

## SUMMARY NOTE

This Summary Note is issued in accordance with the provisions of Chapter 4 of the Listing Rules issued by the Listing Authority and of Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended by Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012, Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012, Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013, Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014 and Commission Delegated Regulation (EU) No. 2016/301 of 30 November 2015.

Dated 29 May 2017

In respect of an issue of €40,000,000 5.0% Unsecured Bonds 2022  
of a nominal value of €100 per Bond issued at par by



**MEDITERRANEAN INVESTMENTS HOLDING PLC**

A public limited liability company registered in Malta with company registration number C 37513

Guaranteed by

**CORINTHIA PALACE HOTEL COMPANY LIMITED**

A private limited liability company registered in Malta with company registration number C 257

ISIN: MT0000371287

Prospective investors are to refer to the Guarantee contained in Annex A of the Securities Note forming part of the Prospectus for a description of the scope, nature and term of the Guarantee. Reference should also be made to the sections entitled “*Risk Factors*” contained in this Summary Note, the Registration Document and the Securities Note for a discussion of certain risk factors which should be considered by prospective investors in connection with the Bonds and the Guarantee provided by Corinthia Palace Hotel Company Limited.

THE LISTING AUTHORITY HAS AUTHORISED THE ADMISSIBILITY OF THESE SECURITIES AS A LISTED FINANCIAL INSTRUMENT. THIS MEANS THAT THE SAID INSTRUMENT IS IN COMPLIANCE WITH THE REQUIREMENTS AND CONDITIONS SET OUT IN THE LISTING RULES. IN PROVIDING THIS AUTHORISATION, THE LISTING AUTHORITY DOES NOT GIVE ANY CERTIFICATION REGARDING THE POTENTIAL RISKS IN INVESTING IN THE SAID INSTRUMENT AND SUCH AUTHORISATION SHOULD NOT BE DEEMED OR BE CONSTRUED AS A REPRESENTATION OR WARRANTY AS TO THE SAFETY OF INVESTING IN SUCH INSTRUMENT.

THE LISTING AUTHORITY ACCEPTS NO RESPONSIBILITY FOR THE CONTENTS OF THE PROSPECTUS, MAKES NO REPRESENTATIONS AS TO ITS ACCURACY OR COMPLETENESS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM, OR IN RELIANCE UPON, THE WHOLE OR ANY PART OF THE CONTENTS OF THE PROSPECTUS, INCLUDING ANY LOSSES INCURRED BY INVESTING IN THESE SECURITIES.

A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK INDEPENDENT FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY LISTED FINANCIAL INSTRUMENTS. A PROSPECTIVE INVESTOR SHOULD BE AWARE OF THE POTENTIAL RISKS IN INVESTING IN THE SECURITIES OF AN ISSUER AND SHOULD MAKE THE DECISION TO INVEST ONLY AFTER CAREFUL CONSIDERATION AND CONSULTATION WITH HIS OR HER OWN INDEPENDENT FINANCIAL ADVISER.

APPROVED BY THE DIRECTORS

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Joseph Fenech

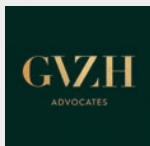
A handwritten signature in black ink, appearing to be 'JF'.

Joseph Fenech for and on behalf of:  
Alfred Pisani, Samuel D. Sidiqi, Joseph Pisani,  
Faisal J. S. Alessa, Mario P. Galea, Bassem Bitar

LEGAL COUNSEL

SPONSOR

REGISTRAR & MANAGER





## IMPORTANT INFORMATION

THIS SUMMARY NOTE CONSTITUTES PART OF A PROSPECTUS AND CONTAINS INFORMATION ON MEDITERRANEAN INVESTMENTS HOLDING PLC IN ITS CAPACITY AS ISSUER AND CORINTHIA PALACE HOTEL COMPANY LIMITED IN ITS CAPACITY AS GUARANTOR, THEIR SUBSIDIARIES, AFFILIATES AND THE BUSINESS OF THE GROUP AND INCLUDES INFORMATION GIVEN IN COMPLIANCE WITH: (A) THE LISTING RULES OF THE LISTING AUTHORITY, THE COMPANIES ACT (CHAPTER 386 OF THE LAWS OF MALTA) AND THE REGULATION (AS DEFINED ON PAGE 5 BELOW); AND (B) THE RULES AND REGULATIONS APPLICABLE TO THE ADMISSION OF SECURITIES ON THE OFFICIAL LIST OF THE MALTA STOCK EXCHANGE.

NO BROKER, DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORISED BY THE ISSUER, THE GUARANTOR OR THEIR RESPECTIVE DIRECTORS TO ISSUE ANY ADVERTISEMENT OR TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE SALE OF SECURITIES OF THE ISSUER OTHER THAN THOSE CONTAINED IN THIS SUMMARY NOTE AND IN THE DOCUMENTS REFERRED TO HEREIN, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY THE ISSUER, THE GUARANTOR OR THEIR RESPECTIVE DIRECTORS OR ADVISERS.

THE LISTING AUTHORITY ACCEPTS NO RESPONSIBILITY FOR AND MAKES NO REPRESENTATIONS AS TO THE CONTENTS, ACCURACY OR COMPLETENESS OF THE PROSPECTUS AND EXPRESSLY DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM OR IN RELIANCE UPON THE WHOLE OR ANY PART OF THE CONTENTS OF THE PROSPECTUS.

THE PROSPECTUS DOES NOT CONSTITUTE, AND MAY NOT BE USED FOR PURPOSES OF, AN OFFER OR INVITATION TO SUBSCRIBE FOR SECURITIES ISSUED BY THE ISSUER BY ANY PERSON IN ANY JURISDICTION: (I) IN WHICH SUCH OFFER OR INVITATION IS NOT AUTHORISED; OR (II) IN WHICH THE PERSON MAKING SUCH OFFER OR INVITATION IS NOT QUALIFIED TO DO SO; OR (III) TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR INVITATION. THE DISTRIBUTION OF THE PROSPECTUS IN CERTAIN JURISDICTIONS MAY BE RESTRICTED AND, ACCORDINGLY, PERSONS INTO WHOSE POSSESSION IT IS RECEIVED ARE REQUIRED TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, SUCH RESTRICTIONS.

THE PROSPECTUS AND THE OFFERING, SALE OR DELIVERY OF ANY BONDS MAY NOT BE TAKEN AS AN IMPLICATION: (I) THAT THE INFORMATION CONTAINED IN THE PROSPECTUS IS ACCURATE AND COMPLETE SUBSEQUENT TO ITS DATE OF ISSUE; OR (II) THAT THERE HAS BEEN NO MATERIAL ADVERSE CHANGE IN THE FINANCIAL POSITION OF THE ISSUER OR THE GUARANTOR SINCE SUCH DATE; OR (III) THAT ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE PROSPECTUS IS ACCURATE AT ANY TIME SUBSEQUENT TO THE DATE ON WHICH IT IS SUPPLIED OR, IF DIFFERENT, THE DATE INDICATED IN THE DOCUMENT CONTAINING THE SAME.

IT IS THE RESPONSIBILITY OF ANY PERSONS IN POSSESSION OF THIS DOCUMENT AND ANY PERSONS WISHING TO APPLY FOR ANY SECURITIES ISSUED BY THE ISSUER TO INFORM THEMSELVES OF, AND TO OBSERVE AND COMPLY WITH, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTION. PROSPECTIVE INVESTORS FOR ANY SECURITIES THAT MAY BE ISSUED BY THE ISSUER SHOULD INFORM THEMSELVES AS TO THE LEGAL REQUIREMENTS OF SO APPLYING AND OF ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXATION IN THE COUNTRIES OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

SAVE FOR THE PUBLIC OFFERING IN THE REPUBLIC OF MALTA, NO ACTION HAS BEEN OR WILL BE TAKEN BY THE ISSUER THAT WOULD PERMIT A PUBLIC OFFERING OF THE BONDS OR THE DISTRIBUTION OF THE PROSPECTUS (OR ANY PART THEREOF) OR ANY OFFERING MATERIAL IN ANY COUNTRY OR JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED.

IN RELATION TO EACH MEMBER STATE OF THE EUROPEAN ECONOMIC AREA (OTHER THAN MALTA) WHICH HAS IMPLEMENTED THE DIRECTIVE 2003/71/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 4 NOVEMBER 2003 ON THE PROSPECTUS TO BE PUBLISHED WHEN SECURITIES ARE OFFERED TO THE PUBLIC OR ADMITTED TO TRADING (THE "PROSPECTUS DIRECTIVE") OR WHICH, PENDING SUCH IMPLEMENTATION, APPLIES ARTICLE 3.2 OF THE PROSPECTUS DIRECTIVE, THE BONDS CAN ONLY BE OFFERED TO "QUALIFIED INVESTORS" (AS DEFINED IN THE PROSPECTUS DIRECTIVE), AS WELL AS IN ANY OTHER CIRCUMSTANCES WHICH DO NOT REQUIRE THE PUBLICATION BY THE ISSUER OF A PROSPECTUS PURSUANT TO ARTICLE 3 OF THE PROSPECTUS DIRECTIVE.

