

Nru.

No.

**PROSPETT**

**PROSPECTUS**

**HRUĠ TA' VALUR NOMINALI  
FLIMKIEN TA' €50,000,000  
STOCK TAL-GVERN TA' MALTA**  
Sogġett għal dritt li jiżdied b'ammont  
ta' €30,000,000 fil-każ li d-domanda tkun  
aktar mill-ammont ta' *Stock* offrut

**ISSUE OF AN AGGREGATE  
OF €50,000,000 MALTA  
GOVERNMENT STOCKS**  
Subject to an Over-Allotment Option  
of €30,000,000 in the event of  
over-subscription

**Awtorizzat skont l-Att Nru. III tal-2013  
li jimplimenta Miżuri tal-Estimi għall-2013  
u l-Ordinanza dwar Self Lokali  
(*Stock* u Titoli Registrati),  
Kap. 161**

**Authorised under the Budget Measures  
Implementation Act, 2013 (Act No. III of 2013)  
and the Local Loans  
(Registered Stock and Securities)  
Ordinance, Cap. 161**

**1. Hruġ ta' *Stock***

**1. Issuance of Stock**

L-*Accountant General* qiegħed joffri valur nominali flimkien ta' €50,000,000 ta' *Stock* tal-Gvern ta' Malta li qiegħed jiġi offrut f'xi wieħed jew aktar mill-*Stocks* imsemmija hawn taħt:

The Accountant General is offering an aggregate €50,000,000 of Malta Government Stocks which are being offered and made available in any one or any combination of the following Stocks:

(i) *Stock* tal-Gvern ta' Malta 2018 (VI) b'Rata ta' Mghax li Tvarja marbuta mal-Euribor tas-sitt xhur, u

(i) Floating Rate Malta Government Stock 2018 (VI) linked to the six-month Euribor, and

(ii) *Stock* tal-Gvern ta' Malta 2019 (IV) b'Rata ta' Mghax li Tvarja marbuta mal-Euribor tas-sitt xhur.

(ii) Floating Rate Malta Government Stock 2019 (IV) linked to the six-month Euribor.

**2. Offerti**

**2. Bids**

a) Applikazzjonijiet magħmulin f'offerti b'irkant jifthu l-Erbgħa, it-18 ta' Settembru, 2013 fit-8.30 a.m. u jagħlqu l-Gimgha, l-20 ta' Settembru, 2013 f'nofsinhar, jew aktar kmieni fid-diskrezzjoni tal-*Accountant General*.

a) Applications in the form of sealed bids (auction) open at 8.30 a.m. on Wednesday 18th September, 2013 and close at noon on Friday 20th September, 2013 or earlier at the discretion of the Accountant General.

b) Applikazzjonijiet mingħand applikant wieħed, iridu jkunu magħmulin f'offerti għal minimu ta' €250,000 u multipli ta' €50,000 kull waħda.

b) Applications by any single applicant shall be in the form of sealed bids for a minimum of €250,000 and multiples of €50,000 each.

c) Offerti li jsiru fuq il-formoli preskritti għandhom jintefgħu fil-Kaxxa tal-Offerti tat-Teżor, Il-Floriana jew jintbagħtu fuq fax 2596 7210 jew permezz ta' *e-mail* fl-indirizzi indikati fuq il-formola tal-applikazzjoni.

c) Bids on the prescribed application forms are to be deposited at the Treasury Tender Box or transmitted by fax on 2596 7210 or by *e-mail* at the *e-mail* addresses indicated on the application forms.

d) Il-formoli tal-applikazzjoni jistgħu jinkisbu mingħand il-membri kollha tal-Borża ta' Malta u Provdituri ta' *Servizzi* ta' Investiment oħra awtorizzati, jew jistgħu jitnizzlu wkoll minn fuq il-website tat-Teżor ([www.treasury.gov.mt](http://www.treasury.gov.mt)).

d) Application forms may be obtained from all Members of the Malta Stock Exchange, other authorised Investment Service Providers or downloaded from Treasury's website ([www.treasury.gov.mt](http://www.treasury.gov.mt)).

e) Applikazzjonijiet li jsiru f'isem '*Nominee a/c*' u/ jew '*Clients a/c*' jiġu biss aċċettati jekk dawn ikollhom magħhom lista bin-numru tal-karta tal-identità, jew fil-każ ta' korp ġuridiku, in-numru tal-identità rilevanti tal-klijenti rispettivi tagħhom.

e) Applications in the name of '*Nominee a/c*' and/or '*Clients a/c*' will only be accepted if accompanied by a list showing the identity card number or in case of a body corporate, the relevant identification number of their respective clients.

f) Ebdha applikazzjoni ma tista' tiġi rtirata wara l-ħin tal-gheluq.

