

HSBC Bank Malta p.l.c.

Avviż għat-Tmienja u Erbgħin Laqgħa Ġenerali Annwali

**Il-Hamis, 18 ta' April 2024
fl-10.00a.m.**

Dokumenti annessi ma' dan l-Avviż

1. Ittra taċ-Chairman lill-Azzjonisti;
2. Informazzjoni fuq il-Laqqgħa Ġenerali Annwali (LĠA);
3. Ċirkolari lil-Azzjonisti datata 28 ta' Marzu 2024, id-*Directors' Remuneration Policy* u tibdil fil-Memorandum u l-Istatut tal-Kumpanija;
4. Formola tad-Dħul / Formola tal-Prokura.

Kopja ta' dawn id-dokumenti, flimkien mar-Rapport u l-Kontijiet Annwali ta' HSBC Bank Malta p.l.c. (il-Kumpanija) għas-sena li ntemmet fil-31 ta' Diċembru 2023 tista' tinstab fis-sezzjoni *Annual General Meeting* fl-*Investor Relations* microsite <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>.

Nota: Il-verżjoni uffiċjali tar-Rapport u l-Kontijiet Annwali għas-sena li ntemmet fil-31 ta' Diċembru 2023 hija ppubblikata f'*Company Announcements* HSBC430/HSBC431 maħruġa fil-21 ta' Frar 2024. Dawn il-*Company Announcements* huma aċċessibbli mis-sezzjoni tal-*Company notifications – announcements* tal-*Investor Relations* microsite <https://www.about.hsbc.com.mt/investor-relations>.

L-Azzjonisti jistgħu jitolbu kopja stampata tar-Rapport u l-Kontijiet Annwali jew jibgħatu mistoqsijiet lis-Segretarja tal-Kumpanija billi jiktbu email fuq companysecretarymalta@hsbc.com, bil-posta fl-indirizz: HSBC Bank Malta p.l.c., 116, Archbishop Street, Valletta VLT1444, jew iċemplu fuq 2380 2474/2405. Mistoqsijiet dwar il-punti fuq l-Agenda għall-LĠA għandhom jaslu għand il-Kumpanija mhux aktar tard minn 48 siegħa qabel l-LĠA, kif ippubblikat f'*Company Announcement* HSBC429 datat 19 ta' Frar 2024.

Notice of the Forty-Eighth Annual General Meeting

**Thursday, 18 April 2024
at 10.00a.m.**

Documents included with this Notice

1. Chairman's letter to Shareholders;
2. Information about the Annual General Meeting (AGM);
3. Circular to Shareholders dated 28 March 2024, the Directors' Remuneration Policy and the changes to the Company's Memorandum and Articles of Association;
4. Admission Form / Proxy Form.

A copy of these documents, together with HSBC Bank Malta p.l.c.'s (the Company) Annual Report and Accounts for the year ended 31 December 2023 can be found in the Annual General Meeting section of the Investor Relations microsite <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>.

Note: The official version of the Annual Report and Accounts for the year ended 31 December 2023 is published in Company Announcements HSBC430/HSBC431 issued on 21 February 2024. These Company Announcements may be accessed from the Company notifications – announcements section of the Investor Relations microsite <https://www.about.hsbc.com.mt/investor-relations>.

Shareholders may request a printed copy of the Annual Report and Accounts or submit questions to the Company Secretary by sending an email on companysecretarymalta@hsbc.com, by post at the following address: HSBC Bank Malta p.l.c., 116, Archbishop Street, Valletta VLT 1444, or by calling on 2380 2474/2405. Questions in relation to the items on the Agenda for the AGM are to be received by the Company not later than 48 hours before the AGM, as published in Company Announcement HSBC429 dated 19 February 2024.



Avviż għal-Laqqgħa Ġenerali Annwali

Qiegħed jingħata avviż li l-LĠA tal-HSBC Bank Malta p.l.c. (il-Kumpanija) ser issir, nhar il-Hamis, 18 ta' April 2024, fil-Corinthia St George's Bay, il-Bajja ta' San Ġorġ, San Ġiljan. Il-LĠA tidba fl-10.00 a.m.

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

Riżoluzzjonijiet Ordinarji - Negozju Ordinarju

1. Ir-Rapport u l-Kontijiet Annwali

Biex tirċievi u tapprova ir-Rapport u l-Kontijiet Annwali għas-sena li għalqet fil-31 ta' Diċembru 2023, u r-Rapporti tad-Diretturi u tal-Awdituri.

2. Dividend

Biex tapprova dividend gross finali ta' 9.0 ewroċenteżmi (€0.09) kull sehem li jirrappreżenta f'ħlas gross finali ta' €32,427,548.91 kif irrakkomandat mid-Diretturi.

3. Hatra tal-Awdituri

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

Riżoluzzjonijiet Ordinarji – Negozju Speċjali

4. Hlas lid-Diretturi

Biex jiġi ikkonfermat il-ħlas aggregat annwali massimu tad-Diretturi għal €480,000 kif approvat fl-aħħar LĠA.

5. Id-Directors' Remuneration Policy

Biex tiġi approvata id-Directors' Remuneration Policy skont il-Capital Markets Rules kif stipulat fiċ-Ċirkolari lill-Azzjonisti datata 28 ta' Marzu 2024 inkluża ma' dan l-Avviż lill-Azzjonisti.

6. Awtorita' lill-Bord tad-Diretturi biex jinħarġu l-ishma

Biex tiġgedded skont Artikolu 14 tal-Memorandum u l-Istatut tal-Kumpanija, l-awtorizzazzjoni li l-Bord tad-Diretturi ikun jista' joħroġ ishma jew 'securities' li jistgħu ikunu mibdula f'ishma jew 'securities' li ikollhom id-dritt li jiġu sottoskritti f'ishma, sal-ammont tal-Kapital Azzjonarju Awtorizzat tal-Kumpanija. Din l-awtorizzazzjoni hija valida għal perjodu massimu ta' ħames snin mit-18 ta' April 2024.

Riżoluzzjoni Ordinarja – Negozju Speċjali (Vot Konsultattiv)*

7. Id-Directors' Remuneration Report

Biex jiġi innutat u approvat id-Directors' Remuneration Report skont kapitlu 12 tal-Capital Markets Rules kif stipulat fir-Rapport u l-Kontijiet Annwali għas-sena finanzjarja 2023.

**Vot konsultattiv huwa vot li ma' jorbotx iżda jippermetti lill-Azzjonisti jesprimu l-opinjoni tagħhom dwar ir-riżoluzzjoni.*

Riżoluzzjonijiet Straordinarji - Negozju Speċjali

8. Emendi fil-Memorandum u l-Istatut tal-Kumpanija

Li jiġu approvati l-emendi għall-Memorandum u l-Istatut eżistenti tal-Kumpanija skont id-dettalji pprovduti fiċ-Ċirkolari lill-Azzjonisti datata 28 ta' Marzu 2024 inklużi ma' dan l-Avviż lill-Azzjonisti u li tapprova li l-Memorandum u l-Istatut tal-Kumpanija eżistenti jiġu

Notice of Annual General Meeting

Notice is hereby given that the AGM of HSBC Bank Malta p.l.c. (the Company) will be held on Thursday 18 April 2024 at the Corinthia St George's Bay, St George's Bay, St. Julians. The AGM commences at 10.00 a.m.

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

Ordinary Resolutions - Ordinary Business

1. Annual Report and Accounts

To receive and approve the Annual Report and Accounts for the year ended 31 December 2023 and the Directors' and Auditors' Reports thereon.

2. Dividend

To approve a final gross dividend of 9.0 euro cent (€0.09) per share, representing a final gross payment of €32,427,548.91 as recommended by the Directors.

3. Appointment of the Auditors

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

Ordinary Resolutions – Special Business

4. Directors' Emoluments

To confirm the maximum annual aggregate emoluments of Directors at €480,000 as approved at the last AGM.

5. The Directors' Remuneration Policy

To approve the Directors' Remuneration Policy in terms of the Capital Markets Rules as set out in the Circular to Shareholders dated 28 March 2024 included with this Notice to Shareholders.

6. Authority for the Board of 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 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. This authorisation shall be valid for a maximum period of five years from 18 April 2024.

Ordinary Resolution – Special Business (Advisory Vote)*

7. The Directors' Remuneration Report

To note and approve the Directors' Remuneration Report in terms of Chapter 12 of the Capital Markets Rules as set out in the Annual Report and Accounts for the financial year 2023.

**An advisory vote is a non-binding vote which allows shareholders to express their opinion regarding the resolution.*

Extraordinary Resolutions – Special Business

8. Amendments to the Company's Memorandum and Articles of Association

To approve the amendments to the existing Memorandum and Articles of Association of the Company in accordance with the details provided in the Circular to Shareholders dated 28 March 2024 included with this Notice to Shareholders and to approve

sostitwiti u mibdula fl-intier tagħhom b'kopja riveduta u aġġornata tal-Memorandum u l-Istatut tal-Kumpanija, li għandhom jiġu rreġistrati mill-Kumpanija mal-*Malta Business Registry*.

L-għan tar-riżoluzzjoni straordinarja huwa l-approvazzjoni ta' bidliet proposti għall-Memorandum u l-Istatut tal-Kumpanija li huma meħtieġa biex jirriflettu żviluppi leġiżlattivi jew regolatorji u għal skopijiet ta' kjarifika.

9. Awtorità lill-Bord tad-Diretturi li jirrestringu jew jirtiraw id-drittijiet ta' prelażżjoni

Li jiġi approvat, li l-Bord tad-Diretturi, ikun awtorizzat b'mod ġenerali, b'setgħa sħiħa ta' delega, li jirrestringi jew jirtira d-dritt ta' prelażżjoni tal-Azzjonisti sal-punt u sakemm il-Bord tad-Diretturi jibqa' awtorizzat li joħroġ ishma jew titoli skond l-Artikolu 14 tal-Istatut tal-Kumpanija.

Hatra tad-Diretturi

Biex tappunta u teleggi d-Diretturi.

Bl-ordni tal-Bord

Paula Mamo
28 ta' Marzu 2024
Segretarja tal-Kumpanija

that the existing Memorandum and Articles be replaced and substituted in its entirety with the revised and updated copy of the Memorandum and Articles, to be registered by the Company with the Malta Business Registry.

The purpose of this extraordinary resolution is the approval of proposed changes to the Memorandum and Articles which are required to align it with legislative or regulatory developments and for clarification purposes.

9. Authority for the Board of Directors to restrict or withdraw pre-emptions rights

To approve, that the Board of Directors, be generally authorised, with full power of delegation, to restrict or withdraw the right of pre-emption of shareholders to the extent and for as long as the Board of Directors remains authorised to issue shares or securities in terms of Article 14 of the Articles of Association of the Company.

Appointment of Directors

To appoint and elect Directors.

By order of the Board

Paula Mamo
28 March 2024
Company Secretary

Informazzjoni fuq il-Laqqgħa Ġenerali Annwali

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

Record Date

Dan l-Avviż intbagħat lill-Azzjonisti kollha rreġistrati fir-Registru tal-Membri tal-Kumpanija fid-19 ta' Marzu 2024 (ir-Record Date). Huma dawn l-Azzjonisti biss li għandhom id-dritt li jippartecipaw 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 jippartecipaw fil-LĠA huwa ta' 360,306,099 sehem.

