

COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by AX Group p.l.c. (the “**Company**”) pursuant to the Capital Market Rules, as issued by the Malta Financial Services Authority:

Quote

Issue of €40,000,000 AX Group p.l.c. 5.85% Unsecured Bonds 2033

Reference is being made to Company Announcement AXG55/2023 issued on 14 September 2023 in relation to the submission of an application by the Company to the Malta Financial Services Authority (the “**Authority**”) requesting the admissibility to listing of €40,000,000 unsecured bonds of a nominal value of €100 per bond, redeemable in 2033 (the “**New AX Group Bonds**”).

The Board of Directors of the Company hereby announces that the Company has been granted approval by the Authority for the admissibility to listing on the Official List of the Malta Stock Exchange of the New AX Group Bonds. Further information on the Bond Issue shall be available in the prospectus dated 26 September 2023 (the “**Prospectus**”), copies of which may be obtained electronically from the Company’s website: <https://axinvestor-relations.mt/> as from 29 September 2023.

As previously announced, the Company will be granting preference to holders of the €40,000,000 6% AX Investments p.l.c. unsecured bonds 2024 (the “**Exchangeable Bonds**”) appearing on the bond register as at 22 September 2023 (trading session of 19 September 2023) (the “**Cut-Off Date**”) to subscribe to the New AX Group Bonds up to the extent of their holdings of Exchangeable Bonds (the “**Exchangeable Bond Transfer**”). Trading in the Exchangeable Bonds, which has been suspended with effect from close of business of 19 September 2023, will remain suspended until further notice.

In the case of Exchangeable Bonds surrendered in favour of the Company by way of Exchangeable Bond Transfer, the Company will settle the difference between the interest rate applicable to the Exchangeable Bonds (6%) and the interest rate of 5.85% applicable to the New AX Group Bonds, from and including 7 November 2023 up to and including 5 March 2024, being the day prior to the Exchangeable Bonds’ redemption date.

The remaining balance of the New AX Group Bonds, not subscribed for by holders of Exchangeable Bonds by way of Exchangeable Bond Transfer as aforesaid, will be offered for subscription to the following, *pari passu* without priority or preference amongst themselves: (i) holders of Exchangeable Bonds as at the Cut-Off Date (provided that such holders of Exchangeable Bonds transfer their entire holding in Exchangeable Bonds by way of Exchangeable Bond Transfer); (ii) employees and directors of any company forming part of the AX Group as at the Cut-Off Date; and (iii) holders of the following AX Group securities as at the Cut-Off Date ((ii) and (iii) collectively, the “**Preferred Applicants**”):

- the €15 million 3.25% AX Group p.l.c. Bonds 2026;
- the €10 million 3.75% AX Group p.l.c. Bonds 2029;
- the €40 million 3.5% AX Real Estate p.l.c. Bonds 2032; and
- the ordinary 'A' shares of AX Real Estate p.l.c.

In the event that, following the abovementioned allocations, any New AX Group Bonds shall remain unallocated, the Company shall offer such remaining New AX Group Bonds to Authorised Intermediaries through an Intermediaries' Offer.

Unquote



Dr. Edmond Zammit Laferla
Company Secretary

27 September 2023

Company Announcement
AXG56/2023