### 3. Faċilitajiet ta' Clearing

#### a) MaltaClear

Clearing u konkluzjoni ta' operazzjonijiet fl-iStocks tal-Gvern ta' Malta negozjati fuq il-Malta Stock Exchange Trading System isiru permezz tal-MaltaClear skont Kapitolu 7 tal-Bye-Laws tal-Borża ta' Malta.

b) Clearing (FOP) Permezz tal-Clearstream – MSE Access Link.

(i) Applikanti jistgħu jagħmlu użu mill-faċilità ta' clearing 'Free of Payment' (FOP) permezz tal-Malta Stock Exchange plc (MSE) – Clearstream Banking AG – Frankfurt (CBF) Access Link, direttament bhala klijenti ta' CBF jew Clearstream Banking SA, Luxembourg (CBL) jew indirettament billi jkunu jistgħu jagħmlu 'clearing' permezz ta' CBF/CBL via Depożitarju Ċentrali tat-Titoli iehor jew Depożitarji Ċentrali Internazzjonali ('CS/ICSD oħra') magħquda ma' CBF/CBL.

(ii) Hija r-responsabbiltà tal-applikant li jkun ħallas (settled subscriber) li jiżgura li jintbagħat fil-ħin dovut messaggġ rilevanti "Receive Free" skont il-format mitlub mis-Society of Worldwide Interbank Financial Telecommunication (SWIFT) sabiex l-iStocks li ġew sottoskritti jitwasslu. Fejn għal xi raġuni, il-konsenja (FOP) fuq l-MSE-CBF Link tal-iStocks tal-Gvern ta' Malta li ġew allokati tfalli jew tibqa' pendenti għal perjodu ta' żmien li jiġi stabbilit fid-diskrezzjoni tal-MSE, l-istess Stocks jistgħu jiġu ttrasferiti 'off-market', favur 'Securities Account' li jinfetaħ f'isem l-applikant li jkun ħallas mingħajr ebdha spiża oħra għal daqshekk, fid-Depożitarju Ċentrali tat-Titoli, magħruf ukoll bhala Central Securities Depository (CSD) sakemm is-CSD jirċievi aktar istruzzjonijiet awtentikati. L-International Bank Account Number (IBAN) li jkun gie pprovdut jintuża għall-ħlas ta' xi interessi jew ħlasijiet oħra li jistgħu jkunu sussegwentement dovuti lill-applikant li jkun ħallas matul dak il-perjodu ta' żmien li l-iStocks jibgħqu miżmuma fil-kont imsemmi tas-CSD, fir-'record date' rilevanti.

### 4. Policy dwar l-Allokazzjoni ta' Stock

L-allokazzjoni tal-iStock issir kif ġej:

a) L-offerti jkunu allokati skont il-prezz li jibdew mill-ogħla sal-anqas prezz. L-offerti li jkunu aċċettati ikunu allokati skont il-prezz tal-offerta. Dawk l-offerti li l-prezz tagħhom ikun il-fuq mill-prezz cut-off jiġu aċċettati b'mod shiħ. Dawk l-offerti li jkunu daqs il-prezz cut-off jistgħu ikunu allokati b'mod shiħ jew parzjalment fuq bażi pro

f) All applications will be irrevocable after closing time.

### 3. Clearing Facilities

#### (a) MaltaClear

Clearing and settlement of transactions in Malta Government Stocks traded on the Malta Stock Exchange Trading System are effected through MaltaClear in accordance with Chapter 7 of the Malta Stock Exchange Bye-Laws.

(b) Clearing (FOP) through Clearstream – MSE Access Link.

(i) Applicants may also avail of free-of-payment (FOP) clearing facility provided through the Malta Stock Exchange plc (MSE) – Clearstream Banking AG – Frankfurt (CBF) Access Link as direct customers of CBF or Clearstream Banking SA, Luxembourg (CBL), or indirectly by being capable of clearing through CBF/CBL via another central securities depository or international central securities depository ('other CS/ICSD') linked to CBF/CBL.