Ir-Rapport u l-Kontijiet Annwali

Skont ir-regolamenti applikabbli dwar il-European Single Electronic Format (ESEF), il-Kumpanija trid ttejjgħi ir-Rapporti Finanzjarji Annwali tagħha f'format wieħed ta' rappurtar elettroniku. Il-Kontijiet Annwali tal-Kumpanija uffiċjali skont l-ESEF ġew ippubblikati fil-Company Announcements HSBC430/HSBC431 datati 21 ta' Frar 2024. Dawn il-Company Announcements huma aċċessibbli mit-taqsimha Company notifications – announcements tal-Investor Relations microsite <https://www.about.hsbc.com.mt/investor-relations>.

Il-Kumpanija tipprovdi kopja stampata tar-Rapport u l-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 u li l-mistoqsijiet jitwiegħbu miċ-Chairman tal-LĠA jew mid-Diretturi jew minn dik il-persuna/i li d-Diretturi jistgħu jiddelegaw għal dak il-għan. L-azzjonisti jistgħu jibagħtu l-mistoqsijiet tagħhom minn qabel. Dawn il-mistoqsijiet għandhom jaslu mhux aktar tard minn 48 siegħa qabel il-LĠA u jistgħu jintbagħtu lis-Segretarja tal-Kumpanija bil-posta f'116, Archbishop Street, Valletta, VLT1444 jew b'email fuq companysecretarymalta@hsbc.com.

Filwaqt li ċ-Chairman tal-LĠA jfittex li jwiegħeb għall-mistoqsijiet kollha li jitressqu b'konnessjoni mar-riżoluzzjonijiet imressqa quddiem il-LĠA, ta' min jinnota li twegħiba ġenerali waħda tista' tingħata għal mistoqsijiet li għandhom kontenut simili u l-ebda twegħiba mhi meħtieġa f'dawk il-każijiet stipulati fl-Artikolu 51 tal-Istatut tal-Kumpanija.

F'każ ta' xi diffikultajiet jew mistoqsijiet, l-Azzjonisti huma ġentilment mitluba li jikkuntattjaw l-Uffiċċju tas-Segretarja tal-Kumpanija fuq 2380 2474/2380 2405 jew b'email fuq companysecretarymalta@hsbc.com

Abbozz ta' Riżoluzzjonijiet

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

Kif ġie ddikjarat fil-Company Announcement Nru HSBC429, ippubblikat mill-Kumpanija fid-19 ta' Frar 2024, Azzjonist jew Azzjonisti li għandhom minn tal-inqas 5% tal-Kapital Azzjonarju

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 Shareholders registered on the Company's Register of Members on 19 March 2024 (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

In terms of the applicable regulation on the European Single Electronic Format (ESEF), the Company must prepare its Annual Financial Reports (AFRs) in a single electronic reporting format. The official Company's Annual Report and Accounts in terms of ESEF have been published in the Company Announcements HSBC430/HSBC431 dated 21 February 2024. These Company Announcements may be accessed from the Company notifications – announcements section of the Investor Relations microsite <https://www.about.hsbc.com.mt/investor-relations>.

The Company provides 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 AGM agenda and to have the questions answered by the Chairman of the AGM or by the Directors or by such person/s as the Directors may delegate for that purpose. Shareholders may send their questions in advance. Any such questions should be received no later than 48 hours before the Meeting and may be submitted in writing to the Company Secretary by post at 116, Archbishop Street, Valletta VLT1444 or by email on companysecretarymalta@hsbc.com.

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 and no answer is required in those instances set out in article 51 of the Articles of Association of the Company.

In case of any difficulties or queries, the Shareholders are kindly asked to contact the office of the Company Secretary on 2380 2474/2380 2405 or by email on 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 HSBC429, published by the Company on 19 February 2024, a Shareholder or Shareholders holding not less than 5% of the voting Issued Share

Maħruġ tal-Kumpanija 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 dawn is-suġġetti biex jiġu inklużi fl-aġenda tal-LĠA. Dawn it-talbiet kellhom jiġu sottomessi lill-Kumpanija sat-3 ta' Marzu 2024, li tiġi s-sitta u erbghin (46) ġurnata qabel id-data indikata tal-LĠA (18 ta' April 2024) u l-Kumpanija mhux se testendi dan il-perjodu.

Votazzjoni

Kull meta jittiehed vot, sew jekk dan isir b'wiri tal-idejn jew b'mezz ta' votazzjoni, **kull sehem** fil-Kumpanija jagħti dritt għal **vot wieħed (1)** fil-LĠA tal-Kumpanija, iżda fil-każ ta' votazzjoni b'turija ta' l-idejn, prokuratur li jkun ingħata mandat minn diversi membri u mogħti struzzjonijiet biex jivvota minn xi membri favur riżoluzzjoni u minn oħrajn kontra l-istess riżoluzzjoni, ikollu vot wieħed favur u vot wieħed kontra r-riżoluzzjoni.

Skont l-Istatut tal-Kumpanija (klawżola 61), riżoluzzjoni mressqa għall-vot tkun determinata b'wiri tal-idejn sakemm ma tintalabx votazzjoni qabel jew waqt id-dikjarazzjoni tar-riżultat permezz ta' wiri tal-idejn, mingħand:

- i. iċ-Chairman tal-LĠA; 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 li jirrapprezentaw mhux anqas minn wieħed f'għaxra tat-total tal-eligibilità tal-membri bi dritt tal-vot fil-LĠA; jew
- iv. minn membru jew membri preżenti personalment jew b'mezz ta' Prokura li għandhom ishma fil-Kumpanija li tagħti dritt għall-vot fil-LĠA, li jkunu ishma li fuqhom tkun tħallset somma aggregata ugwali għal mhux inqas minn wieħed minn għaxra tas-somma totali mħallsa fuq l-ishma kollha li jagħtu dak id-dritt.

F'każ ta' riżultati ndaqs, kemm b'wiri tal-idejn jew b'mezz ta' votazzjoni, iċ-Chairman tal-LĠA 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'. **Jekk jiġu mmarkati aktar minn kaxxa waħda għall-istess riżoluzzjoni, jew l-ebda waħda mill-kaxxi ma tkun immarkata, il-vot tal-Azzjonisti fuq dik ir-riżoluzzjoni partikolari ma jkunx validu.**

L-Azzjonisti jistgħu wkoll jaqsmu l-vot tagħhom fuq kull riżoluzzjoni san-numru ta' ishma miżmuma mill-Azzjonist. Jekk in-numru totali ta' ishma għall-istess riżoluzzjoni jaqbeż in-numru totali ta' ishma miżmuma, il-vot fuq dik ir-riżoluzzjoni partikolari ma jkunx validu.

Formola tal-Prokura

Azzjonisti rreġistrati fir-Registru tal-Membri tal-Kumpanija fir-*Record Date* għandhom jkollhom id-dritt li jipparteċipaw u jivvotaw fl-LĠA jew billi jattendu personalment l-LĠA jew billi jaħtru persuna biex tattendi u tivvota fil-LĠA minflokha (prokuratur). Formola ta' Prokura hija mehmuża ma' dan l-Avviż u kampjun ta' formola ta' prokura tista' taraha wkoll fuq il-website tal-Kumpanija www.hsbc.com.mt.

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 3 March 2024, that is forty six (46) days before the date set for the AGM (18 April 2024) and the Company is not extending this period.

Voting

Whenever a vote is taken whether by a show of hands or on a poll, **each share** in the Company shall give right to **one (1) vote** at the AGM of the Company, provided that in the case of voting by a show of hands, a proxy who has been mandated by several members and instructed to vote by some members in favour of a resolution and by others against the same resolution, shall have one vote for and one vote against the resolution.

In terms of the Company's Articles of Association (clause 61) 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 AGM, 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 a poll (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, or none of the boxes are ticked, the Shareholders' vote on that particular resolution will be invalid.**

Shareholders may also split their vote on each resolution up to the number of shares held by the shareholder. If the total number of shares for the same resolution exceeds the total number of shares held, the vote on that particular resolution will be invalid.

Proxy Form

Shareholders registered on the Company's Register of Members on the Record Date shall have the right to participate and vote at the AGM either by personally attending the AGM or by appointing a person to attend and vote at the AGM in his or her stead (a proxy). A Proxy Form is enclosed with this Notice and a sample proxy form may also be viewed on the Company's website www.hsbc.com.mt.

Kif tintbagħat il-Formola tal-Prokura

Biex tkun valida, il-Formola tal-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* envelop inkluż. Il-Formola tal-Prokura tista' tintbagħat ukoll b'email fuq companysecretarymalta@hsbc.com u inti tiġi ggwidat fuq il-proċedura li trid tiġi addottata f'dan il-każ permezz ta' email. Il-Formola tal-Prokura mibgħuta bl-idejn, bil-posta, jew b'email għandha tasal għand is-Segretarja tal-Kumpanija mhux anqas minn 48 siegħa qabel il-ħin u d-data tal-LĠA. Jekk il-Formola tal-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.

Jekk jogħġbok irreferi għall-Formola ta' Prokura mehmuża għal aktar informazzjoni dwar kif timla l-Formola ta' Prokura.

Obbligu mill-prokuratur skont il-Capital Markets Rules

Skont il-*Capital Market Rules* 12.29 u 12.30, iċ-Chairman bħala prokuratur għandu javża lill-Azzjonist li appuntah b'fatti li jaf bihom, li jistgħu jkunu relevanti għal dak l-Azzjonist biex jivvaluta kwalunkwe riskju, li l-Prokuratur jista' jkollu interessi oltre minn dawk tal-Azzjonist. Jekk jogħġbok irreferi għan-nota 5.2 tal-Formola tal-Prokura.

Servizz ta' Interpretu

Jekk tixtieq servizz ta' interpretu waqt il-LĠA għandek tinfurmana mhux aktar tard mil-11 ta' April 2024, billi tibgħat email fuq companysecretarymalta@hsbc.com jew iċċempel fuq in-numri 2380 2405/2474.

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 e-mail on companysecretarymalta@hsbc.com who, will advise by return email, on the procedure to be adopted in this case. A 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 and date of AGM. If the Proxy Form is sent without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how he votes.

Please refer to the enclosed Proxy Form for further information on how to complete the Proxy Form.

Disclosure by proxy holder in terms of the Capital Markets Rules

In terms of the Capital Market Rules 12.29 and 12.30, the proxy holder will disclose to the Shareholder who appointed him any facts of which he or she 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 Shareholder. Please refer to note 5.2 of the Proxy Form.

Interpreter Services

If you require interpreter services during the AGM kindly inform us by not later than 11 April 2024 by sending an email on companysecretarymalta@hsbc.com or call on telephone numbers 2380 2405/2474.

