

ORION

Orion Finance plc

14, M. Borg Gauci, Handaq, Qormi QRM 4000, Malta
Company Registration Number C80722
(the “Company”)

Company Announcement

The following is a company announcement issued by Orion Finance p.l.c. (“Orion” or the “Company”) pursuant to Rule 4.11.13 of the Prospectus MTF Rules.

The Company refers to the obligation to which Prospectus MTF Companies are subject in terms of Rule 4.11.03 and Rule 4.11.12 relating to the publication of the twelve-month financial information as defined in Table 1 paragraph 3 of the Rules and specifically the publication and dissemination via an announcement of Financial Sustainability Forecasts including management assumptions thereon (“FSFs”). The below copy of the FSFs, as approved by the Board of Directors, is based on the following assumptions:

Revenues

The Orion Group (Orion Finance p.l.c and Orion Retail Investments Ltd) is expected to generate revenue of €1.4 million, based on the rental stream stipulated in the rental agreements currently in place with the Camilleri Group and the contractual relationship in place relating to Tony’s Bar situated in Sliema. Projected revenue also includes a management fee of €279,000 payable by the Camilleri Group, to cover the cost of managing the Properties.

Administrative expenses

Administrative expenses consist primarily of directors’ fees, admission fees, professional fees and other corporate and general overheads. Amortisation cost is calculated on the value of the Property Management Rights (as defined in the Company Admission Document) over the term of the Property Management Agreement (as defined in the Company Admission Document).

Finance costs

Finance costs primarily relate to amounts due on the Deferred Consideration (as defined in the Company Admission Document) and interest on the issued bonds.

Taxation

Current taxation is provided at 35% of chargeable income for the period.

Sinking fund and bond-buy back

In accordance with the Company Admission Document, from financial year end 31 December 2019, the Company set up a sinking fund which is administered independently to cover 100% of the value of the issued bonds until redemption date. The required contributions to the sinking fund for the year ended 31 December 2022 are €300,000 in accordance with the Company Admission Document. In line with the treasury management policy and historical trends, the sinking fund money is expected to be used to purchase the Company’s bonds off the secondary market.

Projected consolidated income statement for the year ending 31 December 2022

€000

Revenue	
Rental income	1,356
Other income	288
Total revenue	1,644
Administrative expenses	(130)
EBITDA	1,514
Amortisation	(614)
EBIT	900
Net finance cost	(303)
Profit before tax	597
Tax expense	(326)
Profit after tax	271

Projected consolidated statement of financial position as at 31 December 2022

€000

Assets

Non-current assets

Intangible assets	11,817
Sinking fund	300
Total non-current assets	12,117

Current assets

Trade and other receivables	10
Cash and cash equivalents	1,368
Total current assets	1,378

Total assets

13,495

Equity and liabilities

Equity

Share capital	6,030
Retained earnings	958
Total equity	6,987

Non-current liabilities

Borrowings	4,413
Deferred consideration for Property Management Rights	1,164
Total non-current liabilities	5,577

Current liabilities

Deferred consideration for Property Management Rights	488
Trade and other payables	117
Current tax liability	326
Total current liabilities	931

Total liabilities

6,508

Total equity and liabilities

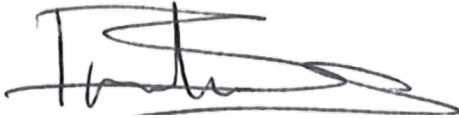
13,495

Projected consolidated statement of cash flows for the year ended 31 December 2022

€000

Operating activities

Profit before tax	597
Adjustment for:	
Interest paid	303
Amortisation	614
	1,514
Movement in trade and other receivables	(2)
Movement in trade and other payables	(98)
	1,413
Interest paid	(319)
Taxation paid	(327)
Cash generated from operating activities	767
Financing activities	
Redemption of bonds	(250)
Transfer of cash to sinking fund	(50)
Payment of Deferred Consideration	(466)
Cash generated from financing activities	(766)
Change in cash and cash equivalents for the year	2
Opening cash and cash equivalents	1,367
Closing cash and cash equivalents	1,368



Christos Barmperis
Company Secretary
7 April 2022