(ii) It is the settled subscriber's responsibility to ensure that a relevant Receive Free message for free receipt of the subscribed Stocks is raised in due time in the appropriate format of the Society of Worldwide Interbank Financial Telecommunication (SWIFT). Where for any reason, the FOP delivery over the MSE-CBF Link of the allotted Malta Government Stocks fails or remains outstanding for a period of time set at the MSE's discretion, the same Stocks may be transferred off-market, in favour of a securities account opened in the name of the settled subscriber, without charge at the MSE's Central Securities Depository (hereinafter the CSD), until the CSD receives further authenticated instructions. The supplied International Bank Account Number (IBAN) will be availed for the payment of any interests or other payments that may subsequently become due to the settled subscriber during such time that the Stocks remain credited in the said CSD account, on the relevant record date.

### 4. Allotment Policy of Stock

Allocation of Stock will be made in the following order:

a) Bids will be allotted in descending order of price. Accepted bids will be allotted at the bid price. Bids above the lowest accepted price (the cut-off price) will be allotted in full. Bids equal to the lowest accepted price will be allotted in full or in part on a pro rata basis. The applicants will be informed of the allotment result of each stock within

rata. L-Applikanti jiġu mgħarrfa bir-riżultat tal-allokkazzjoni ta' kull *stock* sa saġhtejn wara immedjatament il-ħin tal-gheluq tal-offerti b'irkant.

b) Ammonti li jiġu allokat lill-Fondi tal-Gvern ikunu skont l-aħħar rata aċċettata.

### **5. Dritt li jżiddied l-istock**

L-*Accountant General* jirriserva d-dritt li jalloka massimu ta' € 30,000,000 aktar f'każ li t-talba taqbeż l-ammont tas-somma li għandha tingabar.

### **6. Underissuance**

L-*Accountant General* jirriserva d-dritt li jaċċetta offerti għall-ammont sħiħ jew parti minnhom u li jirrifjuta kull offerta jew parti minnha għal kull raġuni li jidhirlu xierqa minkejja li l-ammont li jittiehed ikun anqas mill-ammont tal-ħruġ tal-*Stocks*.

### **7. Rata ta' mgħax u dati meta tiġi ddeterminata**

a) Ir-rata ta' mgħax tal-bidu tal-*Stock* tal-Gvern ta' Malta 2018 (VI) b'Rata ta' Mgħax li Tvarja marbuta mal-Euribor tas-sitt xhur hija ekwivalenti għar-rata tal-Euribor tas-sitt xhur, fis-seħħ żewġ (2) ġranet ta' negozju qabel id-data tal-ħlas dovut (*settlement date*) kif tidher fuq il-*website* fil-paġna tar-Reuters EURIBOR01 għall-Euribor tas-6 xhur għall-ħabta tal-11H00 CET- ([www.reuters.com](http://www.reuters.com)), flimkien ma' *spread* ta' 90 *basis points* (*bps*).

b) L-*spread* ta' 90**bps** tibqa' fissa matul il-perjodu kollu sakemm idum l-*Stock* tal-Gvern ta' Malta 2018 (VI) b'Rata ta' Mgħax li Tvarja marbuta mal-Euribor tas-sitt xhur.

c) Ir-rata ta' mgħax tal-bidu tal-*Stock* tal-Gvern ta' Malta 2019 (IV) b'Rata ta' Mgħax li Tvarja marbuta mal-Euribor tas-sitt xhur hija ekwivalenti għar-rata tal-Euribor tas-sitt xhur, fis-seħħ żewġ (2) ġranet ta' negozju qabel id-data tal-ħlas dovut (*settlement date*) kif tidher fuq il-*website* fil-paġna tar-Reuters EURIBOR01 għall-Euribor tas-6 xhur għall-ħabta tal-11H00 CET- [www.reuters.com](http://www.reuters.com), flimkien ma' *spread* ta' 100 *basis points* (*bps*).

d) L-*spread* ta' 100**bps** tibqa' fissa matul il-perjodu kollu sakemm idum l-*Stock* tal-Gvern ta' Malta 2019 (IV) b'Rata ta' Mgħax li Tvarja marbuta mal-Euribor tas-sitt xhur.

e) Ir-rata ta' mgħax tal-bidu għal kull *Stock* imsemmi f'paragrafi 7 (a) u 7 (c) hawn qabel tħabbar lill-Borża ta' Malta u ppubblikata permezz ta' stqarrija għall-istampa mid-Dipartiment tal-Infommazzjoni żewġ (2) ġranet ta' negozju qabel id-data tal-ħlas dovut.

f) Ir-rata ta' mgħax tal-bidu għal kull *Stock* imsemmi f'paragrafi 7 (a) u 7 (c) hawn qabel tiġi applikata fis-

two hours immediately after the closing time of applications by auction.

b) Any amount allotted to the Government Funds will be at the cut-off rate.

