Explanatory Circular
Dated 01 November 2018
for Extraordinary General Meeting
being held on 03 December 2018

This Circular is being issued by GO P.L.C.

A PUBLIC LIMITED COMPANY REGISTERED IN MALTA WITH COMPANY REGISTRATION NUMBER C 22334 AND HAVING ITS REGISTERED ADDRESS AT GO, FRA DIEGU STREET, MARSA, MRS 1501, MALTA

Dated 1 November 2018

THIS CIRCULAR IS BEING ISSUED IN FULFILMENT OF THE REQUIREMENTS OF THE LISTING RULES

Table of Contents

Definitions	4
1. Important Information	6
2. Information About the BMIT Group	6
3. The Transaction	12
4. Selected Financial Information	13
5. Prospective Financial Information for the BMIT Group	21
6. Financial Implications of the Proposed Realisation on GO	27
7. Declarations	31
8. Legal Proceedings - BellNet	31
9. Accountant's Reports on the Prospective Financial Information and Pro Forma Financial Information	32
10. Resolution at EGM	32
11. List of Directors	33
12. Documents Available for Inspection	33
Annex I – Prospective Financial Information	34
Annex II – Accountant's Report on Prospective Financial Information	45
Annex III – Pro Forma Financial Information	48
Annex IV – Accountant's Report on Pro Forma Financial Information	51

Definitions

"BMIT Group"	the companies listed in section 2.1 of this Circular
"BMIT Technologies"	BMIT Technologies p.l.c. (previously known as Go Data Centre Services Limited), a public limited liability company, registered under the laws of Malta with company registration number C 48299 and with registered office situated at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara SCM 1001, Malta
"BMIT Technologies Share/s"	the issued ordinary shares of BMIT Technologies
"Board"	the board of Directors of the Company
"Circular"	this document in its entirety
"Companies Act"	the Companies Act 1995 (Cap. 386 of the laws of Malta)
"Company" or **"GO"**	GO p.l.c., a public limited liability company registered under the laws of Malta with company registration number C 22334 and with registered office situated at Go, Fra Diegu Street, Marsa MRS 1501, Malta
"Director/s"	the director(s) of the Company as identified in section 11 of this Circular
"EGM"	the Extraordinary General Meeting of the Company to be held on 3 December 2018
"GO Group"	means GO and its subsidiaries, excluding the BMIT Group
"IPO"	the proposed initial public offering of the BMIT Technologies Shares in connection with the Proposed Listing
"Listing Authority"	the Board of Governors of the MFSA, appointed as Listing Authority for the purposes of the Malta Financial Services Authority Act (Cap. 330 of the laws of Malta), which Listing Authority is established in terms of the Financial Markets Act (Cap. 345 of the laws of Malta)
"Listing Rules"	the listing rules made by the Listing Authority under article 13 of the Financial Markets Act (Cap. 345 of the laws of Malta) as amended, supplemented or otherwise modified from time to time
"MSE"	the Malta Stock Exchange p.l.c., as originally constituted in terms of the Financial Markets Act (Cap. 345 of the laws of Malta) having its registered office at Garrison Chapel, Castille Place, Valletta VLT 1063, Malta and registration number C 42525
"Notice"	notice of the EGM to the Shareholders of the Company
"Official List"	the list prepared and published by the MSE as its official list in accordance with the MSE Bye-Laws

"Proposed Listing"	the proposed admission to listing on the Official List of the MSE of the BMIT Technologies Shares
"Proposed Realisation"	the proposed divestment of the Realisation Shares
"Realisation Shares"	the amount of BMIT Technologies Shares sold by the Company which shall not be more than 49% and not less than 25% of the issued share capital of BMIT Technologies
"Share/s"	the issued ordinary shares of the Company
"Shareholder/s"	holder/s of the Shares

This document contains forward-looking statements, including, without limitation, statements containing the words "believes", "expects", "intends", "may", "will" or, in each case, their negative or other variations or similar expressions. Such forward-looking statements involve unknown risks, uncertainties and other factors which may cause the actual achievements to be different from achievements expressed or implied by such forward-looking statements.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations. Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or the Listing Rules or any modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Act or the Listing Rules or modification thereof, as the case may be, unless otherwise provided. Any reference to a time of a day in this Circular is a reference to Malta time.

1. Important Information

On 3 October 2018, the Company announced the Proposed Listing of BMIT Technologies and the Proposed Realisation. The EGM is being convened for 3 December 2018 at 16:00hrs in order to seek, inter alia, Shareholders' approval for the Proposed Realisation. The purpose of this Circular is to provide information to the Shareholders in order to allow them to make properly informed decisions and better understand the nature of the business and resolutions to be discussed and decided upon at the EGM.

For the avoidance of doubt, the completion of the Proposed Realisation shall be conditional upon the satisfaction of the following: (i) obtaining Shareholder approval at the EGM; (ii) the approval for admission to listing of the BMIT Technologies Shares; (iii) the Proposed Listing; and (iv) a minimum of 25% of the BMIT Technologies Shares are taken up at the IPO. In the event that any of these conditions do not materialise, the Proposed Realisation will not take place.

This Circular is being issued pursuant to Chapter 5 and Chapter 6 of the Listing Rules issued by the Listing Authority in particular, Listing Rules 5.43 to 5.53 on the preparation of Pro Forma Financial Information, Listing Rule 6.2 on the contents of all circulars, and Listing Rule 6.18 on the contents of circulars relating to acquisitions and realisations.

This Circular is important and requires your immediate attention. Please consult an appropriate independent professional advisor should you be in doubt as to the import of this document and/or any action required of you.

All the Directors of the Company whose names appear in section 11 of this Circular accept responsibility for the information contained in this Circular. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information contained in this Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Directors are recommending the resolutions relative to this Circular as contained in the Notice. Accordingly, in respect of the proposals and resolutions referred to herein, the Directors make their unqualified recommendation to shareholders to vote in favour of such proposals and resolutions being submitted to their vote in connection with the transaction referred to herein. In the Directors' opinion, the transaction described in this document is in the best interests of the Company and its shareholders as a whole.

2. Information About the BMIT Group

2.1 Introduction

The BMIT Group consists of the following companies:

BMIT Technologies p.l.c. (previously known as Go Data Centre Services Limited), a public limited liability company, registered under the laws of Malta with company registration number C 48299 and with registered office situated at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara SCM 1001, Malta with an issued share capital of twenty million three hundred and fifty-nine thousand and five hundred and thirty-one Euro (€20,359,531).

BM IT Limited, a private limited liability company, registered under the laws of Malta with company registration number C 39594 and with registered office situated at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara SCM 1001, Malta with an issued share capital of three thousand four hundred and forty-nine Euro and eighty cents (€3,449.80).

BM Support Services Limited, a private limited liability company, registered under the laws of Malta with company registration number C 39699 and with registered office situated at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara SCM 1001, Malta with an issued share capital of one thousand seven hundred and twenty-six Euro and seven cents (€1,726.07).

BellNet Limited, a private limited liability company, registered under the laws of Malta with company registration number C 30793 and with registered office situated at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara SCM 1001, Malta with an issued share capital of three thousand four hundred and fifty three Euro and six cents (€3,453.06).

Kinetix IT Solutions Limited ("Kinetix"), a private limited liability company, registered under the laws of Malta with company registration number C 27726 and with registered office situated at Building SCM02, Level 2, Smartcity Malta, Ricasoli, Kalkara SCM 1001, Malta with an issued share capital of three hundred and thirty-six thousand and five hundred and fifty-two Euro and forty-seven cents (€336,552.47).

Kinetix IT Services Limited, a private limited liability company, registered under the laws of Malta with company registration number C 48798 and with registered office situated at 55 Birbal Street, Balzan, BZN 9017, Malta with an issued share capital of one thousand one hundred and sixty-six Euro (€1,166) (In dissolution).

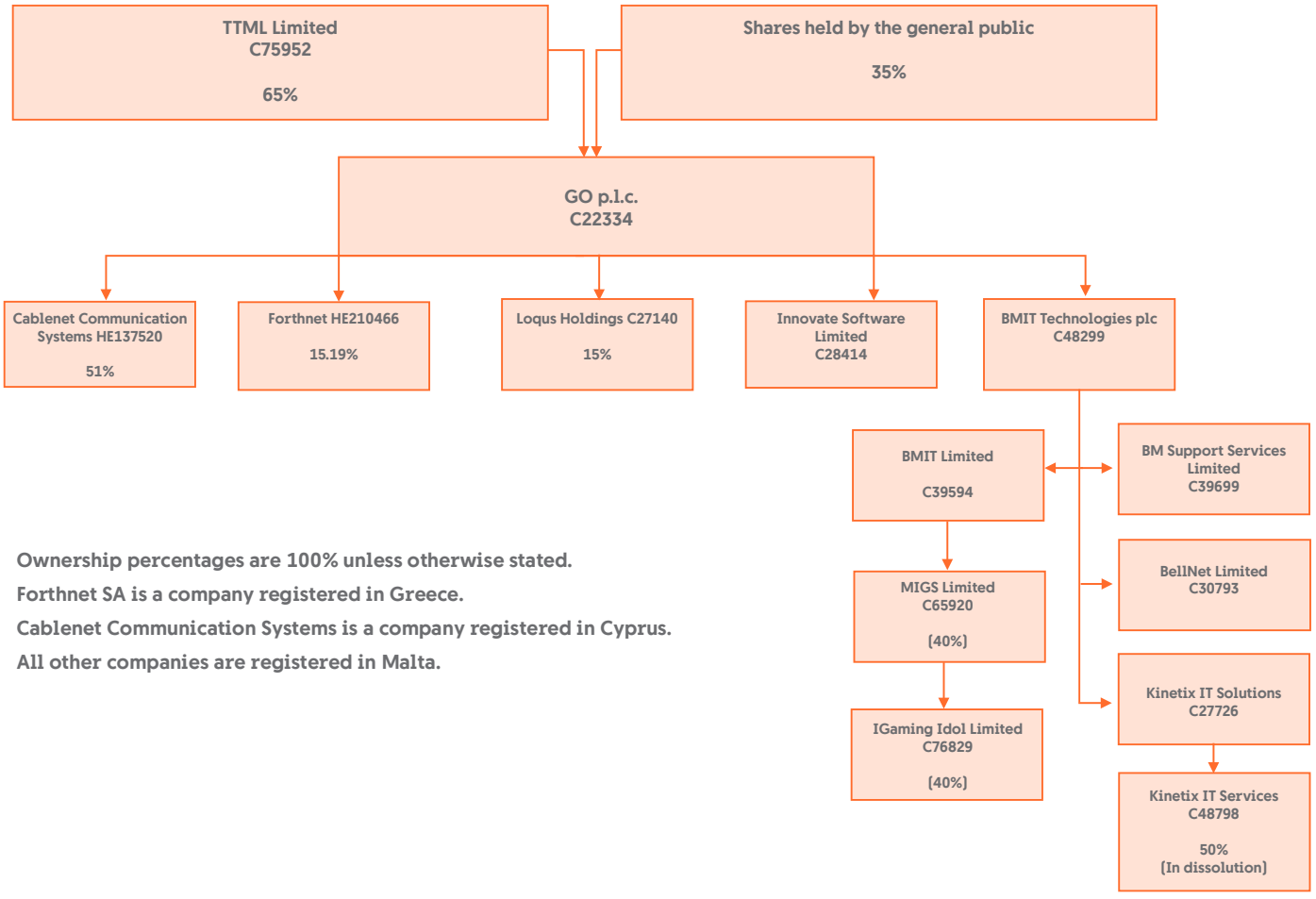
MIGS Limited, a private limited liability company, registered under the laws of Malta with company registration number C 65920 and with registered office situated at Ewropa Business Centre, Level 3 – 701, Dun Karm Street, Birkirkara BKR 9034, Malta with an issued share capital of one thousand two hundred Euro (€1,200).

iGaming Idol Limited, a private limited liability company, registered under the laws of Malta with company registered number of C 76829 and with registered office situation at Tower Gate Place, Tal-Qroqq Street, Msida MSD 1703, Malta with an issued share capital of one thousand two hundred Euro (€1,200).

2.2 Shareholding Structures Before and After IPO

The shareholding structures presented hereunder show how the GO Group and the BMIT Group look like before and after the IPO. The shareholding structures assume that 49% of the BMIT Technologies Shares will be divested by the Company as a result of the Proposed Realisation.

GO p.l.c. structure before the IPO (including the BMIT Group)



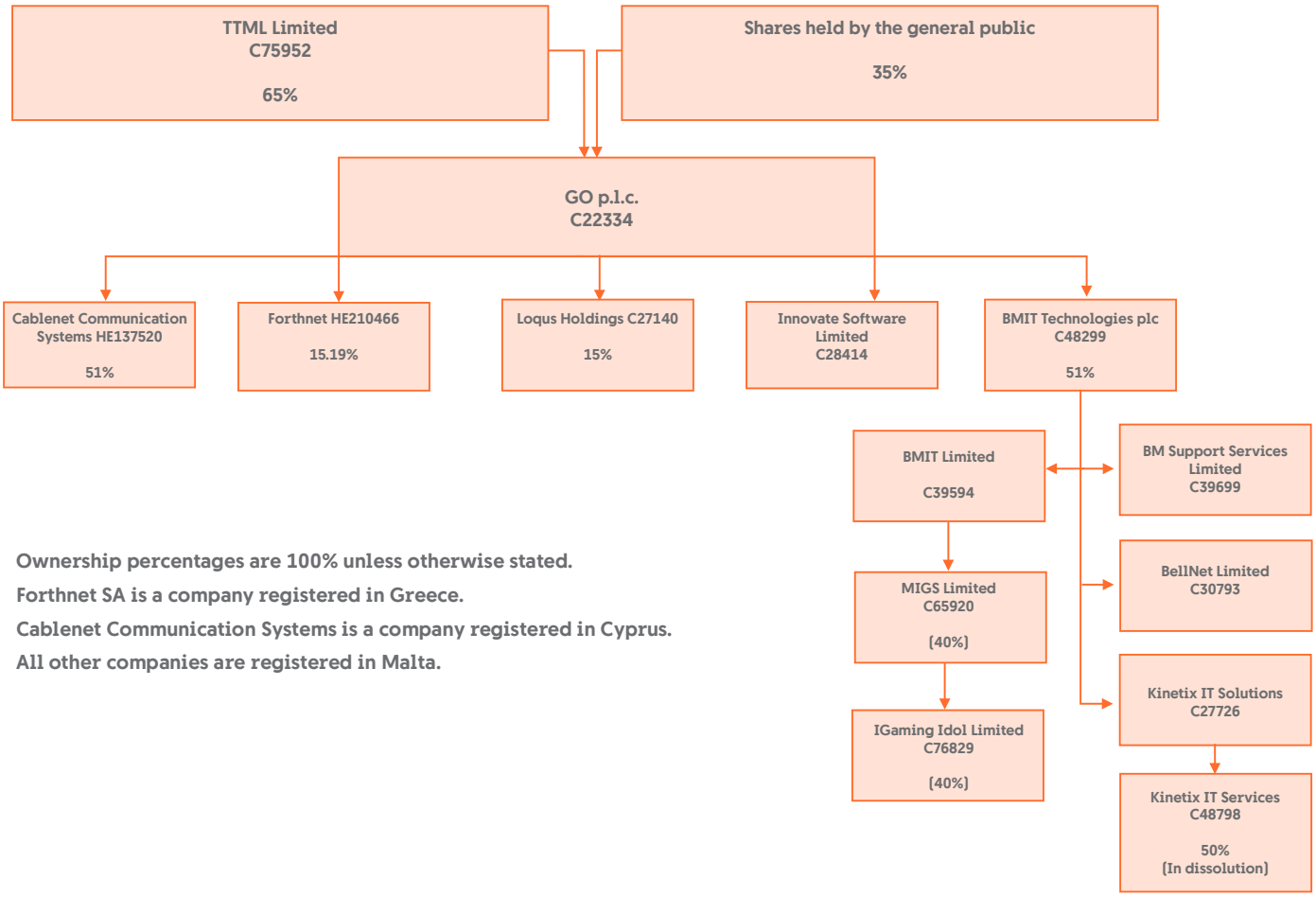
Ownership percentages are 100% unless otherwise stated.

