

This Summary is issued in accordance with the provisions of Chapter 4 of the Capital Markets Rules issued by the MFSA and in accordance with the provisions of Regulation (EU) 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, and repealing Directive 2003/71/EC.

SUMMARY

Dated 25 January 2023



THE CONVENIENCE SHOP (HOLDING) PLC

a public limited liability company registered and incorporated in terms of the Companies Act with company registration number C 87554 and having its registered office at Marant Food Products, Mdina Road, Zebbug ZBG9017, Malta

Sponsor, Manager & Registrar



Calamatta Cuschieri

Legal Counsel



ADVOCATES
DEGUARA FARRUGIA

THE SUMMARY HAS BEEN APPROVED BY THE MFSA, AS COMPETENT AUTHORITY UNDER THE PROSPECTUS REGULATION. THE MFSA ONLY APPROVES THIS SUMMARY AS MEETING THE STANDARD OF COMPLETENESS, COMPREHENSIBILITY AND CONSISTENCY IMPOSED BY THE PROSPECTUS REGULATION. SUCH APPROVAL SHOULD NOT BE CONSIDERED AS AN ENDORSEMENT OF THE COMPANY THAT IS THE SUBJECT OF THIS SUMMARY. THE APPROVAL OF THE MALTA FINANCIAL SERVICES AUTHORITY SHOULD NOT BE CONSIDERED AS AN ENDORSEMENT OF THE QUALITY OF THE SECURITIES THAT ARE THE SUBJECT OF THIS SUMMARY.

THIS SUMMARY IS VALID FOR A PERIOD OF TWELVE (12) MONTHS FROM THE DATE HEREOF. FOLLOWING THE LAPSE OF THIS VALIDITY PERIOD, THE COMPANY IS NOT OBLIGED TO UPDATE THIS SUMMARY IN THE EVENT OF SIGNIFICANT NEW FACTORS, MATERIAL MISTAKES OR MATERIAL INACCURACIES.

APPROVED BY THE DIRECTORS

Handwritten signature of Kevin Deguara.

**Kevin
Deguara**

Handwritten signature of Benjamin Muscat.

**Benjamin
Muscat**

Handwritten signature of Charles Scerri.

**Charles
Scerri**

signing in their own capacity as directors of the Issuer and on behalf of each of Ivan Calleja, Joseph Pace and Manuel Piscopo as their duly appointed agents.

This Summary is prepared in accordance with the requirements of the Regulation. This Summary contains key information which will enable investors to understand the nature and the risks of the Issuer and the securities.

Except where the context otherwise requires, the capitalised words and expressions used in this Summary shall bear the meanings assigned to them in the Registration Document and the Securities Note, as the case may be.

1. INTRODUCTION AND WARNINGS

Full legal and commercial name of the Issuer:	The Convenience Shop (Holding) p.l.c.
Registered address:	Marant Food Products, Mdina Road, Zebbug ZBG9017
Place of registration and domicile:	Malta
Registration number:	C 87554
Legal Entity Identification (LEI) number:	39120041M1XJOU1F0771
Date of registration:	26 July 2018
Telephone numbers:	+356 22498100
Email:	info@theconvenienceshop.com
Website:	www.theconvenienceshop.com
Nature of the securities:	Collectively, up to: <ul style="list-style-type: none"> i. 1,000,000 ordinary shares in the issued share capital of the Company of a nominal value of €0.16 each, being offered to the public by the Company at the Offer Price pursuant to the New Shares Offer; and ii. 6,700,000 ordinary shares in the issued share capital of the Company of a nominal value of €0.16 each, being offered for sale to the public by the Selling Shareholders at the Offer Price pursuant to the Sale Shares Offer, (collectively the 'Offer Shares'), which together with the existing ordinary shares in issue of the Company not forming part of the Sale Shares Offer, will represent the entire issued share capital of the Company (collectively, the 'Shares')
ISIN of the Shares:	MT0002200112
Date of approval:	25 January 2023
Details of the competent authority approving the prospectus:	The MFSA, appointed in terms of the Financial Markets Act (Cap. 345 of the Laws of Malta)
Address, telephone number and official website of the competent authority approving the prospectus:	Malta Financial Services Authority, Triq I-Imdina, Zone 1, Central Business District, Birkirkara, Malta, CBD 1010 Telephone number: +356 2144 1155 Official website: https://www.mfsa.mt

