

1. Elezzjoni tad-Diretturi

Il-Bord tad-Diretturi ghandu jikkonsisti f' mhux aktar minn disa' (9) diretturi. Skont Klawnsola 7 tal-Memorandum tal-Assoċjazzjoni u Artiklu 77(4) tal-Istatut ta' Assoċjazzjoni, (a) jistghu 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.

2. Id-dritt tal-Azzjonisti biex jattendu u jivvutaw fil-Laqgħa

L-Azzjonisti rreġistrati fl-14 ta' Marzu 2017 ikollhom id-dritt biex jippartecipaw u jivvutaw fil-Laqgħa.

Azzjonisti li għandhom id-dritt jippartecipaw u jivvotaw, għandhom id-dritt li jappuntaw prokuratur. Jistaw jappuntaw liċ-*Chairman* tal-Laqgħa jew persuna oħra magħzula minnhom biex tattendi u tivvota f' isimhom. Il-prokuratur m'hemmx għalfejn ikun Azzjonist. Il-Prokura flimkien ma' *self-addressed envelope* qed jintbagħtu ma' dan l-avviz.

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

3. Kif tintbagħat il-Prokura

Biex tkun valida, il-Prokura trid tintbagħat lis-Segretarju tal-Kumpanija, HSBC Bank Malta p.l.c., 116, Triq l-Arċisqof, Valletta VLT 1444, bl-idejn jew billi tuża *s-self-addressed envelope* inkluz. Il-Prokura tista' tintbagħat 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 mibghuta 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 tintbagħat mingħajr indikazzjoni ta' kif il-prokuratur għandu jivvota fuq kwalunkwe materja, il-prokuratur jista' juża d-diskrezzjoni tiegħu jekk jivvutax jew kif jivvota.

4. Kif timla l-Prokura

Azzjonisti li jixtiequ jippartecipaw fil-Laqgħa permezz ta' Prokura għandhom jimlew id-dettalji fuq il-Prokura b'mod ċar u li jinqara. L-Azzjonisti:

- għandhom jindikaw jekk iridux jappuntaw liċ-*Chairman* tal-Laqgħa bhala prokuratur jew lil xi persuna oħra. Fil-każ li l-Azzjonisti jixtiequ jappuntaw lil xi hadd li mhux iċ-*Chairman* tal-Laqgħa, għandhom inizzlu d-dettalji shah tal-isem, indirizz u numru tal-ID fl-isparju provdut;
- għandhom jindikaw jekk jixtiequx li l-prokuratur li qabdu jivvota kif irid hu jew jekk jixtiequx li l-prokuratur jivvota kif jindikawlu l-Azzjonisti billi jimmarkawlu l-kaxxi provduti fil-Prokura. Fil-każ li l-Prokura ma tiġix immarkata, hija indikazzjoni li l-Azzjonisti jawtorizzaw lill-prokuratur biex jivvota kif irid hu;
- għandhom jindikaw jekk jixtiequx li l-prokuratur jivvota b'xi mod partikolari. L-Azzjonisti għandhom jindikaw il-preferenza tagħhom fejn kull riżoluzzjoni fil-kaxxa billi jindikaw '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.**

5. Żvelar mill-prokuratur skont l-MFSA Listing Rules 12.29 u 12.30

5.1 Il-prokuratur għandu, qabel il-Laqgħa jiżvela lill-Azzjonist li appuntah b'fatti li jaf bihom, li jistghu jkun relevanti għal dak l-Azzjonist biex jivvaluta kwalunkwe riskju, li l-prokuratur jista' jkollu interessi oltre minn dawk tal-Azzjonist.

Mingħajr preġudizzju għall-ġeneralità tal-paragrafu ta' qabel, il-fatti li l-prokuratur għandu jiżvela jinkludu:

- jekk huwiex Azzjonist b'maġġoranza ta' ishma tal-bank, jew huwiex entità oħra kkontrollata minn dan l-Azzjonist;
 - jekk huwiex Direttur tal-bank, jew ta' Azzjonist b'maġġoranza ta' ishma jew entità kkontrollata kif imsemmija f'nota 5.1.i;
 - jekk huwiex impjegat jew awditur tal-bank, jew ta' Azzjonist b'maġġoranza ta' ishma jew entità kkontrollata kif imsemmija f'nota 5.1.i;
 - jekk għandux relazzjoni familjari ma' persuna msemmija f'noti 5.1.i u 5.1.iii.
- 5.2 Meta l-Azzjonist jappunta liċ-*Chairman* tal-Laqgħa bhala prokuratur, iċ-*Chairman* tal-Laqgħa jiddikjara lill-Azzjonist li:
- mhuwiex Azzjonist b'maġġoranza ta' ishma tal-bank;
 - huwa Direttur tal-bank;
 - mhuwiex impjegat jew awditur tal-bank, jew ta' Azzjonist b'maġġoranza ta' ishma;
 - m'għandux relazzjoni familjari ma' persuna msemmija f'noti 5.1.i u 5.1.iii.

