

Elezżjoni tad-Diretturi

Il-Bord tad-Diretturi jikkonsisti f' mhux aktar minn disa' (9) diretturi. Skont Klawnsola 7 tal-Memorandum tal-Assoċjazzjoni u Artiklu 77(4) tal-Istatut ta' Assoċjazzjoni, (a) jistgħu jiġu appuntati sitt (6) diretturi, u (b) jiġu eletti tliet (3) diretturi. Peress li din is-sena tliet persuni biss ġew nominati għall-elezżjoni, mhux ser ikun hemm votazzjoni. Il-persuni nominati Bonello John, Camilleri Juanito u Zammit Testaferrata Moroni Viani Caroline jiġu eletti awtomatikament.

Id-dritt tal-Azzjonisti biex jattendu u jivvutaw

L-Azzjonisti rreġistrati fit-23 ta' Marzu 2015 ikollhom id-dritt biex jippartecipaw u jivvutaw fil-Laqqha.

Azzjonist li għandu d-dritt għall-vot għandu d-dritt li jappunta prokuratur. Tista' tappunta liċ-Chairman tal-Laqqha jew persuna oħra magħżula minnek biex tattendi u tivvota f' ismek. Il-prokuratur m'hemm għalfejn ikun membru. Formola tal-Prokura flimkien ma' self-addressed envelope qed jintbagħtu ma' dan l-avviż.

Azzjonist/a li għandu/għandha ishma bi shab, għandu/għandha d-dritt awtomatiku li jirrappreżenta lill-Azzjonisti l-oħra bi shab miegħu/magħha għal skop ta' votazzjoni fil-LGA hliet jekk il-Bank ma jkunx irċieva mhux aktar tard minn 48 siegħa qabel il-hin tal-LGA, istruzzjonijiet bil-miktub minn qabel minn wiehed mill-membri l-oħra li miegħu/magħha għandu/għandha ishma bi shab.

Kif tibgħat il-Prokura

Biex tkun valida, din il-prokura trid tintbagħat lis-Segretarju tal-Kumpanija, HSBC Bank Malta p.l.c., 116, Triq l-Arċisqof, Valletta VLT 1444, bl-idejn jew billi tuża s-self-addressed envelope inkluz. Din il-prokura tista' tintbagħat b'mezz elettroniku lis-Segretarju tal-Kumpanija fuq l-indirizz elettroniku companysecretarymalta@hsbc.com biex jiġgwidak fuq il-proċedura li trid taddotta jekk jintagħzel dan il-mezz. Il-prokura mibgħuta bl-idejn, bil-posta, jew b'mezzi elettronici għandha tasal għand is-Segretarju tal-Kumpanija mhux anqas minn 48 siegħa qabel il-hin tal-LGA.

Kif timla l-Prokura

Azzjonist li jixtieq jippartecipa fil-LGA permezz ta' prokura għandu jimla d-dettalji fuq il-prokura b'mod ċar u li jinqara. L-Azzjonist:

- i għandu jindika jekk irid jappunta liċ-Chairman bhala prokuratur jew lil xi persuna oħra. Fil-każ li l-Azzjonist jixtieq jappunta lil xi hadd li mhux iċ-Chairman, għandu jnizze id-dettalji shah tal-isem, indirizz u numru tal-ID fl-ispazju provdut;
- ii għandu jindika jekk jixtieqx li l-prokuratur li qabbad jivvota kif irid hu jew jekk jixtieqx li l-prokuratur jivvota kif jindikalu l-Azzjonist billi jimmarkalu l-kaxxi provduti fil-prokura. Fil-każ li l-prokura ma tiġix immarkata, hija indikazzjoni li l-Azzjonist jawtorizza lill-prokuratur biex jivvota kif irid hu;
- iii għandu jindika jekk jixtieq li l-prokuratur jivvota b'xi mod partikolari. L-Azzjonist għandu jindika l-preferenza tiegħu/tagħha fejn kull riżoluzzjoni fil-kaxxa billi jindika 'Favur', jew 'Kontra' jew 'Astenzjoni' fuq l-istess riżoluzzjoni. **Jekk jiġu mmarkati aktar minn kaxxa waħda għall-istess riżoluzzjoni, il-vot tal-Azzjonist fuq dik ir-riżoluzzjoni partikolari jkun invalidu.**

Żvelar mill-Prokuratur skont l-MFSA Listing Rule 12.29 u 12.30

Il-prokuratur għandu jiżvela lill-Azzjonist li appuntah b'fatti li jaf bihom, li jistgħu jkunu rilevanti għal dak l-Azzjonist biex jivvaluta kwalunkwe riskju, li l-prokuratur jista' jkollu interessi oħre minn dawk tal-Azzjonist.