A COPY OF THE PROSPECTUS HAS BEEN SUBMITTED TO THE LISTING AUTHORITY IN SATISFACTION OF THE LISTING RULES, TO THE MALTA STOCK EXCHANGE IN SATISFACTION OF THE MALTA STOCK EXCHANGE BYE-LAWS AND HAS BEEN DULY FILED WITH THE REGISTRAR OF



COMPANIES, IN ACCORDANCE WITH THE COMPANIES ACT. APPLICATION HAS ALSO BEEN MADE TO THE MALTA STOCK EXCHANGE FOR THE BONDS TO BE ADMITTED TO ITS OFFICIAL LIST.

UNLESS OTHERWISE STATED, THE CONTENTS OF THE ISSUER'S OR GUARANTOR'S WEBSITES OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE ISSUER'S OR GUARANTOR'S WEBSITES DO NOT FORM PART OF THE PROSPECTUS. ACCORDINGLY, NO RELIANCE OUGHT TO BE MADE BY ANY INVESTOR ON ANY INFORMATION OR OTHER DATA CONTAINED IN SUCH WEBSITES AS THE BASIS FOR A DECISION TO INVEST IN THE BONDS.

THE VALUE OF INVESTMENTS CAN GO UP OR DOWN AND PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER ALL THE INFORMATION CONTAINED IN THE PROSPECTUS AS A WHOLE AND SHOULD CONSULT THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISERS.

THIS DOCUMENT AND ALL AGREEMENTS, ACCEPTANCES AND CONTRACTS RESULTING THEREFROM SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF MALTA, AND ANY PERSON ACQUIRING ANY BONDS PURSUANT TO THE PROSPECTUS SHALL SUBMIT TO THE JURISDICTION OF THE MALTESE COURTS, WITHOUT LIMITING IN ANY MANNER THE RIGHT OF THE ISSUER TO BRING ANY ACTION, SUIT OR PROCEEDING, IN ANY OTHER COMPETENT JURISDICTION, ARISING OUT OF OR IN CONNECTION WITH ANY PURCHASE OF BONDS, OR AGREEMENT, ACCEPTANCE OR CONTRACT RESULTING HEREFROM, OR THE PROSPECTUS AS A WHOLE.

ALL THE ADVISERS TO THE ISSUER AND THE GUARANTOR HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER AND THE GUARANTOR IN RELATION TO THIS PUBLIC OFFER AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION OR RESPONSIBILITY TOWARDS ANY OTHER PERSON AND WILL, ACCORDINGLY, NOT BE RESPONSIBLE TO ANY INVESTOR OR ANY OTHER PERSON WHOMSOEVER IN RELATION TO THE TRANSACTIONS PROPOSED IN THE PROSPECTUS.

THE DIRECTORS OF THE ISSUER CONFIRM THAT WHERE INFORMATION INCLUDED IN THE PROSPECTUS HAS BEEN SOURCED FROM A THIRD PARTY, SUCH INFORMATION HAS BEEN ACCURATELY REPRODUCED, AND AS FAR AS THE DIRECTORS OF THE ISSUER ARE AWARE AND ARE ABLE TO ASCERTAIN FROM INFORMATION PUBLISHED BY THAT THIRD PARTY, NO FACTS HAVE BEEN OMITTED WHICH WOULD RENDER THE REPRODUCED INFORMATION INACCURATE OR MISLEADING.

STATEMENTS MADE IN THIS DOCUMENT ARE, EXCEPT WHERE OTHERWISE STATED, BASED ON THE LAW AND PRACTICE CURRENTLY IN FORCE IN MALTA AND ARE SUBJECT TO CHANGES THEREIN.

This Summary Note is prepared in accordance with the requirements of the Regulation (as defined below).

Summaries are made up of disclosure requirements known as 'Elements'. These elements are numbered in Sections A – E (A.1 – E.7) in the relative disclosure requirement checklist. This Summary Note contains all the Elements required to be included in a summary in connection with the securities being issued pursuant to the Prospectus and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities being issued pursuant to the Prospectus and the Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in this Summary Note with the mention of 'not applicable'.

In this Summary Note the following words and expressions shall bear the following meanings whenever such words and expressions are used in their capitalised form, except where the context otherwise requires:

<b>“Act” or “Companies Act”</b>	the Companies Act, 1995 (Chapter 386 of the laws of Malta);
<b>“Applicant/s”</b>	a person or persons whose name or names (in the case of joint applicants) appear in the registration details of an Application Form;
<b>“Application/s”</b>	the application to subscribe for Bonds made by an Applicant/s by completing an Application Form/s and delivering same to any of the Authorised Intermediaries (which include the Sponsor and the Registrar & Manager);
<b>“Application Form/s”</b>	the non-transferable, pre-printed forms of application for subscription of Bonds, specimens of which are contained in Annex B of the Securities Note forming part of the Prospectus;
<b>“Authorised Intermediaries”</b>	all the licensed stockbrokers and financial intermediaries listed in Annex D of the Securities Note forming part of the Prospectus;

“Bond/s”	the €40,000,000 unsecured bonds 2022 of a nominal value of €100 per bond issued at par and redeemable on the Redemption Date at their nominal value, bearing interest at the rate of 5.0% per annum. The Bonds are guaranteed by CPHCL;
“Bondholder”	a holder of Bonds;
“Bond Issue”	the issue of the Bonds;
“Bond Issue Price”	the price of €100 per Bond;
“Business Day”	any day between Monday and Friday (both days included) on which commercial banks in Malta settle payments and are open for normal banking business;
“CET”	Central European Time;
“Corinthia Finance”	Corinthia Finance plc, a company registered under the laws of Malta with company registration number C 25104 and having its registered office at 22, Europa Centre, John Lopez Street, Floriana FRN 1400, Malta;
“Corinthia Group”	CPHCL (as defined below) and the companies in which CPHCL has a controlling interest;
“CPHCL” or “Guarantor”	Corinthia Palace Hotel Company Limited, a company registered under the laws of Malta with company registration number C 257 and having its registered office at 22, Europa Centre, John Lopez Street, Floriana FRN 1400, Malta. CPHCL is the parent company of the Corinthia Group and is acting as Guarantor in terms of the Guarantee;
“Cut-off Date”	close of business on 26 May 2017 (trading session of 24 May 2017);
“EDREICO”	Economic Development and Real Estate Investment Company, a company registered under the laws of Libya and having its registered office at 49, Fourth Floor, Burj Al Fatah Tower, PO BOX 93142, Tripoli, Libya;
“Euro” or “€”	the lawful currency of the Republic of Malta;
“Exchange” or “Malta Stock Exchange” or “MSE”	Malta Stock Exchange plc, as originally constituted in terms of the Financial Markets Act (Chapter 345 of the laws of Malta) with company registration number C 42525 and having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
“Existing Corinthia Bonds”	collectively the Existing Corinthia Finance Bonds, the Existing IHGH Bonds, the Existing IHI Bonds and the Existing MIH Bonds (each as defined immediately below);
“Existing Corinthia Finance Bonds”	collectively (i) the 6% bonds 2019 – 2022 with ISIN code MT0000101254, due to mature on 29 March 2022 (subject to Corinthia Finance’s option, exercisable at its discretion, to redeem all or any part of the bonds in the said bond issue on the dates falling between and including 30 March 2019 and 29 March 2022), amounting as at the date of the Prospectus to €7,500,000, issued by Corinthia Finance pursuant to a prospectus dated 27 February 2012; and (ii) the 4.25% unsecured bonds 2026 with ISIN code MT0000101262, due to mature on 12 April 2026, amounting as at the date of the Prospectus to €40,000,000, issued by Corinthia Finance pursuant to a prospectus dated 18 March 2016, both of which are currently listed and traded on the Malta Stock Exchange;
“Existing IHGH Bonds”	collectively (i) the 6.5% bonds 2017 – 2019 with ISIN code MT0000481219, amounting as at the date of the Prospectus to €3,133,600, issued by IHGH pursuant to a prospectus dated 28 August 2009 and which shall be redeemed on 1 July 2017; and (ii) the 6% bonds 2024 with ISIN code MT0000481227, due to mature on 15 May 2024, amounting as at the date of the Prospectus to €35,000,000, issued by IHGH pursuant to a prospectus dated 6 May 2014, both of which are currently listed and traded on the Malta Stock Exchange;
“Existing IHI Bonds”	collectively (i) the 5.8% bonds 2021 with ISIN code MT0000111279, due to mature on 21 December 2021, amounting as at the date of the Prospectus to €20,000,000, issued by IHI pursuant to a prospectus dated 16 November 2012; (ii) the 5.8% bonds 2023 with ISIN code MT0000111287, due to mature on 14 November 2023, amounting as at the date of the Prospectus to €10,000,000, issued by IHI pursuant to a prospectus dated 21 October 2013; (iii) the 5.75% unsecured bonds 2025 with ISIN code MT0000111295, due to mature on 13 May 2025, amounting as at the date of the Prospectus to €45,000,000, issued by IHI pursuant to a prospectus dated 10 April 2015; (iv) the 4% secured bonds 2026 with ISIN code MT0000111303, due to mature on 29 July 2026, amounting as at the date of the Prospectus to €55,000,000, issued by IHI pursuant to a prospectus dated 28 June 2016; and (v) the 4% unsecured bonds 2026 with ISIN code MT0000111311, due to mature on 20 December 2026, amounting as at the date of the Prospectus to €40,000,000, issued by IHI pursuant to a prospectus dated 21 November 2016, all of which are currently listed and traded on the Malta Stock Exchange;
“Existing MIH Bonds”	collectively (i) the 6% bonds 2021 with ISIN code MT0000371261, due to mature on 22 June 2021, amounting as at the date of the Prospectus to €12,000,000, issued by the Issuer pursuant to a prospectus dated 2 June 2014; and (ii) the 5.5% unsecured bonds 2020 with ISIN code MT0000371279, due to mature on 31 July 2020, amounting as at the date of the Prospectus to €20,000,000, issued by the Issuer pursuant to a prospectus dated 1 July 2015, both of which are currently listed and traded on the Malta Stock Exchange;



