

REGISTRATION DOCUMENT

DATED 1 JUNE 2023

This document is a Registration Document issued in accordance with the provisions of the Prospectus Regulation.

By

THE ONA P.L.C.

A PUBLIC LIMITED LIABILITY COMPANY REGISTERED UNDER THE LAWS OF MALTA
WITH COMPANY REGISTRATION NUMBER C 101370



THIS REGISTRATION DOCUMENT HAS BEEN APPROVED BY THE MALTA FINANCIAL SERVICES AUTHORITY AS THE COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE MALTA FINANCIAL SERVICES AUTHORITY ONLY APPROVED THIS REGISTRATION DOCUMENT AS MEETING THE STANDARDS OF COMPLETENESS, COMPREHENSIBILITY AND CONSISTENCY AS PRESCRIBED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHOULD NOT HOWEVER BE CONSIDERED AS AN ENDORSEMENT OF THE ISSUER THAT IS THE SUBJECT OF THIS REGISTRATION DOCUMENT. IN PROVIDING THIS AUTHORISATION, THE MALTA FINANCIAL SERVICES 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 INSTRUMENTS.

THE MALTA FINANCIAL SERVICES 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 THE SECURITIES ISSUED BY THE ISSUER.

A PROSPECTIVE INVESTOR SHOULD ALWAYS SEEK FINANCIAL ADVICE BEFORE DECIDING TO INVEST IN ANY FINANCIAL INSTRUMENT. 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 FINANCIAL ADVISER.

Nominee & Placement Agent



MZ INVESTMENTS

APPROVED BY THE BOARD OF DIRECTORS

A blue ink signature of Cliona Muscat, written in a cursive style.

Cliona Muscat

A blue ink signature of George Muscat, written in a cursive style.

George Muscat

Signing in their own capacity as directors of the Issuer
and on behalf of each of Alfred Attard, Francis X Gouder and Ann Marie Agius as their duly appointed agents.

1. IMPORTANT INFORMATION

THIS REGISTRATION DOCUMENT CONTAINS INFORMATION ON THE ISSUER AND THE BUSINESS OF THE GROUP IN ACCORDANCE WITH THE REQUIREMENTS OF THE ACT AND THE PROSPECTUS REGULATION.

NO BROKER, DEALER, SALESMAN OR OTHER PERSON HAS BEEN AUTHORISED BY THE ISSUER OR ITS 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 REGISTRATION DOCUMENT 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 OR ITS DIRECTORS OR ADVISERS.

THE MALTA FINANCIAL SERVICES 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.

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: (I) BY ANY PERSON IN ANY JURISDICTION IN WHICH SUCH OFFER OR INVITATION IS NOT AUTHORISED OR IN WHICH THE PERSON MAKING SUCH OFFER OR INVITATION IS NOT QUALIFIED TO DO SO; OR (II) 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 SECURITIES 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 GROUP 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.

THIS REGISTRATION DOCUMENT IS VALID FOR A PERIOD OF TWELVE MONTHS FROM THE DATE HEREOF. FOLLOWING THE LAPSE OF THIS VALIDITY PERIOD, THE ISSUER IS NOT OBLIGED TO SUPPLEMENT THE PROSPECTUS IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES OR MATERIAL INACCURACIES.

IT IS THE RESPONSIBILITY OF ANY PERSON IN POSSESSION OF THIS DOCUMENT AND ANY PERSON 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 APPLYING FOR ANY SUCH SECURITIES AND ANY APPLICABLE EXCHANGE CONTROL REQUIREMENTS AND TAXES IN THE COUNTRIES OF THEIR NATIONALITY, RESIDENCE OR DOMICILE.

SAVE FOR THE 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 SECURITIES DESCRIBED IN THE SECURITIES NOTE 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. ACCORDINGLY, NO SECURITIES MAY BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, AND NEITHER THIS PROSPECTUS NOR ANY ADVERTISEMENT OR OTHER OFFERING MATERIAL MAY BE DISTRIBUTED OR PUBLISHED IN ANY JURISDICTION, EXCEPT UNDER CIRCUMSTANCES THAT WILL RESULT IN COMPLIANCE WITH ANY APPLICABLE LAWS AND REGULATIONS. PERSONS INTO WHOSE POSSESSION THIS PROSPECTUS OR ANY SECURITIES MAY COME MUST INFORM THEMSELVES ABOUT, AND OBSERVE, ANY SUCH RESTRICTIONS ON THE DISTRIBUTION OF THIS PROSPECTUS AND THE OFFERING AND SALE OF SECURITIES.

THE SECURITIES DESCRIBED IN THE SECURITIES NOTE SHALL NOT BE ADMITTED TO LISTING ON ANY REGULATED MARKET.

A COPY OF THIS DOCUMENT HAS BEEN SUBMITTED TO THE MALTA FINANCIAL SERVICES AUTHORITY IN SATISFACTION OF THE FINANCIAL MARKETS ACT AND HAS BEEN DULY FILED WITH THE REGISTRAR OF COMPANIES AT THE MALTA BUSINESS REGISTRY IN ACCORDANCE WITH THE ACT.

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

THE ADVISERS TO THE ISSUER NAMED IN THIS REGISTRATION DOCUMENT UNDER THE HEADING “ADVISERS” IN SECTION 4.3 HAVE ACTED AND ARE ACTING EXCLUSIVELY FOR THE ISSUER IN RELATION TO THE PROSPECTUS AND HAVE NO CONTRACTUAL, FIDUCIARY OR OTHER OBLIGATION 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 CONTENTS OF THE ISSUER’S WEBSITE OR ANY WEBSITE DIRECTLY OR INDIRECTLY LINKED TO THE ISSUER’S WEBSITE DO NOT FORM PART OF THIS PROSPECTUS UNLESS SUCH CONTENTS ARE INCORPORATED BY REFERENCE INTO 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 SECURITIES.

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 FINANCIAL AND OTHER PROFESSIONAL ADVISERS BEFORE DECIDING TO MAKE AN INVESTMENT IN THE SECURITIES OF THE ISSUER.

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2. DEFINITIONS

In this Registration Document the following words and expressions shall bear the following meanings except where the context otherwise requires:

ACMUS Group Limited	ACMUS Group Limited, a private limited liability company duly registered and validly existing under the laws of Malta, bearing company registration number C 104599, and having its registered address at Juel Group, Avian Hill, Triq I-Ispanjulett c/w Triq il-Gallina, Kappara, San Gwann, Malta;
Act	the Companies Act (Cap. 386 of the laws of Malta);
Birkirkara Project	means the property development project in Birkirkara, Malta, consisting of 19 residential units, 15 lock-up garages and 1 parking space, as better described in section 6.1 of this Registration Document;
Capital Markets Rules	the capital markets rules issued by the Malta Financial Services Authority in terms of the Financial Markets Act;
Directors or Board or Board of Directors	the directors of the Issuer whose names are set out in section 4.1 of this Registration Document under the heading “Directors of the Issuer”;
Euro or €	the lawful currency of the Republic of Malta;
Financial Markets Act	the Financial Markets Act (Cap. 345 of the laws of Malta);
Franchise Agreement	the franchise agreement between the Franchisor and The Ona Hospitality Ltd, further details of which are included in section 6.3.4 of this Registration Document;
Franchisor	ACHM Global Hospitality Licensing S.À.R.L., a private company with limited liability, organised and existing under the laws of Luxembourg with its registered office at 33 rue du Puits Romain, L-8070 Bertrange, Grand-Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register under number B 157.487;
Global Note or Note	the Global Note to be issued by the Issuer in favour of the Nominee and Placement Agent representing the amount due by the Issuer to the Nominee and Placement Agent and creating, acknowledging and representing the indebtedness of the Issuer to the Nominee and Placement Agent under the terms and conditions set out in the form of Annex A1 to the Securities Note;
Global Note Obligations	the punctual performance by the Issuer of all of its obligations under the Global Note, including the repayment of principal and payment of interest thereon;
Global Noteholder	the holder of the Global Note;
Group	the Issuer and its Subsidiaries;
Hotel	the four-star hotel developed on the Paceville Site, operated as an “AC by Marriott Hotel”, as better described in section 6.3 of this Registration Document;
Hotel Project	the construction, development and finishing of the Hotel, as better described in section 6.3 of this Registration Document;
Issuer or Company	The Ona p.l.c., a public limited liability company registered under the laws of Malta, bearing company registration number C 101370, and having its registered office at GAP Holdings Head Office, Ċensu Scerri Street, Tigné, Sliema, SLM 3060, Malta;
Malta Financial Services Authority or MFSA	the Malta Financial Services Authority, established in terms of the Financial Markets Act as the competent authority to approve prospectuses of any offer of securities to the public in Malta;
Malta Stock Exchange or MSE	Malta Stock Exchange plc, as originally constituted in terms of the Financial Markets Act, bearing company registration number C 42525, and having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta;
Marsascala Project	the development consisting of 20 residential units and 20 lock-up garages developed on the Marsascala Site, as better described in section 6.1 of this Registration Document;
Marsascala Site	the site located in Kappara Street in Marsascala, Malta, measuring approximately 924 square metres, as better described in section 6.1 of this Registration Document;
Mellieħa Project	means the property development project in Mellieħa, Malta, as better described in section 6.1 of this Registration Document;

Mellieħa Site	the site located in North Street in Mellieħa, Malta, measuring approximately 225.75 square metres, as better described in section 6.1 of this Registration Document;
Memorandum and Articles of Association	the memorandum and articles of association of the Issuer in force at the time of publication of the Prospectus. The terms “ Memorandum ”, “ Articles ” and “ Articles of Association ” shall be construed accordingly;
Mosta Project	the development consisting of 12 residential units and 2 street-level lock-up garages, as better described in section 6.1 of this Registration Document;
Nominee and Placement Agent	M.Z. Investment Services Limited, a private limited liability company registered in Malta bearing company registration number C 23936 and having its registered office at 61, M.Z. House, St. Rita Street, Rabat RBT 1523, Malta, licensed by the MFSA and a member of the MSE;
Offer	the offer for participation in the Global Note through the issuance of Participation Notes;
Offer Amount	up to €5,000,000;
Paceville Site	the site in Lourdes Lane, in Swieqi, in the limits of St. Julian’s Malta, measuring approximately 586 square metres, as better described in section 6.3 of this Registration Document;
Participation Note	a transferable note of a nominal value of €1,000 issued by the Nominee and Placement Agent to a Participation Noteholder acknowledging the interest of the person named therein in the Global Note, and evidencing an entry in the Register of Investors;
Participation Noteholder	a holder of a Participation Note;
Prospectus	collectively, this Registration Document, the Securities Note and the Summary;
Prospectus Regulation	Regulation (EU) No. 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended, and in accordance with the provisions of Commission Delegated Regulation No. 2019/979 and Commission Delegated Regulation No. 2019/980 issued thereunder;
Qawra Project	the development consisting of 15 residential units over seven floors and nine lock-up garages over the Qawra Site, as better described in section 6.1 of this Registration Document;
Qawra Site	the site having a façade and direct access from the unnamed street which abuts unto Andrew Cunningham Street in Qawra, in the limits of St. Paul’s Bay, Malta, measuring approximately 1,008 square metres, as better described in section 6.1 of this Registration Document;
Register of Investors	the register to be maintained by the Nominee and Placement Agent identifying the Participation Noteholders from time to time;
Registration Document	this document in its entirety;
Secured Bonds	the €16,000,000 4.50% secured bonds 2028 – 2034 of a nominal value of €100 per bond (ISIN: MT0002661206), issued in terms of a prospectus dated 31 May 2022;
Securities Note	the securities note issued by the Issuer dated 1 June 2023, forming part of the Prospectus;
St Paul’s Bay Project	the development consisting of 39 residential units, 1 commercial unit and 33 lock-up garages, as better described in section 6.1 of this Registration Document;
Subsidiary	an entity over which the parent has control. In terms of the International Financial Reporting Standards adopted by the European Union, a group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. The term “ Subsidiaries ” shall collectively refer to the said entities;
Summary	the summary issued by the Issuer dated 1 June 2023, forming part of the Prospectus;
The Ona Hospitality Ltd or TOH	The Ona Hospitality Ltd, a private limited liability company registered in Malta bearing company registration number C 101371 and having its registered office at GAP Holdings Head Office, Ċensu Scerri Street, Tigné, Sliema, SLM 3060, Malta;