Forthnet SA is a company registered in Greece.

Cablenet Communication Systems is a company registered in Cyprus.

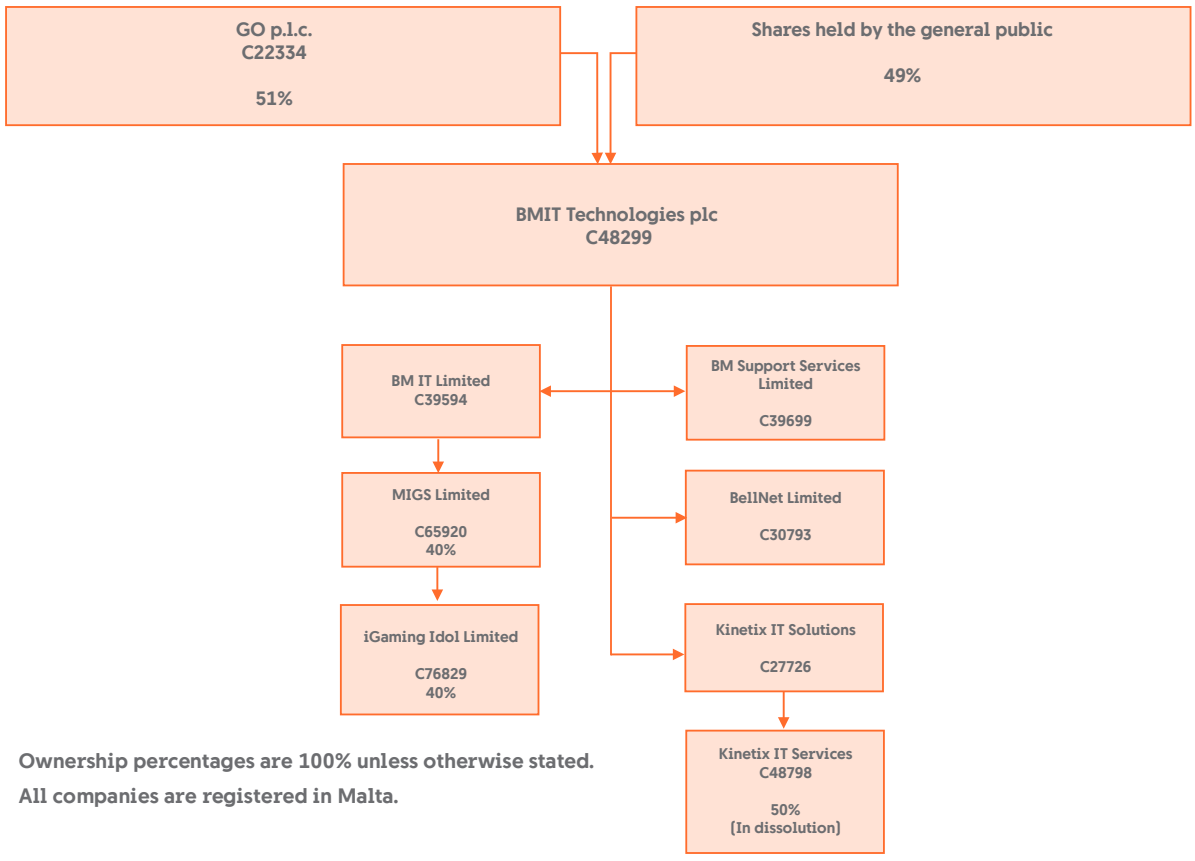
All other companies are registered in Malta.

GO p.l.c. structure after IPO



Ownership percentages are 100% unless otherwise stated.
Forthnet SA is a company registered in Greece.
Cablenet Communication Systems is a company registered in Cyprus.
All other companies are registered in Malta.

BMIT Technologies p.l.c. structure after the IPO



Ownership percentages are 100% unless otherwise stated.
All companies are registered in Malta.

2.3 The Business of the BMIT Group

The core business of the BMIT Group is primarily carried out through the following four companies: BMIT Limited, Kinetix IT Solutions Limited, BM Support Services Limited and BellNet Limited.

BM IT Limited

BM IT Limited was set up more than fifteen years ago to provide data centre services in Malta. Its mission is to provide customers with peace of mind and enable them to focus on their business whilst abstracting the complexity involved in deploying and managing complex IT solutions to support their business. This is achieved through a portfolio which spans across three inter-linked categories of services which form the basis for the company's IT-as-a-Service offering and ensures an IT architecture and solutions that meet its customers' business, technical and regulatory requirements.

At the heart of its operation are BM IT Limited's two data centre facilities in Malta, which are both ISO27001 and PCI-DSS certified and managed 24x365 and inter-linked with the company's international locations in Italy and Germany through its own 40Gbps private international managed network. The company's international presence also allows it to offer direct connections to the Far East, enabling customers to better reach the Asian market.

As cloud services became more mainstream, BM IT Limited deployed Malta's first Public Cloud Services platform, hosted at its facilities in Malta to ensure compliance requirements, and on which it offers both infrastructure-as-a-service and software-as-a-service solutions. The Public Cloud Services infrastructure is also integrated with leading cloud services providers such as Microsoft, thanks to its Tier-1 Microsoft Cloud Services Provider (CSP) partner status. Customers also have access to the company's MultiCloud Connect, a high-performance, private and dedicated solution linking customers' infrastructure to one or more of the global cloud platforms, such as Amazon AWS, Microsoft Azure, Google Cloud and many other providers. Additionally, through a strategic partnership with Cablenet, a sister company of the BMIT Group, the company is offering such range of public cloud services in Cyprus.

Kinetix IT Solutions Limited

The acquisition of Kinetix IT Solutions Limited, an award-winning Maltese ICT and cloud services provider enabled the BMIT Group to grow its portfolio to now cover an extended range of IT services. Kinetix specialises in designing, implementing, maintaining, managing and optimizing IT setups for enterprises. The company is also one of Malta's leading cloud systems integrators and a strategic partner of Microsoft on the island. Additionally, Kinetix provides various office IT implementation services, from structured cabling to wired and wireless networking, IP telephony and security solutions.

BM Support Services Limited and BellNet Limited

BM Support Services Limited and BellNet Limited complement BM IT Limited in terms of providing the resources, infrastructure and support services required by the BMIT Group to fulfil its operating and service delivery requirements. BellNet Limited is also a registered undertaking for Electronic Communications Services with the Malta Communications Authority (MCA).

The BMIT Group

The combined portfolio of the BMIT Group enables it to offer its customers a complete suite of data centre centric services, including hosting and managed services, as well as a range of public, private and hybrid cloud services. These can be deployed at the customers' premises, hosted at any of the BMIT Group's data centres, or integrated with services offered by leading cloud services providers. Moreover, the BMIT Group also specializes in the design, implementation, support and optimization of ICT solutions for the corporate sector. Today the BMIT Group proudly delivers its services to over 500 corporate customers from various industries including online gaming, financial services, ICT, manufacturing, media, transportation, retail and hospitality. BMIT Group's scale and range of customers, partnerships with leading technology players and its employees' technology certifications enable it to obtain a proficient understanding of the business, technology and also regulatory requirements, as and where applicable.

Everything that the BMIT Group does is supported by a highly-specialised team of professionals. Through people and the constant investment in technical certifications, the BMIT Group has attained various technology

competencies. BM IT Limited is a Microsoft Gold Partner for Datacentre and an approved Microsoft Cloud Services Provider, an HPE Gold Partner for Servers and Services and HPE Gold Service Provider Partner, a VMware Service Provider Partner and a Cisco Select Partner. Kinetix is a Microsoft Gold Partner for Cloud Platform and a Microsoft Gold Partner for Cloud Productivity. Employees at BMIT Group are also trained and certified in Information Technology Infrastructure Library (ITIL). These credentials enable the BMIT Group to design and implement secure and reliable IT solutions for various needs and to deliver a range of Managed IT Services, on- or off-premise, that help customers maximize their return on IT investment and deliver better and more services to their employees and customers.

As recognition of the BMIT Group's continued investment towards broadening its portfolio and continuing to strive for excellence, BM IT Limited was shortlisted as one of the finalists in the EGR Data Centre Provider of Year Award for the past seven successive years and in 2015 the company was awarded the prestigious Ruban d'Honneur in the European Business Awards, one of only ten companies out of hundreds participating from across Europe. Furthermore, Kinetix has been recognised on multiple occasions by Microsoft as Partner of the Year in Malta, the latest being in 2017. Kinetix also received the highly prestigious Microsoft IT Solutions Partner of the Year Award in 2015.

2.4 Key Personnel of the BMIT Group

Christian Sammut – Chief Executive Officer
Christian is an experienced data centre, telecom and business development specialist. Throughout his career Christian has worked in the private and public sectors both locally as well as overseas, including the aerospace industry. His responsibilities have included the delivery and support of IT infrastructure services, as well as the management and operations of the Government of Malta's data centres. In 2001 Christian joined the Company to develop new business and data centre opportunities and held various positions at GO p.l.c. including that of Chief Officer for Strategy & Business Development. In 2011 he was appointed CEO for the BMIT Group and in addition, more recently, Chief Officer for B2B at GO p.l.c.. In 2015 Christian was appointed non-executive Chairman of Gaming Malta, an independent non-profit foundation set up by the Government of Malta and the Malta Gaming Authority, tasked with the remit of promoting Malta as a Centre of excellence in the remote gaming sector globally and with enhancing the ecosystem surrounding the sector. Christian is a graduate in engineering from the University of Malta and holds a Masters in Business Administration from Henley Management College.

Gordon Bezzina – Chief Technology Officer
Gordon is the Chief Technology Officer responsible for BM IT Limited's core infrastructure – the network and the facilities. Throughout his career he has built a wide range of experience in various technical and consultancy positions at different organisations. Gordon has specialised in network infrastructure and data centre design and has since designed and implemented a number of network and data centre set-ups, including BM IT Limited's own 2 data centres. Gordon is a B.Sc. graduate and has various technical certifications.

Adrian Dalli – Chief Enterprise Solutions Officer
Adrian has been working in the ICT industry for more than 20 years. Prior to co-founding Kinetix, Adrian held technical operations management roles at organisations in the public sector, and in the automotive and software development industries where he delivered a number of large-scale projects and supported a variety of IT systems locally and abroad. Adrian is currently responsible for the technical implementation and technical support delivery functions. Adrian holds a Diploma in Sales and Marketing ISMM (UK) as well as various industry certifications.

Curt Gauci – Chief Digital Transformation Officer
Curt has been working in the ICT industry in access of 20 years and throughout his career he has been involved in a variety of projects assisting local and foreign organizations coming from various industries with the design, implementation and support of IT systems. This involvement has exposed him to different IT roles as well as vendors and technologies. His current focus is developing client relationships and becoming a strategic partner in their digital transformation journey. Curt joined the BMIT Group in 2016 following its acquisition of Kinetix IT Solutions, which he co-founded and acted as managing director since 1999. During his tenure Kinetix IT Solutions established itself as one of the leading ICT service providers on the island and year after year it received various excellence awards from international vendors. Curt holds an M.Sc. in Computer Sciences from the University of Liverpool as well as various industry certifications in the technology and business development areas.

Jack Mizzi – Chief Marketing Officer
Jack has extensive experience working in telecoms and ICT, with focus on marketing and product development. Since 2011, Jack has been responsible for all marketing and product-related matters at BM IT Limited. In this role, he oversees the development of BM IT Limited's product portfolio, including data centre, cloud and managed services. Jack was responsible for the launch of the first public cloud platform in Malta and also coordinated a multi-disciplinary team that was responsible for deploying BM IT Limited's international private data network across multiple countries. Jack also held a number of positions within the GO Group, including responsibilities in marketing, new business development, partnerships, content and wholesale. More recently he additionally held the post of Head of Business Marketing within GO p.l.c.. Jack is a graduate in Management and Public Policy from the University of Malta and holds an MSc in Marketing from the University of Leicester. He also holds a certification in project management.

Alexia Muscat – Chief Finance Officer
Alexia joined BM IT Limited in 2012 and leads the Finance and Administration function of the organisation, including full responsibility for the preparation and submission of financial information for all the companies within the BMIT Group. Alexia is also actively involved in ad hoc assignments related to due diligence projects carried out during change in ownership and acquisitions within the Group. Before joining BM IT Limited, Alexia worked as an accountant in one of the largest property development companies in Malta. During her term within this company, she was involved in the growth of the company from a limited company to a public listed company. Alexia's career started at PwC where she was part of the Tax & Legal Services team. At that time, she was responsible for the income tax compliance of a portfolio of personal and corporate clients. She was also involved in a number of audit assignments for clients in different industries. Alexia holds a B. Accountancy (Hons) degree from the University of Malta. She is a Certified Public Accountant and a member of the Malta Institute of Accountants.

Nick Tonna – Chief Commercial Officer
Nick joined BM IT Limited in 2012 from Microsoft Malta where for the previous seven years he led the Enterprise & Partner Group segment and was responsible for managing and developing the relationships with Microsoft's enterprise customers in Malta. Amongst various other achievements, Nick secured the first large-scale deployments of Cloud-based services and played a key role in the 2011 five-year strategic partnership agreement with the Government of Malta. He was recognised with the Microsoft Worldwide Circle of Excellence Award for his performance. Prior to Microsoft, Nick managed a number of ICT transformation projects including the implementation of a service management programme at the Malta Government's IT agency (MITA) as well as other projects in the public sector, banking and insurance sectors. At BM IT Limited, Nick leads the Commercial function and is responsible for orchestrating the sales and relationship management disciplines to accomplish the company's short- and long-term commercial objectives including profitability, revenue growth, customer acquisition and retention. Nick holds a Masters in Entrepreneurship and an undergraduate degree in Information Technology from the University of Malta and specialised in Business Information Systems at Virginia Commonwealth University, USA.

Dione Vella – Chief Customer Experience Officer
Dione started off his career at MITTS Ltd (now MITA) in 1995 were he spent 6 years in various roles including that of a Project Leader responsible for the Office of the Prime Minister (OPM). He was also a Technical Analyst handling complex ICT designs and implementation projects such as the first E-Gov framework launched in Malta. In 2002, Dione joined Innovate Limited, and subsequently GO, were he spent 12 years. At GO Group he held various positions including Manager IT Operations, Manager Strategic Development and Senior Manager Business Solutions. Amongst other achievements, Dione has worked on various data centre implementations, large scale and complex ICT/Telecom related projects with some of the biggest corporates in Malta. For these four years Dione headed the Customer Experience team at BM IT Limited - a 24x7 NOC and a technical account management team, both focused on loyalty, satisfaction and retention from a technical and service management perspective. Dione holds an MSc in Networking Technologies and Management from Sheffield Hallam University and Industry certificates in ITIL and PRINCE2.

3 The Transaction

3.1 Background

BMIT Technologies is a wholly-owned subsidiary of the Company. On the 03 October 2018, the Company announced that BMIT Technologies is pursuing a separate listing on the MSE. Pursuant to the Proposed Listing, the Company intends to divest itself of the Realisation Shares by selling the Realisation Shares at the IPO.

The IPO is expected to be completed by the end of Q1 2019. Following the completion of the Proposed Realisation, the Company will retain a minimum of 51% and a maximum of 75% of the BMIT Technologies Shares.

In connection with, and prior to, proceeding with the Proposed Realisation, the Company is now seeking the approval of the Shareholders at the upcoming EGM to dispose of the Realisation Shares. If approved by the EGM, BMIT Technologies will apply for admissibility to listing of all of the BMIT Technologies Shares on the Official List of the MSE, which listing is expected to happen before the end of Q1 of 2019.

