

ORION

Orion Finance plc

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

Company Announcement

The following is a company announcement issued by Orion Finance p.l.c. (“Orion” or the “Company”) pursuant to Rule 4.11.13 of the Prospects MTF Rules.

The Company refers to the obligation to which Prospects MTF Companies are subject in terms of Rule 4.11.03 and Rule 4.11.12 relating to the publication of the twelve-month financial information as defined in Table 1 paragraph 3 of the Rules and specifically the publication and dissemination via an announcement of Financial Sustainability Forecasts including management assumptions thereon (“FSFs”). The below copy of the FSFs, as approved by the Board of Directors, is based on the following assumptions:

Revenues

The Orion Group (Orion Finance p.l.c and Orion Retail Investments Ltd) is expected to generate revenue of €1.4 million, based on the rental stream stipulated in the rental agreements currently in place with the Camilleri Group. Projected revenue also includes a management fee of €297,000 payable by the Camilleri Group, to cover the cost of managing the Properties.

Administrative expenses

Administrative expenses consist primarily of directors’ fees, admission fees, professional fees and other corporate and general overheads. Amortisation cost is calculated on the value of the Property Management Rights (as defined in the Company Admission Document) over the term of the Property Management Agreement (as defined in the Company Admission Document).

Finance costs

Finance costs primarily relate to amounts due on the Deferred Consideration (as defined in the Company Admission Document) and interest on the issued bonds.

Taxation

Current taxation is provided at 35% of chargeable income for the period.

Sinking fund and bond-buy back

In accordance with the Company Admission Document, from financial year end 31 December 2019, the Company set up a sinking fund which is administered independently to cover 100% of the value of the issued bonds until redemption date. The required contributions to the sinking fund for the year ended 31 December 2023 are €500,000 in accordance with the Company Admission Document. In line with the treasury management policy and historical trends, the sinking fund money is expected to be used to purchase the Company’s bonds off the secondary market.

Projected consolidated income statement for the year ending 31 December 2023

€000	
Revenue	
Rental income	1,399
Other income	297
Total revenue	1,697
Administrative expenses	(131)
EBITDA	1,565
Amortisation	(614)
EBIT	951
Net finance cost	(267)
Profit before tax	684
Tax expense	(354)
Profit after tax	330

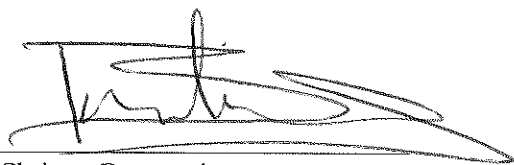
Projected consolidated statement of financial position as at 31 December 2023

€000	
Assets	
Non-current assets	
Intangible assets	11,211
Sinking fund	500
Total non-current assets	11,711
Current assets	
Trade and other receivables	10
Cash and cash equivalents	1,382
Total current assets	1,392
Total assets	13,103
Equity and liabilities	
Equity	
Share capital	6,030
Retained earnings	1,324
Total equity	7,354
Non-current liabilities	
Borrowings	4,121
Deferred consideration for Property Management Rights	0
Total non-current liabilities	4,121
Current liabilities	
Deferred consideration for Property Management Rights	1,164
Trade and other payables	110
Current tax liability	354
Total current liabilities	1,628
Total liabilities	5,749
Total equity and liabilities	13,103

Projected consolidated statement of cash flows for the year ended 31 December 2023

€000

Operating activities	
Profit before tax	684
Adjustment for:	
Interest paid	267
Amortisation	614
	1,565
Movement in trade and other receivables	(2)
Movement in trade and other payables	(102)
	1,461
Interest paid	(285)
Taxation paid	(359)
Cash generated from operating activities	818
Financing activities	
Redemption of bonds	(300)
Net advances to fellow subsidiary company	(14)
Transfer of cash to sinking fund	(200)
Payment of Deferred Consideration	(488)
Cash generated from financing activities	(1,002)
Change in cash and cash equivalents for the year	(184)
Opening cash and cash equivalents	1,566
Closing cash and cash equivalents	1,382



Christos Barmperis
Company Secretary
26 April 2023