



14, M. Borg Gauci, Handaq, Qormi QRM 4000, Malta
Company Registration Number C80722
(the “Company”)

BONDHOLDERS’ CIRCULAR

Date: 20 December 2023

This Circular is being issued by Camilleri Finance p.l.c. (C 80722), with registered office at 14, Manuel Borg Gauci Street, Qormi QRM 4000, Malta (the ‘**Company**’) pursuant to the provisions of Chapter 6 of the Prospects MTF Rules in connection with the early redemption of the €5,000,000 4.75% unsecured bonds 2027 (ISIN: MT0001521203) issued by the Company pursuant to a company admission document dated 22 May 2017 (the ‘**2017 Prospects Bonds**’).

1. IMPORTANT INFORMATION

THIS IS AN IMPORTANT DOCUMENT.

THE DIRECTORS OF THE COMPANY HAVE AGREED ON THE ISSUES AND MATTERS DESCRIBED HEREIN BY MEANS OF A RESOLUTION IN WRITING. IN THE EVENT THAT BONDHOLDERS RECEIVING THIS DOCUMENT ARE IN ANY DOUBT AS TO THE IMPORT OF THIS DOCUMENT OR AS TO ANY OF THE CONTENT HEREIN, THEY ARE URGED TO CONSULT THEIR INDEPENDENT PROFESSIONAL ADVISERS.

All the Directors of the Company, whose names appear on page 2, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors who have taken all reasonable care to ensure that such is the case the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. DEFINITIONS

For the purposes of this Circular, the following capitalised terms shall have the meaning attributed thereto hereunder:

2017 Prospects Bonds	€5,000,000 4.75% unsecured bonds 2027 (ISIN: MT0001521203) issued by the Company pursuant to a company admission document dated 22 May 2017;
2023 Bonds	€15,000,000 worth of unsecured bonds 2034 of a nominal value of €100. The 2023 Bonds to be issued by the Company shall be due for redemption in 2034 and shall bear interest annually from and including 23 February 2024 at a fixed interest rate of 6.25% per annum, payable annually;

Applicant/s	a person or persons whose name or names appears in the form of application of subscription for the 2023 Bonds by existing Bondholders of the 2017 Prospects Bonds;
Bondholders' Meeting	The meeting of the existing Bondholders of the 2017 Prospects Bonds called by the Company on the 12 January 2024 in terms of the Company Admission Document for the purpose of obtaining approval of the existing Bondholders of the 2017 Prospects Bonds for the early redemption of the 2017 Prospects Bonds;
Company Admission Document	the company admission document dated 22 May 2017 setting out the terms and conditions of the 2017 Prospects Bonds issued by the Company;
Intermediaries' Offer	the subscription agreement the Company may enter into with each authorised financial intermediary for the purchase of bonds whereby the Company will bind itself to allocate Bonds to the authorised financial intermediaries in accordance with the terms of such subscription agreement and the allocation policy to be adopted by the Company;
Malta Stock Exchange	Malta Stock Exchange plc, as originally constituted in terms of the Financial Markets Act (Chapter 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;
MSE Bye-Laws	the MSE bye-laws issued by the authority of the board of directors of Malta Stock Exchange plc, as may be amended from time to time;
Official List	the list prepared and published by the Malta Stock Exchange as its official list in accordance with the MSE Bye-Laws;
Placement Agreements	the conditional placement agreement/s entered into or to be entered into, as the case may be, between the Company and the authorised financial intermediaries;
Prospects MTF List	the list prepared and published by the Malta Stock Exchange as the list indicating the companies admitted to the Prospects MTF Market in accordance with the Prospects MTF Rules;
Prospects MTF Market	the market regulated as a multilateral trading facility operated by the Malta Stock Exchange providing a venue for start-up and growth for small to medium-sized enterprises to float their capital (including equity or debt) on the market;
Prospects MTF Rules	the rules issued by the board of directors of the Malta Stock Exchange, in exercise of the powers conferred on it by the Financial Markets Act (Chapter 345 of the laws of Malta), regulating the Prospects MTF Market;

3. INTRODUCTION

The purpose of this circular (the ‘**Circular**’) is to provide information to the bondholders of Camilleri Finance p.l.c. (the ‘**Company**’) in compliance with Chapter 6 of the Prospects MTF Rules issued by the Malta Stock Exchange.