3.2 Rationale for the Proposed Realisation

The Directors believe that the Proposed Listing and Proposed Realisation will:

- improve the ability of both groups (the GO Group and the BMIT Group) to assess the financial and operational aspects of each of the communications services business and the data hosting business by allowing appraisal of the companies as separate entities rather than as one;

- allow professional teams charged with executing the strategy of the GO Group and BMIT Group to focus upon, and enhance, the key drivers of their respective businesses as separate undertakings;

- allow the BMIT Group to access both debt and equity markets as appropriate, allowing it to achieve financial flexibility and independence as the company pursues its own commercial strategies;

- raise the profile of the BMIT Group, increasing its ability to recruit, motivate and retain key personnel;

- lead to a more direct alignment of the responsibilities and accountability of the management teams responsible for each company with their respective operating and financial performance resulting in enhanced management focus and overall performance; and

- generation of cash for the Company which shall create funds for distribution.

3.3 Principal Terms and Conditions for the Proposed Realisation

The Proposed Realisation is intended to be carried out by way of the IPO and the Proposed Listing. BMIT Technologies intends to file an application with the Listing Authority for admission to listing of BMIT Technologies Shares on the MSE. Subsequent to this and subject to the satisfaction of the following conditions, applicants will subscribe for a number of Realisation Shares during the subscription period.

The completion of the Proposed Realisation shall be conditional upon the satisfaction of the following:

i. obtaining Shareholder approval;
ii. obtaining MFSA approval for admission to listing of the BMIT Technologies Shares;
iii. the Proposed Listing; and
iv. a minimum of 25% of the BMIT Technologies Shares being taken up at the IPO.

In the event that any of these conditions do not materialise, the Proposed Realisation will not take place.

3.4 Application of Proceeds

The Company is seeking to raise up to forty-nine million Euro (€49,000,000) through the disposal of the Realisation Shares.

The sale of the Realisation Shares will generate liquidity to the Company that will be applied to deliver returns to its Shareholders.

3.5 Rights Attached to the BMIT Technologies Shares

The BMIT Technologies Shares form part of one class of ordinary shares in BMIT Technologies and shall accordingly have the same rights and entitlements. The following are highlights of the rights attaching to the BMIT Technologies Shares:

Dividends:	the BMIT Technologies Shares shall carry the right to participate in any distribution of dividends declared by BMIT Technologies *pari passu* with all other shares in the same class;
Voting Rights:	each BMIT Technologies Share shall be entitled to one vote at meetings of shareholders;
Capital Distributions:	the BMIT Technologies Shares shall carry the right for the holders thereof to participate in any distribution of capital made whether on a winding up or otherwise, *pari passu* with all other BMIT Technologies Shares of the same class;
Transferability:	the BMIT Technologies Shares are freely transferable in accordance with law, including the rules and regulations of the MSE applicable from time to time and with the articles of association of BMIT Technologies.

To date, the BMIT Technologies Shares have not been listed or traded on any regulated market in terms of the Listing Rules. As from the Proposed Listing, the BMIT Technologies Shares will be dematerialised and shall be held in book-entry form at the Central Securities Depositary of the Malta Stock Exchange.

4. Selected Financial Information

This section of the Circular sets out extracts from the consolidated financial statements of the BMIT Technologies for the three financial years ended 31 December 2015, 31 December 2016 and 31 December 2017. These financial statements have been drawn up in accordance with International Financial Reporting Standards ("**IFRS**") as adopted by the EU. The financial statements have been audited by PricewaterhouseCoopers and the auditor's report thereon comprises an unqualified audit opinion.

Apart from the acquisition of the remaining 49% shareholding in Kinetix IT Solutions Limited on 1 March 2018 for a consideration of €1.9 million and the capitalisation of a debt of €11.2 million due by BMIT Technologies to GO on 25 October 2018, there has been no significant change in the financial or trading position of the BMIT Group since 31 December 2017, the last period for which audited consolidated financial statements have been prepared.

4.1 Summary of Consolidated Income Statements

The table below sets out extracts from the consolidated Income Statements of the BMIT Group for the financial years ended 31 December 2015, 31 December 2016, and 31 December 2017.

BMIT Technologies plc (formerly GO Data Centre Services Limited) Consolidated Income Statements for the year ended 31 December	2015 €000s	2016 €000s	2017 €000s
Revenue	**14,533**	**18,022**	**19,717**
Cost of sales	(6,623)	(9,284)	(11,097)
Gross profit	**7,910**	**8,738**	**8,620**
Administrative expenses	(2,234)	(3,044)	(2,260)
Profit before tax	**5,676**	**5,694**	**6,360**
Tax expense	(2,043)	(1,962)	(2,309)
Profit for the year	**3,633**	**3,732**	**4,051**
Attributable to:			
Owners of the Company	3,633	3,552	3,795
Non-Controlling interest	-	180	256
Profit for the year	**3,633**	**3,732**	**4,051**
Earnings per share (in €) *	**0.018**	**0.018**	**0.020**
Total dividends	**3,700**	**3,665**	**4,925**
Dividends per share (in €) *	**0.018**	**0.018**	**0.024**

** The presentation of the earnings per share, dividends per share and the weighted average number of ordinary shares in issue during each financial year on which the earnings per share and dividends per share are based have been adjusted retrospectively to reflect the capitalisation of a loan of €11,249,531 due by BMIT Technologies to GO and the redenomination of the BMIT Technologies' share capital from a nominal value of €1 per share to a nominal value of €0.10 per share, both of which occurred subsequent to 31 December 2017.*

The BMIT Group's revenue increased from €14.5 million in 2015 to €19.7 million by 2017, equivalent to a CAGR of 16.5% per annum over the period. Revenue growth has been driven by a number of factors, including:

- The acquisition of Kinetix IT Solutions Limited in 2016, which accounted for revenues of €2.2 million in 2016;
- Increase in co-location revenue, attributable to the migration from the Qormi data centre to the new Smart City data centre in 2016 which resulted in an increase of *circa* 20% in rack capacity; and
- Focus on cloud and managed services, which have generated significant growth over the period which is attributable to strong relationships with software providers and the general move in the industry towards cloud services.

The BMIT Group currently services over 500 clients in Malta, the USA, Spain, and the UK, with *circa* 80% of clients involved in the remote gaming segment. Service agreements are in place with all customers. These agreements are typically for a term of 1 year and are renewable automatically every year, unless terminated with a period's notice. The BMIT Group enjoys strong relationships with its clients and has been servicing these clients for many years.

Gross profit has increased from €7.9 million in 2015 (equivalent to a gross profit margin of 54.4%) to €8.6 million in 2017 (equivalent to a gross profit margin of 43.7%). The reduction in gross profit margin over the period is attributable to the highly competitive environment in this particular industry and the increase in depreciation charge (classified with cost of sales) attributable to the new data centre in Smart City.

Administrative expenses have increased from €2.2 million in 2015 to €3 million in 2016, largely because of the additional administrative costs in relation to Kinetix IT Solutions Limited, and the additional rent incurred in relation to Smart City. Administrative expenses have subsequently declined to €2.3 million by 2017, reflecting

synergies identified following the acquisition of Kinetix IT Solutions Limited and the allocation of certain salary costs from the BMIT Group to GO. The latter costs will be incurred by BMIT Group following the Proposed Listing as set out in Annex I of the Circular relating to Prospective Financial Information.

Total payroll costs, classified between cost of sales and administrative costs, increased from €1.3 million in 2015 to €1.9 million in 2017 as the BMIT Group increased its headcount from an average of 40 full time equivalents ("**FTEs**") during financial year ended 2015 to an average of 58 FTEs during financial year ended 2017.

Profit after tax generated by the BMIT Group increased from €3.6 million in 2015 to €4.1 million in 2017, reflecting an increase in Earnings per Share ('EPS') from €0.018 per share in 2015 to €0.02 per share in 2017. During the period under review, BMIT Group declared and paid total dividends of €12.3 million to GO.

4.2 Summary of Consolidated Statements of Financial Position

The table below sets out extracts from the consolidated Statement of Financial Position of the BMIT Group as at 31 December 2015, 31 December 2016, and 31 December 2017.

BMIT Technologies plc (formerly GO Data Centre Services Limited) **Consolidated Statements of Financial Position** **as at 31 December**	**2015** **€000s**	**2016** **€000s**	**2017** **€000s**
ASSETS			
Non-current assets			
Property, plant and equipment	7,687	7,428	6,555
Intangible assets	3,248	4,874	4,535
Investment in associate	-	18	18
Deferred tax	-	2	2
Total non-current assets	**10,935**	**12,322**	**11,110**
Current assets			
Inventories	229	219	229
Trade and other receivables	1,390	1,833	2,196
Cash and cash equivalents	927	1,192	2,244
Total current assets	**2,546**	**3,244**	**4,669**
Total assets	**13,481**	**15,566**	**15,779**
EQUITY AND LIABILITIES			
Equity			
Share capital	9,110	9,110	9,110
Other reserves	(2,964)	(2,964)	(2,964)
Retained earnings	(9,249)	(9,362)	(9,917)
Capital and reserves attributable to owners of the Group	**(3,103)**	**(3,216)**	**(3,771)**
Non-controlling interest	-	1,011	692
Total equity	**(3,103)**	**(2,205)**	**(3,079)**
Non-current liabilities			
Deferred tax liabilities	276	680	648
Total non-current liabilities	**276**	**680**	**648**
Current liabilities			
Trade and other payables	16,090	16,855	18,156
Current tax liabilities	218	236	54
Total current liabilities	**16,308**	**17,091**	**18,210**
Total liabilities	**16,584**	**17,771**	**18,858**
Total equity and liabilities	**13,481**	**15,566**	**15,779**

The value of the gross assets attributable to the BMIT Group as at 31 December 2017 amounted to €15.8 million (31 December 2016: €15.6 million). These mainly comprise:

- Property, plant and equipment of €6.6 million, comprising improvements to leased premises, data centre equipment, office furniture and IT equipment leased to clients;
- Intangible assets of €4.5 million relating to the brand names, customer relationships and goodwill arising upon the acquisitions of the BMIT companies in 2009 and Kinetix in 2016;
- Investment in MIGS Limited, an associate company, carried at €18k;
- Trade and other receivables from clients of €2.2 million; and
- Cash and cash equivalents of €2.2 million.

Trade and other payables as at 31 December 2017 amount to €18.2 million, including:

- Amounts due to GO of €11.2 million which relate to funds advanced by GO to finance BMIT Technologies' acquisitions of the BMIT companies in 2009 and Kinetix in 2016;
- Trade payables and security deposits from clients amounting to €2.5 million;
- Amounts due to GO and related parties amounting to €2.4 million; and
- Other payables, including indirect taxes, accruals, and deferred income amounting to €2.1 million.

The amounts owed to GO and related parties are unsecured, repayable on demand, and interest free.

The BMIT Group's consolidated equity value amounts to negative €3.1 million as at 31 December 2017, comprising share capital of €9.1 million, and negative retained earnings and reserves of €12.9 million. The negative equity reserves arose due to the fact that the consolidation of BMIT Group (prepared for the first time in connection with the IPO) resulted in the recognition of the intangible assets recognized upon the acquisition of BMIT companies and Kinetix. These intangibles and the related amortization charges are not recognized in the financial statements of the individual companies that form part of the BMIT Group. Given that the majority of the retained profits of the individual companies in the BMIT Group have been paid as dividend to GO, the recognition of the amortization charge upon consolidation has given rise to the negative equity position.

On 25 October 2018, BMIT Technologies capitalised an amount of €11.2 million due to GO in exchange for the issue of new shares to GO in BMIT Technologies. As a result of this transaction, the share capital of BMIT Technologies increased from €9.1 million to €20.4 million, thereby eliminating the negative equity reserves of the BMIT Group. Further detail in respect of the capitalisation of this debt and the impact on the equity value of the BMIT Group is set out in Annex I of this Circular relating to Prospective Financial Information.

On 25 October 2018, BMIT Technologies also redenominated the nominal value of its ordinary share capital from a nominal value of €1 per share to a nominal value of €0.10 per share. As a result, the issued share capital of BMIT Technologies as at the date of this Circular amounts to 203,595,310 ordinary shares at a nominal value of €0.10 per share.

4.3 Summary of Consolidated Statements of Cash Flows

The table below sets out extracts from the consolidated Statements of Cash Flows of the BMIT Group for the financial years ended 31 December 2015, 31 December 2016, and 31 December 2017.

BMIT Technologies plc (formerly GO Data Centre Services Limited) Consolidated Statements of Cash Flows for the year ended 31 December	2015 €000s	2016 €000s	2017 €000s
Cash flows from operating activities			
Cash generated from operations	11,193	8,209	9,551
Income tax paid	(2,386)	(2,112)	(2,524)
Net cash generated from operating activities	**8,807**	**6,097**	**7,027**
Cash flows from investing activities			
Purchase of property, plant and equipment, net of disposals	(5,268)	(1,585)	(1,050)
Payment for acquisition of subsidiary	-	(564)	-
Purchase of associate	-	(18)	-
Net cash used in investing activities	**(5,268)**	**(2,167)**	**(1,050)**
Cash flows from financing activities			
Dividends paid	(3,700)	(3,665)	(4,925)
Net cash used in financing activities	**(3,700)**	**(3,665)**	**(4,925)**
Net movement in cash and cash equivalents	**(161)**	**265**	**1,052**
Cash and cash equivalents at beginning of year	1,088	927	1,192
Cash and cash equivalents at end of year	**927**	**1,192**	**2,244**

During the period from 1 January 2015 to 31 December 2017, the BMIT Group generated total cash from operations (post-tax) of €21.9 million. The BMIT Group's internal cash generation was applied to finance total capital expenditure of €7.9 million, including the new data centre in Smart City at a total cost of c. €4 million incurred in 2015 and recurring capital expenditure of €3.9m over this period.

In 2016, the BMIT Group also acquired a 51% shareholding in Kinetix IT Solutions Limited at a consideration of €1.2 million (net payment of €0.6 million, based on consideration of €1.2 million, net of cash and cash equivalents taken over from Kinetix IT Solutions Limited as at acquisition date). This acquisition was financed through funds advanced by GO. The BMIT Group completed the acquisition of the remaining 49% shareholding in Kinetix in March 2018 at a cost of €1.9 million.

In the period under review, the BMIT Group has also paid €12.3 million in net dividends.

4.4 Interim financial statements of the BMIT Group

This section summarises the Company's unaudited interim consolidated Income Statement and consolidated Statement of Cash Flows for the BMIT Group for the six-month period from 1 January 2018 to 30 June 2018 and the comparable period from 1 January 2017 to 30 June 2017. This section also includes the unaudited consolidated Statement of Financial Position of the BMIT Group as at 30 June 2018, and the comparable audited financial position as at 31 December 2017.

As already indicated, the main change in the financial and trading position of the BMIT Group in the interim period from 1 January 2018 to 30 June 2018 related to the acquisition of the remaining 49% shareholding in Kinetix IT Solutions Limited on 1 March 2018 for a consideration of €1.9 million. In view that BMIT Technologies already held a controlling interest of 51% shareholding in Kinetix IT Solutions Limited (acquired in 2016), the financial statements of the BMIT Group for the financial year ended 31 December 2017 already reflected the assets and liabilities of the acquired company.

BMIT Technologies plc (formerly GO Data Centre Services Limited)
Interim Consolidated Income Statements
For the six months ended

	30 June 2017 Unaudited €000s	30 June 2018 Unaudited €000s
Revenue	9,869	10,704
Cost of sales	(5,219)	(5,683)
Gross profit	**4,650**	**5,021**
Administrative expenses	(1,307)	(1,161)
Operating profit	**3,343**	**3,860**
Finance costs	-	-
Profit before tax	**3,343**	**3,860**
Tax expense	(1,228)	(1,330)
Profit after tax	**2,115**	**2,530**
Attributable to:		
Owners of the Company	1,962	2,483
Non-Controlling Interest	153	47
Profit after tax	**2,115**	**2,530**

The BMIT Group's positive performance was sustained in the interim period from 1 January to 30 June 2018, with revenues of €10.7 million exceeding the revenues of €9.9 million generated in the same period last year (equivalent to a year-on-year increase of 8.5%). Similarly, profit after tax for the interim period increased by 19.6% to €2.5 million compared to profit after tax of €2.1 million registered for the same period last year. The factors contributing to the revenue growth and improved profitability are expected to be sustained going forward.

