

HSBC Bank Malta p.l.c.

Avviż għall-Wieħed u Erbgħin Laqgħa Ġenerali Annwali

**Il-Hamis, 13 ta' April 2017
fil-10.00a.m. Grand Master Suite,
Ċentru tal-Konferenzi, Hilton Malta,
Portomaso, San Ġiljan**

Dokumenti annessi ma' dan l-Avviż

1. Informazzjoni fuq il-Laqgħa Ġenerali Annwali (Laqgħa);
2. Prokura;
3. Il-Kontijiet Annwali għas-sena li għalqet fil-31 ta' Dicembru 2016.

Kopja ta' dan l-avviż u d-dokumenti tal-informazzjoni relatata mal-Laqgħa huma aċċessibbli mill-*website* tal-bank www.hsbc.com.mt fit-taqsimha tal-*Annual General Meeting* għol-*Investor Relations microsite* <https://www.hsbc.com.mt/1/2/hsbc-in-malta/investor-relations/annual-general-meeting/annual-general-meeting>.

L-Azzjonisti jistgħu jistaqsu mistoqsijiet lis-Segretarju tal-Kumpanija billi jċemplu fuq 2380 2404/5 jew jibagħtu ittra elettronika fuq companysecretarymalta@hsbc.com

Aċċess għal-Laqgħa

Fil-Hilton Malta hemm aċċess għas-siġġu bir-roti u biljetti għall-parkeġġ jiġu provduti.

Notice of the Forty-first Annual General Meeting

**Thursday, 13 April 2017
at 10.00a.m. Grand Master Suite,
Conference Centre, Hilton Malta,
Portomaso, St Julian's**

Documents included with this Notice

1. Information about the Annual General Meeting (AGM);
2. Proxy Form;
3. Annual Report and Accounts for the year ended 31 December 2016.

A copy of this notice and all documents and information related to the AGM can be found on the bank's website www.hsbc.com.mt in the Annual General Meeting section of the Investor Relations microsite <https://www.hsbc.com.mt/1/2/hsbc-in-malta/investor-relations/annual-general-meeting/annual-general-meeting>.

Shareholders may ask questions to the Company Secretary by calling on 2380 2404/5 or by sending an email to companysecretarymalta@hsbc.com

Access to the AGM

Hilton Malta is wheelchair accessible and parking tickets will be provided.



Avviż ghal-Laqgħa Ġenerali Annwali

Hawnhekk qiegħed jingħata avviż tal-Laqgħa tal-HSBC Bank Malta p.l.c. (il-bank) li se ssir fil-Grand Master Suite, Ċentru tal-Konferenzi, Hilton Malta, Portomaso, San Ġiljan nhar Il-Hamis, 13 ta' April 2017. **Ir-registrazzjoni tibda fid-9.00a.m.**, u l-Laqgħa tibda fl-10.00a.m.

L-Azzjonisti se jikkunsidraw u jekk jidrilhom xieraq, japprovaw ir-riżoluzzjonijiet li jsegwu hawn taħt:

Riżoluzzjonijiet Ordinarji

1. Ir-Rapporti u l-Kontijiet Annwali

Biex tirċievi u tapprova l-Kontijiet Annwali Verifikati għas-sena li għalqet fil-31 ta' Diċembru 2016, u r-Rapporti tad-Diretturi u l-Awdituri dwarhom;

2. Dividend

Biex tapprova, kif rakkomandat mill-Bord tad-Diretturi, hlas finali ta' dividend gross ta' 4.1 ċenteżmi għal kull sehem, liema hlas finali jammonta għas-somma totali ta' €14,772,550;

3. Hatra tal-Awdituri

Biex terġa' tappunta lill-PricewaterhouseCoopers bħala Awdituri u biex il-Bord tad-Diretturi jigi awtorizzat jiffissa r-rimunerazzjoni tagħhom;

4. Hlas lid-Diretturi

Biex tiġi stabbilita s-somma massima annwali ta' €360,000 bħala hlas lid-Diretturi.

Hatra tad-Diretturi

Biex tappunta u teleggi d-Diretturi.