If you have sold or transferred any or all of your bonds in the Company, you should at once, hand this Circular and any accompanying documents to the purchaser or transferee or to the person through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular contains information relating to the resolutions of the extraordinary general meeting of the Company taken on the 11 October 2023 pursuant to which the Directors placed before the members the extraordinary resolutions relating to an increase in the authorised share capital of the company and the resultant change in and substitution of the Company’s Memorandum and Articles of Association, and the resolution of the Directors of the Company taken on the 4 December 2023 pursuant to which the Directors resolved to issue a maximum of €15,000,000 unsecured bonds due in 2034 of a nominal value of €100 per bond to be issued at par by the Company, bearing interest at the rate of 6.25% per annum and, for such purpose and prior thereto, to redeem the 2017 Prospects Bonds.

This Circular is being sent to all holders of the €5,000,000 4.75% Unsecured Bonds 2027 to enable them to understand better the nature of the early redemption of the 2017 Prospects Bonds, the principal commercial terms thereof, and to provide other necessary information about the proposed early redemption of the 2017 Prospects Bonds to the holders thereof. This Circular is being dispatched in compliance with the requirements of Rule 6.00.01, Rule 6.00.02 on the contents of circulars, Rule 6.00.08, Rule 6.00.16, and Rule 6.00.01.06 and complies therewith in respect of content and form.

As provided for in the Company Announcement ORN62, trading in the 2017 Prospects Bonds was suspended as from close of business on the 15 December 2023.

A copy of this Circular has been provided to the Malta Stock Exchange in terms of Prospects MTF Rule 6.00.41.

3. RESPONSIBILITY STATEMENT

All the Directors of the Company, as at the date of this Circular being Dr Michael Borg Costanzi, Mr Anthony Camilleri, Mr John Soler, and Mr Christos Barmperis accept responsibility for the information contained in this Circular. To the best of the knowledge and belief (after having taken all reasonable care to ensure that such is the case), the information contained in this Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

4. INFORMATION ABOUT THE COMPANY

Legal Name of the Company:	Camilleri Finance p.l.c.
Registered Address:	14, Manuel Borg Gauci Street, Qormi, QRM 4000, Malta
Place of Registration and Domicile:	Malta
Registration Number:	C 80722
Date of Registration:	03 May 2017
Legal Form:	The Company is lawfully existing and registered as a public limited liability company in terms of the Act
Telephone No:	+356 21472255
Email Address:	info@orion.com.mt
Website:	www.orion.com.mt

The Company has an authorised and issued share capital of two hundred and fifty thousand Euro (€250,000) divided into 249,999 Ordinary 'A' shares and 1 Ordinary 'B' share of one Euro (€1), fully paid up, which are subscribed to and held by Orion Retail Investments Limited as to 249,999 Ordinary 'A' shares one Euro (€1) each and Anthony Camilleri as to 1 Ordinary 'B' share of one Euro (€1).

Since its incorporation, the Company issued bonds which are currently admitted and traded on the Prospects MTF List of the Malta Stock Exchange. In May 2017, the Company issued €5,000,000 4.75% Unsecured Bonds 2027 of a nominal value of €1,000 per bond bearing an interest rate of 4.75% per annum, issued at par and redeemable on the 18 June 2027 at their nominal value. The 2017 Prospects Bonds are guaranteed by Orion Retail Investments Limited.

The said issue of the 2017 Prospects Bonds (ISIN: MT0001521203) is regulated by the terms and conditions set out in the Company Admission Document.

