



**HILI
PROPERTIES**

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COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by Hili Properties p.l.c. (the “Company”) pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority in accordance with the provisions of the Financial Markets Act (Chapter 345 of the Laws of Malta), as amended from time to time.

QUOTE

Conditional Voluntary Public Takeover Bid – End of Acceptance Period

Reference is made to the conditional voluntary public takeover bid for the acquisition of the entire issued share capital of the Company launched by Hili Ventures Limited (C57902) (the ‘**Offeror**’) which ran from February 26, 2025 to March 25, 2025 (the ‘**Acceptance Period**’), as described in the offer document dated February 21, 2025 (the ‘**Offer Document**’).

The Company has been informed by the Offeror and M.Z. Investment Services Limited, in its capacity as Manager, Registrar, Collecting Agent and Paying Agent, that it received an aggregate amount of 501 valid acceptance forms in respect of a total number of 51,749,622 shares in the Company during the acceptance period, representing just under 12.91% of the entire issued share capital of the Company (the ‘**Acceptance Shares**’).

The Offeror has also informed the Company that it considers all the conditions set out in the Offer Document as being satisfied in full and thus the Voluntary Bid is now unconditional in all respects.

The transfer of the Acceptance Shares to the Offeror is expected to be completed by not later than close of business on April 23, 2025. Upon completion of the transfer of the Acceptance Shares, the Offeror is expected to hold 351,749,612 ordinary shares in the Company, equating to just over 87.74% of the issued share capital and the corresponding voting rights of the Company. In view of this, the Company has

requested for a derogation to be granted by the MFSA in terms of Capital Market Rule 3.26 on the basis that, notwithstanding that the proportion of the Company's shares in the hands of the public will fall below twenty-five percent (25%) of the total issued share capital of the Company, there will be no impact on the market's operation.


As set out in sub-section 9.2 of the Offer Document, the Offeror had considered the possibility to propose to the Board of Directors and the General Meeting of the Company to apply to the Malta Financial Services Authority for the de-listing of the shares of the Company from the Official List of the Malta Stock Exchange. Following the completion of the Offer, the Offeror has reassessed its position and it will not be proposing a motion to de-list at this time.

The Offeror also expressed its intent to ultimately pursue the acquisition of 100% of the shares in the Company and to subsequently propose the de-listing of the shares from the Official List of the MSE.

In view of the above, the Company shall formally request the Malta Stock Exchange and the Malta Financial Services Authority to trigger the commencement of trading of shares of the Company on the Malta Stock Exchange with effect from April 22, 2025.

UNQUOTE

BY ORDER OF THE BOARD



Adrian Mercieca
Company Secretary
April 04, 2025