The Ona Property Development Ltd or TOPD	The Ona Property Development Ltd, a private limited liability company registered in Malta bearing company registration number C 82490 and having its registered office at GAP Holdings Head Office, Ċensu Scerri Street, Tigné, Sliema, SLM 3060, Malta;
The Ona Real Estate Ltd or TORE	The Ona Real Estate Ltd, a private limited liability company registered in Malta bearing company registration number C 83842 and having its registered office at GAP Holdings Head Office, Ċensu Scerri Street, Tigné, Sliema, SLM 3060, Malta; and
Valuation Reports	has the meaning assigned to it in section 15 of this Registration Document.

Unless it appears otherwise from the context:

- a. words importing the singular shall include the plural and *vice versa*;
- b. words importing the masculine gender shall include the feminine gender and vice versa;
- c. the word “*may*” shall be construed as permissive and the word “*shall*” shall be construed as imperative;
- d. all references in this Registration Document to “Malta” shall be construed as defined in article 124 (1) of the Constitution of Malta;
- e. any phrase introduced by the terms “*including*”, “*include*”, “*in particular*” or any similar expression is illustrative only and does not limit the sense of the words preceding those terms; and
- f. any reference to a law, legislative act, and, or other legislation shall mean that particular law, legislative act and, or legislation as in force at the date of this Registration Document.

3. RISK FACTORS

PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER WITH THEIR OWN 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 MAKING ANY INVESTMENT DECISION WITH RESPECT TO THE ISSUER. SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR AND THE ISSUER IS NOT IN A POSITION TO EXPRESS A VIEW ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING.

THE RISK FACTORS BELOW HAVE BEEN CATEGORISED UNDER TWO MAIN CATEGORIES, ACCORDING TO WHETHER THE RISK FACTORS RELATE TO: (I) THE ISSUER; OR (II) THE GROUP. THE RISK FACTOR FIRST APPEARING UNDER EACH CATEGORY CONSTITUTES THAT RISK FACTOR WHICH THE DIRECTORS HAVE ASSESSED TO BE THE MOST MATERIAL RISK FACTOR UNDER SUCH CATEGORY AS AT THE DATE OF THIS REGISTRATION DOCUMENT. IN MAKING THIS ASSESSMENT OF MATERIALITY, THE DIRECTORS HAVE EVALUATED THE COMBINATION OF: (I) THE PROBABILITY THAT THE RISK FACTOR OCCURS; AND (II) THE EXPECTED MAGNITUDE OF THE ADVERSE EFFECT ON THE FINANCIAL CONDITION AND PERFORMANCE OF THE ISSUER AND, OR THE GROUP, IF THE RISK FACTOR WERE TO MATERIALISE.

IF ANY OF THE RISKS DESCRIBED BELOW WERE TO MATERIALISE, THEY COULD HAVE A SERIOUS EFFECT ON THE GROUP’S FINANCIAL RESULTS, FINANCIAL CONDITION, OPERATIONAL PERFORMANCE, BUSINESS AND/OR TRADING PROSPECTS, AS WELL AS THE ABILITY OF THE ISSUER TO FULFIL ITS OBLIGATIONS UNDER THE SECURITIES ISSUED BY IT FROM TIME TO TIME. THE RISKS AND UNCERTAINTIES DISCUSSED BELOW ARE THOSE IDENTIFIED AS SUCH BY THE DIRECTORS AS AT THE DATE OF THIS REGISTRATION DOCUMENT, BUT THESE RISKS AND UNCERTAINTIES MAY NOT BE THE ONLY ONES THAT THE ISSUER OR GROUP FACES OR COULD FACE. ADDITIONAL RISKS AND UNCERTAINTIES, INCLUDING THOSE WHICH THE ISSUER’S DIRECTORS ARE NOT CURRENTLY AWARE OF, MAY WELL RESULT IN A MATERIAL ADVERSE IMPACT ON THE GROUP’S FINANCIAL RESULTS, FINANCIAL CONDITION, OPERATIONAL PERFORMANCE, BUSINESS AND, OR TRADING PROSPECTS.

THE PROSPECTUS, THE DOCUMENTATION INCORPORATED BY REFERENCE HEREIN, AND/OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH SECURITIES ISSUED BY THE ISSUER: (I) IS NOT INTENDED TO PROVIDE THE BASIS FOR ANY CREDIT OR OTHER EVALUATION; (II) IS NOT AND SHOULD NOT BE CONSIDERED AS A RECOMMENDATION BY THE ISSUER, THE DIRECTORS, OR ANY OF THE ADVISERS LISTED IN SECTION 4 BELOW, THAT ANY RECIPIENT OF THE PROSPECTUS, THE DOCUMENTATION INCORPORATED BY REFERENCE HEREIN, OR ANY OTHER INFORMATION SUPPLIED IN CONNECTION THEREWITH, SHOULD PURCHASE ANY SECURITIES ISSUED BY THE ISSUER, INCLUDING THE NOTES, AND, THEREFORE, PROSPECTIVE INVESTORS SHOULD MAKE THEIR OWN INDEPENDENT EVALUATION OF ALL RISK FACTORS, AND SHOULD CONSIDER ALL OTHER SECTIONS IN THE PROSPECTUS; AND (III) CONTAIN STATEMENTS THAT ARE, OR MAY BE DEEMED TO BE, “*FORWARD LOOKING STATEMENTS*”.

3.1 FORWARD-LOOKING STATEMENTS

Forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “forecasts”, “projects”, “anticipates”, “expects”, “envisages”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements relate to matters that are not historical facts. They appear in a number of places within the Prospectus and include statements regarding the intentions, beliefs, or current expectations of the Issuer and, or the Directors concerning, amongst other things, the Issuer’s strategy and business plans, financial condition and performance, results of operations, liquidity, prospects, investments, and the markets in which it operates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may, or may not occur, in the future. Forward-looking statements are not guarantees of future performance and should therefore not be construed as such. The Issuer’s and, or the Group’s actual operational results, financial condition and performance, and trading prospects may differ materially from the impression created by the forward-looking statements contained in the Prospectus. In addition, even if the operational results, financial condition and performance, and trading prospects of the Issuer or the Group are consistent with the forward-looking statements contained in the Prospectus, those results, or developments may not be indicative of results or developments in subsequent periods. Important factors that may cause these differences include, but are not limited to, those factors identified under this section and elsewhere in the Prospectus.

All forward-looking statements contained in the Prospectus are made only as at the date hereof. Subject to applicable legal and regulatory obligations, the Issuer and its Directors expressly disclaim any obligations to update or revise any forward-looking statement contained herein to reflect any change in expectations with regard thereto or any change in events, conditions, or circumstances on which any such statement is based.

3.2 RISKS RELATING TO THE ISSUER

3.2.1 THE ISSUER IS DEPENDENT ON THE PERFORMANCE OF ITS SUBSIDIARIES AND, OR ITS ASSOCIATE COMPANIES

The Issuer is a finance and holding company of the Group and does not carry out any trading activities of its own. The Issuer is therefore economically dependent on the performance and financial position of its Subsidiaries and its associated companies. In the event that any Subsidiary and, or any associate company underperforms in any one financial year or otherwise experiences adverse fluctuations or volatility in cash flows, liquidity strains or other financial difficulties, such underperformance and, or adverse financial position and operational results would adversely affect the operational and financial results of the Group as a whole and consequently, that of the Issuer.

As a holding company, the majority of the Issuer’s assets consist of investment in Subsidiaries and loan receivables granted to its Subsidiaries and associated companies, which as at 31 December 2022 amounted to €22.2 million (in aggregate). The distribution of dividends, payment of interest and repayment of loan receivables to the Issuer is dependent on the cash flows and earnings of the relevant Subsidiary and, or associate company.

Pursuant to the Offer, the Issuer shall on-lend the net proceeds to TOPD and TORE to part finance the acquisition and development of certain projects described in section 6.1 of this Registration Document. The ability of each Subsidiary to make payments of principal and interest to the Issuer in repayment of the loan granted to it is dependent on the financial position of the respective Subsidiary.

In light of the above, the underperformance of any of the Issuer’s Subsidiaries and, or associate companies may have an adverse effect on the performance of the Issuer which may affect its ability to service payments under the Notes of both principal and interest.

3.3 RISKS RELATING TO THE GROUP

3.3.1 ECONOMIC AND FINANCIAL RISKS OF THE GROUP

3.3.1.1 Risks relating to the economic repercussions of the COVID-19 pandemic

As a direct result of the spread of COVID-19, global economic activity has experienced a general downturn, with certain industry sectors and market segments having been affected more harshly than others. The tourism and hospitality sectors have emerged as two of the sectors most severely impacted by the COVID-19 pandemic. The pandemic brought about a temporary decline in travel demand as a result of travel bans, travel restrictions, and a greater aversion to unnecessary travel. To date, despite the complete removal of travel restrictions, the tourism sector has not yet recovered to pre-pandemic levels. Should recovery take longer than anticipated and, or travel restrictions reimposed, this could negatively impact the operational results and financial performance of the Group.

Beyond the direct economic impacts of the pandemic, the pandemic also poses significant challenges to the continuity, efficacy, and proper functioning of the day-to-day operations of the Group. A spread of such disease amongst the employees of the Group, as well as any self-quarantine measures affecting the employees of the Group or the Group's properties, may negatively impact the ability of the Group's personnel to carry out their work at full-functionality or capacity, and thereby negatively affect the Group's operations.

The Issuer's and the Group's business, operations, and financial performance remain susceptible to the risk relating to the uncertainty surrounding the constantly changing circumstances within which it finds itself operating as a result of COVID-19, as well as the risks of the effects of the corresponding restrictive or prohibitive measures that have been, and may in the future, be introduced a result thereof or in connection therewith.