Ċirkolari lill-Azzjonisti

L-għan ta' din iċ-Ċirkolari huwa li tinforma lill-Azzjonisti ta' HSBC Bank Malta p.l.c., kumpanija pubblika b'responsabbiltà limitata registrata f'Malta u bl-uffiċċju registrat tagħha f'116, Triq l-Arcisqof, Valletta, VLT1444 (il-“Kumpanija”) dwar il-Laqgħa Ġenerali Annwali (LĠA) li jmiss tal-Kumpanija, bil-għan li jiġu ikkunsidrati mill-Azzjonisti tal-Kumpanija u jekk meqjus xieraq jiġu approvati Riżoluzzjonijiet Ordinarji u Riżoluzzjonijiet Straordinarji kif spjegati hawn taħt.

INFORMAZZJONI IMPORTANTI

Din iċ-Ċirkolari, fiha informazzjoni dwar ir-riżoluzzjonijiet li se jiġu proposti għall-approvazzjoni fil-LĠA li jmiss. Dan jinkludi it-tibdil propost fil-Memorandum u l-Istatut tal-Kumpanija, kif approvat mill-Bord tad-Diretturi. Din iċ-Ċirkolari qed tinħareġ konformi mal-*Capital Markets Rules* maħruġa mill-Awtorità Maltija għas-Servizzi Finanzjarji b' mod partikolari r-reqwiziti stabbiliti fil-*Capital Markets Rules* 6.2 dwar il-kontenut taċ-ċirkolarijiet kollha u *Capital Markets Rules* 6.16 għal ċirkolarijiet relatati ma' tibdil fil-Memorandum u l-Istatut tal-Kumpanija.

Din iċ-Ċirkolari qed tintbagħat lill-Azzjonisti kollha rreġistrati fir-Reġistru tal-Membri tal-Kumpanija mal-għeluq tan-negozju fil-Borża ta' Malta fid-19 ta' Marzu 2024 (ir- “Record Date”).

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

Id-Diretturi kollha tal-Kumpanija fid-data ta' meta din iċ-Ċirkolari giet stampata, John Bonello, Geoffrey Fichte, Ingrid Azzopardi, Michel Cordina, Alexiei Dingli, Manfred Galdes, Terecina Kwong, Maria Micallef u Malcolm Miller, (id-“**Diretturi**”) jaċċettaw ir-responsabbiltà għall-informazzjoni li fiha din iċ-Ċirkolari. Sa l-aħjar għarfien u twemmin tad-Diretturi, li ħadu l-prekawzjonijiet kollha raġonevoli sabiex jiżguraw li dan huwa l-każ, l-informazzjoni li fiha din iċ-Ċirkolari hija konformi mal-fatti u ma tinkludi l-ebda emissjoni li x'aktarx taffettwa s-sinifikat ta' din l-informazzjoni.

Din iċ-Ċirkolari hija importanti u teħtieġ l-attenzjoni immedjata tiegħek. Jekk tibqa f'dubju dwar kif għandek tivvota fil-LĠA li jmiss, nagħtuk parir li tikkonsulta ma' konsulenti indipendenti xierqa.

Introduzzjoni

Apparti mir-riżoluzzjonijiet ordinarji mressqa quddiem l-Azzjonisti fil-LĠA dwar ir-Rapport u l-Kontijiet Annwali, l-approvazzjoni tad-Dividend u il-ħatra u l-iffissar tar-remunerazzjoni tal-Awdituri, id-Diretturi qedin iressqu wkoll quddiem l-Azzjonisti:

- tliet “Riżoluzzjonijiet Ordinarji – Negozju Speċjali” li jirreferu għal-ħlas aggregat annwali massimu tad-Diretturi, għad-*Directors Remuneration Policy* u għat-tiġdid tal-awtorizzazzjoni lid-Diretturi biex ikunu jistgħu joħorġu ishma ġodda, sal-ammont tal-Kapital Azzjonarju Awtorizzat tal-Kumpanija;
- “Riżoluzzjoni Straordinarja waħda, Negozju Speċjali – Vot

Circular to Shareholders

This Circular to Shareholder is important and requires your immediate attention. 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”) of the forthcoming Annual General Meeting (AGM) of the Company, for the purpose of considering, and if thought fit, approve Ordinary Resolutions and Extraordinary Resolutions as explained hereunder.

IMPORTANT INFORMATION

This Circular contains information about the resolutions to be proposed for approval at the forthcoming AGM. It also includes the proposed changes to the Memorandum and Articles of Association of the Company, as approved by the Board of Directors. This Circular is being issued in compliance with the Capital Markets Rules issued by the Malta Financial Services Authority, in particular the Capital Markets Rule 6.2 on the contents of all Circulars and the requirements set out in Capital Markets Rule 6.16 for Circulars relating to changes to the Memorandum and Articles of Association.

The Circular is being sent to all Shareholders registered on the Company's Register of Members as at close of business at the Malta Stock Exchange on 19 March 2024 (the “Record Date”).

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 printing of this Circular, John Bonello, Geoffrey Fichte, Ingrid Azzopardi, Michel Cordina, Alexiei Dingli, Manfred Galdes, Terecina Kwong, Maria Micallef and Malcolm Miller, (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. If you remain in doubt as to what voting action to take at the forthcoming AGM, you are advised to consult appropriate independent advisors.

Introduction

Apart from the ordinary resolutions being placed before the Members at the AGM relating to the Annual Report and Accounts, the approval of dividend and the appointment and the fixing of the remuneration of the Auditors, the Directors are also placing before the Members:

- three “Ordinary Resolutions - Special Business” relating to the maximum annual aggregate emoluments of Directors, the Directors' Remuneration Policy and to renew the authorisation of the Directors to issue new shares, up to the amount of the Company's Authorised Share Capital;
- one “Ordinary Resolution - Special Business – Advisory Vote” referring to the Directors' Remuneration Report; and

Konsultattiv" li jirreferi għad-*Directors Remuneration Report*; u (c) żewġ "Riżoluzzjonijiet Straordinarji" relatati ma' bidliet fil-Memorandum u l-Istatut tal-Kumpanija u mal-awtorità tal-Bord li jirrestringi jew jirtira d-drittijiet ta' prelażzjoni.

Riżoluzzjonijiet Ordinarji - Negożju Speċjali proposti

Riżoluzzjoni 4

Hlas lid-Diretturi

Skont l-Artikolu 69 tal-Istatut tal-Kumpanija, l-ħlas aggregat annwali massimu tad-Diretturi għandu jiġi stabbilit skont riżoluzzjoni ordinarja li għaddiet fil-laqgħa ġenerali. Mhuma qed jiġu proposti l-ebda tibdil fil-ħlas annwali aggregat massimu tad-Diretturi li kien kkonfermat għal €480,000 mill-azzjonisti waqt il-LĠA li saret fl-20 ta' April 2023.

Riżoluzzjoni 4 se ttipponi / tinqara kif ġej:

Biex jiġi ikkonfermat il-ħlas aggregat annwali massimu tad-Diretturi għal €480,000 kif approvat fl-aħħar LĠA.

Riżoluzzjoni 5

Id-Directors' Remuneration Policy

Id-Diretturi qed ipoġġu għall-approvazzjoni tal-Azzjonisti d-*Directors' Remuneration Policy*. Id-*Directors' Remuneration Policy* giet proposta mir-*Remuneration and Nomination Committee* tal-Kumpanija u approvata mill-Bord.

Skont il-*Capital Markets Rule* 12.26l min joħrog ishma għandu jissottometti d-*Directors' Remuneration Policy* għal votazzjoni mill-laqgħa ġenerali f'kull bidla materjali u fi kwalunkwe każ mill-inqas kull erba' snin. Id-*Directors' Remuneration Policy* giet approvata l-aħħar fis-27 ta' Novembru 2020, u qed tiġi aġġornata biex tirifletti żviluppi leġislativi jew regolatorji u biex isiru certi kjarifiki.

Din ir-*Remuneration Policy* tibqa' fis-seħħ għal perjodu ta' erba' snin, jiġifieri sal-LĠA fl-2028, sakemm ma tinġiebx qabel lill-Azzjonisti għall-approvazzjoni f'każ ta' bidliet materjali.

Id-*Directors' Remuneration Policy* aġġornata hija inkluża f' Appendix A.

Riżoluzzjoni 5 se ttipponi / tinqara kif ġej:

Biex tiġi approvata id-*Directors' Remuneration Policy* skont il-*Capital Markets Rules* kif stipulat fiċ-Ċirkolari lill-Azzjonisti datata 28 ta' Marzu 2024 inkluża mal-Avviz lill-Azzjonisti.

Riżoluzzjoni 6

Tiġdid tal-awtorità lill-Bord tad-Diretturi biex jinħarġu l-ishma

Skont Artikolu 14 tal-Memorandum u l-Istatut tal-Kumpanija, il-Bord tad-Diretturi jista' ikun awtorizzat, permezz ta' riżoluzzjoni ordinarja meħuda f'laqgħa ġenerali, joħrog ishma jew dokumenti ta' self ta' flus (*securities*) li jistgħu ikunu mibdula f'ishma jew '*securities*' li ikollhom id-dritt li jiġu sottokritti f'ishma, sal-ammont tal-Kapital Azzjonarju Awtorizzat tal-Kumpanija. Din l-awtorizzazzjoni hija valida għal perjodu massimu ta' ħames snin. Tali awtorizzazzjoni għandha tkun valida għal perjodu massimu ta' ħames snin, li jista' jiġgedded għal perjodi oħra ta' ħames snin kull wieħed.

L-awtorità attwali tal-Bord ingħatat waqt il-LĠA tal-Kumpanija li saret fis-17 ta' April 2019 għal perjodu ta' ħames (5) snin u

(c) two "Extraordinary Resolutions" relating to changes to the Memorandum and Articles of Association of the Company and to the authority of the Board to restrict or withdraw pre-emption rights.

Proposed Ordinary Resolutions – Special Business

Resolution 4

Directors' Emoluments

In terms of Article 69 of the Articles of Association of the Company, the maximum annual aggregate emoluments of the Directors shall be established pursuant to an ordinary resolution passed at the general meeting. No changes are being proposed to the maximum aggregate annual emoluments of Directors which was confirmed at €480,000 by the shareholders during the AGM held on the 20 April 2023.

Resolution 4 will propose / read as follows:

To confirm the maximum annual aggregate emoluments of Directors at €480,000 as approved at the last AGM.

Resolution 5

The Directors' Remuneration Policy

The Directors are placing for approval of the Shareholders the Directors' Remuneration Policy. The Directors' Remuneration Policy was proposed by the Company's Remuneration and Nomination Committee and approved by the Board.

In terms of the Capital Markets Rule 12.26l issuers shall submit the Directors' Remuneration Policy to a vote by the general meeting at every material change and in any case at least every four years. The Directors Remuneration Policy was last approved on 27 November 2020, and it is being updated to align it with legislative or regulatory developments and to effect certain clarifications.

This Remuneration Policy will remain in place for a period of four years, that is until the AGM in 2028, unless it is brought earlier to the Shareholders for approval in case of material changes.

The updated Directors' Remuneration Policy is included in Appendix A.

Resolution 5 will propose/ read as follows:

To approve the Directors' Remuneration Policy in terms of the Capital Markets Rules as set out in the Circular to Shareholders dated 28 March 2024 included with the Notice to Shareholders.

Resolution 6

Renewal of authority for the Board of Directors 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 shall be valid for a maximum period of five years, renewable for further periods of five years each.

