

## 1. Elezzjoni tad-Diretturi

Il-Bord tad-Diretturi għandu jikkonsisti f'mhux aktar minn disa' (9) Diretturi. Skont klawżola 7 tal-Memorandum ta' Assoċjazzjoni u ta' l-Artikolu 77 ta' l-Artikoli ta' Assoċjazzjoni (a) sitt (6) Diretturi ġew mahtura minn Azzjonist li uża 66% tal-kapital azzjonarju ordinarju tiegħu maħruġ u (b) tliet (3) Diretturi, s-Sinjura Ingrid Azzopardi, Dr Manfred Galdes u Dr Henri Mizzi ġew nominati/offrew lilhom infushom għall-elezzjoni mill-ġdid fil-LĠA. Peress li hemm nominazzjonijiet daqs kemm hemm postijiet vakanti, huma se jiġu eletti awtomatikament u għalhekk mhux ser issir l-ebda votazzjoni għad-Diretturi fil-LĠA ta' din is-sena.

## 2. Id-dritt tal-Azzjonisti li jipparteċipaw u li jivvutaw fil-LĠA

L-Azzjonisti rreġistrati fuq ir-Registru tal-Azzjonisti fil-21 ta' Marzu 2023 ikollhom id-dritt jipparteċipaw u jivvutaw fil-LĠA.

Azzjonisti li għandhom ishma bi shab, għandhom id-dritt awtomatiku li jirrapprezentaw lill-Azzjonisti l-oħra bi shab magħhom għal skop ta' votazzjoni fil-LĠA sakemm il-Kumpanija ma tkunx irċiviet, mhux aktar tard minn 48 siegħa qabel il-hin tal-LĠA, istruzzjonijiet kuntrarji bil-miktub minn wieħed mill-Azzjonisti l-oħra li magħhom għandhom ishma bi shab.

## 3. Kif tintbagħat il-Prokura

Biex tkun valida, il-Prokura trid tasal għand is-Segretarja tal-Kumpanija, HSBC Bank Malta p.l.c., 116, Triq l-Arcisqof, Valletta VLT 1444, bl-idejn jew billi tuża s-self-addressed envelope inkluż ma' dan l-avviż. Il-Prokura tista' tintbagħat ukoll b' mezz elettroniku, fuq l-indirizz companysecretarymalta@hsbc.com fejn wara tiġi ggwidat permezz ta' email fuq il-proċedura li trid tiġi addottata f'dan il-każ. Il-Prokura mibgħuta bl-idejn, bil-posta, jew b' mezz elettroniku għandha tasal għand is-Segretarja tal-Kumpanija mhux anqas minn 48 siegħa qabel il-hin tal-LĠA.

## 4. Kif timla l-Prokura

Azzjonisti li jixtiequ jipparteċipaw fil-LĠA 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-LĠA bħala prokuratur jew lil xi persuna oħra. Fil-każ li l-Azzjonisti jixtiequ jappuntaw lil xi hadd li mhux iċ-Chairman tal-LĠA bħala prokuratur, għandhom inizzlu d-dettalji shaħ tal-isem, indirizz u numru tal-ID ta' din il-persuna fil-Formola tal-Prokura; u
- għandhom jindikaw jekk jixtiequ jindikaw lill-prokuratur appuntat, kif jivvota. 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.** Filkaż li l-Prokura ma tiġix immarkata, hija indikazzjoni li l-Azzjonisti qed jawtorizzaw lill-prokuratur biex jivvota kif irid hu.

## 5. Obbligu mill-prokuratur skont il-Capital Markets Rules 12.29 u 12.30

5.1 Il-prokuratur għandu, qabel il-LĠA jiżvela lill-Azzjonist li appuntat b'fatti li jaf bihom, li jistgħu jkun rilevanti għal dak l-Azzjonist biex jivvaluta kwalunkwe riskju, li l-prokuratur jista' jkollu interessi oħra 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-Kumpanija, jew huwiex entità oħra kkontrollata minn dan l-Azzjonist;
- jekk huwiex Direttur tal-Kumpanija, jew ta' Azzjonist b'maġġoranza ta' ishma jew entità kkontrollata kif imsemmija f'nota 5.1.i;
- jekk huwiex impjegat jew awditur tal-Kumpanija, jew ta' Azzjonist b'maġġoranza ta' ishma jew entità kkontrollata kif imsemmija f'nota 5.1.i; u
- jekk għandux relazzjoni familjari ma' persuna msemmija f'noti 5.1.i sa 5.1.iii.

