

D I Z Z

FINANCE PLC

Notice of Merger

Date of Announcement

3rd June 2021

The following is a company announcement issued by Dizz Finance p.l.c. (C 71189), hereinafter the “Company” pursuant to the Listing Rules issued by the Listing Authority:

QUOTE

The Company announces that it is undergoing a corporate restructuring exercise aimed at streamlining operations of the Subsidiaries (as defined in the Prospectus of the Company dated 16 September 2016).

As of the 28 December 2020, Dizz Limited (C 26823), DKV & Co. Limited (C 70942) and DK Fashion Co. Ltd. (C 47296) are fully-owned subsidiaries of Dizz Retail Limited (C 83267).

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 mergers by acquisition have been preceded by a transfer of the entire shareholding of the Acquired Companies by their respective Acquiring Companies. Upon the 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.

Also, 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.

Furthermore, as explained in the Company Announcement issued by D Foods Finance p.l.c. (C 94912) (hereinafter “D Foods”) dated 2nd June 2021 in terms of the Listing Rules regulating the Institutional Financial Securities Market, D Foods is simultaneously undergoing a restructuring exercise.

DK Pascucci Limited (C 58478) (hereinafter “DK Pascucci”) and Xilema Limited (C 77551) (hereinafter “Xilema”) have been 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 D Foods of its entire shareholding in

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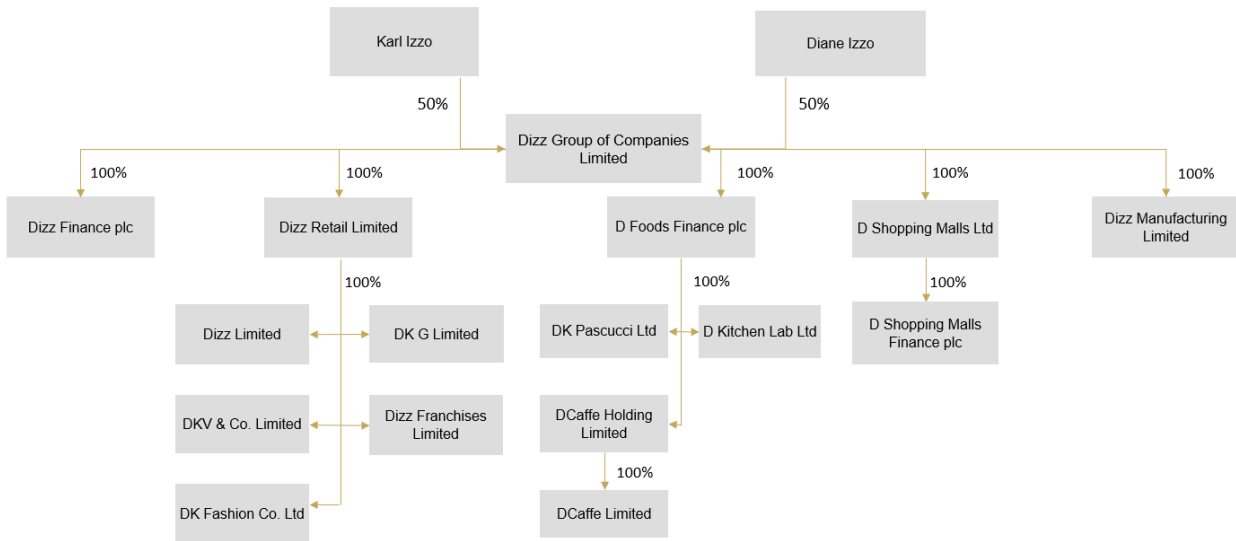
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Xilema to DK Pascucci. Upon the merger by acquisition taking effect, DK Pascucci, as the acquiring company succeeded to all the assets, rights, liabilities and obligations of Xilema, which in turn ceased to exist.

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



UNQUOTE

Mr Kenneth Abela
Company Secretary

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