“GBP” or “£” or “Pound Sterling”	the lawful currency of the United Kingdom;
“GBP Rate of Exchange”	the rate of exchange for the purposes of the Prospectus between the Euro and the Pound Sterling, applicable to the GBP Bonds forming part of the Maturing Bonds, that is €1.00 : £0.86340. In determining the aforesaid exchange rate, the Issuer has been guided by the reference exchange rate as published by the European Central Bank on 24 May 2017 at 16:00 hours CET ( <a href="https://www.ecb.europa.eu/stats/exchange/eurofxref/html/index.en.html">https://www.ecb.europa.eu/stats/exchange/eurofxref/html/index.en.html</a> );
“Group”	the Issuer (parent company), PCL and PWL (subsidiary companies) and MTJSC (associate company);
“Guarantee”	the suretyship of the Guarantor in terms of the guarantee contained in Annex A of the Securities Note forming part of the Prospectus and as described in Element B.18 of this Summary Note;
“IHGH”	Island Hotels Group Holdings plc, a company registered under the laws of Malta having its registered office at 22, Europa Centre, John Lopez Street, Floriana FRN 1400, Malta and bearing company registration number C 44855, and the companies in which IHGH has a controlling interest;
“IHI”	International Hotel Investments plc, a company registered under the laws of Malta with company registration number C 26136 and having its registered office at 22, Europa Centre, John Lopez Street, Floriana FRN 1400, Malta;
“Interest Payment Date”	6 July of each year between and including each of the years 2018 and the year 2022, provided that if any such day is not a Business Day such Interest Payment Date will be carried over to the next following day that is a Business Day;
“Issue Period”	the period between 08:30 hours CET on 1 June 2017 and 12:00 hours CET on 16 June 2017 during which the Bonds are available for subscription;
“Issuer” or “MIH”	Mediterranean Investments Holding plc, a company registered under the laws of Malta with company registration number C 37513 and having its registered office at 22, Europa Centre, John Lopez Street, Floriana FRN 1400, Malta;
“Listing Authority”	the Malta Financial Services Authority, appointed as Listing Authority for the purposes of the Financial Markets Act (Chapter 345 of the laws of Malta) by virtue of Legal Notice 1 of 2003;
“Listing Rules”	the listing rules issued by the Listing Authority, as may be amended from time to time;
“LFICO”	Libyan Foreign Investment Company, a company registered under the laws of Libya with company registration number 9481 and having its registered office at Ghadem Aljabel, Gharian, P.O. Box 4538 Tripoli, Libya;
“LPTACC”	Libya Projects General Trading And Contracting Company, a company registered under the laws of Kuwait with company registration number 119633 and having its registered office at Office 16/Mezzanine, Block 12, Al Asfour International Company, Al Manqaf, Kuwait;
“Malta Stock Exchange Bye-Laws”	the MSE bye-laws issued by the authority of the board of directors of MSE, as may be amended from time to time;
“Maturing Bonds”	the 7.15% bonds 2015 - 2017 due to be redeemed by the Issuer on 6 July 2017 in a combination of EUR (€) denominated Bonds, GBP (£) denominated Bonds and USD (\$) denominated Bonds, with ISIN code MT0000371238 for the EUR Bonds, MT0000371246 for the GBP Bonds and MT0000371253 for the USD Bonds, issued by the Issuer pursuant to a prospectus dated 14 June 2010, and amounting as at the date of the Prospectus to an aggregate amount of €39,920,281 (for the purpose of ascertaining the aggregate principal amount of the Maturing Bonds, specifically the GBP Bonds and USD Bonds forming part thereof, reference is made to the GBP Rate of Exchange (against the Euro) and the USD Rate of Exchange (against the Euro) respectively);
“Maturing Bond Transfer”	the subscription for Bonds by a Maturing Bondholder settled, after submitting the pre-printed Application Form A (received by mail directly from the Issuer), by the transfer to the Issuer of all or part of the Maturing Bonds held by such Maturing Bondholder as at the Cut-off Date;
“Maturing Bondholder”	a holder of Maturing Bonds as at the Cut-off Date;
“Medina Tower”	the proposed Medina Tower project in Tripoli, Libya;
“MTJSC”	Medina Tower Joint Stock Company for Real Estate and Development, a joint stock investment company registered under the commercial laws of Libya in accordance with Law No. 5 (1997) as amended by Law No. 7 (2004) and Law No. 9 (2010), having its registered office at Tripoli Tower, Suite 107, Tower 2, Level 10, Tripoli, Libya, and bearing privatisation and investment board number 343;
“NPHC”	National Projects Holding Company (KSC), a company registered under the laws of Kuwait with company registration number 111731 and having its registered office at National Market Building, Fourth Floor, Office 24, Abdullah Al Salem, Al Mirqab, Kuwait;

“NREC”	National Real Estate Company KSCP, a company registered under the laws of Kuwait with company registration number 19628 and having its registered office at P.O. Box 64585, Shuwaikh, B 70456, Kuwait;
“Official List”	the list prepared and published by the Malta Stock Exchange as its official list in accordance with the Malta Stock Exchange Bye-Laws;
“Palm City Residences”	the Palm City Residences, a property operated by PCL (as defined below) and situated in Janzour, Libya;
“PCL” or “Palm City Ltd”	Palm City Ltd, a company registered under the laws of Malta with company registration number C 34113 and having its registered office at 22, Europa Centre, John Lopez Street, Floriana FRN 1400, Malta;
“PWL”	Palm Waterfront Ltd, a company registered under the laws of Malta with company registration number C 57155 and having its registered office at 22, Europa Centre, John Lopez Street, Floriana FRN 1400, Malta;
“Prospectus”	collectively this Summary Note, the Registration Document and the Securities Note, all dated 29 May 2017, as such documents may be amended, updated, replaced and supplemented from time to time;
“Prospectus Directive”	Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC, as may be amended from time to time;
“Redemption Date”	6 July 2022;
“Redemption Value”	the nominal value of each Bond (€100 per Bond);
“Registrar & Manager”	Bank of Valletta plc;
“Registration Document”	the registration document issued by the Issuer dated 29 May 2017, forming part of the Prospectus;
“Regulation”	Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in a prospectus and dissemination of advertisements, as amended by: Commission Delegated Regulation (EU) No. 486/2012 of 30 March 2012 amending Regulation (EC) No. 809/2004 as regards the format and the content of the prospectus, the base prospectus, the summary and the final terms and as regards the disclosure requirements; Commission Delegated Regulation (EU) No. 862/2012 of 4 June 2012 amending Regulation (EC) No. 809/2004 as regards information on the consent to use of the prospectus, information on underlying indexes and the requirement for a report prepared by independent accountants or auditors; Commission Delegated Regulation (EU) No. 759/2013 of 30 April 2013 amending Regulation (EC) No. 809/2004 as regards the disclosure requirements for convertible and exchangeable debt securities; Commission Delegated Regulation (EU) No. 382/2014 of 7 March 2014 amending Regulation (EC) No. 809/2004 as regards regulatory technical standards for publication of supplements to the prospectus; and Commission Delegated Regulation (EU) No. 2016/301 of 30 November 2015 amending Regulation (EC) No. 809/2004 as regards regulatory technical standards for publication of the prospectus and dissemination of advertisements;
“Securities Note”	the securities note issued by the Issuer dated 29 May 2017, forming part of the Prospectus;
“Sponsor”	Rizzo, Farrugia & Co. (Stockbrokers) Ltd., a private limited liability company registered under the laws of Malta having its registered office at Airways House, Third Floor, High Street, Sliema SLM 1549, Malta and bearing company registration number C 13102. Rizzo, Farrugia & Co. (Stockbrokers) Ltd. is an authorised financial intermediary licensed by the MFSA and a member of the MSE;
“Summary Note”	this summary note in its entirety issued by the Issuer dated 29 May 2017, forming part of the Prospectus;
“Terms and Conditions”	the terms and conditions relating to the Bonds as contained in the Prospectus, a summary of which is contained in section E.3 of this Summary Note;
“USD” or “\$” or “US Dollar”	the lawful currency of the United States; and
“USD Rate of Exchange”	the rate of exchange for the purposes of the Prospectus between the Euro and the US Dollar, applicable to the USD Bonds forming part of the Maturing Bonds, that is €1.00 : \$1.1193. In determining the aforesaid exchange rate, the Issuer has been guided by the reference exchange rate as published by the European Central Bank on 24 May 2017 at 16:00 hours CET ( <a href="https://www.ecb.europa.eu/stats/exchange/eurofxref/html/index.en.html">https://www.ecb.europa.eu/stats/exchange/eurofxref/html/index.en.html</a> ).