Any of the COVID-19 related factors could have an adverse effect on the Group's operational result, financial position and performance, trading prospects and its ability to continue on a going concern basis.

3.3.1.2 Risks relating to the financing of the Group's projects

The Group's projects have been part-financed through bank financing with local banks and the Secured Bonds. As at 31 December 2022, the Group maintained a net gearing ratio of 64.5%. The Group plans to incur additional debt for the purposes of financing future development projects. Notwithstanding that the Group aims at maintaining its debt-to-equity ratio at prudent levels with corresponding equity being injected at levels considered to be adequate and prudent under current banking practices, a substantial portion of the cash flow generated by the Group is utilised to repay the respective company's debt obligations pursuant to the terms of the facilities provided and the terms and conditions of the Secured Bonds. Should a Group company significantly increase its debt obligations, this may have an adverse effect on the profitability of the respective company and the Group as a whole.

The agreements regulating the borrowings of the companies forming part of the Group impose significant financial covenants on the borrowing companies. These covenants could limit the ability of the said companies to obtain future financing, make capital expenditure, withstand a future downturn in business or economic conditions generally or otherwise inhibit the ability to conduct necessary corporate activities. Changes in banking risk appetite as a result of financial turmoil may decrease the willingness of banks to provide loans to companies. Moreover, the Group may not be able to raise finance from the capital markets. As a result of the factors detailed herein, a Group company may not be able to obtain the capital and financing it requires for the completion of a project and, or the operation of its business, on commercially viable terms, or at all.

3.3.1.3 Risks relating to rising costs of materials, resources, and utilities

The Group operates in both the property industry and the hospitality industry. As part of the property development component of the Group's business, the Group has just completed the Hotel and is presently developing the Birkirkara Project. In FY2023, the Group will commence development of the Mellieha Project, the St Paul's Bay Project and the Mosta Project. On completion of the afore-mentioned projects, the Group will seek additional property development opportunities. As part of the hospitality component of its business, as of 23 May 2023, the Group commenced operating the Hotel. Both industries necessitate the availability of certain resources (including human resources), materials and utilities, at cost-effective prices.

The Group's principal operational risks relate to its ability to deliver projects within agreed upon project deliverables, including project design specifications, quantity requirements, the involvement of qualified and skilled personnel, adequacy of resources and equipment, technical and industry standards, certification requirements, scheduled programme of works, fitting and finishing specifications and, ultimately, within project budgeted costs and stipulated project deadlines. Non-compliance with the Group's committed projected deliverables could result in significant penalties (including daily penalties for mere delay), fines, pre-liquidated damages, or other damages, and, or early termination of project contracts and related contracts. Furthermore, the Group may be susceptible to liability for costs, expenses, losses, forfeit of or reduction in project revenue, or other liabilities incurred to remedy defects or repairs.

From the start of the COVID-19 pandemic to date, the prices of raw materials have been subject to substantial increases caused by a combination of heightened market demand and low availability, ongoing global supply chain challenges, increase in shipping costs, shortages in containers, ships, and human resources. Accordingly, a surge in prices has been witnessed for, inter alia, aluminium, steel, copper, oil, wood, and paper. Furthermore, in respect of the Group's hospitality arm, the Group is also exposed to an increase in food prices. Should the volatility in prices continue in an upward trajectory over the rest of the year as well as subsequent years, the Group may be negatively affected if these increased costs are not capable of being reflected in increased charges for the delivery of certain products and services of the Group.

The Group may be unable to maintain an adequate stock of the materials and resources it requires, including the appropriate workforce for the Group's development projects resulting in increased costs and project delays. The Group's inability to comply with its obligations in both the property development and hospitality sectors, could adversely impact the Group's relations with its customers and suppliers, prejudice its goodwill, prejudice its contractual commitments in terms of the Franchise Agreement and, or could result in a material adverse effect on the financial position, financial performance, and operational results of the Group.

3.3.1.4 Risks relating to aversion to travel due to the war in Ukraine

In response to the invasion of Ukraine by Russia, several industries implemented boycotts, bans and other forms of retaliation against Russia. With regards to the travel industry, a reduction in tourist arrivals (irrespective of nationality) may stem from a greater aversion to travel in times of political unrest and threats of conflict and war in other countries. Travellers may be reluctant to leave their home countries due to the uncertainty of the international situation and, or may postpone any travel arrangements to a future date amid the ongoing crisis. Other events which could bring about a reduction in travel include actual or threatened acts of terrorism and civil unrest.

The availability of flights at affordable rates may influence one's decision to travel to Malta over other destinations, specifically destinations which offer a similar experience. As a result of the invasion of Ukraine by Russia and the retaliatory efforts of other countries, the price of oil and gas soared and in turn fuel prices experienced an all-time high, potentially implying a greater cost for airlines. Increased costs for airlines may be subsequently borne by consumers through an increase in flight prices, rendering air travel more costly for interested travellers and thus serving as a deterrent for travel in general.

The exact duration and effects of the war in Ukraine and the financial and economic effects it will have on international travel and the local hospitality and tourism industry are inherently difficult to predict with any degree of accuracy. Consequently, the Group's business, operations, and financial performance remain susceptible to the risk of an increased aversion or appetite to travel directly or indirectly related to the effects of the war in Ukraine.

3.3.2 OPERATIONAL RISKS OF THE GROUP

3.3.2.1 Risks relating to the Franchise Agreement

The Hotel forms part of the "AC by Marriott Hotels" chain of hotels, a reputable international brand which has hotels across the globe. The Ona Hospitality Ltd is entitled to operate the Hotel under the "AC by Marriott Hotels" brand under a Franchise Agreement. Pursuant to the Franchise Agreement, the Franchisor granted a non-exclusive licence to The Ona Hospitality Ltd to use certain intellectual property of the Franchisor (including the "AC by Marriott Hotels" brand) as well as its systems. The Ona Hospitality Ltd (as franchisee) is required to comply with certain conditions as part of the Franchise Agreement, including but not limited to: (i) the timely construction, renovation and opening of the Hotel; (ii) the satisfaction of performance thresholds under quality assurance programs to which it is subject under the Franchise Agreement; and (iii) compliance with certain required standards under the Franchise Agreement. The breach of any of the conditions in the Franchise Agreement could result in the termination of the Franchise Agreement prior to the expiration of its term or the suspension thereof. Moreover, the Franchisor may impose penalties and, or seek to claim damages suffered as a result of the breach of any of the conditions of the Franchise Agreement. Accordingly, the success of the Hotel operations is dependent on the continuity of the contractual relationship with the Franchisor.

Should the Franchise Agreement be terminated or not renewed, the profitability and financial condition of the Group may be materially adversely affected in view of its inability to benefit from the reputation and standards of the "AC by Marriott Hotels" brand.

3.3.2.2 Risks relating to the ability of the Group to secure approvals and licences

The development of the Mellieħa Project and St Paul's Bay Project have not yet been approved by the Planning Authority. In the event that these two projects are not approved in accordance with the plans submitted to the Planning Authority, the Group may need to alter their plans or seek new development opportunities in substitution of the aforementioned projects. Any delay in the approval of the Mellieħa Project and, or the St Paul's Bay Project and, or the refusal of the Planning Authority to approve any of the aforementioned projects could affect the projected revenue of the Group.

3.3.2.3 Risks relating to the loss of senior management and other key personnel

The Group believes that its growth is partially attributable to the efforts and abilities of its executive director, Cliona Muscat, and other key personnel, including members of senior management, sales, investment, and project management personnel and upon its ability to attract, develop and retain such key personnel to manage and grow the business.

If one or more of the members of this team were unable or unwilling to continue in their present position, particularly if such members are lost to competitors of the Group, the Group might not be able to replace them within the short term, which could have a material adverse effect on the Group's business, financial condition, and results of operations.

3.3.2.4 Risks relating to competing projects

The local hospitality industry is characterised by substantial competition given the variety of temporary accommodation available on the market. Accordingly, the Hotel may compete with local hotels and facilities offering various types of lodging options and related services to the public. Local competition is influenced by a variety of determining factors including price, variety and quality of services, availability, reliability, after-sales service and logistical arrangements, and the fluctuations in demand and supply in respect of both competing or substitute goods and services.

The Group's activities in the property development and rental sectors are also susceptible to competitive forces given the large number of properties and developments available on the local market. Should there be an increase in similar property developments which are of a similar quality and type to those being constructed, sold, or leased by the Group, particularly where such competing developments are available at cheaper prices, the Group may be unable to sell or otherwise lease the units, garages and, or developments (as applicable) forming part of the Group's property portfolio, in a cost-effective and efficient manner.

A reduction in reservations for hotel accommodation and, or the sale of units and prices which are lower than that projected may adversely affect the Group's business, financial condition, and results of operations.

3.3.2.5 Risks relating to changes in consumer preferences and demand

The Group's success in the property development, rental and hospitality sectors is dependent on its ability to offer products and services that have a strong consumer appeal. Such sectors are susceptible to fluctuations in consumer trends because of changes in taste, consumer habits, general economic conditions, social trends, consumer attitude, consumer satisfaction and any other similar factors which are linked to consumer demand. The property market, whether for resale or letting purposes, is subject to changing preferences in the style and location of immovable properties. In the case of the hospitality sector, consumer preferences are largely determined by brand image and reputation. Brand images are key to the business of the Group and thus the inability to maintain a positive brand image could have a material adverse effect on the Group's revenue and results of operations. It cannot be predicted whether advertising, marketing and promotional programs will have the desired impact on its products' and services' branding and on consumer preferences.

The Group's success in such sectors is dependent on its ability to swiftly anticipate, capitalise and adapt to changes in consumer attitude and preferences. Should the Group fail to do so, it may experience a reduction in revenue which could have a material adverse effect on its operational results and financial condition.

3.3.2.6 Risks relating to the Group's insurance policies

The Group has maintained insurance and, or otherwise plans to maintain insurance at levels determined by the Group to be appropriate in light of the cost of cover and the risk profiles of the sectors in which the Group operates. Notwithstanding such insurance coverage, which insures against, *inter alia*, claims for damages, it may be difficult and may take time to recover such losses from insurers. In addition, the Group may not be able to recover the full amount from the insurer due to procedural restrictions or formalities, or due to substantive exclusions, exemptions, limitations on coverage, *de minimis* liability coverage limitations, prescriptive time periods and limitations, reporting or other disclosure requirements, licensing or other authorisation or registration requirements, breach of restrictive covenants or undertakings, breach of warranties and, or, representations, as well as restrictions or formalities relating to the initiation of, and control over, litigation, investigations or other proceedings relating thereto.

No assurance can be given that the Group's current insurance coverage would be sufficient to cover all potential losses, regardless of the cause, nor can any assurance be given that an appropriate coverage would always be available at acceptable commercial rates. In addition, changes in legislation or judicial interpretation, or the issuance or alteration of directives, orders, or other measures (whether interim or otherwise), by the relevant authorities may impact the ability to recoup losses under insurance coverage held by the Group. Furthermore, the actions, or inactions of employees or other officials of the Group, or of contractors, sub-contractors, outsourcing parties, or other third-parties engaged by the Group from time to time, may affect the ability of the Group to successfully make a claim under its insurance policies.