5.2 Meta l-Azzjonist jappunta liċ-Chairman tal-LĠA bħala prokuratur, iċ-Chairman tal-LĠA jiddikjara lill-Azzjonist li:

- mhuwiex Azzjonist b'maġġoranza ta' ishma tal-Kumpanija;
- huwa Direttur tal-Kumpanija;
- mhuwiex impjegat jew awditur tal-Kumpanija, jew ta' Azzjonist b'maġġoranza ta' ishma tal-Kumpanija msemmija f'5.1.i; u
- m'għandux relazzjoni familjari ma' persuna msemmija f'noti 5.1.i sa 5.1.iii.

## 6. Dħul għal-Laqqha Ġenerali Annwali

- Biex l-Azzjonist jew il-prokuratur tiegħu jithalla jidhol għal-LĠA, l-Azzjonist jew il-prokuratur għandu juri l-Karta tal-Identità jew mezz ieħor ta' identifikazzjoni legali u l-Formola tad-Dħul. Mad-dħul l-Azzjonist jew il-prokuratur jingħata d-dokument tal-vot.
- Kumpaniji jew Assoċjazzjonijiet għandhom jawtorizzaw formalment rappreżentant, liema awtorizzazzjoni trid tiġi pprezentata fil-bieb.
- Registrazzjoni għal-LĠA tibda siegħa qabel.
- Wara li l-LĠA tibda uffiċjalment, dokumenti tal-voti jibqgħu jinħarġu sakemm il-LĠA tipproċedi biex jittieħdu l-voti fuq ir-riżoluzzjonijiet. Minn dan il-punt 'l hemm ma jinħarġux aktar voti u jieqaf id-dħul għal-LĠA.



HSBC Bank Malta p.l.c., 116, Triq l-Arcisqof, Valletta VLT 1444

Laqqha Ġenerali Annwali  
20 ta' April 2023

## FORMOLA TAD-DHUL

L-Azzjonisti jew il-prokuratur tagħhom biss jithallew jattendu il-Laqqha Ġenerali Annwali (LĠA). Biex tkun tista' tidhol għal-LĠA inti jew il-prokuratur tiegħek tridu turu DAN ID-DOKUMENT fil-bieb flimkien mal-Karta tal-identità.

Registrazzjoni u dħul jibdew fid-9:00am. Il-Laqqha Ġenerali Annwali (LĠA) tibda fl-10.00a.m. Parkeġġ limitat.

## FORMOLA TAL-PROKURA

Biex tkun valida, din il-Prokura trid tasal għand is-Segretarja tal-Kumpanija, HSBC Bank Malta p.l.c., 116, Triq l-Arcisqof, Valletta VLT 1444, mhux anqas minn 48 siegħa qabel il-hin tal-Laqqha Ġenerali Annwali (LĠA).

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

Isem il-Prokuratur \_\_\_\_\_ Numru tal-Karta tal-Identità \_\_\_\_\_

Indirizz \_\_\_\_\_

Data \_\_\_\_\_ Firma tal-Azzjonist \_\_\_\_\_

## IMLA WAHDA MINN DAWN IL-KAXXI

- Il-Prokuratur huwa awtorizzat li jivvota kif jidherli xieraq.
- Il-Prokuratur irid jivvota kif indikat fil-kaxxa tar-Riżoluzzjoniet hawn taħt.

## PROKURA B'MEZZI ELETTRONIĊI

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

Firma tal-Azzjonist \_\_\_\_\_

Numru tat-telefon/mowbajl \_\_\_\_\_

Indirizz elettroniku \_\_\_\_\_

Prokura mibgħuta b' mezz elettroniku tkun valida meta l-Uffiċċju tas-Segretarja tal-Kumpanija tikkonfermalek li rċeviet (ara nota3).

