

SUMMARY

Dated 14 February 2025

This Summary is issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules published by the MFSA and of the Prospectus Regulation.

In respect of an issue of €7 million 5.35% unsecured Bonds 2032
of a nominal value of €100 per Bond issued at par by



BEST DEAL PROPERTIES HOLDING P.L.C.

a public limited liability company registered in Malta
with company registration number C 88974

ISIN: MT0002121235

Legal Counsel

ZammitPace 

Sponsor, Manager & Registrar



THIS SUMMARY HAS BEEN APPROVED BY THE MFSA AS THE COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE MFSA ONLY APPROVES THIS SUMMARY AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY AND CONSISTENCY IMPOSED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHOULD NOT BE CONSIDERED AS AN ENDORSEMENT OF THE ISSUER AND/OR THE SECURITIES THAT ARE THE SUBJECT OF THIS SUMMARY.

THIS SUMMARY IS VALID FOR A PERIOD OF 12 MONTHS FROM THE DATE HEREOF. FOLLOWING THE LAPSE OF THIS VALIDITY PERIOD, THE ISSUER IS NOT OBLIGED TO SUPPLEMENT THIS SUMMARY IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES OR MATERIAL INACCURACIES.

Approved by the Directors

Christopher Attard

Pierre Bartolo

*signing in their own capacity as directors of the Company and for and on behalf of each of
Robert Buttigieg, David Basile, Erskine Vella, James Bullock, Mario P Galea and Marlene Seychell*



This Summary is prepared in accordance with the requirements of the Prospectus Regulation and the delegated acts issued thereunder. This Summary contains key information which enables investors to understand the nature and the risks associated with the Issuer and the Bonds.

Except where the context otherwise requires or where otherwise defined herein, the capitalised words and expressions used in this Summary shall bear the meanings assigned thereto in the Registration Document and the Securities Note, respectively, as the case may be.

1. INTRODUCTION AND WARNINGS

This Summary contains key information on the Issuer and the Bonds, summarised details of which are set out below:

Issuer	Best Deal Properties Holding p.l.c., a public limited liability company registered under the laws of Malta bearing company registration number C88974 and having legal identifier number (LEI) 485100A1WBOSGJKWHT04;
Address	63, J.L. Buildings, Office 5, Luqa Road, Paola PLA 9045, Malta;
Telephone number	21692279;
Website	www.bestdealholdings.com;
Competent authority approving the Prospectus	The MFSA, established in terms of the Financial Markets Act (Cap. 345 of the laws of Malta);
Address, telephone number and official website of the competent authority approving the Prospectus	Malta Financial Services Authority, Triq l-Imdina, Zone 1, Central Business District, Birkirkara CBD 1010, Malta. The telephone number of the competent authority is 2144 1155. The official website of the competent authority is https://www.mfsa.mt/ ;
Name of Securities	5.35% Bonds due 2032;
ISIN of the Bonds	MT0002121235;
Prospectus approval date	14 February 2025.

Prospective investors are hereby warned that:

- (i) this Summary should be read as an introduction to the Prospectus. It is being provided to convey the key characteristics and risks associated with the Issuer and the Bonds being offered pursuant to the Prospectus. It is not and does not purport to be exhaustive and investors are warned that they should not rely on the information contained in this Summary in making a decision as to whether to invest in the securities described in this document;
- (ii) any decision of the investor to invest in the Bonds should be based on a consideration of the Prospectus as a whole by the investor;
- (iii) an investor may lose all or part of the capital invested in subscribing for Bonds;
- (iv) the bonds are unsecured;
- (v) where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of Malta, have to bear the costs of translating the Prospectus before the legal proceedings are initiated; and
- (vi) civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only if the Summary, when read together with the other parts of the Prospectus, is misleading, inaccurate, or inconsistent or does not provide key information in order to aid investors when considering whether to invest in the Bonds.

2. KEY INFORMATION ON THE ISSUER

2.1 Who is the Issuer of the Bonds?

2.1.1 Domicile and legal form, its LEI and country of incorporation

The Issuer is Best Deal Properties Holding p.l.c., a public limited liability company registered in Malta in terms of the Companies Act (Chapter 386 of the laws of Malta). The Issuer was incorporated and is domiciled in Malta, with legal entity identifier (LEI) number 485100A1WBOSGJKWHT04.

2.1.2 Principal activities of the Issuer

The Issuer is the holding and finance company of the BDP Group and was incorporated for the purpose of financing its Subsidiaries' respective projects. The Issuer does not carry out any trading activities of its own and its revenue is limited to the dividends it receives from its Subsidiaries and interest receivable due under intra-group loan agreements.