3.3.3 RISKS SPECIFIC TO THE PROPERTY SECTOR

The Group is heavily invested in the property acquisition, development, and management markets, which are constantly evolving market segments characterised by specific risks and uncertainties. The Group is thus intrinsically susceptible to the risks associated with activities in these market segments.

The occurrence of any of the factors referred to below could negatively affect the Issuer's financial condition and results.

3.3.3.1 Risks relating to the property development and construction industry

The Group undertakes activities in the property development and construction industry. The Group has plans to develop the: (i) Mellieħa Project; (ii) St Paul's Bay and (iii) Mosta Project.

Pursuant to such activities, the Group is subject to several specific risks, including:

- (a) the risk of delays, including albeit not limited to delays (and, or refusals) in obtaining any necessary permits and cost overruns;
- (b) the possibility of delays pursuant to a strain on the availability of human and other capital resources required for the development and completion of such projects resulting from heightened levels of activity in the sector;
- (c) covenants, conditions, restrictions, and easements relating to the properties or their use, whether arising out of law, contractual arrangement, or orders or other decisions of the competent judicial or government authorities; and
- (d) government restrictions concerning the free movement of people and goods, which might result in delays or changes in terms of established trade supply routes, changes in macro-economic conditions, as well as market and regulatory changes affecting the construction and property development processes.

The occurrence of any of the risk factors described above could have a material adverse effect on the Group's business, financial condition, and results of operations, including the increase of projected costs and times for completion of ongoing development projects.

3.3.3.2 Risks relating to the sale of property

The Group's business contemplates the construction and finishing of property developments and the subsequent sale of the individual houses / units / garages / car spaces forming part of such property developments. Whilst the Group's activities in this sector, have been largely successful, there can be no assurance that the Group will be able to sell future developments in a profitable and efficient manner on account of: (a) market conditions; (b) the size and, or value of the property development; (c) specific local market conditions; (d) regulatory risks including, albeit not limited to, the delay in obtaining or the inability to obtain the necessary permits and, or authorisations; or (e) other local or international economic factors influencing the Group's operations or assets. It may also prove necessary to dispose of houses / units / garages / car spaces at values which management considers to be reasonable in the circumstances prevailing at the time, but which represent discounts to book values or earlier property valuation reports, in order to meet long-term strategy and financing objectives.

3.3.3.3 Risks relating to the engagement and, or involvement of third parties in connection with the Group's business and associated counterparty risks

The Group relies upon third-party service providers such as architects, building contractors and suppliers for the construction and completion of each of its developments. This gives rise to counter-party risks in those instances where such third parties do not perform in line with the Group's expectations and in accordance with their contractual obligations. If these risks were to materialise, this will result in delays in the development and completion of projects undertaken by the Group, which could have an adverse impact on the Group's business, its financial condition, results of operations and prospects.

3.3.3.4 Risks relating to the rental income of the Dun Karm Pirotta Street, Birkirkara, property

As detailed in section 6.2 of the Registration Document, The Ona Property Development Ltd owns a commercial property located in Birkirkara named "CE House". The Ona Property Development Ltd currently leases the property to a local service provider in accordance with the terms and conditions of a lease agreement. The revenue generated from this commercial property is dependent on the terms of the lease as well as the lessee's fulfilment of obligations under this agreement. The performance of the lessee's obligation under the lease agreement to make lease payments may be negatively impacted as a result of several reasons which are beyond The Ona Property Development Ltd's control, including the insolvency and lack of liquidity of the lessee. Moreover, The Ona Property Development Ltd is also susceptible to the risk that the lessee may terminate the lease agreement prior to the lease expiration date or elect not to renew the lease agreement.

In such instances, there is no guarantee that the new lessee will be able to lease the respective property in a timely manner and, or that, if the existing lease is terminated, any new lease agreement will be concluded on equally favourable terms. This could have a material adverse effect on the Group's profitability and its operational results as a whole.

3.3.3.5 Risks relating to property valuations and net realisable value

As stated above, the Group is involved in the acquisition and development of properties. Property values are affected by and may fluctuate, inter alia, as a result of changing demand, changes in general economic conditions, changing supply within a particular area of competing space and attractiveness of real estate relative to other investment choices. The value of the Group's property portfolio may also fluctuate as a result of other factors outside the Group's control, such as changes in regulatory requirements and applicable laws (including in relation to taxation and planning), political conditions, the condition of financial markets, potentially adverse tax consequences, interest and inflation rate fluctuations.

The Group's operating performance could be adversely affected by a downturn in the property market in terms of capital values. The valuation of property and property-related assets is inherently subjective, due to, among other things, the individual nature of each property and the assumptions upon which valuations are carried out. In consequence, the Group may purchase and, or have purchased property on the basis of inaccurate valuations.

Accordingly, there is no assurance that valuations of Group properties and property-related assets will reflect actual market values that could be achieved upon a sale. Actual values may be materially different from any future values that may be expressed or implied by forward-looking statements set out in the relative valuation or anticipated on the basis of historical trends, as reality may not match the assumptions made.

3.3.4 RISKS SPECIFIC TO THE HOSPITALITY AND TOURISM INDUSTRY

3.3.4.1 Risks relating to the utilisation of reservation systems

The Hotel utilises an online reservation system and other key technology platforms for the reservation of rooms at the Hotel. The Hotel's results of operations are partly derived from its ability to drive reservations through its reservation system and technology platforms which are highly integrated with internal processes and linked to multiple sales channels, including the Hotel's own website, call centre, third-party intermediaries, and travel agents. Lack of resilience and operational availability of these systems provided by the Group, or third-party technology providers could lead to prolonged service disruption and might result in significant business interruption, impact the guest booking experience and subsequently adversely impact the revenues and reputation of the Hotel and the Group, as the owner and operator of the Hotel.

3.3.5 LEGAL, REGULATORY AND COMPLIANCE RISKS

3.3.5.1 Risks relating to the regulatory environment in which the Group operates

The Group's activities in the construction and development industry as well as the Group's activities in the hospitality industry, are subject to a vast array of rules and regulations, including but not limited to, environmental protection, construction, property acquisition, property development, consumer law, health, fire and safety, among others. Furthermore, the regulatory environment in which the Group operates is constantly evolving, with the introduction of new rules and regulations, or the amendment or overhaul of existing ones. In addition, the Group is susceptible to changes in the application and, or interpretation of such rules and regulations, whether as a result of judicial interpretation or due to decisions, orders, directives, and, or guidelines issued by the competent regulatory authorities.

Laws and regulations, which may be amended over time, may also impose liability for the presence of certain materials or substances or the release of certain materials or substances into the air, land or water or the migration of certain materials or substances from a property investment, including asbestos, and such presence, release or migration could form the basis for liability to third parties for personal injury or other damages. These environmental liabilities, if realised, could have a material adverse effect on the Group's business, financial condition, and results of operations in the property development sector.

3.3.5.2 Risks relating to personal data protection and privacy laws

In the ordinary course of its activities, particularly with respect to the Group's hotel operations, the Group receives, processes, transmits and stores information relating to identifiable individuals ("**personal data**"). As a result, the Group is subject to various local laws and EU regulations relating to the collection and processing of personal data. These laws impose operational requirements for companies receiving or processing personal data and provide for significant penalties for non-compliance. These requirements with respect to personal data have subjected and may continue in the future to subject the Group to, among other things, additional costs and expenses and have required and may in the future require costly changes to their business practices and information security systems, policies, procedures, and practices.

Security controls over personal data, the training of employees on data privacy and data security, and the policies, procedures, and practices implemented, or which may be implemented in the future, may not prevent the improper disclosure of personal data by the Group. Unauthorized access or improper disclosure of personal data in violation of personal data protection or privacy laws could harm the reputation of the Group, cause loss of consumer confidence, subject it to regulatory enforcement actions (including fines), and result in private litigation against the Group and, or Group companies, which could result in loss of revenue, increased costs, liability for monetary damages, fines and, or criminal prosecution, all of which could negatively affect the business and operating results of the Group.

3.3.6 RISKS RELATING TO THE FAILURE TO IMPLEMENT SUSTAINABLE AND, OR ENVIRONMENTAL, SOCIAL AND GOVERNANCE CONSIDERATIONS IN THE GROUP'S BUSINESS MODEL

There is a growing expectation for companies to implement sustainability as a feature in their business strategies to reflect changing social norms and practices. With an increased emphasis on environmental, social and governance ("ESG") considerations at global level, the implementation of sustainable factors in the Issuer's business model is likely to become under increased scrutiny by investors, regulators, and the public at large.

The Group's business entails two main sectors of operation: property development and hospitality. ESG considerations for the purposes of the Group's business may include, but are not limited to, energy performance, energy and resource efficiency, waste management, energy and water use, the use of renewables, as well as social and employment considerations of workers and the health and safety thereof.

Should the Group fail to operate its business in both the property development sector as well as the hospitality sector in a sustainable manner, the failure to implement sustainable factors in the Group's business operations may also have a material adverse effect on the Group's reputation and public image in both sectors as well as its relationship with clients, suppliers, business partners (including the Franchisor) and other stakeholders. This in turn, may have a material adverse impact on the Group's business activities, revenues, financial condition, and operations.

4. IDENTITY OF DIRECTORS, ADVISERS AND AUDITORS

4.1 DIRECTORS OF THE ISSUER

As at the date of this Registration Document, the Board of Directors of the Issuer is composed of the following persons:

Name	Designation	Date of Appointment
Cliona Muscat ID card number: 224996M	Executive Director	20 January 2022
George Muscat ID card number: 312355M	Non-Executive Director	20 January 2022
Alfred Attard ID card number: 481458M	Independent Non-Executive Director	19 May 2022
Francis X Gouder ID card number: 866550M	Independent Non-Executive Director	19 May 2022
Ann Marie Agius ID card number: 118784M	Independent Non-Executive Director	19 May 2022

The chairman of the Board of Directors is George Muscat (ID number: 312355M). The business address of the chairman and Directors is the same as that of the Issuer.

The *curriculum vitae* of each of the Directors is set out in section 8.5 of this Registration Document.

Justin Cutajar (ID card number: 302278M) is the company secretary of the Issuer.

4.2 RESPONSIBILITY AND AUTHORISATION STATEMENT

The Directors are the persons responsible for the information contained in this Registration Document. To the best of the knowledge and belief of the Directors (who have all taken reasonable care to ensure such is the case), the information contained in this Registration Document is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

This Registration Document has been approved by the Malta Financial Services Authority as the competent authority in Malta for the purposes of the Prospectus Regulation. The Malta Financial Services Authority has only approved this Registration Document as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval should not be considered as an endorsement of the Issuer and, or the Global Note.

4.3 ADVISERS

The persons listed hereunder have advised and assisted the Directors in the drafting and compilation of the Prospectus.

