



MELITE

## COMPANY ANNOUNCEMENT

Melite Finance p.l.c.

### Extraordinary General Meeting held; Board meeting to be held

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Date of Announcement	27 April, 2024
Reference	49/2024
In terms of Chapter 5 of the Capital Markets Rules	

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The following is a company announcement issued by the Board of Directors of Melite Finance p.l.c. (the “**Company**”).

#### QUOTE

Reference is made to company announcement MTE48/2024 dated 22<sup>nd</sup> April, 2024 wherein it was announced that an extraordinary general meeting of the Company convened on the 19<sup>th</sup> April, 2024 for the purpose of the shareholders of the Company considering the request made by the Board for financial support to be granted to the Company and its wholly owned Italian subsidiary Melite Properties Srl in light of the recent developments in Italy referred to in the Company’s announcement of the 15<sup>th</sup> March 2024 (MTE46/2024) (the “**EGM**”), was to be adjourned to the 26<sup>th</sup> April, 2024. The EGM was adjourned as more time was needed to determine the nature and terms of such support, and to allow sufficient time for discussions to be held and concluded at the level of the shareholders of the parent company, Melite Retail Limited (C 74224) (“**Melite Retail**”), specifically the following Melite Retail shareholders: Alf. Mizzi & Sons Ltd (C 203) (“**AMS**”), holder of 40.30% of the issued share capital of Melite Retail; Daystar Holdings Limited (C 16466), holder of 7.43% of the issued share capital of Melite Retail; MMGH Ltd (C 343), holder of 9.70% of the issued share capital of Melite Retail; Andrew Ganado Limited (C 29861), holder of 21.65% of the issued share capital of Melite Retail; and GAN Limited (C 27089), holder of 9.11% of the issued share capital of Melite Retail.

The Board of Directors of the Company announces that the EGM was reconvened and duly held on the date hereof.

At the adjourned EGM, the following shareholders of Melite Retail, being indirect shareholders of the Company, informed the Company as follows:

- (i) AMS affirmed its commitment to provide the requisite support to the Company and safeguard the interests of holders of the €9,250,000 secured bonds issued by the Company in terms of a prospectus dated 12<sup>th</sup> November, 2018 (the “**Bonds**”). For the purpose of providing such support, AMS has agreed to lend €9,250,000 (the “**Loan Amount**”) to the Company (the “**AMS Loan**”). The purpose of the AMS Loan shall be for the Company to make an offer in the market to repurchase in full the outstanding Bonds



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in issue (the “**Buy Back**”), for eventual cancellation. The Buy Back would be offered at par notwithstanding that the Bonds have been trading below par since mid-2020 (current market price: €85.00). The AMS Loan is conditional on bondholder and regulatory approval of a resolution to discontinue the listing of the Bonds and on the Buy Back exceeding a pre-set minimum level of acceptances. Melite Retail shall provide security for this loan by way of a pledge over all the ordinary shares which it holds in the Company, in favour of AMS. Taking into account the security provided by the other Melite Retail shareholders as indicated in paras (ii) and (iii) below, AMS is effectively relying solely on the Company’s assets for repayment of 77.7% of the AMS Loan;

- (ii) Daystar Holdings Limited and MMGH Ltd shall each support the Company in procuring the AMS Loan by providing security in the form of guarantees amounting to 7.6% and 9.7% (respectively) of any eventual shortfall in the repayment of the AMS Loan by the Company to AMS; and
- (iii) Andrew Ganado Limited and GAN Limited shall each support the Company in procuring the AMS Loan by providing an undertaking to apply any funds receivable by them from Melite Properties Srl in terms of existing loan agreements between the said companies (as lenders) and Melite Properties Srl (as borrower) in providing a guarantee to AMS in respect of the AMS Loan in an amount which shall not exceed such amounts actually received by said companies from Melite Properties Srl, which would be equivalent to up to 3.6% (Andrew Ganado Limited) and 1.4% (GAN Limited) of the Loan Amount.

The Board of Directors of the Company remains focussed on endeavouring to safeguard the interests of the bondholders to the best extent possible, and considers the AMS Loan and Buy Back to constitute the most viable means for securing bondholders’ interests through a return of the capital previously invested in the bonds. The Board of Directors of the Company, having made the necessary considerations, is of the view that the Buy Back would be in the best interests of the Company and its bondholders as a whole in light of the challenging circumstances currently faced and which may be faced in future by the Melite Finance Group. Further announcements relative to the Buy Back and proposed discontinuance of listing of the Bonds shall be issued in the coming weeks.

Furthermore, for the purposes of Capital Markets Rule 5.16.3, the Company hereby announces that it is scheduled to meet on 30 April, 2024 to consider and, if thought fit, approve, the audited financial statements of the Company for the financial year ended 31 December, 2023.

## UNQUOTE

By order of the Board of Directors of Melite Finance p.l.c.

**Malcolm Falzon**  
**Company Secretary**