## 1 SECTION A | INTRODUCTION AND WARNINGS

A.1 Prospective investors are hereby warned that:

- i. this Summary Note is being provided to convey the essential characteristics and risks associated with the Issuer, the Guarantor and the securities being offered pursuant to the Prospectus. This part is merely a summary and, therefore, should only be read as an introduction to the Prospectus. It is not and does not purport to be exhaustive and investors are warned that they should not rely on the information contained in this Summary Note alone in making a decision as to whether to invest in the securities described in this document. Any decision to invest in the Bonds should be based on consideration of the Prospectus as a whole by the investor;
- ii. where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of Malta, have to bear the costs of translating the Prospectus before legal proceedings are initiated; and
- iii. civil liability attaches only to those persons who have tabled this Summary Note, including any translation thereof, and who applied for its notification, but only if this Summary Note, when read together with the other parts of the Prospectus, is misleading, inaccurate or inconsistent, or does not provide key information in order to aid investors when considering whether to invest in such securities.

A.2 Consent required for use of the Prospectus in connection with a possible Intermediaries' Offer: prospective investors are hereby informed that:

- i. for the purposes of any subscription for Bonds by Authorised Intermediaries pursuant to an Intermediaries' Offer and any subsequent resale, placement or other offering of Bonds by Authorised Intermediaries participating in the Intermediaries' Offer in circumstances where there is no exemption from the requirement to publish a prospectus under the Prospectus Directive, the Issuer consents to the use of the Prospectus (and accepts responsibility for the information contained therein in accordance with the terms hereof) with respect to any such subsequent resale, placement or other offering of Bonds, provided this is limited only: (a) in respect of Bonds subscribed for in terms of the Intermediaries' Offer by Authorised Intermediaries participating in the Intermediaries' Offer; (b) to any resale, placement or other offering of Bonds subscribed for as aforesaid, taking place in Malta; and (c) to any resale, placement or other offering of Bonds subscribed for as aforesaid, taking place within the period of 60 days from the date of the Prospectus;
- ii. **in the event of a resale, placement or other offering of Bonds by an Authorised Intermediary subsequent to an Intermediaries' Offer, said Authorised Intermediary shall be responsible to provide information to prospective investors on the terms and conditions of the resale, placement or other offering at the time such is made; and**
- iii. any new information with respect to Authorised Intermediaries unknown at the time of the approval of the Prospectus will be made available through a company announcement which will also be made available on the Issuer's website: [www.mihplc.com](http://www.mihplc.com).

## 2 SECTION B | ISSUER AND GUARANTOR

B.1 The legal and commercial name of the Issuer is Mediterranean Investments Holding plc (registration number C 37513). The legal and commercial name of the Guarantor is Corinthia Palace Hotel Company Limited (registration number C 257).

B.2 The Issuer was registered in Malta in terms of the Act on 12 December 2005 as a private limited liability company and was subsequently converted into a public limited liability company on 6 November 2007. The Issuer is domiciled in Malta. The Guarantor was registered in Malta in terms of the Act on 21 June 1966 as a private limited liability company. The Guarantor is domiciled in Malta.

B.4b The principal object of the Issuer, which objects are limited to activities outside Malta and to such other activities as are or may be necessary for its operations from Malta, is to directly or indirectly acquire, develop and operate real estate opportunities in North Africa, including, without limitation, opportunities with respect to retail outlets, shopping malls, office and commercial buildings, residential gated compounds, housing, hotels, build-operate-transfer (BOT) and other governmental projects and conference centres. The issue of bonds falls within the objects of the Issuer.

Palm City Residences has remained operational at all times throughout the political turmoil in the country; the present situation of lower than usual occupational leases at Palm City Residences persisted throughout 2015 and 2016 with increased levels of activity returning to the Palm City Residences as from January 2017. From the occupancy levels of 94% at Palm City Residences registered in 2013 and 87% in 2014, occupancy reduced to 11% by the end of 2016. During the first three months of 2017 occupancy has increased to 16%, mainly with tenants who are contracted for the longer 3 to 5 year term at rates in excess of €8,500 per residential unit. A number of other tenants, predominantly made up of NGOs, security companies and embassies, have indicated their commitment to move to Palm City Residences and with the current active negotiations management anticipates that by July 2017 occupancy levels will increase to 18%.



As to the Medina Tower development, the project designs are complete and all development approvals have been obtained from the relevant authorities. The joint venture company responsible for the project, MTJSC, had concluded a term sheet with a Libyan financial institution which would secure the debt funding for the said project on a debt to equity basis of 60:40. Given the passage of time since its issuance, this term sheet would need to be reactivated. This project, the development of which is expected to be completed within circa 48 months from commencement of the works, is currently on hold given the political situation in Libya.

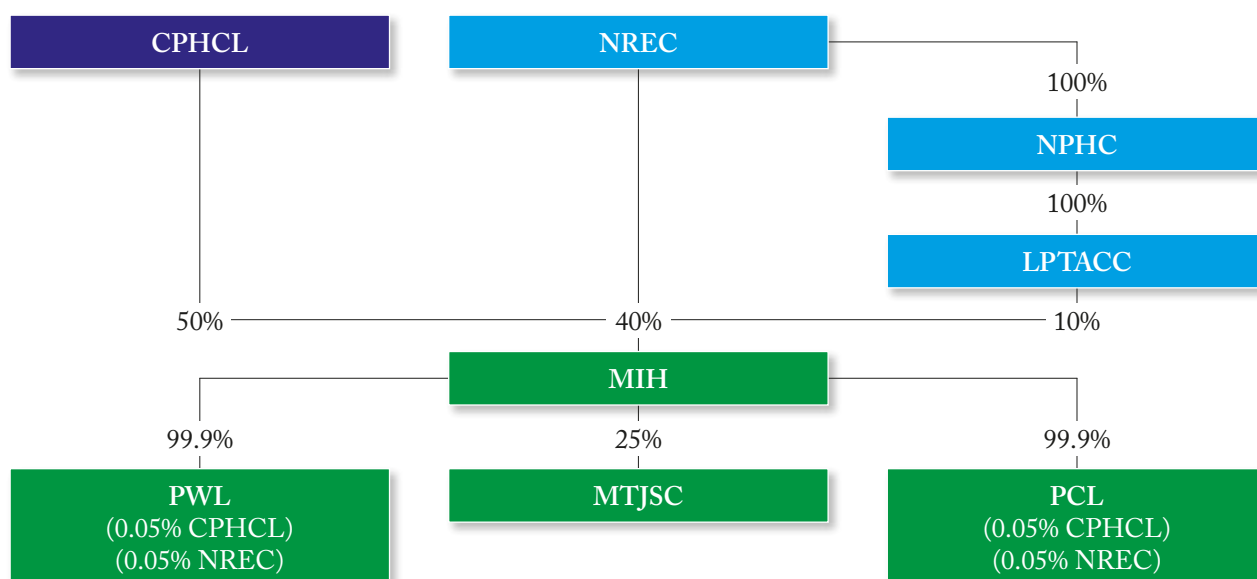
Palm Waterfront project, which is to be developed adjacent to the Palm City Residences, is on hold as at the date of the Prospectus. The development plans submitted to local authorities include a 164-room 4-star hotel and a mix of residential units which, when complete, will either be leased or sold by PWL depending on market trends prevailing at the time.

As regards the Guarantor, CPHCL has, throughout the years, adopted a strategy aimed at increasing its resilience during challenging times, the likes of which have been experienced of late. In this regard, the results of this strategy have been particularly effective in acting as buffers against the adverse effects of economic downturns.

