





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

## Annual General Meeting 18 April 2013

### ADMISSION FORM

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

Tickets for parking will be provided.

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

### FORM OF PROXY

A member having the right to attend and vote is entitled to appoint a proxy. To be valid, this form of proxy must be sent to the Company Secretary, HSBC Bank Malta p.l.c., 116, Archbishop Street, Valletta VLT 1444, must reach the Company Secretary by not less than **48 hours before** the appointed time of the Annual General Meeting. If this form is received without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise discretion as to whether, and if so how, he/she votes.

I/We \_\_\_\_\_

I.D. Card Number \_\_\_\_\_

hereby appoint \_\_\_\_\_

I.D. Card Number \_\_\_\_\_

of (address) \_\_\_\_\_

or failing him/her the duly appointed Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting to be held as indicated above and at any adjournment thereof.

Date \_\_\_\_\_

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

#### FILL IN ONE OF THE FOLLOWING BOXES

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

My/Our proxy will vote as indicated hereunder:

#### FORM OF PROXY BY ELECTRONIC MEANS

To be completed when sending form of proxy by electronic means.

Shareholder Signature \_\_\_\_\_

Tel/Mob \_\_\_\_\_

E-mail address \_\_\_\_\_

Proxy sent by electronic means is only valid upon confirmation of receipt by the Company Secretary's office.

#### Resolutions

##### FOR      AGAINST

Audited Accounts

<input type="checkbox"/>	<input type="checkbox"/>
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Dividend

<input type="checkbox"/>	<input type="checkbox"/>
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Auditors

<input type="checkbox"/>	<input type="checkbox"/>
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Directors' Emoluments

<input type="checkbox"/>	<input type="checkbox"/>
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#### Election of Directors

##### NAMES OF PROPOSED DIRECTORS      VOTES

**SAVIOUR BUTTIGIEG**

\_\_\_\_\_

**JAMES DUNBAR COUSIN**

\_\_\_\_\_

**SAVIOUR SIVE SONNY PORTELLI**

\_\_\_\_\_

**CAROLINE ZAMMIT  
TESTAFERRATA MORONI VIANI**

\_\_\_\_\_

Please refer to notes in this document on information on how to vote.

#### Notes

##### Election of Directors

The Board of Directors shall consist of not more than nine (9) directors. In terms of clause 7 of the Memorandum of Association and Article 77(4) of the Articles of Associations: (a) six (6) directors may be appointed, and (b) an election will be held to elect the other three (3) directors. Valid nominations have been received from Saviour Buttigieg, James Dunbar Cousin, Saviour sive Sonny Portelli and Caroline Zammit Testaferrata Moroni Viani.

##### Participation and Voting

Shareholders registered on 19 March 2013 shall have the right to participate and vote in the meeting.

A member having the right to attend and vote is entitled to appoint a proxy. The proxy need not also be a member. A self-addressed envelope is being sent together with this notice.

A joint shareholder has the automatic right to represent the other joint members of the same shares for purposes of voting in General Meetings unless the Bank shall have received not later than 48 hours before the appointed time of the AGM, prior contrary written instructions from any of the said other joint members.

##### Validity of Proxy Form

To be valid, this form of proxy must be sent to the Company Secretary, HSBC Bank Malta p.l.c., 116, Archbishop Street, Valletta VLT 1444, by hand or by using the enclosed self-addressed envelope. You may also send this form of proxy by electronic means, in which case kindly contact the Company Secretary on e-mail address: companysecretarymalta@hsbc.com who would advise you on the procedure to be adopted in this case. Form of proxy sent either by hand, by mail or by electronic means must reach the Company Secretary by not less than 48 hours before the appointed time of the AGM. If the form is received without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise discretion as to whether, and if so how, he/she votes.

##### Completing the Proxy Form

The Shareholder wishing to participate at the AGM by proxy is to complete in full all details required on the proxy form and, in particular, where the proxy is being filled in by hand, details should be completed clearly and in a legible manner. The Shareholder is to:

- i indicate whether the Shareholder wishes to appoint as proxy the Chairman of the Meeting or another person. In the case that the Shareholder wishes to appoint a person other than the Chairman of the Meeting as proxy, the full name, address and I.D. Card number of the proxy must be inserted in the appropriate space;
- ii indicate whether the Shareholder wishes the appointed proxy to vote as the proxy wishes or whether the Shareholder wishes to instruct the appointed proxy how to vote, by marking the appropriate box indicated in the proxy form. In the event that no indication is made, it shall be deemed that the Shareholder authorises the appointed proxy to vote as the proxy wishes;
- iii indicate if the Shareholder wishes that the appointed proxy votes in a particular manner, the Shareholder should indicate his/her voting preference against each resolution in the appropriate box either by ticking 'For' or 'Against'. **If a cross (X) or a mark (✓) is placed under both 'For' or 'Against' for the same resolution, the Shareholder's vote on that particular resolution will be invalid;**
- iv indicate if the Shareholder wishes to instruct the appointed proxy how to vote for the Election of Directors, he is to enter the number of votes in the boxes next to the names of the candidates he wishes to vote for. The Shareholder may vote for more than one candidate but the total number of votes allocated may not exceed the total number of votes held. **Exceeding the total number of votes will invalidate**

**the vote.** A Shareholder may also cross (X) or mark (✓) any of the candidates and this will be interpreted that the Shareholder has assigned all the votes accordingly. **If a cross (X) or mark (✓) is placed next to more than one candidate the vote will be invalid.** If the shareholder marks the candidates with voting preference i.e. 1, 2, 3, 4, etc. the vote will be interpreted as one vote for the candidate marked 1, two votes for the candidate marked 2 and so on.

##### Disclosure by Proxy in terms of MFSA Listing Rules 12.29 and 12.30

Prior to the general meeting, a proxy holder is to disclose to the Shareholder who appointed him/her any facts of which he/she is aware and which may be relevant for the Shareholder in assessing any risk that the proxy holder might pursue any interest other than the interest of the Shareholder.

In particular, a proxy holder is required to disclose to the Shareholder:

- 1) whether the proxy holder is a Director of the Bank or of a controlling shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable);
- 2) whether the proxy holder is an employee or an auditor of the Bank or an employee or an auditor of a controlling shareholder of the Bank or an entity controlled by such Shareholder (as may be applicable); and
- 3) whether the proxy holder has a family relationship with a natural person who is:
  - i a controlling shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable); or
  - ii a director of the Bank, or of a controlling shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable); or
  - iii an employee or an auditor of the Bank or of a controlling shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable).

Where the Shareholder is appointing the Chairman of the Meeting as proxy, the Chairman of the Meeting is declaring to the Shareholder that:

- i he is not a controlling shareholder of the Bank;
- ii he is not an employee or auditor of the Bank or of a controlling shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable);
- iii he does not have a family relationship with a natural person who is a controlling shareholder of the Bank, a director, an employee or an auditor of the Bank or of a controlling shareholder of the Bank or of an entity controlled by such Shareholder; and
- iv he is a director of the Bank.

##### Admission to the Annual General Meeting

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