



JD Capital plc
HHF 303/304,
Hal Far Industrial Estate,
Birzebbuga BBG 3000
Malta

COMPANY ANNOUNCEMENT

Basis of Acceptance

Date of Announcement	18 November, 2022
Reference	58/2022

The following is a Company Announcement issued by JD Capital p.l.c. (the “**Company**”) pursuant to the Capital Markets Rules.

Quote

Further to the closure, on 15 November 2022, of the offer period relative to the issue of an initial tranche of €14,000,000 4.85% Secured Bonds 2032 as part of a secured bond issuance programme of a maximum of €25,000,000 (the “**New Bonds**”) (see company announcement JDC 57/2022 dated 15 November 2022), the Company is pleased to announce the basis of acceptance for the New Bonds.

In light of the fact that (i) in a meeting of bondholders held on 26 October 2022, the requisite majority of holders of the €5,000,000 5% unsecured bonds 2028 previously issued by the Company and bearing ISIN number MT0001831206 (the “**Prospects Bonds**”) agreed to the surrender of all Prospects Bonds held by holders of the Prospects Bonds to the Company in exchange for the allocation of the New Bonds, and (ii) the offer of New Bonds was subscribed in full, in accordance with the final terms dated 3 October 2022 (the “**Final Terms**”), the New Bonds shall be allocated as follows:

- (a) the amount of €5,000,000 in New Bonds reserved for holders of Prospects Bonds shall be allocated to such persons who held Prospects Bonds as at the applicable record date, 10 October 2022 (a premium of two Euro (€2.00) per Prospects Bond exchanged for New



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Bonds will be paid to such holders of Prospects Bonds together with interest due on the Prospects Bonds for the period 21 May 2022 up to and including 25 November 2022);

- (b) the remaining amount of €9,000,000 in New Bonds shall be allocated to holders of Prospects Bonds applying for additional New Bonds in excess of the Prospects Bonds held by them, and to Authorised Financial Intermediaries participating in the Intermediaries' Offer, with no order of preference between them.

Interest on the New Bonds will commence to run as from 25 November 2022. The New Bonds are expected to be admitted to listing on the Official List of the Malta Stock Exchange on 25 November 2022 and trading is expected to commence on 28 November 2022. Pursuant to the abovementioned exchange of Prospects Bonds for New Bonds, the Prospects Bonds shall be cancelled.

Once again, the board of directors of the Company would like to thank the investing public and participating Authorised Financial Intermediaries for their support in this successful bond issue for the Company as well as holders of Prospects Bonds for their continued confidence in the Company.

Unquote

A handwritten signature in blue ink, enclosed in a blue oval. The signature appears to be 'J. Manicaro'.

Dr. Jesmond Manicaro
Company Secretary