Bl-ordni tal-Bord

Avv. George Brancaleone LL.D.
23 ta' Marzu 2017
Segretarju tal-Kumpanija

Notice of Annual General Meeting

Notice is hereby given that the AGM of HSBC Bank Malta p.l.c. (the bank) will be held at the Grand Master Suite, Conference Centre, Hilton Malta, Portomaso, St Julian's on Thursday, 13 April 2017. **Registration starts at 9.00a.m.** and the AGM commences at 10.00a.m.

The Shareholders will consider and if deemed fit, approve the following resolutions:

Ordinary Resolutions

1. Annual Reports and Accounts

To receive and approve the Audited Accounts for the year ended 31 December 2016 and the Reports of the Directors and Auditors thereon;

2. Dividend

To approve a final gross dividend of 4.1 cent per share representing a final gross payment of €14,772,550, as recommended by the Board of Directors;

3. Appointment of the Auditors

To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Board of Directors to fix their remuneration;

4. Directors' Emoluments

To establish the maximum annual aggregate emoluments of the Directors at €360,000.

Appointment Directors

To appoint and elect Directors.

By order of the Board

Dr George Brancaleone LL.D.
23 March 2017
Company Secretary

Informazzjoni fuq il-Laqgħa Ġenerali Annwali

Informazzjoni fuq il-Laqgħa, inklużi d-drittijiet tal-vot tiegħek u kif teżerċita dawn id-drittijiet, huma elenkati hawn taħt:

Record Date

Dan l-avviż intbagħat lill-Azzjonisti kollha tal-bank li kienu fuq ir-Registru tal-Borża ta' Malta fl-14 ta' Marzu 2017 (ir-Record Date). Huma dawn l-Azzjonisti biss li għandhom id-dritt li jattendu u jivvutaw fil-Laqgħa. Il-bank għandu Klassi waħda biss ta' ishma u dawn l-ishma għandhom l-istess drittijiet għall-voti. In-numru totali ta' ishma elegibbli biex jipparteċipaw fil-Laqgħa huwa ta' 360,306,099 sehem.

Id-dritt tal-Azzjonisti biex jistaqsu mistoqsijiet

L-Azzjonisti jistgħu jistaqsu mistoqsijiet relatati mal-aġenda tal-Laqgħa skont il-Listing Rules 12.24 sa 12.26. Mistoqsijiet relatati mar-riżoluzzjonijiet imsemmija hawn fuq jistgħu jintbagħtu lis-Segretarju tal-Kumpanija bil-posta jew fuq l-indirizz elettroniku companysecretarymalta@hsbc.com. Risposti għad-domandi relatati mal-aġenda jistgħu jingħataw direttament lill-Azzjonist li għamel id-domanda, jew jiġu ppubblikati fuq il-*website* tal-bank jew waqt il-Laqgħa.

Filwaqt li *Chairman* tal-Laqgħa se jfittex li jwieġeb għall-mistoqsijiet kollha li jitressqu b'konnessjoni mar-riżoluzzjonijiet imressqa quddiem il-Laqgħa, wieħed għandu jinnota li twegiba ġenerali waħda tista' tingħata mill-bank fejn il-mistoqsijiet għandhom l-istess kontenut. L-ebda risposta ma tingħata mill-bank meta:

- i it-twegiba tista' ttlef il-preparazzjoni tal-Laqgħa, tinvolvi informazzjoni kunfidenzjali jew tista' tikkawża preġudizzju lill-interessi kummerċjali tal-bank;
- ii mhux fl-interess tal-andament b'mod ordnat tal-Laqgħa li tingħata twegiba; jew
- iii il-bank mhux f'pożizzjoni li jagħti risposta immedjata, f'liema każ iżda, ir-risposta se tkun sussegwentement imqiegħda fuq il-*website* tal-bank.

F'każ ta' diffikultajiet jew mistoqsijiet, l-Azzjonisti huma ġentilment mitluba li jikkuntattjaw l-Uffiċċju tas-Segretarju tal-Kumpanija fuq 2380 2404/2380 2405 jew fuq l-indirizz elettroniku companysecretarymalta@hsbc.com

Abbozz ta' Riżoluzzjonijiet

L-abbozz tar-riżoluzzjonijiet li se jiġu kkunsidrati u jittiehed vot dwarhom matul il-Laqgħa huma inklużi bhala parti integrali ta' dan l-Avviż.

