

HSBC Bank Malta p.l.c.

Avviż għat-Tlieta u Erbgħin Laqgħa Ġenerali Annwali

**L-Erbgħa, 17 ta' April 2019
fl-10.00a.m. Grand Master Suite,
Ċentru tal-Konferenzi, Hilton Malta,
Portomaso, San Ġiljan**

Notice of the Forty-third Annual General Meeting

**Wednesday, 17 April 2019
at 10.00a.m. Grand Master Suite,
Conference Centre, Hilton Malta,
Portomaso, St Julian's**

Dokumenti annessi ma' dan l-Avviż

1. Informazzjoni fuq il-Laqqgħa Ġenerali Annwali (Laqgħa);
2. Ċirkulari lill-Azzjonisti;
3. Prokura;
4. Il-Kontijiet Annwali għas-sena li għalqet il-31 ta' Dicembru 2018.

Kopja ta' dan l-avviż u d-dokumenti tal-informazzjoni relatata mal-Laqqgħa huma aċċessibbli mill-websajt tal-bank www.hsbc.com.mt fit-taqsimha tal-Annual General Meeting *gol-Investor Relations microsite* <https://www.hsbc.com.mt/investor-relations/annual-general-meetings>.

L-Azzjonisti jistgħu jistaqsu mistoqsijiet lis-Segretarju tal-Kumpanija billi jċemplu fuq 2380 2404/5 jew jiktbu fl-indirizz elettroniku fuq companysecretarymalta@hsbc.com

Aċċess għal-Laqqgħa

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

Meta tattendi dan l-avveniment qed taċċetta li HSBC Bank Malta p.l.c. jista' jirriproduċi kull tip ta' ritratt jew video meħud waqt dan l-avveniment li jistgħu jinkludu l-immagini tiegħek, għal finijiet ta' promozzjoni, reklami jew midja differenti inkluż gazzetti, websajt u midja soċjali interna u esterna. Għal aktar informazzjoni fuq kif nipproċessaw l-informazzjoni personali tiegħek jekk jogħġbok irreferi għal "Privacy Notice", disponibbli mill-websajt tagħna u minn kull fergħa tal-bank.

Documents included with this Notice

1. Information about the Annual General Meeting (AGM);
2. Circular to Shareholders;
3. Proxy Form;
4. Annual Report and Accounts for the year ended 31 December 2018.

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/investor-relations/annual-general-meetings>.

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.

By attending this event you acknowledge that HSBC Bank Malta p.l.c. may reproduce and use any photos or videos taken during this event which may include your image, for promotional and/or publicity purposes on different media including press, website, social and outdoor media. For further information as to how we process personal data please refer to our Privacy Notice, available from our website or at any branch.



Avviż għal-Laqqgħa Ġenerali Annwali

Hawnhekk qiegħed jingħata avviż għal-Laqqgħa 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 l-Erbgħa, 17 ta' April 2019. **Ir-reġistrazzjoni tibda fid-9.00a.m.**, u l-Laqqgħa tibda fl-10.00a.m.

L-Azzjonisti se jikkunsidraw u jekk jidrilhom xieraq, japprovaw dawn ir-riżoluzzjonijiet:

Riżoluzzjonijiet Ordinarji

1. Ir-Rapport u l-Kontijiet Annwali

Biex tirċievi u tapprova l-Kontijiet Annwali Verifikati għas-sena li għalqet fil-31 ta' Diċembru 2018, u r-Rapporti tad-Diretturi u l-Awdituri dwarhom;

2. Dividend

Biex tapprova, kif rakkomandat mill-Bord tad-Diretturi, fl-aspett finali ta' dividend gross ta' 1.8 ċenteżmi għal kull sehem, liema fl-aspett finali jammonta għas-somma totali ta' €6,485,509.78;

3. Hatra tal-Awdituri

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

4. Hlas lid-Diretturi

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

Riżoluzzjoni Ordinarja – Negozju Speċjali

5. Awtorità tad-Diretturi biex jinħarġu l-ishma

Biex tiġġedded l-awtorità li l-Bord tad-Diretturi jistgħu jkunu awtorizzati, joħorġu ishma skont Artikolu 14 tal-Istatut ta' Assoċjazzjoni tal-Kumpanija.