Nominee and Placement Agent

Name: **M.Z. Investment Services Limited**
Address: 61, M.Z. House, St. Rita Street,
Rabat RBT 1523, Malta

4.4 AUDITORS

Name: **VCA Certified Public Accountants**
Address: Finance House, First Floor, Princess Elizabeth Street,
Ta' Xbiex XBX 1102, Malta

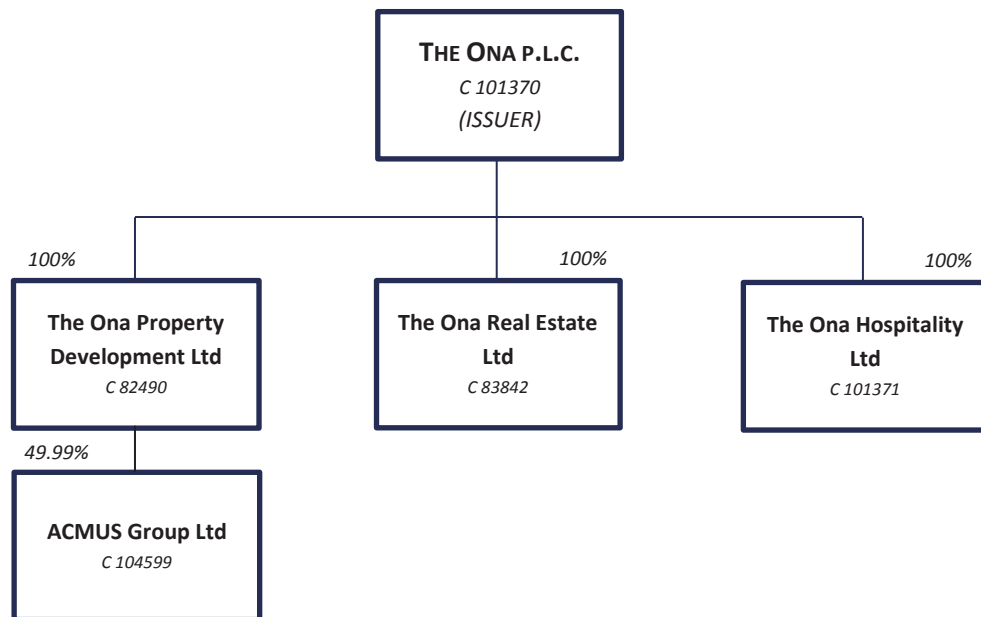
As of the date of this Registration Document, the auditors of the Issuer are VCA Certified Public Accountants. VCA Certified Public Accountants are a registered audit firm with the Accountancy Board of Malta in terms of the Accountancy Profession Act (Chapter 281 of the laws of Malta) with registration number AB/26/84/46.

The annual statutory financial statements of the Issuer for its first financial year ended 31 December 2022 have been audited by VCA Certified Public Accountants.

5. INFORMATION ABOUT THE ISSUER

5.1 ORGANISATIONAL STRUCTURE

The Issuer was incorporated on 20 January 2022 and is the holding company of the Group. It holds 100% of the shareholding in its Subsidiaries. The organisational structure of the Group as at the date of this Registration Document is illustrated in the diagram hereunder:



The Ona Property Development Ltd holds a 49.99% shareholding in ACMUS Group Ltd (a joint venture with Muscat Holdings II Ltd (C 89275) established in Q1 2023). The principal object of ACMUS Group Limited is to seek property development opportunities.

5.2 THE ISSUER

5.2.1 HISTORY AND DEVELOPMENT

Full legal and commercial name of the Issuer	The Ona p.l.c.
Registered address	GAP Holdings Head Office, Ċensu Scerri Street, Tigné, Sliema, SLM 3060, Malta
Place of registration and domicile	Malta
Company registration number	C 101370
Legal Entity Identifier ('LEI')	48510040FDCT4Q97XG85
Date of registration	20 January 2022
Legal form	The Issuer is lawfully existing and registered as a public limited liability company in terms of the Act.
Telephone number	+356 23271000
Email	info@theonagroup.mt
Website	www.theonagroup.mt

Unless otherwise incorporated by reference herein, the information on the Issuer's website does not form part of this Prospectus.

5.2.2 OVERVIEW OF THE ISSUER'S BUSINESS AND PRINCIPAL ACTIVITIES

The Issuer was established on 20 January 2022. It acquired the entire share capital of The Ona Real Estate Ltd, The Ona Property Development Ltd and The Ona Hospitality Ltd in April 2022 through a share for share exchange process which enabled the Group's majority shareholder to consolidate the operations of the Subsidiaries through a holding structure. The principal business objectives of the Group are: (i) to hold investment property for rental; (ii) to acquire new sites for residential properties for resale; (iii) to develop and construct properties acquired; and (iv) the operation of the Hotel.

The Issuer is the holding and finance company of the Group and was incorporated for the purpose of financing its Subsidiaries' and, or associate companies' respective projects. The Issuer does not carry out any trading activities of its own and its revenue is limited to the dividends it receives from its Subsidiaries and associate companies and interest receivable due under intra-group loan agreements.

In June 2022, the Issuer issued €16,000,000 4.50% secured bonds 2028-2034 (ISIN: MT0002661206) guaranteed by The Ona Real Estate Ltd, The Ona Property Development Ltd and The Ona Hospitality Ltd. These bonds are listed and traded on the Malta Stock Exchange.

The Issuer may from time to time, enter into other loan agreements with its Subsidiaries and, or associate companies to fund their operating requirements, as the case so requirements. In view of the financing activities of the Issuer, it is economically dependent on the operational results, the financial position, and the financial performance of its borrower companies.

6 THE PROJECTS

6.1 THE RESIDENTIAL PROPERTIES

The operations of The Ona Property Development Ltd and The Ona Real Estate Ltd are focused on small to medium-sized projects with an individual value of up to *circa* €9 million in gross sales value.

This section provides an overview of the projects completed as well as the projects (both residential and commercial) which are in the process of being completed by the The Ona Property Development Ltd and The Ona Real Estate Ltd, respectively.

(a) *The Marsascale Project*

On 27 September 2019, The Ona Property Development Ltd purchased the Marsascale Site. The Marsascale Project was covered by a full development permit having permit number PA/10721/18 and was fully developed and finished in Q4 2021. The Marsascale Project consists of a total of 20 residential units and 20 lock-up garages, however, four of the residential units and four of the garages will not be sold by the Group as ownership of the aforementioned units and garages was retained by the seller of the Marsascale Site. The Marsascale Project was financed through bank financing with local banks and from the company's own funds.

The Marsascale Project comprises one block of residential units, with four maisonettes at ground floor level and 16 apartments at first, second, third and recessed floor levels, four of the apartments being penthouses. In addition to the residential units, the development also has 20 lock-up garages spread over basement level of the block.

The Ona Property Development Ltd was responsible for the construction, development and finishing of this development. The residential units and garages owned by The Ona Property Development Ltd forming part of the Marsascale Project (16 residential units and 16 lock-up garages) were placed on the market in Q4 2021 and were primarily targeted at the medium segment of the market, specifically first-time buyers.

As at 31 December 2022, 13 residential units were contracted while the remaining three units were subject to promise of sale agreements. Revenue generated from the sold units amounted to €4.24 million (€0.94 million in FY2021 and €3.30 million in FY2022). TOPD expects to generate €1.25 million from the last three units.

(b) The Qawra Project

On 15 January 2021, The Ona Real Estate Ltd purchased the Qawra Site. The Qawra Site has a superficial area of approximately 1,008 square metres, of which only 358 square metres has been designated as building area.

The Ona Real Estate Development Ltd was responsible for the construction, development and finishing of the block. The construction of the Qawra Project commenced in Q2 2021 and was completed in Q1 2022. The Qawra Project was covered by a full development permit having permit number PA/03043/20 and was financed through bank financing with local banks and from the company's own funds.

The development consists of a single block of 15 residential units spread over seven floors and nine lock-up garages. The residential units include two maisonettes at ground floor level and 13 apartments and are all being sold in a finished state (without internal doors and bathrooms). All residential units are served with a passenger lift, which also accesses the underlying garage level. The Qawra Project was primarily targeted at the medium segment of the market, specifically first-time buyers.

As at 31 December 2022, 13 units forming part of the Qawra Project were sold during the year for the consideration of €2.65 million. The remaining two units were subject to a promise of sales agreement and have an aggregate value of €0.5 million.

(c) The Mellieħa Project

On 14 December 2021, The Ona Real Estate Ltd entered into a promise of sale agreement for the purchase of the Mellieħa Site, which it intends to develop into two semi-detached terraced houses. TORE expects to conclude the acquisition of the Mellieħa Site in Q2 2023.

The Group intends to place the two houses on the market for resale once both houses are completed. The houses, which shall each have a garage, shall be sold in a finished state. The Group has submitted an application for a development permit with the Planning Authority (PA/2861/22) which as at the date of this Registration Document has not yet been approved. The expected date of completion of the Mellieħa Project is Q2 2024 and the aggregate net sales revenue from the Mellieħa Project is expected to be in the region of €1.2 million.

Total acquisition and development costs are expected to be in the region of €0.9 million. The Group intends to finance the acquisition and development through a mix of bank financing from local banks and own funds.

(d) The Birkirkara Project

On 29 July 2022, The Ona Property Development Ltd purchased two adjacent houses in Guze Orlando Street, Birkirkara. The Group has since demolished and excavated the site, measuring approximately 695 square metres, with the intention to develop four ground floor maisonettes, 12 apartments at first, second and third floor levels, three penthouses at receded fourth floor level and underlying 15 lock-up garages and one parking space. The Birkirkara Project is covered by a full development permit having permit number PA/220/22.

The Group intends to place such residential units and garages on the market for resale once the development is completed. The aggregate net sales revenue from the Birkirkara Project is expected to be in the region of €5.45 million.

Demolition and excavation works were completed in 2022. Development works relating to the Birkirkara Project commenced in Q1 2023 and are expected to be completed by Q2 2024. Total development costs are expected to be in the region of €2.03 million. The Group intends to finance the development through a mix of bank financing from local banks, proceeds from the Global Note and own funds.

Further information on the Birkirkara Project is included in the Valuation Report.

(e) The St Paul's Bay Project

In Q1 2022, The Ona Property Development Ltd entered into four promise of sale agreements for the purchase of two ground floor garages and a block of four apartments without an official number but named 'Josmar' in Triq l-Imrejkbā, Qawra, a block of two apartments bearing the official number 48 in Triq il-Fliegu, Qawra, the restaurant named 'The Bellik Bar and Restaurant' on Triq l-Imrejkbā and another façade on Triq il-Fliegu, Qawra and the plot of land measuring 267 square metres having a façade along Triq il-Konz and other facades on Triq l-Imrejkbā and Triq il-Fliegu, Qawra. The developable site measures in aggregate 691 square metres. TOPD expects to conclude the acquisition of the said properties in Q2 2023.

The Group intends to demolish existing properties and develop a property having one commercial outlet, 39 residential units and 33 lock-up garages. The Group has submitted an application for a development permit with the Planning Authority (PA/4270/22) which as at the date of this Registration Document has not yet been approved.