Kif ġie ddikjarat fil-*Company Announcement* Nru HSBC296 tal-bank, ippublikata fis-6 ta' Jannar 2017, Azzjonist jew Azzjonisti li għandhom minn tal-inqas 5% tal-kapital azzjonarju maħruġ tal-bank b'jeddi għall-vot kien/kienu intitolat/i li jitlob/jitolbu lill-bank li jinkludi suġġetti fuq l-aġenda tal-Laqgħa u li jipprezentaw abbozz ta' riżoluzzjonijiet għal suġġetti li jiġu inklużi fl-aġenda tal-Laqgħa. Dawn it-talbiet kellhom jiġu sottomessi lill-bank sas-26 ta' Frar 2017, li tigi s-sitta u erbghin (46) ġurnata qabel id-data indikata tal-Laqgħa (il-13 ta' April 2017) u l-bank mhux se jestendi dan il-perjodu.

Information about the Annual General Meeting

Information about the AGM, including your voting rights, and how you may exercise them, is set out below:

Record Date

This notice has been mailed to the bank's Shareholders on the Register of the Malta Stock Exchange on 14 March 2017 (the Record Date). These Shareholders only shall be entitled to attend and vote at the AGM. The bank has only one Class of Shares and the shares have equal voting rights. The total number of shares eligible to participate in the Meeting is 360,306,099 shares.

Shareholders' right to ask questions

Shareholders may ask questions related to the items on the agenda in terms of Listing Rules 12.24 to 12.26. Questions in relation to the resolution above-mentioned may be directed to the Company Secretary by post or e-mail to companysecretarymalta@hsbc.com. Answers to questions related to items on the agenda may be given either directly to the Shareholder asking the question, or published on the bank's website or during the AGM.

Whilst the Chairman of the AGM will endeavour to reply to all questions that may be raised in relation to the resolutions placed before the AGM, it is to be noted that one overall answer may be provided to questions having the same content. No answer is required to be given by the bank when:

- i an answer would interfere unduly with the preparation for the AGM, involve the disclosure of confidential information or cause prejudice to the business interests of the bank;
- ii it is not in the interests of good order of the AGM that the question be answered; or
- iii the bank is unable to provide an immediate reply, in which case, however, the reply will be subsequently posted on the website of the bank.

In case of any difficulties or queries, the Shareholders are kindly asked to contact the office of the Company Secretary on 2380 2404/2380 2405 or on email address companysecretarymalta@hsbc.com

Draft Resolutions

The draft resolutions to be considered and voted upon at the AGM are included as an integral part of this Notice.

As stated in the bank's Company Announcement No HSBC296, published on 6 January 2017, a Shareholder or Shareholders holding not less than 5% of the voting issued share capital of the bank was/were entitled to request the bank to include items on the agenda of the AGM and to table draft resolutions for items to be included in the agenda of the AGM. Such requests were to be submitted to the bank by the 26 February 2017, that is at least forty six (46) days before the date set for the AGM (13 April 2017) and the bank is not extending this period.

Votazzjoni

Kull meta jittiehed vot, sew jekk dan isir b'wiri tal-idejn jew b'mezz ta' votazzjoni, **kull sehem** fil-bank jaghti dritt ghal **vot wiehed (1)** fil-Laqgħa tal-Kumpanija.

Skont l-Artikli ta' Assoċjazzjoni tal-bank, riżoluzzjoni mressqa għall-vot tkun determinata b'wiri tal-idejn sakemm ma tintalabx votazzjoni qabel jew waqt id-dikjarazzjoni ta' riżultat permezz ta' wiri tal-idejn minghand:

- i iċ-*Chairman*; jew
- ii minn tal-inqas tliet (3) membri preżenti personalment jew b'mezz ta' Prokura; jew
- iii minn membru jew membri preżenti personalment jew b'mezz ta' Prokura u jirrapreżentaw mhux anqas minn wiehed f'għaxra tat-total tal-eligibilità tal-membri bi dritt tal-vot fil-Laqgħa; jew
- iv minn membru jew membri preżenti personalment jew b'mezz ta' Prokura li għandhom ishma fil-Kumpanija bi dritt li jivvotaw fil-Laqgħa, liema ishma huma mħallsa jew daqs wiehed f'għaxra tas-somma totali mħallsa fuq l-ishma kollha b'dawn id-drittijiet.