Riżoluzzjoni Straordinarja – Negozju Speċjali

6. Il-Proċess ta' Nominazzjoni u Elezzjoni ta' Diretturi

Biex jitneħħa u jinbidel Subartikolu (1) ta' Artikolu 77 tal-Istatut ta' Assoċjazzjoni tal-Kumpanija.

Hatra tad-Diretturi

Biex tappunta u teleggi d-Diretturi.

Bl-ordni tal-Bord

Avv. George Brancaloneo LL.D.
18 ta' Marzu 2019
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 Wednesday, 17 April 2019. **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 Report and Accounts

To receive and approve the Audited Accounts for the year ended 31 December 2018 and the Reports of the Directors and Auditors thereon;

2. Dividend

To approve a final gross dividend of 1.8 cent per share representing a final gross payment of €6,485,509.78, 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.

Ordinary Resolution – Special Business

5. Authority for Directors to issue shares.

To renew in terms of Article 14 of the Company's Articles of Association, the authorisation for the Board of Directors to issue shares.

Extraordinary Resolution – Special Business

6. Nomination and election of Directors' process

To delete and replace Sub-Article (1) of Article 77 of the Company's Articles of Association.

Appointment Directors

To appoint and elect Directors.

By order of the Board

Dr George Brancaloneo LL.D.
18 March 2019
Company Secretary

Informazzjoni fuq il-Laqqgħa Ġenerali Annwali

Informazzjoni fuq il-Laqqgħa, inklużi d-drittijiet tal-vot tiegħek u kif teżercita 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 fit-18 ta' Marzu 2019 (ir-Record Date). Huma dawn l-Azzjonisti biss li għandhom id-dritt li jattendu u jivvutaw fil-Laqqgħa. 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 jippartecipaw fil-Laqqgħa huwa ta' 360,306,099 sehem.

Id-dritt tal-Azzjonisti biex jistaqsu mistoqsijiet

L-Azzjonisti jistgħu jistaqsu mistoqsijiet relatati mal-aġenda tal-Laqqgħa 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-Azzjonisti li għamel id-domanda, jew jiġu ppubblikati fuq il-websajt tal-bank, jew waqt il-Laqqgħa.

Filwaqt li ċ-Chairman tal-Laqqgħa se jfittex li jwieġeb għall-mistoqsijiet kollha li jitressqu b'konnessjoni mar-riżoluzzjonijiet imressqa quddiem il-Laqqgħa, 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:

- it-twegiba tista' ttleff il-preparazzjoni tal-Laqqgħa, tinvolvi informazzjoni kunfidenzjali jew tista' tikkawża preġudizzju lill-interessi kummerċjali tal-bank;
- mhux fl-interess tal-andament b'mod ordnat tal-Laqqgħa li tingħata twegiba; jew
- il-bank mhux f'pożizzjoni li jagħti risposta immedjata, f'liema każ iżda, ir-risposta se tkun sussegwentement imqiegħda fuq il-websajt 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 jittieħed vot dwarhom matul il-Laqqgħa huma inklużi bħala parti integrali ta' dan l-Avviż.

Kif ġie ddikjarat fil-Company Announcement Nru HSBC331 tal-bank, ippublikat fis-7 ta' Jannar 2019, Azzjonist jew Azzjonisti li għandhom minn tal-inqas 5% tal-kapital azzjonarju maħruġ tal-bank b'jedd għall-vot kien/kienu intitolat/i li jitlob/jitolbu lill-bank li jinkludi sugġetti fuq l-aġenda tal-Laqqgħa u li jipprezentaw abbozz ta' riżoluzzjonijiet għal sugġetti li jiġu inklużi fl-aġenda tal-Laqqgħa. Dawn it-talbiet kellhom jiġu sottomessi lill-bank sat-2 ta' Marzu 2019, li tiġi s-sitta u erbgħin (46) ġurnata qabel id-data indikata tal-Laqqgħa (is-17 ta' April 2019) 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 18 March 2019 (the Record Date). Only these Shareholders 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 AGM 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 resolutions 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:

- 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;
- it is not in the interest of good order of the AGM that the question be answered; or
- 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 HSBC331, published on 7 January 2019, 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 2 March 2019, that is at least forty six (46) days before the date set for the AGM (17 April 2019) 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 jagħti dritt għal **vot wieħed (1)** fil-Laqqgħa tal-Kumpanija.

