo is the chief internal auditor of the Mizzi Organisation. He joined in 2017 to set up and lead a value adding internal audit and advisory function for the Mizzi Organisation, which reports to the Board of Directors through the Audit Committee and liaises with the external auditors and regulators. The primary responsibility of the internal audit function is to provide stakeholders with reasonable assurance on the effectiveness of corporate governance, risk management and internal controls as applied across the Mizzi Organisation, and to recommend the necessary enhancements. Mr Millo previously held the post of deputy group head internal audit at FIMBank p.l.c. (C 17003), also responsible for IT assurance and advisory services. This was preceded by management accounting and financial auditing positions with KPMG and Portman International respectively, thus achieving over 25 years' experience across various industries. He is also a past board member of the ISACA Malta Chapter, serving successively in the posts of secretary, vice president and president. Mr Millo is a certified internal auditor and warranted accountant, also holding the CISA and CRISC certifications and an MBA (Finance) degree. He regularly delivers talks on internal audit subjects.

## **9.9 Conflicts Of Interest**

Mr Brian R. Mizzi, Mr Kenneth C. Mizzi and Mr Maurice F. Mizzi, all Directors of the Issuer, are also directors of a number of the Guarantors. Such directorships are disclosed in section 3.2 of this Registration Document. In addition to the foregoing, the directors of the Issuer and the Guarantor hold shares directly or indirectly in the companies forming part of the Mizzi Organisation.

Other than as stated above, the Directors and the directors of the Guarantors do not have any conflicts of interest or potential conflicts of interest between their duties and their private interests.

The Audit Committee of the Issuer 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 according to law. The presence of an audit committee has the task to ensure that any potential abuse is managed, controlled and resolved in the best interests of the Issuer. The presence of independent non-executive directors on the board of the Issuer aims to minimise the possibility of any abuse of control by its major shareholder. Furthermore, in terms of the Memorandum and Articles of Association of the Issuer, in the event that a Director has a personal material interest, either directly or indirectly, in any contract or arrangement with the Issuer, such Director is not entitled to vote on any decisions taken in connection therewith. This ensures that any director sitting on the boards of the Guarantors and the Issuer is precluded of using his vote on any decisions involving a contract or arrangement between the Guarantors and the Issuer.

## **9.10 Board Practices**

### **9.10.1 Audit committee**

The Audit Committee's primary objective is to assist the Board of Directors in fulfilling its oversight responsibilities over the financial reporting processes, financial policies and internal control structure. The Audit Committee oversees



the conduct of the internal and external audit and acts to facilitate communication between the Board, management and the internal and external auditors. The external auditors are invited to attend the Audit Committee meetings. The Audit Committee reports directly to the Board.

The terms of reference of the Audit Committee include support to the Board in its responsibilities in dealing with issues of risk, control and governance and associated assurance of the Issuer. The Board has set formal terms of establishment and the terms of reference of the Audit Committee which set out 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.

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

- a. its monitoring responsibility over the financial reporting processes, financial policies and internal control structures;
- b. maintaining communications on such matters between the Board, management and the external auditors; and
- c. preserving the Issuer's assets by assessing the Issuer's risk environment and determining how to deal with those risks.

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

Furthermore, the Audit Committee has the role of assessing any potential conflicts of interest between the duties of the Directors and their respective private interests or duties unrelated to the Issuer.

All Directors sitting on the Audit Committee are independent non-executive directors. Audit Committee members are appointed for a period of one year, which is automatically renewed for a further one-year period, unless terminated earlier by the Board.

Carmel J. Farrugia and Joseph M. Galea are independent non-executive directors who are competent in accounting and, or auditing matters in terms of the Capital Markets Rules. The chairman of the Audit Committee, appointed by the Board, is entrusted with reporting to the Board on the workings and findings of the Audit Committee. Carmel J. Farrugia occupies the post of chairman of the Audit Committee.

Pursuant to its terms of reference, the Audit Committee's remit covers the Issuer and each of the Guarantors.

### **9.10.2 Compliance with the Code of Corporate Governance**

Prior to the present Prospectus, the Issuer was not regulated by the Capital Markets Rules and accordingly was not required to comply with the Code of Principles of Good Corporate Governance forming part of the Capital Markets Rules (the "**Code**"). As a consequence of the Bond Issue, in accordance with the terms of the Capital Markets Rules, the Issuer is required to comply with the provisions of the Code. The Issuer declares its full support of the Code and undertakes to fully comply with the Code to the extent that this is considered complementary to the size, nature and operations of the Issuer.

The Issuer supports the Code and is confident that the application thereof shall result in positive effects accruing to the Issuer.

Going forward, in view of the reporting structure adopted by the Code, the Issuer shall, on an annual basis in its annual report, explain the level of the Issuer's compliance with the principles of the Code, in line with the "comply or explain" philosophy of the Code, explaining the reasons for non-compliance, if any.

As at the date of this Registration Document, the Board considers the Issuer to be in compliance with the Code save for the following exceptions:

Principle 7 (Evaluation of the Board's Performance): The Board does not consider it necessary to appoint a committee to carry out a performance evaluation of its role, as the Board's performance is evaluated on an ongoing basis by, and is subject to the constant scrutiny of the Board itself (half of which is composed by independent non-executive Directors), the Issuer's shareholders, the market and all of the rules and regulations to which the Issuer is subject as a company with its securities listed on a regulated market.

Principle 8 (Committees): The Board considers that the size and operations of the Issuer do not warrant the setting up of remuneration and nomination committees. In particular, the Issuer does not believe it is necessary to establish a



nomination committee as appointments to the Board are determined by the shareholders of the Issuer in accordance with the appointment process set out in the Issuer's Memorandum and Articles of Association. The Issuer considers that the members of the Board possess the level of skill, knowledge and experience expected in terms of the Code.

Principle 9 (Relations with Shareholders and with the Market): currently there is no established mechanism disclosed in the Memorandum and Articles of Association of the Issuer to trigger arbitration in the case of conflict between the minority shareholders and the controlling shareholders. In any such cases should a conflict arise, the matter is dealt with in the Board meetings and through the open channel of communication between the Issuer and the minority shareholders via the office of the company secretary.

