

HSBC Bank Malta p.l.c.

Avviż għall-Hamsa u Erbgħin Laqgħa Ġenerali Annwali

**Il-Hamis, 22 ta' April 2021
fl-10.00a.m.**

Aċċess għal-Laqgħa Ġenerali Annwali (LĠA)

HSBC Bank Malta p.l.c. (Il-Kumpanija) ser tagħmel il-Laqgħa Ġenerali Annwali b'mod remot skont l-Avviż Legali 288/2020.

Dokumenti annessi ma' dan l-Avviż

1. Ittra taċ-Chairman lill-Azzjonisti;
2. Informazzjoni fuq il-LĠA;
3. Prokura.

Fuq il-websajt tal-Kumpanija www.hsbc.com.mt fit-taqsimha tal-*Annual General Meeting* fl-*Investor Relations* microsite <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>, issib:

- Il-Kontijiet Annwali għas-sena li għalqet fil-31 ta' Diċembru 2020;
- Kopja ta' dan l-Avviż;
- Dokumenti u informazzjoni relatati mal-LĠA.

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

Notice of the Forty-fifth Annual General Meeting

**Thursday, 22 April 2021
at 10.00a.m.**

Access to the Annual General Meeting (AGM)

HSBC Bank Malta p.l.c. (the Company) will hold its Annual General Meeting remotely in line with Legal Notice 288/2020.

Documents included with this Notice

1. Chairman's statement to Shareholders;
2. Information about the AGM;
3. Proxy Form.

On the Company's website www.hsbc.com.mt in the Annual General Meeting section of the Investor Relations microsite <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>, you will find:

- Annual Report and Accounts for the year ended 31 December 2020;
- A copy of this Notice;
- Documents and information related to the AGM.

Shareholders may request a printed copy of the Annual Report and Accounts or ask questions to the Company Secretary by calling on 2380 2404/5 or by sending an email to companysecretarymalta@hsbc.com.



Avviż għal-Laqqgħa Ġenerali Annwali

Qiegħed jingħata avviż li l-LĠA tal-HSBC Bank Malta p.l.c. (il-Kumpanija) ser issir b'mod remot, nhar il-Hamis, 22 ta' April 2021. Il-LĠA tibda fl-10.00 a.m.

L-Azzjonisti jikkunsidraw u jekk jidhrilhom xierqa, japprovaw ir-riżoluzzjonijiet li ġejjin:

Riżoluzzjonijiet Ordinarji

1. Ir-Rapport u l-Kontijiet Annwali

Biex tircievi u tapprova l-Kontijiet Annwali Verifikati għas-sena li għalqet fil-31 ta' Diċembru 2020, u r-Rapporti tad-Diretturi u l-Awdituri dwarhom;

2. Dividend

Biex tapprova dividend gross finali ta' 1.16 ċenteżmu kull sehem li jirrappreżenta fl-as gross finali ta' €4,179,550.75 kif irrakkomandat mid-Diretturi.

3. Hatra tal-Awdituri

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

4. Flus lid-Diretturi

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

Riżoluzzjoni Ordinarja – Negozju Speċjali

5. Id-Direttors' Remuneration Report

Biex jiġi approvat id-Direttors' Remuneration Report.

Hatra tad-Diretturi

Biex tappunta u teleggi d-Diretturi.

Bl-ordni tal-Bord

Avv. George Brancaleone LL.D.
1 ta' April 2021
Segretarju tal-Kumpanija

Notice of Annual General Meeting

Notice is hereby given that the AGM of HSBC Bank Malta p.l.c. (the Company) will be held remotely on Thursday, 22 April 2021. The AGM commences at 10.00 a.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 2020 and consider the Directors' and Auditors' Report thereon;

2. Dividend

To approve a final gross dividend of 1.16 cent per share, representing a final gross payment of €4,179,550.75 as recommended by the Directors.

3. Appointment of the Auditors

To re-appoint the auditors PricewaterhouseCoopers 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. The Directors' Remuneration Report

To approve the Directors' Remuneration Report.

