



## COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by AX Group p.l.c. (the “**Company**”) pursuant to the Capital Market Rules, as issued by the Malta Financial Services Authority:

### Quote

#### BASIS OF ACCEPTANCE

The Board of Directors of the Company hereby announces the basis of acceptance in respect of the combined offer by AX Real Estate p.l.c. (C-92104), a subsidiary of the Company, (“**AXRE**”), of: (i) 33,333,333 ordinary ‘A’ shares of a nominal value of €0.125 per share at an offer price of €0.60 per share; and (ii) up to €40,000,000 in 3.5% unsecured bonds of a nominal value of €100 per bond redeemable in 2032 (the “**Combined Offer**”), pursuant to a prospectus dated 6<sup>th</sup> December 2021 (the “**Prospectus**”).

With reference to, and in terms of, Company Announcement referenced AXG 37/2022, the offer period, which commenced on the 10<sup>th</sup> January 2022, lapsed on the 31<sup>st</sup> January 2022. The outcome of the Combined Offer is as follows:

#### *Offer Shares*

With respect to the Offer Shares, applications for a total amount of 24,336,700 Offer Shares were submitted through Authorised Financial Intermediaries. All applications were allocated in full.

As contemplated in the Prospectus, AXRE shall convert (on a 1:1 basis) such number of Ordinary ‘A’ Shares of a nominal value of €0.125 each currently held by AX Group p.l.c. into Ordinary ‘B’ Shares of a nominal value of €0.125 each, as may be necessary for 25% of the Ordinary ‘A’ Shares to be held in public hands in terms of Capital Markets Rule 3.26.

Following such conversion, the total issued share capital of AXRE, amounting to €34,292,087.50 shall be split into 97,193,600 Ordinary ‘A’ Shares of a nominal value of €0.125 each, and 177,143,100 Ordinary ‘B’ Shares of a nominal value of €0.125 each. The said Ordinary ‘A’ Shares are expected to be admitted to the Official List of the Malta Stock Exchange on 15<sup>th</sup> February 2022, and trading is expected to commence from 16<sup>th</sup> February 2022.

#### *Bonds*

Insofar as the Bonds are concerned, applications for a total amount of €18,354,600 in Bonds were submitted through Authorised Financial Intermediaries. All applications were allocated in full. In addition, the Company has applied for €21,645,400 in Bonds in consideration for the partial repayment of the existing intragroup debt between AXRE and the Company described in the Prospectus. Such application has also been allocated in full.

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**AX** HOTELS

**AX** CONSTRUCTION

**AX** DEVELOPMENT

**AX** CARE

Interest on the Bonds will commence accruing as from today, the 7<sup>th</sup> February 2022. The Bonds are expected to be admitted to listing on the Official List of the Malta Stock Exchange on the 15<sup>th</sup> February 2022 and trading is expected to commence on the 16<sup>th</sup> February 2022.

In accordance with the terms of the Prospectus, the proceeds from the Combined Offer shall be applied towards: (i) the part-financing of 'Phase 1' (of two) of the Qawra project, specifically the extension of the Seashells Resort at Suncrest by way of four additional floors; (ii) the part-financing of the Verdala project; and (iii) the repayment in part of the aforementioned intragroup debt.

The Board of Directors of the Company would like to thank AX Group's existing bondholders and employees, the investing public and the participating authorised financial intermediaries for the support shown in this Combined Offer.

## Unquote



Dr. Edmond Zammit Laferla  
*Company Secretary*

8<sup>th</sup> February 2022

Company Announcement  
AXG38/2022