Prospective investors are hereby warned that:

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

2. KEY INFORMATION ON THE ISSUER

2.1 Who is the Issuer of the securities?

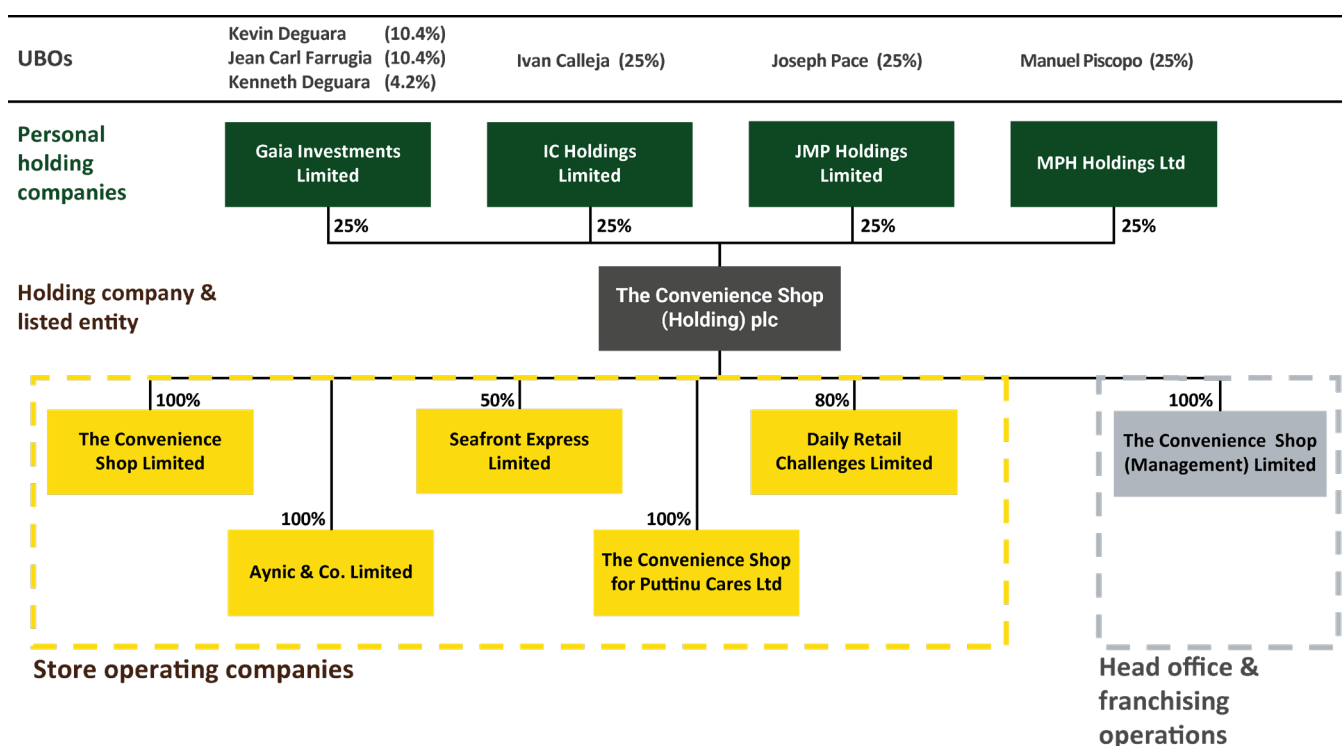
2.1.1 Domicile and Legal Form

The Issuer is a public limited liability company registered in Malta in terms of the Companies Act. The Issuer was incorporated and is domiciled in Malta, with legal entity identifier (LEI) number 39120041M1XJOU1F0771. The Issuer's registered address is Marant Food Products, Mdina Road, Zebbug ZBG9017, Malta.