The Group intends to place such units and garages on the market for resale once the development is completed, excluding the ground floor commercial unit, one apartment at first floor level and two lock-up garages which will be transferred to the vendor as part of the acquisition consideration. Completion date of the St Paul's Bay Project is scheduled for Q1 2026. The aggregate net sales revenue from the St Paul's Bay Project is projected to be in the region of €8.6 million.

The total acquisition and development costs are expected to be in the region of €6.3 million, which shall be financed through a mix of bank financing from local banks, proceeds from the Global Note and own funds.

Further information on the St Paul's Bay Project is included in the Valuation Report.

(f) The Mosta Project

In Q2 2022, The Ona Property Development Ltd entered into a promise of sale agreement for the purchase of a garage and airspace in Triq il-Harifa, Mosta and a street-level garage and overlying maisonette named St Jude in Triq il-Glormu Cassar, Mosta. The site in aggregate measures 272 square metres. The purchase contract is expected to be signed in Q2 2023. The Group intends to demolish the said properties and develop two street-level garages and 12 residential units. The Mosta Project is covered by a full development permit having permit number PA/3373/22.

The Group intends to place such units and garages on the market for resale once the development is completed in Q1 2025. The aggregate net sales revenue from the Mosta Project is projected to be in the region of €2.8 million.

The total acquisition and development costs are expected to be in the region of €1.9 million and shall be financed through a mix of bank financing from local banks, proceeds from the Global Note and own funds.

Further information on the Mosta Project is included in the Valuation Report.

6.2 THE LEASED PROPERTY

The Ona Property Development Ltd owns a commercial property located in Dun Karm Pirota Street, Birkirkara named “CE House”. The property has a total built-up area of approximately 953 square metres and comprises a corner commercial outlet on three levels, a recessed floor, and a semi basement level. The layout of the property consists of a showroom at elevated ground floor level and offices with a separate entrance on the first, second and recessed floor levels. The property is located in a prime location and enjoys a front garden onto Dun Karm Pirota Street. The offices and showroom are in a finished state and the offices are serviced with a passengers’ lift which accesses all levels.

The property is currently being leased to a local service provider and is being utilised as office and showroom spaces. The remaining duration of the lease agreement is for a period of approximately 10 years, with the lease terminating on 23 March 2033. The Group expects to generate net revenue of €1.37 million for the term of the lease.

6.3 THE HOTEL

As of 23 May 2023, the Group has entered the hospitality sector through the operation of the Hotel. The Hotel forms part of the “AC by Marriott Hotel” chain of hotels pursuant to the Franchise Agreement. The Hotel is the first hotel in Malta forming part of this international chain of hotels which has over 150 hotels around the world and several new hotels currently in the pipeline. The hotels forming part of this chain are characterised by classic modern design stemming from the brand’s Spanish roots, attracting both business and leisure clientele.

The Hotel includes a wellness centre which comprises a gym and an indoor pool. For this purpose, the Hotel is equipped with state-of-the-art equipment and machinery, which meet the highest quality standards. Access to the wellness centre is available to Hotel patrons throughout their stay at the Hotel. In addition to the wellness centre, the Hotel has one restaurant which is open exclusively to Hotel patrons and is managed by The Ona Hospitality Ltd’s own team of chefs and catering staff. The Hotel also has a board room and a meeting room to be utilised for corporate business purposes. As a result, the Hotel expects to attract corporate clientele in addition to its leisure guests.

The hospitality sector is one of the main pillars of the local economy and the tourism industry contributes substantially to the Maltese economy. Given the success and reputation of the “AC Hotels by Marriott” chain of hotels, management believes that the Hotel shall be a strong contender in the local hospitality market. Moreover, the location of the Hotel is largely popular with tourists given the availability of restaurants, beaches, and nightlife.

6.3.1 ACQUISITION OF PACEVILLE SITE

On 30 June 2022, The Ona Real Estate Ltd purchased the Paceville Site from Bilom Properties Limited (C 48515) for a total consideration of €11,000,000, with an additional €800,000 incurred in relation to purchase expenses and tax due.

The site on which the Hotel has been built has a direct façade and access on Sqaq Lourdes (also referred to as Lourdes Lane), located in Swieqi, in the limits of St. Julian’s and has a total site area of 586 square metres. The Paceville Site was purchased free and unencumbered from any security interests and freehold.

6.3.2 PERMITS

Since its acquisition, the Group has been involved in the development of the Paceville Site into a 4-star “hotel” as defined in the Malta Travel and Tourism Services Act (Cap. 409 of the laws of Malta) and in accordance with Planning Authority permits PA/3654/20 and PA/2278/22. The mentioned Planning Authority permits provide for the construction of 97 rooms, nine (9) of which are twin interconnected rooms. Accordingly, an amount of 106 rooms may be used as individual rooms.

Construction of the Hotel commenced in Q1 2022 and was fully completed in May 2023. The costs for the overall construction and finishing expenditure of the Hotel, both with respect to works to be completed and finished under PA 3554/20 as well as PA/2278/22, amounted to circa €11 million.

The acquisition and development costs of the Hotel have been part-financed from the net proceeds of the Secured Bonds. The Issuer on-lent the amount of €13.6 million of the net bond proceeds to The Ona Real Estate Ltd for the purposes of funding the full acquisition costs and development costs. The balance of €2.08 million of the net bond proceeds was on-lent by the Issuer to The Ona Hospitality Ltd to part finance the finishing and furnishing of the Hotel. The remaining balance required to complete the Hotel has been financed through the Group's own funds.

6.3.3 LICENSES

The Paceville Site is characterised as a class 3B site in terms of the Development Planning (Use of Classes) Regulations (S.L. 552.15). The Hotel is licensed in terms of the Malta Travel and Tourism Services Act (Cap. 409 of the laws of Malta).

6.3.4 THE FRANCHISE AGREEMENT

Pursuant to the Franchise Agreement, The Ona Hospitality Ltd has been granted a non-exclusive licence to use the intellectual property, brand, and systems (including electronic systems, loyalty programs, training programs and sales and marketing programs) owned by the Franchisor and its affiliates for the purpose of operating the Hotel under the "AC by Marriott Hotel" brand. The non-exclusive licence granted under the Franchise Agreement commenced on 31 January 2022 and is for a period of twenty years, renewable automatically for two additional five-year periods. In consideration for the grant of the non-exclusive licence described in this section 6.3.4, The Ona Hospitality Ltd must pay the Franchisor fees which are computed in accordance with a percentage of gross sales revenue of hotel rooms and gross sales revenue of food and beverage sales at the Hotel.

The Franchise Agreement sets out requirements and restrictions on the design and finish of the Hotel as well as the expected standards of operation and maintenance of the Hotel once the Hotel opens its doors to guests. Marketing strategies adopted by the Hotel must also be in line with the standards and requirements of the Franchise Agreement and the Franchisor's material must be used for advertising and marketing purposes. Most of the marketing campaigns shall focus on the international market with limited marketing activities in the domestic market. The Franchisor is entitled to carry out quality assurance inspections to ensure that the standards that were contractually agreed to in the Franchise Agreement are consistently maintained throughout the term of the Franchise Agreement and is entitled to terminate the Franchise Agreement should such standards not be maintained.

6.3.5 LEASE AND MANAGEMENT OF THE HOTEL

In terms of the Franchise Agreement, The Ona Real Estate Ltd has leased the Hotel to The Ona Hospitality Ltd for the duration of the Franchise Agreement. The Hotel (including its car park, pools, wellness centre and restaurant) shall be operated internally by a dedicated management team within The Ona Hospitality Ltd in accordance with the terms and conditions set out in the Franchise Agreement.

Management is presently involved in recruiting a taskforce of approximately 50 employees for the operation of the Hotel. All management staff and employees of the Hotel are to be of the requisite standard in line with the requirements set out in the Franchise Agreement. In addition, all Hotel staff are to be suitably qualified and must have completed mandatory training provided by the Franchisor.

7. FUNDING STRUCTURE AND SOLVENCY

There are no recent events particular to the Issuer or the Group which are to a material extent relevant to an evaluation of their respective solvency. The Directors are not aware of any material change in the Issuer's or the Group's borrowing and funding structure since the end of the latest financial year ended 31 December 2022.

The Directors expect the Issuer's and the Group's working capital and funding requirements to be met by a combination of the following sources of finance: (i) retained earnings and cash flow generated by the Group's operations; (ii) external bank credit and loan facilities; (iii) the proceeds from the Secured Bonds; and (iii) the proceeds from the Global Note.

8. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

8.1 THE BOARD OF DIRECTORS OF THE ISSUER

The Board of Directors of the Issuer consists of five Directors who are entrusted with the overall direction, administration, and management of the Group and which currently consists of one executive Director and four non-executive Directors.

As at the date of this Registration Document, the Board of Directors is constituted of the names which appear under section 4.1 of this Registration Document.

8.2 EXECUTIVE DIRECTOR

Cliona Muscat is the sole executive Director of the Issuer.

The executive Director of the Issuer is entrusted with the day-to-day management of the Group. The executive Director is supported in this role by several consultants and key management, and benefits from the know-how gained by members and officers of the Group.

8.3 NON-EXECUTIVE DIRECTORS

The non-executive Directors' main functions are to monitor the operations and performance of the executive Director, as well as to review any proposals tabled by the executive Director, bringing to the Board the added value of independent judgment.

The non-executive Directors are George Muscat, Alfred Attard, Francis X Gouder and Ann Marie Agius

8.4 CURRICULUM VITAE OF THE DIRECTORS

Ms Cliona Muscat (*Executive Director of the Issuer*)

Cliona Muscat started her career as a brand manager of an international brand represented in Malta. In 2015, Cliventi Ltd (C 77775) (a company fully owned by Ms. Muscat) and Marketing and Consultancy Limited (C 8171) established the company International Fashion Company Limited (C 70771), which is involved in the retail industry. International Fashion Company Limited (C 70771) has signed franchise agreements with Tendam, one of the most important groups in the fashion sector in the premium mass market segment in the world. Cliona currently sits on the board of directors of the respective company.

International Fashion Company Limited (C 70771) currently operates eight shops, supplying brands such as Springfield, Women'ssecret, Cortefiel and Bortex. The company plans to continue growing its portfolio and open additional shops in both established and new shopping destinations.

Through the Subsidiaries, Cliona manages a commercial property in Birkirkara, a number of residential development projects and oversees the operational activities of the Hotel.

Mr George Muscat (Non-Executive Director)

George Muscat started his property development and construction business in the 1970s. Over the years, Mr Muscat has embarked on a variety of projects, from single block residential apartments to large and ambitious projects including Fort Cambridge in Sliema. George Muscat is a shareholder and director of several companies which do not form part of the GAP Group, but which are involved in the construction, property development, and real estate business, including Gap Holdings Limited (C 27803) which has undertaken various property developments.

