



VON DER HEYDEN
FINANCE

Reference: VDHGF 69 – 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').

Meeting of Existing Bondholders

QUOTE

Further to Company Announcement VDHGF 68 issued on the 10th October 2022, it is hereby announced that the Company will be calling a meeting of investors, holding, as at close of business on the 13th October 2022 [trading session of 11th October 2022], 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 said meeting of Existing VDHG Bondholders is to be held at The Sheer Bastion atop Cugó Gran Macina Grand Harbour, Triq Il-Habs Antik, L-Isla ISL 1040, Malta on Monday, 31st October 2022 at 10.00am and is being called for the purpose of the Existing VDHG Bondholders considering, and if thought fit, approving the early redemption of the 2017 VDHG Bonds (the '**Existing VDHG Bondholders' Meeting**').

Existing VDHG Bondholders shall be eligible to receive notice of, attend and vote at the Existing VDHG Bondholders' Meeting.

In the event that the 2017 Existing VDHG Bondholders approve the early redemption of the 2017 VDHG Bonds, 2017 Existing VDHG Bondholders may elect to subscribe for the €35,000,000 5% Unsecured Bonds redeemable in 2032 to be issued by the Company pursuant to the prospectus dated 10th October 2022 (the '**New Bonds**') through the transfer to the Company of all or part of the 2017 VDHG Bonds held by them as at close of business on the 13th October 2022 [trading session of 11th October 2022].

The Company shall be convening the Existing VDHG Bondholders' Meeting by notice in writing, which notice shall include a Circular prepared in compliance with the requirements of Rules 6.1.6 and 6.14 of the Capital Markets Rules issued by the Malta



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Financial Services Authority, setting out the details of the purpose of the meeting and other necessary information in connection with the early redemption of 2017 VDHG Bonds. A copy of the Circular dated 14th October 2022 will also be made available on the Company's website (www.vonderheydengroup.com) from the date of this Announcement.

Existing VDHG Bondholders are entitled and encouraged to participate in, and vote at, the Existing VDHG Bondholders' Meeting in terms of the instructions set out in the aforementioned notice convening the said meeting.

Bondholders are invited to contact the Company by telephone on +356 27792200 during office hours or by email on vdhgroup@vdhgroup.com to obtain an understanding of and details relating to accessibility and attendance at the Existing VDHG Bondholders' Meeting, or in relation to any other matter connected with the early redemption of the 2017 VDHG Bonds or subscription to the New Bonds.

UNQUOTE

BY ORDER OF THE BOARD

Dr. Karen Coppini
Company Secretary

14th October 2022