BMIT Technologies plc (formerly GO Data Centre Services Limited)
Interim Consolidated Statement of Financial Position

As at	31 Dec 2017 Audited €000s	30 June 2018 Unaudited €000s
ASSETS		
Non-current assets		
Property, plant and equipment	6,556	5,955
Intangible assets	4,535	4,366
Investment in associate	18	18
Deferred tax assets	2	2
Deferred expenditure	-	-
Total non-current assets	**11,110**	**10,341**
Current assets		
Inventories	229	229
Trade and other receivables	2,196	2,625
Cash and cash equivalents	2,244	2,259
Total current assets	**4,669**	**5,113**
Total assets	**15,779**	**15,454**
EQUITY AND LIABILITIES		
Capital and reserves		
Share capital	9,110	9,110
Reserves	(2,964)	(4,097)
Retained earnings	(9,917)	(7,387)
Total capital and reserves attributable to the owners of the Group	**(3,771)**	**(2,374)**
Non-controlling interests	692	-
Total equity	**(3,079)**	**(2,374)**
Non-current liabilities		
Deferred tax liabilities	648	588
Total non-current liabilities	**648**	**588**
Current liabilities		
Trade and other payables	18,156	16,236
Current tax liabilities	54	1,003
Overdrawn bank balance	-	
Total current liabilities	**18,210**	**17,239**
Total liabilities	**18,858**	**17,828**
Total equity and liabilities	**15,779**	**15,454**

The value of the gross assets attributable to the BMIT Group as at 30 June 2018 amounted to €15.5 million, remaining largely in line with the value of total assets as at 31 December 2017 amounting to €15.8 million.

BMIT Group's total equity as at 30 June 2018 amounted to negative €2.4 million, improving from negative €3.1 million as at 31 December 2017. The movement in total equity mainly reflects the net impact of the following factors: (i) the acquisition of the remaining 49% shareholding in Kinetix IT Solutions Limited accounted for within Reserves and Non-controlling interest; and (ii) profit after tax for the interim financial period of €2.5 million reflected in Retained Earnings.

Total liabilities as at 30 June 2018 amounted to €17.8 million, equivalent to a reduction of circa €1.1 million from total liabilities as at 31 December 2017 of €18.9 million, mainly reflecting: (i) the payment of dividends amounting to €0.6 million due to the minority shareholders in Kinetix IT Solutions Limited; (ii) net movement of circa €1.4 million in the current account with GO arising in respect of dividend balances; and (iii) increase in the provision for current tax of circa €0.9 million based on the profits generated in the interim period.

BMIT Technologies plc (formerly GO Data Centre Services Limited)
Interim Consolidated Statement of Cash Flows
For the six months ended

	30 June 2017 Unaudited €000s	30 June 2018 Unaudited €000s
Cash flows from operating activities		
Operating profit	3,343	3,860
Add back depreciation and amortisation	1,089	1,004
Changes in working capital	228	(371)
Cash generated from operations	**4,660**	**4,493**
Income tax paid	(453)	(440)
Net cash generated from operating activities	**4,207**	**4,053**
Cash flows from investing activities		
Purchase of property, plant and equipment	(2,255)	(235)
Acquisition of Kinetix IT Solutions Limited	-	(1,872)
Net cash used in investing activities	**(2,255)**	**(2,107)**
Cash flows used in financing activities		
Amounts paid to parent in respect of dividends	(1,743)	(1,402)
Dividend payments to minority interest	-	(576)
Movements in reserves	-	47
Net cash used in financing activities	**(1,743)**	**(1,931)**
Net movement in cash and cash equivalents	**210**	**15**
Cash and cash equivalents at beginning of year	1,192	2,244
Cash and cash equivalents at end of period	**1,401**	**2,259**

During the interim period up to 30 June 2018, the BMIT Group generated net cash from operations of €4.1 million (€4.2 million in the same period in prior year) based on an operating profit of €3.9 million (equivalent to an increase of 15.5% over the same period in prior year).

Capital expenditure in the interim period up to 30 June 2018 amounted to €2.1 million and comprised: (i) an investment of €1.9 million in relation to acquisition of the remaining 49% shareholding in Kinetix IT Solutions Limited; and (ii) acquisition of data centre equipment amounting to €0.2 million.

Cash outflows relating to financing activities amounted to €1.9 million in the period from January to June 2018 (€1.7 million in the same period in prior year) and comprised the impact of: (i) the payment of dividends amounting to €0.6 million due to the minority shareholders in Kinetix IT Solutions Limited; and (ii) net movement of *circa* €1.4 million in the current account with GO arising in respect of dividend balances.

As a result of these transactions, cash and cash equivalents as at 30 June 2018 amounted to €2.3 million (€2.2 million as at 31 December 2017).

Apart from the capitalisation of the debt of €11.2 million as set out above, there has been no significant change in the financial or trading position of the BMIT Group since 30 June 2018, the last period for which interim consolidated financial statements have been prepared.

The financial information displayed throughout the Circular may be subject to rounding differences.

5 Prospective Financial Information for the BMIT Group

The expectations of the Directors with respect of the future operations of the BMIT Group for the financial years ending 31 December 2018, 31 December 2019 and 31 December 2020 are presented in the Prospective Financial Information summarised below. The Prospective Financial Information, their basis of preparation and the key underlying assumptions are set out in detail in Annex I of this Circular, which must be read in conjunction with the Accountants' Report thereon set out in Annex II.

The Prospective Financial Information includes the forecast for the financial year ended 31 December 2018. This forecast is based on the year-to-date results for the BMIT Group up to 31 July 2018, with the forecast for the period August to December based on the results achieved in July 2018 extrapolated until year-end and adjusted for confirmed material new contracts or terminations until year-end.

The principal assumption underlying the Prospective Financial Information relates to the new data centre in Zejtun which is expected to replace the existing data centre in Handaq as from 2020. The migration of servers from the Handaq to the Zejtun data centre is expected to occur over the 4-year period between 2020 and 2023.

The BMIT Group's projected consolidated Income Statements for the three-year period ending 31 December 2020 are summarised below:

BMIT Technologies plc **Projected Consolidated Income Statement** **for the year ended 31 December**	**2017** **Audited** **€000s**	**2018** **Forecast** **€000s**	**2019** **Projected** **€000s**	**2020** **Projected** **€000s**
Revenue	**19,717**	**21,673**	**22,646**	**24,588**
Cost of sales	(11,097)	(11,627)	(11,964)	(12,884)
Gross profit	**8,620**	**10,046**	**10,682**	**11,704**
Administrative expenses	(2,260)	(2,620)	(2,953)	(3,497)
Impairment of intangible assets	-	(507)	-	-
Operating profit	**6,360**	**6,919**	**7,729**	**8,207**
Net finance costs	-	-	(314)	(940)
Profit before tax	**6,360**	**6,919**	**7,415**	**7,267**
Tax expense	(2,309)	(2,649)	(2,262)	(2,597)
Profit for the year	**4,051**	**4,270**	**5,153**	**4,670**
Attributable to:				
Owners of the Company	3,795	4,223	5,153	4,670
Non-Controlling interest	256	47	-	-
Profit for the year	**4,051**	**4,270**	**5,153**	**4,670**
Earnings per share (in €) *	**0.020**	**0.021**	**0.025**	**0.023**
Total dividends	**4,925**	**4,000**	**4,391**	**4,896**
Dividends per share (in €) *	**0.024**	**0.020**	**0.022**	**0.024**

** The presentation of the earnings per share, dividends per share and the weighted average number of ordinary shares in issue during each financial year on which the earnings per share and dividends per share are based have been adjusted retrospectively to reflect the capitalisation of a loan of €11,249,531 due by BMIT Technologies to GO and the redenomination of the BMIT Technologies' share capital from a nominal value of €1 per share to a nominal value of €0.10 per share, both of which occurred subsequent to 31 December 2017.*

Set out below are the factors which the Directors can influence, and which underlie the prospective financial information, unless otherwise stated.

Revenue

BMIT Group has service agreements in place with all its clients. Most of the existing clients have been serviced for a long period of time and the Directors' expectation is that existing clients will continue to be serviced by the BMIT Group throughout 2018 to 2020.

Total revenue is forecasted to reach €21.7 million in 2018, an increase of *circa* 10% over the revenues of €19.7 million generated in 2017. Total revenues are projected to increase to €22.6 million by 2019, and subsequently reach €24.6 million during financial year 2020 (equivalent to a CAGR of 7.6% over the period 2017 to 2020). The Directors expect the following key trends to drive revenue growth over this period:

- Strong growth in revenue from colocation services, driven by the increased rack capacity of *circa* 22% from 2017 to 2020 following the migration from the existing data centre in Handaq to the new data centre in Zejtun. Part of these racks will be taken up by GO as an anchor client upon commencement of operations in Zejtun;

- Improved quality of colocation services, with the Zejtun data centre expected to offer enhanced capacity in terms of racks, bandwidth and power, thereby allowing BMIT Group to enhance the reliability of its service to existing clients and attract new business; and

- Focus on growing cloud services, with more corporate clients finding it more efficient and reliable to host their applications on a public or private cloud. The Directors expect that this will require significant expansion in the current staff compliment to support projected growth.

Cost of Sales

Cost of sales includes the direct costs associated with the provision of colocation, cloud and managed services, depreciation and amortisation of BMIT Group's tangible and intangible assets respectively, salaries of personnel involved directly in the service offering and repairs and maintenance of the data centres.

Cost of sales is projected to increase from €11.1 million in 2017 to €12.9 million in 2020 in line with the projected growth in revenue. Cost of sales as a percentage of revenue is expected to range between 52% to 54% of revenue during the period 2018 to 2020 (compared to 56% in 2017).

The cost of colocation services, cloud and managed services, and sale of hardware and software are expected to remain largely in line with prior years, with the exception of the cost of provision of power, which is expected to improve over the period. Costs savings on power will be generated from the planned investment in the new air-conditioning system in the data centre at Handaq.

The BMIT Group is expected to invest heavily in human resources to sustain the projected revenue growth. On this basis, personnel costs are projected to increase from €2.1 million in 2017 to €2.6 million in 2018, €3.1 million in 2019, and €3.4 million in 2020. For the purpose of the Prospective Financial Information, salaries of direct employees have been classified with cost of sales, whereas salaries of administrative staff and management have been included with administrative costs.

Administrative Expenses

Administrative costs are forecast to increase from €2.3 million in 2017 to €2.6 million in 2018 and subsequently projected to reach €3 million in 2019 and €3.5 million in 2020. Apart from the increase in administrative payroll cost as indicated above, other factors contributing to the increase in administrative costs are:

- As from 2020, the BMIT Group will start operating the Zejtun data centre which will be leased at a cost of €0.6 million per annum. The current lease agreement in respect of the Handaq data centre is set to expire towards the end of 2023, at which point, the servers would have been completely migrated to the new data centre in Zejtun; and

- Incremental costs of circa €0.2 million per annum relating to the costs which the BMIT Group is likely to incur as from 2019 to fulfil its obligations as a listed company, including directors' fees, cost of AGM, listing fees, professional fees, together with other corporate and general expenses.

In line with the requirements of the new accounting standard on leases, IFRS 16 – Leases, as from 1 January 2019, BMIT Group's rental cost (currently included in full within administrative expenses) will be reflected through the depreciation of the right of use of leased assets over the lease term (included within administrative expenses), and a finance cost in relation to the lease liability (included within net finance costs). Further detail in relation to the accounting treatment of leases in line with IFRS 16 – Leases is set out in Annex I of this Circular.

Impairment of Intangible Assets

With regards to the *'Kinetix'* brand name, the Directors envisage a high probability that the use of this brand name will be discontinued at some point during 2019. In this respect, the Prospective Financial Information assumes that the carrying amount of the *'Kinetix'* brand name of €0.5 million will be immediately written off during 2018.

Net Finance Costs

Net finance costs, amounting to €0.3 million in 2019 and increasing to €0.9 million in 2020, relate to:

- Interest of €0.1 million in 2019 and €0.3 million in 2020 in relation to the loan facility provided by GO to finance the development of the Zejtun data centre at a budgeted investment of €10 million. The loan is assumed to be drawn €7 million in 2019 and €3 million in 2020. This loan is assumed to be repayable within 5 years, with a 2-year capital moratorium at an interest rate of 3.25% per annum; and

- Finance costs of €0.2 million in 2019 and €0.6 million in 2020 in relation to the lease liability on the premises leased by BMIT Group recognised as from 1 January 2019 in line with the requirements of IFRS 16 – Leases.

Taxation

Current taxation has been provided at the corporate tax rate of 35% of profit before tax. Presently, the BMIT Group does not have any balance of tax losses or tax credits.

Profit After Tax

Profit after tax is forecast at €4.3 million in 2018 and increasing to €5.2 million in 2019. Profits for 2020 are subsequently projected at €4.7 million in view of the additional rental cost of €0.6 million of the new data centre in Zejtun. Going forward, the Directors' expectations are that the Group's utilisation of the additional rack capacity at the Zejtun data centre will increase and rental cost savings will be achieved as the lease agreement for the Handaq data centre is terminated following full migration until 2023.

The BMIT Group's projected consolidated Statements of Financial Position as at 31 December 2018, 31 December 2019, and 31 December 2020 are summarised below:

BMIT Technologies plc Projected Consolidated Statement of Financial Position as at 31 December	2017 Audited €000s	2018 Forecast €000s	2019 Projected €000s	2020 Projected €000s
ASSETS				
Non-current assets				
Property, plant and equipment	6,555	6,558	12,486	14,358
Intangible assets	4,535	3,689	3,427	3,203
Right of use asset	-	-	2,281	9,523
Investment in associate	18	18	18	18
Deferred tax	2	2	2	2
Total non-current assets	**11,110**	**10,267**	**18,214**	**27,104**
Current assets				
Inventories	229	200	200	200
Trade and other receivables	2,196	2,676	2,773	2,950
Cash and cash equivalents	2,244	53	5,627	6,676
Total current assets	**4,669**	**2,929**	**8,600**	**9,826**
Total assets	**15,779**	**13,196**	**26,814**	**36,930**
EQUITY AND LIABILITIES				
Equity				
Share capital	9,110	20,360	20,360	20,360
Other reserves	(2,964)	(4,097)	(4,097)	(4,097)
Retained earnings	(9,917)	(9,643)	(5,367)	(5,087)
Capital and reserves attributable to owners of the Group	**(3,771)**	**6,620**	**10,896**	**11,176**
Non-controlling interest	692	-	-	-
Total equity	**(3,079)**	**6,620**	**10,896**	**11,176**
Non-current liabilities				
Borrowings	-	-	7,000	10,000
Lease liability	-	-	2,587	9,789
Deferred tax liabilities	648	583	371	212
Total non-current liabilities	**648**	**583**	**9,958**	**20,001**
Current liabilities				
Trade and other payables	18,156	5,768	4,956	5,022
Lease liability	-	-	554	689
Current tax liabilities	54	225	450	42
Total current liabilities	**18,210**	**5,993**	**5,960**	**5,753**
Total liabilities	**18,858**	**6,576**	**15,918**	**25,754**
Total equity and liabilities	**15,779**	**13,196**	**26,814**	**36,930**

BMIT Group's total assets are projected to increase from €15.8 million as at 31 December 2017 to €36.9 million as at 31 December 2020. The growth relates primarily to the budgeted investment of €10 million in the new data centre in Zejtun which is expected to be completed in the first quarter of 2020. This investment is expected to be funded through a loan facility to be provided by GO and assumed to be drawn down €7 million in 2019 and €3 million in 2020.