F'każ ta' riżultati ndaqs, kemm b'wiri tal-idejn jew b'mezz ta' votazzjoni iċ-*Chairman* tal-Laqgħa jkollu t-tieni vot jew vot deċiżiv.

Fil-każ li jittiehed vot mhux permezz tal-wiri tal-idejn:

L-Azzjonisti jridu jimmarrkaw il-preferenza tagħhom fuq kull riżoluzzjoni billi jimmarrkaw 'Favur' jew 'Kontra' jew 'Astensjoni' fuq l-istess riżoluzzjoni. **Jekk jiġu mmarkati aktar minn kaxxa waħda għall-istess riżoluzzjoni, il-vot tal-Azzjonisti fuq dik ir-riżoluzzjoni partikolari jkun invalidu.**

Hatra tad-Diretturi

Il-Bord tad-Diretturi jikkonsisti f'mhux aktar minn disa' (9) diretturi. Skont Klawnsola 7 tal-Memorandum tal-Assoċjazzjoni u Artiklu 77(4) tal-Istatut ta' Assoċjazzjoni, (a) jistgħu jiġu appuntati sitt (6) diretturi, u (b) jiġu eletti tliet (3) diretturi. Peress li din is-sena tliet persuni biss ġew nominati għall-elezzjoni, mhux ser ikun hemm votazzjoni. Il-persuni nominati Bonello John, Cordina Gordon u Vella Maryanne sive Sue jiġu eletti awtomatikament.

Dritt tal-Azzjonisti li jappuntaw Prokuratur

Azzjonisti li għandhom id-dritt għall-vot għandhom id-dritt li jappuntaw prokuratur. Jistaw jappuntaw liċ-*Chairman* tal-Laqgħa jew persuna oħra magħżula minnhom biex jattendi, jittellem u jivvota f'isimhom. Il-prokuratur m'hemm x għalfejn ikun Azzjonist ukoll. Formola tal-Prokura flimkien ma' *self-addressed envelope* qed jintbagħtu ma' dan l-avviz.

Azzjonisti li għandhom ishma bi shab, għandhom id-dritt awtomatiku li jirrapreżentaw lill-Azzjonisti l-oħra bi shab magħhom għal skop ta' votazzjoni fil-Laqgħa hliet jekk il-bank ma jkunx irċieva mhux aktar tard minn **48 siegħa qabel** il-hin tal-Laqgħa, istruzzjonijiet bil-miktub minn qabel, minn wiehed mill-membri l-oħra li magħhom għandhom ishma bi shab.

Kumpaniji jew Assoċjazzjonijiet għandhom jawtorizzaw formalment rappreżentant, liema awtorizzazzjoni trid tiġi preżentata fil-bieb.

Voting

Whenever a vote is taken whether by a show of hands or on a poll, **each share** in the bank shall give right to **one (1) vote** at the AGM of the Company.

In terms of the Articles of Association a resolution put to the vote shall be determined and decided by a show of hands, unless a poll is demanded, before or on the declaration of the result by a show of hands, by:

- i the Chairman of the AGM; or
- ii by at least three (3) members present in person or by proxy; or
- iii any member or members present in person or by proxy and representing not less than one-tenth of the total voting power of all members having the right to vote at that AGM; or
- iv a member or members present in person or by proxy holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the AGM shall have a second or casting vote.

In the case of voting not by show of hands:

The Shareholders should indicate their voting preference against each resolution in any of the boxes by ticking 'For' or 'Against' or 'Abstain'. **If more than one box is ticked for the same resolution, the Shareholders' vote on that particular resolution will be invalid.**

Appointment of Directors

The Board of Directors shall consist of not more than nine (9) directors. In terms of clause 7 of the Memorandum of Association and Article 77(4) of the Articles of Associations: (a) six (6) directors may be appointed, and (b) three (3) directors are elected during the meeting. Since only three persons have been nominated for election, no voting will take place this year. The nominees Bonello John, Cordina Gordon and Vella Maryanne sive Sue will be automatically elected.