2.1.2 Principal Activities of the Issuer

The Issuer was set up as a holding and finance company. The principal activity of the Issuer includes, *inter alia*, that of borrowing or raising finance in connection with the ownership, development, operation and financing of its business activities on such terms as the Directors may deem expedient, and also to invest and deal with the moneys of the Issuer in or upon such investments and in such manner as the Directors may, from time to time, deem expedient.

2.1.3 Major Shareholders



2.1.4 Identity of the key managing directors

As at the date of the Prospectus, the Board of Directors of the Issuer is composed of the following persons:

- Benjamin Muscat (Chairman and independent non-executive director)
- Charles Scerri (Independent non-executive director)
- Kevin Deguara (non-executive director)
- Ivan Calleja (Executive director)
- Joseph Pace (Executive director)
- Manuel Piscopo (Executive director)

2.1.5 Statutory Auditors of the Issuer

RSM Malta, a firm registered as a partnership of certified public accountants holding registration number AB/26/84/53 and of Mdina Road, Zebbug ZBG 9015, Malta.

2.2 What is the key financial information regarding the Issuer?

The key financial information regarding the Issuer on a consolidated basis is set out below:

TCS Group - Extracts from the Consolidated Income Statements

€'000s	FY21	FY20	FY19	H1-22	H1-21
	12 months	12 months	17 months	6 months	6 months
	Audited	Audited	Audited	Unaudited	Unaudited
Revenue	35,181	32,916	39,566	19,439	16,212
EBITDA	4,079	3,210	4,244	2,269	1,659
Profit for the financial year	847	538	727	502	242
Earnings per share* (€)	0.028	0.018	0.024	0.017	0.008
Total TCS store network revenue	63,302	59,768	71,233	34,933	29,871

* Earnings per share and dividends per share figures are based on the number of ordinary shares outstanding as at the date of the Registration Document.

TCS Group - Extracts from the Consolidated Statements of Financial Position

€'000s	Dec-21	Dec-20	Dec-19	Jun-22
	Audited	Audited	Audited	Unaudited
Total assets	34,519	33,631	25,848	34,652
Total liabilities	31,392	31,052	25,147	31,348
Total equity	3,127	2,579	700	3,304
Total equity				3,304
Shareholders' loans capitalised in November 2022				3,239
Adjusted total equity				6,543

TCS Group - Extracts from the Consolidated Statements of Cash Flows

€'000s	FY21	FY20	FY19	H1-22	H1-21
	12 months	12 months	17 months	6 months	6 months
	Audited	Audited	Audited	Unaudited	Unaudited
Net cash from operating activities	4,646	3,630	6,894	2,400	1,312
Net cash flows from / (used in) investing activities	(2,395)	(1,182)	(13,537)	(325)	(464)
Net cash flows from / (used in) financing activities	(1,950)	(3,202)	8,463	(1,237)	(1,166)
Net cash increase/decrease in cash and cash equivalents	301	(754)	1,819	838	(318)
Cash and cash equivalents at beginning of year	1,065	1,819	-	1,366	1,065
Cash and cash equivalents at end of year	1,366	1,065	1,819	2,204	747