### **5. Over-Allotment Option**

The Accountant General reserves the right to exercise an over- allotment option for an additional amount of € 30,000,000.

### **6. Underissuance**

The Accountant General reserves the right to accept bids for the full amount or any part thereof and to reject any bid or part thereof on any grounds whatsoever, notwithstanding that the amount on issue has not been taken up.

### **7. Interest rate and Interest Determination Dates**

a) The initial interest rate in respect of the Floating Rate Malta Government Stock 2018 (VI) linked to the six-month Euribor is equal to the six-month Euribor, in effect two (2) business days prior to the settlement (issue) date of this Stock as displayed on the Reuters page EURIBOR01 for 6 Month Euribor at or around 11H00 CET at [www.reuters.com](http://www.reuters.com), plus a spread of 90 basis points (*bps*).

b) The spread of 90**bps** shall remain fixed until maturity of the Floating Rate Malta Government Stock 2018 (VI) linked to the six-month Euribor.

c) The initial interest rate in respect of the Floating Rate Malta Government Stock 2019 (IV) linked to the six-month Euribor is equal to the six-month Euribor, in effect two (2) business days prior to the settlement (issue) date of this Stock as displayed on the Reuters page EURIBOR01 for 6 Month Euribor at or around 11H00 CET at [www.reuters.com](http://www.reuters.com), plus a spread of 100 basis points (*bps*).

d) The spread of 100**bps** shall remain fixed until maturity of the Floating Rate Malta Government Stock 2019 (IV) linked to the six-month Euribor.

e) The initial interest rate in respect of each Stock mentioned at paragraphs 7 (a) and 7 (c) above will be announced to the Malta Stock Exchange and published through a press release by the Department of Information two (2) business days prior to the settlement date.

f) The initial interest rate in respect of each Stock mentioned at paragraphs 7 (a) and 7 (c) above will be applied

suq sekondarju biex jinħadem l-imghax dovut għal kull transazzjoni, mid-data ta' meta' jsir il-ħlas dovut (data tal-ħruġ) sa ġurnata qabel jithallas l-imghax, iż-żewġ ġranet inklużi. Minn hemm 'l quddiem ir-rata ta' mghax applikabbli biex jinħadem l-imghax dovut (*accrued interest*) għal kull Stock, għandha tkun l-istess rata ta' mghax kif aġġustata, hawn taħt f'paragrafi 7(g) u 7 (h), minn żmien għal żmien qabel il-bidu ta' kull perjodu ta' sitt xhur li fih jithallas l-imghax.

g) Wara li tiġi stabbilita r-rata tal-bidu, ir-rata tal-imghax applikabbli tal-*Stock* tal-Gvern ta' Malta 2018 (VI) b'Rata ta' Mghax li Tvarja marbuta mal-Euribor tas-sitt xhur tiġi aġġustata mill-ġdid kull sitt xhur skont ir-rata applikabbli tal-Euribor tas-sitt xhur, fis-sehħ żewġ (2) ġranet ta' negozju qabel il-25 ta' Marzu u l-25 ta' Settembru ta' kull sena, flimkien ma' *spread* ta' 90bps.

h) Wara li tiġi stabbilita r-rata tal-bidu, r-rata tal-imghax applikabbli tal-*Stock* tal-Gvern ta' Malta 2019 (IV) b'Rata ta' Mghax li Tvarja marbuta mal-Euribor tas-sitt xhur tiġi aġġustata mill-ġdid kull sitt xhur skont ir-rata applikabbli tal-Euribor tas-sitt xhur, fis-sehħ żewġ (2) ġranet ta' negozju qabel il-25 ta' Marzu u l-25 ta' Settembru ta' kull sena, flimkien ma' *spread* ta' 100bps.

i) Fil-każ li r-rata tal-EURIBOR ma' tkunx disponibbli minħabba xi avveniment li jħarbat in-negozju (*market disruption*), għandha tittiehed l-aħħar rata applikabbli qabel ikun sehħ it-tarbit fis-suq.