6. Dhul għal-Laqgħa Ġenerali Annwali

- Biex l-Azzjonist jew il-prokuratur tiegħu jithalla jidhol għal-Laqgħa, l-Azzjonist jew il-prokuratur għandu juri l-Karta tal-Identità u l-Formola tad-Dhul. Mad-dhul l-Azzjonist jew il-prokuratur jingħata d-dokument tal-vot.
- Kumpaniji jew Assoċjazzjonijiet għandhom jawtorizzaw formalment rappreżentant, liema awtorizzazzjoni trid tiġi pprezentata fil-bieb.
- Id-dhul għal-Laqgħa jibda siegħa qabel il-hin indikat tal-Laqgħa.
- Wara li l-Laqgħa tibda ufficjalment, dokumenti tal-voti jibqgħu jinħarġu sakemm il-Laqgħa tipproċedi biex jittiehdu l-voti fuq ir-riżoluzzjonijiet. Minn dan il-punt 'l hemm ma jinħarġu aktar voti u jieqaf id-dhul għal-Laqgħa.

FORMOLA TAD-DHUL

L-Azzjonisti jew il-prokuraturi tagħhom biss jithallew jattendu l-Laqgħa Ġenerali Annwali (Laqgħa). Biex tkun tista' tidhol għal-Laqgħa, inti jew il-prokuratur tiegħek tridu turu DAN ID-DOKUMENT fil-bieb flimkien mal-Karta tal-Identità jew mezz iehor ta' identifikazzjoni legali.

Biljetti għall-parkeġġ jiġu provduti.

Reġistrazzjoni u dhul jibdeu fid-9.00a.m. Il-Laqgħa tibda fl-10.00a.m.

FORMULA TAL-PROKURA

Biex tkun valida, din il-Prokura trid tintbagħat lis-Segretarju tal-Kumpanija, HSBC Bank Malta p.l.c., 116, Triq l-Arċisqof, Valletta VLT 1444, mhux anqas minn **48 siegħa qabel** il-hin tal-Laqgħa Ġenerali Annwali (Laqgħa).

Bhala Azzjonist/Azzjonisti tal-HSBC Bank Malta p.l.c. (il-bank), nappunta/nappuntaw:

Isem il-Prokuratur _____ Numru tal-Karta tal-Identità _____

Indirizz _____

Skont l-MFSA Listing Rule 12.29 (ara Nota 5) il-prokuratur tiegħi huwa wkoll:

Azzjonist/Azzjonisti b'Maġġoranza ta' Ishma Direttur Awditur/Impjegat Għandu Relazzjoni Familjari

jew, jekk ma jattendix, liċ-*Chairman* tal-Laqgħa bhala l-prokuratur tiegħi/tagħna biex jivvota f'ismi/ismna fil-Laqgħa li se ssir kif imnizzel hawn fuq u f'kull aġġornament tagħha. (B'referenza għall-MFSA Listing Rule 12.29 u 12.30 ara Nota 5.2).

Data _____ Firma tal-Azzjonist _____

IMLA WAĦDA MINN DAWN IL-KAXXI:

- Il-prokuratur huwa awtorizzat li jivvota kif irid.
- Il-prokuratur irid jivvota kif indikat hawn taht.

PROKURA B'MEZZI ELETTRONIČI

Trid timtela meta l-Prokura tintbagħat b'mod elettroniku.

Firma tal-Azzjonist _____

Numru tat-telefon/cellulari _____

Indirizz elettroniku _____

Prokura mibghuta b'mezz elettroniku tkun valida meta l-Ufficċju tas-Segretarju tal-Kumpanija jikkonfermalek li rċevieha (ara Nota 3).

Riżoluzzjonijiet

	FAVUR	KONTRA	ASTENSJONI
Kontijiet Verifikati	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Awdituri	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Hlas lid-Diretturi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Elezzjoni tad-Diretturi

Billi ġew nominati biss tliet persuni għall-elezzjoni, mhux ser ikun hemm votazzjoni matul il-Laqgħa ta' din is-sena. Il-persuni nominati msemmija hawn taht ikunu eletti awtomatikament matul il-Laqgħa, in forza tal-Artiklu 77 (4) tal-Istatut ta' Assoċjazzjoni.

ISMJIJET TA' KANDIDATI NOMINATI

BONELLO JOHN

CORDINA GORDON

VELLA MARYANNE SIVE SUE



Jekk jogħġbok irreferi għan-noti f'dan id-dokument għal iktar informazzjoni fuq il-proċess tal-votazzjoni.

ADMISSION FORM

Only Shareholders or their proxy will be allowed to attend the Annual General Meeting (AGM). In order to be admitted to the AGM, you or your proxy must present THIS DOCUMENT at the door together with your/his/her I.D. Card or any other means of lawful identification.

Parking tickets will be provided.

Registration and admission will start at 9.00a.m. AGM will commence at 10.00a.m.

PROXY FORM

To be valid, this Proxy Form must be sent to the Company Secretary, HSBC Bank Malta p.l.c., 116, Archbishop Street, Valletta VLT 1444, at least **48 hours before** the appointed time of the Annual General Meeting (AGM).