Skont l-Istatut 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 mingħand:

- i. iċ-Chairman tal-Laqqgħa; 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 jirrapprezentaw mhux anqas minn wieħed f'għaxra tat-total tal-eligibilità tal-membri bi dritt tal-vot fil-Laqqgħa; jew
- iv. minn membru jew membri preżenti personalment jew b'mezz ta' Prokura li għandhom ishma fil-Kumpanija bi dritt li jivvotaw fil-Laqqgħa, liema ishma huma mħallsa jew daqs wieħed 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-Laqqgħa jkollu t-tieni vot jew vot deċiżiv.

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

L-Azzjonisti jridu jimmarkaw il-preferenza tagħhom fuq kull riżoluzzjoni billi jimmarkaw '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 Klawwola 7 tal-Memorandum ta' Assoċjazzjoni u Artikolu 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 Cordina Gordon, Muscat Andrew u Vella Sue jiġu eletti awtomatikament.

Dritt tal-Azzjonisti li jappuntaw Prokuratur

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

Azzjonisti li għandhom ishma bi sħab, għandhom id-dritt awtomatiku li jirrapprezentaw lill-Azzjonisti l-oħra bi sħab magħhom għal skop ta' votazzjoni fil-Laqqgħa ħlief jekk il-bank ma jkunx iċ-ċievja mhux aktar tard minn **48 siegħa qabel** il-ħin tal-Laqqgħa, istruzzjonijiet bil-miktub minn qabel, minn wieħed mill-membri l-oħra li magħhom għandhom ishma bi sħab.

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 Cordina Gordon, Muscat Andrew and Vella 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-avviż u hija aċċessibbli mill-websajt tal-bank www.hsbc.com.mt

Kif tintbagħat il-Prokura

Biex tkun valida, il-Prokura trid tasal għand is-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* inkluż. 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 jintagħżel 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-Laqqgħa. Jekk il-Prokura tintbagħat mingħajr indikazzjoni ta' kif il-prokuratur għandu jivvota fuq kwalunkwe materja, il-prokuratur jista' juża d-diskrezzjoni tiegħu jekk jivvota jew kif jivvota.

Żvelar mill-Prokuratur lill-Azzjonisti

Skont *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-Laqqgħa għandek iċċempel mhux aktar tard mill-4 ta' April 2019 fuq in-numri 2380 2404/5 jew tikteb fuq l-indirizz elettroniku companysecretarymalta@hsbc.com.

Ċirkulari lill-Azzjonisti

L-għan ta' din iċ-Ċirkulari huwa li tinforma lill-Azzjonisti tal-HSBC Bank Malta p.l.c., kumpanija pubblika b'responsabbiltà limitata reġistrata f'Malta u bl-uffiċċju reġistrat tagħha f'116, Triq l-Arċisqof, Valletta, VLT1444 (il-"Kumpanija") dwar il-Laqqgħa Ġenerali Annwali (Laqqgħa) li jmiss tal-Kumpanija, bil-għan li jiġu kkunsidrati mill-Azzjonisti tal-Kumpanija u jekk meqjus xieraq japprovaw Riżoluzzjoni Ordinarja – Negozju Speċjali u Riżoluzzjoni Straordinarja – Negozju Speċjali kif propost u spjegat hawn taft.

Informazzjoni Importanti

Din iċ-Ċirkulari, li fiha informazzjoni dwar ir-riżoluzzjonijiet li se jiġu proposti għall-approvazzjoni fil-Laqqgħa li jmiss, inkluż it-tibdil propost fil-Memorandum u fl-Istatut ta' Assocjazzjoni tal-Kumpanija, kif approvat mill-Bord tad-Diretturi tal-Kumpanija, qed titqassam lill-Membri kollha, jiġifieri l-Azzjonisti li jidhru fuq ir-reġistru tal-membri tal-Kumpanija fil-Lista Uffiċjali tal-Borża ta' Malta mal-għeluq tan-negozju tat-18 ta' Marzu 2019.

