



SUMMARY

Dated 24 September 2021

In respect of an Issue of:

€21,000,000 4% Unsecured Bonds 2033

of a nominal value of €100 per Bond issued at par
(due 10 November 2033, subject to early redemption at the option of the Issuer on any Early Redemption Date)

ISIN: MT0000881236

CENTRAL BUSINESS CENTRES PLC

A public limited liability company registered in Malta with company registration number C 65702

Legal Counsel



Mamo TCV Advocates

Sponsor, Manager & Registrar



Calamatta Cuschieri
Investment Services Limited

Approved by the Directors

Joseph Cortis

in his capacity as Director of the Company

and for and on behalf of: Petramay Attard Cortis, Adriana Cutajar, Joseph M Formosa and Alfred Sladden

A. Introduction and Warnings

This summary should be read as an introduction to the Prospectus. Any decision to invest in the Bonds should be based on consideration of the Prospectus as a whole by the investor. An investor investing in the Bonds could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only where this summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Bonds.

You are about to purchase a product that is not simple and may be difficult to understand.

Details of the Issuer and the Bonds are as follows:

Legal name of Company:	Central Business Centres p.l.c.
Registered Address:	Cortis Group, Cortis Buildings, Mdina Road, Zebbug ZBG 4211, Malta
Registration Number:	C 65702
Legal Entity Identifier:	4851000XBTV88TUBKA79
Email Address:	info@centralbusinesscentres.com
ISIN of the Bonds:	MT0000881236

The Prospectus has been approved by the Malta Financial Services Authority as the competent authority under the Prospectus Regulation on the 24 September 2021. The Malta Financial Services Authority only approves the Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval shall not be considered as an endorsement of the Issuer.

Details of the Malta Financial Services Authority:

Address: Malta Financial Services Authority, Triq l-Imdina, Zone 1, Central Business District, Birkirkara CBD 1010, Malta.
Telephone: +356 21441155
Website: www.mfsa.mt

B. Key Information on the Issuer

Who is the issuer of the securities?

General

The Issuer's legal and commercial name is Central Business Centres p.l.c., a public limited liability company incorporated and operating under Maltese law with LEI 4851000XBTV88TUBKA79.

Principal Activities

The principal activity of the Company is to act as a finance, investment and property holding company.

Shares and Ownership

As at the date of the Prospectus, the Company has no shareholders which hold more than 10% of the its issued ordinary shares.

Key Managing Directors and Statutory Auditors

The members of the Board of Directors are Joseph Cortis, Petramay Attard Cortis, Adriana Cutajar, Joseph M Formosa and Alfred Sladden.

The Company's statutory auditors are RSM Malta, a firm registered as a partnership of certified public accountants holding a practising certificate to act as auditors in terms of the Accountancy Profession Act (Cap. 281 of the laws of Malta).

What is the key financial information regarding the Issuer?

The Company's historical audited financial statements for the years ended 31 December 2018, 2019 and 2020 and the interim financial statements for the period 01 January 2021 to 30 June 2021 are available on the Company's website and at the registered office of the Company. The audit reports of these three financial years do not contain any qualification, modification of opinion, disclaimers or emphasis of matter.

There has been no significant change in the Company's financial or trading position since 31 December 2020.

Key figures extracted from the said financial reports are being presented below:

	Financial year ended 31/12/2020 Audited	Financial year ended 31/12/2019 Audited	Financial year ended 31/12/2018 Audited	6-month period ended 30/06/2021 Unaudited	6-month period ended 30/06/2020 Unaudited
Revenue (€'000)	1,252	1,086	356	870	512
EBITDA (€'000)	1,138	888	103	805	441
Fair value movement relating to investment property (€'000)	4,843	-	-	-	-
Net income	3,663	495	(119)	481	278
Growth in revenue	15.3%	205.1%	8.2%	69.9%	(13.3%)
EBITDA margin	90.9%	81.8%	28.9%	92.5%	86.2%
Net margin	292.7%	45.6%	(33.4%)	55.3%	54.2%
Earnings per share	€14.65	€1.98	(€0.47)	€1.93	€1.11

What are the key risks that are specific to the Issuer?

- the Issuer is dependent on the revenues it generates and expects to generate from the lease of units forming part of its property portfolio.
- the core business of the Issuer is the acquisition and subsequent rental of immovable property and is therefore subject to market and economic conditions in this sphere.
- both the COVID-19 pandemic and the recent Financial Action Task Force (FATF) grey listing have the potential to hinder the Company's operations, particularly the ability to lease out units forming part of its property portfolio.
- Changes to the regulatory environment in which the Company operates may adversely affect the business of the Issuer.

C. Key Information on the Securities

What are the main features of the securities?

The Bonds are being issued in an aggregate amount of up to €21,000,000 with a nominal value of €100 per Bond. The Bonds will be issued in fully registered and dematerialised form and will be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD. There are no special rights attached to the Bonds other than the right of the Bondholders to: (i) attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions of the Bonds; (ii) payment of capital and interest in accordance with the ranking of the Bonds; and (iii) such other rights attached to the Bonds emanating from the Securities Note.