Total assets as at 31 December 2019 also reflect the impact of the Right of Use of leased assets amounting to €2.3 million recognised as from 1 January 2019 in line with the requirements of IFRS 16 – Leases.

Recurring capital expenditure is factored in the financial projections at *circa* €1 million per annum, based on the Directors' experience of past expenditure.

Working capital (trade and other receivables and inventories, less trade and other payables) is expected to grow in line with the growth in the operations of the business.

The increase in share capital (and reduction in trade and other payables) reflects the capitalisation of an amount of €11.2 million due by BMIT Technologies to GO in exchange for the issue and allotment of new shares to GO in BMIT Technologies. This amount related to funds advanced by GO to BMIT Technologies to complete the acquisition of the BM companies and Kinetix. As a result of this transaction, the issued share capital of BMIT Technologies increased from €9.1 million to €20.4 million, thereby eliminating the negative equity reserves of the BMIT Group.

With effect from 1 January 2019, BMIT Group's total liabilities also reflect the impact of a lease liability, representing the present value of the committed lease payments on BMIT Group's leased assets in line with IFRS 16 – Leases. The lease liability (including current and non-current portion) as at 31 December 2019 amounted to €3.1 million.

In line with the modified retrospective approach under IFRS 16 – Leases, the opening retained earnings as at 1 January 2019 take into account a one-time reduction of €0.9 million representing the cumulative effect of past year adjustments had existing asset lease agreements been accounted for in line with requirements of the revised leases accounting standard. This one-time reduction reflects the difference between the Right of Use of the leased assets and the lease liability as at 1 January 2019.

The BMIT Group's projected consolidated Statements of Cash Flows for the three-year period ending 31 December 2020 are summarised below:

BMIT Technologies plc **Projected Consolidated Statement of Cash Flows** **for the year ended 31 December**	**2017** **Audited** **€000s**	**2018** **Forecast** **€000s**	**2019** **Projected** **€000s**	**2020** **Projected** **€000s**
Cash flows from operating activities				
Cash generated from operations	9,551	8,793	9,548	9,929
Income tax paid	(2,524)	(2,543)	(2,250)	(3,164)
Net cash generated from operating activities	**7,027**	**6,250**	**7,298**	**6,765**
Cash flows from investing activities				
Purchase of property, plant and equipment, net of disposals	(1,050)	(1,103)	(7,810)	(4,000)
Payment for acquisition of subsidiary	-	(1,872)	-	-
Net cash used in investing activities	**(1,050)**	**(2,975)**	**(7,810)**	**(4,000)**
Cash flows from financing activities				
Borrowings from related party	-	1,837	7,000	3,000
Movement in related party balances	-	(4,103)	-	-
Interest paid	-	-	(114)	(325)
Dividends paid	(4,925)	(3,200)	(800)	(4,391)
Net cash (used in) / generated from financing activities	**(4,925)**	**(5,466)**	**6,086**	**(1,716)**
Net movement in cash and cash equivalents	**1,052**	**(2,191)**	**5,574**	**1,049**
Cash and cash equivalents at beginning of year	1,192	2,244	53	5,627
Cash and cash equivalents at end of year	**2,244**	**53**	**5,627**	**6,676**

BMIT Group's cash balances are projected to reach €6.7 million by 31 December 2020. Net cash from operations (post tax) are expected to increase from €6.3 million in 2018 to €6.8 million in 2020.

During this period, capital expenditure on property, plant and equipment is projected at €12.9 million on account of the development of the Zejtun data centre and recurring capital expenditure. Payment for acquisition of subsidiary of €1.9 million in 2018 relates to the acquisition of the remaining 49% shareholding in Kinetix IT Solutions Limited completed on 1 March 2018.

The projected Statement of Cash Flows also reflects the gradual drawdown of the €10 million loan facility provided by GO in connection with the development of the Zejtun data centre.

Projected Dividend Potential

The intention of the Directors is to retain a strong dividend pay-out ratio similar to prior years. Subject to any unforeseen circumstances, BMIT Group's dividend policy is expected to be based on up to 90% of the BMIT Group's free cash flows to the company generated during the year, capped at 95% of distributable profits.

For the purpose of the dividend pay-out policy, free cash flows to the company are defined as EBITDA less working capital movements less taxation less recurring capital expenditure, less interest costs but excluding capital expenditure funded externally, such as the capital expenditure related to the Zejtun data centre. Distributable profits are defined as distributable opening retained earnings plus profit for the year (after tax but before amortization).

The Directors believe that this dividend pay-out policy is sustainable because the cash profit generated by the BMIT Group exceeds the net profit after tax by the amount of the annual depreciation (averaging at circa €1.8 million per annum in the projected period) less annual recurring capital expenditure (circa €1 million per annum). In line with this, BMIT Group's cash reserves (after dividend payments) set aside annually through the provision for depreciation and amortisation are projected to reach circa €6.7 million by 2020. This is expected to be sufficient to cover any non-recurring capex required by the BMIT Group and/ or contribute towards any potential future investments.

The Prospective Financial Information assumes that, prior to the Proposed Listing, a net dividend of circa €4 million will be declared by BMIT Technologies to GO for the financial year ending 31 December 2018, with €3.2 million paid during 2018 and the remaining €0.8 million paid during 2019.

Following the Proposed Listing, dividends will be paid through a final dividend after its approval at BMIT Technologies' Annual General Meeting in or around May. Total net dividends declared to shareholders in respect of financial years ending 31 December 2019 and 2020 (declared subsequent to year-end and payable in May 2020 and May 2021 respectively) are projected at €4.4 million and €4.9 million respectively as set out below:

Projected dividend yield %	**2019 Projected**	**2020 Projected**
Gross dividend declared	**6,755**	**7,532**
Net dividend declared	4,391	4,896
Gross dividend yield %	**6.8%**	**7.5%**
Net dividend yield %	**4.4%**	**4.9%**
Corporate tax rate	*35.0%*	*35.0%*

Projected dividend yields are based on the share price and may vary if the market price changes.

BMIT Group's projections indicate that the main limiting factor in the payment of dividends in the immediate years ahead will be the availability of distributable earnings. Variations from the projected earnings will have a direct impact on BMIT Group's ability to distribute the projected dividends. Although the Directors believe that the financial projections included herein have been prepared on a fair and reasonable basis, all projections are inherently subject to the risk of adverse unexpected events which may affect BMIT Group's income streams and its profitability.

The projected levels of dividends are being made for illustrative purposes only and are subject to the BMIT Group's profit for the year, the Directors' view on the prevailing market outlook, ongoing liquidity and working capital requirements, and investment requirements.

The Prospective Financial Information is based on the assumption that the factors that are outside the influence of Directors will remain constant. These factors include, inter alia, no material adverse events in the market and economic conditions, no significant change in the interest rates and in the inflation rate (detailed assumptions are set out in Annex I of this Circular).

Long-term Trends and Growth Potential

The Prospective Financial Information indicate that BMIT Group's main investment in the foreseeable future is the development of the new data centre in Zejtun which is expected to replace the existing data centre in Handaq as from 2020 and increase rack capacity substantially. The data centre in Handaq is assumed to be vacated towards the end of 2023, in line with the current lease agreement.

The Board of Directors does not exclude further projects and investments over the coming years should it become aware of any opportunities that fit within the strategic objectives of the BMIT Group. In pursuing such opportunities, the Board of Directors will, however, seek to ensure, as far as possible, that the BMIT Group embarks upon ventures that do not impede the dividend flows resulting from its existing operations.

6 Financial Implications of the Proposed Realisation on GO

This section of the Circular sets out an illustration of the financial implications of the Proposed Realisation on the consolidated results and financial position of GO. The illustration is based on extracts from the pro forma consolidated Income Statement and consolidated Statement of Financial Position of GO for the financial year ended 31 December 2017, which are set out in Annex III to this Circular **("Pro Forma Financial Information"). The Pro Forma Financial Information assumes that the Proposed Realisation has been hypothetically carried out on 1 January 2017.**

Apart from the acquisition of the remaining 49% shareholding in Kinetix IT Solutions Limited, acquired by the BMIT Group on 1 March 2018, there has been no significant change in the financial or trading position of GO since 31 December 2017, the last period for which audited consolidated financial statements have been prepared.

As set out in further detail in Annex III to this Circular, for the purpose of preparing the Pro Forma Financial Information, the Directors have assumed that:

a. The Realisation Shares will be equivalent to 40% of GO's shareholding in BMIT Technologies, equivalent to approximately the mid-point of the stipulated range of BMIT Technologies Shares available for sale set at not more than 49% and not less than 25% of the issued share capital. In terms of the Pro Forma Financial Information, GO is therefore assumed to retain the remaining 60% shareholding in BMIT Technologies; and

b. The Proposed Realisation will generate net proceeds in the region of €40 million.

6.1 Illustrating the Effect of the Proposed Realisation on GO's Operating Results

The table below sets out a comparison between GO's consolidated results for the year ended 31 December 2017 and the pro forma results that would have resulted assuming that the Proposed Realisation had been completed by 1 January 2017.

Statement illustrating the effect of the Proposed Realisation on the Consolidated Income Statement of GO for the financial year ended 31 December 2017

	Audited €000s	Pro Forma €000s	Change (+/ -) €000s
Revenue	166,301	**166,301**	-
Cost of sales	(96,558)	**(96,558)**	-
Gross profit	**69,743**	**69,743**	-
Administrative and other related expenses	(41,439)	**(41,439)**	-
Other income	1,507	**1,507**	-
Other expenses	(284)	**(284)**	-
Operating profit	**29,527**	**29,527**	-
Finance income	327	**327**	-
Finance costs	(2,180)	**(2,180)**	-
Adjustments arising on fair valuation of property	206	**206**	-
Losses attributable to investments	(11)	**(11)**	-
Profit before tax	**27,869**	**27,869**	-
Tax expense	(9,867)	**(9,867)**	-
Profit for the year	**18,002**	**18,002**	-
Attributable to:			
Owners of the Company	16,694	**15,330**	**(1,364)**
Non-controlling interests	1,308	**2,672**	**1,364**
Profit for the year	**18,002**	**18,002**	-

In view that the Company would still have retained control of the BMIT Group, IFRS accounting standards would have required the Company to consolidate the results of BMIT Group for the financial year ended 31 December 2017 at GO level. Therefore, following the Proposed Realisation, GO would have still reported the same pro forma profit for the year of €18 million. The impact of the Proposed Realisation in BMIT Group would have been represented by a reallocation between profits attributable to owners of the Company and profits attributable to the non-controlling interests in the BMIT Group.

As a result, the pro forma comparison indicates that, following the Proposed Realisation, the profit attributable to the owners of the Company would have declined by €1.4 million from the reported profit of €16.7 million to the pro forma profit of €15.3 million (i.e. a reduction of circa 8%). The reduction would have been attributable to the combined impact of the following two factors:

1. The acquisition of the remaining 49% non-controlling interest in Kinetix IT Solutions Limited would have resulted in the owners of GO being attributed the total profit generated by the acquired company during financial year 2017. This would have been reflected by an increase in the profit attributable to the owners of GO of €0.3 million, and an equivalent decrease in profit attributable to non-controlling interests in the BMIT Group; and

2. The assumed listing of 40% of the shares in BMIT Technologies would have reduced the profit attributable to the owners of GO by the proportionate amount of the total profit generated by the BMIT Group during the financial year 2017. This would have been reflected by a reduction in the profit attributable to the owners of GO of €1.6 million, and an equivalent increase in profit attributable to non-controlling interests in the BMIT Group. This pro forma reduction in profit more appropriately illustrates the impact of the Proposed Realisation on the financial performance of GO.

The impact of the Proposed Realisation on GO's revenues and earnings for the financial year ended 31 December 2017 is illustrated in more detail in the table below.

Effective impact of Proposed Realisation on GO's reported key line items for the year ended 31 December 2017

Amounts in €000s	GO	Attributable to Realisation Shares	Net impact of related party transactions between GO and BMIT Group	Net impact of Proposed Realisation	Effective earnings of GO
Consolidated Income Statement					
Revenue	166,301	(7,887)	1,171	(6,716)	**159,585**
Cost of sales	(96,558)	4,439	(1,171)	3,268	**(93,290)**
Operating profit	29,527	(2,544)	-	(2,544)	**26,983**
Net profit after tax	**18,002**	**(1,620)**	**-**	**(1,620)**	**16,382**

GO's effective revenues would have declined by €6.7 million from €166.3 million to €159.6 million. Similarly, GO's effective cost of sales would have decreased from €96.6 million to €93.3 million. These movements reflect the portion of BMIT Group's revenues and cost of sales attributable to the non-controlling interests in BMIT Technologies, adjusted for the net impact on related party transactions between GO and BMIT Group theoretically attributable to the non-controlling interest.

6.2 Illustrating the Effect of the Proposed Realisation on GO's Financial Position

The table below sets out a comparison between GO's Consolidated Statement of Financial Position as at 31 December 2017 and the pro forma financial position that would have resulted assuming that the Proposed Realisation had been completed by 1 January 2017.

Statement illustrating the effect of the Proposed Realisation on the Consolidated Statement of Financial Position of GO as at 31 December 2017

	Audited €000	Pro Forma €000s	Change (+/ -) €000s
ASSETS			
Non-current assets			
Property, plant and equipment	129,183	129,183	-
Intangible assets	62,305	62,305	-
Investments in associate	18	18	-
Deferred tax assets	2,315	2,315	-
Trade and other receivables	2,005	2,005	-
Total non-current assets	195,826	195,826	-
Current assets			
Inventories	8,340	8,340	-
Trade and other receivables	33,888	33,888	-
Current tax assets	41	41	-
Cash and cash equivalents	13,722	51,850	38,128
Total current assets	55,991	94,119	38,128
Total assets	251,817	289,945	38,128
EQUITY AND LIABILITIES			
EQUITY			
Share capital	58,998	58,998	-
Reserves	616	39,436	38,820
Retained earnings	47,273	47,514	241
Total capital and reserves attributable to owners of the Company	106,887	145,948	39,061
Non-controlling interests	8,224	7,866	(358)
Total equity	115,111	153,814	38,703
LIABILITIES			
Non-current liabilities			
Borrowings	46,910	46,910	-
Deferred tax liabilities	2,716	2,716	-
Provisions for pensions	2,992	2,992	-
Trade and other payables	320	320	-
Total non-current liabilities	52,938	52,938	-
Current liabilities			
Borrowings	21,009	21,009	-
Provisions for pensions	3,340	3,340	-
Trade and other payables	58,202	57,627	(575)
Current tax liabilities	1,217	1,217	-
Total current liabilities	83,768	83,193	(575)
Total liabilities	136,706	136,131	(575)
Total equity and liabilities	251,817	289,945	38,128

Similar to the Income Statement, IFRS would have required GO to fully consolidate the assets and liabilities of BMIT Group at GO level in view that the Company would still have retained control of the BMIT Group.

The comparison indicates that the Proposed Realisation would have increased the assets of GO by €38.1 million from €251.8 million to €289.9 million, in view of the following transactions:

1. The acquisition of the remaining 49% non-controlling interest in Kinetix IT Solutions Limited for a consideration of €1.9 million settled in cash; and
2. Proceeds in the region of €40 million assumed to be generated from GO's divestment of the Realisation Shares through an IPO on the Malta Stock Exchange.

The pro forma analysis highlights that GO's total equity would have increased by a net amount of €38.7 million from €115.1 million to €153.8 million. This net movement is a combination of the following factors:

1. The acquisition of Kinetix IT Solutions Limited would have resulted in a reduction in GO's equity of €1.3 million, largely relating to the premium paid by GO in relation to the book value of the non-controlling interest in the acquired company;
2. Realised gain of €40 million on the disposal of shares in BMIT Technologies following the Proposed Realisation; and
3. Reallocation between the retained earnings attributable to the owners of GO and the equity attributable to the 40% non-controlling interests in BMIT Technologies, in relation to the equity value of BMIT Group as at 1 January 2017 and the share of profits for the financial year ended 31 December 2017.