## **10. Major Shareholders**

### **10.1 The Issuer**

As at the date of this Registration Document, the majority of the issued share capital of the Issuer is held by MOL, which in turn is held by Daragon Limited (C 2562), Demoncada Limited (C 2577) and Mr Maurice F. Mizzi (each holding approximately 33.3%).

To the best of the Issuer's knowledge, there are no arrangements in place as at the date of this Registration Document the operation of which may at a subsequent date result in a change in control of the Issuer.

### **10.2 The Guarantors**

There is no single shareholder which controls any of the Guarantors. The issued share capital of the Guarantors is held as follows:

#### **MOL**

The issued share capital of MOL is held by Daragon Limited (C 2562), Demoncada Limited (C 2577) and Mr Maurice F. Mizzi in equal proportions (each holding approximately 33.3%).

#### **CHL**

The issued share capital of CHL is held by Daragon Limited (C 2562), Demoncada Limited (C 2577) and Mr Maurice F. Mizzi in equal proportions (each holding approximately 33.3%).

#### **GSD**

The majority of the issued share capital of GSD is held by Daragon Limited (C 2562), Demoncada Holdings Ltd (C 3858), Investors Limited (C 26602) in equal shares between them. MOL has a minority interest in GSD.

#### **GSDM**

The issued share capital of GSDM is held by Daragon Limited (C 2562), Demoncada Limited (C 2577) and Investors Limited (C 26602) in equal shares between them.

To the best of the Guarantors' knowledge, there are no arrangements in place as at the date of this Registration Document the operation of which may at a subsequent date result in a change in control of the respective Guarantor

## **11. Financial Information Concerning the Issuer's and the Guarantors' Assets and Liabilities, Financial Position and Profits and Losses**

### **11.1 Historical Financial Information**

The financial information pertaining to the Issuer and the Guarantors relate to the financial period from 31 December 2018, 31 December 2019 and 31 December 2020. The historical financial information of the Issuer for the three financial periods ended 31 December 2018, 31 December 2019 and 31 December 2020 as audited by PricewaterhouseCoopers is set out in the annual financial statements of the relative companies.

The audited financial information of the Issuer and the Guarantors is available for review on the Issuer's website and

is available for inspection as detailed in section 16 of this Registration Document. The audited financial information is incorporated by reference in this Registration Document.

There has been no significant change in the financial position of the Issuer and each of the Guarantors since 31 December 2020 (being the date of the last financial period for which financial information has been published).

## 11.2 Operating and Financial Review

The financial statements for the financial years ended 31 December 2018, 2019 and 2020 and the audit reports thereon are set out in the audited financial statements of the Issuer and the Guarantors for the respective financial years, all of which are incorporated by reference in this Registration Document. Set out below are condensed extracts from the said stand-alone financial statements for such years. The figures have been rounded to the nearest thousand.

### 11.2.1 The Issuer – Extract historical financial information: 2018-2020

#### i. Income Statement

Mizzi Organisation Finance Statement of Financial Performance	FY2018 €000s	FY2019 €000s	FY2020 €000s
Interest income	13	13	13
Administrative expenses	(23)	(23)	(22)
<b>Loss before tax</b>	<b>(10)</b>	<b>(10)</b>	<b>(10)</b>
Tax income	8	4	3
<b>Loss for the year</b>	<b>(2)</b>	<b>(7)</b>	<b>(6)</b>

The table above summarises the financial performance of the Issuer in the period 2018-2020. The Issuer was largely a dormant company throughout the period, previously serving the function of finance company of the Mizzi Organisation for the previous bond issue in 2009. The Issuer ceased its operations upon the bond redemption in 2016.

Interest income generated by the Issuer of approximately €13k p.a. relates to loans receivable from its parent company (MOL). In the period FY2018-FY2020, the Issuer incurred administrative expenses of approximately €23k p.a., mainly comprising of directors' fees, recharged salaries from the parent company (MOL) and other administrative expenses.

The Issuer recognised a loss of €6k in FY2020 (FY2018: €2k) after allowing for tax income of €3k (FY2018: €8k), representing losses surrendered for Mizzi Organisation tax relief purposes.

#### ii. Statement of Financial Position

Mizzi Organisation Finance Statement of Financial Position	FY2018 €000s	FY2019 €000s	FY2020 €000s
<b>ASSETS</b>			
<b>Current Assets</b>			
Loans and advances	425	400	370
Receivables	21	10	23
Cash and cash equivalents	1	21	11
<b>Total current assets</b>	<b>447</b>	<b>432</b>	<b>404</b>
<b>Total assets</b>	<b>447</b>	<b>432</b>	<b>404</b>

**EQUITY AND LIABILITIES****Equity**

Share Capital	233	233	233
(Accumulated losses) / retained earnings	1	(6)	(12)

<b>Total equity</b>	<b>234</b>	<b>227</b>	<b>221</b>
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**Current liabilities**

Payables	213	204	183
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<b>Total current liabilities</b>	<b>213</b>	<b>204</b>	<b>183</b>
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<b>Total liabilities</b>	<b>213</b>	<b>204</b>	<b>183</b>
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<b>Total equity and liabilities</b>	<b>447</b>	<b>432</b>	<b>404</b>
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The principal component of the Issuer's assets comprises loans to the parent company, amounting to approximately €0.4 million as at 31 December 2020. The loan is subject to a fixed interest of 3.15% p.a. The Issuer's cash and cash equivalents as at 31 December 2020, stand at €11k, with main cash movements comprising payments to bondholders and repayments of loans which were granted to the parent company.

The Issuer's payables as at 31 December primarily comprise (i) bonds and interest payable to bondholders, €0.2 million, representing the face value of the redeemed bonds and interest thereon, which have not yet been claimed by the respective bondholders upon redemption in 2016, notwithstanding efforts by management to conclude this transaction. These amounts represent the estate of deceased bond holders which have not yet been devolved to heirs as at the date of the legal document; and (ii) amounts due to related parties and other payables and accruals.