## 8. Hlas ta' Dividends (Imghax)

a) L-*Stock* tal-Gvern ta' Malta 2018 (VI) b'Rata ta' Mghax li Tvarja marbuta mal-Euribor tas-sitt xhur għandu mghax li jgħaddi mal-valur nominali (100.00). Ir-rata tal-imghax tkun marbuta mal-Euribor tas-sitt xhur fis-sehħ żewġ ġranet ta' negozju qabel il-ħlas tal-imghax, flimkien ma' *spread* ta' 90bps.

b) Id-*dividend* (mghax) jithallas kull sitt xhur b'lura fil-25 ta' Marzu u fil-25 ta' Settembru ta' kull sena waqt il-kors tal-*Stock* tal-Gvern ta' Malta 2018 (VI) b'Rata ta' Mghax li Tvarja marbuta mal-Euribor tas-sitt xhur.

c) L-*Stock* tal-Gvern ta' Malta 2019 (IV) b'Rata ta' Mghax li Tvarja marbuta mal-Euribor tas-sitt xhur għandu mghax li jgħaddi mal-valur nominali (100.00). Ir-rata tal-imghax tkun marbuta mal-Euribor tas-sitt xhur fis-sehħ żewġ ġranet ta' negozju qabel il-ħlas tal-imghax, flimkien ma' *spread* ta' 100bps.

d) Id-*dividend* (mghax) jithallas kull sitt xhur b'lura fil-25 ta' Marzu u fil-25 ta' Settembru ta' kull sena waqt il-kors tal-*Stock* tal-Gvern ta' Malta 2019 (IV) b'Rata ta' Mghax li Tvarja marbuta mal-Euribor tas-sitt xhur.

for any secondary market transactions for the calculation of any accrued interest from the settlement (issue) date up to, but not including, the first interest payment date. Thereafter, the interest rate applied for the calculation of accrued interest of each stock will correspond to the relevant interest rate as reset, under paragraphs 7 (g) and 7 (h) below, each time prior to the beginning of the applicable six monthly interest period.

g) After the initial interest period, the interest rate of the Floating Rate Malta Government Stock 2018 (VI) linked to the six-month Euribor will be reset semi-annually in accordance with the applicable six-month Euribor rate in effect on the applicable interest determination date, which is two (2) business days prior to 25th March and 25th September of each year, plus a spread of 90bps.

h) After the initial interest period, the interest rate of the Floating Rate Malta Government Stock 2019 (IV) linked to the six-month Euribor will be reset semi-annually in accordance with the applicable six-month Euribor rate in effect on the applicable interest determination date, which is two (2) business days prior to 25th March and 25th September of each year, plus a spread of 100bps.

i) In case EURIBOR is not available on account of market disruption the last available EURIBOR rate available before such disruption shall apply.

## 8. Payment of Dividends (Interest)

a) Floating Rate Malta Government Stock 2018 (VI) linked to the six-month Euribor will bear interest on the nominal value at par (100.00) at an interest rate linked to the six-month Euribor in effect on the applicable interest determination date, plus a spread of 90bps.

b) Dividend (interest) is payable half yearly in arrears on the 25th March and 25th September of each year during the tenor of the Floating Rate Malta Government Stock 2018 (VI) linked to the six-month Euribor.

c) Floating Rate Malta Government Stock 2019 (IV) linked to the six-month Euribor will bear interest on the nominal value at par (100.00) at an interest rate linked to the six-month Euribor in effect on the applicable interest determination date, plus a spread of 100bps.

d) Dividend (interest) is payable half yearly in arrears on the 25th March and 25th September of each year during the tenor of the Floating Rate Malta Government Stock 2019 (IV) linked to the six-month Euribor.

e) L-imghax għal kull perjodu taż-żewġ *Stocks* imsemmija f'paragrafi 8 (a) u 8(c) jiġi maħdum fuq *Day Count Fraction* ta' *Actual/360*.

f) L-ewwel imghax ta' kull *Stock*, dovut għall-perjodu bejn il-25 ta' Settembru, 2013 (id-data tal-ħruġ) u l-24 ta' Marzu, 2014 (iż-żewġ dati inklużi) isir fil-25 ta' Marzu, 2014 bir-rata ta' mghax tal-bidu kif determinata taht paragrafi 7 (a) u 7 (c) hawn fuq.

g) Hlas ta' *dividend* (mghax) isir skont kif indikat fuq il-formola tal-applikazzjoni bi kreditu dirett f'fergħa ta' bank lokali.

### **9. Fungibility**

L-*Accountant General* iżomm id-dritt li johroġ, fil-futur, ammonti addizzjonali ta' kull *Stock* preżenti fi tranches oħra. Fil-każ ta' kull ħruġ ieħor bħal dak, dawn għandhom jiġu integrati mal-*iStock* eżistenti.