GO's liabilities following the Proposed Realisation would have decreased to a pro forma figure of €136.1 million, remaining largely in line with total liabilities of €136.7 million reported as at 31 December 2017. The only movement relates to the reversal of dividends paid to the non-controlling interests in Kinetix IT Solutions Limited in the first quarter of 2018.

7 Declarations

The Proposed Realisation will not have an effect on the ownership of the Company's capital. On the date hereof, TT ML Limited holds 66,281,050 Shares in the Company, representing circa sixty-five point four per centum (65.4%) of its issued share capital.

On the date hereof, the following Directors hold Shares in the Company:

- Mr. Paul Fenech holds an aggregate beneficial interest in the Company of 130,995 Shares directly and / or indirectly; and
- Mr. Paul Testaferrata Moroni Viani has an aggregate beneficial interest in the Company of 94,444 Shares directly and / or indirectly.

Save for the above, there is no other Director or connected person of such Director within the Company and/or its subsidiaries who may have any interest in the Proposed Realisation, or any advantages (including any shares that may be issued to him) that such persons may derive from the Proposed Realisation.

The total emoluments receivable by the Directors are not expected to change as a result of the Transaction.

Save for what is stated below, the Company is not aware of any legal or arbitration proceedings involving the BMIT Group which may have a significant effect on the Company and/or the GO Group's financial position.

The Company has undertaken that for a period of 24 months from the date that the BMIT Technologies Shares are admitted to listing on the Official List of the MSE, it shall not, save for the divestment of the Realisation Shares, transfer, sell, assign or otherwise dispose of its shareholding in BMIT Technologies.

8 Legal Proceedings - BellNet

By virtue of two judgments in 2013 and 2014, the High Court of Paris, having found that BellNet Limited ("**BellNet**") had not implemented measures to prevent access to two sites (being hosted by BellNet) from the French territory as requested by the French Regulatory Authorities, ordered BellNet to implement, or to order the implementation of, all the necessary measures to prevent access from the French territory to the online betting service available at the aforementioned websites. It ordered further that in the event of failure to do

so within a period of 10 days from service of the decision, BellNet is to incur a fine of EUR 100,000 per day for up to a month. It also ordered BellNet to pay costs and reserved to liquidate the penalty at a later stage.

BellNet has sought advice on its position at law, particularly due to the cross-border nature of the proceedings. In this regard, BellNet has questions as to the enforceability of the judgments of the High Court of Paris in Malta and any fine which may be imposed by virtue of the said judgments due to the public law element and the nature and territorial scope of the claim. As at the date of this Circular, Bellnet has not been served with the relevant judgement/s meaning that the penalty in each case has not yet started to accrue.

9 Accountant's Reports on the Prospective Financial Information and Pro Forma Financial Information

The Company engaged PricewaterhouseCoopers (PwC), a firm of Certified Public Accountants, to issue Accountant's Reports on the Prospective Financial Information and Pro Forma Financial Information included in this Circular. The Accountant's Reports are appended to this Circular as Annex II and Annex IV.

PricewaterhouseCoopers has given, and has not withdrawn, its written consent to the inclusion of the reference to PwC's name in the form and context in which it is included in this Circular. PricewaterhouseCoopers has also given and has not withdrawn its written consent for the publication of the Accountant's Reports in the form and context in which they are included in this Circular.

10 Resolutions at EGM

The following is the text of the ordinary resolutions being proposed at the EGM:

To authorise *the Board of Directors of the Company (the "**Board**") to dispose of a maximum of 49% of the ordinary issued share capital of BMIT Technologies p.l.c. for a consideration of up to forty-nine million Euro (€49,000,000) (the "**Disposal**").*

To further authorise *the Board to take all necessary or appropriate steps and to do all necessary or appropriate things to implement, complete or to procure the implementation or completion of the Disposal and give effect to it with such modifications, variations, revisions, waivers, extensions, additions or amendments (not being modifications, variations, revisions, waivers, extensions, additions or amendments of a material nature) as the Board may in their absolute discretion deem necessary, expedient or appropriate in connection with the Disposal.*

Purpose of the Resolutions:

The purpose of the resolutions above is to obtain Shareholders' approval of the Proposed Realisation.

The Resolutions explained:

If approved by the Shareholders, the resolutions authorise the Board to take the steps necessary to proceed with the Proposed Realisation.

11 List of Directors

The Directors who are responsible for the compilation of this Circular are as follows:

i. Sofiane Antar;
ii. Paul Fenech;
iii. Faker Hnid;
iv. Mohamed Fadhel Kraiem;
v. Mohsin Majid;
vi. Deepak Padmanabhan;
vii. Paul Testaferrata Moroni Viani; and
viii. Jamel Sakka.

12 Documents Available for Inspection

Copies of the following documents will be available for inspection at the Company's registered office for at least fourteen (14) days from the date of this Circular:

A. The Memorandum and Articles of Association of the Company;
B. The Memorandum and Articles of Association of BMIT Technologies;
C. Audited financial statements of the Company covering the years ended 31 December 2015, 2016 and 2017, together with the Auditor's Report thereon;
D. Audited financial statements of the BMIT Group covering the years ended 31 December 2015, 2016 and 2017, together with the Auditor's Report thereon;
E. Interim financial statements of BMIT Technologies covering the two financial periods 1 January 2017 to 30 June 2017 and 1 January 2018 to 30 June 2018;
F. The Independent Accountant's Report on the Prospective Financial Information;
G. The Independent Accountant's Report on the Pro Forma Financial Information; and
H. Letter of Consent received from PwC.

Annex I – Prospective Financial Information

SUMMARY OF SIGNIFICANT ASSUMPTIONS AND ACCOUNTING POLICIES

1 Introduction

The projected Statement of Financial Position, the projected Income Statement and the projected Statement of Cash Flows of BMIT Technologies p.l.c. ("**BMIT Technologies**") and its subsidiaries and associates (collectively "**BMIT Group**") for the three-year period from 1 January 2018 to 31 December 2020 ("**Prospective Financial Information**") have been prepared to provide financial information for the purpose of inclusion in the circular for Extraordinary General Meeting of GO p.l.c. dated 1 November 2018 ("**Circular**"). The Prospective Financial Information set out in section 5 below and the assumptions hereunder are the sole responsibility of the directors of BMIT Technologies ("**Directors**").

The Prospective Financial Information for the three-year period ending 31 December 2020 has been based on the financial projections of the BMIT Group covering the period from 1 January 2018 to 31 December 2020.

The Prospective Financial Information is intended to show a possible outcome based on a mixture of best-estimate assumptions as to future events which the Directors expect to take place and actions the Directors expect to take and hypothetical assumptions about future events and management actions which are not necessarily expected to take place. Events and circumstances frequently do not occur as expected and therefore actual results may differ materially from those included in the Prospective Financial Information.

The Prospective Financial Information is not intended to, and does not, provide all the information and disclosures necessary to give a true and fair view of the financial results, financial position and cash flows of the BMIT Group in accordance with International Financial Reporting Standards ("**IFRS**") as adopted by the EU.

The Directors have exercised due care and diligence in adopting the assumptions below. The Directors formally approved the Prospective Financial Information on 1 November 2018 and the stated assumptions reflect the judgements made by the Directors at that date. The assumptions that the Directors believe are significant to the Prospective Financial Information are set out in section 3 below and in section 5 of the Circular.

2 Significant accounting policies

The significant accounting policies of BMIT Group are set out in its consolidated audited financial statements for the year ended 31 December 2017. Where applicable, these accounting policies, in so far as they relate to recognition and measurement criteria, have been consistently applied in the preparation of the Prospective Financial Information.

A number of new or amended standards became applicable for the years commencing 1 January 2018 and 1 January 2019, and accordingly the Group had to change its accounting policies and make adjustments utilising the modified retrospective approach as a result of adopting the following standards:

- IFRS 9 Financial Instruments,
- IFRS 15 Revenue from Contracts with Customers,
- IFRS 16 Leases

The impact of the adoption of these standards and the new accounting policies are disclosed below.

IFRS 15, 'Revenue from contracts with customers'

In May 2014, IFRS 15, 'Revenue from contracts with customers' was issued. It was subsequently amended in September 2015 and April 2016. It became effective for periods beginning on or after 1 January 2018.

IFRS 15 deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 'Revenue' and IAS 11 'Construction contracts' and related interpretations.

As outlined, the new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer – so the notion of control replaces the existing notion of risks and rewards.

IFRS 15 sets out the requirements for recognising revenue and costs from contracts with customers and includes extensive disclosure requirements. The standard requires entities to apportion revenue earned from contracts to individual promises, or performance obligations, on a relative stand-alone selling price basis, based on a five-step model.

Performance obligations

IFRS 15 requires that at contract inception, the Group assesses the good or services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer. Promises in a contract can be explicit, or implicit if the promises create a valid expectation to provide a good or service based on the customary business practices, published policies, or specific statements.

Transition

The Group's decision to adopt the modified retrospective approach depended on a number of factors considering the time, effort and cost involved in doing so when compared to the benefits to users of the financial statements.

Financial impact

The Group quantified the implications of the standard and the financial impact of adoption was immaterial.

IFRS 9, 'Financial instruments'

IFRS 9 replaces the provisions of IAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting.

The adoption of IFRS 9 Financial Instruments from 1 January 2018 resulted in changes in accounting policies and adjustments to the amounts recognised in the financial statements as set out below.

In accordance with the transitional provisions in IFRS 9, comparative figures have not been restated.

The total impact on the Group's retained earnings as at 1 January 2018 was a reduction of €81,000.

(i) Classification and measurement

On 1 January 2018 (the date of initial application of IFRS 9), the Group's management has assessed which business models apply to the financial assets held by the Group and has classified its financial instruments into the appropriate IFRS 9 categories. There was no impact resulting in this respect.

(ii) Impairment of financial assets

The Group's main type of financial assets that are subject to IFRS 9's new expected credit loss model is *trade receivables for sales of services.*

The Group was required to revise its impairment methodology under IFRS 9 it financial assets. The impact of the change in impairment methodology on the Group's retained earnings and equity is disclosed above.

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the estimated expected credit loss was insignificant.

IFRS 16, 'Leases'

IFRS 16 was published in January 2016 and will be effective from 1 January 2019, replacing IAS 17 'Leases'.

The Prospective Financial Information also takes into account the accounting implications of IFRS 16 – Leases, the new accounting standard on lease accounting, which will become effective as from 1 January 2019. This

accounting standard requires BMIT Group as a lessee to recognise leases on the Statement of Financial Position to reflect the right to use an asset for a period of time (i.e. right to use a leased building) and the associated lease liability for payments contracted under the respective lease agreement. The rent expense previously recognised in the Income Statement will now be reflected through the depreciation of the right of use over the lease term, and a finance cost in relation to the lease liability. The period of time being considered in relation to the use of the leased buildings includes both the *di fermo* period and *di rispetto* period to the extent that the Group is reasonably certain to exercise the option to extend the lease term.

The impact of adoption of IFRS 16 on the financial information presented is:

- There is an increase in total assets, as leased assets which were accounted for off balance sheet (i.e. classified as operating leases under IAS 17) up to 31 December 2018, were recognised on balance sheet as at 1 January 2019. The biggest asset category impacted for the Group was land and buildings
- There was an increase in debt as at 1 January 2019, as liabilities relating to existing operating leases were recognised.
- Depreciation and finance costs were reflected subsequent to 1 January 2019, instead of operating lease expenditure.

The impact of this change in accounting policy is applied retrospectively through the modified retrospective approach in line with the requirements of IFRS 16. Under this approach, the right to use an asset and the lease liability are recognised as from 1 January 2019. The retrospective impact is then reflected by recognising the cumulative effect of past years as an adjustment to the opening balance of retained earnings as at 1 January 2019.

3 Basis of preparation and principal assumptions

The Prospective Financial Information includes the forecast for the financial year ended 31 December 2018. This forecast is based on the year-to-date results for the BMIT Group up to 31 July 2018, with the forecast for the period August to December based on the results achieved in July 2018 extrapolated until year-end and adjusted with material movements which are reasonably expected to occur during the period.

The principal assumption underlying the Prospective Financial Information relates to the new data centre in Zejtun which is expected to replace the existing data centre in Handaq as from 2020. The migration of servers from the Handaq to the Zejtun data centre is expected to occur over the 4-year period between 2020 and 2023.

Other principal assumptions relating to the environment in which BMIT Group operates and the factors which are exclusively outside the influence of the Directors and which underlie the Prospective Financial Information are the following:

- There will be no material adverse events originating from market and economic conditions;
- Interest rates will not change materially throughout the period covered by the Prospective Financial Information;
- The basis and rates of taxation will not change materially throughout the period covered by the Prospective Financial Information; and
- The rate of inflation will not exceed that experienced in the last few years.

The principal assumptions relating to the environment in which BMIT Group operates and the factors that the Directors can influence, and which underlie the Prospective Financial Information are outlined below:

3.1 Revenues

Revenue projections take into consideration the existing agreements with clients and confirmed new agreements or expected terminations in the foreseeable period. Service agreements with clients are based on a Master Contract, with a Service Form Agreement annexed to the main Master Contract specifying the type of service, rates and duration of the agreement. Typically, client agreements are for a specified period of one year and are automatically renewed unless terminated by a party to the agreement, subject to a period's notice. Most of the existing clients have been serviced by the BMIT Group for a long period of time and, in the absence of a termination notice which leads the Directors to expect otherwise, the Directors' expectation is that existing clients will continue to be serviced by the BMIT Group throughout 2018 to 2020.

BMIT Group's total revenue is forecast to reach €21.7 million in 2018, an increase of *circa* 10% over the revenues of €19.7 million generated in 2017. Total revenues are projected to increase to €22.6 million by 2019, and subsequently reach €24.6 million during financial year 2020 (equivalent to a CAGR of 7.6% over the period 2017 to 2020). The Directors expect the following key trends to drive revenue growth over this period:

- Strong growth in revenue from colocation services, driven by the increased rack capacity of *circa* 22% from 2017 to 2020 following the migration from the existing data centre in Handaq to the new data centre in Zejtun;
- Improved quality of colocation services, with the Zejtun data centre expected to offer enhanced capacity in terms of racks, bandwidth and power, thereby allowing BMIT Group to enhance the reliability of its service to existing clients and attract new business;
- A portion of the growth in colocation services is also attributable to 50 racks that will be taken up by GO as an anchor client upon commencement of operations in Zejtun. This is expected to generate annual revenues from co-hosting and power services;
- Growth in colocation services will support growth in managed services for colocation clients, with BMIT Group offering a holistic service to clients;
- Focus on growing cloud and managed services, with corporate clients finding it opportune to outsource their IT requirements to the BMIT Group as well as more efficient and reliable to host their applications on a public or private cloud; and
- Significant expansion in the current staff compliment to support projected growth.

3.2 Cost of sales

Cost of sales is projected to increase from €11.1 million in 2017 to €12.9 million in 2020 in line with the projected growth in revenue. Cost of sales as a percentage of revenue is expected to range between 52% to 54% of revenue during the period 2018 to 2020 (compared to 56% in 2017).

The projected cost of sales for colocation services, cloud and managed services, and sale of hardware and software are assumed to remain in line with the cost of sales incurred during the period from 1 January to 31 July 2018, with the exception of the cost of provision of power. The latter is expected to improve over the period following the costs savings expected to be generated from the planned investment in the new air-conditioning system in the data centre at Handaq. This new air-conditioning system is expected to cost €0.6 million and is planned to be implemented over the period 2018 to 2019.

Personnel costs are projected to increase from €2.1 million in 2017 to €2.6 million in 2018, €3.1 million in 2019, and €3.4 million in 2020. This increase in payroll costs reflects the increase in direct and administrative staff required to sustain the projected revenue growth, with total headcount expected to increase from 58 full time equivalents ("**FTEs**") in 2017 to circa 77 FTEs by 2020. For the purpose of the Prospective Financial Information, salaries of direct employees have been classified with cost of sales, whereas salaries of administrative staff and management have been included with administrative costs.