**iii. Statement of Cash Flows**

<b>Mizzi Organisation Finance Statement of Cash Flows</b>	<b>FY2018 €000s</b>	<b>FY2019 €000s</b>	<b>FY2020 €000s</b>
<b>Cash flow from operating activities</b>			
Interest received	7	23	-
Bonds and interest paid to bondholders	(41)	-	(31)
Cash paid to service providers	(25)	(32)	(13)
Tax refund	8	5	3
<b>Net cash used in operating activities</b>	<b>(52)</b>	<b>(4)</b>	<b>(41)</b>
<b>Cash flows from investing activities</b>			
Repayment of loans to parent company	-	25	30
<b>Net cash generated from investing activities</b>	<b>-</b>	<b>25</b>	<b>30</b>
<b>Net movement in cash and cash equivalents</b>	<b>(52)</b>	<b>21</b>	<b>(11)</b>
Cash and cash equivalents at beginning of year	52	1	21
<b>Cash and cash equivalents at end of year</b>	<b>1</b>	<b>21</b>	<b>11</b>

The Issuer's operating cash flows mainly comprise (i) bonds and outstanding interest redeemed by heirs of bondholders from the Issuer's previous bond issue; and (ii) payments to service providers. In this respect, the Issuer's net cash flows used in operating activities amounted to €96k throughout the period FY2018-FY2020. As a result of the Issuer's relatively dormant state in the period analysed, cash flows from investing activities mainly represent loan repayments from its parent company MOL.

### 11.2.2 Mizzi Organisation– Extract combined historical financial information: 2018-2020

#### i. Combined Income Statement and Statement of Comprehensive Income

Mizzi Organisation Combined Income & Comprehensive Income	FY2018 €000s	FY2019 €000s	FY2020 €000s
Revenue	175,017	175,247	139,686
Cost of Sales	(127,384)	(127,101)	(104,974)
<b>Gross profit</b>	<b>47,633</b>	<b>48,146</b>	<b>34,712</b>
Selling and other direct expenses	(24,870)	(23,742)	(21,780)
Administrative expenses	(16,930)	(18,826)	(15,137)
Other operating income	1,679	1,632	1,937
<b>Operating EBIT*</b>	<b>7,512</b>	<b>7,211</b>	<b>(268)</b>
Movement in provisions for bad debts and write-offs	83	(275)	(2,429)
Property fair value movements and gains on disposal	395	1,700	4,165
Property impairment loss	-	-	(4,954)
<b>EBIT</b>	<b>7,990</b>	<b>8,635</b>	<b>(3,485)</b>
Share of profits of associates	1,716	14,378	456
Investment and other related income	126	182	289
Finance income	90	89	81
Finance costs	(3,462)	(4,064)	(3,937)
<b>Profit / (loss) before tax</b>	<b>6,460</b>	<b>19,220</b>	<b>(6,596)</b>
Tax	(1,032)	(2,323)	(667)
<b>Net profit / (loss) for the year</b>	<b>5,429</b>	<b>16,897</b>	<b>(7,262)</b>
<b>Other comprehensive income:</b>			
Revaluation surplus on land and buildings	-	-	4,629
Movement in deferred tax liability	(47)	(19)	13
Losses from changes in FV of financial assets at FVOCI	(162)	(23)	(132)
Redemption of capitalised ground rents	(233)	-	-
Cash flow hedges, net of deferred tax	22	(31)	33
<b>Total comprehensive income for the year</b>	<b>5,009</b>	<b>16,825</b>	<b>(2,720)</b>
<b>Operating EBIT</b>	<b>7,512</b>	<b>7,211</b>	<b>(268)</b>
Depreciation & amortisation	7,126	9,412	10,005
<b>EBITDA**</b>	<b>14,638</b>	<b>16,623</b>	<b>9,737</b>
<b>EBITDA margin ***</b>	<b>8.4%</b>	<b>9.5%</b>	<b>7.0%</b>

\*Operating EBIT is defined as the Group's Reported EBIT prior to any income/expenses not directly attributed to the Group's day-to-day operations such as property revolutions and impairments, and movements in receivable provisions

\*\*Earnings before interest, tax, depreciation and amortisation ('EBITDA') is derived by adding back depreciation and amortisation expenses to Operation EBIT

\*\*\*EBITDA margin is calculated as the Group's EBITDA divided by the Group's combined revenue

The table above summarises the Mizzi Organisation combined statement of comprehensive income for the last three financial years ended 31 December 2018, 2019 and 2020.

Mizzi Organisation's revenue remained fairly stable at approximately €175 million in FY2018 and FY2019, decreasing to approximately €139.7 million (*circa* -20%) in FY20 primarily as a result of the impact of the COVID-19 pandemic on the Mizzi Organisation's operations. As a result, the Mizzi Organisation reported an EBITDA of *circa*. €9.7 million in FY20, which decreased from the approximately €16.6 million reported in FY2019.

The increase in the provision for bad debts and credit loss allowances in FY2020 is mainly due to a slowdown in receipts from debtors further to the effects of COVID-19.

In FY2020, Mizzi Organisation recognised fair value movements and gains on disposal of property amounting to approximately €4.2 million, which were largely offset by impairment charges of approximately €5 million on other Mizzi Organisation investments.

Share of profits of associates in FY2019 (€14.4 million) represent income mainly from the disposal of the Mizzi Organisation's investments in Kemmuna Limited (C 15344) and First United Insurance Brokers Limited (C 22502). In FY20, share of profits from associates decreased to €0.5 million (from a normalised position of €1.7 million in FY2018) as a result of the temporary closure of the Mellieha Bay Hotel for redevelopment.

Mizzi Organisation's effective tax rate amounted to 19% and 13.7% in FY2018 and FY2019 respectively, representing the availability and utilisation of Investment Tax Credits. The tax expense in FY2020 reflects tax on profits principally generated by the beverage, automotive and real estate segments.

Net profit for the year after tax increased from €5.4 million in FY2018 to €16.9 million in FY2019 but contracted to a reported net loss of €7.3 million in FY2020. The reduction in net profit for the year in FY2020 is primarily due to a flow through of the reduction in revenue generated by Mizzi Organisation as a result of the impact of COVID-19.

The major item in Other Comprehensive Income includes the revaluation surplus of the Arkadia Commercial Centre (€4.6million) and the related movements in deferred tax liabilities recognised in FY2020. This resulted in Mizzi Organisation reporting a total comprehensive loss in FY2020 to €2.7 million.