### **10. Fidwa ta' Stock**

(i) L-*iStock* tal-Gvern ta' Malta 2018 (VI) b'Rata ta' Mghax li Tvarja marbuta mal-Euribor tas-sitt xhur għandu jiġi mifdi b'parità fil-25 ta' Settembru, 2018.

(ii) L-*iStock* tal-Gvern ta' Malta 2019 (IV) b'Rata ta' Mghax li Tvarja marbuta mal-Euribor tas-sitt xhur għandu jifeda b'parità fil-25 ta' Marzu, 2019.

### **11. Sigurtà**

L-*iStock* u d-*dividend* (mghax) fuqu, jkunu għal kariku tad-Dhul u Attiv Ġenerali tal-Gvern ta' Malta.

### **12. Negozju fil-Borża ta' Malta**

Skont l-Att dwar is-Swieq Finanzjarji, (Kap. 345), saret applikazzjoni għand il-*Listing Authority* biex kull *Stock* jiġi ammess fuq il-Lista Uffiċjali u biex ikun negozjat fil-Borża ta' Malta.

### **13. Klawsole ta' Azzjonijiet Kollettivi (KAK)**

(a) Skont id-deċiżjoni tal-Kunsill Ewropew tal-24 u l-25 ta' Marzu 2011, u skont paragrafu 3 tal-Artikolu 12 tat-Trattat li jistabbillixxi l-Mekkaniżmu ta' Stabbiltà Ewropea (ESM), il-mudell KAK sar mandatorju fit-titoli governattivi godda kollha taż-żona tal-Euro, b'perjodu ta' maturità 'il fuq minn sena, u maħruġa mill-1 ta' Jannar 2013 jew wara.

(i) Skont id-dispożizzjonijiet tal-KAKs, l-*Accountant General*, jista' f'kull ħin isejjaħ laqgħa għad-detenturi sabiex jikkunsidraw u japprovaw kwalunkwe modifika fil-

e) Interest on both *Stocks* mentioned at paragraphs 8 (a) and 8 (c) above for each period will be based on *Day Count Fraction of Actual/360*.

f) The first dividend (interest) payment of each *Stock* covering the period from 25th September, 2013 the settlement (issue) date and 24th March, 2014 (both dates inclusive) will be made on the 25th March, 2014 at the initial interest rate as determined under paragraphs 7 (a) and 7 (c) above.

g) Payment of dividend (interest) will be made by direct credit to any branch of any local bank as advised on the application form.

### **9. Fungibility**

The *Accountant General* reserves the right to issue, in future, additional amounts of each of the present *Stock* in further tranches. In the event of such further issues these will be integrated with the respective existing *Stock*.

### **10. Redemption of Stock**

(i) The Floating Rate Malta Government *Stock* 2018 (VI) linked to the six-month Euribor shall be redeemed at par (100) on the 25th September, 2018.

(ii) The Floating Rate Malta Government *Stock* 2019 (IV) linked to the six-month Euribor shall be redeemed at par (100) on the 25th March, 2019.

### **11. Security**

The *Stock* and dividend (interest) thereon will be a charge on the General Revenue and Assets of the Government of Malta.

### **12. Trading on The Malta Stock Exchange**

Pursuant to the Financial Markets Act, Cap. 345, an application has been submitted to the *Listing Authority* for each stock to be admitted to the Official List and for trading on the Malta Stock Exchange.

### **13. Collective Action Clauses (CACs)**

(a) Pursuant to the decision of the European Council of 24-25th March 2011, and in accordance with Paragraph 3 of Article 12 of the European Stability Mechanism (ESM) Treaty, the model Collective Action Clauses (CAC) became mandatory in all new euro area government securities with maturity above one year issued on or after 1st January 2013.

(i) Pursuant to the provisions contained in the CACs, the *Accountant General* may, at any time, convene a meeting of stockholders to consider and approve any modifications of

kondizzjonijiet u t-termini tal-*iStock*.

(ii) Hemm żewġ tipi ta' modifiki li jistgħu jsiru, (1) modifika ta' materja riżervata li tinvolvi l-modifika tal-aktar termini u kondizzjonijiet importanti tal-*iStock*, bħal tnaqqis tal-ammont prinċipali tal-*iStock*, jew tal-imgħax li jiġihallas fuqu, jew tibdil fid-dati ta' meta jiġihallas l-imgħax jew id-data ta' meta l-*iStock* jiġi mifdi, jew tibdil fit-tifsira ta' materja riżervata u (2) modifika ta' materja mhux riżervata, li tinvolvi l-modifika tat-termini u kondizzjonijiet anqas importanti minn modifika ta' materja riżervata.