Repairs and maintenance on facilities and premises are forecast to increase to €0.5 million in 2018. These costs are subsequently projected to decrease to €0.4 million in 2019 and 2020, with certain cost savings expected to be achieved through the installation of the new air-conditioning system.

Other costs included within cost of sales include depreciation (refer to note 3.4 below) and amortisation (refer to note 3.5 below).

3.3 Administrative expenses

Administrative costs are forecast to increase from €2.3 million in 2017 to €2.6 million in 2018 and subsequently projected to reach €3 million in 2019 and €3.5 million in 2020. The main factors contributing to the increase in administrative costs are:

- Total rental costs are forecast at €0.6 million in 2018 and €0.7 million in 2019 based on the existing lease agreements in place. In 2020, the BMIT Group will start operating the Zejtun data centre which will be leased at a cost of €0.6 million per annum, with total rental cost estimated at €1.4m. The current lease agreement in respect of the Handaq data centre is set to expire towards the end of 2023, at which point, the servers would have been completely migrated to the new data centre in Zejtun.

In line with the requirements of the new accounting standard on leases, IFRS 16 – Leases, as from 1 January 2019, BMIT Group's rental cost (included in full within administrative expenses in 2017 and 2018) will be reflected through the depreciation of the right of use of leased assets over the lease term (amounting to €0.5m in 2019 and €0.8m in 2020 and included within administrative expenses), and a finance cost in relation to the lease liability (amounting to €0.2m in 2019 and €0.6m in 2020 and included within net finance costs). Refer to further detail in notes 3.10, 3.11 and 3.12 below.

- Incremental costs of circa €0.2 million per annum relating to the costs which the BMIT Group is likely to incur as from 2019 to fulfil its obligations as a listed company, including directors' fees, cost of AGM, listing fees, professional fees, together with other corporate and general expenses;
- Increased marketing costs, which are assumed at circa 1.3% of total revenues, equivalent to an annual cost of circa €0.3 million; and
- Other administrative costs, including insurance, travelling costs, and administration costs are expected to remain largely constant throughout the period 2018 to 2020, increasing with inflation assumed at circa 2.5% per annum.

3.4 Depreciation of property, plant and equipment

Depreciation is calculated on the straight-line method to allocate the cost of all items comprised within property, plant and equipment over their estimated useful lives. For the purpose of the Prospective Financial Information, depreciation is included within cost of sales.

In connection with the preparation of the financial projections, the useful life of each category of property, plant and equipment was reviewed to reflect management's best estimate of the remaining useful life of non-current assets. Revisions resulting from this review process were accounted for in the financial projections in line with the requirements of IFRS.

The depreciation charge is based on the BMIT Group's fixed asset base as at 31 December 2017 adjusted for forecast additions during the period of the projections and on the basis of the following depreciation rates:

	%
Improvements to premises	6.7
Office equipment	10 – 20
Other equipment	10 – 20
Computer equipment	25
Generators	5
Motor vehicles	20

Depreciation in respect of property, plant and equipment included in cost of sales is projected at €1.5 million in 2018 and €1.6 million in 2019, increasing to €2.1 million by 2020.

Change in estimated useful life

The data centres useful life has been reviewed on 1 January 2018 following management's reassessment of the period of time for which the centres will be utilised by the business. The effect of this change in accounting estimate on the Group's financial results for financial year 2018 and on the financial position as at 31 December 2018 was a decrease in the depreciation charge of €213,000 and an equivalent increase in net assets. The resultant decreased depreciation charge has been included in the determination of the financial results for the applicable financial year in accordance with the requirements of IAS 8. The change in accounting estimate affects the depreciation charge in each period during the remaining useful life of the assets and this impact will be recognised in future periods accordingly.

3.5 Amortisation of intangible assets

Amortisation is calculated using the straight-line method to allocate the cost of the intangible assets to their residual value over their estimated useful lives as follows:

	Years
Brand name	10
Customer relationships	5

Amortisation in respect of intangible assets included in cost of sales is projected at €0.3 million in 2018 and 2019, and €0.2 million in 2020.

With regards to the 'Kinetix' brand name, the Directors envisage a high probability that the use of this brand name will be discontinued at some point during 2019. In this respect, the Prospective Financial Information assumes that the carrying amount of the 'Kinetix' brand name of €0.5 million will be immediately impaired in 2018.

In view of the projected growth in profitability, the Projected Financial Information assumes that no impairment losses will be recognised on goodwill, which is assumed to have an indefinite useful life.

3.6 Taxation

Current taxation has been provided at the corporate tax rate of 35% of profit before tax. Presently, the BMIT Group does not have any balance of tax losses or tax credits.

Deferred tax is provided using the liability method for all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes.

3.7 Earnings per share

Earnings per share are based on the projected profit after taxation attributable to the ordinary shareholders of BMIT Technologies divided by the projected weighted average number of ordinary shares in issue during the respective year.

For comparability purposes, the weighted average number of ordinary shares in issue during 2018 has been assumed at 203,595,310 ordinary shares reflecting in full the impact of the capitalisation of loan due from BMIT Technologies to GO and the redenomination of the share capital from a nominal value of €1.00 per share to a nominal value of €0.10 effective as from 25 October 2018. In line with this, the projected earnings per share in 2018 is estimated at €0.021 per share based on a profit after tax of €4.3 million. Earnings per share are projected to increase to €0.025 per share in 2019, and decreasing to €0.023 per share in 2020.

3.8 Dividend policy

The intention of the Directors is to retain a strong dividend payout ratio similar to prior years. Subject to any unforeseen circumstances, BMIT Group's dividend policy is expected to be based on up to 90% of the BMIT Group's free cash flows to the company generated during the year, capped at 95% of distributable profits.

For the purpose of the dividend payout policy, free cash flows to the company are defined as EBITDA less working capital movements less taxation less recurring capital expenditure, less interest costs but excluding capital expenditure funded externally, such as the capital expenditure related to the Zejtun data centre. Distributable profits are defined as distributable opening retained earnings plus profit for the year (after tax but before amortization).

The Prospective Financial Information assumes that, prior to the Proposed Listing, a net dividend of *circa* €4 million will be declared by BMIT Technologies to GO for the financial year ending 31 December 2018, with €3.2 million paid during 2018 and the remaining €0.8 million paid during 2019.

Following the Proposed Listing, dividends will be paid through a final dividend after its approval at BMIT Technologies' Annual General Meeting in or around May. Total net dividends declared to shareholders in

respect of financial years ending 31 December 2019 and 2020 (declared subsequent to year-end and payable in May 2020 and May 2021 respectively) are projected at €4.4 million and €4.9 million respectively, as explained in section 5 of this Circular.

The projected levels of dividends are being made for illustrative purposes only and are subject to the BMIT Group's profit for the year, the Directors' view on the prevailing market outlook, ongoing liquidity and working capital requirements, and investment requirements.

3.9 Capital expenditure

Annual recurring capital expenditure is estimated at *circa* €1 million per annum. This capital expenditure is expected to be funded through the internal cash generated by BMIT Group. Capital expenditure for 2018 also covers the replacement of the air-conditioning system at the Handaq data centre for a total investment of €0.6 million.

Specific capital expenditure relates to a budget of €10 million in relation to the development of the Zejtun data centre. This new data centre is expected to be operative in the first quarter of 2020. Capital expenditure of *circa* €0.4 million on this data centre has already been incurred in 2018, with the remaining capital expenditure of €6.6 million and €3 million expected to be incurred in 2019 and 2020 respectively.

3.10 Right of use asset

In line with the requirements of IFRS 16 – Leases, effective as from 1 January 2019, BMIT Group will start recognising a Right of Use asset on the Statement of Financial Position. The Right of Use asset is projected at €2.3 million as at 31 December 2019 and €9.5 million as at 31 December 2020.

3.11 Lease liability

With effect from 1 January 2019, BMIT Group's liabilities will reflect the impact of the lease liability, representing the present value of the committed lease payments on BMIT Group's leased assets in line with the requirements of IFRS 16 – Leases. The total lease liability (including current and non-current portion) is projected at €3.1 million and €10.5 million as at 31 December 2019 and 31 December 2020 respectively.

3.12 Borrowings and finance costs

Net finance costs, amounting to €0.3 million in 2019 and increasing to €0.9 million in 2020, relate to:

- Interest of €0.1 million in 2019 and €0.3 million in 2020 in relation to the loan facility provided by GO to finance the development of the Zejtun data centre at a budgeted investment of €10 million. The loan is assumed to be drawn €7 million in 2019 and €3 million in 2020. This loan is assumed to be repayable within 5 years, with a 2-year capital moratorium at an interest rate of 3.25% per annum; and

- Finance costs of €0.2 million in 2019 and €0.6 million in 2020 in relation to the lease liability on the premises leased by BMIT Group recognised as from 1 January 2019 in line with the requirements of IFRS 16 – Leases.

3.13 Working capital

The BMIT Group's working capital comprises the net impact of trade and other receivables together with trade and other payables. Current trade and other payables include significant amounts relating to security deposits and deferred income arising in line with terms and conditions of agreements with clients. For the purpose of the Prospective Financial Information, working capital has been projected on the basis of historical average debtor days and creditor days, and reflects the credit terms and client deposit requirements as set out in our agreements with clients.

The Directors, having made due and careful enquiry, are of the opinion that in the absence of unforeseen circumstances outside their control, the working capital available to the BMIT Group will be sufficient for the carrying out of its business.

3.14 Capital and reserves

The preparation of this Prospective Financial Information reflects the following changes to BMIT Technologies' share capital completed in advance of the company's admissibility to the Proposed Listing:

1. Capitalisation of an amount of €11.2 million due by BMIT Technologies to GO in exchange for the issue and allotment of 11,249,531 new shares to GO in BMIT Technologies. This amount related to funds advanced by GO to BMIT Technologies to complete the acquisition of the BM companies and Kinetix. As a result of this transaction, the issued share capital of BMIT Technologies increased from €9.1 million to €20.4 million, thereby eliminating the negative equity reserves of the BMIT Group; and

2. The re-denomination of BMIT Technologies' share capital from a nominal value of €1.00 per share to a nominal value of €0.10 per share.

In line with the modified retrospective approach under IFRS 16 – Leases, the opening retained earnings as at 1 January 2019 take into account a one-time reduction of €0.9 million representing the cumulative effect of past year adjustments had existing asset lease agreements been accounted for in line with requirements of the revised leases accounting standard. This one-time reduction summarises the difference between the Right of Use of the leased assets and the lease liability recognised as at 1 January 2019.

Apart from the adjustment above in relation to the adoption of IFRS 16 – Leases, retained earnings will increase in line with undistributed profits.

Other reserves will remain unchanged for the three-year period.

4. Conclusion

The Directors believe that the assumptions on which the Prospective Financial Information is based are reasonable.

Approved by the Board of Directors on 1 November 2018 and signed on their behalf by:

Mr Nikhil Patil
Chairman

5. Projected Financial Statements

5.1 Projected Statements of Financial Position

BMIT Technologies plc Projected Consolidated Statement of Financial Position as at 31 December	2017 Audited €000s	2018 Forecast €000s	2019 Projected €000s	2020 Projected €000s
ASSETS				
Non-current assets				
Property, plant and equipment	6,555	6,558	12,486	14,358
Intangible assets	4,535	3,689	3,427	3,203
Right of use asset	-	-	2,281	9,523
Investment in associate	18	18	18	18
Deferred tax	2	2	2	2
Total non-current assets	**11,110**	**10,267**	**18,214**	**27,104**
Current assets				
Inventories	229	200	200	200
Trade and other receivables	2,196	2,676	2,773	2,950
Cash and cash equivalents	2,244	53	5,627	6,676
Total current assets	**4,669**	**2,929**	**8,600**	**9,826**
Total assets	**15,779**	**13,196**	**26,814**	**36,930**
EQUITY AND LIABILITIES				
Equity				
Share capital	9,110	20,360	20,360	20,360
Other reserves	(2,964)	(4,097)	(4,097)	(4,097)
Retained earnings	(9,917)	(9,643)	(5,367)	(5,087)
Capital and reserves attributable to owners of the Group	**(3,771)**	**6,620**	**10,896**	**11,176**
Non-controlling interest	692	-	-	-
Total equity	**(3,079)**	**6,620**	**10,896**	**11,176**
Non-current liabilities				
Borrowings	-	-	7,000	10,000
Lease liability	-	-	2,587	9,789
Deferred tax liabilities	648	583	371	212
Total non-current liabilities	**648**	**583**	**9,958**	**20,001**
Current liabilities				
Trade and other payables	18,156	5,768	4,956	5,022
Lease liability	-	-	554	689
Current tax liabilities	54	225	450	42
Total current liabilities	**18,210**	**5,993**	**5,960**	**5,753**
Total liabilities	**18,858**	**6,576**	**15,918**	**25,754**
Total equity and liabilities	**15,779**	**13,196**	**26,814**	**36,930**

5.2 Projected Income Statements

BMIT Technologies plc Projected Consolidated Income Statement for the year ended 31 December	2017 Audited €000s	2018 Forecast €000s	2019 Projected €000s	2020 Projected €000s
Revenue	**19,717**	**21,673**	**22,646**	**24,588**
Cost of sales	(11,097)	(11,627)	(11,964)	(12,884)
Gross profit	**8,620**	**10,046**	**10,682**	**11,704**
Administrative expenses	(2,260)	(2,620)	(2,953)	(3,497)
Impairment of intangible assets	-	(507)	-	-
Operating profit	**6,360**	**6,919**	**7,729**	**8,207**
Net finance costs	-	-	(314)	(940)
Profit before tax	**6,360**	**6,919**	**7,415**	**7,267**
Tax expense	(2,309)	(2,649)	(2,262)	(2,597)
Profit for the year	**4,051**	**4,270**	**5,153**	**4,670**
Attributable to:				
Owners of the Company	3,795	4,223	5,153	4,670
Non-Controlling interest	256	47	-	-
Profit for the year	**4,051**	**4,270**	**5,153**	**4,670**
Earnings per share (in €) *	**0.020**	**0.021**	**0.025**	**0.023**
Total dividends	**4,925**	**4,000**	**4,391**	**4,896**
Dividends per share (in €) *	**0.024**	**0.020**	**0.022**	**0.024**

** The presentation of the earnings per share, dividends per share and the weighted average number of ordinary shares in issue during each financial year on which the earnings per share and dividends per share are based have been adjusted retrospectively to reflect the capitalisation of a loan of €11,249,531 due by BMIT Technologies to GO and the redenomination of the BMIT Technologies' share capital from a nominal value of €1 per share to a nominal value of €0.10 per share, both of which occurred subsequent to 31 December 2017.*

5.3 Projected Statements of Cash Flows

BMIT Technologies plc
Projected Consolidated Statement of Cash Flows
for the year ended 31 December

	2017 Audited €000s	2018 Forecast €000s	2019 Projected €000s	2020 Projected €000s
Cash flows from operating activities				
Cash generated from operations	9,551	8,793	9,548	9,929
Income tax paid	(2,524)	(2,543)	(2,250)	(3,164)
Net cash generated from operating activities	**7,027**	**6,250**	**7,298**	**6,765**
Cash flows from investing activities				
Purchase of property, plant and equipment, net of disposals	(1,050)	(1,103)	(7,810)	(4,000)
Payment for acquisition of subsidiary	-	(1,872)	-	-
Net cash used in investing activities	**(1,050)**	**(2,975)**	**(7,810)**	**(4,000)**
Cash flows from financing activities				
Borrowings from related party	-	1,837	7,000	3,000
Movement in related party balances	-	(4,103)	-	-
Interest paid	-	-	(114)	(325)
Dividends paid	(4,925)	(3,200)	(800)	(4,391)
Net cash (used in) / generated from financing activities	**(4,925)**	**(5,466)**	**6,086**	**(1,716)**
Net movement in cash and cash equivalents	**1,052**	**(2,191)**	**5,574**	**1,049**
Cash and cash equivalents at beginning of year	1,192	2,244	53	5,627
Cash and cash equivalents at end of year	**2,244**	**53**	**5,627**	**6,676**

Annex II – Accountant's Report on Prospective Financial Information

The Directors
BMIT Technologies p.l.c.
Building SCM02, Level 2,
Smart City Malta, Ricasoli
Malta

1 November 2018

Independent Accountant's Report on the Projected Financial Information of BMIT Technologies p.l.c.