CPHCL has distributed its investments across diverse geographic locations and is now achieving further diversity through growth in ancillary business segments. The diversity of the Corinthia Group's investment portfolio mitigates its exposure to any one specific country or source of business. This diversity ensures that the Corinthia Group's earnings provide a healthy mix between active (hotel business) and passive income (long-term rental income), thereby ensuring a more balanced profit and cash generation.

Whereas CPHCL remains primarily a holding company, its subsidiary company IHI remains a hotel owning and operating company with a number of its hotel assets containing significant retail, office and/or residential components, meaning that it has over the years managed to put its competences in hotel management and real estate development to profitable use.

B.5 The Issuer is the parent company of the Group. The organisational structure of the Group is illustrated in the diagram below as at the date of the Prospectus:



B.9 *Not Applicable:* the Registration Document does not contain any profit forecasts or estimates.

B.10 *Not Applicable:* the Issuer's and Guarantor's respective audit reports on the audited financial statements for the years ended 31 December 2014, 2015 and 2016 do not contain any material qualifications.

B.12 The Issuer's historical financial information for the three financial years ended 31 December 2014, 2015 and 2016 as audited by Grant Thornton is set out in the audited consolidated financial statements of the Issuer. The Guarantor's historical financial information for the financial year ended 31 December 2014 as audited by Grant Thornton and for the two financial years ended 31 December 2015 and 2016 as audited by PricewaterhouseCoopers is set out in the applicable audited consolidated financial statements of the Guarantor. Such audited consolidated financial statements are available for inspection at the Issuer's registered office.

There were no significant adverse changes to the financial or trading position of the Issuer and/or the Guarantor since the end of the financial period to which their respective afore-mentioned last audited consolidated financial statements relate. Furthermore, the Issuer and the Guarantor hereby confirm that there has been no material change or recent development which could adversely affect potential investors' assessments in respect of the Bonds, other than the information contained and disclosed in the Prospectus.



Extracts of the historical consolidated financial information of the Issuer referred to above are set out below:

**Mediterranean Investments Holding p.l.c.**

*Extracts from the Statements of Comprehensive Income*

*For the year ended 31 December*

	2014	2015	2016
	€'000	€'000	€'000
Operating Profit/(Loss) (excluding fair value adjustments)	21,757	6,481	(785)
Loss before tax	(47,988)	(844)	(6,383)
Net Loss for the year	(28,092)	(383)	(6,443)

**Mediterranean Investments Holding p.l.c.**

*Extracts from the Consolidated Statements of Financial Position*

*As at 31 December*

	2014	2015	2016
	€'000	€'000	€'000
Non-current assets	271,876	273,423	272,869
Current assets	18,936	10,393	4,309
<b>Total assets</b>	<b>290,813</b>	<b>283,816</b>	<b>277,178</b>
Shareholders' equity	138,048	138,496	131,679
Total liabilities	152,765	145,320	145,499
<b>Total equity and liabilities</b>	<b>290,813</b>	<b>283,816</b>	<b>277,178</b>

**Mediterranean Investments Holding p.l.c.**

*Extracts from the Consolidated Cash Flow Statements*

*As at 31 December*

	2014	2015	2016
	€'000	€'000	€'000
Net cash from/(used in) operating activities	20,761	5,287	(711)
Net cash (used in)/from investing activities	(437)	(217)	347
Net cash used in financing activities	(20,347)	(9,912)	(3,554)
<b>Net decrease in cash and cash equivalents</b>	<b>(23)</b>	<b>(4,842)</b>	<b>(3,918)</b>
Cash and cash equivalents b/fwd	10,289	10,277	5,435
Cash and cash equivalents c/fwd before the effect of foreign exchange rate changes	10,266	5,435	1,517
Effect of foreign exchange rate changes	11	-	(20)
<b>Cash and cash equivalents c/fwd</b>	<b>10,277</b>	<b>5,435</b>	<b>1,497</b>

Extracts of the historical consolidated financial information of the Guarantor referred to above are set out below:

**Corinthia Palace Hotel Company Limited**

*Extracts from the Consolidated Statements of Comprehensive Income*

*for the year end 31 December*

	2014	2015	2016
	€'000	€'000	€'000
Revenue	159,238	178,373	207,923
Operating (loss) profit	(17,151)	1,587	(5,318)
Loss before tax	(62,876)	(30,498)	(19,246)
Loss for the year	(48,886)	(31,077)	(22,275)
Total comprehensive income (expense) for the year net of tax	(35,444)	4,538	20,539

**Corinthia Palace Hotel Company Limited**

*Extracts from the Consolidated Statements of Financial Position*

*as at 31 December*

	2014	2015	2016
	€'000	€'000	€'000
Non current	1,136,924	1,269,592	1,287,785
Current	71,521	86,631	101,842
<b>Total assets</b>	<b>1,208,445</b>	<b>1,356,223</b>	<b>1,389,627</b>

Equity pertaining to CPHCL shareholders	386,745	387,432	394,928
Minority interest	246,961	253,599	270,429
<b>Total equity</b>	<b>633,706</b>	<b>641,031</b>	<b>665,357</b>
Non-current	483,414	572,986	605,379
Current	91,325	142,206	118,891
<b>Total liabilities</b>	<b>574,739</b>	<b>715,192</b>	<b>724,270</b>
<b>Total equity and liabilities</b>	<b>1,208,445</b>	<b>1,356,223</b>	<b>1,389,627</b>

#### Corinthia Palace Hotel Company Limited

*Extracts from the Consolidated Cashflow Statements  
for the year ended 31 December*

	2014	2015	2016
	€'000	€'000	€'000
Net cash from operating activities	8,942	36,900	4,199
Net cash (used in) from investment activities	39,362	(28,855)	(28,175)
Net cash from/(used for) financial activities	(32,166)	(7,322)	32,440
<b>Net increase in cash and cash equivalents</b>	<b>16,138</b>	<b>723</b>	<b>8,464</b>
Cash and cash equivalents at the beginning of year	(47)	16,091	16,814
<b>Cash and cash equivalents at end of year</b>	<b>16,091</b>	<b>16,814</b>	<b>25,278</b>

- B.13 At the end of 2016, the Group reported a working capital deficiency of €49.8 million, of which €40.3 million relates to the Maturing Bonds. The directors of the Issuer believe that they will be successful in replacing the Maturing Bonds with this Bond Issue. The directors of the Issuer have also obtained written assurances from the shareholders of MIH that they will continue to support the company, proportionate to their shareholding, on an on-going basis, to enable it to meet its liabilities as and when they fall due. Accordingly, the directors of the Issuer are confident that the Issuer will continue to have adequate levels of cash to sustain its operations and investments.

The Guarantor is not aware of any recent events which are, to a material extent, relevant to the evaluation of its solvency.

- B.14 The Issuer is the parent company of the Group and was set up in 2005. Its principal activities include the direct and/or indirect acquisition, development and operation of real estate projects in North Africa and the investment in any related trade or business venture. The business of the Group largely relates to the development and operation of the Palm City Residences, the construction, development and eventual operation of the Medina Tower and the development and eventual operation of the Palm Waterfront. As the holding company of the Group, MIH is ultimately dependent upon the operations and performance of its subsidiaries and other investments. MIH's key subsidiaries in this regard are PCL, which has been mandated by CPHCL through a build-operate-transfer agreement to finalise the construction of Palm City Residences and operate the complex for a period of 65 years; and PWL, which in virtue of a build-operate-transfer agreement entered into with CPHCL was given the right to construct, implement, manage and eventually operate the Palm Waterfront site adjoining Palm City Residences. Additionally, the Issuer holds a 25% equity participation in a joint venture company, MTJSC, which was set up together with IHI and EDREICO (the latter now two Libyan investment companies) to construct the Medina Tower.

CPHCL is the parent company of the Corinthia Group which, through its investment companies, is organised at the strategic level into a number of distinct business units, each of which plan and implement well-defined strategies driven by the objective of continued growth, furtherance of their core interests and the on-going optimisation of profitability of their operations. IHI is CPHCL's largest subsidiary company and has the objective of investing, acquiring and developing real estate projects with a principal focus on hotel assets. To date, IHI has acquired and/or developed hotels in Prague (Czech Republic), Tripoli (Libya), Lisbon (Portugal), Budapest (Hungary), St Petersburg (Russia) and St Julians (Malta), and has a 50% shareholding in a 294 roomed luxury hotel in London (UK) (which it manages and controls) and a penthouse apartment which is currently let to a third party. IHI also fully owns CHI, the main objective of which is to provide hotel management services to hotel properties owned by IHI, CPHCL and third party hotel owners. On 10 August 2015, IHI acquired 100% of the issued share capital of IHGH.

- B.15 As at the date of the Prospectus, the Issuer is a holding company having investments in the entities set out in sub-section 2(B.14) immediately above which operate the business of the Group. In terms of its Memorandum and Articles of Association, the main objects for which the Issuer is constituted, which are limited to activities outside Malta and to such other acts as are or may be necessary for its operations from Malta, are to directly or indirectly acquire, develop and operate real estate opportunities in North Africa, including, without limitation, opportunities with respect to retail outlets, shopping malls, office and commercial buildings, residential gated compounds, housing, hotels, build-operate-transfer (BOT) and other governmental projects and conference centres.