Appointment of Directors

To appoint and elect Directors.

By order of the Board

Dr George Brancaleone LL.D.
1 April 2021
Company Secretary

Informazzjoni fuq il-Laqqgħa Ġenerali Annwali

Informazzjoni fuq il-LĠA, inklużi d-drittijiet tal-vot tiegħek u kif teżercita dawn id-drittijiet, hija elenkata hawn taħt:

Record Date

Dan l-Avviż intbagħat lill-Azzjonisti kollha tal-Kumpanija li kienu fuq ir-Registru tal-Azzjonisti miżmum mill-Borża ta' Malta fit-23 ta' Marzu 2021 (ir-Record Date). Huma dawn l-Azzjonisti biss li għandhom id-dritt li jipparteċipaw u jivvutaw fil-LĠA. Il-Kumpanija għandha klassi waħda biss ta' ishma u dawn l-ishma għandhom l-istess drittijiet għall-voti. In-numru totali ta' ishma elegibbli biex jipparteċipaw fil-LĠA huwa ta' 360,306,099 sehem.

Kontijiet Annwali

Il-Kumpanija hija impenjata biex tnaqqas l-impatt ambjentali tan-negozju tagħha. Kien hemm bosta Azzjonisti li riedu li l-Kontijiet Annwali jkunu provduti b'mezzi elettronici. Dan inaqqas l-ispejjeż u l-impatt ambjentali. Għalhekk il-Kumpanija tilqa' bi pjaċir l-emenda f'Artikolu 180(2) tal-Att Dwar il-Kumpaniji. Skont din l-emenda l-Kumpanija tavża lill-Azzjonisti li mhux ser jintbagħtu kopji stampati tal-Kontijiet Annwali. Id-Dokument huwa aċċessibbli mill-websajt tal-Kumpanija <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>.

Il-Kumpanija tipprovi kopja stampata tal-Kontijiet Annwali lil kull Azzjonist li jagħmel talba bil-miktub.

Id-dritt tal-Azzjonisti biex jistaqsu mistoqsijiet

L-Azzjonisti għandhom id-dritt jistaqsu mistoqsijiet relatati mal-aġenda tal-LĠA. Dawn il-mistoqsijiet jistgħu jintbagħtu bil-miktub mhux aktar tard minn 48 siegħa qabel il-Laqqgħa lis-Segretarju tal-Kumpanija bil-posta jew permezz ta' email fuq l-indirizz elettroniku companysecretarymalta@hsbc.com. Kemm il-mistoqsijiet kif ukoll it-tweġibiet ser jiġu ppubblikati fuq il-websajt tal-Kumpanija.

Filwaqt li *ċ-Chairman* tal-LĠA se jfittex li jwieġeb għall-mistoqsijiet kollha li jitressqu b'konnessjoni mar-riżoluzzjonijiet imressqa quddiem il-LĠA, wieħed għandu jinnota li tweġiba ġenerali waħda tista' tingħata mill-Kumpanija fejn il-mistoqsijiet għandhom l-istess kontenut.

F'każ ta' xi diffikultajiet jew mistoqsijiet, l-Azzjonisti huma gentilment 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-LĠA huma inklużi bħala parti integrali ta' dan l-Avviż.

Kif ġie ddkjarat fil-*Company Announcement* Nru HSBC 379, ippubblikat mill-Kumpanija fis-26 ta' Frar 2021, Azzjonist jew Azzjonisti li għandhom minn tal-inqas 5% tal-kapital azzjonarju tal-Kumpanija maħruġ b'jedd għall-vot kien/kienu intitolat/i li jitlob/jitolbu lill-Kumpanija li tinkludi suġġetti fuq l-aġenda tal-LĠA u li jipprezentaw abbozz ta' riżoluzzjonijiet għal suġġetti li jiġu inklużi fl-aġenda tal-LĠA. Dawn it-talbiet kellhom jiġu sottomessi lill-Kumpanija sat-7 ta' Marzu 2021, li tiġi s-sitta u erbghin (46) ġurnata qabel id-data indikata tal-LĠA (it-22 ta' April 2021) u l-Kumpanija mhux se testendi 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 Company's Shareholders on the Register of Shareholders held at the Malta Stock Exchange on 23 March 2021 (the Record Date). Only these Shareholders shall be entitled to participate and vote at the AGM. The Company 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.