As Shareholder/s of HSBC Bank Malta p.l.c. (the bank), I/we hereby appoint:

Name of Proxy _____ I.D. Card No. _____

Address _____

In terms of the MFSA Listing Rule 12.29 (see note 5) my/our proxy is also:

Controlling Shareholder Director Auditor/Employee Family Relationship

or, failing him/her, the duly appointed Chairman of the AGM as my/our proxy to vote for me/us on my/our behalf at the AGM to be held as indicated above and at any adjournment thereof. (With reference to the MFSA Listing Rules 12.29 and 12.30 see Note 5.2.)

Date _____ Signature of Shareholder _____

FILL IN ONE OF THE FOLLOWING BOXES

My/Our proxy is authorised to vote as he/she wishes.

My/Our proxy will vote as indicated hereunder.

PROXY FORM BY ELECTRONIC MEANS

To be completed when sending Proxy Form by electronic means.

Signature of Shareholder _____

Telephone/Mobile phone number _____

E-mail address _____

Proxy Form sent by electronic means is only valid upon confirmation of receipt by the Company Secretary's Office (see Note 3).

Resolutions

	FOR	AGAINST	ABSTAIN
Audited Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Directors' Emoluments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Election of Directors

Since only three persons have been nominated for election, there shall be no voting during this year's AGM. The persons nominated hereunder shall be automatically elected during the AGM, in terms of Article 77 (4) of the Articles of Association.

NAMES OF NOMINATED CANDIDATES

BONELLO JOHN

CORDINA GORDON

VELLA MARYANNE SIVE SUE

Notes

1. Election 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.

2. Shareholders' rights to attend and to vote at the AGM

Shareholders registered on 14 March 2017 shall have the right to participate and vote in the Meeting.

A Shareholder having the right to participate and vote is entitled to appoint a proxy. You may appoint the Chairman of the AGM or any other person of your choice to attend or vote in your name. The proxy does not need to be a Shareholder. A Proxy Form and a self-addressed envelope are being sent together with this notice.

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

3. 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.

4. Completing the Proxy Form

The Shareholder wishing to participate at the AGM by proxy is to complete in full all details required on the Proxy Form in a clear and legible manner. Shareholder is to:

- indicate whether the Shareholder wishes to appoint as proxy the Chairman of the AGM or another person. In the case that the Shareholder wishes to appoint a person other than the Chairman of the AGM as proxy, the full name, address and I.D. Card number of the proxy must be inserted in the appropriate space;
- indicate whether the Shareholder wishes the appointed proxy to vote as the proxy wishes or whether the Shareholder wishes to instruct the appointed proxy how to vote, by marking the appropriate box indicated in the Proxy Form. In the event that no indication is made, it shall be deemed that the Shareholder authorises the appointed proxy to vote as the proxy wishes;
- indicate if the Shareholder wishes that the appointed proxy votes in a particular manner. The Shareholder should indicate his/her voting preference against each resolution in the appropriate box by ticking 'For', or 'Against' or 'Abstain'. **If more than one box is ticked for the same resolution, the Shareholder's vote on that particular resolution will be invalid.**

5. Disclosure by proxy holder in terms of MFSA Listing Rules 12.29 and 12.30

5.1 A proxy holder shall, prior to the AGM disclose to the Shareholder who appointed him any facts of which he is aware and which may be relevant for that Shareholder in assessing any risk that the proxy holder might pursue any interest other than the interest of such Shareholder.

Without prejudice to the generality of the above paragraph, the facts that a proxy holder is required to disclose include:

- whether he is a controlling Shareholder of the bank, or is another entity controlled by such Shareholder;
- whether he is a Director of the bank, or of a controlling Shareholder or controlled entity referred to in 5.1.i;
- whether he is an employee or an auditor of the bank, or of a controlling Shareholder or controlled entity referred to in 5.1.i; and
- whether he has a family relationship with a natural person referred to in 5.1.i and 5.1.iii.

5.2 When the Shareholder is appointing the Chairman of the AGM as proxy holder, the Chairman of the AGM is declaring to the Shareholder that:

- he is not a controlling Shareholder of the bank,
- he is a Director of the bank,
- he is not an employee or an auditor of the bank, or of a controlling Shareholder or controlled entity referred to in 5.1.i; and
- he does not have a family relationship with a natural person referred to in 5.1.i and 5.1.iii.

6. Admission to the Annual General Meeting

- In order to be admitted to the AGM, the Shareholder or proxy holder must present his/her I.D. Card and the Admission Form. Upon admission, Shareholders or proxy holders will be issued with a voting document.
- Companies and Associations are to provide their representative with an appropriate authorisation to be shown at the entrance.
- Admission to the AGM will commence one hour before the appointed time.
- After the AGM has proceeded to business, voting documents will continue to be issued until such time as the AGM proceeds to vote on the agenda. Thereafter, no further voting documents will be issued and admittance to the AGM will be discontinued.

