



Smartcare Finance P L C
326, Mdina Road, Qormi, Malta
Co. Reg. No. C 90123
The "**Company**"

COMPANY ANNOUNCEMENT

The following is a company announcement issued by the Company, in terms of the rules of Prospects, a market regulated as a multi-lateral trading facility and operated by the Malta Stock Exchange ("**Prospects**").

Issue of €13,000,000 4.65% Smartcare Finance p.l.c. Secured Bonds 2031

QUOTE

Further to company announcement SMF25 issued on 10th February 2021, the **Company** hereby announces that the Listing Authority has granted regulatory approval on Friday, 19th February 2021 in respect of an offer of up to €13,000,000 4.65% Secured Bonds redeemable in 2031, to be issued at par with a nominal value of €100 per bond, and guaranteed by Smartcare Pinto Ltd (C 86395) and Smartcare Holdings Ltd (C 90121) (the "**New Bonds**"), pursuant to the terms and conditions set out in a prospectus dated 19th February 2021 (the "**Prospectus**").

As already communicated through the aforementioned company announcement, the Company will be calling a meeting of the holders of the 5% Smartcare Finance p.l.c. Secured Bonds 2029 (ISIN: MT0002251206) (the "**Maturing Bonds**") for the purpose of redeeming the Maturing Bonds.

Part of the net proceeds from the New Bonds will be used to redeem the Maturing Bonds.

The Company will be granting preference to holders of the Maturing Bonds appearing on the bond register as at close of business on 19th February 2021, that is up to and including trading activity of 17th February 2021 (the "**Cut-Off Date**"), to subscribe to the New Bonds by surrendering their Maturing Bonds subject to a minimum application of €1,000 (the "**Maturing Bond Transfer**").

The balance of the New Bonds not subscribed for by holders of the Maturing Bonds limitedly by means of a Maturing Bond Transfer, shall be made available for subscription to holders of the Maturing Bonds in respect of any additional New Bonds applied for other than by Maturing Bond Transfer exceeding in value the aggregate nominal value of Maturing Bonds held by them as at the Cut-off Date.

In the event that following the allocations made pursuant to the foregoing paragraphs there shall still remain unallocated New Bonds, the Issuer shall offer such remaining New Bonds through an Intermediaries' Offer.

In the case where the holders of Maturing Bonds do not wish to exchange their investment, or wish to exchange only part of their investment for the New Bonds, they will receive, as the case may be, either the principal sum or the remaining balance of the principal of their holding in terms of the Prospectus.

Full details of the issue of the New Bonds are included in the Prospectus which will be available on the Company's website (www.smartcaremalta.com) from 24th February 2021.

Printed copies of the prospectus will be available from Authorised Intermediaries (as shall be listed in the Prospectus).

Details concerning the calling of the meeting of holders of the Maturing Bonds for the purpose of approving the early redemption of the Maturing Bonds, the outcome of such bondholders' meeting and the admission to listing and trading of the New Bonds will be made available in subsequent company announcements to be issued in due course.

UNQUOTE



Dr Katia Cachia
Company Secretary

23rd February 2021