2.1.3 Major shareholders

The authorised share capital of the Issuer is three hundred fifty thousand Euro (€350,000) divided into three million five hundred thousand (3,500,000) ordinary shares of ten Euro cents (€0.10) each. The issued share capital of the Issuer is three hundred twelve thousand five hundred Euro (€312,500) divided into three million one hundred twenty-five thousand (3,125,000) ordinary shares of ten Euro cents (€0.10) each, fully paid up. The Company's issued share capital is subscribed equally by Christopher Attard, Erskine Vella, Pierre Bartolo, RCJ Investments Limited and C Developments Limited.

2.1.4 Directors of the Issuer

As at the date of the Prospectus, the Board of Directors of the Issuer is composed of the following 8 individuals: Christopher Attard (Executive Director); Pierre Bartolo (Executive Director); David Basile (Executive Director); Robert Buttigieg (Executive Director); Erskine Vella (Executive Director); James Bullock (Chairman and Non-Executive Director); Mario P. Galea (Independent, Non-Executive Director); and Maria Carmela k/a Marlene Seychell (Independent, Non-Executive Director).

2.1.5 Statutory auditors

The auditor of the Issuer as of the date of the Prospectus is RSM Malta of Mdina Road, Zebbug ZBG 9015, Malta (accountancy board registration number AB/26/84/53).

2.2 What is the key financial information regarding the Issuer?

The key information regarding the Issuer on a consolidated basis is set out below:

Income Statement	FY2023	FY2022	FY2021	6-mth period ended 30 Jun'24	6-mth period ended 30 Jun'23
Operating profit (€'000)	1,998	3,338	3,795	880	1,147
Statement of Financial Position	31 Dec'23	31 Dec'22	31 Dec'21	30 June'24	
Net financial debt (€'000)	16,996	16,049	11,544	24,977	
<i>Breakdown as follows:</i>					
Borrowings (€'000)	1,200	1,221	1,860	2,005	
Debt securities (€'000)	20,766	21,122	13,296	30,575	
Sinking fund/financial assets (€'000)	(2,984)	(5,040)	(3,365)	(4,706)	
Cash and cash equivalents (€'000)	(1,986)	(1,254)	(247)	(2,897)	
Cash Flow Statement	FY2023	FY2022	FY2021	6-mth period ended 30 Jun'24	6-mth period ended 30 Jun'23
Cash flows from (used in) operating activities (€'000)	625	(3,881)	7,134	(6,082)	3,624
Cash flows from (used in) financing activities (€'000)	2,056	(1,680)	(2,490)	(519)	(3,655)
Cash flows from (used in) investing activities (€'000)	(1,949)	6,568	(4,835)	7,512	(367)



2.3 What are the key risks specific to the Issuer?

The most material risks specific to the Issuer, which may negatively impact the operations and financial position of the Issuer should the circumstances mentioned therein materialise, are as follows:

2.3.1 Risks relating to the Issuer's exposure to and dependence on the BDP Group and its business

The Issuer is the holding parent company of the BDP Group, which was set up primarily as a finance and investment company with one of its purposes being that of raising finance and advancing same to members of the Group. Accordingly, the operating results of the BDP Group have a direct effect on the Issuer's financial position and performance.

2.3.2 Risks relating to the rising costs for materials, resources, and utilities

The price of raw materials has been subject to substantial increases. Should the volatility in prices continue in an upward trajectory over the rest of the year as well as subsequent years, the BDP Group may be negatively affected if these increased costs are not capable of being reflected in increased charges for the delivery of certain products and services of the BDP Group.

2.3.3 Risks associated with the acquisition, development, and sale of property

There are several factors that commonly affect the real estate development industry, many of which are beyond the BDP Group's control, and which could adversely affect the economic performance of the BDP Group and the value of its real estate properties under development. Such factors include, *inter alia*, general industry trends; changes in local market conditions; shortages and, or price increases in raw materials, services, or other construction inputs; and insufficiency of resources to complete the projects.

2.3.4 Risks associated with the competitive nature of the property market

An increase in supply and, or a reduction in demand in the property segments in which the BDP Group operates and targets to sell the remaining units in stock and the properties being developed, may cause sales of units forming part of its properties under development to sell at prices which are lower than is being anticipated by the BDP Group or that sales of such units are in fact slower than is being anticipated.

2.3.5 Risks associated with property valuations and net realisable value

Property valuations are largely dependent on current and, or expected market conditions which are susceptible to fluctuation and therefore, there can be no assurance that such property valuations will reflect actual market values. Furthermore, the Group may purchase and, or have purchased property based on inaccurate valuations.

2.3.6 Risks associated with the engagement and, or the involvement of service providers and associated counterparty risks

The BDP Group relies upon third party or related service providers for the construction and completion of its property developments. This gives rise to counter-party risks in those instances where such third parties do not perform in line with the BDP Group's expectations and in accordance with their contractual obligations.