The current authority of the Board was granted during the AGM of the Company held on the 17 April 2019 for a period of five (5) years and it therefore expires on the 17 April 2024. As this

għalhekk tiskadi fis-17 ta' April 2024. Peress li din l-awtorizzazzjoni se tiskadi, din riżoluzzjoni tipproponi li tiġġedded din l-awtorizzazzjoni għal perjodu ieħor ta' hames snin li jibda mid-data ta' din il-LĠA, jiġifieri t-18 ta' April 2024 u jiskadi fit-18 ta' April 2029.

Bħalissa, d-Diretturi m'għandhom l-ebda intenzjoni li jeżerċitaw din l-awtorità u l-għan ta' din l-awtorità huwa li tagħti flessibilità lill-Bord tad-Diretturi biex jaġixxi skont din l-awtorità mingħajr il-ftieġa li tisseejaħ laqgħa ġenerali. Il-Kapital Azzjonarju Ordinarju totali maħruġ fid-data ta' din iċ-Ċirkolari huwa ta' €108,091,830 maqsum fi 360,306,099 sehem ordinarju ta' valur nominali ta' €0.30 kull wieħed imħallas kollu. L-awtorità li jinħarġu ishma hija għal ammont li jilħaq sal-Kapital Azzjonarju Awtorizzat tal-Kumpanija li bħalissa huwa ta' €141,000,000 maqsum f'470,000,000 ishma ordinarji ta' valur nominali ta' €0.30 kull wieħed u għalhekk il-Kumpanija tista' toħroġ sa 109,693,901 sehem ordinarju ta' valur nominali ta' €0.30 kull wieħed, li jirrappreżenta 23.339% tal-Kapital Azzjonarju Maħruġ fid-data ta' din iċ-Ċirkolari.

Riżoluzzjoni 6 se tipproponi / tinqara kif ġej:

Biex tiġġedded skont Artikolu 14 tal-Memorandum u l-Istatut tal-Kumpanija, l-awtorizzazzjoni li l-Bord tad-Diretturi ikun jista' joħroġ ishma jew '*securities*' li jistgħu ikunu mibdula f'ishma jew *securities* li jkollhom id-dritt li-jiġu sottoskritti f'ishma, sal-ammont tal-Kapital Azzjonarju Awtorizzat tal-Kumpanija liema awtorizzazzjoni hija valida għal perjodu massimu ta' hames snin mit-18 ta' April 2024.

Riżoluzzjoni 7

Id-Directors' Remuneration Report (vot konsultattiv)

Skont il-*Capital Markets Rules* maħruġa mill-Awtorità Maltija għas-Servizzi Finanzjarji, il-Kumpanija hija meħtieġa li kull sena tissottometti id-*Directors' Remuneration Report* għal vot konsultattiv tal-LĠA. Vot konsultattiv huwa vot li ma' jorbotx iżda jippermetti lill-Azzjonisti jesprimu opinjoni dwar is-sugġett in kwistjoni. Id-*Directors' Remuneration Report* huwa inkluz bħala parti mir-Rapport u l-Kontijiet Annwali għas-sena finanzjarja li għalqet fil-31 ta' Diċembru 2023.

Ir-Riżoluzzjoni 7 se tipproponi/taqra kif ġej:

Biex jiġi nnotat u approvat d-*Directors' Remuneration Report* skont il-Kapitolu 12 tal-*Capital Markets Rules* kif stipulat fir-Rapport u l-Kontijiet Annwali għas-sena finanzjarja 2023.

Riżoluzzjonijiet Straordinarji proposti

Riżoluzzjoni 8

Tibdil fil-Memorandum u l-Istatut tal-Kumpanija

Id-Diretturi qed jipproponu aġġornament tal-Memorandum u l-Istatut tal-Kumpanija. Il-bidliet proposti huma meħtieġa biex jirriflettu żviluppi legiżlattivi jew regolatorji u għal skopijiet ta' kjarifika. Dawn il-bidliet proposti ġew mibgħuta lir-regolatur għar-reviżjoni u r-regolatur ma kellu l-ebda oġġezzjoni biex id-Diretturi jipproċedu bil-bidliet proposti.

Id-dettalji tal-bidliet fil-Memorandum u l-Istatut tal-Kumpanija li qed jiġu proposti u r-raġuni għal dan it-tibdil huma inkluzi f'Appendix B.

Ir-Riżoluzzjoni 8 se tipproponi/taqra kif ġej:

Biex jiġu (i) approvati l-emendi għall-Memorandum u l-Istatut tal-Kumpanija eżistenti skont id-dettalji pprovduti fiċ-Ċirkolari lill-Azzjonisti datata 28 ta' Marzu 2024 inkluzi mal-Avviż lill-Azzjonisti u (ii) li tapprova li l-Memorandum u l-Istatut tal-Kumpanija eżistenti

authorisation will expire, this resolution proposes to renew this authorisation for a further period of five years commencing from the date of this AGM, namely the 18 April 2024 and expiring on the 18 April 2029.

At present, the Directors do not have any intention of exercising this authority and 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. The total Ordinary Share Capital in issue as at the date of this Circular is €108,091,830 divided into 360,306,099 ordinary shares of a nominal value of €0.30 each fully paid up. The authority to issue shares is for an amount up to the Company's Authorised Share Capital which is currently €141,000,000 divided into 470,000,000 ordinary shares of a nominal value of €0.30 each and therefore the Company may issue up to 109,693,901 ordinary shares of a nominal value of €0.30 each representing 23.339% of the Issued Share Capital as at the date of this Circular.

Resolution 6 will propose / read as follows:

To renew in terms of Article 14 of the Company'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 period of five years from 18 April 2024.

Resolution 7

The Directors' Remuneration Report (advisory vote)

In terms of the Capital Markets Rules issued by the Malta Financial Services Authority, the Company is required to annually submit the Directors' Remuneration Report for an advisory vote of the AGM. An advisory vote is a non-binding vote which allows Shareholders to express an opinion regarding the issue at hand. The Directors' Remuneration Report is included as part of the Annual Report and Accounts for the financial year ended 31 December 2023.

Resolution 7 will propose / read as follows:

To note and approve the Directors' Remuneration Report in terms of Chapter 12 of the Capital Markets Rules as set out in the Annual Report and Accounts for the financial year 2023.

Proposed Extraordinary Resolutions

Resolution 8

Changes to the Memorandum and Articles of Association

The Directors are proposing an update of the Memorandum and Articles of Association. Proposed changes are required to align it with legislative or regulatory developments and for clarification purposes. Proposed changes were forwarded to the regulator for review and the regulator's no objection to proceed with the changes was received.

Details of the changes to the Memorandum and Articles being proposed and rationale are included in Appendix B.

Resolution 8 will propose/read as follows:

To (i) approve the amendments to the existing Memorandum and Articles of Association of the Company in accordance with the details provided in the Circular to Shareholders dated 28 March 2024 included with the Notice to Shareholders and (ii) to approve that the existing Memorandum and Articles be replaced and

jiġu sostitwiti u mibdula fl-intier tagħhom b'kopja riveduta u aġġornata li għandhom jiġu rreġistrati mill-Kumpanija mal-Malta Business Registry.

Riżoluzzjoni 9

Awtorità tad-diretturi li jirrestringu jew jirtiraw id-drittijiet ta' prelazzjoni

Id-Diretturi qed jipproponu riżoluzzjoni li tippermetti lill-Bord tad-Diretturi, skont l-Artikolu 88(7) tal-Att dwar il-Kumpaniji, Kap. 386 tal-Igġijiet ta' Malta, biex jirrestringi jew jirtira id-dritt ta' prelazzjoni ta' azzjonisti fir-rigward ta' ishma jew titoli li l-Bord tad-Diretturi huwa awtorizzat joħroġ skond l-Artikolu 14 tal-Istatut tal-Kumpanija.

L-Artikolu 88(7) tal-Att dwar il-Kumpaniji jgħid li tali riżoluzzjoni straordinarja tal-laqgħa ġenerali tista' tawtorizza lill-Bord tad-Diretturi biex jirrestringi jew jirtira d-dritt ta' prelazzjoni jekk il-Bord ikun awtorizzat joħroġ ishma skont l-Artikolu 85 tal-Att dwar il-Kumpaniji u sakemm il-Bord tad-Diretturi jkun hekk awtorizzat. L-awtorità lid-Diretturi biex joħroġ ishma qed tiġġedded għal perjodu ieħor ta' hames snin permezz tar-Riżoluzzjoni 6.

Id-Diretturi kienu ngħataw l-awtorità biex jirrestringu jew jirtiraw id-dritt ta' prelazzjoni tal-azzjonisti permezz ta' riżoluzzjoni straordinarja tal-azzjonisti waqt il-LĠA li saret fis-27 ta' Novembru 2020. Għalhekk qed jiġi propost li tiġġedded l-awtorità tal-Bord tad-Diretturi li jirrestringi jew jirtira d-dritt ta' prelazzjoni tal-azzjonisti u dik l-awtorità għandha tibqa' fis-seħħ sakemm il-Bord tad-Diretturi jibqa' awtorizzat li joħroġ ishma.

Ta' min jinnota li l-Bord m'għandux il-ħsieb li jirrestringi jew jirtira d-drittijiet ta' prelazzjoni ta' azzjonisti ħlief fil-każ ta' ċirkostanzi straordinarji jew urġenti li jeħtieġu zieda fil-Kapital Azzjonarju Maħrūg tal-Kumpanija u li ma jagħmluhiex fattibbli li l-ewwel joffru l-ishma lill-azzjonisti eżistenti. Billi tafda lill-Bord b'din l-awtorità sakemm ikun jista' wkoll joħroġ ishma mingħajr il-ħtieġa li jsejjaħ laqgħa ġenerali, il-Kumpanija tkun f'pożizzjoni li twieġeb għal tali ċirkostanzi straordinarji jew urġenti fil waqt u b'mod effettiv fl-aħjar interessi tal-Kumpanija. Sitwazzjoni bħal din tista' tinħoloq pereżempju fil-kuntest ta' xenarju ta' rkupru u riżoluzzjoni f'termini tar-regolamenti applikabbli fejn il-Kumpanija tista' tkun meħtieġa, fost oħrajn, li żżid il-Kapital Azzjonarju Maħrūg tagħha.

Ir-Riżoluzzjoni 9 se tipproponi/taqra kif ġej:

Li jiġi approvat, li l-Bord tad-Diretturi, ikun awtorizzat b'mod ġenerali, b'setgħa sħiħa ta' delega, li jirrestringi jew jirtira d-dritt ta' prelazzjoni tal-azzjonisti sal-punt u sakemm il-Bord tad-Diretturi jibqa' awtorizzat li joħroġ ishma jew titoli skond l-Artikolu 14 tal-Istatut tal-Kumpanija.

Effett ta' dawn il-Bidliet – Riżoluzzjonijiet Ordinarji - Negozju Speċjali u Riżoluzzjonijiet Straordinarji

Riżoluzzjoni 4: Biex jiġi ikonfermat l-ħlas aggregat annwali massimu tad-Diretturi għal €480,000.

