



VON DER HEYDEN
FINANCE

Reference: VDHGF 68 – 2022

COMPANY ANNOUNCEMENT

The following is a Company Announcement by **Von der Heyden Group Finance p.l.c.** [C 77266] (the 'Company') of 14 East, Level 8, Sliema Road, Gzira, GZR 1639, Malta pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority (the 'MFSA').

**Authorisation for admissibility to listing of
€35,000,000 5% Unsecured Bonds 2032**

QUOTE

The Company makes reference to its previous Company Announcement VDHGF 66 issued on the 31st August 2022 and hereby announces that it has, today, been granted approval by the MFSA for the admissibility to listing on the Official List of the Malta Stock Exchange of a maximum of €35,000,000 5% Unsecured Bonds redeemable in 2032 (the '**New Bonds**'), to be issued at par, guaranteed by Timan Investments Holdings Limited (C 63335) (the '**Bond Issue**').

The MFSA has also approved the prospectus relating to the said Bond Issue, dated 10 October 2022 (the '**Prospectus**'), which Prospectus also sets out the preference to be given to holders of the 25,000,000 4.4% unsecured bonds 2024 (ISIN: MT0001401208) of a nominal value of €1,000 per bond issued at par by the Company (the '**Existing VDHG Bondholders**') pursuant to and in accordance with the terms and conditions set out in the prospectus dated 30th January 2017 and listed and trading on the Official List of the Malta Stock Exchange (the '**2017 VDHG Bonds**').

The Company shall be calling a meeting of the 2017 Existing VDHG Bondholders to consider the early redemption of the 2017 VDHG Bonds in terms of the prospectus dated 30th January 2017. In the event that the 2017 Existing VDHG Bondholders approve the early redemption of the 2017 VDHG Bonds, then the 2017 Existing VDHG Bondholders may elect to subscribe for New Bonds through the transfer to the Company of all or part of the 2017 VDHG Bonds held by them as at a specified date as determined in the Prospectus. Further details in connection with the afore-mentioned meeting of the 2017 Existing VDHG Bondholders, including details relative to subscription for New Bonds, shall be made available by means of a separate company announcement to be issued for the purpose.

Specifically as regards subscription for and allocation of the New Bonds, an amount of €10 million in nominal value of New Bonds has been reserved for, and shall be allocated



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to, a number of authorised intermediaries in accordance with placement agreements entered into for the purpose. The remaining €25 million in nominal value of New Bonds has been reserved for 2017 Existing VDHG Bondholders applying for New Bonds by way of transfer of the 2017 VDHG Bonds held as aforesaid, and subject to any cash top-up as and if applicable in terms of the Prospectus, and subject to a minimum application of €2,000.

Thereafter, the balance of the New Bonds not subscribed for by 2017 Existing VDHG Bondholders limitedly by means of such transfer of 2017 VDHG Bonds as aforesaid, if any, shall be made available for subscription to 2017 Existing VDHG Bondholders in respect of any additional New Bonds applied for other than by transfer of 2017 VDHG Bonds held exceeding in value the nominal value of 2017 VDHG Bonds held by them, *pari passu*, without priority or preference between them.

Any remaining balance of New Bonds reserved for, and not taken up by, 2017 Existing VDHG Bondholders in terms of the foregoing shall be allocated to authorised intermediaries pursuant to an intermediaries' offer. In the event that the Bond Issue is subscribed for in full by authorised intermediaries in accordance with the placement agreements and 2017 Existing VDHG Bondholders as set out above, the intermediaries' offer shall not take place.

For the purposes of the above, the Company shall consider the 2017 Existing VDHG Bondholders to be those bondholders appearing on the applicable register held at the Malta Stock Exchange Central Securities Depository as at 13th October 2022 (trading session of 11th October 2022). The 2017 VDHG Bonds shall cease trading on the Official List of the Malta Stock Exchange on close of business of 11th October 2022.

Full details of the New Bonds may be obtained from the Prospectus, a copy of which shall be made available on the Company's website (<https://vonderheydengroup.com/>) with effect from tomorrow, 11th October 2022.

UNQUOTE

BY ORDER OF THE BOARD

Dr. Karen Coppini

Company Secretary

10th October 2022