5. PURPOSE OF THIS CIRCULAR

5.1. Amendments made to Memorandum and Articles of Association

As detailed in Company Announcement issued on the 11 October 2023, the Company resolved to change its name to Camilleri Finance p.l.c. The change in the name of the Company to Camilleri Finance p.l.c. came about as part of the rebranding of the Company's group of companies. Following the approval of such a resolution by the Members of the Company, all references to the Company's former name 'Orion Finance p.l.c.' within the Memorandum and Articles of Association of the Company were substituted with 'Camilleri Finance p.l.c.'.

Furthermore, as detailed in the Company Announcement issued on the 11 October 2023, the Company resolved to increase its authorised share capital to two hundred and fifty thousand Euro (€250,000) divided into 249,999 Ordinary A shares of a nominal value of one Euro (€1) each and 1 Ordinary B share of a nominal value of one Euro (€1). The increase in the authorised share capital of the Company allowed for the utilization of the Company's reserves for the capitalisation from such reserves. Following the increase in the authorised share capital of the Company, as detailed in the same Company Announcement issued on the 11 October 2023, the Company issued two hundred thousand (200,000) Ordinary A shares to Orion Retail Investments Limited (a company incorporated in Malta bearing company registration number C 80707 and having its registered address at 14, Manuel Borg Gauci Street, Qormi, QRM 4000, Malta) one hundred and thirty thousand (130,000) ordinary A shares of which were issued further to a capitalisation from the reserves of the Company.

5.2. Redemption of Debt Securities

As detailed in the Company Announcement issued on 19 December 2023, the Company intends on making an offer for subscription to issue €15,000,000 worth of unsecured bonds 2034 of a nominal value of €100 each to be admitted to listing and trading on the Official List of the Malta Stock Exchange, pursuant to and in terms of the Prospectus. The 2023 Bonds to be issued by the Company shall be due for redemption in 2034 and shall bear interest annually from and including 23 February 2024 at a fixed interest rate of 6.25% per annum, payable annually.

The issue and allotment of the 2023 Bonds is conditional upon: (i) the minimum amount of €10,000,000 being subscribed for; (ii) the guarantee being granted in terms of the Securities Note; (iii) the Company obtaining the approval of the existing Bondholders of the 2017 Prospects Bonds for the early redemption of the 2017 Prospects Bonds pursuant to a meeting called for the purpose in terms of the 2017 Company's Company Admission Document; and (iv) the Bonds being admitted to the Official List.

An amount of *circa* €4,300,000 of the net proceeds from the issue of the 2023 Bonds will be used by the Company for redemption of the outstanding amount of 2017 Prospects Bonds remaining in issue as at or about 23 February 2024, being the expected date of redemption of the 2017 Prospects Bonds.

The Company shall allocate the 2023 Bonds on the basis of the following allocation policy and order of priority:

- i. first to existing Bondholders of the 2017 Prospects Bonds applying for Bonds by way of 2017 Orion Prospects Bond Transfer¹ (and subject to any cash top-up as and if applicable) in accordance with the terms and conditions set out in the Prospectus, and subject to a minimum application of €1,000;
- ii. the remaining 2017 Prospects Bonds not subscribed to in the immediately preceding paragraph shall be allocated to authorised financial intermediaries participating in the Intermediaries' Offer on behalf of all Applicants that are not applicants in terms of the immediately preceding paragraph and in accordance with an allocation policy to be determined by the Company and the Registrar. As part of the Intermediaries' Offer, the Company may enter into Placement Agreements with one or more of the authorised financial intermediaries for the placement of up to the aggregate amount of Bonds not subscribed for by the 2017 Prospects Bondholders as part of the 2017 Orion Prospects Bond Transfer.

A 2017 Orion Prospects Bond Transfer shall be without prejudice to the rights of existing Bondholders of the 2017 Prospects Bonds to receive interest on the on the 2017 Prospects Bonds up to but excluding 23 February 2024. The 2017 Prospects Bonds are expected to be redeemed on 23 February 2024 as determined by the Company and duly notified to existing Bondholders of the 2017 Prospects Bonds.