CPHCL, as the parent company of the Corinthia Group, is principally engaged, directly or through subsidiaries, in investments that are predominantly focused on the ownership, development and operation of hotels, and in other activities related to the hospitality industry in various countries. In terms of clause 4.6 of its Memorandum of Association, CPHCL is, amongst other things, authorised to borrow, raise or secure the payment of money for the

purpose of or in connection with the company's business and to secure the repayment of any moneys borrowed by hypothecation, charge or lien upon the whole or part of the movable and immovable property or assets of the company. Furthermore, CPHCL is authorised to give guarantees or provide security for any such persons, firms and companies as the directors may deem fit and proper and on such terms as may seem expedient and, in particular, to companies in which the company has an interest.

- B.16 The Issuer's current authorised share capital is €100,000,000 divided into 50,000,000 ordinary 'A' shares of €1 each and 50,000,000 ordinary 'B' shares of €1 each. The issued share capital of the Issuer is €48,002,000 divided into 24,001,000 ordinary 'A' shares of €1 each and 24,001,000 ordinary 'B' shares of €1 each, fully paid up. CPHCL holds 24,001,000 ordinary 'A' shares of €1 each, NREC holds 19,200,800 ordinary 'B' shares of €1 each and LPTACC holds 4,800,200 ordinary 'B' shares of €1 each.

The authorised and issued share capital of CPHCL is €20,000,000 divided into 20,000,000 ordinary shares of a nominal value of €1 each, fully paid up, held as follows: A. & A. Pisani and Co. Ltd (C 6430) holds 1,666,667 ordinary shares of €1 each; J & H Pisani Company Limited (C 6817) holds 1,666,667 ordinary shares of €1 each; PAKA Limited (C 6969) holds 1,666,667 ordinary shares of €1 each; VAC Company Limited (C 6818) holds 1,666,667 ordinary shares of €1 each; Geranium Holdings Limited (C 66582) holds 1,666,666 ordinary shares of €1 each; Intakur Limited (C 7038) holds 1,666,666 ordinary shares of €1 each; and Libyan Foreign Investment Company (LFICO) holds 10,000,000 ordinary shares of €1 each.

- B.17 *Not Applicable*: neither the Issuer nor the Guarantor have sought the credit rating of an independent rating agency and there has been no assessment by any independent rating agency of the Bonds issued by the Issuer.
- B.18 For the purposes of the Guarantee, CPHCL stands surety with the Issuer and irrevocably and unconditionally undertakes to affect the due and punctual performance of all the payment obligations undertaken by the Issuer under the Bonds if the Issuer fails to do so. Accordingly, until such time as the Bonds remain in issue, the Guarantor undertakes to pay on an on-going basis, interest which may become due and payable during the term of the Bonds and the principal amount of the Bonds on the Redemption Date should the Issuer default in paying the Bondholders under the Bonds. The Guarantor's obligations under the Guarantee shall remain in full force and effect until no sum remains payable to any Bondholder pursuant to the issue of the Bonds.

### 3 SECTION C | SECURITIES

- C.1 The Issuer shall issue an aggregate of €40,000,000 in unsecured Bonds 2022 having a nominal value of €100 per bond, subject to a minimum subscription of €1,000 in Bonds and multiples of €100 thereafter. The Bonds will be issued in fully registered form and will be represented in an uncertificated form by the appropriate entry in the electronic register maintained on behalf of the Issuer at the Central Securities Depository at the Malta Stock Exchange. On admission to trading the Bonds will have the following ISIN number MT0000371287. The Bonds shall bear interest at the rate of 5.0% per annum and shall be repayable in full upon maturity unless they are previously re-purchased and cancelled. The Bond Issue is guaranteed by CPHCL.
- C.2 The Bonds are denominated in Euro (€).
- C.5 The Bonds are freely transferable and, once admitted to the Official List, shall be transferable only in whole (in multiples of €100) in accordance with the rules and regulations of the MSE applicable from time to time.
- C.8 Investors wishing to participate in the Bonds will be able to do so by completing the Application Form. Completion of the Application Form will entitle such investor to: (i) the payment of interest; (ii) the payment of capital; (iii) ranking with respect to other indebtedness of the Issuer and Guarantor in accordance with the status of the Bonds, as follows: *"the Bonds constitute the general, direct, unconditional and unsecured obligations of the Issuer and shall at all times rank pari passu, without any priority or preference among themselves and with other outstanding and unsecured debt of the Issuer and the Guarantor, present and future"*; (iv) attend, participate in and vote at meetings of Bondholders in accordance with the Terms and Conditions of the Bond Issue; and (v) enjoy all such other rights attached to the Bonds emanating from the Prospectus.

As at 31 December 2016 the Group's indebtedness amounted in aggregate to €105 million (€102 million at 31 December 2015), including bank loans, corporate bonds and shareholders' loans. Such bank borrowings are secured by privileges and hypothecs, and therefore the indebtedness being created by the Bonds, together with the other issued bonds, ranks after all bank borrowings.

- C.9 The Bonds shall bear interest from and including 6 July 2017 at the rate of 5.0% per annum on the nominal value thereof, payable annually in arrears on each Interest Payment Date. The first interest payment will be effected on 6 July 2018 (covering the period 6 July 2017 to 5 July 2018). Any Interest Payment Date which falls on a day other than a Business Day will be carried over to the next following day that is a Business Day.

A Maturing Bond Transfer shall be without prejudice to the rights of Maturing Bondholders to receive interest on the Maturing Bonds up to and including 5 July 2017. The Maturing Bonds shall be redeemed on 6 July 2017 as determined by the Issuer and duly notified to Maturing Bondholders.

The gross yield calculated on the basis of the Interest, the Bond Issue Price and the Redemption Value of the Bonds at Redemption Date is 5.0%.

The remaining component of Element C.9 is not applicable, given that no representative of debt security holders has been appointed.

C.10 *Not Applicable*: there is no derivative component in the interest payments on the Bonds.

C.11 The Listing Authority has authorised the Bonds as admissible to Listing pursuant to the Listing Rules by virtue of a letter dated 29 May 2017. Application has been made to the Malta Stock Exchange for the Bonds being issued pursuant to the Prospectus to be listed and traded on its Official List. The Bonds are expected to be admitted to the Malta Stock Exchange with effect from 5 July 2017 and trading is expected to commence on 6 July 2017. Dealing may commence prior to notification of the amount allotted being issued to Applicants.

## 4 SECTION D | RISKS

Holding a bond involves certain risks. Prospective investors should carefully consider, with their own independent financial and other professional advisers, the following risk factors and other investment considerations, as well as all the other information contained in the Prospectus before deciding to acquire the Bonds. Prospective investors are warned that by investing in the Bonds they may be exposing themselves to significant risks that may have the consequence of losing a substantial part or all of their investment.

The Prospectus contains statements that are, or may be deemed to be, “forward-looking statements”, which relate to matters that are not historical facts and which may involve projections of future circumstances. These forward-looking statements are subject to a number of risks, uncertainties and assumptions and important factors that could cause actual risks to differ materially from the expectations of the Issuer’s and Guarantor’s respective directors. No assurance is given that the future results or expectations will be achieved.

In so far as prospective investors seek advice from Authorised Intermediaries concerning an investment in the Bonds, Authorised Intermediaries are to determine the suitability of prospective investors’ investment in the Bonds in the light of said prospective investors’ own circumstances. The Bonds may not be a suitable investment for all investors. In particular, Authorised Intermediaries should determine whether each prospective investor: (i) has sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference in the Prospectus or any applicable supplement; (ii) has sufficient financial resources and liquidity to bear all the risks of an investment in the Bonds, including where the currency for principal or interest payments is different from the prospective investor’s currency; (iii) understands thoroughly the terms of the Bonds and is familiar with the behaviour of any relevant indices and financial markets; and (iv) is able to evaluate possible scenarios for economic, interest rate and other factors that may affect his/her/its investment and his/her/its ability to bear the applicable risks.

Below is a summary of the principal risks associated with an investment in the Issuer and the Bonds – there may be other risks which are not mentioned in this summary. Investors are, therefore, urged to consult their own financial or other professional advisers with respect to the suitability of investing in the Bonds.

