



FOODS
FINANCE PLC

Notice of Mergers

Date of Announcement

2nd June 2021

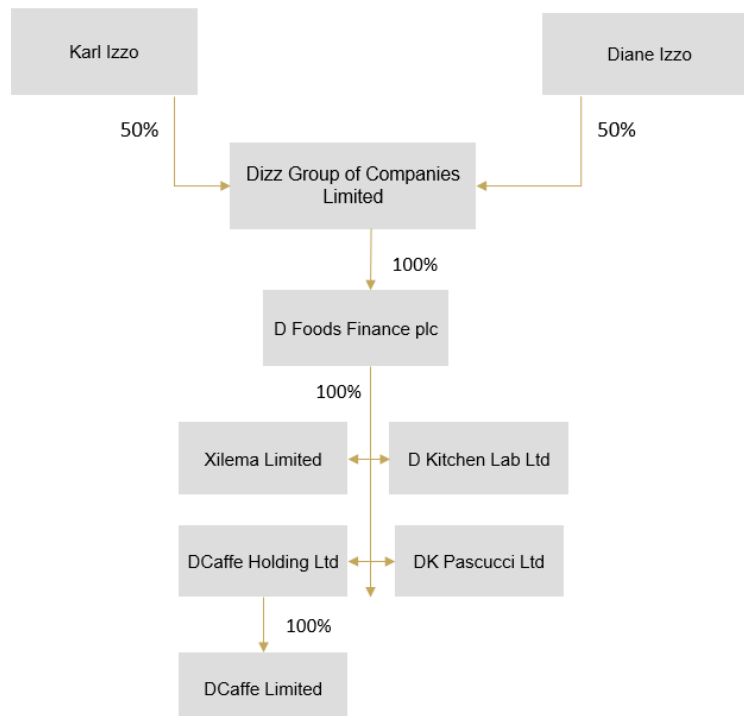
The following is a company announcement issued by D Foods Finance p.l.c. (C94912), hereinafter the “Company” of Dizz Buildings, Carob Street, Santa Venera, Malta pursuant to the Listing Rules issued by the Listing Authority regulating the Institutional Financial Securities Market:

QUOTE

As explained in the Base Prospectus of the Company dated 21 July 2020 (hereinafter the “Base Prospectus”), the Company is undergoing a restructuring exercise which involves a number of steps to be taken.

As of the 24 September 2020, the Subsidiaries (as defined in the Base Prospectus) are now fully owned by the Company in virtue of the transfer of the remaining shares in the Subsidiaries from Dizz Group of Companies Limited (C 64435) to the Company.

Consequently, following the share transfers, the Company’s organisational structure is as follows:



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Furthermore, the Company announces that as part of a corporate restructuring exercise of the Dizz Group (as defined in the Base Prospectus) aimed at streamlining operations, two of its subsidiary companies, DK Pascucci Limited (C 58478) (hereinafter “DK Pascucci”) and Xilema Limited, (C 77551) (hereinafter “Xilema”) were amalgamated by a merger by acquisition, in terms of the Companies Act (Chapter 386 of the Laws of the Malta). The merger by acquisition has been preceded by a transfer by the Company of its entire shareholding in Xilema to DK Pascucci. Upon the merger by acquisition taking effect, DK Pascucci, as the acquiring company, succeeded to all the assets, rights, liabilities and obligations of Xilema, which in turn ceased to exist. The merger by acquisition did not have any effect on the Company’s shareholding in DK Pascucci and the Company shall continue to hold all the Ordinary shares in DK Pascucci.

Simultaneously, in virtue of the Dizz Finance plc Prospectus issued on the 16 September 2016, the Dizz Group is undergoing another company restructuring process involving the retail companies within the Dizz Group, which corporate restructuring is also aimed at streamlining operations.

Thereafter, the following companies shall be amalgamated by mergers by acquisition in terms of the Companies Act (Chapter 386 of the Laws of Malta):

- Dizz Limited (C 26823) and Dizz Labs Limited (C 74298) (hereinafter “Dizz Labs”);
- DK Fashion Co. Ltd. (C 47296) (hereinafter “DK Fashion”) and D Fashion Limited (C 82303) (hereinafter “D Fashion”);
- DK Fashion and DK Max Limited (C 75168) (hereinafter “DK Max”);
- DKV & Co. Limited (C 70942) (hereinafter “DKV”) and D’s Ltd (C 33852) (hereinafter “D’s”);
- DKV and D3 Fashion Limited (C 70701) (hereinafter “D3 Fashion”).

Dizz Labs, D Fashion, DK Max, D’s and D3 Fashion shall together be referred to as the “Acquired Companies”.

Dizz Limited, DK Fashion, DKV shall together be referred to as the “Acquiring Companies”.

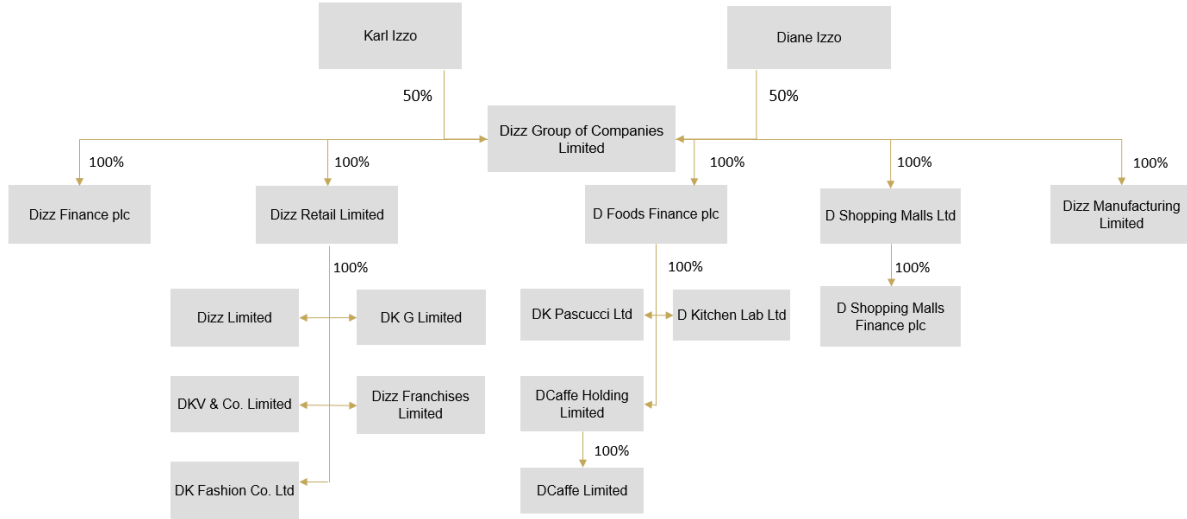
The proposed mergers by acquisition have been preceded by a transfer of the entire shareholding of the Acquired Companies by their respective Acquiring Companies. Upon the proposed merger by acquisition taking effect, the Acquiring Companies shall succeed to all the assets, rights, liabilities and obligations of their respective Acquired Companies, which in turn shall all cease to exist.

Finally, DK G Limited (C 75176) and Dizz Franchises Limited (C 72974) shall be fully transferred to Dizz Retail Limited (C 83267) as part of the restructuring process of the Dizz Group. Hence, the KIKO Brand will enter into the Dizz Group thereafter.



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Consequently, following the proposed restructuring exercise, the outcome of the organisational structure of the Dizz Group shall be as follows:



UNQUOTE

Diane Izzo
Company Secretary

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