The transfer of 2017 Prospects Bonds to the Company in consideration for the subscription for 2023 Bonds shall cause the obligations of the Company with respect to such 2017 Prospects Bonds to be extinguished and shall give rise to obligations on the part of the Company under the 2023 Bonds.

¹ '2017 Orion Prospects Bond Transfer' refers to the existing Bondholders of the 2017 Prospects Bonds electing to subscribe for 2023 Bonds through the transfer to the Company of all of the 2017 Prospects Bonds held by them as at the Cut-Off Date (including any Cash Top-Up necessary) resulting in 2023 Bonds being allocated to existing Bondholders of the 2017 Prospects Bonds.

Pursuant to the foregoing, the Company confirms that the purpose of this Circular is:

- (i) update the Bondholders on recent amendments relating to the Company's Memorandum and Articles of Association as aforementioned in Section 5.1.
- (ii) to provide existing Bondholders of the 2017 Prospects Bonds with the necessary information in accordance with the Prospects MTF Rules with respect to the Company's intention to obtain the approval of the existing Bondholders of the 2017 Prospects Bonds for the early redemption of the 2017 Prospects Bonds during the Bondholders Meeting (as detailed in section 6 below), with a view to the proposed issue of the 2023 Bonds by the Company;

6. MEETING OF BONDHOLDERS AND EARLY REDEMPTION OF 2017 PROSPECTS BONDS

In terms of the Company Admission Document, a meeting of the existing holders of the 2017 Prospects Bonds for the purpose of considering the early redemption of the 2017 Prospects Bonds is called by the Directors of the Company by giving Bondholders listed on the register of Bondholders as at a date being not more than thirty (30) days preceding the date scheduled for the meeting, not less than fourteen (14) days' notice in writing.

The notice itself (as well as the results of the Bondholders' Meeting) shall also be announced to the market via company announcement.

The quorum at the Bondholders' Meeting is at least two (2) Bondholders present, in person or by proxy, representing not less than 50% in nominal value of the 2017 Prospects Bonds then outstanding. If a quorum is not present within thirty (30) minutes from the time scheduled for the commencement of the meeting as indicated on the notice convening same, the meeting shall stand adjourned and the Company shall within two (2) days from the date of the original meeting issue a Company Announcement to announce the place, date, and time where the adjourned meeting is to be held. The adjourned meeting shall be held not earlier than seven (7) days, and not later than fifteen (15) days, following the original meeting. At that adjourned meeting, number of Bondholders present at the commencement of the meeting, in person or by proxy, shall constitute a quorum.

The proposal for the early redemption of the 2017 Prospects Bonds placed before the Bondholders' Meeting shall only be considered approved if at least sixty per cent (60%) in nominal value of the Bondholders present at the meeting at the time when the vote is being taken, in person or by proxy, shall have voted in favour of the proposal.

In the event of the required majority of the existing Bondholders of the 2017 Prospects Bonds voting in favour of the aforesaid proposal during the Bondholders' Meeting, upon redemption of the 2017 Prospects Bonds, all existing Bondholders of the 2017 Prospects Bonds will be afforded a premium in the form of payment of a redemption price of 1% (the "Redemption Premium"). Existing Bondholders of the 2017 Prospects Bonds will be entitled to have the Redemption Premium settled in cash upon redemption of the 2017 Prospects Bonds (by direct credit into the bank account of the existing Bondholders of the 2017 Prospects Bonds).

Existing Bondholders of the 2017 Prospects Bonds who do not elect to avail themselves of the possibility to exchange their investment in the 2017 Prospects Bonds for an investment in the 2023 Bonds in terms of the procedure outlined in the Prospectus shall receive all capital and accrued interest to date, together with the Redemption Premium, on 23 February 2024. Those that do avail themselves of the possibility to exchange their investment shall receive all accrued interest to date, together with the Redemption Premium, on the same date.