To the board of directors of BMIT Technologies p.l.c.

We report on the projected statements of financial position as at 31 December 2018, 31 December 2019 and as at 31 December 2020, and the projected income and cash flow statements for the three-year period ending 31 December 2020 (the "Projected Financial Information") of BMIT Technologies p.l.c. ("BMIT Group"). The Projected Financial Information, the basis of preparation and the material assumptions upon which the Projected Financial Information is based, are set out in Annex I – Prospective Financial Information of the Circular for Extraordinary General Meeting issued by GO p.l.c. ("GO Group") dated 1 November 2018.

This report is required in terms of rule 5.40 of the Listing Rules issued by the Listing Authority of the Malta Financial Services Authority and is given for the purpose of complying with that regulation and for no other purpose.

Directors' responsibilities for the Projected Financial Information

It is the responsibility of the Directors of the BMIT Group to prepare the Projected Financial Information and the assumptions upon which it is based, as set out in Annex I – Prospective Financial Information of GO Group's Circular for Extraordinary General Meeting dated 1 November 2018, in accordance with the requirements of the Listing Rules issued by the Listing Authority of the Malta Financial Services Authority and EU Regulation EC 809/2004.

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies International Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

PricewaterhouseCoopers,
78 Mill Street, Qormi, QRM3101. Malta
T: +(356) 2124 7000, F: +(356) 2124 4768, www.pwc.com/mt

The firm is registered as a partnership of Certified Public Accountants in terms of the Accountancy Profession Act.
A list of partners and directors of the firm is available at 78 Mill Street, Qormi, Malta.

Independent Accountant's Report on the Projected Financial Information of BMIT Technologies p.l.c.

To the board of directors of BMIT Technologies p.l.c.

Accountant's responsibility

It is our responsibility to form an opinion as required by Listing Rule 5.40 as issued by the Listing Authority of the Malta Financial Services Authority and Annex I item 13.2 of EU Regulation EC 809/2004 as to the proper compilation of the Projected Financial Information on the basis stated in Annex I – Prospective Financial Information of GO Group's Circular for Extraordinary General Meeting dated 1 November 2018, in so far as the application of the underlying accounting policies and accuracy of calculations are concerned, and to report that opinion to you.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed, to the fullest extent permitted by law, we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with the Listing Rules, consenting to its inclusion in the Circular.

Basis of preparation of the Projected Financial Information

The Projected Financial Information has been prepared on the basis stated in Annex I – Prospective Financial Information of GO Group's Circular for Extraordinary General Meeting dated 1 November 2018 and is based on projections covering the three-year period ending 31 December 2020. The Projected Financial Information is required to be presented on a basis consistent with the accounting policies of BMIT Group.

Basis of opinion

We have examined the basis of compilation and the accounting policies of the accompanying Projected Financial Information of BMIT Group for the three-year period ending 31 December 2020 in accordance with ISAE 3000, 'Assurance Engagements Other than Audits and Reviews of Historical Financial Information'. Our work included evaluating the basis on which the Projected Financial Information has been prepared and considering whether the Projected Financial Information has been accurately computed based upon the disclosed assumptions and accounting policies of BMIT Group.

The assumptions upon which the Projected Financial Information is based are solely the responsibility of the Directors of BMIT Group and accordingly, we express no opinion on the validity of the assumptions.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Projected Financial Information has been properly compiled on the basis stated, in so far as the accuracy of calculations are concerned.

The Projected Financial Information is not intended to, and does not provide all the information and disclosures necessary to give a true and fair view of the results of the operations and the financial position of the company in accordance with International Financial Reporting Standards as adopted by the EU ("IFRSs"). Accordingly, we do not give an opinion as to whether the Projected Financial Information has been properly prepared in accordance with IFRSs.

Independent Accountant's Report on the Projected Financial Information of BMIT Technologies p.l.c.

To the board of directors of BMIT Technologies p.l.c.

Since the Projected Financial Information and the assumptions on which they are based relate to the future and may therefore be affected by unforeseen events, we can express no opinion as to whether the actual results reported will correspond to those shown in the Projected Financial Information and differences may be material.

Opinion

In our opinion, the Projected Financial Information has been properly compiled on the basis stated in Annex I – Prospective Financial Information of GO Group's Circular for Extraordinary General Meeting dated 1 November 2018 and the basis of accounting used is consistent with the accounting policies of BMIT Group.

Yours faithfully,

Fabio Axisa
Partner

PricewaterhouseCoopers
78 Mill Street
Qormi
QRM 3101
Malta

Annex III – Pro Forma Financial Information

1. Basis of preparation

GO p.l.c. ("**GO**") announced that BMIT Technologies p.l.c. ("**BMIT Group**") will be pursuing a separate listing on the Malta Stock Exchange. Pursuant to the proposed listing, GO intends to divest itself of a portion of its shareholding in BMIT Group (the "**Proposed Realisation**") by selling these shares (the "**Realisation Shares**") at the Initial Public Offering ("**IPO**"). Further detail on the Proposed Realisation is set out in section 3 of this Circular.

The IPO is expected to be completed by the end of the first quarter of 2019. Following the completion of the Proposed Realisation, GO will retain a minimum of 51% and a maximum of 75% of the issued share capital of BMIT Technologies.

This pro forma financial information (the "**Pro Forma Financial Information**") has been prepared for illustrative purposes only, to provide information about the effect of the Proposed Realisation on the financial results and financial position of GO. For the purpose of preparing the Pro Forma Financial Information, the Directors have assumed that:

a. The Realisation Shares will be equivalent to 40% of GO's shareholding in BMIT Technologies, equivalent to approximately the mid-point of the stipulated range of BMIT Technologies Shares available for sale set at not more than 49% and not less than 25% of the issued share capital. GO is therefore assumed to retain the remaining 60% shareholding in BMIT Technologies; and
b. The Proposed Realisation will generate net proceeds in the region of €40 million.

The Pro Forma Financial Information for GO comprises a pro forma Income Statement for the year ended 31 December 2017 and a pro forma Statement of Financial Position as at 31 December 2017.

The Pro Forma Financial Information is prepared on the assumption that the Proposed Realisation has been hypothetically carried out on 1 January 2017 (i.e. the beginning of the financial year).

The Pro Forma Financial Information has been prepared using the actual consolidated results for GO for the financial year ended 31 December 2017 and superimposing the transactions outlined in section 2 below 'Pro Forma adjustments'.

Because of its nature, the Pro Forma Financial Information addresses a hypothetical situation and, therefore, does not represent GO's actual financial position or financial results. The Pro Forma Financial Information is not intended to, and does not, provide all the information and disclosures necessary to give a true and fair view of the results of the operations and the financial position of GO in accordance with International Financial Reporting Standards as adopted by the EU ("**IFRSs**"). The Pro Forma Financial Information has been compiled on the basis of the accounting policies adopted by GO taking into account the requirements of building block 20.2 of Annex I and Annex II of EC Regulation 809/2004.

2. Pro forma adjustments

The following is a description of the pro forma adjustments made to the actual results and financial position of GO for the financial year ended 31 December 2017:

1. Being the acquisition of the remaining 49% non-controlling interest in Kinetix IT Solutions Limited for a consideration of €1.9 million settled in cash (effectively completed on 1 March 2018). Further to this transaction, GO owns 100% of the share capital of Kinetix IT Solutions Limited; and
2. Being the divestment of GO's Realisation Shares, assumed to be equivalent to 40% of GO's shareholding in BMIT Technologies, through an IPO on the Malta Stock Exchange, and assumed to generate net proceeds in the region of €40 million. This transaction would be represented by the following pro forma adjustments:

    a. Being proceeds from sale of 40% shareholding in BMIT Technologies for €40 million;
    b. Being the equity value of BMIT Group attributable to the 40% non-controlling interest in the BMIT Group as at 1 January 2017; and
    c. Being the share of profits for the financial year ended 31 December 2017 attributable to the 40% non-controlling interest in the BMIT Group.

For the purpose of the preparation of the Pro Forma Financial Information, the Directors have also taken into account the capitalisation of the amount of €11.2 million due by BMIT Technologies to GO in exchange for the issue and allotment of 11,249,531 new shares to GO with a nominal value of €1 each which effectively occurred on 25 October 2018. This amount related to funds advanced by GO to BMIT Technologies to complete the acquisition of the BM companies and Kinetix. In view that this is an intra-group transaction occurring between GO and BMIT Technologies prior to the Proposed Listing, and therefore eliminated upon the consolidation of the results of the GO Group, the capitalisation would have no impact on the Pro Forma Financial Information had this transaction been hypothetically carried out on 1 January 2017.

3. Pro forma financial information

Pro Forma Consolidated Statement of Financial Position as at 31 December 2017

Statement illustrating the effect of the Proposed Realisation on the Consolidated Statement of Financial Position of GO as at 31 December 2017

		Pro Forma adjustments				
	Audited	[1]	[2a]	[2b]	[2c]	Pro Forma
	€000	€000	€000	€000	€000	€000s
ASSETS						
Non-current assets						
Property, plant and equipment	129,183					129,183
Intangible assets	62,305					62,305
Investments in associate	18					18
Deferred tax assets	2,315					2,315
Trade and other receivables	2,005					2,005
Total non-current assets	**195,826**	-	-	-	-	**195,826**
Current assets						
Inventories	8,340					8,340
Trade and other receivables	33,888					33,888
Current tax assets	41					41
Cash and cash equivalents	13,722	(1,872)	40,000			51,850
Total current assets	**55,991**	**(1,872)**	**40,000**	-	-	**94,119**
Total assets	**251,817**	**(1,872)**	**40,000**	-	-	**289,945**
EQUITY AND LIABILITIES						
EQUITY						
Share capital	58,998					58,998
Reserves	616	(1,180)	40,000			39,436
Retained earnings	47,273	575		1,286	(1,620)	47,514
Total capital and reserves attributable to owners of the Company	**106,887**	**(605)**	**40,000**	**1,286**	**(1,620)**	**145,948**
Non-controlling interests	8,224	(692)		(1,286)	1,620	7,866
Total equity	**115,111**	**(1,297)**	**40,000**	-	-	**153,814**
LIABILITIES						
Non-current liabilities						
Borrowings	46,910					46,910
Deferred tax liabilities	2,716					2,716
Provisions for pensions	2,992					2,992
Trade and other payables	320					320
Total non-current liabilities	**52,938**	-	-	-	-	**52,938**
Current liabilities						
Borrowings	21,009					21,009
Provisions for pensions	3,340					3,340
Trade and other payables	58,202	(575)				57,627
Current tax liabilities	1,217					1,217
Total current liabilities	**83,768**	**(575)**	-	-	-	**83,193**
Total liabilities	**136,706**	**(575)**	-	-	-	**136,131**
Total equity and liabilities	**251,817**	**(1,872)**	**40,000**	-	-	**289,945**

Statement illustrating the effect of the Proposed Realisation on the Consolidated Income Statement of GO for the financial year ended 31 December 2017

	Audited	Pro Forma adjustments				Pro Forma
		[1]	[2a]	[2b]	[2c]	
	€000s	€000s	€000s	€000s	€000s	€000s
Revenue	166,301					**166,301**
Cost of sales	(96,558)					**(96,558)**
Gross profit	**69,743**	-	-	-	-	**69,743**
Administrative and other related expenses	(41,439)					**(41,439)**
Other income	1,507					**1,507**
Other expenses	(284)					**(284)**
Operating profit	**29,527**	-	-	-	-	**29,527**
Finance income	327					**327**
Finance costs	(2,180)					**(2,180)**
Adjustments arising on fair valuation of property	206					**206**
Losses attributable to investments	(11)					**(11)**
Profit before tax	**27,869**	-	-	-	-	**27,869**
Tax expense	(9,867)					**(9,867)**
Profit for the year	**18,002**	-	-	-	-	**18,002**
Attributable to:						
Owners of the Company	16,694	256			(1,620)	**15,330**
Non-controlling interests	1,308	(256)			1,620	**2,672**
Profit for the year	**18,002**	-	-	-	-	**18,002**

Annex IV – Accountant's Report on Pro Forma Financial Information

The Directors
GO p.l.c.
Fra Diegu Street,
Marsa MRS1501
Malta

1 November 2018

Independent Accountant's Report on the compilation of Pro Forma Financial Information

To the board of directors of GO p.l.c.

Report on the compilation of Pro Forma Financial Information

We have completed our assurance engagement to report on the compilation of pro forma financial information of GO p.l.c. ("the GO Group"), as prepared by the directors of the GO Group ("the Directors"). The pro forma financial information consists of GO Group's pro forma consolidated statement of financial position as at 31 December 2017 and GO Group's pro forma consolidated income statement for the financial year ended 31 December 2017, and the related notes, as set out in Annex III – Pro Forma Financial Information of the Circular for Extraordinary General Meeting issued by GO Group dated 1 November 2018. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are specified in Annex II to Commission Regulation (EC) 809/2004 ("the Regulation") and described in the 'Basis of preparation' included in Annex III – Pro Forma Financial Information of GO Group's Circular for Extraordinary General Meeting dated 1 November 2018 ("the Applicable Criteria").

The pro forma financial information has been compiled by the Directors to illustrate the impact of the Proposed Realisation of GO Group's shares in BMIT Group p.l.c. ("BMIT Group") as set out in the notes to Annex III of GO Group's Circular for Extraordinary General Meeting dated 1 November 2018 on the financial position as at 31 December 2017 and its financial performance for the year then ended.

The pro forma financial information for the GO Group has been prepared on the assumption that the Proposed Realisation has been hypothetically carried out on 1 January 2017. As part of this process, information about GO Group's financial position and performance has been extracted by the Directors from GO Group's financial statements, for the period ended 31 December 2017, on which an audit report has been published.

Directors' responsibility for the Pro Forma Financial Information

The Directors are responsible for compiling the pro forma financial information on the basis of the Applicable Criteria.

Our responsibilities

Our responsibility is to express an opinion, as required by item 7 of Annex II to the Regulation, about whether the pro forma financial information has been compiled, in all material respects, by the Directors on the basis of GO Group's accounting policies as described in the latest annual report and the basis of preparation set out in Annex III of GO Group's Circular for Extraordinary General Meeting dated 1 November 2018, and accordingly on the basis of the Applicable Criteria.

Independent Accountant's Report on the compilation of Pro Forma Financial Information

To the board of directors of GO p.l.c.

Basis of opinion

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3420 – Assurance engagements to report on the compilation of pro forma financial information included in a prospectus, issued by the International Auditing and Assurance Standards Board. This standard requires that the practitioner complies with ethical requirements and plans and performs procedures to obtain reasonable assurance about whether the Directors have compiled, in all material respects, the pro forma financial information on the basis of the Applicable Criteria.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction as at and for the period ended 31 December 2017 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis of the Applicable Criteria involves performing procedures to assess whether the Applicable Criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the accountant's judgment, having regard to the accountant's understanding of the nature of the GO Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independent Accountant's Report on the compilation of Pro Forma Financial Information

To the board of directors of GO p.l.c.

Opinion

In our opinion:

a. the pro forma financial information has been properly compiled on the basis stated; and
b. such basis is consistent with the accounting policies of the GO Group.

Yours faithfully,

Fabio Axisa
Partner

PricewaterhouseCoopers
78 Mill Street
Qormi
Malta

NOTES

NOTES