Din iċ-Ċirkulari qed tinħareġ konformi mal-*Listing Rules* maħruġa mil-*Listing Authority* b'mod partikolari r-reqwiżiti stabbiliti fil-*Listing Rule* 6.16 għal Ċirkularijiet relatati ma' tibdil fil-Memorandum u l-Artikoli ta' Assocjazzjoni, u *Listing Rule* 6.2 dwar il-kontenut ta' Ċirkularijiet kollha.

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 received by 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 be received by 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 2019 on telephone numbers 2380 2404/5 or send an email on companysecretarymalta@hsbc.com.

Circular to Shareholders

The purpose of this Circular is to inform the Shareholders of HSBC Bank Malta p.l.c., a public limited liability company registered in Malta and having its registered office at 116, Archbishop Street, Valletta, VLT1444 Malta (the "Company") on the forthcoming Annual General Meeting (AGM) of the Company, for the purpose of considering and if thought fit approve the proposed Ordinary Resolution – Special Business and the proposed Extraordinary Resolution – Special Business as explained hereunder.

Important Information

This Circular, which contains information about the resolutions to be proposed for approval at the forthcoming AGM, including the proposed changes to the Memorandum and Articles of Association of the Company, as approved by the Board of Directors of the Company, is being sent to all Members, that is the Shareholders appearing on the register of members of the Company on the Official List of the Malta Stock Exchange as at close of business on 18 March 2019.

This Circular is being issued in compliance with the Listing Rules issued by the Listing Authority, in particular the requirements set out in Listing Rule 6.16 for Circulars relating to changes to the Memorandum and Articles of Association, and Listing Rule 6.2 on the contents of all Circulars.

Meta l-ishma kollha jew parti minnhom fil-Kumpanija miżmuma minn riċevitur ta' din iċ-Ċirkulari jkunu nbiegħu jew ġew ittrasferiti sad-data ta' meta rċieva dan id-dokument, kopja ta' din iċ-Ċirkulari għandha tingħadda lill-persuna li permezz tagħha sar il-bejgħ jew it-trasferiment tal-ishma biex iċ-Ċirkulari tingħata lil min xtara jew akkwista l-ishma.

Id-Diretturi kollha tal-Kumpanija fid-data ta' din iċ-Ċirkulari, Sonny Portelli, Andrew Beane, Christopher Davies, John Bonello, Andrew Muscat, Gordon Cordina, Sue Vella u Yiannos Michaelides (id- "Diretturi") jaċċettaw ir-responsabbiltà għall-informazzjoni li fiha din iċ-Ċirkulari. Sa fejn jafu, id-Diretturi, li ħadu l-prekawzjonijiet kollha raġonevoli sabiex jiżguraw li dan huwa l-każ, l-informazzjoni li fiha din iċ-Ċirkulari hija konformi mal-fatti u ma tinkludi l-ebda emissjoni li x'aktarx taffettwa s-sinifikat ta' din l-informazzjoni.

Din iċ-Ċirkulari hija importanti u teħtieġ l-attenzjoni immedjata tiegħek. Dawk l-Azzjonisti li jibqgħu f'dubju dwar kif għandhom jivvutaw, huma mitluba jikkonsultaw ma' konsulenti indipendenti xierqa.

Introduzzjoni

Apparti mir-riżoluzzjonijiet ordinarji mressqa quddiem l-Azzjonisti fil-Laqqgħa, id-Diretturi qegħdin iressqu wkoll quddiem l-Azzjonisti, (a) it-tigdid tal-awtorizzazzjoni lid-Diretturi biex ikunu jistgħu joħroġu ishma ġodda, sal-ammont tal-Kapital Awtorizzat tal-Kumpanija għal ħames snin mid-data ta' din ir-riżoluzzjoni kif rikwest b'Artikolu 85 tal-Att tal-Kumpaniji (Kap.386 tal-Liġijiet ta' Malta) u (b) Riżoluzzjoni Straordinarja li tirreferi għal tibdil fl-Artikoli ta' Assoċjazzjoni.