Partikolarment, prokuratur għandu jiżvela lill-Azzjonist :

- 1) jekk il-prokuratur huwa Direttur tal-Bank jew Azzjonist b'maġġoranza ta' ishma tal-Bank jew ta' xi entità kkontrollata minn dan l-Azzjonist (kif applikabbli);
- 2) jekk il-prokuratur huwa impjegat jew awditur tal-Bank, jew impjegat tal-awditur jew Azzjonist b'maġġoranza ta' ishma tal-Bank jew ta' entità kkontrollata minn dan l-Azzjonist (kif applikabbli) jew;
- 3) jekk il-prokuratur għandu relazzjoni familjari ma' persuna naturali li hu:
 - i Azzjonist b'maġġoranza ta' ishma tal-Bank jew ta' xi entità kkontrollata minn dan l-Azzjonist (kif applikabbli); jew
 - ii Direttur tal-Bank jew Azzjonist b'maġġoranza ta' ishma tal-Bank jew ta' entità kkontrollata minn dan l-Azzjonist (kif applikabbli); jew
 - iii impjegat tal-awditur jew Azzjonist b'maġġoranza ta' ishma tal-Bank jew ta' entità kkontrollata minn dan l-Azzjonist (kif applikabbli).

Meta l-Azzjonist jappunta liċ-Chairman bhala prokuratur, iċ-Chairman tal-Laqqha jiddikjara lill-Azzjonist li:

- i mhuwiex Azzjonist b'maġġoranza ta' ishma tal-Bank;
- ii mhuwiex impjegat tal-awditur jew Azzjonist b'maġġoranza ta' ishma tal-Bank jew ta' entità kkontrollata minn dan l-Azzjonist (kif applikabbli);
- iii m'għandux relazzjoni familjari ma' persuna naturali li hu Azzjonist b'maġġoranza ta' ishma tal-Bank, direttur, impjegat jew awditur jew Azzjonist b'maġġoranza ta' ishma tal-Bank jew ta' entità kkontrollata minn dan l-Azzjonist; u
- iv huwa direttur tal-Bank.

Dhul għal-Laqqha Ġenerali Annwali

- a Biex l-Azzjonist jew il-prokuratur tiegħu jithalla jidhol għal-LGA, l-Azzjonist jew il-prokuratur għandu juri l-Karta tal-Identità u l-Formola tad-Dhul. Mad-dhul l-Azzjonist jew il-prokuratur jingħata d-dokument tal-vot.
- b Kumpaniji jew Assoċjazzjonijiet għandhom jawtorizzaw formalment rappreżentant, liema awtorizzazzjoni trid tiġi ppreżentata fil-bieb.
- c Id-dhul għal-LGA jibda siegħa qabel il-hin indikat tal-LGA.
- d Wara li l-LGA tibda uffiċjalment, dokumenti tal-voti jibqgħu jinħarġu sakemm il-LGA tipproċedi biex jittiehdu l-voti fuq ir-riżoluzzjonijiet. Minn dan il-punt 'l hemm ma jinħarġux aktar voti u jieqaf id-dhul għal-LGA.



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

Laqqha Ġenerali Annwali
22 ta' April 2015

FORMOLA TAD-DHUL

L-Azzjonisti jew il-prokuraturi tagħhom biss jithallew jattendu l-Laqqha. Biex tithalla tidhol għal-Laqqha, inti jew il-prokuratur tiegħek tridu turu **DAN ID-DOKUMENT** fil-bieb flimkien mal-Karta tal-Identità jew mezz ieħor ta' identifikazzjoni legali.

Biljetti għall-parkeġġ jiġu provduti.

Il-Laqqha tibda fl-10.00a.m. u r-reġistrazzjoni tibda fid-9.00a.m.