2.3 What are the risks that are specific to the Issuer?

1. The Issuer acts as a finance and holding company and as such, its cash flow and ability to service its indebtedness is dependent on the business of the Group and consequently, the operating results of the Group will directly influence the Issuer's financial position.
2. The Group makes use of a limited number of suppliers as its primary source of such products. The Group's business may be materially adversely affected by any operational, financial or regulatory difficulties that such suppliers experience.
3. The Group's performance may be adversely impacted by negative changes in national, regional or local economic conditions and consumer confidence.
4. The Issuer and the Group operate in highly competitive markets which may lead to the Group re-evaluating its pricing structures in order remain competitive.
5. The Group's success increasingly relies on the financial success and cooperation of its franchisees, including its developmental licensees and affiliates. If the Group's franchisees do not experience sales growth, the Group's revenues and margins could be negatively affected as a result.
6. Failure to effectively identify, train and retain key personnel, recruit high-quality candidates and ensure smooth management and personnel transitions could disrupt the Group's business and adversely affect its results.
7. The failure of the Group to ensure that it satisfies environmental and sustainability laws and regulations, or meet market pressures and consumer expectations concerning sustainability could, in future, in the event of the introduction of measures aimed at fostering increased sustainability and environmental protection, have a material adverse effect on the Group's business, financial condition and/or results of operations.

3. KEY INFORMATION ON THE SECURITIES

3.1 What are the main features of the Securities?

ISIN	MT0002200112
Description, amount and class of the Offer Shares	<ol style="list-style-type: none"> i. up to 1,000,000 ordinary Shares of a nominal value of €0.16 per Share are being offered by the Company pursuant to the New Shares Offer; and ii. if the New Shares Offer is fully subscribed, up to 6,700,000 ordinary Shares of a nominal value of €0.16 per Share are being offered by the Selling Shareholders pursuant to the Sale Shares Offer;
Offer Price	€0.97 per share. Provided that Locked-In Applicants shall be offered the opportunity to subscribe to the Sale Shares at the discounted rates subject to the Lock-Ins. Any reference to Offer Price shall be construed accordingly;
Minimum amount per subscription	Minimum initial subscription of 2,000 Shares and in multiples of 100 Shares thereafter;
Denomination	Euro (€);
Form	The Shares in the Company are (and in the case of the New Shares, will be) issued in registered form and, until they

are admitted to the Official List of the MSE, will be in fully certificated form. Following their admission to the Official List of the MSE: the Sale Shares will, whilst retaining their registered form, no longer be in certificated form and will thereafter be held in book-entry form at the CSD in accordance with the requirements of the MSE, or in such other form as may be determined from time to time by applicable law, the requirements of the MSE or the Company; the New Shares will be in registered form and held in book-entry form at the CSD in accordance with the requirements of the MSE or in such other form as may be determined from time to time by applicable, the requirements of the MSE or the Company;

Rights attaching to the Shares

The Shares shall carry the right to participate in any distribution of dividend declared by the Company *pari passu* with any other ordinary shares in the Company. Each Share shall entitle the holder thereof to one vote at meetings of Shareholders. The Shares shall carry the right for the holders thereof to participate in any distribution of capital made whether in the context of a winding up or otherwise, *pari passu* with all other ordinary shares of the Company;

Transferability

Save for the Lock-ins, the Shares are freely transferable and following admission shall be transferable only in whole in accordance with the rules and procedures of the Official List of the MSE, as may be applicable from time to time;

Dividend policy

It is the Board of Directors' objective to recommend a dividend distribution of 55% of the recurring free cash flow on an annual basis, subject to statutory requirements and availability of profits for distribution.

3.2 Where will the Securities be traded?

Application has been made to the Malta Stock Exchange for the Shares to be listed and traded on its Official List.

3.3 What are the key risks that are specific to the securities?

1. An investment in the Offer Shares may not be suitable for all recipients of the Prospectus and prospective investors are urged to consult an investment advisor licensed under the Investment Services Act (Cap. 370 of the laws of Malta) as to the suitability or otherwise of an investment in the Offer Shares before making an investment decision.
2. Due to the absence of any prior public market for the Shares, there can be no assurance that the price at which the Shares will trade in the market subsequent to their admission to listing and trading will correspond to the Offer Price.
3. There can be no assurance that an active secondary market for the Shares will develop or, if it does develop, that it will continue, and there can be no assurance that an investor will be able to sell or otherwise trade in the Shares at all. Should there not be a liquid market in the Shares, investors may not be able to sell the Shares at, or above, the Offer Price, or at all.
4. There is no guarantee that dividends will be paid by the Company. Any dividend on the Shares will be limited by the performance of the Company.
5. The Company is unable to predict whether, following the termination of the lock-in restrictions put in place in connection with the Offers, a substantial amount of Shares will be sold in the open market by the Locked-In Shareholders. Any sales of substantial amounts of Shares in the public market by one or more Locked-In Shareholders (or any other Shareholder), or the perception that such sales might occur, could result in a material effect on the market price of the Shares.

4. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

4.1 Under which conditions and timetable can I invest in the securities?

1. Application Forms available to general public	1 February 2023
2. Offer Period (may close earlier as determined by the Issuer)	1 February 2023 - 10 March 2023 at 15:00 CET
3. Announcement of basis of acceptance	17 March 2023
4. Refunds of unallocated monies (if any)	24 March 2023
5. Expected admission of the Shares on the MSE	3 April 2023
6. Expected commencement of trading of the Shares on the MSE	4 April 2023

The Shares forming the subject of the Offers are open for subscription to all categories of investors, who may apply for the Offer Shares by completing either Application Form 'A', Application Form 'B' or Application Form 'C' as applicable, which may be obtained from, and is to be lodged with, an Authorised Financial Intermediary during the Offer Period. Any Authorised Financial Intermediary may subscribe for Offer Shares for their own account or on account of their underlying customers, including retail clients.

As at the date of the Prospectus, the Selling Shareholders hold in aggregate 29,800,000 Shares of a nominal value of €0.16 each in the Company, representing 100% of the issued share capital of the Company. Following completion of the New Share Issue, the Selling Shareholders will hold, in aggregate, 75% of the issued share capital of the Company. Following completion of the IPO, and assuming the Offers are fully subscribed, the Selling Shareholders will, in aggregate amongst themselves, retain 23,100,000 Shares of a nominal value of €0.16 each in the Company, equivalent to 75% interest in the entire issued share capital of the Company. The expenses payable in respect of both Offers, including selling commissions and professional, publicity, printing, registration, Registrar, sponsorship, management, listing and other miscellaneous expenses or fees (save that selling commissions pertaining to the offer of the Sale Shares by the Selling Shareholders, which commissions shall be payable by the Selling Shareholders) shall be borne exclusively by the Company and shall be deducted from the proceeds of the New Shares Offer. Application has been made by the Company for its entire issued share capital to be listed on the Official List. The Malta Financial Services Authority has approved the Shares for admissibility to listing on the Official List of the Malta Stock Exchange.

4.2 Who is the offeror and/or the person asking for admission to trading?

The Selling Shareholders are the existing shareholders of the Company as at the date of the Prospectus who are offering up to 6,700,000 ordinary Shares in the Company, having a nominal value of €0.16 each, at the Offer Price pursuant to the Sale Shares Offer.

4.3 Why is this Prospectus being produced?

4.3.1 Use of Proceeds

The net proceeds from the New Shares Offer, expected to amount to up to €970,000, shall be utilised for the general corporate funding purposes of the Group and are aimed, *inter alia*, at funding the strategic development plans of the Group. If the New Shares Offer is fully subscribed, subscriptions for the Sale Shares pursuant to the Sale Shares Offer shall be accepted in accordance with the allocation policy of the Company. The Sale Shares Offer represents a partial realisation of the Selling Shareholders' investment in the Company.

The Sale Shares Offer would not constitute an issuance of additional shares by the Company and, accordingly, pursuant to the Sale Shares Offer no funds would be raised by the Company. The expenses payable in respect of the Offers, including selling commissions and professional, publicity, printing, registration, Registrar, sponsorship, management, listing and other miscellaneous expenses or fees are expected to amount up to *circa* €350,000, and shall be borne by the Selling Shareholders.

4.3.2 Allocation Policy

In the event that the IPO is not fully subscribed, the subscription for the Shares shall be deemed not to have been accepted by the Issuer and all proceeds received from Applicants shall be refunded accordingly, and the IPO shall be cancelled forthwith.