Annual Report and Accounts

The Company is committed to reduce the environmental impact of its business. There were various Shareholder requests to provide the Annual Report and Accounts electronically. This reduces costs and the impact on the environment. In this regard the Company welcomed the amendment of Section 180 (2) of the Companies Act. In terms of this amendment the Company informs the Shareholders that the Annual Report and Accounts will no longer be sent in a printed format. The document is available electronically on the Company's website <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>.

The Company will provide a printed copy of the Annual Report and Accounts to any Shareholder upon written request.

Shareholders' right to ask questions

Shareholders have the right to ask questions related to the items on the agenda. Any such questions may be submitted in writing no later than 48 hours before the Meeting to the Company Secretary by post or email to companysecretarymalta@hsbc.com. All questions and replies will be published on the Company's website.

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 similar content.

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 Company Announcement No HSBC 379, published by the Company on 26 February 2021, a Shareholder or Shareholders holding not less than 5% of the voting issued share capital of the Company was/were entitled to request the Company 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 Company by 7 March 2021, that is forty six (46) days before the date set for the AGM (22 April 2021) and the Company is not extending this period.

Haġra tad-Diretturi

Il-Bord tad-Diretturi jikkonsisti f'mhux aktar minn disa' (9) diretturi. Skont Klawnsola 7 tal-Memorandum ta' Assoċjazzjoni u Artikolu 77 tal-Istatut ta' Assoċjazzjoni, (a) jistgħu jiġu appuntati sitt (6) diretturi, (b) jiġu eletti tliet (3) diretturi u (ċ) il-persuni nominati jiġu evalwati mir-*Remuneration and Nomination Committee* tal-Kumpanija u jkunu meqjusa idoneji fir-rigward ta' haġra ta' direttur. Peress li din is-sena tliet persuni biss ġew nominati għall-elezzjoni, mhux ser ikun hemm votazzjoni. Il-persuni nominati Ingrid Azzopardi, Manfred Galdes u Andrew Muscat ġew evalwati mir-*Remuneration and Nomination Committee* tal-Kumpanija u kienu meqjusa idoneji fir-rigward ta' haġra ta' direttur. Il-persuni nominati ser jiġu eletti awtomatikament.

Dritt tal-Azzjonisti li jipparteċipaw u jivvutaw

L-Azzjonisti huma intitolati u mhegga jipparteċipaw u jivvutaw. Azzjonisti li jixtiequ jipparteċipaw fl-LĠA jkunu mefitega jaħtru ċ-*Chairman* tal-LĠA bħala l-prokuratur tagħhom. L-Azzjonist jista' jindika fuq il-Prokura kif iċ-*Chairman* bħala prokuratur għandu jivvota fuq kull riżoluzzjoni mressqa għal-Laqqgħa.

Il-Prokura

Il-Prokura hi annessa ma' dan l-Avviż u hija aċċessibbli mill-websajt tal-Kumpanija www.hsbc.com.mt

Votazzjoni

L-Azzjonisti li jixtiequ jindikaw kif għandu jivvota iċ-*Chairman* iridu jivvutaw billi jimmarkaw il-preferenza tagħhom "Favor" jew "Kontra" jew "Astensjoni" f'waħda mill-kaxxi ta' hdejn kull riżoluzzjoni. **Jekk jiġu mmarkati aktar minn kaxxa waħda għall-istess riżoluzzjoni, il-vot fuq dik ir-riżoluzzjoni partikolari jkun invalidu.**