2.3.7 Risks relating to cost overruns and delays in completing the BDP Group's projects

The projects being undertaken by the BDP Group (including, *inter alia*, the Paola Development) are susceptible to certain risks inherent in real estate development, most notably the risk of completion within their scheduled completion date and within the budgeted cost. If either or both of these risks were to materialise, they could have a significant impact on the financial condition of the Issuer, its' ability to meet its obligations under the Bonds.

3. KEY INFORMATION ON THE SECURITIES

3.1 What are the main features of the securities?

The Bonds are being issued in the amount of €7,000,000 with a nominal value of €100 per Bond issued at the rate of 5.35% per annum and redeemable at par on 21 February 2032. The first interest payment shall be effected on 21 February 2026 (covering the period from 21 February 2025 to 20 February 2026).

The Bonds shall be issued in fully registered and dematerialised form and shall be represented in uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the CSD. On admission to trading, the Bonds shall have the following ISIN: MT0002121235.

The Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer. The Bonds shall at all times rank *pari passu* without any priority or preference among themselves.

There are no special rights attached to the Bonds other than the right of Bondholders to: (i) the repayment of capital; (ii) the payment of interest; (iii) attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions of the Bond Issue; and (v) such other rights attached to the Bonds emanating from the Prospectus. There are no restrictions on the free transferability of the Bonds.



3.2 Where will the securities be traded?

Application has been made to the Malta Stock Exchange for the Bonds to be listed and traded on its Official List.

3.3 What are the key risks specific to the Securities?

3.3.1 *No independent credit rating of the Bonds has been sought*

The Issuer has not sought, nor does it intend to seek, the credit rating of an independent rating agency and there has been no assessment by any independent rating agency of the Bonds.

3.3.2 *Subsequent changes in interest rates and potential impact on inflation*

The Bonds shall carry a fixed interest rate. Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds. The price of fixed rate bonds should, theoretically, be adversely impacted if interest rates increase above the level of the interest paid on the said bond. In an economic scenario where prevailing market interest rates are rising, the prices of fixed rate bonds decline and conversely, if market interest rates are declining, the prices of fixed rate bonds tend to rise. This is part of the market risk inherent in financial instruments but it is only crystallised if a Bondholder decides to sell the Bonds before maturity on the secondary market, since on maturity, a Bondholder will still be entitled to receive the face value of the Bonds.

The coupon payable on the Bonds is a nominal interest rate. The real interest rate is computed by subtracting inflation from the nominal interest rate, the result of which indicates the real return on the Bond coupons. In a period of high inflation, an investor's real return on the Bonds will be lower than the Bonds' nominal interest rate and thus undermine an investor's expected return. Furthermore, an increase in inflation may result in a decrease in the traded price of the Bonds on the secondary market

3.3.3 *No prior market for the Bonds*

Prior to the Bond Issue and Admission, there has been no public market for the Bonds within or outside Malta. Due to the absence of any prior market for the Bonds, there can be no assurance that the price of the Bonds will correspond to the price at which the Bonds will trade in the market subsequent to the Bond Issue.

4. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET

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

Applications for Bonds

The Bonds are open for subscription by Authorised Financial Intermediaries (either for their own account or for the account of their underlying customers) pursuant to the Intermediaries' Offer.

Applications for subscriptions to the Bonds may be made through any of the Authorised Financial Intermediaries, subject to a minimum Application of €2,000 and in multiples of €100 thereafter.

Expected timetable of the Bond Issue

Offer Period	17 February 2025 to 21 February 2025
Commencement of interest on the Bonds	21 February 2025
Expected date of announcement of basis of acceptance	24 February 2025
Refunds of unallocated monies (if any)	24 February 2025
Expected dispatch of allotment advices	27 February 2025
Expected date of admission of the securities to listing	27 February 2025
Expected date of commencement of trading in the securities	28 February 2025

Total estimated expenses

Professional fees and costs related to publicity, advertising, printing, listing, registration, sponsor, management, registrar fees, selling commission, and other miscellaneous expenses in connection with this Bond Issue are estimated not to exceed €300,000. There is no particular order of priority with respect to such expenses.

4.2 Why is this Prospectus being produced?

4.2.1 Use of proceeds

The proceeds from the Bond Issue, which net of Bond Issue expenses are expected to amount to approximately €6.7 million, will be used for the following purposes, in the amounts and order of priority set out below:

- (i) An amount of up to €4.5 million for the purposes of excavating, developing, constructing and completing the Paola Development; and
- (ii) the remaining amount of €2.2 million to be used for the BDP Group's general corporate funding purposes.

4.2.2 Underwriting

The Bond Issue is not underwritten.

4.2.3 Conflicts of interest

Save for the possible subscription for Bonds by Authorised Financial Intermediaries (which include the Sponsor, Manager & Registrar) and any fees payable to M.Z. Investment Services Limited as Sponsor, Manager & Registrar in connection with the Bond Issue, so far as the Issuer is aware, no person involved in the Bond Issue has any material conflicts of interest pertaining to the offer of Bonds or their admission to trading.