### D.2 Essential information on the key risks specific to the Issuer, the Group and its business:

The Issuer was incorporated in 2005 and, through PCL, has been primarily involved in the development and operation of Palm City Residences. Until such time when the Medina Tower project and the Palm Waterfront project are fully developed and launched on the market, the Issuer will continue to be solely dependent on the business prospects and operating results of PCL. The operations of PCL and its operating results are subject to a number of factors that could adversely affect the Group’s business and financial condition, some of which are beyond the Group’s control:

- i. Whilst the Issuer and PCL are registered in Malta, all of their respective assets, operations, business interests and activities are located or conducted in Libya through a branch of PCL. The Group’s business activities over the coming years are expected to be focused on and aimed at the development of the Medina Tower project in which the Group has a 25% holding and Palm Waterfront, which is to be developed by a 100% owned subsidiary of the Issuer. Accordingly, the Group is susceptible to the political and economic risks that may from time to time influence Libya’s prospects. Negative political or economic factors and trends in or affecting Libya could have a material impact on the business of the Issuer.
- ii. Emerging markets present economic and political conditions which differ from those of the more developed markets and could possibly present less social, political and economic stability, which could render investment in such markets more risky than investments in more developed markets. As an emerging market, the Libyan market is undergoing and may continue to undergo substantial political, economic and social reform, and the implications and consequences of reform may not be entirely clear at the outset. The consequences may be profound and, accordingly, prospective investors should take into account the unpredictability associated thereto.

- iii. The main pillar of the Group's business consists of the acquisition, development and running of real estate projects in Libya. Property development projects are subject to a number of specific risks inherent in this field – the risk of cost overruns; the risk of insufficiency of resources to complete; the risk of sale or rental transactions not being effected at the prices and within the timeframe envisaged; higher interest costs; and the erosion of revenue generation. If these risks were to materialise, they would have an adverse impact on the Issuer's revenue generation, cash flows and financial performance.
- iv. All industries, including the property development industry, are subject to legal claims, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation and dispute resolution process, there can be no assurance that the resolution of any particular legal proceeding or dispute will not have a material adverse effect on the Issuer's and/or the Guarantor's future cash flow, results of operations or financial condition.
- v. The Issuer and PCL both have a material amount of debt, and the amount of debt funding of the Issuer is expected to increase as and when the Issuer undertakes the Medina Tower and the Palm Waterfront projects, and other possible future development plans. A substantial portion of the Group's generated cash flows will be required to make principal and interest payments on the Group's debt. A substantial portion of the cash flow currently generated from PCL's operations is utilised to repay its debt obligations pursuant to the terms of the facilities provided. The financial covenants to which such facilities are subject give rise to a reduction in the amount of cash available for distribution to the Issuer which would otherwise be available for funding of the Issuer's working capital, capital expenditure, development costs and other general corporate costs, or for the distribution of dividends.
- vi. The Issuer relies, and will in future be relying heavily, on the contacts and expertise of the Corinthia Group and NREC, its principal shareholders, in connection with providing assistance in the application for and procurement of permits, licenses or other development authorisations from the competent authorities in Libya, in relation to present and future projects. However, no assurance can be given that the Issuer or its subsidiaries will be able to use such contacts and expertise as and when required.
- vii. The Issuer is, in part, reliant on the business of CPHCL, which has a long trading history in mixed-use real estate developments that consist principally of hotels, residences, offices and retail areas. The hotel industry globally is characterised by strong and increasing competition. Many of CPHCL's current and potential competitors' operating histories, name recognition, customer bases and financial and other resources are a competitive factor for the Guarantor wherever it may have business. Severe competition in certain countries and changes in economic and market conditions could adversely affect CPHCL's business and operating results. The Guarantor's prospects should be considered in the light of the risks and the difficulties generally encountered by companies operating in a mixture of mature and stabilised markets coupled with new and rapidly developing markets. CPHCL's operations and its results are subject to a number of factors that could adversely affect the Corinthia Group's business, many of which are common to the hotel and real estate industry and beyond the Corinthia Group's control.
- viii. The Group's activities potentially expose it to a variety of financial risks, including market risk (principally interest rate risk and fair value risk), credit risk and risks associated with the unpredictability of financial markets, all of which could have adverse effects on the Group's financial performance.
- ix. The Issuer's overseas operations are exposed, in the case of transactions not denominated in Euro, to foreign currency risk on transactions, receivables and borrowings that are denominated in a currency other than the Euro. As a result, exchange losses may arise on the realisation of amounts receivable and the settlement of amounts payable in foreign currencies.

### D.3 Essential information on the key risks specific to the Bonds:

- i. The existence of an orderly and liquid market for the Bonds depends on a number of factors including, but not limited to, the presence of willing buyers and sellers of the Issuer's Bonds at any given time. Such factors are dependent upon the individual decisions of investors and the general economic conditions of the market in which the Bonds are traded, over which the Issuer has no control. Many other factors over which the Issuer has no control may affect the trading market for, and trading value of, the Bonds, including the time remaining to the maturity of the Bonds, the outstanding amount of the Bonds and the level, direction and volatility of market interest rates, generally. Accordingly, there can be no assurance that an active secondary market for the Bonds will develop, or, if it develops, that it will continue. Furthermore, there can be no assurance that an investor will be able to sell or otherwise trade in the Bonds at or above the Bond Issue Price, or at all.
- ii. Investment in the Bonds involves the risk that subsequent changes in market interest rates may adversely affect the value of the Bonds.
- iii. A Bondholder will bear the risk of any fluctuations in exchange rates between the currency of denomination of the Bonds (€) and the Bondholder's currency of reference, if different.

- iv. No prediction can be made about the effect which any future public offerings of the Issuer's securities, or any takeover or merger activity involving the Issuer, will have on the market price of the Bonds prevailing from time to time.
- v. The Bonds shall constitute the general, direct, unconditional and unsecured obligations of the Issuer and shall be guaranteed in respect of both the interest due and the principal amount under said Bonds by the Guarantor, and shall at all times rank *pari passu*, without any priority or preference among themselves and, save for such exceptions as may be provided by applicable law, shall rank without priority and preference with all other present and future unsecured obligations of the Issuer and the Guarantor. The Bonds will, however, rank subordinate to the present and future secured creditors of the Issuer and the Guarantor. In view of the fact that the Bonds are being guaranteed by the Guarantor, Bondholders are entitled to request the Guarantor to pay both the interest due and the principal amount under said Bonds if the Issuer fails to meet any amount, when due. The strength of this undertaking on the part of the Guarantor is directly linked to the financial position and solvency of the Guarantor.
- vi. In the event that the Issuer wishes to amend any of the Terms and Conditions of the Bonds it shall call a meeting of Bondholders. The provisions relating to meetings of Bondholders permit defined majorities to bind all Bondholders, including Bondholders who do not attend and vote at the relevant meeting and Bondholders who vote in a manner contrary to the majority.
- vii. The Bonds and the Terms and Conditions of the Bond Issue are based on the requirements of the Listing Rules, the Companies Act and the Regulation in effect as at the date of the Prospectus. No assurance can be given as to the impact of any possible judicial decision or change in law or administrative practice after the date of the Prospectus.

## 5 SECTION E | OFFER

- E.2b The proceeds from the Bond Issue, which net of Issue expenses are expected to amount to approximately €39,500,000, will be used by the Issuer for the redemption of the outstanding amount of the Maturing Bonds remaining in issue as at 6 July 2017, being the date of redemption of the Maturing Bonds as determined by the Issuer and duly notified to Maturing Bondholders. As at the date of the Prospectus the aggregate value of Maturing Bonds in issue stands at €39,920,281 – for the purpose of ascertaining the aggregate principal amount of the Maturing Bonds, specifically the GBP Bonds and USD Bonds forming part thereof, reference is made to the GBP Rate of Exchange (against the Euro) and the USD Rate of Exchange (against the Euro), respectively. In the event that the Bond Issue is not fully subscribed, the Issuer will proceed with the listing of the amount of Bonds subscribed for and the proceeds from the Bond Issue shall be applied for the purpose set out above. The residual amount required by the Issuer for the purpose of the use specified above which shall not have been raised through the Bond Issue shall be financed from the Group's own funds and/or bank financing.
- E.3 The Bonds are open for subscription by: Maturing Bondholders; holders of Existing Corinthia Bonds as at the Cut-off Date; and Authorised Intermediaries pursuant to the Intermediaries' Offer in respect of any balance of the Bonds not subscribed to by Maturing Bondholders and/or by holders of Existing Corinthia Bonds as at the Cut-off Date, as the case may be, as aforesaid.

Maturing Bondholders applying for Bonds may elect to settle all or part of the amount due on the Bonds applied for by the transfer to the Issuer of Maturing Bonds at par value, subject to a minimum holding of €1,000 in Bonds and rounded upwards to the nearest €100. Any Maturing Bondholders whose holding in Maturing Bonds is less than €1,000 shall be required to pay the difference together with the submission of their Application Form A (“Cash Top-Up”). Any Maturing Bondholders whose holding in Maturing Bonds: (A) after conversion of GBP denominated Maturing Bonds to Euro at the GBP Rate of Exchange is not in multiples of €100, or (B) after conversion of USD denominated Maturing Bonds to Euro at the USD Rate of Exchange is not in multiples of €100, shall have the option of rounding down to the nearest €100, subject to a minimum holding of €1,000 (in which case the applicable refund will be settled in the currency of original subscription on 6 July 2017), or of rounding up to the nearest €100 by paying the difference together with the submission of their Application Form A (“Cash Top-Up”).

