

Ref: TML 129/2024

COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by Tigné Mall plc (C 35139) (the “Company”) in terms of Chapter 5 of the Capital Markets Rules issued by the Malta Financial Services Authority

Quote

Information to the Market


The Board of Directors of the Company hereby announces that it has today been notified by one of its shareholders, Marsamxett Properties Ltd. (having Maltese company registration number C.106474) of its intention to launch a conditional voluntary public takeover bid for the acquisition of all the issued share capital of the Company in accordance with Chapter 11 of the Capital Markets Rules.

The communication is being attached as Annex 1 to this Company Announcement.

The Company will keep the market updated in accordance with the Capital Market Rules.

Unquote

By order of the Board



Dr Maria Formosa Bonello
Company Secretary

10 September 2024



**HILI
VENTURES**

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The Directors

Tigné Mall p.l.c.
Management Suite,
The Point Shopping Mall,
Pjazza Tigne Point,
Sliema TP 01,
Malta

September 10, 2024

Re: Conditional Voluntary Public Takeover Bid – Tigné Mall p.l.c.

Dear Sirs,

We are writing in our capacity as directors of Marsamxett Properties Ltd., a private limited liability company incorporated under the laws of Malta with company registration number C 106474 (the "**Offeror**"), in connection with a proposed voluntary bid by the Offeror for the acquisition of all of the issued share capital of Tigné Mall p.l.c., a public company incorporated under the laws of Malta with company registration number C 35139 (the "**Company**") having all of its share capital listed on the Malta Stock Exchange and held by the public, including by Marsamxett Properties Ltd.

Specifically, the Offeror hereby informs the Company of its intention to launch a conditional voluntary public takeover bid for all the issued share capital of the Company (the "**Bid**"), pursuant to the terms of an Offer Document to be published for the purpose in accordance with Chapter 11 of the Capital Markets Rules.

The Offeror confirms that, as at the date hereof, it holds 28,021,481 ordinary shares issued by the Company, amounting to just over 49.68% of the issued share capital of the Company, acquired through multiple transactions on the Malta Stock Exchange over a span of 10 months.

The Offeror is a subsidiary entity of Hili Ventures Limited (C 57902) and forms part of a diversified group of companies with interests in various segments including food service & retail, hospitality, shipping, technology, as well as commercial properties in Malta and across Europe.

If, pursuant to the Bid to be launched by the Offeror as aforesaid, the 90% "squeeze-out" threshold is reached and if the offer in question becomes unconditional, the Offeror intends to exercise its right set out in the Capital Markets Rules to require all the then-remaining shareholders of the Company to sell and transfer to the Offeror the remaining shares.

Further to the foregoing, we are seeking the Company's cooperation with respect to providing the Offeror with copies of the following:

- i. The public deed in the records of Notary Vincent Miceli of 15 June 2000 whereby the Government granted the temporary emphyteutical concession of immovable property at Tigné Point and Manoel Island for a period of 99 years commencing from 15 June 2000 to MIDI p.l.c.;
- ii. The public deed in the records of Notary Pierre Attard of 22 October 2010 whereby MIDI p.l.c. granted the property in question to the Company for the remaining period out of the original period of 99 years which commenced from 15 June 2000; and
- iii. Any other documentation which you believe may require third-party prior consent upon the possible change in control of the Company which may be brought about as a result of the proposed Bid.

We remain available for any clarification you may require in connection with the foregoing.

Yours sincerely,



Annabel Hill
Director



Dorian Desira
Director