As at the date of this Prospectus, under the leadership of Mr Muscat, the GAP Group has built up a considerable portfolio of residential and commercial developments at prices which service all sectors of the market. George Muscat is also a director and the ultimate beneficial holder of 50% of the equity capital of Bay Street Holdings Limited (C 12058) which owns, manages, and operates the Bay Street Entertainment Complex in Paceville, St Julian's. The Bay Street Entertainment Complex has today evolved into an entertainment hub with more than 70 retail outlets, restaurants, a language school, a 4-star hotel and a 5-star hotel.

Mr Alfred Attard (Independent Non-Executive Director)

After almost 45 years, in June 2021 Mr Attard retired from his employment with Bank of Valletta p.l.c. where he held several managerial and executive roles, but was mostly involved in business lending. Before his retirement Mr Attard held the post of Chief Officer Corporate Finance and was responsible for Bank of Valletta p.l.c. corporate finance unit which provides personalized attention and tailor-made financial solutions to the bank's high valued corporate clients. Throughout his career, Mr Attard was involved in the financing of several high-profile projects.

Mr Attard is an Associate of the Institute of Financial Services and holds a Diploma in Banking. In 1995 he spent 6 months at the Bank's representative offices in Australia and between April 2016 and April 2021 he served on the Board of Mapfre Middlesea p.l.c. as one of the Bank's nominated directors, where he also held the post of Chairman of the Audit Committee.

Mr Francis X Gouder (Independent Non-Executive Director)

Francis X Gouder began his career at Barclays Bank DCO (later Mid-Med Bank and HSBC Bank Malta p.l.c.). For a short period of time, he was seconded to Lohombus Corporation. At HSBC Bank Malta p.l.c., Mr Gouder was responsible for the efficient running of all HSBC branches forming part of southern Malta. In May 2009, Mr Gouder joined Banif Bank Malta p.l.c. as consultant to the executive committee and head of executive banking. Francis X Gouder presently holds several non-executive directorships on listed entities.

Dr. Ann Marie Agius (Independent Non-Executive Director)

Dr Ann Marie Agius is a Notary Public by profession. Her main practice areas apart from her notarial practice are trusts, fiduciaries, estate planning, corporate and contract law. Dr Agius worked for a number of years in the wealth management and trust department of one of Malta's major banks having been entrusted with legal and compliance duties. She has also worked with the Malta Financial Services Authority – the Maltese regulator for financial services - for a number of years before returning to her private practice. She currently holds directorships on entities licensed by the MFSA (trustees and a corporate service provider) and also on the board of Stivala Group Finance p.l.c. (C 82218), a company which has its debt securities listed on the Official List of the Malta Stock Exchange.

8.5 MANAGEMENT STRUCTURE

The Issuer is a holding and finance company incorporated under the laws of Malta. The business of the Issuer is managed by its Board of Directors and does not separately employ any senior management. The Directors believe that the present organisational structures are adequate for the current activities of the Issuer. The Directors will maintain these structures under continuous review to ensure that they meet the changing demands of the business and to strengthen the checks and balances necessary for better corporate governance.

The overall management of each Subsidiary is entrusted to its board of directors who are the persons responsible for establishing the strategy of each Subsidiary, including the responsibility for the appointment of all executive officers and other key members of management.

8.6 CONFLICTS OF INTEREST

Ms Cliona Muscat is a director of the Issuer as well as the Subsidiaries. Mr George Muscat, who is the father of Ms Cliona Muscat, is a director of the Issuer as well as a director on TORE and TOPD.

Other than as stated above, there are no other conflicts of interest or potential conflicts of interest between the duties of the Directors and the directors of the Subsidiaries and their private interests.

The audit committee of the Issuer has the task of ensuring that any potential conflicts of interest that may arise at any moment, pursuant to these different roles held by directors, are handled according to law. The presence of an audit committee has the task to ensure that any potential abuse is managed, controlled, and resolved in the best interests of the Issuer. The presence of independent non-executive directors on the board of the Issuer aims to minimise the possibility of any abuse of control by its major shareholder. Furthermore, in terms of the memorandum and articles of association of the Issuer, in the event that a director has a personal material interest, either directly or indirectly, in any contract or arrangement with the Issuer, such director is not entitled to vote on any decisions taken in connection therewith. This ensures that any director sitting on the boards of the Subsidiaries and the Issuer is precluded of using his vote on any decisions involving a contract or arrangement between the Subsidiaries and the Issuer.

8.7 BOARD PRACTICES

8.7.1 AUDIT COMMITTEE

The Audit Committee's primary objective is to assist the Board of Directors in fulfilling its oversight responsibilities over the financial reporting processes, financial policies, and internal control structure. The Audit Committee oversees the conduct of the internal and external audit and acts to facilitate communication between the Board, management, and the internal and external auditors. The external auditors are invited to attend the Audit Committee meetings. The Audit Committee reports directly to the Board.

The terms of reference of the Audit Committee include support to the Board in its responsibilities in dealing with issues of risk, control and governance, and associated assurance of the Issuer. The Board has set formal terms of establishment and the terms of reference of the Audit Committee which set out its composition, role and function, the parameters of its remit as well as the basis for the processes that it is required to comply with.

Briefly, the Audit Committee is expected to deal with and advise the Board of Directors on:

- (a) its monitoring responsibility over the financial reporting processes, financial policies, and internal control structures;
- (b) maintaining communications on such matters between the Board, management, and the external auditors; and
- (c) preserving the Issuer's assets by assessing the Issuer's risk environment and determining how to deal with those risks.

In addition, the Audit Committee has the role and function of evaluating any proposed transaction to be entered into by the Issuer and a related party to ensure that the execution of any such transaction is at arm's length, on a commercial basis and ultimately in the best interests of the Issuer.

Furthermore, the Audit Committee has the role of assessing any potential conflicts of interest between the duties of the Directors and their respective private interests or duties unrelated to the Issuer.

All Directors sitting on the Audit Committee are non-executive Directors. Dr Ann Marie Agius, Alfred Attard and Francis X Gouder are the independent non-executive Directors sitting on the Audit Committee. Audit Committee members are appointed for a period of three years, unless terminated earlier by the Board.

Alfred Attard is the independent non-executive Director who is competent in accounting and, or auditing matters in terms of the Capital Markets Rules. The Chairman of the Audit Committee, appointed by the Board, is entrusted with reporting to the Board on the workings and findings of the Audit Committee. Alfred Attard occupies the post of Chairman of the Audit Committee.

Pursuant to its terms of reference, the Audit Committee's remit covers the Issuer and each of the Subsidiaries.

8.7.2 COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE

The Issuer has debt securities listed on the Official List of the Malta Stock Exchange and accordingly is obliged to comply with the Capital Markets Rules. As such, the Issuer is required to comply with the provisions of the Code of Principles of Good Corporate Governance forming part of the Capital Markets Rules (the "Code"). The Issuer declares its full support of the Code and fully complies with the Code to the extent that this is considered complementary to the size, nature, and operations of the Issuer.

In view of the reporting structure adopted by the Code, the Issuer shall, on an annual basis in its annual report, explain the level of the Issuer's compliance with the principles of the Code, in line with the "comply or explain" philosophy of the Code, explaining the reasons for non-compliance, if any.

As at the date of this Registration Document, the Board considers the Issuer to be in compliance with the Code save for the following exceptions:

Principle 7 (Evaluation of the Board's Performance): The Board does not consider it necessary to appoint a committee to carry out a performance evaluation of its role, as the Board's performance is evaluated on an ongoing basis by, and is subject to the constant scrutiny of the Board itself (half of which is composed by independent non-executive Directors), the Issuer's shareholders, the market and all of the rules and regulations to which the Issuer is subject as a company with its securities listed on a regulated market.

Principle 8 (Committees): The Board considers that the size and operations of the Issuer do not warrant the setting up of remuneration and nomination committees. In particular, the Issuer does not believe it is necessary to establish a nomination committee as appointments to the Board are determined by the shareholders of the Issuer in accordance appointment process set out in the Issuer's Memorandum and Articles of Association. The Issuer considers that the members of the Board possess the level of skill, knowledge and experience expected in terms of the Code.

Principle 9 (Relations with Shareholders and with the Market): Currently there is no established mechanism disclosed in the Memorandum and Articles of Association of the Issuer to trigger arbitration in the case of conflict between the minority shareholders and the controlling shareholders. In any such cases should a conflict arise, the matter is dealt with in the Board meetings and through the open channel of communication between the Issuer and the minority shareholders via the office of the company secretary.

9. MAJOR SHAREHOLDERS

As at the date of this Registration Document, the majority of the issued share capital of the Issuer is held by Ms Cliona Muscat (99.9%) whilst one share is held by Mr George Muscat.

To the best of the Issuer's knowledge, there are no arrangements in place as at the date of this Registration Document the operation of which may at a subsequent date result in a change in control of the Issuer.

10. TREND INFORMATION AND FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

10.1 TREND INFORMATION

The Directors are of the view that the Issuer and each of the Subsidiaries shall, generally, be subject to the normal business risks associated with the property market and hospitality industry in Malta and barring unforeseen circumstances, do not anticipate any likely material adverse effect on the Issuer's and each of the Subsidiaries' prospects, at least for the next 12 months.

In 2022, Malta's real GDP growth reached 6.9%¹, which is higher than the 5.7% projected in autumn². The economy showed strong growth in both private and public consumption, which were partially offset by a decrease in gross fixed capital formation. In addition to strong performance by the services sectors in general, the export of tourism services in 2022 rebounded quickly, both in terms of total number of visitors and tourism expenditures, contributing to overall positive economic results.

In 2023, real GDP is forecast to grow at a slower pace, by 3.1%, following a wider economic slowdown in Malta's main trading partners. In 2024, real GDP growth is expected to reach 3.7%, supported by net exports and growth in domestic demand. The strong impulse to growth from the recovery in tourism is however set to moderate in 2024, as tourist flows approach pre-pandemic levels.

Harmonised Index of Consumer Prices (HICP) inflation in 2022 reached 6.1%, despite energy prices being kept at 2020 level by government intervention. The Maltese authorities announced that they will continue limiting energy inflation in 2023 and 2024. Nonetheless, inflation in 2023 is set to remain elevated at 4.3%, due to continuing pressures in food, transport, and imported goods prices. In 2024, inflation is expected to subside to 2.4% as imported price pressures are also set to moderate.³

The Group's long-term strategy is to focus on operating the Hotel and on acquiring suitable sites for the development of residential units. The Directors are cautiously optimistic on the health of the hospitality and property markets in Malta, which opinion is based on the assumption that international travel for leisure and, or business purposes will continue to grow, the general economy continues on its growth trend and that business confidence and disposable income remain positive.

In the near term, the Group will be principally focused on completing the Birkirkara Project. At the same time, the Group will direct resources towards the acquisition and construction of the Mellieha Project, St Paul's Bay Project and the Mosta Project.

There has been no material adverse change in the financial performance and prospects of the Issuer and the Group since 31 December 2022 (being the date of the last published consolidated financial statements of the Issuer) to the date of the Prospectus.