## 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"/>
Hatra tal-Awdituri	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Hlas lid-Diretturi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Directors' Remuneration Report (Vot Konsultattiv)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Elezzjoni tad-Diretturi

Sitt Diretturi ġew mahtura minn Azzjonist li uża 66% tal-kapital azzjonarju ordinarju maħruġ tiegħu. Barra minn hekk, it-tliet persuni hawn taħt, ġew nominati għall-elezzjoni bħala Diretturi. Peress li hemm nominazzjonijiet daqs kemm hemm postijiet vakanti, il-persuni hawn taħt se jiġu eletti awtomatikament u għalhekk mhux ser issir l-ebda votazzjoni għad-Diretturi fil-LĠA ta' din is-sena.

## ISMJJIET TA' KANDIDATI NOMINATI

IS-SINJURA INGRID AZZOPARDI

DR MANFRED GALDES

DR HENRI MIZZI

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



Annual General Meeting  
20 April 2023

### 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 ID Card.

Registration and admission will start at 9:00am. The Annual General Meeting (AGM) will commence at 10.00a.m. Limited parking spaces available.

To be valid, this Proxy Form must be received by 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 Company), I/we hereby appoint:

Name of Proxy \_\_\_\_\_ I.D. Card No. \_\_\_\_\_

Address \_\_\_\_\_

Date \_\_\_\_\_ Signature of Shareholder \_\_\_\_\_

#### FILL IN ONE OF THE FOLLOWING BOXES

- My/Our Proxy is authorised to vote as s/he deems fit.
- My/Our Proxy will vote as indicated in the hereunder Resolutions panel.

#### 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 \_\_\_\_\_

A 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"/>
Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Directors' Emoluments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Directors' Remuneration Report (Advisory Vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Election of Directors

Six Directors have been appointed by the Shareholder utilising 66% of its ordinary issued share capital. Furthermore, the three persons hereunder have been nominated for election as Directors. Since there are nominations as there are vacancies the persons hereunder will be automatically elected and no voting for Directors will take place at this year's AGM.

#### NAMES OF NOMINATED CANDIDATES

- MRS INGRID AZZOPARDI
- DR MANFRED GALDES
- DR HENRI MIZZI

#### 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 of Article 77 of the Articles of Association (a) six (6) Directors have been appointed by a Shareholder utilising 66% of its ordinary issued share capital and (b) three (3) Directors, Mrs Ingrid Azzopardi, Dr Manfred Galdes and Dr Henri Mizzi have been nominated / offered themselves for re-election at the AGM. Since there are nominations as there are vacancies they will be automatically elected and no voting for Directors will take place at this year's AGM.

##### 2. Shareholders' right to attend and to vote at the AGM

Shareholders registered on the Shareholders' Register on 21 March 2023 shall have the right to participate and vote during the AGM.

Joint Shareholders have the automatic right to represent the other joint Shareholders of the same shares for the purpose of participating at the AGM, unless the Company shall have received, not later than 48 hours before the appointed time of the AGM, contrary written instructions from any of the said other joint Shareholders.

##### 3. Sending the Proxy Form

To be valid, the Proxy Form must be received by the Company Secretary, at 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 email address companysecretarymalta@hsbc.com, who will advise by return email on the procedure to be adopted in this case. Proxy Forms 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.

##### 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. The Shareholder is to:

- i. indicate whether the Shareholder wishes to appoint the Chairman of the AGM or, a person other than the Chairman as proxy, in which case, the full name, address and I.D. Card number of that other person must be inserted in the appropriate space; and
- ii. indicate if the Shareholder wishes to instruct the appointed proxy how to vote. 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.** 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.

##### 5. Disclosure by proxy holder in terms of the Capital Markets 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:

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

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

##### 6. Admission to the Annual General Meeting

- a. In order to be admitted to the AGM, the Shareholder or proxy holder must present his/her I.D. Card or any other means of lawful identification and the Admission Form. Upon admission, Shareholders or proxy holders will be given a voting document.
- b. Companies and Associations are to provide their representative with an appropriate authorisation to be shown at the entrance.
- c. Registration for the AGM will commence one hour before the appointed time.
- d. 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.

Please refer to the notes section in this document for further information on the voting process.