#### EBITDA by business segment

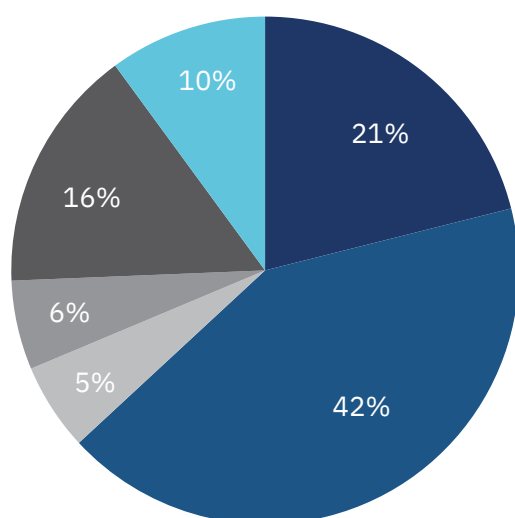
A split of Mizzi Organisation total EBITDA by business segment is set out in the table below:

EBITDA by business segment	FY2018 €000s	FY2019 €000s	FY2020 €000s
Beverage	6,855	7,579	4,980
Automotive	2,555	3,800	2,890
Hospitality	2,771	2,811	214
Fashion & Food Retail	773	1,004	742
Contracting	1,441	1,024	855
Real estate	1,954	1,813	1,553
Head Office costs*	(1,611)	(1,768)	(1,884)
Other income / (expenses)	(99)	361	387
<b>Total EBITDA</b>	<b>14,638</b>	<b>16,623</b>	<b>9,737</b>

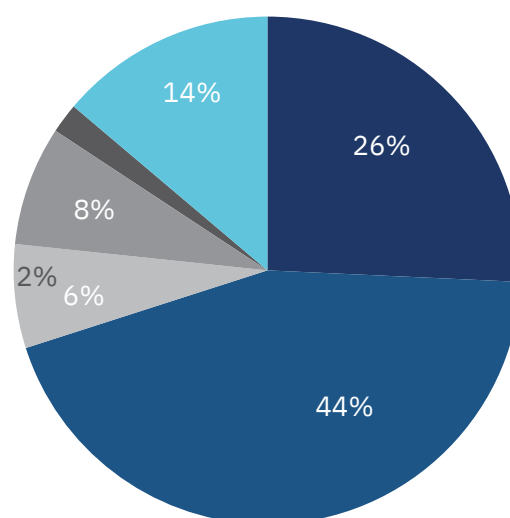
*\*In order to present an operating EBITDA by segment the element of HO costs are excluded from the EBITDA of each segment presented in the table above*

In general, Mizzi Organisation's EBITDA has improved in FY2019 and FY2020 as a result of the adoption of IFRS16 – *Leases* as of 1 January 2019, where lease expenses are capitalised as a right-of-use asset and depreciated accordingly. The charts below highlight the composition of Mizzi Organisation's EBITDA (before HO costs), by business operating segment in FY2019 and FY2020:

**% Share of Unconsolidated EBITDA pre HO costs by Segment (FY2019)**



**% Share of Unconsolidated EBITDA pre HO costs by Segment (FY2020)**



■ Automotive ■ Beverage ■ Food & Fashion Retail ■ Contracting ■ Hospitality ■ Real Estate

EBITDA (before HO costs) generated by the beverage segment accounts for approximately 44% of Mizzi Organisation's EBITDA (before HO costs) in FY2020, which is largely in line with trends prior to the COVID-19 pandemic. In FY2019, prior to the pandemic, EBITDA (before HO costs) increased by 10.5%, primarily as a result of increased revenue through growth driven by imported products.

The automotive segment generated approximately 26% of Mizzi Organisation's EBITDA in FY2020, slightly above the trends recorded in FY2018 and FY2019, mainly as a result of the pricing of motor vehicles. Movements in EBITDA generated by the automotive segments is predominantly driven by revenue from the sale of automotive vehicles, which Management notes that is correlated to the demand for the car models launched by brands (represented by Mizzi Organisation) over time. The automotive financing business contributes approximately 40% of the segment's EBITDA, with the retail, servicing and leasing business accounting for the rest of the segment's profitability.

Following refurbishment of the Waterfront Hotel in recent years, the Hospitality segment generated approximately 16% of Mizzi Organisation's EBITDA (before head office costs) in FY2019. As a result of the severe disruption in the tourism industry experienced in 2020, this segment only contributed approximately 2% of Mizzi Organisation's EBITDA (before head office costs) in FY2020.

The retail and F&B segment currently contributes approximately 6% of Mizzi Organisation's EBITDA (before head office costs) in FY2020, which is a fairly consistent share throughout the historical period under review between FY2018 and FY2020. Excluding the impact of IFRS16 on the segment's EBITDA, Mizzi Organisation's reported a decrease in the sector's profitability between FY2018 and FY2019, as a result of (i) losses incurred in the initial year of Mizzi Organisation's operation of *Is-Suq tal-Belt* and (ii) loss of market share in the sector's food stores and fashion brands. In FY2020, in an effort to mitigate further losses generated by the COVID-19 pandemic, the segment restructured its *Is-Suq tal-Belt* operations resulting in no further losses over FY2019.

The contracting and real estate segments have generated an average of approximately 6% and approximately 12%, respectively, of Mizzi Organisation's EBITDA (before head office costs) throughout the period under consideration. Both these segments were relatively undisturbed in FY20 by the COVID-19 pandemic. Management notes a declining trend in contribution margins of Mizzi Organisation's contracting operations, attributed to increasingly competitive pricing in the industry, negatively impacting the sector's EBITDA.