Riżoluzzjoni 5: Biex tiġi approvata id-*Directors' Remuneration Policy* skont il-*Capital Markets Rules*.

Riżoluzzjoni 6: Li tiġġedded l-awtorizzazzjoni lill-Bord tad-Diretturi biex joħroġ ishma sa l-ammont ta' Kapital

substituted in its entirety by a revised and updated copy to be registered by the Company with the Malta Business Registry.

Resolution 9

Directors' authority to restrict or withdraw pre-emption rights

The Directors are proposing a resolution to enable the Board of Directors, in terms of Article 88(7) of the Companies Act, Cap. 386 of the laws of Malta, to restrict or withdraw the right of pre-emption of shareholders in relation to any shares or securities which the Board of Directors is authorised to issue in terms of Article 14 of the Company's Articles of Association.

Article 88(7) of the Companies Act states that such an extraordinary resolution of the general meeting may authorise the Board of Directors to restrict or withdraw the right of pre-emption if the Board is authorised to issue shares in accordance with Article 85 of the Companies Act and for as long as the Board of Directors is so authorised. The authority to Directors to issue shares is being renewed for a further period of five years by means of Resolution 6.

The Directors had been granted the authority to restrict or withdraw the right of pre-emption of shareholders by an extraordinary resolution of shareholders during the AGM held on the 27 November 2020. It is therefore being proposed to renew the authority of the Board of Directors to restrict or withdraw the right of pre-emption of shareholders and that such authority is to remain in place for as long as the Board of Directors remains authorised to issue shares.

It is to be noted that the Board does not intend to restrict or withdraw pre-emption rights of shareholders other than in the case of extraordinary or urgent circumstances which necessitate an increase in the Company's Issued Share Capital and which do not make it feasible to first offer the shares to the existing shareholders. By entrusting the Board with this authority for as long as it is also able to issue shares without the need to convene a general meeting, the Company would be in a position to respond to such extraordinary or urgent circumstances in a timely and effective manner in the best interests of the Company. Such a situation could arise for instance within the context of a recovery and resolution scenario in terms of the applicable regulations where the Company may be required, amongst others, to increase its Issued Share Capital.

Resolution 9 will propose/read as follows:

To approve, that the Board of Directors, be generally authorised, with full power of delegation, to restrict or withdraw the right of pre-emption of shareholders to the extent and for as long as the Board of Directors remains authorised to issue shares or securities in terms of Article 14 of the Articles of Association of the Company.

Effect of the changes - Ordinary Resolutions – Special Business and the Extraordinary Resolutions.

Resolution 4: To confirm the maximum annual aggregate emoluments of Directors at €480,000.

Resolution 5: To approve the Directors' Remuneration Policy in line with the Capital Markets Rules.

Resolution 6: To renew the authorisation to the Board of Directors to issue shares up to the amount of Authorised Share Capital for a further period of five years commencing

Azzjonarju Awtorizzat għal perjodu ieħor ta' hames snin li jibda mit-18 ta' April 2024.

18 April 2024.

Rizoluzzjoni 7: Biex jiġi nnotat u approvat id-*Directors'* *Remuneration Report* kif stipulat fir-Rapport u l-Kontijiet Annwali għas-sena finanzjarja 2023.

Rizoluzzjoni 8: Biex jiġi aġġornat l-Memorandum u l-Istatut b'bidliet li huma meħtieġa biex jirriflettu żviluppi leġislattivi jew regolatorji u għal skopijiet ta' kjarifika.

Rizoluzzjoni 9: Biex ikun awtorizzat li l-Bord tad-Diretturi jirrestringi jew jirtira d-dritt ta' prelazzjoni tal-azzjonisti sal-punt u sakemm il-Bord tad-Diretturi jibqa' awtorizzat joħroġ ishma skont l-Artikolu 14 tal-Istatut tal-Kumpanija.

Rakkomandazzjoni tad-Diretturi

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

Dokumenti Disponibbli għall-Ispezzjoni

Id-dokumenti li ġejjin jew kopji ċertifikati tagħhom se jkunu disponibbli għall-ispezzjoni fl-uffiċċju reġistrat tal-Kumpanija 116, Triq l-Arċisqof, Valletta, VLT1444, Malta, jew online fuq il-website tal-Kumpanija <https://www.about.hsbc.com.mt/investor-relations> għal mill-inqas erbatax (14)-il ġurnata mid-data tal-pubblikazzjoni ta' din iċ-Ċirkolari:

- il-Memorandum u l-Istatut tal-Kumpanija;
- l-aħħar Rapport u Kontijiet Annwali tal-Kumpanija għas-sena li għalqet fil-31 ta' Diċembru 2023;
- l-aħħar Rapport Finanzjarju *Interim* tal-Kumpanija għall-perjodu mill-1 ta' Jannar 2023 sat-30 ta' Ġunju 2023; u
- Id-*Directors' Remuneration Policy* li qed tiġi proposta għall-approvazzjoni tal-azzjonisti fil-LĠA.

Din iċ-Ċirkolari hija datata 28 ta' Marzu 2024.

Hatra tad-Diretturi

Il-Bord tad-Diretturi jikkonsisti f'mhux aktar minn disa' (9) diretturi. Skont klawżola 7 tal-Memorandum u l-Artikolu 77 tal-Istatut tal-Kumpanija: (a) sitt (6) Diretturi jiġifieri d-Diretturi fil-kariga John Bonello, Geoffrey Fichte, Michel Cordina, Manfred Galdes, Terecina Kwong u Malcolm Miller ġew maħtura minn HSBC Continental Europe li uża 66% tal-Kapital Azzjonarju Ordinarju maħruġ tiegħu u (b) il-Kumpanija ħarġet avviz lill-azzjonisti tagħha biex jipproponu nominazzjonijiet għall-elezzjoni tad-diretturi u rċeviet tliet nominazzjonijiet għal tliet (3) diretturi fil-kariga, Ingrid Azzopardi, Alexiei Dingli u Maria Micallef li wkoll offrew lilhom infushom għall-elezzjoni mill-ġdid. In-nominati, Ingrid Azzopardi, Alexiei Dingli u Maria Micallef, flimkien mal-kumplement tad-diretturi maħtura, ġew evalwati mir-*Remuneration and Nomination Committee* tal-Kumpanija u huma meqjusa bħala idonei u xierqa b'rabta mal-hatra tagħhom bħala Diretturi.

Peress li hemm nominazzjonijiet daqs kemm hemm postijiet vakanti, mhux ser issir l-ebda votazzjoni għad-Diretturi fil-LĠA ta' din is-sena. In-nominati jiġu eletti awtomatikament.

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

116, Triq l-Arċisqof, Valletta VLT1444, Malta
www.hsbc.com.mt

Resolution 7: To note and approve the Directors' Remuneration Report as set out in the Annual Report and Accounts for the financial year 2023.

Resolution 8: To update the Memorandum and Articles of Association with changes which are required to align it with legislative or regulatory developments and for clarification purposes.

Resolution 9: To authorise the Board of Directors to restrict or withdraw the right of pre-emption of shareholders to the extent and for as long as the Board of Directors remains authorised to issue shares in terms of Article 14 of the Articles of Association of the Company.

Directors' Recommendation

As it is the view of the Board of Directors that the proposed resolutions are in the best interests of the Company and its Shareholders, the Directors recommend that the shareholders vote in favour of these proposals at the next AGM.

Documents available for inspection

The following documents or certified copies thereof will be available for inspection at the Company's registered office at 116, Archbishop Street Valletta, VLT1444 and online on the Company's website <https://www.about.hsbc.com.mt/investor-relations>, for at least fourteen (14) days from the date of publication of this Circular:

- The Company's Memorandum and Articles of Association;
- The Company's Annual Report and Accounts for the year ending 31 December 2023;
- The Company's Interim Financial Statements for the period 1 January 2023 to 30 June 2023; and
- The Remuneration Policy for Directors which is being proposed for the approval of shareholders at the AGM

This Circular to Shareholders is dated 28 March 2024.

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 Association: (a) six (6) Directors namely incumbent Directors John Bonello, Geoffrey Fichte, Michel Cordina, Manfred Galdes, Terecina Kwong and Malcolm Miller have been appointed by HSBC Continental Europe utilising 66% of its Ordinary Issued Share Capital and (b) the Company issued an advert to its shareholders to propose nominations for the election of directors and it received three nominations for three (3) incumbent directors, Ingrid Azzopardi, Alexiei Dingli and Maria Micallef who have also offered themselves for re-election. The nominees, Ingrid Azzopardi, Alexiei Dingli and Maria Micallef, together with the rest of the appointed directors, were assessed by the Company's Remuneration and Nomination Committee and are deemed to be fit and proper in connection with their appointment as Directors.

Since there are as many nominations as there are vacancies no voting for Directors will take place at this year's AGM. Nominees will be elected automatically.

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

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

HSBC Bank Malta p.l.c. proposed Board of Directors

John Bonello, Chairman and Non-Executive Director

Appointed Director of the Bank in July 2013 and Chairman in August 2019. He is a Member of the Bank's Remuneration and Nomination Committee, former Chairman of the Bank's Audit Committee and former Member of the Bank's Risk Committee. Mr Bonello is a Chartered Accountant and a Certified Public Accountant. He was formerly the Chairman and Senior Partner of PricewaterhouseCoopers in Malta from where he retired in December 2009. He is a Fellow of the Malta Institute of Accountants, Chairman of the Disciplinary Committee of the Institute and a Member of the Joint Disciplinary Board of the Accountancy Board. He is also a fellow member of the Institute of Chartered Accountants in England and Wales.

Geoffrey Fichte, Director and Chief Executive Officer

Appointed CEO and Executive Director of HSBC Bank Malta p.l.c. in May 2023. He is also Chairman of HSBC Life Assurance (Malta) Ltd and HSBC Global Asset Management (Malta) Limited. Mr Fichte has over 20 years of experience in financial services: banking, insurance, asset management and global strategy across Hong Kong, London, New York and Mexico City. He previously held several senior international positions within the HSBC Group, including President and CEO of HSBC Bank Uruguay, Head of Business Banking, HSBC Mexico; Senior Executive, Corporate Development & Global Strategy, HSBC Group, London; and Senior Manager International (Asia), Hong Kong. He holds a Bachelor of Science in Economics from Wharton School, University of Pennsylvania, Philadelphia, USA.

Ingrid Azzopardi, Non-Executive Director

Appointed Director of the Bank in August 2019. She is a Chartered Director and is the Chairperson of the Bank's Audit Committee and Member of the Bank's Risk Committee. A former Director of HSBC Life Assurance (Malta) Ltd and former Chairperson of the Audit and Risk Committee of said company. Ms Azzopardi is presently the Group Internal Auditor of GO p.l.c., a position she has occupied since November 2000. She also leads GO Green and sits on the Board of Administrators of the Malta ESG Alliance. She has chaired various committees at GO p.l.c., including the Group Fraud Forum and the Gender Equality Committee. She holds a certificate in Business Sustainability Management from the University of Cambridge. She is a Certified Public Accountant and Auditor, a Fellow of the Malta Institute of Accountants, a Member of the UK Institute of Directors, and also a Member of the Institute of Internal Auditors - Malta Chapter.