10.2 HISTORICAL FINANCIAL INFORMATION

The Issuer was incorporated on 20 January 2022 and as such has filed its first set of audited consolidated financial statements. The audited financial information of the Issuer is available for review on the Issuer's website and is available for inspection as detailed in section 16 of this Registration Document. The audited financial information is incorporated by reference in this Registration Document.

The table below provides a cross-reference list to key sections of the financial statements of the Issuer for the financial year ended 31 December 2022:

	Pages
Statement of comprehensive income	8
Statement of financial position	9
Statement of changes in equity	10
Statement of cash flows	11
Notes to the financial statements	12 – 41
Independent auditor's report	42 - 48

There has been no significant change in the financial position of the Issuer since 31 December 2022 (being the date of the last financial period for which financial information has been published).

10.3 OPERATING AND FINANCIAL REVIEW

The financial statements for the financial year ended 31 December 2022 and the audit report thereon are set out in the audited financial statements of the Issuer, which are incorporated by reference in this Registration Document. The financial information for 2021 has been extracted from the afore-mentioned audited financial statements. Although the Issuer was incorporated on 20 January 2022, it was determined that the substance of the acquisitions by the Issuer of the subsidiaries constituted a group restructuring or reorganisation and therefore, in terms of International Financial Reporting Standards, comparatives have been included. Such comparatives comprise the consolidation of financial information of the acquired entities for the year ended 31 December 2021.

Set out below is a condensed extract from the said financial statements.

¹ National Statistics Office Malta – News Release 036/2023

² European Economic Forecast – November 2022 (European Commission Institutional Paper 187, page 104)

³ European Economic Forecast – Winter 2023 (European Commission Institutional Paper 194 Feb'23)

The financial information for 2021 has been extracted from the afore-mentioned audited financial statements. Although the Issuer was incorporated on 20 January 2022, it was determined that the substance of the acquisitions by the Issuer of the subsidiaries constituted a group restructuring or reorganisation and therefore, in terms of International Financial Reporting Standards, comparatives have been included. Such comparatives comprise the consolidation of financial information of the acquired entities for the year ended 31 December 2021.

Set out below is a condensed extract from the said financial statements.

The Ona p.l.c.		
Consolidated Statement of Comprehensive Income		
for the year ending 31 December		
	2021	2022
	Actual	Actual
	€'000	€'000
Revenue - property development	940	5,961
Revenue - hotel operations	-	-
Rental income	256	104
Total revenue	1,196	6,065
Cost of sales	(732)	(4,468)
Net operating expenses	(28)	(51)
EBITDA	436	1,546
Profit on disposal of investment property	2,745	-
Depreciation	-	-
Operating profit	3,181	1,546
Gain on revaluation of investment property	836	-
Net finance costs	(88)	(35)
Profit before tax	3,929	1,511
Taxation	(569)	(334)
Profit for the year	3,360	1,177
Other comprehensive income		
Movement in fair value of property, net of tax	-	-
Total comprehensive income for the year	3,360	1,177

In 2022, the Group generated revenue amounting to €6.1 million (2021: €1.2 million), primarily from the sale of residential units and car spaces forming part of the Qawra Project and Marsascala Project. Rental income from the lease of "CE House" in Birkirkara amounted to €104,000.

Operating profit for the year amounted to €1.5 million compared to €3.2 million in the previous year. During 2021, the Group sold the Dino Fino Showroom in Valley Road, Msida for the consideration of €5.0 million and in consequence, profit on disposal amounted to €2.7 million.

In 2021, a commercial property in Triq Dun Karm Pirota, Birkirkara was revalued by €0.8 million. Overall, the Group registered a profit in 2022 of €1.2 million compared to €3.4 million a year earlier.

The Ona p.l.c.		
Consolidated Cash Flow Statement		
for the year ending 31 December		
	2021	2022
	Actual	Actual
	€'000	€'000
Net cash from (used in) operating activities	(4,124)	5,346
Net cash from (used in) investing activities	5,000	(18,756)
Net cash from (used in) financing activities	(49)	14,706
Net movement in cash and cash equivalents	827	1,296
Cash and cash equivalents at beginning of year	173	1,000
Cash and cash equivalents at end of year	1,000	2,296

Net cash from operating activities in FY2022 amounted to €5.3 million, principally reflecting net cash inflows generated from property sales and favourable movements in working capital (2021: cash outflows of €4.1 million).

Net cash used in investing activities amounted to €18.8 million and related to the acquisition of the site in Swieqi, St Julians and development thereon of the Hotel. In the prior year, the Group received €5.0 million from the sale of a commercial property in Valley Road, Birkirkara.

In 2022, net cash from financing activities amounted to €14.7 million, mainly on account of net proceeds received from the Secured Bonds. Net cash outflows of €0.7 million related to net repayment of related party balances and bank borrowings (2021: cash outflows of €49,000).

The Ona p.l.c.**Consolidated Statement of Financial Position****as at 31 December**

	2021	2022
	Actual	Actual
	€'000	€'000
ASSETS		
Non-current assets		
Property, plant and equipment	10	5
Property, plant and equipment (under development)	-	18,756
Investment property	2,700	2,700
	<u>2,710</u>	<u>21,461</u>
Current assets		
Inventory	5,027	3,600
Trade and other receivables	3,091	2,141
Cash and cash equivalents	1,016	2,296
	<u>9,134</u>	<u>8,037</u>
Total assets	<u>11,844</u>	<u>29,498</u>
EQUITY		
Capital and reserves		
Called up share capital	301	7,272
Other reserves	-	(3,387)
Revaluation reserve	836	836
Retained earnings	2,551	3,728
	<u>3,688</u>	<u>8,449</u>
LIABILITIES		
Non-current liabilities		
Bank borrowings	2,495	1,927
Debt securities	-	15,406
Other financial liabilities	268	-
Deferred taxation	216	216
Other non-current liabilities	-	-
	<u>2,979</u>	<u>17,549</u>
Current liabilities		
Bank borrowings	317	58
Other financial liabilities	3,347	246
Trade and other payables	1,461	3,146
Capital creditors	-	-
Other current liabilities	52	50
	<u>5,177</u>	<u>3,500</u>
	<u>8,156</u>	<u>21,049</u>
Total equity and liabilities	<u>11,844</u>	<u>29,498</u>

Total assets as at 31 December 2022 amounted to €29.5 million and mainly comprised the Hotel and “CE House” valued at €18.8 million (2021: nil) and €2.7 million (2021: €2.7 million) respectively, inventory (work-in-progress on property development) of €3.6 million (2021: €5.0 million) and cash balances of €2.3 million (2021: €1.0 million). In addition, total assets include prepayments of €1.2 million which relate to advance payments to suppliers and contractors involved in the development of the Hotel (2021: €2.7 million).

Total liabilities at year end principally included the Secured Bonds of €15.4 million (2021: nil), accruals of €2.6 million (2021: €1.3 million) related to the Hotel project, and bank loans granted for property development purposes amounting to €2.0 million (2021: €2.8 million).

As at 31 December 2022, the Group’s equity amounted to €8.4 million (2021: €3.7 million).

11. LEGAL AND ARBITRATION PROCEEDINGS

There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened or of which the Issuer is aware) during the period covering 12 months prior to the date of the Prospectus which may have, or have had in the recent past, significant effects on the Group's financial position or profitability.

12. SHARE CAPITAL

As at the date of this Registration Document, the issued share capital of the Issuer is €7,271,693 divided into 7,271,692 Ordinary "A" shares of a nominal value of one Euro (€1.00) each and one Ordinary "B" share of one Euro (€1.00), fully paid-up.

In terms of the Issuer's Memorandum and Articles of Association, none of the capital shall be issued in such a way as would effectively alter the control of the Issuer without the prior approval of the Issuer in a general meeting.

The shares of the Issuer are not listed on the Malta Stock Exchange and no application has been filed for the shares of the Issuer to be quoted on the Malta Stock Exchange.

There is no capital of the Issuer, which is currently under option, nor is there any agreement by virtue of which any part of the capital of the Issuer is to be put under option.

13. MEMORANDUM AND ARTICLES OF ASSOCIATION

The Memorandum and Articles of Association of the Issuer are registered with the Registrar of Companies at the Malta Business Registry. A full list of the objects for which the Issuer is established is set out in clause 4 of the Memorandum of Association. These objects include:

- (a) to act as a holding company and invest and hold share participations and debentures in any other company, partnership, or business.
- (b) to provide management, administration, technical, financial, and professional services and to provide human resources to its subsidiaries and, or associated companies of other companies relative and incidental to its business.
- (c) to obtain loans, overdrafts, credits and other financial and monetary facilities without limited and otherwise borrow or raise money in such a manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by privilege, hypothec, mortgage or charge upon the whole or any part of the Company's property and assets (whether present or future) including all or any of the uncalled capital for the time being of the Company, and also by similar privilege, hypothec, mortgage or charge to secure and guarantee the performance of the Company of any contracts, obligations or liabilities it may undertake.
- (d) to issue bonds, commercial paper or other instruments creating or acknowledging indebtedness and the sale or offer thereof to the public.

14. MATERIAL CONTRACTS

The entities forming part of the Group, including albeit not limited to, the Issuer, have not entered into any material contracts that are not in the ordinary course of their respective business and which could result in either of the said entities being under an obligation or entitlement that is material to the Group as at the date of this Registration Document.

15. PROPERTY VALUATION REPORT, STATEMENTS BY EXPERTS AND DECLARATIONS OF ANY INTEREST

The Issuer commissioned architect Tancred Mifsud to issue property valuation reports on the Birkirkara Project, the Mosta Project and the St Paul's Bay Project (the "Valuation Reports"). The following are the details of Tancred Mifsud: Business Address: Ralmant, Flat No. 1, B. Bontadini Street, Balzan, BZN 1370 Qualifications: B.E.&A. (Hons) A.&C.E.

The Valuation Reports are incorporated by reference to this prospectus and are accessible at the following hyperlink:
<https://theonagroup.mt/investor-relations/>

Save for the Valuation Reports, the Prospectus does not contain any statement or report attributed to any person as an expert.

The Valuation Reports have been included in the form and context in which they appear with the authorisation of Architect Tancred Mifsud of Tancred Mifsud Services Limited (C 37957) who has given and has not withdrawn his consent to the inclusion of the reports herein. Architect Tancred Mifsud does not have any material interest in the Issuer.

The Issuer confirms that the property valuation reports have been accurately reproduced in the Prospectus and as far as the Issuer is aware and is able to ascertain from the information contained therein, no facts have been omitted which render the reproduced information inaccurate or misleading.

16. DOCUMENTS AVAILABLE FOR INSPECTION AND INCORPORATED BY REFERENCE

For the duration of the Registration Document, the audited consolidated financial statements of the Issuer for the financial year ended 31 December 2022 shall be available for inspection at the registered address of the Issuer and incorporated by reference in this Prospectus.

A copy of the memorandum and articles of association of the Issuer shall be available for inspection at the registered address of the Issuer.

The above-mentioned documents as well as the Valuation Reports (together with the site plans and permits related thereto) are also available for inspection in electronic form on the Issuer's website at www.theonagroup.mt