## ii. Combined Statement of Financial Position

Mizzi Organisation Finance Statement of Financial Performance	FY2018 €000s	FY2019 €000s	FY2020 €000s
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Property, plant & equipment	121,767	122,905	125,540
Right-of-use assets	-	22,415	20,664
Investment property	59,948	67,905	71,461
Intangible assets	132	111	89
Investments in associates	22,837	21,894	20,649
Loans and advances	576	1,076	1,013
Financial assets at FVOCI	4,661	4,638	3,740
Deferred tax assets	273	289	272
Trade and other receivables	16,772	18,716	18,602
<b>Total non-current assets</b>	<b>226,965</b>	<b>259,947</b>	<b>262,029</b>
<b>Current assets</b>			
Inventories	30,616	33,702	28,834
Trade and other receivables	42,040	42,849	32,541
Loans and advances	200	-	63
Current tax assets	1,012	1,272	847
Financial assets at FVPL	1,206	222	-
Cash and cash equivalents	5,554	12,482	9,703
<b>Total current assets</b>	<b>80,628</b>	<b>90,526</b>	<b>71,987</b>
<b>Total assets</b>	<b>307,594</b>	<b>350,474</b>	<b>334,016</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	2,468	2,468	2,471
Capital contribution reserve	3,043	3,043	3,043
Revaluation reserves	56,525	56,333	60,662
Fair value gains and other reserves	27,488	26,877	28,721
Hedging reserve	(506)	(537)	(504)
Retained earnings	58,858	74,371	62,446
<b>Total equity</b>	<b>147,876</b>	<b>162,556</b>	<b>156,839</b>
<b>Non current liabilities</b>			
Trade and other payables	9	8	724
Borrowing	70,742	67,813	69,634
Lease liabilities	-	21,187	19,886
Deferred tax liabilities	12,295	12,292	13,232
Derivative financial instruments	779	826	776
<b>Total non-current liabilities</b>	<b>83,825</b>	<b>102,126</b>	<b>104,253</b>
<b>Current liabilities</b>			
Trade and other payables	44,177	55,297	41,372
Current tax liabilities	480	95	59
Borrowing	31,235	29,054	30,120
Lease liabilities	-	1,345	1,373
<b>Total current liabilities</b>	<b>75,893</b>	<b>85,792</b>	<b>72,924</b>
<b>Total liabilities</b>	<b>159,718</b>	<b>187,918</b>	<b>177,177</b>
<b>Total equity and liabilities</b>	<b>307,594</b>	<b>350,474</b>	<b>334,016</b>



Mizzi Organisation's combined statement of financial position as at 31 December 2020 reports total assets of approximately €334 million, increasing by €26 million on the position reported as at 31 December 2018. The increase is mainly representative of the (i) recognition of right-of-use assets as at 1 January 2018 through the implementation of IFRS16, amounting to approximately €21 million as at 31 December 2020; and (ii) purchase of new property and revaluation of Mizzi Organisation's investment property throughout the period.

Other assets held by Mizzi Organisation include (i) current and non-current trade and other receivables of approximately €51 million as at 31 December 2020, comprising hire purchase debtors within the Automotive segment, extended credit terms in the Beverage segment and contract balances arising in the Contracting segment as a result of IFRS15; and (ii) inventories of approximately €29 million, held in relation to the motor vehicles stock (Automotive segment) and finished goods and raw material within the Beverage segment.

Total equity reported no significant movements between 31 December 2018 and 31 December 2020, mainly fluctuating in line with Mizzi Organisation's reported profitability throughout the period. Total liabilities increased by approximately €17 million from FY2018, mainly as a result of the recognition of lease liabilities as at 1 January 2018.

Other movements in liabilities include a reduction in trade and other payables to approximately €41 million as at 31 December 2020, from approximately €55 million as at 31 December 2019. The decrease is mainly attributed to the settlement of outstanding capital payables on Mizzi Organisation's ongoing investment projects (c. €5 million) and a decrease in activity attributed to the COVID-19 pandemic leading to lower accruals of trade payables (approximately €7 million).

Total borrowings as at 31 December 2020 amount to approximately €100 million, comprising (i) *circa* €71 million bank loans obtained to support Mizzi Organisation's capital investments; (ii) approximately €8 million Malta Development Bank guaranteed loans drawn down to mitigate working capital deficiencies arising throughout the COVID-19 pandemic; and (iii) approximately €21 million general working capital facilities utilised across the business segments and to finance the automotive segment's hire purchase activities.

### iii. Combined Statement of Cash Flows

Mizzi Organisation Combined Statement of Cash Flows	FY2018 €000s	FY2019 €000s	FY2020 €000s	Total FY2018 - 2020 €000s
<b>Cash flows from operating activities</b>				
<b>EBITDA</b>	<b>14,638</b>	<b>16,623</b>	<b>9,737</b>	<b>40,998</b>
Adjustments for:				
Non-cash post employee benefit expense	-	-	700	700
Other	-	-	269	269
Working capital movements	(5,413)	1,280	3,632	(500)
<b>Cash flows from operating activities</b>	<b>9,225</b>	<b>17,903</b>	<b>14,338</b>	<b>41,466</b>
Tax paid	(1,168)	(2,939)	139	(3,968)
<b>Net cash generated from operating activities</b>	<b>8,058</b>	<b>14,964</b>	<b>14,477</b>	<b>37,499</b>
<b>Cash flows from investing activities</b>				
Proceeds from disposal of PPE and assets held for sale	3,127	1,605	1,868	6,599
Purchase of PPE and intangible assets	(12,683)	(11,387)	(11,698)	(35,768)
Purchase of investment property (net of disposals)	(9,463)	(1,780)	(5,073)	(16,316)
Net proceeds / (payments / advanced) for investments in associates	(64)	12,759	(1)	12,694
Net proceeds / (payments) for financial assets	389	1,037	987	2,413
<b>Net cash generated from / (used in) investing activities</b>	<b>(18,694)</b>	<b>2,233</b>	<b>(13,917)</b>	<b>(30,378)</b>

### Cash flows from financing activities

Net proceeds / (repayments) from bank borrowing	10,382	(2,211)	4,271	12,442
Net proceeds / (repayments) for associates / related parties borrowings	(1,319)	21	(985)	(2,282)
Principle payments of lease liabilities	-	(2,066)	(2,093)	(4,159)
Net interest received / (paid)	(3,358)	(3,307)	(3,134)	(9,798)
Dividends paid	2,937	2,347	1,992	7,276
Dividends received	(2,100)	(2,100)	(3,000)	(7,200)
Proceeds from issuance of share capital	-	-	3	3
<b>Net cash generated from /(used in) financing activities</b>	<b>6,543</b>	<b>(7,316)</b>	<b>(2,946)</b>	<b>(3,719)</b>
<b>Net movement in cash and cash equivalents</b>	<b>(4,094)</b>	<b>9,881</b>	<b>(2,386)</b>	<b>3,402</b>
Cash and cash equivalents at the beginning of the year	(12,697)	(16,791)	(6,909)	(12,697)
<b>Cash and cash equivalents at the end of the year (excl. Bank OD)</b>	<b>(16,791)</b>	<b>(6,909)</b>	<b>(9,295)</b>	<b>(9,295)</b>

Mizzi Organisation's combined cash flow statements indicate that net cash generated from operations during the period FY2018 to FY2020 totalled approximately €37.5 million. These mainly comprised cash flows from operating activities of approximately €41.5 million, net of tax payments of approximately €4.0 million.

