



JD Capital plc  
HHF 303/304,  
Hal Far Industrial Estate,  
Birzebbuga BBG 3000  
Malta

## COMPANY ANNOUNCEMENT

### Bondholders' Meeting held

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Date of Announcement	26 October, 2022
Reference	56/2022

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The following is a company announcement issued by JD Capital p.l.c. (the “**Company**”) in terms of the Prospects MTF Rules of the Malta Stock Exchange, regulating the Prospects Market, the market regulated as a multilateral trading facility operated by the Malta Stock Exchange.

#### QUOTE

The previously announced (see company announcements JDC54 dated 5<sup>th</sup> October, 2022 and JDC55 dated 7<sup>th</sup> October, 2022) meeting of holders of the €5,000,000 JD Capital plc 5% unsecured bonds 2028 issued by the Company pursuant to a company admission document dated 16 May 2018 (the “**Admission Document**”) admitted to listing and trading on the Prospects MTF Market of the MSE and bearing ISIN number MT0001831206 (the “**Prospects Bonds**”) as at the record date set as 10<sup>th</sup> October, 2022 (the “**Bondholders**”), convened today 26<sup>th</sup> October, 2022, at 17:00, was duly held.

After determining that a quorum of Bondholders was reached in accordance with the requirements of the Admission Document, the following resolution was put to a vote and subsequently approved by the necessary majority of Bondholders present in person or by proxy:

#### ***“Bond Exchange Offer***

*The holders of the €5,000,000 5% unsecured bonds 2028, of a nominal value of €100 per bond, issued by JD Capital p.l.c. pursuant to a company admission document dated 16 May 2018, admitted to trading on the Prospects MTF Market of the MSE and bearing ISIN number MT000183 1206 (the “Prospects Bonds”), hereby resolve that all Prospects Bonds in issue as at the Record Date of 10 October 2022 be exchanged for the corresponding number of 4.85% secured bonds 2032, of a nominal value of €100 per bond, issued by JD Capital plc pursuant to a base prospectus and final terms dated 3 October 2022. Such exchange shall be subject to payment by the Company, to the holders of Prospects Bonds as at the said Record Date, of a premium of €2.00 per Prospects Bond, and shall become effective upon admission to listing and trading of the newly issued bonds on the Official List of the Malta Stock Exchange. Thereafter, the Prospects Bonds are to be cancelled by the Company, and the obligations of the Company with respect to the Prospects Bonds shall be extinguished in their entirety.”*

As a result, all Prospects Bonds held by the Bondholders on the said record date will shortly be surrendered to the Company for subsequent cancellation, in exchange for the allocation, to such Bondholders, of such number of the first tranche of bonds to be issued by the Company as part of the €25,000,000 JD Capital plc secured bond issuance programme approved by the Malta Financial Services Authority on 3rd October, 2022 (the “**Tranche 1 Bonds**”) equivalent to the nominal value of Prospects Bonds in issue as at said record date (see company announcement JDC53 dated 5<sup>th</sup> October, 2022 and Bondholders’ circular dated 11<sup>th</sup> October, 2022). Such exchange shall also be subject to payment by the Company, to the holders of Prospects Bonds receiving Tranche 1 Bonds in exchange for Prospects Bonds, of a premium of €2.00 (gross of tax) per Prospects Bond exchanged. The payment of the said premium shall be without prejudice to the payment of interest due in respect of Prospects Bonds for the period 21 May, 2022 up to and including 25 November, 2022 (date set for cancellation of the Prospects Bonds). Upon cancellation of the Prospects Bonds, the obligations of the Company with respect of the Prospects Bonds would be extinguished in their entirety and replaced by the obligations on the part of the Company towards holders of the Tranche 1 Bonds.

As previously announced in company announcement JDC53 dated 5<sup>th</sup> October, 2022, full details of the secured bond issuance programme are set out in the base prospectus dated 3<sup>rd</sup> October, 2022 (the “**Base Prospectus**”). The terms of issue of the Tranche 1 Bonds, consisting of up to a maximum of €14,000,000 secured bonds of a nominal value of €100, redeemable at par on 25 November, 2032 and having a rate of interest of 4.85% per annum, are found in the relative final terms dated 3<sup>rd</sup> October, 2022 (the “**Final Terms**”). The Final Terms also set out the timetable for redemption of the Prospects Bonds. Both the Base Prospectus and Final Terms may be accessed at <https://www.jsdimech.com/investor-relations/>.

Further information relative to the completion of the process for exchanging Prospects Bonds for Tranche 1 Bonds, and to the offer of Tranche 1 Bonds to the public, shall form the subject of further company announcements to be published in due course.

The Board of Directors of JD Capital p.l.c. wishes to thank its Bondholders for their support of the resolution tabled at the Bondholders’ meeting held earlier today.

#### **UNQUOTE**

By order of the Board of Directors of the Company

A handwritten signature in blue ink, appearing to read 'J. Manicaro', is written over a horizontal line.

Dr Jesmond Manicaro  
Company Secretary