The ISIN of the Bonds is MT0000881236. Unless previously re-purchased and cancelled or redeemed in whole or in part on any one or more of the Early Redemption Dates, the Bonds will be redeemed at their nominal value (together with interest accrued to the date fixed for redemption) on 10 November 2033. The Bonds shall bear interest from and including 10 November 2021 at the rate of 4% per annum on the nominal value thereof, payable annually in arrears on each Interest Payment Date. The first interest payment will be effected on 10 November 2022 (covering the period 10 November 2021 to 9 November 2022). The Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer, and shall at all times rank *pari passu*, without any priority or preference among themselves and with other unsecured debt of the Issuer present and future, if any. Third party security interests may be registered by the Issuer which will rank in priority to the Bonds against the assets of the Issuer for so long as such security interests remain in effect.

The Bonds are freely transferable and have been created in accordance with Maltese law.

Where will the securities be traded?

Application has been made for the Bonds to be admitted to trading on the Official List of the MSE.

What are the key risks that are specific to the securities?

- Secured or privileged debts of the Issuer shall rank at all times ahead of the obligations of the Issuer under the Bonds.
- The impact of COVID-19 may impact the orderly and liquidity of capital markets and therefore, the Bonds.
- The Bonds may be redeemed. In the event that the Issuer exercises the option to redeem the Bonds, the Bondholders might suffer a lower than expected yield and might not be able to reinvest the funds on the same terms. This optional redemption feature may also have a negative impact on the market value of the Bonds.
- The terms and conditions of the Bonds permit majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority.
- Failure of the Company to comply with the applicable law in Malta may result in the suspension or discontinuation of listing of the Bonds.

D. Key Information on the Offer of Securities to the Public and/or the Admission to Trading on a Regulated Market

Why is the Prospectus being produced?

The Company has produced and published the Prospectus in satisfaction of the Capital Markets Rules and Prospectus Regulation applicable to bond issues and their admission to trading on the Official List of the MSE.

The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €20,700,000, will be used by the Issuer for the following purposes, in the amounts and order of priority set out below:

- a. the amount of *circa* €17.5 million will be used to purchase the Property;
- b. the amount of *circa* €3 million will be used to repay the 2014 Bonds; and
- c. the amount of *circa* €200,000 will be used for general corporate funding purposes

The Bond Issue is conditional upon: (a) 67% of the Bond Issue being fully subscribed and (b) the Bonds being admitted to the Official List.

The Bond Issue is not subject to any underwriting agreement on a firm commitment basis.

Conflicts of interest in relation to the Bond Issue

Mr Joseph Cortis is a Director and a director on SMW Cortis Limited (C 6728) and Lapsi Court Limited (C 896). Accordingly, conflicts of interest could potentially arise in relation to transactions involving the Issuer, SMW Cortis and Lapsi Court Limited (C 896).

Under which conditions and timetable can I invest in this security?

General Terms and Conditions

The Bonds are open for subscription to all categories of investors, provided that the Authorised Financial Intermediaries shall be required to carry out an Appropriateness Test in respect of each Applicant for the purpose of assessing such Applicant's level of knowledge and experience prior to investing in the Bonds.

The Issuer shall allocate the entirety of the Bonds to Authorised Intermediaries participating in the Intermediaries' Offer as described above, without priority or preference and in accordance with the allocation policy determined by the Issuer and the Sponsor. Subscription amounts shall be in multiples of €100, subject to a minimum initial subscription of €2,000. The allotment of Bonds in favour of successful Applicants is conditional upon 67% of the Bond Issue being fully subscribed and the Bonds being admitted to the Official List of the MSE. In the event that the Bonds are not admitted to the Official list of the MSE, any application monies received by the Issuer will be returned, without interest, by direct credit into the Applicant's bank account indicated by the Applicant on Application.

Expected timetable of the Offer

1. Application Forms available	1 October 2021
2. Opening and closing of subscription lists relative to the Offer Period	6 October 2021 to 27 October 2021, both days included
3. Commencement of interest on the Bonds	10 November 2021
4. Expected date of announcement of basis of acceptance	10 November 2021
5. Refunds of unallocated monies (if any)	10 November 2021
6. Expected dispatch of allotment advices	10 November 2021
7. Expected date of admission of the securities to listing	10 November 2021
8. Expected date of commencement of trading in the securities	11 November 2021

Admission to trading on a regulated market and plan for distribution

Subject to admission to listing of the Bonds to the Official List of the MSE, the Bonds will be assigned ISIN MT0000881236. The Bonds will be allotted by the Company in accordance with its allocation policy.

Expenses

The total expenses of the Bond Issue are estimated to be *circa* €300,000 and shall be borne by the Company. No expenses will be specifically charged by the Company to any Applicant who subscribes for Bonds.