The Bondholders' Meeting for the purpose of obtaining the approval of the existing Bondholders of the 2017 Prospects Bonds for the early redemption of the 2017 Prospects Bonds has been called by the Company on 12 January 2024 and the formal notice calling said Bondholders Meeting has been issued on the date of this Circular.

All details relative to the 2023 Bonds and the terms and conditions of issue of said 2023 Bonds are set out in the Prospectus, a copy of which is available on the Company's website (<https://www.orion.com.mt>).

7. DIRECTORS' CONFLICTS OF INTEREST

None of the Directors of the Company have any interest in the 2017 Prospects Bonds and there are no material conflicts of interest pertaining to the early redemption of the 2017 Prospects Bonds.

8. MARKET VALUE OF THE 2017 PROSPECTS BONDS

First dealing day in month of	€
May 2023	€100
June 2023	€100
July 2023	€100
August 2023	€100
September 2023	€100
October 2023	€100
November 2023	€100
December 2023	€100
As at 11 December 2023	€100

9. EXPECTED TIMETABLE

1. Meeting of Existing 2017 Orion Prospects Bondholders	12 January 2024
2. Application Forms available	15 January 2024
3. Opening and closing date for Applications to be received from Existing 2017 Orion Prospects Bondholders	15 January 2024 to 19 January 2024, both days included
4. Opening and closing of Intermediaries' Offer Period	22 January 2024 to 9 February 2024, both days included
5. Announcement of basis of acceptance through a company announcement	16 February 2024
6. Refunds of unallocated monies, if any	23 February 2024
7. Dispatch of allotment letters	23 February 2024
8. Expected date of early redemption of the 2017 Orion Prospects Bonds	23 February 2024
9. Commencement of interest on the Bonds	23 February 2024
10. Expected date of admission of the Bonds to listing	23 February 2024
11. Expected date of commencement of trading in the Bonds	26 February 2024
12. Expected release of Current Encumbrances	Not later than 23 March 2024

10. TAXATION

10.1. General

Existing Bondholders of 2017 Prospects Bonds are urged to seek professional advice as regards both Maltese and any foreign tax legislation which may be applicable to them in respect of the 2023 Bonds, including their acquisition, holding and transfer as well as on any income derived therefrom or on any gains derived on the transfer of such 2023 Bonds. The following is a summary of the anticipated tax treatment applicable to Bondholders in so far as taxation in Malta is concerned. This information does not constitute legal or tax advice and does not purport to be exhaustive.

The information below is based on interpretation of tax law and practice relative to the applicable legislation, as known to the Company at the date of this Circular, in respect of a subject on which no official guidelines exist. Existing Bondholders of 2017 Prospects Bonds are reminded that tax law and practice and their interpretation as well as the levels of tax on the subject matter referred to in the preceding paragraph, may change from time to time.

This information is being given solely for the general information of existing Bondholders of 2017 Prospects Bonds. The precise implications for investors will depend, among other things, on their particular circumstances and on the classification of the 2023 Bonds from a Maltese tax perspective, and professional advice in this respect should be sought accordingly.

10.2. Maltese taxation on the Redemption Premium paid by the Company

On the basis that the 2017 Prospects Bonds do not fall within the definition of “securities” in terms of article 5(1)(b) of the Income Tax Act, that is, “*shares and stocks and such like instrument that participate in any way in the profits of the company and whose return is not limited to a fixed rate of return*”, and to the extent that the 2017 Prospects Bonds are held as capital assets by the existing Bondholders of 2017 Prospects Bonds, no tax on capital gains shall be chargeable upon the receipt of the Redemption Premium upon redemption of the 2017 Prospects Bonds.

11. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or certified copies thereof will be available for inspection at the registered office of the Company at 14, Manuel Borg Gauci Street, Qormi QRM 4000, Malta for at least fourteen (14) days from the date of publication of this Circular:

- a. the Company’s existing Memorandum and Articles of Association
- b. the unaudited interim financial statements as at 30 June 2023 of the Company, and
- c. the last audited annual financial report of the Company.