

Company Announcement

Date of Announcement: 27th October, 2022

Reference: MRF 76

The following is a company announcement issued by Mariner Finance 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 they may be amended from time to time.

QUOTE

Issue of up to €60,000,000 – 5% unsecured bonds due 2032

Reference is made to a previous company announcement published by the Company (MRF 75) in connection with the submission of an application to the Malta Financial Services Authority (the “**Authority**”) requesting authorisation for admissibility to listing on the Official List of the Malta Stock Exchange of up to €60,000,000 unsecured bonds having a nominal value of €100 per bond, to be issued at par, and redeemable at their nominal value in 2032 (the “**New Bonds**”). The New Bonds shall bear interest at the rate of 5% per annum on the nominal value thereof, payable annually in arrears on each interest payment date. Application will be made for the New Bonds to be listed and traded on the Official List of the Malta Stock Exchange.

Subject to obtaining regulatory approval of the issue of the New Bonds, the New Bonds shall be made available for subscription as follows:

- (a) an amount of up to €40,000,000 in nominal value of New Bonds shall be made available for subscription by those persons who, as at 11 November, 2022 (trading session of 9 November, 2022), hold 5.3% unsecured bonds having a nominal value of €100 per bond and redeemable on 3 July, 2024 (ISIN MT0000271214), issued by the Company pursuant to a prospectus dated 2 June, 2014 (the “**Existing Bonds**”), and who elect to subscribe for Bonds by surrendering the corresponding amount of Existing Bonds in favour of the Company. A premium amounting to €1.50 per Existing Bond surrendered as aforesaid shall be payable by the Company to the holders of Existing Bonds partaking in the proposed exchange of Existing Bonds for New Bonds. Subject to the allocation to the general public referred to in (b) below, holders of Existing Bonds will also be given preference to subscribe for New Bonds in excess of the amount corresponding to their holding of Existing Bonds; and
- (b) an amount of up to €20,000,000 in nominal value of New Bonds shall be made available for subscription by the general public.

Applications from the general public shall be subject to a minimum subscription amount of €2,000. No minimum subscription amount shall apply in respect of applications from holders of Existing Bonds.

In view of the foregoing, the Company announces that trading in the Existing Bonds will be suspended as from the 10 November, 2022 (with the last trading session being the 9 November, 2022) until further notice.

The Company will provide further information on the New Bonds following attainment of the necessary approval by the Authority.

UNQUOTE

By order of the Board



Kevin Saliba
Company Secretary

27th October 2022