FORMULA TAL-PROKURA

Biex tkun valida, din il-prokura trid tintbagħat lis-Segretarju tal-Kumpanija, HSBC Bank Malta p.l.c., 116, Triq l-Arċisqof, Valletta VLT 1444, mhux anqas minn **48 siegħa qabel** il-hin tal-Laqqha Ġenerali Annwali.

Jiena/Ahna _____ Numru tal-Karta tal-Identità _____

nappunta(w) lil _____ Numru tal-Karta tal-Identità _____

ta' (l-indirizz) _____

jew, jekk ma jattendix, liċ-Chairman tal-Laqqha bhala l-prokuratur tiegħi/tagħna biex jivvota f'ismi/ismna fil-Laqqha Ġenerali Annwali (LGA) li se ssir kif imnizze hawn fuq u f'kull aġġornament tagħha.

Data _____ Firma tal-Membru _____

IMLA WAHDA MINN DAWN IL-KAXXI:

Il-prokuratur huwa awtorizzat li jivvota kif irid.

Il-prokuratur irid jivvota kif indikat hawn taht:

PROKURA B'MEZZI ELETTRONIĊI

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

Firma tal-Azzjonist _____

Numru tat-telefon/cellulari _____

Indirizz elettroniku _____

Prokura mibgħuta b'mezz elettroniku tkun valida meta l-Uffiċċju tas-Segretarju tal-Kumpanija jikkonfermalek li rċevieha.

Riżoluzzjonijiet

	FAVUR	KONTRA	ASTENSJONI
Kontijiet Verifikati	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Dividendi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Awdituri	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Hlas tad-Diretturi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1:9 Bonus Share issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Elezżjoni tad-Diretturi

Billi ġew nominati biss tliet persuni għall-elezżjoni, mhux ser ikun hemm votazzjoni matul il-Laqqha Ġenerali Annwali ta' din is-sena. Il-persuni nominati hawn taht imsemmija jkunu eletti awtomatikament matul il-Laqqha, in forza tal-Artiklu 77 (4) tal-Istatut tal-Assoċjazzjoni.

ISMIJET TA' KANDIDATI NOMINATI

BONELLO JOHN

CAMILLERI JUANITO

ZAMMIT TESTAFERRATA MORONI VIANI CAROLINE



Jekk jogħġbok irreferi għan-noti f'dan id-dokument għall-informazzjoni fuq kif tivvota.

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.

Parking tickets will be provided.

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

FORM OF 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, at least **48 hours before** the appointed time of the Annual General Meeting.

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 (AGM) 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 _____

Telephone/Mobile phone number _____

E-mail address _____

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

Resolutions

	FOR	AGAINST	ABSTAIN
Audited Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Directors' Emoluments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1:9 Bonus Share issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Election of Directors

Since only three persons have been nominated for election, there shall be no voting during this year's Annual General Meeting. The hereunder nominated persons shall be automatically elected during the Meeting, in terms of Article 77 (4) of the Articles of Association.

NAMES OF NOMINATED CANDIDATES

BONELLO JOHN

CAMILLERI JUANITO

**ZAMMIT TESTAFERRATA
MORONI VIANI CAROLINE**

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) three (3) directors are elected during the meeting. Since only three persons have been nominated for election, no voting will take place this year. The nominees Bonello John, Camilleri Juanito and Zammit Testaferrata Moroni Viani Caroline will be automatically elected.

Shareholders' rights to attend and to vote at the AGM

Shareholders registered on 23 March 2015 shall have the right to participate and vote in the Meeting.

A Shareholder having the right to attend and vote is entitled to appoint a proxy. You may appoint the Chairman of the Meeting or any other person of your choice to attend or vote in your name. The proxy need not also be a Shareholder. A self-addressed envelope is being sent together with this notice.

A joint Shareholder has the automatic right to represent the other joint Shareholders 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 Shareholders.

How to send the 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 to 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 at least 48 hours before the appointed time of the AGM.

Completing the Proxy Form

The Shareholder wishing to participate at the AGM by proxy is to complete in full all details required on the proxy form in a clear and legible manner. 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 by ticking 'For', or 'Against' or 'Abstain'. **If more than one box is ticked for the same resolution, the Shareholder's vote on that particular resolution will be invalid.**

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

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 to that 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).

When 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 authorisation 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.