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 ukoll b'mezz elettroniku, lis-Segretarju tal-Kumpanija fuq l-indirizz elettroniku companysecretarymalta@hsbc.com biex jiggwidak fuq il-proċedura permezz ta' email li trid tiġi addottata f'dan il-każ. Il-Prokura mibgħuta bl-idejn, bil-posta, jew b'mezz elettroniku għandha tasal għand is-Segretarju tal-Kumpanija mhux anqas minn 48 siegħa qabel il-ħin tal-LĠA. Jekk il-Prokura tintbagħat mingħajr indikazzjoni ta' kif iċ-*Chairman* għandu jivvota fuq kwalunkwe materja, iċ-*Chairman* jista' juża d-diskrezzjoni tiegħu jekk jivvutax jew kif jivvota.

Żvelar mill-Prokuratur lill-Azzjonisti

Skont *Listing Rules* 12.29 u 12.30, iċ-*Chairman* bħala 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.

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 of the Articles of Associations: (a) six (6) directors may be appointed, (b) three (3) directors are elected during the meeting and (c) the nominated persons are assessed by the Company's Remuneration and Nomination Committee to be fit and proper in connection with the appointment of a director. Since only three persons have been nominated for election, no voting will take place this year. The nominees Ingrid Azzopardi, Manfred Galdes and Andrew Muscat were assessed by the Company's Remuneration and Nomination Committee and are deemed to be fit and proper in connection with the appointment of a director. The nominees will be elected automatically.

Shareholders' right to participate and vote

The Shareholders are entitled and encouraged to participate and vote. Shareholders who wish to participate in the AGM would be required to appoint the Chairman of the AGM as their proxy. The Shareholder may indicate on the Proxy Form how the Chairman as such proxy is to vote on each resolution put to the Meeting.

Proxy Form

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

Voting

The Shareholders who wish to indicate how the Chairman is to vote, should indicate their voting preference against each resolution in any of the boxes by marking "For" or "Against" or "Abstain". **If more than one box is marked for the same resolution, the vote on that particular resolution will be invalid.**

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 by return email 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 Proxy is sent without an indication as to how the Chairman as proxy shall vote on any particular matter, the Chairman will exercise his 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, the Chairman as proxy holder will 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.

Aċċess għal-Laqqgħa

Il-Laqqgħa ser tkun imxandra *live* u l-Azzjonisti għandhom isegwu l-proċeduri tal-Laqqgħa b'dan il-mezz ta' xandir billi jidhlu fuq is-sit: <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>. L-Azzjonisti jistgħu jsegwu l-proċeduri biss u ma jistgħu jagħmlu l-ebda intervent fil-Laqqgħa. Jekk xi Azzjonist jixtieq isaqsi xi domandi huwa meħtieġ illi jsegwi l-proċess li huwa spjegat f'dan l-Avviz.

Kif issegwi l-LĠA tal-HSBC Bank Malta p.l.c.:

1. Mur fuq <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>.
2. Aghfas fuq il-*Live Streaming tab* fuq is-sit.
3. Se tiġi mitlub iddaħħal il-*Password* tiegħek.
4. Daħħal il-*Password* li tinsab fil-Formola tal-Prokura.

Admission to the Meeting

The Meeting shall be streamed live and Shareholders shall be able to follow the proceedings of the Meeting through such streaming by accessing the following website: <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>. Shareholders will only be able to follow the proceedings of the Meeting and will not be able to interact during the Meeting. Accordingly any Shareholder who wishes to ask questions to the Meeting will be required to follow the process explained in this Notice.

How to join the HSBC Bank Malta p.l.c. AGM:

1. Go to <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>.
2. Click on the Live Streaming tab available on the site.
3. You will be asked to insert your Password.
4. Enter the Password which can be found on the Proxy Form.

Maħruġa u approvata mill-HSBC Bank Malta p.l.c.

116, Triq l-Arcisqof, Valletta VLT1444, Malta

www.hsbc.com.mt

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

116, Archbishop Street, Valletta VLT1444, Malta

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