Michel Cordina, Executive Director

Appointed Executive Director in April 2019. Mr Cordina, formerly Head of Commercial Banking, is presently Head of Business Development and also heads the Bank's Corporate Sustainability arm and is the Deputy Chair of the HSBC Foundation. Mr Cordina is a seasoned banker and has a wealth of experience having started his banking career 42 years ago. He has worked in various areas of banking in both Personal Banking and Commercial Banking. He has also led a number of operational and support functions of the Bank. He has occupied various executive roles within HSBC Bank Malta including Deputy Head of Operations and Head of Business Transformation. He was also the Programme Manager on a number of key projects executed by the bank. In 2010, he was seconded to HSBC Commercial Banking in London where he performed the role of Head of Sales Performance. He is an Associate of the Chartered Institute of Bankers ('ACIB').

Alexiei Dingli, Non-Executive Director

Appointed as Director in January 2024. Profs Dingli is presently a Member of the Bank's Risk Committee. He is a Professor of Artificial Intelligence (AI) at the University of Malta. He has been conducting research and working in the field of AI for more than two decades, assisting different companies to implement AI solutions. His work has been rated World Class by international experts and he has won various local and international awards. He has also published several peer-reviewed publications and formed part of the Malta AI task-force which was setup by the Maltese government, aimed at making Malta one of the top AI countries in the world.

He is a B.Sc.IT (honours) graduate, which degree was obtained in 2001, from the University of Malta, has a Ph.D in Artificial Intelligence from the University of Sheffield, UK and an MBA in Technology Management from the Grenoble Business School, France.

Manfred Galdes, Non-Executive Director

Appointed Director of the Bank in January 2021. Dr Galdes is the Chairman of the Bank's Risk Committee. He is the managing partner of the ARQ Group, a multi-disciplinary advisory firm. After graduating as a lawyer (LL.D.) from the University of Malta, he obtained a Masters Degree (LL.M.) in European (Commercial) Law at the University of Leicester. Dr Galdes has spent the last 23 years practicing in the area of regulatory and financial crime compliance having held various leading roles both in the private and public sector. Between 2008 and 2016, Dr Galdes headed the FIAU, Malta's financial intelligence unit and principal AML/CFT supervisory authority.

Terecina Kwong, Non-Executive Director

Appointed as Director in December 2022. Ms Kwong started her career at the HSBC Group via the Hong Kong Management Associate Programme in 2000. She has held several senior positions within HSBC including Global Head of Channels Distribution, Global Commercial Banking Chief Risk and Administration Officer, Global Control Office Chief Operating Officer and Head of Centre of Excellence, Group Head of Operational Management and Chief Operating Office at HSBC China. She is currently Chief Operating Officer, HSBC Bank plc and HSBC Europe and a Non-Executive Director of HSBC Armenia. In 1997 she obtained a Bachelor of Arts Degree (Economics) from the University of British Columbia, Vancouver, Canada. In 1999 she graduated with Master of Business Administration from the Chinese University of Hong Kong. She also graduated in 2007 with a Bachelor of Law from the University of London and is a Fellow CPA, CPA Australia.

Maria Micallef, Non-Executive Director

Appointed as Director in December 2022. Currently, Ms Micallef is the Chairperson of the Bank's Remuneration and Nomination Committee, and Member of the Bank's Audit Committee. She was the Managing Partner at RSM Malta until her retirement in December 2020. Ms Micallef specialised in business advisory services including mergers and acquisitions, corporate finance, valuations and investment appraisals. She is a visiting lecturer at the University of Malta. Currently Ms Micallef is pursuing a Degree in Humanities at the same University. Ms Micallef has a B.A. Hons Accountancy degree and is a Certified Public Accountant. She is a fellow of the Malta Institute of Accountants, a member of the US Institute of Internal Auditors and a member of the Association of Certified Fraud Examiners. Ms Micallef served as President of the Malta Institute of Accountants during the period 2013 to 2015.

Malcolm Miller, Non-Executive Director

Appointed as Director in March 2024. Mr Miller is currently a member of the Bank's Audit Committee. He is an established entrepreneur, a seasoned and motivated business leader with 50 years' experience in start-ups and running business in Malta. He has also set up and run businesses in six European territories. His extensive experience includes raising funding, building new teams, setting and measuring realistic objectives and using clear and simple benchmarks for motivating teams. He is also an experienced board member, with a keen interest in understanding challenges faced by senior teams and contributing towards solutions that interface with the Board. His operational experience includes logistics, both within his own group of companies as well as third-party services, media, publishing, print, retail, e commerce and vertical integration to consumer solutions.

Approved and issued by HSBC Bank Malta p.l.c. having its registered office at 116 Archbishop Street, Valletta, VLT1444 Malta, hsbcbank_malta@hsbc.com.

Appendix A

The Directors' Remuneration Policy:

Introduction

Pursuant to Chapter 12 of the Capital Markets Rules issued by the Malta Financial Services Authority (MFSA) to transpose the provisions of Directive EU 2017/828 amending the Shareholders' Rights Directive (Directive 2007/36/EC), frequently referred to as "SRDII", HSBC Bank Malta p.l.c. (the 'Company') is formally establishing a Directors' Remuneration Policy (the 'Policy').

The Company's Remuneration and Nomination Committee ('RemNom') has drawn up this Policy. The Policy formalises the practice that has been adopted by the Company over the years. The scope of this Policy is to contribute to the business strategy, long-term interests and sustainability of the Company and hence it is linked to long-term objectives.

The Policy was then considered and approved by the Company's Board of Directors and is being submitted to the Company's Shareholders for their consideration, and if deemed appropriate, approved at the forthcoming Annual General Meeting ('AGM'). Upon approval, the Policy, together with the date of approval and the results of the vote, will be published on the Company's website on www.hsbc.com.mt. The Policy shall remain available on the Company's website as long as it is applicable.

The Policy and its implementation shall be reviewed regularly by RemNom. Any material amendments to the Policy shall be submitted to a vote by the General Meeting of the Company before their adoption, and in any case at least every four years.

The Company's Board is of the opinion that there is no risk of a conflict of interest in RemNom drawing up this Policy, as it is being submitted to the Company's General Meeting for their consideration and approval. Moreover, Shareholders shall approve the maximum annual aggregate emoluments of the Directors, as well as any increase of such emoluments, at the General Meeting.

It has always been the practice to appoint the Company's Chief Executive Officer ('CEO') as an Executive Director on the Company's Board. Hence, the CEO falls under Section One of the Policy.

The Policy is divided into three separate Sections covering provisions relating to:

- Executive Directors, that is those Directors who are involved in the daily running of the Company;
- Non-Executive Directors; and
- provisions common to all Directors.

Section One – Provisions Applicable to Executive Directors

1. Distinction between a Director's Salary and Board Fees

This Policy distinguishes between what Executive Directors earn by way of their salaried job in the Company and what they earn by virtue of holding a directorship on the Company's Board. This reflects what is stated in Article 69 of the Company's Articles of Association, that any remuneration paid to any Director by virtue of his holding a salaried office with the Company (whether permanent, temporary, direct or on secondment) shall not be deemed to form part of a Director's emoluments.

2. Non-Entitlement to Any Board Fees

Notwithstanding anything contained in this Policy, Executive Directors shall not be entitled to any Board fees, either for sitting on the Company's main Board or any of its Committees, or for sitting on any other board of an HSBC Group entity.

3. Executive Directors' Reward Package as Salaried Employees

Executive Directors shall not be entitled to any increased pay and enhanced employment conditions by virtue of their appointment as Directors of the Company.

Executive Directors' reward package as salaried employees shall be regulated in terms of the Company's Remuneration Policy applicable to all other employees. This in itself shows the large extent to which the pay and employment conditions of the employees of the Company were taken into account when establishing this Policy.

The reward package comprises three key elements:

- Fixed Pay;
- Variable Pay; and
- Other Benefits.

Fixed Pay reflects the individual's role, experience and responsibility. It comprises the base salary and in some cases a fixed pay allowance and/or a contribution to the Employees' Pension Scheme.

Variable Pay awards are made to drive and reward performance against annual financial and non-financial measures and adherence to HSBC

values that are consistent with the medium-to-long term strategy and aligned to stakeholder interests. Variable Pay may not exceed 100% of the Fixed Pay. Variable Pay is delivered in the form of cash and shares in HSBC Holdings plc. The award of Variable Pay is discretionary, and is determined and paid in line with Company policies and procedures. The Company assesses its employees' performance through the Performance Management Process, including that of the Executive Directors.

Performance targets are set annually for each individual Executive Director, which take into account the economic environment and the Company's strategic priorities and risk appetite. Performance is assessed on a regular basis throughout the year. Employees are assigned an annual performance rating based on the Group performance and behavioral rating scale. Thus, individual performance is based on what is achieved as well as how it is achieved, as the Company believes that including both of these perspectives contributes to the long-term sustainability of the business.

Executive Directors' performance targets are set by their Line Managers. In the case of the CEO's objectives, these are set by his Line Manager in accordance with the guidance provided by HSBC Group. Their annual performance outcome together with their Variable and Fixed Pay recommendation will be subject to RemNom's favourable recommendation and Board's approval.

In addition, Executive Directors are deemed to be Material Risk Takers ("MRTs") in terms of Commission Delegated Regulation (EU) 2021/923. MRTs' Variable Pay may be subject to deferral, where appropriate, vesting over a period of 5 years. Variable Pay will be subject to clawback. It may also be subject to malus which allows unvested/unpaid deferred awards to be reduced or cancelled if warranted. Where Variable Pay for MRTs is more than EUR50,000 (or as per the applicable regulation) or for lower values where Variable Pay is greater than 33% of Total Compensation, a minimum of 50% of the awards are made in HSBC Holdings plc shares.

Benefits take account of local market practices. They may include the provision of long-service bonus, retirement bonus, medical insurance, health assessment, life and personal accident assurance, and the payment of fees for tax computation assistance, where appropriate. With effect from Financial Year 2020, the Remuneration Report published by the Company in its Annual Report shall be drawn up in line with the requirements of Appendix 12.1 of the Capital Markets Rules and other applicable regulations.

4. External Directorships

Executive Directors may accept appointments as non-executive directors of companies that are not part of HSBC Group if so authorised by either the Board or RemNom.

Any remuneration receivable in respect of an external appointment of an Executive Director, where such an appointment has been made on behalf of the Company or HSBC Group, is normally paid to the Company, unless otherwise approved by the Board or RemNom.

Section Two – Provisions Applicable to Non-Executive Directors

5. Board and/or Committee Fees

Non-Executive Directors shall only be entitled to Board and/or Committee fees and shall not be entitled to any additional allowances. On an annual basis RemNom reviews management's proposal in respect of Board and/or Committee fees. The objective of this review is to ensure that individuals of the appropriate calibre are able to be appointed or retained. Said fixed fees are recommended by RemNom for Board's approval, after taking into account inter alia:

- fees paid by other HSBC Group sites similar to the Company, as recommended by an HSBC Group Remuneration Committee;
- fees paid to Directors in the local financial market;
- the continued increase in the level of Directors' responsibilities in the context of a Listed and Regulated Entity;
- the fact that the Company is deemed to be a systemically important bank within Malta;
- the need to enable the Company to continue to attract and retain the highest quality of Directors, while avoiding paying more than is necessary to secure the individuals with the appropriate skills and qualities;
- the effect of implementation of the multiple directorships rule under the Banking Act;
- the increase in the amount of time commitment required of Directors, including time dedicated for training; and
- the role held in the respective Committees by the Member.

