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CF ESTATES FINANCE p.l.c.

CF Business Centre, Level 1, Triq Gort, Paceville, San Giljan, STJ 9023, Malta
Co. Reg. No. C102839

COMPANY ANNOUNCEMENT

Offer of up to €5,500 € Zero-Coupon unlisted Secured Notes 2024-2026 by

CF Estates Finance p.l.c.

CF Estates Finance p.l.c (the “**Company**”) hereby announces that it is offering to the public (the “**Offering**”) up to an aggregate nominal value of €4,900,000 of Zero-Coupon unlisted Secured Notes (the “**Secured Notes**”) of a nominal value of €100 per unlisted Secured Note due by not later than 20 March 2026 but subject to earlier redemption at any time from 20 December 2024 at the discretion of the Company, in accordance with the terms of an offering memorandum issued by the Company dated 5 September 2024 (the “**Offering Memorandum**”). The Secured Notes will be issued at the Subscription Value, and shall be redeemable at the Redemption Value, both terms as defined in and in accordance with the provisions of the Offering Memorandum.

The Secured Notes will be guaranteed by CF Estates Ltd. (the “**Guarantor**”). The Secured Notes will also be secured through a first ranking pledge to be constituted by the shareholders of the Guarantor over the totality of their issued shares in the Guarantor.

It is not intended that, and no action will be taken by the Company so that, and the Company will not allow or give its consent that, the Secured Notes be listed, or dealt in, on any regulated market or stock exchange or multilateral trading facility.

The Offering of Secured Notes under the Offering Memorandum is exempt from the obligation to publish a prospectus in accordance with Article 3(1) of the Prospectus Regulation (Regulation (EU) 2017/1129 of 14 June 2017 of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as may be amended and/or supplemented from time to time), by virtue of Article 12A(2) of the Financial Markets Act (Chapter 345 of the Laws of Malta), since inter alia the total consideration of such offer in the European Union and the EEA (based on the Subscription Value at which the Secured Notes will be subscribed) is less than five million Euro (€5,000,000) calculated over a period of twelve (12) months. This notwithstanding, the Secured Notes may be offered to any number of investors, without limitation and shall be available for subscription by all categories of investors, including the general public.

Directors

Joseph Portelli

Mario Vella

Peter Portelli

Stephen Muscat



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Full details of the issue of Secured Notes and the Offering, including, specifically, details concerning the timetable and conditions under which to invest in the Secured Notes, are set out in the Offering Memorandum, a copy of which may be obtained from the Company's website on the following hyperlink <https://cf.com.mt>.

A handwritten signature in blue ink, appearing to read 'Joseph Saliba'.

Joseph Saliba

Company Secretary

5 September 2024

Directors

Joseph Portelli

Mario Vella

Peter Portelli

Stephen Muscat