(iii) Skont l-KAK, modifika tista' tiġi proposta kemm fir-rigward ta' *Stock* wiehed, msejha bħala serje waħda ta' modifika, jew aktar minn *Stock* wiehed fl-istess ħin, msejha bħal modifika *cross series*.

(iv) Il-modifika ta' *Stock* fir-rigward ta' materja riżervata teħtieġ il-vot affermattiv ta' mhux anqas minn 75% tal-ammont totali prinċipali tal-*iStock* pendenti, rappreżentati waqt laqgħa tad-detenturi tal-*iStock* debitament imsejha, jew mhux anqas minn 66 2/3% tal-ammont totali prinċipali f'każ ta' riżoluzzjoni bil-miktub.

(v) Fir-rigward ta' modifika ta' materja mhux riżervata, hu meħtieġ, il-vot affermattiv tad-detenturi tal-*iStock* li jiffurmaw aktar minn 50% tal-ammont totali prinċipali tal-*iStock* pendenti waqt laqgħa debitament imsejha, jew aktar minn 50% tal-ammont totali prinċipali tal-*iStock* pendenti b'riżoluzzjoni bil-miktub.

(vi) F'kull każ, modifika proposta teħtieġ il-kunsens tal-*Accountant General* u, jekk tkun approvata, għandha torbot lid-detenturi kollha tal-*iStock*.

(b) L-avviż li jsejjaħ laqgħa tad-detenturi tal-*iStocks* għandu jiġi ppubblikat mill-*Accountant General* mill-inqas 21 ġurnata mid-data qabel ma sseħħ il-laqgħa jew, fil-każ ta' laqgħa aġġornata, mill-inqas 14-il ġurnata qabel id-data tal-laqgħa aġġornata. L-avviż għandu, fost affarijiet oħra, (i) jiddikjara l-ħin, id-data u l-post fejn se ssir il-laqgħa; (ii) jistabbilixxi l-agenda u l-*quorum* għal, u t-test ta' kull riżoluzzjoni proposta sabiex tiġi adottata fil-laqgħa; u (iii) jistabbilixxi kull regola addizzjonali adottata mill-*Accountant General*, u jekk applikabbli, l-kondizzjonijiet li taħthom modifika *cross-series* titqies bħala sodisfatta jekk tiġi approvata fir-rigward ta' xi uħud mis-serje affettwati iżda mhux kollha ta' titoli ta' dejn.

(c) Is-Sedja ta' kull laqgħa tad-detenturi tal-*iStocks* għandha tinħatar mill-*Accountant General*; jew f'każ fejn il-persuna nominata ma tkunx preżenti waqt il-laqgħa, mid-detenturi li għandhom aktar minn 50% tal-ammont totali prinċipali tal-*iStocks* li jkunu f'dak iż-żmien pendenti u rappreżentati waqt il-laqgħa.

(d) L-*Accountant General* għandu mingħajr telf ta' żmien, jipubblika l-avviżi kollha u materji l-oħra meħtieġa li jkunu ppublikati skont il-laqgħat tad-detenturi tal-*iStocks* u riżoluzzjonijiet bil-miktub:

the borrowing terms and conditions of the Stock on issue.

(ii) The modifications that may be carried out are of two types: (1) A 'reserved matter' modification, involving the modification of the most important terms and conditions of this Stock, such as a reduction in the principal or interest payable on this Stock, or changes in the dates when interest is payable or Stock is redeemable, or change the definition of a 'reserved matter'; and (2) A 'non-reserved matter' modification, involving the modification of less important terms and conditions other than a reserved matter.

(iii) Under the CAC, a modification may be proposed in relation to either a single stock, a so-called single-series modification, or to more than one stock at the same time, a so-called cross series modification.

(iv) Modification of stock in relation to a 'reserved matter' shall require the affirmative vote of stockholders of not less than 75% of the aggregate principal amount of the outstanding stock represented at a meeting duly convened, or not less than 66 2/3% of the aggregate principal amount of the outstanding stock in the case of written resolution.

(v) In relation to a 'non-reserved matter' modification, the affirmative vote of stockholders of more than 50% of the aggregate principal amount of the outstanding stock represented at a meeting duly convened, or of more than 50% of the aggregate principal amount of the outstanding stock in the case of written resolution, is required.