In their recommendation to the Board, RemNom shall be guided exclusively by the best interests of the Company.

Moreover, in line with best practice, Non-Executive Directors' individual performance is reviewed on an annual basis by the Chairman of the Company.

6. Shareholders' Approval of Aggregate Emoluments

In terms of Article 69 of the Company's Articles of Association, a resolution passed at the General Meeting shall establish the maximum annual aggregate emoluments, as well as any increase of such emoluments, excluding any remuneration paid to a Director by virtue of holding a salaried office with the Company. This addresses any perceived conflict of interest issues in relation to the said remuneration.

7. HSBC Group Non-Executive Directors

Non-Executive Directors who are not Company employees but are otherwise HSBC Group employees shall not be entitled to any Board's and/or Committees' fees.

Section Three - Provisions Common to All Directors

8. Duration of Arrangement

A Director is appointed from the end of one AGM until the end of the next. No sign-on payment is made upon appointment to either Executive or Non-Executive Directors. In terms of the Company's Articles of Association Directors shall not be required to have a shareholding qualification.

The appointment of Non-Executive Directors is governed by a letter of appointment that sets out the terms of the appointment. This appointment is not a contract of employment and is subject to all the terms and conditions of the Company's Memorandum and Articles of Association. Non-Executive Directors do not receive any retirement benefits, supplementary pension or termination payments for termination or loss of office, whether in terms of the letter of appointment or otherwise. The appointment may be terminated before expiry of the term, by either party giving to the other party at least one month's prior written notice, where possible, or in any manner allowed by law. The Chairman is also in regular discussions with the Non-Executive Directors as part of the Board's succession planning.

On termination of the appointment of an executive directorship, Executive Directors are also not entitled to any retirement benefits, supplementary pensions or termination benefits related to the said termination. Upon retirement from their employment, Executive Directors shall be subject to the same conditions of any Early/Voluntary Retirement Schemes. No notice period regarding the termination of an executive directorship applies to either party.

9. Reimbursement of Expenses

In performing the duties of their office, all Directors shall be reimbursed for all reasonable and properly documented expenses incurred in connection with work related to the business of the Company. In terms of Article 69 of the Company's Articles of Association such expenses shall not be deemed to form part of a Director's emoluments.

10. Compliance with The Remuneration Policy

The Board of Directors shall ensure that any remuneration paid to Directors is only made in accordance with the Policy as approved by the General Meeting.

Appendix B

Proposed changes to HSBC Bank Malta p.l.c. Memorandum & Articles of Association

Memorandum of Association

Clause	Current Clause with Proposed Changes in Track Changes	Rationale
3	The registered office of the Company shall be at 116, Archbishop Street, Valletta, VLT 1444 or at such other place in Malta as the Board of Directors may from time to time determine. <u>The electronic email address of the Company is hsbcbank_malta@hsbc.com or such other address as the Board of Directors may from time to time determine.</u>	To comply with a Malta Business Registry requirement (legal requirement emanating from Act LX of 2021)
4.i.k	to act as a tied insurance intermediary in terms of the Insurance Intermediaries <u>Distribution</u> Act (Cap 487);	Update to reflect change in name of legislation.
4.xx	<p>to carry on any other business or activity which may seem to the directors capable of being advantageously carried on in connection or conjunction with or as ancillary to any of the foregoing businesses or which the Directors may consider expedient with a view to rendering profitable or more profitable or enhancing directly or indirectly the value of the Company's undertaking or any of its property or assets, and to do all such other things as the Directors may consider incidental or conducive to the attainment of the Company's objects.</p> <p>Nothing in the foregoing shall be construed as empowering or enabling the Company to carry out any activity or service which requires a licence <u>or other authority under any law in force in Malta or is otherwise regulated under the Investment Services Act 1994 and the Insurance Business Act (Cap 487)</u> without a <u>such</u> licence or other appropriate <u>authorisation authority</u> from the relevant Ccompetent Aauthority <u>and the provisions of Article 77(3) of the Companies Act (Cap. 386) (the "Companies Act") shall apply.</u></p> <p>The exercise by the company of the foregoing objects and powers is subject to such prohibitions and restrictions as are provided by and under the mandatory provisions of any law in force for the time being. including the Companies Act 1995, and the Insurance Business Act (Cap. 403) and the Insurance Intermediaries Act (Cap 487) and of any regulations or insurance rules or insurance intermediaries rules issued thereunder and any amendment, modification or substitution of any such laws, regulations and rules.</p> <p>AND IT IS HEREBY DECLARED THAT the objects specified in each of the paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.</p> <p><u>The foregoing objects shall also be construed consistently with and subject to the provisions of the Companies Act.</u></p>	Amended this clause to more generic terms to cover any activity or service requiring a licence or authority and which also eliminate the need to update whenever there is a change in the name of any relevant legislation.
7 (3)	During such time as a shareholder is entitled to appoint Directors, including the Chairman such appointment may be made by letter addressed to the Company <u>or through such other medium as accepted by the Company.</u> Otherwise, the election of the Directors shall be held as provided in the a Articles.	Inclusion of alternative mediums of communication.
8 and 9	Update to list of directors and company secretary	Update of the list of directors and company secretary to reflect current appointments.

The current Directors are:

Ingrid Azzopardi
2, Fair Play
Triq Ignazio Gavino Bonavita
Pembroke, Malta
I.D. Card No: 217367(M)

John Bonello
2, Oleander Street,
The Gardens,
San Giljan, STJ 1910, Malta
I.D. Card: 599148M

Michel Cordina
Honey Buzzard, Triq Wied is-Sewda
Żebbuġ, Malta
I.D. Card: 261063M

Alexiei Dingli
91, Santa Rita,
Triq I-Assemblea Nazzjonali,
San Gwann, Malta
I.D. Card No: 0032680M

Geoffrey Fichte
Favray Court
Tigne Point
Sliema, Malta
American Passport No:566743628

Manfred Galdes
274, Triq San Giljan,
Birkirkara, Malta
I.D. Card: 00185075M

Terecina Kwong
36, Westferry Circus,
Canary Wharf,
London, United Kingdom
Canadian Passport No: GA129642

Maria Micallef
39, Hal-Tartani Street
Rabat, Malta
I.D. Card: 00426862M

Malcolm Miller
Dar I-Għomor
Triq iż-Żebbuġ,
San Giljan, Malta
I.D. Card No: 0782654M

The Company Secretary is:

Paula Mamo
25, Nirvana,
Triq Sidtna tal-Anġli,
Żebbuġ, Malta
I.D. Card: 0021686G

10 The Company shall be represented in judicial proceedings by the Chairman or the Chief Executive Officer or, without prejudice to the powers of the Chairman or the Chief Executive Officer, by any person or persons ~~(including a Director) deputed and~~ authorised for this purpose by the Board of Directors.

Deeds of whatsoever nature engaging the Company and all other documents purporting to bind the Company shall be signed and executed on behalf of the Company by the Chairman or the Chief Executive Officer, or without prejudice to the powers of the Chairman or the Chief Executive Officer as aforesaid, by any person or persons ~~(including a Director) deputed and~~ authorised for this purpose by the Board of Directors. The persons vested with judicial and contractual representation of the Company are John Bonello I.D. Card Number 599148(M) or ~~Geoffrey Fichte (American Passport Number 566743628). Simon Vaughan-Johnson (Chief Executive Officer) British Passport Number 518425287.~~

11 The Directors shall have the power to appoint any person to be the attorney of the Company ~~(including a Director)~~ for such purposes and with such powers, authorities and directions (not exceeding those vested in them) and for such periods and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may deem fit, and may also authorise any such attorney to delegate all or any of his powers, authorities, and discretions vested in him.

Articles of Association

Clause	Current Clause with Proposed Changes in Track Changes	Rationale
1.	The following regulations shall be the sole Articles of Association of the Company (hereinafter referred to as "the Articles") and the First Schedule of the Companies Act 1995 (hereinafter referred to as "the Act") shall not apply to the Company.	To comply with a Malta Business Registry requirement (legal requirement emanating from Act LX of 2021)
15	<p>With the exception of Listed Shares of the Company, every member shall, without payment, be entitled to receive, within two months after allotment or lodgement of a transfer duly stamped, or within such other period as the conditions of issue may provide, a certificate for all his shares in any particular class, or several certificates, each for one or more of his shares upon payment of eleven euro and sixty five cent (€11.65) for every certificate after the first, or such lesser sum as the Directors shall from time to time determine. Provided that in the event of a member transferring part of the shares represented by a certificate in his name, a new certificate in respect of the balance thereof shall be issued in his name without payment.</p> <p>In the case of joint holders, the Company shall not be bound to issue more than one certificate for all the shares in any particular class registered in their joint names, and delivery of a certificate for a share to any one of the several joint holders thereof nominated by the joint shareholders and whose name appears in the Register of members shall be sufficient delivery to all.</p> <p>Every certificate shall be signed by one Director and countersigned by the Secretary or some other person nominated by the Directors for such the purpose and shall specify the shares to which it relates, the nominal value thereof and the amount paid up thereon.</p> <p>If no such nomination exists, the certificate shall be delivered to the first named shareholder in the Register.</p>	Minor re-wording for clarification.

17	<p>For Listed Shares of the Company, the holder thereof shall be entitled to receive from the Central Securities Depository of the Exchange a document evidencing his registration as a member of the Company in the number of shares held, or such other evidence as the Bye-Laws of the Exchange <u>or any other applicable law</u> may from time to time determine. In the case of joint shareholders, such document shall be delivered to the first named shareholder on the register of members, unless the Exchange has been otherwise instructed.</p>	Widening reference to all applicable laws.
32	<p>Any person becoming entitled to an unlisted share in consequence of the death of a member shall upon producing such evidence of his title as the Directors may from time to time determine, have the right to be registered himself as the holder of the share or to make such transfer thereof as the deceased member would himself have been entitled. If he shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him that he so elects. If he shall elect to have another person registered he shall <u>testify indicate such his</u> election by executing <u>to that person</u> a transfer of the share <u>in favour of that person</u>. All the provisions relating to the transfer of shares in these Articles shall be applicable to such transfer.</p>	Minor re-wording for clarification.
34	<p>Subject to any other provision of these Articles, a person becoming entitled to a share by reason of the death of the holder shall be entitled to the same dividends and other rights and advantages to which he would be entitled if he were the registered holder of the share, except that he shall not before being registered as a member in respect of the share be entitled <u>in respect of it</u> to exercise any right conferred by membership in relation to meetings of the Company:</p> <p>PROVIDED that the Directors in the case of unlisted shares, may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety (90) days, the Directors may thereafter withhold payments of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.</p>	Minor re-wording for clarification.
35	<p>In respect of shares held subject to usufruct, the names of the bare owner and the usufructuary shall be entered in the Register. The usufructuary shall for all intents and purposes be deemed vis-a-vis the Company to be the registered holder of the shares so held and shall be entitled to all the rights and advantages conferred by Membership of the Company including the right to receive dividends and to attend and vote at Meetings of the Company but shall not have the right to dispose of the shares so held without the consent of the bare owner.</p> <p><u>In the event that there is more than one usufructuary, the provisions of this Article shall apply in the same way.</u></p>	Included a clarification that this article applies in the same way whenever there is more than one usufructuary.