Ir-riżoluzzjoni li tirrelata mal-awtorizzazzjoni biex id-Diretturi joħroġu ishma ġodda, qed tiġi mressqa għall-approvazzjoni għalix skadiet l-awtorizzazzjoni oriġinali.

Peress li l-aħħar li ġie rivedut il-Memorandum u l-Istatut ta' Assoċjazzjoni tal-Kumpanija kien f'April tal-2010, id-Diretturi jidrilhom xieraq jaġġornaw il-Memorandum u l-Istatut ta' Assoċjazzjoni tal-Kumpanija skont obbligazzjonijiet regolamentari ġodda.

Riżoluzzjoni Ordinarja – Negożju Speċjali Proposta

Riżoluzzjoni 5

Tigdid tal-awtorità biex jinħarġu l-ishma

Skont Artikolu 14 tal-Istatut ta' Assoċjazzjoni tal-Kumpanija, il-Bord tad-Diretturi jista' jkun awtorizzat, permezz ta' riżoluzzjoni ordinarja meħuda f'laqqgħa generali, biex joħroġ ishma jew titoli li jistgħu jinbidlu f'azzjonijiet jew li jagħtu l-jedd għal sottoskrizzjoni f'azzjonijiet, sal-ammont tal-Kapital Awtorizzat tal-Kumpanija. Din l-awtorizzazzjoni hija valida għal perjodu massimu ta' ħames snin. Peress li din l-awtorizzazzjoni skadiet, din ir-riżoluzzjoni tipproponi biex tiġġedded l-awtorizzazzjoni għal perjodu ieħor ta' ħames snin li jibda mis-17 ta'April 2019.

L-għan ta' din l-awtorizzazzjoni huwa biex tagħti flessibbiltà lill-Bord tad-Diretturi sabiex jaġixxu skont din l-awtorità mingħajr il-bżonn li tissejjaħ laqqgħa generali.

Where any or all of the shares in the Company held by a recipient of this Circular have been sold or transferred by the date of receipt of this document, a copy of this Circular should be passed on to the person through whom the sale or transfer was effected for transmission of the Circular to the purchaser or transferee.

All the Directors of the Company as at the date of this Circular Sonny Portelli, Andrew Beane, Christopher Davies, John Bonello, Andrew Muscat, Gordon Cordina, Sue Vella and Yiannos Michaelides (the Directors) 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.

This Circular is important and requires your immediate attention. Shareholders who remain in doubt as to what voting action to take are advised to consult appropriate independent advisers.

Introduction

Apart from the ordinary resolutions being placed before the Shareholders at the AGM, the Directors are also placing before the Shareholders, (a) the renewed authorisation of the Directors to issue new shares, up to the amount of the Company's Authorised Share Capital for five years from the date of the resolution as required by Article 85 of the Companies Act (Cap. 386 of the Laws of Malta) and (b) an Extraordinary Resolution which refers to changes in the Articles of Association.

The resolution relating to the authorisation of Directors to issue new shares is intended to renew the authority to the Board since the original authorisation has expired.

As the Company's Memorandum and Articles of Association were last reviewed in April 2010 the Directors have thought it appropriate to update the Company's Memorandum and Articles of Association in order to bring it in line with new regulatory requirements.

Proposed Ordinary Resolution – Special Business

Resolution 5

Renewal of authority to issue shares

In terms of Article 14 of the Company's Articles of Association, the Board of Directors may be authorised by an ordinary resolution taken in a general meeting to issue shares or securities which are convertible into shares or securities which carry the right to subscribe for shares, up to the amount of the Company's Authorised Share Capital. Such authorisation is valid for a maximum period of five years. As this authorisation has expired, this resolution proposes to renew this authorisation for a further period of five years commencing 17 April 2019.

The purpose of this authority is to grant flexibility to the Board of Directors to act in accordance with this authority without the need to convene a general meeting.