Net cash used in investing activities amounted to approximately €30.4 million during the period, comprising capital expenditure outflows (€52 million) net of proceeds from disposals of PPE and other investments (€21.4 million). Notable investments during the period include (i) the acquisition of John's Garage (Qormi) in FY2018 for €3.6million; (ii) the completion of works on *Is-Suq tal-Belt* amounting to €15 million; (iii) the construction of a warehouse extension for the Beverage sector during FY2019 and FY2020 amounting to approximately €4.5 million; (iv) the purchase of a petrol station in Blata l-Bajda to consolidate Mizzi Organisation's property footprint in the area (€5 million); and (v) the completion of multiple real estate development projects, particularly a residential block in Bugibba and an office block in St. Julians. Net proceeds from investments in associates of €12.7 million were mainly related to the disposal of shares held in Kemmuna Limited in FY2019 through which Mizzi Organisation generated net cash of €13.9 million.

Net cash movement from financing activities resulted in a total net outflow of approximately €3.7 million during the period. Principal movements included the net proceeds from bank borrowings of approximately €12.4 million and net interest paid of approximately €9.8 million. Main movements in bank borrowings comprise (i) the drawdown of €10.4 million loans to finance Mizzi Organisation's investment in *Is-Suq tal-Belt* in FY18; and (ii) the increase in bank borrowings during FY2020 related to the drawdown of €8.0 million of COVID-19 loans which are guaranteed by the Malta Development Bank.

Mizzi Organisation reported net negative closing cash balances of approximately €9.3 million as at 31 December 2020, comprising approximately €16.5 million overdraft balance, €2.4 million in bills of exchange factored out to bank, netted by approximately €9.7 million cash balances.

### 11.2.3 Mizzi Organisation – Capital Resources: FY2018-FY2020

The following table sets out the combined capital resources employed within Mizzi Organisation during the three year period under review:

<b>Mizzi Organisation Combined Statement of Indebtedness</b>	<b>FY2018 €000s</b>	<b>FY2019 €000s</b>	<b>FY2020 €000s</b>
Cash	5,554	12,482	9,703
Cash equivalents	(22,345)	(19,392)	(18,998)
Other financial assets	3,562	2,333	1,497
<b>Liquidity [A]</b>	<b>(13,229)</b>	<b>(4,577)</b>	<b>(7,798)</b>
Current financial debt	187	187	155
Current portion of non-current financial debt	7,277	8,027	10,510
Current portion of non-current lease liabilities	-	1,345	1,373
Current non-interest bearing debt	1,614	1,635	612
<b>Current financial indebtedness [B]</b>	<b>9,077</b>	<b>11,194</b>	<b>12,650</b>
<b>Net current financial indebtedness [C=B-A]</b>	<b>22,306</b>	<b>15,771</b>	<b>20,448</b>
Non-current financial debt	70,742	67,813	69,634
Non-current lease liabilities	-	21,187	19,886
<b>Non-current financial indebtedness [D]</b>	<b>70,742</b>	<b>89,000</b>	<b>89,521</b>
<b>Total financial indebtedness [C+D]</b>	<b>93,048</b>	<b>104,771</b>	<b>109,969</b>

As at 31 December 2020, Mizzi Organisation reported total financial indebtedness of €109.7 million. Mizzi Organisation's liquidity is reported at a deficit of €7.8 million as at 31 December 2020, comprising (i) €9.7 million cash balances; (ii) bank overdraft facilities and bills of exchange facilities, the latter utilised to finance the Mizzi Organisation's hire purchase debtors within the automotive division) of €19 million; and (iii) other financial assets of €1.5 million representative of liquid investments on the Malta Stock Exchange.

Mizzi Organisation's current financial indebtedness is reported at €12.6 million as at 31 December 2020, comprising (i) €0.2 million (current financial debt) redeemed bonds and interest thereon, which have not been claimed by the respective bond holders upon redemption in 2016, i.e. the estate of deceased bond holders which have not yet been devolved to heirs as at the date of this report; (ii) €10.5 million loan repayments on bank borrowings due in the next year; (iii) €1.4 million current lease liabilities and (iv) €0.6 million loans from associates and related parties which do not bear interest.

Mizzi Organisation reports non-current financial indebtedness of €89.5 million, mainly comprising loan repayments on bank borrowings due after 31 December 2021.

Mizzi Organisation's financial indebtedness is reported prior to hire purchase debtors, which are utilised to secure and fund commitments arising on outstanding bills of exchange facilities.

Sanctioned bank facilities utilised by Mizzi Organisation are regulated by financial covenants imposed on the Mizzi Organisation's gearing structure and debt servicing capabilities, comprising:

- Mizzi Organisation's external debt/equity ratio is to be kept at a maximum of 100%; and
- Mizzi Organisation's debt service coverage, defined as operating cash flows less maintenance capital expenditure, tax outflows and proposed dividends, divided by annual debt commitments, should not fall below 1.1x.

Mizzi Organisation has not breached, and is in no substantial risk to breach, the above covenants. In light of the disruption caused by the COVID-19 pandemic, and the ongoing impact on the economy, Mizzi Organisation is in continuous discussions with the respective financial institutions to limit the risk of any potential breach.

Financial covenants are also imposed on MOL as the principal debtor to some of Mizzi Organisation's sanctioned bank facilities, comprising (i) restrictions on the company's gearing structure and (ii) ensuring that the company's EBITDA is sufficient to cover aggregate loan repayments, interest, dividends and capital expenditure (net of disposals). As the holding company of the Mizzi Organisation, MOL derives its income from recharges to its subsidiaries, dividend and interest income on intra-group loans. In this respect, the company has not breached, and is in no substantial risk to breach the imposed covenants, given that any intra-group agreements (in relation to MOL's income) are negotiated in a manner where the income generated is sufficient to cover MOL's commitments.