Shareholders' right to appoint a Proxy

Shareholders having the right to attend and vote are entitled to appoint a proxy. They may appoint the Chairman of the AGM or a person of their choice to be their proxy to attend, speak and vote on their behalf. The proxy need not also be a Shareholder. A Proxy Form together with a self-addressed envelope is being sent together with this notice.

Joint Shareholders, have the automatic right to represent the other joint Shareholders of the same shares for purposes of voting in AGM unless the bank shall have received not later than **48 hours before** the appointed time of the AGM, prior contrary written instructions from any of the said other joint members.

Companies and Associations are to provide their representative with an appropriate authorisation to be shown at the entrance.

Il-Prokura

Il-Prokura hi annessa ma' dan l-avviz u hija accessibbli mill-*website* tal-bank www.hsbc.com.mt

Kif tintbaghat il-Prokura

Biex tkun valida, il-Prokura trid tintbaghat lis-Segretarju tal-Kumpanija, HSBC Bank Malta p.l.c., 116, Triq l-Arcisqof, Valletta VLT 1444, bl-idejn jew billi tuza *s-self-addressed envelope* inkluż. Il-Prokura tista' tintbaghat b'mezz elettroniku, f'liema każ jiġi kkuntattjat is-Segretarju tal-Kumpanija fuq l-indirizz elettroniku companysecretarymalta@hsbc.com biex jiggwidak fuq il-proċedura li trid tiġi addottata jekk jintagħzel dan il-mezz. Il-Prokura mibgħuta bl-idejn, bil-posta, jew b'mezzi elettronici għandha tasal għand is-Segretarju tal-Kumpanija mhux anqas minn 48 siegħa qabel il-hin tal-Laqgħa. Jekk il-Prokura tintbaghat mingħajr indikazzjoni ta' kif il-prokuratur għandu jivvota fuq kwalunkwe materja, il-prokuratur jista' juża d-diskrezzjoni tiegħu jekk jivvutax jew kif jivvota.

Żvelar mill-Prokuratur lill-Azzjonisti

Skont il-Listing Rules 12.29 u 12.30, il-prokuratur għandu javża lill-Azzjonist li appuntah b'fatti li jaf bihom, li jistgħu jkunu rilevanti għal dak l-Azzjonist biex jivvaluta kwalunkwe riskju, li l-prokuratur jista' jkollu interessi oltre minn dawk tal-Azzjonisti.

Servizz ta' Interpretu

Jekk tixtieq servizz ta' interpretu waqt il-Laqgħa għandek iċċempel mhux aktar tard mill-4 ta' April 2017 fuq in-numri 2380 2404/5 jew fuq l-indirizz elettroniku companysecretarymalta@hsbc.com.

Proxy Form

A Proxy Form is enclosed with this document and may be accessed from the bank's website www.hsbc.com.mt

Sending the Proxy Form

To be valid, the Proxy Form must be sent to the Company Secretary, HSBC Bank Malta p.l.c., 116, Archbishop Street, Valletta VLT 1444, by hand or by using the enclosed self-addressed envelope. The Proxy Form can also be sent by electronic means to the Company Secretary on e-mail address companysecretarymalta@hsbc.com who will advise on the procedure to be adopted in this case. Proxy Form sent either by hand, by mail or by electronic means must reach the Company Secretary by not less than 48 hours before the appointed time of the AGM. If the form is received without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise discretion as to whether, and if so how, he votes.

Disclosure by Proxy Holder to the Shareholders

In terms of Listing Rules 12.29 and 12.30, a proxy holder is to disclose to the Shareholder who appointed him any facts of which he is aware and which may be relevant to that Shareholder in assessing any risk that the proxy holder might pursue any interest other than the interest of the Shareholders.

Interpreter Services

If you require interpreter service during the AGM kindly call by not later than 4 April 2017 on telephone numbers 2380 2404/5 or on email companysecretarymalta@hsbc.com.

SAMPLE

Approved and issued by HSBC Bank Malta p.l.c.

116, Archbishop Street, Valletta VLT1444, Malta
www.hsbc.com.mt