(vi) In all events, a proposed modification shall require the consent of the Accountant General and, if approved, shall be binding for all stockholders.

(b) Notice of Meetings of Stockholders shall be published by the Accountant General at least 21 days prior to the date of the meeting or, in the case of an adjourned meeting, at least 14 days prior to the date of the adjourned meeting. The notice shall, amongst other matters, (i) specify the date, time and location of the meeting; (ii) set out the agenda and quorum for, and the text of any resolutions proposed to be adopted; and (iii) set out any additional rules adopted by the Accountant General and, if applicable, the conditions under which a cross-series modification will be deemed to have been satisfied if it is approved as to some but not all the affected series of debt securities.

(c) The Chair of any meeting of stockholders will be appointed by the Accountant General; or if such person nominated is not present at the meeting, by the holders of more than 50% of the aggregate principal amount of the Stocks then outstanding represented at the meeting.

(d) The Accountant General shall publish, without undue delay, all notices and other matters required to be published pursuant to Stockholders Meetings and Written Resolutions:

- (i) fuq il-*website* tat-Teżor: [www.treasury.gov.mt](http://www.treasury.gov.mt);
- (ii) permezz tal-Borża ta' Malta; u
- (iii) fil-Gazzetta tal-Gvern.

(e) Il-Klawsoli ta' Azzjoni Kollektiva (KAK) maqbula bejn l-Istati Membri tal-Unjoni Ewropea fis-*summit* li sar bejn l-24 u l-25 ta' Marzu 2011, u skont paragrafu 3 tal-Artikolu 12 tat-Trattat li jstbilixxi l-Mekkanizmu ta' Stabbiltà Ewropea (ESM), jinsabu fuq il-*website* tat-Teżor [www.treasury.gov.mt](http://www.treasury.gov.mt) fis-sezzjoni riservata għad-Direttorat tad-*Debt Management*.

Nota: Il-paragrafu ta' hawn fuq dwar il-Klawsoli ta' Azzjoni Kollektiva (KAK) huwa sommarju ta' informazzjoni meħudha mill-Mudell tal-Klawsoli ta' Azzjoni Kollektiva (KAK). Fl-interess tagħhom, l-applikanti potenzjali kollha huma mhegġa sabiex jaqraw il-Klawsoli ta' Azzjoni Kollektiva shaħ u fid-dettal kollu tagħhom li jinsabu fuq il-*website* tat-Teżor, u kull deċiżjoni ta' investiment fl-*Stock/s* għandha tittiehed wara li jiġi kkunsidrat il-Prospett shaħ.

#### 14. Leġislazzjoni Relattiva

L-Att tal-2013 li Jimplimenta Miżuri tal-Estimi (L-Att Nru. III tal-2013), l-Ordinanza dwar Self Lokali (*Stock* u Titoli Reġistrati), Kap. 161, u Direttiva mill-Ministru għall-Finanzi taħt l-artikoli 4 (1) (a) u 6 (1) tal-Ordinanza msemmija, ir-Regolamenti tal-1959 dwar Self Lokali (*Stock* Reġistrat).

Nota: Il-valur tal-investiment jista' jitla' u/jew jinzel matul iż-żmien li l-*Stock* ikun fis-suq.

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- (i) on the Treasury's website: [www.treasury.gov.mt](http://www.treasury.gov.mt);
- (ii) through the Malta Stock Exchange;
- (iii) Malta Government Gazette.

(e) The Collective Action Clauses (CACs), as agreed upon by the Member States of the European Union at its summit held on 24-25 March 2011, and in accordance with Paragraph 3 of Article 12 of the European Stability Mechanism (ESM) Treaty, can be found on the Treasury website [www.treasury.gov.mt](http://www.treasury.gov.mt) under the section reserved for the Debt Management Directorate.

Note: The above paragraph on the Collective Action Clauses (CACs) contains summarized information taken from the Model Collective Action Clauses (CAC). All potential applicants are solicited to access the detailed CACs which can be found on the Treasury website, and any decision to invest in the Stock/s should be based on consideration of the Prospectus as a whole.

#### 14. Relevant Legislation

The Budget Measures Implementation Act, 2013 (Act No. III of 2013), the Local Loans (Registered Stock and Securities) Ordinance, Cap. 161, and Directive by the Minister for Finance under articles 4 (1) (a) and 6 (1) of the said Ordinance, the Local Loans (Registered Stock) Regulations, 1959.

Note: The value of the investment may go up and/or down during the tenor of the stock.

10th September, 2013