### 11.3 Cross-reference list pertaining to audited financial statements

The table below provides a cross-reference list to key sections of the Issuer's audited financial statements for the financial years ending 31 December 2018, 31 December 2019 and 31 December 2020.

Relevant Sections	Page Numbers		
	Financial year ending 31 December 2018	Financial year ending 31 December 2019	Financial year ending 31 December 2020
Independent auditor's report	4-7	5-8	5-9
Statement of financial position	8	9	10
Statement of comprehensive income	9	10	11
Statement of changes in equity	10	11	12
Statement of cash flows	11	12	13
Notes to financial statements	12-23	13-24	14-23

The table below provides a cross-reference list to key sections of the combined audited financial statements of Mizzi Organisation for the financial years ending 31 December 2018, 31 December 2019 and 31 December 2020.

Relevant Sections	Page Numbers		
	Financial year ending 31 December 2018	Financial year ending 31 December 2019	Financial year ending 31 December 2020
Independent auditor's report	1-3	1-3	1-3
Statement of financial position	4-5	4-5	4-5
Income Statements	6	6	6
Statement of changes in equity	8-9	8-9	8-9
Statement of cash flows	10	10	10
Notes to financial statements	11-105	11-95	11-95

The table below provides a cross-reference list to key sections of MOL's audited financial statements for the financial years ending 31 December 2018, 31 December 2019 and 31 December 2020.

Relevant Sections	Page Numbers		
	Financial year ending 31 December 2018	Financial year ending 31 December 2019	Financial year ending 31 December 2020
Independent auditor's report	5-8	5-8	7-11
Statement of financial position	9-10	9-10	12-13
Income Statements	11	11	14
Statement of comprehensive income	12	12	15
Statement of changes in equity	13-16	13-15	16-19
Statement of cash flows	17	16	20
Notes to financial statements	18-117	17-63	21-102

The table below provides a cross-reference list to key sections of CHL's audited financial statements for the financial years ending 31 December 2018, 31 December 2019 and 31 December 2020.

Relevant Sections	Page Numbers		
	Financial year ending 31 December 2018	Financial year ending 31 December 2019	Financial year ending 31 December 2020
Independent auditor's report	5-8	6-9	4-8
Statement of financial position	9-10	10-11	9-10
Income Statements	11	12	11
Statement of comprehensive income	12	13	12
Statement of changes in equity	13-16	14-17	13-14
Statement of cash flows	17	18	15
Notes to financial statements	18-117	19-106	16-59

The table below provides a cross-reference list to key sections of GSD's audited financial statements for the financial years ending 31 December 2018, 31 December 2019 and 31 December 2020.

Relevant Sections	Page Numbers		
	Financial year ending 31 December 2018	Financial year ending 31 December 2019	Financial year ending 31 December 2020
Independent auditor's report	4-7	6-9	5-9
Statement of financial position	8-9	10-11	10-11
Statement of comprehensive income	10	12	12
Statement of changes in equity	11	13	13
Statement of cash flows	12	14	14
Notes to financial statements	13-45	15-51	15-49

The table below provides a cross-reference list to key sections of GSDM's audited financial statements for the financial years ending 31 December 2018, 31 December 2019 and 31 December 2020.

Relevant Sections	Page Numbers		
	Financial year ending 31 December 2018	Financial year ending 31 December 2019	Financial year ending 31 December 2020
Independent auditor's report	3-6	5-8	4-8
Statement of financial position	7	9-10	9-10
Statement of comprehensive income	8	11	11
Statement of changes in equity	9	12	12
Statement of cash flows	10	13	13
Notes to financial statements	11-36	14-43	14-41

## 12. Legal and Arbitration Proceedings

Save as disclosed hereunder with specific reference to GSD, the Board of Directors of the Issuer is not aware of any governmental, legal or arbitration proceedings (whether pending or threatened) which may have (or have had in the recent past) significant effects on the Issuer's and, or the Guarantors' financial position or profitability, or provide an appropriate negative statement.

GSD is currently party to arbitration proceedings in which a local building contractor engaged to carry out certain construction and finishing works at the GSD factory is claiming that it is owed the sum of *circa* €1.8 million in unpaid dues, plus interest. GSD is disputing this claim in the said arbitration proceedings which, as at the date hereof, are ongoing.

GSD is also party to a claim for damages brought by a former local distributor of a foreign alcoholic beverage distributed by GSD. In a garnishee order filed on 25 August 2021, the claimant company sought to secure the sum of €1.0 million by way of the garnishee order, such amount being allegedly representative of damages suffered by the claimant as a result of GSD's alleged actions. In response to such garnishee order, GSD has deposited the amount claimed in Court and proceeded to file a counter-warrant, which was duly upheld by the Court, resulting in the revocation of the said garnishee order. GSD expects that soon after the date of publication of this Registration Document, it will be served with notice of commencement of legal proceedings in pursuance of the claim to which the said garnishee order relates, at which point GSD will take the steps necessary to defend itself against such claim.

From a group perspective, taking the Mizzi Organisation as a whole, the Board of Directors of the Issuer does not consider the above claims to be significant in terms of both financial position and profitability.

## 13. Additional Information

### 13.1 Share Capital

#### 13.1.1 Share Capital of the Issuer

As at the date of this Registration Document, the issued share capital of the Issuer is €302,818.54 divided into 1,300 shares of a nominal value of €232.937339 each, fully paid-up.

In terms of the Issuer's Memorandum and Articles of Association, none of the capital shall be issued in such a way as would effectively alter the control of the Issuer without the prior approval of the Issuer in a general meeting.

The shares of the Issuer are not listed on the Malta Stock Exchange and no application has been filed for the shares of the Issuer to be quoted on the Malta Stock Exchange.

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

#### 13.1.2 Share Capital of the Guarantors

All of the Guarantors are private companies established under the Act and none of their share capital is admitted to listing or trading on an exchange.

There is no capital of any Guarantor, 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.