Riżoluzzjoni 5 ser tipproponi:

Biex tiġgedded skont Artikolu 14 l-Istatut ta' Assoċjazzjoni tal-Kumpanija, l-awtorizzazzjoni li l-Bord tad-Diretturi jkunu jistgħu joħorġu ishma jew *securities* li jistgħu jkunu mibdula f'ishma jew *securities* li jkollhom id-dritt li jiġu sottoskritti f'ishma, sal-ammont tal-Kapital Awtorizzat tal-Kumpanija. Din l-awtorizzazzjoni hija valida għal perjodu massimu ta' ħames snin mis-17 ta' April 2019.

Riżoluzzjoni Straordinarja – Negożju Speċjali Proposta (skont Artikolu 49 tal-Istatut ta' Assoċjazzjoni)

Riżoluzzjoni 6

II-Proċess ta' Nominazzjoni u Elezzjoni ta' Diretturi

L-għan ta' din l-emenda huwa biex jiġu kkunsidrati tibdiliet regolamenti obbligatorji riċenti li l-bank ser ikun obligat jagħmel biex jeżamina persuna hiex idonea fir-rigward ta' ħatra jew nominazzjoni ta' direttur. Għalkemm l-Azzjonist iżomm id-dritt li jappunta jew jinnomina direttur skont il-Memorandum u l-Istatut ta' Assoċjazzjoni tal-Kumpanija, din ir-riżoluzzjoni tipproponi li r-Remuneration u Nomination Committee (RemNom) ikollu l-awtorità li:

- jippreskrivi l-formola li trid tintuża għan-nominazzjoni ta' persuna għall-elezzjoni ta' direttur;
- jippreskrivi l-kontenut tal-avviż għas-sejha ta' nominazzjoni ta' persuna għall-elezzjoni tad-diretturi;
- jawtorizza persuna li se tiegħu r-rwol ta' direttur bħala persuna idonea u tissodisfa l-bżonnijiet tal-Bord, filwaqt li tikkunsidra obbligazzjonijiet legali u regolamentari fis-seħħ minn żmien għal żmien.

Ir-riżoluzzjoni qegħda wkoll tipproponi biex tiġi estiża d-data minima li l-bank jirċievi n-nominazzjoni ta' kandidat għall-elezzjoni ta' direttur minn tmienja u għoxrin (28) ġurnata għal sittin (60) ġurnata qabel id-data tal-laqgħa magħżula għall-imsemmija elezzjoni.

Riżoluzzjoni 6 ser tipproponi:

Biex jitneħħa u jiġi mibdul is-Subartikolu (1) tal-Artikolu 77 tal-Istatut ta' Assoċjazzjoni tal-Kumpanija b'dan li ġej:

- 77(1)(a) The Company is to give at least fourteen (14) days' notice (The Notice Period) to its Shareholders to propose nominations of candidates for the election of Directors. Such notice may be given by the publication of an advertisement in at least two daily local newspapers. Notice by a Shareholder to the Company proposing a person for election as a Director, as well as the latter's acceptance to be nominated as Director shall, on pain of disqualification, be made on the form to be prescribed by the bank's Remuneration and Nomination Committee (RemNom) from time to time. The completed prescribed form shall reach the office of the Company Secretary not later than the expiration of the Notice Period, which date shall not be less than sixty (60) days prior to the date of the meeting appointed for such election. All Board appointments remain subject to regulatory approval.
- (b) The issue of the notice relating to the nomination for the election of Directors shall be made in such form and shall contain such information as the RemNom may from time to time determine.
- (c) Any person proposed for appointment as Director or nominated by a Shareholder for election as a Director shall be subject to approval by RemNom as a fit and proper person and shall not be or become entitled to act or take office as a Director unless approved by RemNom. RemNom shall be empowered to reject any appointment or nomination made in accordance with these Articles if in its opinion the proposed appointment or nomination does not satisfy the needs of the Board, taking into account legal and regulatory requirements in force from time to time, or if the person proposed for appointment or nominated is not, after due vetting in line with applicable processes and procedures, fit and proper to occupy the office of Director.

Resolution 5 will propose:

To renew in terms of Article 14 of the bank's Articles of Association, the authorisation for the Board of Directors to issue shares or securities which are convertible into shares or securities which carry the right to subscribe for shares, up to the amount of the Company's Authorised Share Capital, which authorisation shall be for a maximum period of five years from 17 April 2019.

