

Company Announcement

Date of Announcement: 22nd November, 2022

Reference: MRF 77

The following is a company announcement issued by Mariner Finance p.l.c (the “**Company**”) pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority in accordance with the provisions of the Financial Markets Act (Chapter 345 of the Laws of Malta) as they may be amended from time to time.

QUOTE

Issue of up to €44,000,000 – 5% unsecured bonds due 2032

The Company hereby announces that it has received regulatory approval for the issue of up to €44,000,000 5% unsecured bonds having a nominal value of €100 per bond, to be issued at par, and redeemable at their nominal value in 2032 (the “**New Bonds**”), and the admissibility to listing of said New Bonds on the Official List of the Malta Stock Exchange.

The New Bonds shall be made available for subscription as follows:

- (a) an amount of up to €35,000,000 in nominal value of New Bonds shall be made available for subscription by those persons who, as at 11 November, 2022, held 5.3% unsecured bonds having a nominal value of €100 per bond and redeemable on 3 July, 2024 (ISIN MT0000271214), issued by the Company pursuant to a prospectus dated 2 June, 2014 (the “**Existing Bonds**”), and who elect to subscribe for Bonds by surrendering the corresponding amount of Existing Bonds in favour of the Company. A premium amounting to €1.50 per Existing Bond surrendered as aforesaid shall be payable by the Company to the holders of Existing Bonds partaking in the proposed exchange of Existing Bonds for New Bonds; and
- (b) an amount of up to €9,000,000 in nominal value of New Bonds, as such amount would be increased by any amount not subscribed for by the holders of the Existing Bonds as indicated in (a) above, and therefore resulting in part of the amount referred to in (a) becoming available for distribution other than by way of exchangeable bond transfer, shall be made available for subscription by the holders of Existing Bonds applying for any New Bonds in excess of the amount corresponding to their holding of Existing Bonds, and the general public.

Applications from the general public shall be subject to a minimum subscription amount of €2,000. No minimum subscription amount shall apply in respect of applications from holders of Existing Bonds.

Application forms shall be mailed to holders of Existing Bonds on 25 November, 2022. The offer period for holders of Existing Bonds and for the general public shall commence on 28 November, 2022 and lapse on 16 December, 2022, but may close earlier in the event of over-subscription.

As previously announced (MRF76), trading in the Existing Bonds is suspended until further notice.

Full details of the New Bonds are included in the Prospectus dated 21 November, 2022 which will be available on the Company’s website at <http://www.mfplc.com.mt/>, as from 23 November, 2022. Copies of the Prospectus may be obtained from Authorised Financial Intermediaries listed in Annex II of the Securities Note forming part of the Prospectus as from 29 November, 2022.

UNQUOTE

By order of the Board



Kevin Saliba
Company Secretary

22 November, 2022