Maturing Bondholders electing to subscribe for Bonds through the transfer to the Issuer of all or part of the Maturing Bonds held by them as at the Cut-off Date (including any top-ups necessary in terms of any of A, B or C above) (“Maturing Bond Transfer”) shall be allocated Bonds for the corresponding nominal value of Maturing Bonds transferred to the Issuer (including Cash Top-Up, where applicable). The transfer of Maturing Bonds to the Issuer in consideration for the subscription for Bonds shall cause the obligations of the Issuer with respect to such Maturing Bonds to be extinguished, and shall give rise to obligations on the part of the Issuer under the Bonds. Bonds applied for by Maturing Bondholders by way of Maturing Bond Transfer as described above shall be allocated prior to any other allocation of Bonds.

Maturing Bondholders transferring all of the Maturing Bonds held by them as at the Cut-off Date may apply for an amount of Bonds in excess of the amount of Maturing Bonds being transferred by Maturing Bond Transfer. In such case Maturing Bondholders may subscribe for additional Bonds, in multiples of €100, by completing the appropriate section of the Application Form A.



The balance of the Bonds not subscribed for by Maturing Bondholders limitedly by means of a Maturing Bond Transfer, if any, shall be made available for subscription (A) to Maturing Bondholders in respect of any number of additional 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 and (B) to holders of Existing Corinthia Bonds as at the Cut-off Date, *pari passu*, without priority or preference between them and in accordance with the allocation policy as determined by the Issuer.

Any balance of the Bonds not subscribed to by Maturing Bondholders and/or by holders of Existing Corinthia Bonds as at the Cut-off Date, as the case may be, shall be offered for subscription to Authorised Intermediaries through an Intermediaries' Offer. Any subscription received during the Intermediaries' Offer shall be subject to the same terms and conditions as those applicable to Applications by Maturing Bondholders and/or by holders of Existing Corinthia Bonds as at the Cut-off Date, but limited to any remaining balance of Bonds after fully allocating the Bonds applied for under Application Forms A and B, respectively. In this regard, the Issuer shall enter into conditional subscription agreements with a number of Authorised Intermediaries for the subscription of the resultant balance of Bonds, whereby it will bind itself to allocate Bonds to such investors during the Intermediaries' Offer.

Furthermore, should any Bonds be made available for subscription through an Intermediaries' Offer as aforesaid the Issuer notifies that it has reached an agreement with a third party investor for the latter to subscribe to up to a maximum of €10,000,000 worth of the resultant balance of Bonds.

**Allocation Policy:** The Issuer shall allocate the Bonds on the basis of the following policy and order of priority:

- i. first to Maturing Bondholders up to the extent of their holdings of Maturing Bonds on the Cut-off Date to be utilised for the purposes of the payment of consideration of Bonds, rounded upwards to the nearest €100 and subject to the minimum holding of €1,000;
- ii. the balance of the Bonds not subscribed for by Maturing Bondholders limitedly by means of a Maturing Bond Transfer, if any, shall be made available for subscription (A) to Maturing Bondholders in respect of any additional 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 and (B) to holders of Existing Corinthia Bonds as at the Cut-off Date, *pari passu*, without priority or preference between them and in accordance with the allocation policy as determined by the Issuer. Accordingly, in the event that a Maturing Bondholder applies for additional Bonds other than by Maturing Bond Transfer as specified in (i) above, no guarantee shall be given with respect to the excess Bonds applied for; and
- iii. in the event that following the allocations made pursuant to paragraphs (i) and (ii) above there shall still remain unallocated Bonds, the Issuer shall offer such remaining Bonds to Authorised Intermediaries and to a third party investor through an Intermediaries' Offer. Applications received from Authorised Intermediaries through an Intermediaries' Offer, if any, shall be allocated without priority or preference and in accordance with the allocation policy as determined by the Issuer.

The following is a synopsis of the general terms and conditions applicable to the Bonds. A Bondholder is deemed to have invested only after having received, read and understood the contents of the Prospectus, including the full terms and conditions contained in the annexes thereto:

### 1. General

The Bonds shall constitute the general, direct, unconditional and unsecured obligations of the Issuer and shall be guaranteed in respect of both the interest and the principal amount due under said Bonds by the Guarantor, and shall at all times rank *pari passu*, without any priority or preference among themselves and with other outstanding and unsecured debt of the Issuer and Guarantor, present and future.

### 2. Form, Denomination and Title

The Bonds will be issued in fully registered form in denominations of any integral multiple of €100 provided that on subscription the Bonds will be issued for a minimum of €1,000 per individual Bondholder. Authorised Intermediaries subscribing to the Bonds through nominee accounts for and on behalf of clients shall apply the minimum subscription amount of €1,000 to each underlying client. Any person in whose name a Bond is registered may (to the fullest extent permitted by applicable law) be deemed and treated at all times, by all persons and for all purposes (including the making of any payments), as the absolute owner of such Bond. Title to the Bonds may be transferred as provided in sub-section 3(C.5) above.

### 3. Redemption and Purchase

Unless previously purchased and cancelled, the Issuer hereby irrevocably covenants in favour of each Bondholder that the Bonds will be redeemed at their nominal value (together with accrued interest) on 6 July 2022. Subject to the provisions of this paragraph, the Issuer may at any time purchase Bonds in the open market or otherwise at any price. Any purchase by tender shall be made available to all Bondholders alike. All Bonds so redeemed or purchased will be cancelled forthwith and may not be re-issued or re-sold.



#### 4. Payments

Payment of the principal amount of the Bonds will be made in Euro by the Issuer to the person in whose name such Bonds are registered, with interest accrued up to the Redemption Date, by means of direct credit transfer into such bank account as the Bondholder may designate from time to time. Such payment shall be effected within seven (7) days of the Redemption Date.

Payment of interest on a Bond will be made to the person in whose name such Bond is registered at the close of business fifteen (15) days prior to the Interest Payment Date, by means of a direct credit transfer into such bank account as the Bondholder may designate, from time to time. Such payment shall be effected within seven (7) days of the Interest Payment Date.

#### 5. Events of Default

The Securities Note sets out a list of events of default the occurrence of which would result in the Bonds becoming immediately due and repayable at their principal amount, together with accrued interest.

#### 6. Further Issues

The Issuer may, from time to time, without the consent of the Bondholders, create and issue further debentures, debenture stock, bonds, loan notes, or any other debt securities, either having the same terms and conditions as any outstanding debt securities of any series (including the Bonds) and so that such further issue shall be consolidated and form a single series with the outstanding debt securities of the relevant series (including the Bonds), or upon such terms as the Issuer may determine at the time of their issue.

#### 7. Meetings of Bondholders

The Issuer may, from time to time, call meetings of Bondholders for the purpose of consultation with Bondholders or for the purpose of obtaining the consent of Bondholders on matters which in terms of the Prospectus require the approval of a Bondholders' meeting.

#### 8. Governing Law and Jurisdiction

The Bonds have been created, and the Bond Issue relating thereto is being made, in terms of the Act. From their inception the Bonds, and all contractual arrangements arising therefrom, shall be governed by and shall be construed in accordance with Maltese law. Any legal action, suit or proceedings against the Issuer and/or the Guarantor arising out of or in connection with the Bonds and/or the Prospectus shall be brought exclusively before the Maltese courts and the Bondholder shall be deemed to acknowledge that it is submitting to the exclusive jurisdiction of the Maltese courts as aforesaid.

E.4 Save for the possible subscription for Bonds by Authorised Intermediaries (which include the Sponsor and the Registrar & Manager) and any fees payable to Rizzo, Farrugia & Co (Stockbrokers) Ltd. as Sponsor in connection with the Bond Issue, and to Bank of Valletta plc as Registrar & Manager, so far as the Issuer is aware no person involved in the Issue has a material interest in the Bond Issue.

E.7 No expenses shall be specifically charged by the Issuer to any Bondholder who subscribes for the Bonds.

## 6 TIME-TABLE

1	Application Forms mailed to Maturing Bondholders and to holders of Existing Corinthia Bonds as at the Cut-off Date	31 May 2017
2	Closing date for Applications to be received from Maturing Bondholders and from holders of Existing Corinthia Bonds as at the Cut-off Date	16 June 2017 (by 12:00 CET)
3	Intermediaries Offer*	21 June 2017
4	Announcement of basis of acceptance	23 June 2017
5	Dispatch of allotment advices and refunds (if any)	3 July 2017
6	Expected date of admission of the Bonds to listing	5 July 2017
7	Commencement of interest	6 July 2017
8	Expected date of commencement of trading in the Bonds	6 July 2017

\* In the event that the total value of Applications received from Maturing Bondholders and/or holders of Existing Corinthia Bonds as at the Cut-off Date, as the case may be, exceeds €40,000,000, the Intermediaries' Offer will not take place.