The issued share capital of the Guarantors is set out below:

Guarantor	Issued share capital
MOL	€1,597,018.13 divided into 685,600 Ordinary Shares having a nominal value of €2.329373 each, fully paid-up
CHL	€746,796.98, divided into 320,600 Ordinary Shares having a nominal value of €2.329373 each, fully paid-up
GSD	€116,468.65 divided into 50,000 Ordinary Shares having a nominal value of €2.329373 each, fully paid-up
GSDM	€2,334.03 divided into 1,002 Ordinary Shares with a nominal value of €2.329373 each, fully paid-up

## 14. Memorandum and Articles of Association

### 14.1 The Issuer

The Memorandum and Articles of Association of the Issuer are registered with the Registrar of Companies at the Malta Business Registry. A full list of the objects for which the Issuer is established is set out in clause 3 of the Memorandum of Association. These objects include:

- a. To carry on the business of a finance and investment company in connection with the ownership, development, operation and financing of the business activities of the companies forming part of the Mizzi Organisation whether in Malta or overseas;
- b. To borrow and raise money for the purpose of its business and to secure the repayment of the money borrowed by hypothecation or other charge upon the whole or part of the movable and immovable assets or property of the Issuer present and future;
- c. To invest the capital and other moneys of the company in the purchase or subscription of any stocks, equity securities, debentures, bonds or other securities; and
- d. To issue bonds, commercial paper or other instruments creating or acknowledging indebtedness and the sale or offer thereof to the public.

### 14.2 The Guarantors

#### **MOL**

The memorandum and articles of association of MOL are registered with the Registrar of Companies at the Malta Business Registry. A full list of the objects for which MOL is established is set out in clause 3.1 of the memorandum of association. These objects include:

- a. to purchase or otherwise acquire, hold and deal, solely for and on behalf of the company, in any shares, debentures, stocks, bonds, scrip, or other securities not involving unlimited liability issued by any company or association or any supreme, municipal, local or other authority whether in Malta or any overseas country or place;
- b. to arrange, solely for and on behalf of the company, some or all of the investments of the company in convenient or selected units or groups to sell or otherwise turn to account any interest or interests in any such units or groups upon such terms and conditions as shall be thought fit, to enter into, execute and carry into effect any trust deed, or trust deeds, either revocable or irrevocable and to arrange and do all acts, deeds and things necessary for or convenient for rendering any certificates or other documents of title issued by the company marketable on any stock exchange and obtaining official quotations therefor; and
- c. to subscribe and pay for, on such terms and conditions as may be thought fit, any such shares, debentures, bonds, scrip or other securities.

#### **CHL**

The memorandum and articles of association of CHL are registered with the Registrar of Companies at the Malta Business Registry. A full list of the objects for which CHL is established is set out in clause 2(a) of the memorandum of Association. These objects include:

- a. to purchase or otherwise acquire, hold and deal in any shares, debentures, stocks, bonds, scrip, or other securities not involving unlimited liability issued by any company or association or any supreme, municipal, local or other authority whether in Malta or any overseas country or place;
- b. to arrange some or all of the investments of the company in convenient or selected units or groups to sell or otherwise turn to account any interest or interests in any such units or groups upon such terms and conditions as shall be thought fit, to enter into, execute and carry into effect any trust deed, or trust deeds, either revocable or irrevocable and to arrange and do all acts, deeds and things necessary for or convenient for rendering any certificates or other documents of title issued by the company marketable on any stock exchange and obtaining official quotations therefor; and
- c. to subscribe and pay for, on such terms and conditions as may be thought fit, any such shares, debentures, bonds, scrip or other securities.



## **GSD**

The memorandum and articles of association of GSD are registered with the Registrar of Companies at the Malta Business Registry. A full list of the objects for which GSD is established is set out in clause 3 of the memorandum of association. These objects include:

- a. to produce, bottle, can and package any beverages, soft drinks, dietetic products and foodstuff in general;
- b. to sell, distribute and otherwise deal in good referred to in sub-clause (a) above in so far as such goods are produced, bottled, canned and packaged by the company; and
- c. to purchase, take on lease or in exchange, hire sell or otherwise acquire or dispose of any immovable or movable property for the purpose of attaining the objects of the company or any of them.

## **GSDM**

The memorandum and articles of association of GSDM are registered with the Registrar of Companies at the Malta Business Registry. A full list of the objects for which GSDM is established is set out in clause 3 of the memorandum of association. These objects include:

- a. to carry on the business of importers and distributors of alcoholic spirits, non-alcoholic beverages, wines, table and mineral waters, cigars, cigarettes and tobacco merchants;
- b. to provide equipment and services relating to transport and distribution of all types of merchandise including all kind of beverages, edible and consumable items including handling of the said goods and merchandise both for the local market and overseas; and
- c. to carry on the business of hotel, restaurant, café, roadhouse, club auto-court, motel and holiday camp; to fix up and furnish any property or properties for the purpose of letting, hiring or selling the same whether furnished or unfurnished to visitors, guests, tenants or purchasers (whether as single rooms, double rooms, suites, chalets, villas, houses, bungalows or otherwise) and to provide all things necessary for their entertainment and enjoyment both on land and at sea; to buy and sell to any person, import, export, produce, manufacture or otherwise deal in food, food products, meat, groceries, fish, fruits, confectionary, wines and spirits, beer alcoholic and non-alcoholic beverages, tobacco, druggist supplies, cosmetics, linen, clothing, furniture and furnishings and all other articles required in the said business or businesses.

## **15. Material Contracts**

Neither the Issuer, the Guarantors nor any of the other companies forming part of the Mizzi Organisation is party to any contract not being a contract entered into in the respective company's ordinary course of business, which could result in any member of the Mizzi Organisation being under an obligation or entitlement that is material to the Mizzi Organisation as at the date of this Registration Document.

## **16. Documents Available for Inspection**

For the duration of the Registration Document, the following documents are available for inspection at the registered address of the Issuer:

- a. the audited financial statements of the Issuer for the three financial years ended 31 December 2018, 31 December 2019 and 31 December 2020;
- b. the audited financial statements of: (i) GSD; (ii) GSDM; (iii) MOL; and (iv) CHL, for the three financial years ended 31 December 2018, 31 December 2019 and 31 December 2020;
- c. the combined audited financial statements of Mizzi Organisation for the three financial years ended 31 December 2018, 31 December 2019 and 31 December 2020;
- d. the Financial Analysis Summary, prepared by the Sponsor and dated 24 September 2021; and
- e. the memorandum and articles of association of the Issuer and each Guarantor.

These documents are also available for inspection in electronic form on the Issuer's website.