Proposed Extraordinary Resolution – Special Business (in terms of Article 49 of the Articles of Association)

Resolution 6

Nomination and Election of Directors' Process

The objective of this amendment is to take into account the recent changes in regulatory requirements relating to the fit and proper assessment which the bank is required to undertake in connection with the appointment and nomination of directors. Though the shareholder retains the right to appoint or nominate a director as applicable in terms of the bank's Memorandum and Articles of Association, this resolution proposes that the bank's Remuneration and Nomination Committee (RemNom) shall be empowered to:

- prescribe the form to be used for the nomination of a person for election as director;
- prescribe the contents of the notice calling for the nomination for election of directors;
- approve a person to act or take office as a director being a fit and proper person satisfying the needs of the Board, taking into account legal and regulatory requirements in force from time to time.

The proposed resolution is also proposing to extend the minimum date to hold the process for the nomination of a candidate for the election as director from twenty eight (28) days to sixty (60) days prior to the date of the meeting appointed for such election.

Resolution 6 will propose:

To delete and replace Sub-Article (1) of Article 77 of the Company's Articles of Association by the following:

Dokumenti disponibbli għall-ispezzjoni

Id-dokumenti li ġejjin jew kopji ċċertifikati tagħhom se jkunu disponibbli għall-ispezzjoni fl-uffiċċju reġistrat tal-bank 116, Triq l-Arcisqof, Valletta, VLT1444, Malta, għal mill-inqas erbatax (14)-il ġurnata mid-data tal-pubblikazzjoni ta' din iċ-Ċirkolari:

- a. il-Memorandum u l-Istatut ta' Assoċjazzjoni tal-bank;
- b. l-aħħar Rapport Finanzjarju Annwali tal-bank għas-sena li għalqet fil-31 ta' Diċembru 2018; u
- ċ. l-aħħar Rapport Interim tal-bank għall-perjodu mill-1 ta' Jannar 2018 sat-30 ta' Ġunju 2018.

Effett ta' dan it-Tibdil

Biex tagħti l-poter lir-Remuneration and Nomination Committee biex ikun jista' jmxexxi l-proċess tal-ħatra jew nomina għall-elezzjoni ta' Diretturi tal-bank, inkluż l-eżercizzju tal-assessjar tal-idonjeta (fit and proper) tal-persuna u japprova kull ħatra jew nomina għall-elezzjoni ta' Diretturi biex jassigura li l-kandidati kollha huma idoneji (*fit and proper*) biex jokkupaw l-uffiċċju ta' direttur skont rekwiżiti legali u regolamentarji fis-seħħ minn żmien għal żmien.

Rakkomandazzjoni tad-Diretturi

Peress li fil-fehma tal-Bord tad-Diretturi l-emendi proposti ma jaffettwawx ħażin id-drittijiet tal-Azzjonisti, il-Bord jirrakkomanda li l-Azzjonisti jivvutaw favur dawn il-proposti fil-Laqgħa.

Din iċ-Ċirkolari hija datata 18 ta' Marzu 2019

Documents available for inspection

The following documents or certified copies thereof will be available for inspection at the bank's registered office at 116, Archbishop Street Valletta, VLT1444 for at least fourteen (14) days from the date of publication of this Circular:

- a. The bank's Memorandum and Articles of Association;
- b. The bank's Annual Report and Accounts for the year ending 31 December 2018;
- c. The bank's Interim Financial Statements for the period 1 January 2018 to 30 June 2018.

Effect of these Changes

To empower the bank's Remuneration and Nomination Committee to manage the process of appointment or nomination for election as Directors of the bank, including the undertaking of the fit and proper assessment and to approve all appointments or nominations for elections as Directors in order to ensure that all candidates are fit and proper to occupy the office of director in accordance with legal and regulatory requirements in force from time to time.

Directors' Recommendation

As it is the view of the Board of Directors that the proposed amendments do not adversely affect Shareholders' rights, it recommends that the Shareholders vote in favour of these proposals at the next AGM.

This Circular is dated 18 March 2019