(1) A General Meeting of the Company shall be deemed not to have been duly convened unless at least twenty one (21) days notice has been given to all shareholders in writing, ~~wherein is stated stating:~~

- (a) the date and time of commencement of the meeting and venue of the General Meeting together with the proposed agenda for the General Meeting;
- (b) the procedures that members must comply with in order to be able to participate in and vote at the General Meeting, including information on:
 - (i) the extent of the shareholders' rights to include items on the agenda of the General Meeting and to table draft resolutions in terms of Article 50 ~~of the Articles~~ after the notice of the meeting is issued and were applicable, the periods within which these rights may be exercised;
 - (ii) the right of every shareholder to ask questions which are related to the items on the agenda of the General Meeting in terms of Article 51 ~~of the Articles~~;
 - (iii) information relating to the proxy forms to be used and the means by which the Company is prepared to accept electronic notifications of the appointment of proxy holders in terms of Article 53 (9) ~~of the Articles~~ (ii);
 - (iv) information relating to the facility for shareholders to vote in advance in terms of Article 52 of the Articles;
 - (v) the Record Date, being the day falling thirty (30) days immediately preceding the date set for the General Meeting to which it relates.
- (c) in case of special business a statement regarding the general nature of that business;
- (d) where and how the full, unabridged text of the documents submitted to the General Meeting, including the Annual Report and ~~the~~ draft resolutions may be obtained ~~(unless the draft resolutions are included as part of the notice)~~;
- (e) address of the internet site on which the information which is to be published in advance of or subsequent to the General Meeting in terms of the ~~Listing Capital Markets~~ Rules or other applicable regulatory or legislative provisions will be made available;
- (f) any other information or details as may be required by any applicable regulatory or legislative provision from time to time.

Provided that a meeting may be called by a shorter notice than that specified in this Article pursuant to the applicable regulatory or legislative provisions.

(2) Any notice of the meeting called to consider extraordinary business shall be accompanied by a statement regarding the effect and scope of any proposed resolution in respect of such extraordinary business.

Minor re-wording for clarification.

47	<p>Notice of every General Meeting shall be sent by pre-paid mail to:</p> <p>(a) every registered member by pre-paid mail at the last known registered address provided to the Company by such registered member, provided that such registered member is registered on the Record Date and any change to an entry of the register of members after the Record Date shall be disregarded in determining the right of any person to attend and vote at the meeting. The registered members registered on the Record Date shall be entitled to receive notice of the General Meeting, to participate in and vote at the General Meeting, to be paid dividends and/or other benefits declared by the General Meeting, and to appoint Directors or vote at the election of Directors pursuant to the provisions of these Articles;</p> <p>(b) the Directors; and</p> <p>(c) the auditor(s) for the time being of the Company.</p> <p>No other person shall be entitled to receive notice of General Meetings.</p>	<p>Minor re-wording for clarification.</p>
53	<p>(8) A Proxy shall be appointed by written notification to the Company or by electronic means. Throughout these Articles of Association, "electronic means" shall have the meaning assigned to it in the Capital Markets Rules of the MFSA.</p>	<p>To make reference to the definition of "electronic means" in the Capital Markets Rules. This is defined as: "Means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means"</p>
53	<p>(9) A shareholder shall be entitled to:</p> <p>(i) appoint a proxy by electronic means and notify the Company of such appointment at the electronic to an address specified by the Company;</p> <p>(ii) have the electronic notification of such appointment accepted by the Company; and</p> <p>(iii) have at least one effective method of notification of a proxy by electronic means offered to it by the Company.</p> <p>(10) Articles 53(8) and (9) above shall also apply to the revocation of the appointment of a proxy.</p> <p>(11) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a noterially certified copy of that power or authority shall be deposited at received at the registered office of the Company (or at such other one place in Malta as is specified for that purpose in the notice convening the meeting) or received electronically, as described above, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than forty eight (48) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.</p> <p>In the case of appointment of a proxy by electronic means, the instrument appointing a proxy has to be submitted to the Company not less than forty-eight (48) hours as indicated in sub-article (11) above.</p>	<p>Minor re-wording for clarification and removed duplication.</p>

55	<p>If within half an hour from the time appointed for the meeting, a quorum is not present, the adjourned meeting may be convened by a shorter notice period than that required by Article 46 <u>of the Articles</u> provided that:</p> <p>(i) the first meeting was duly convened in accordance with Article 46 <u>of the Articles</u>;</p> <p>(ii) no new item is put on the agenda; and</p> <p>(iii) the adjourned meeting is held at least 10 days after <u>the date of the meeting being adjourned the final convocation is issued</u>.</p>	Minor re-wording for clarification.
56	<p>The Chairman of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Directors present shall elect one of their number being a Director nominated and elected by the largest single shareholder, to be Chairman of the meeting. <u>If there is no Director nominated and elected by the largest single shareholder present, or if such Director is unable or unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.</u></p>	To cater for circumstances where no Director is selected by the largest single shareholder or if such person is not able to or willing to act as Chairman.
61.	<p>(1) At any General Meeting 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 of a show of hands, by:</p> <p>(i) the Chairman; or</p> <p>(ii) by at least three (3) members present in person or by proxy; or</p> <p>(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 meeting; or</p> <p>(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.</p> <p>(2) Where voting on a particular item is conducted by a show of hands, in the case where a member requests a full account of the voting at a General Meeting, it shall be sufficient for the Chairman of the meeting to publish a statement indicating:</p> <p>(i) the total number of members entitled to vote present at the meeting;</p> <p>(ii) that upon a show of hands at the meeting it appeared that the resolution had been either carried or rejected.</p> <p>The demand for a poll may be withdrawn.</p> <p><u>No poll shall be demanded on the election of the Chairman of the meeting or on the adjournment of the meeting.</u></p>	<p>Changes to Articles 61, 62 and 64 effected to clarify that no poll shall be demanded on the election of a Chairman or on a question of adjournment as these are in fact regulated by in Article 7 of the Memorandum and Articles 56 and 59 of the Articles respectively.</p> <p>It is to be noted that Article 134 of the Companies Act in fact allows the exclusion of the right to demand a poll only in relation to the election of the chairman of the meeting or the adjournment of the meeting.</p>
62	<p>Except in the case where a poll is demanded on the election of a Chairman or on a question of adjournment, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p>	As above.
64	<p>A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.</p>	As above.

<p>69</p>	<p>The maximum annual aggregate emoluments of the Directors as well as any increase of such emoluments shall be established pursuant to an <u>ordinary</u> resolution <u>indicated as special business</u> passed at the General Meeting where notice of the proposed aggregate emoluments and any increase has been given in the notice convening the meeting.</p> <p>Any remuneration paid to any Director by virtue of his holding a salaried office with the Company (whether permanent, temporary, direct or on secondment) shall not be deemed to form part of such Director's emoluments.</p> <p>The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of Directors or working groups or General Meetings of the Company or in connection with any other work related to the business of the Company. Such expenses shall not be deemed to form part of the Directors' emoluments.</p>	<p>To clarify that the maximum annual aggregate emoluments of the Directors require an ordinary resolution indicated as special business, in line with the Capital Markets Rules.</p>
<p>77</p>	<p>(1) (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 <u>and unless regulatory approval from the competent authority has been obtained</u>. 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, <u>deemed to be</u> fit and proper to occupy the office of Director.</p>	<p>To clarify that all appointments to the Board require the approval of the competent authority before such appointment becomes effective.</p>
<p>81</p>	<p>The Directors may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.</p> <p>Not less than four (4) days notice (whether by letter, <u>electronic mail cable or telex or telefax</u> or other means of readable communications) of a meeting shall be given to each Director at his address (<u>including an electronic address</u>) as shown in the register of Directors maintained by the Company or at such other address as such director may from time to time notify to the Company for the purpose.</p> <p>The requirement of such notice may be waived by a decision of all Directors entitled to receive notice and vote at a meeting of the Directors. A Director may give notice of such waiver by <u>letter, electronic mail fax, telex</u> or other means of readable communications.</p>	<p>Removed reference to cable, fax and telex and replaced by letter and electronic mail.</p>
<p>84</p>	<p>A Director may at any time authorise, either generally or for a specified time any person to be his alternate Director; the person so authorised shall have the right to attend and to vote for him in his absence at any Board Meeting. The person so authorised shall have a vote as a Director for each Director by whom he is so authorised. Any such authority must be in writing and must be produced at this first meeting of the Directors at which it is intended to be acted upon. The alternate Director <u>need not must</u> be a serving Director.</p>	<p>Change to reflect that an alternate director must be a serving director, in view that a fit and proper assessment and regulatory approval is required for a person to act as an alternate Director.</p>

<p>90</p>	<p>Without prejudice to the provisions of the Act regulating the appointment and functions of the Company secretary, the appointment or replacement of the Company secretary and the conditions of holding office shall be determined by the Directors. The Company secretary shall be responsible for keeping:</p> <ul style="list-style-type: none"> • the minute book of General Meetings of the Company; • the minute book of meetings of the Board of Directors; • the Register of Members; • the Register of Debentures; and • such other registers and records as the Company secretary may be required to keep by the Board of Directors. <p><u>The minute books and registers shall be kept at the registered office of the Company.</u></p> <p><u>The minute books and registers may be kept using any means, including on any mechanical and/or electronic system, provided that legible evidence can be produced therefrom to satisfy the requirements of any applicable laws and of these Articles.</u></p> <p><u>PROVIDED that where applicable the Directors may delegate the duties relating to the maintaining of any register to the Central Securities Depository of the Exchange.</u></p> <p>The Company secretary shall:</p> <ul style="list-style-type: none"> • ensure that proper notices are given of all meetings; and • ensure that all returns and other documents of the Company are prepared and delivered in accordance with the requirements of the Act. 	<p>Included wording to reflect that minute books and registers may be kept at the registered office of the Company.</p> <p>They may also be kept in electronic form.</p>
<p>109</p>	<p>The above Articles are subject to the overriding provisions of other Laws <u>laws</u>, in particular - but not limited - to the Companies Act 1995 <u>Companies Act</u>, the Banking Act (<u>Cap. 371 of the laws of Malta</u>)1994, the Financial Markets Act (<u>Cap. 345 of the laws of Malta</u>). 1990 <u>and</u> any <u>regulations and</u> rules made thereunder, <u>the Capital Markets Rules of the MFSA and the Bye-Laws issued by the Exchange</u> except in so far as any provisions contained in such laws, <u>rules or regulations</u> permit otherwise. <u>The generality of any of the provisions of these Articles shall, in its interpretation, be restricted as is necessary to be read in conformity with any and all of the provisions of any applicable laws.</u></p>	<p>Minor re-wording for clarification and widening reference to applicable laws.</p>

