

**HSBC Bank Malta p.l.c.**

# Laqgħa Ġenerali Straordinarja

**Il-Hamis 13 ta' Frar 2025 fil-11.30am**

## **Dokumenti annessi ma' dan l-Avviż**

1. Avviż tal-Laqgħa Ġenerali Straordinarja ("LĠS") ta' HSBC Bank Malta p.l.c. u informazzjoni relatata mal-istess laqgħa;
2. Ċirkolari lill-azzjonisti datata 23 ta' Jannar 2025;
3. Formola tad-Dħul/Formola tal-Prokura.

Kopja ta' dawn id-dokumenti jinstabu fit-taqsimha Financial Information fl-Investor Relations microsite <https://www.about.hsbc.com.mt/investor-relations>.

L-azzjonisti għandhom id-dritt li jistaqsu mistoqsijiet relatati mal-agenda tal-LĠS u li jkollhom il-mistoqsijiet tagħhom mwiegħa, suġġett dejjem għall-Istatut t'assocjazzjoni ta' HSBC Bank Malta p.l.c..

L-azzjonisti jistgħu jibgħatu l-mistoqsijiet tagħhom bil-quddiem billi jibgħatu email fuq [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com) jew b'ittra indirizzata lis-Segretarja tal-Kumpanija fl-indirizz HSBC Bank Malta p.l.c., 116, Triq l-Arċisqof, Valletta VLT1444, jew iċemplu fuq 2380 2474/2405. Mistoqsijiet għandhom jaslu għand HSBC Bank Malta p.l.c., mhux aktar tard minn 48 siegħa qabel ma tibda l-LĠS.

# Extraordinary General Meeting

**Thursday 13 February 2025 at 11.30am**

## **Please find enclosed:**

1. Notice of the Extraordinary General Meeting ("EGM") of HSBC Bank Malta p.l.c. and information in relation thereto;
2. Circular to shareholders dated 23 January 2025;
3. Admission Form/Proxy Form.

A copy of these documents can be found in the Financial Information section of the Investor Relations microsite <https://www.about.hsbc.com.mt/investor-relations>.

Shareholders have the right to ask questions related to the EGM agenda and to have their questions answered, subject to the provisions of HSBC Bank Malta p.l.c.'s Articles of Association.

Shareholders may submit their questions in advance by means of an email to [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com) or by means of a letter addressed to the Company Secretary, HSBC Bank Malta p.l.c., 116, Archbishop Street, Valletta VLT 1444 or by calling on 2380 2474/2405. Questions are to be received by HSBC Bank Malta p.l.c. not later than 48 hours before the time of commencement of the EGM.



HSBC Bank Malta p.l.c.

Registered Office: 116 Archbishop Street, Valletta, VLT1444 Malta

Registration Number: C3177

HSBC Bank Malta p.l.c. is authorised by the Malta Financial Services Authority to provide investment services under the Investment Services Act 1994. HSBC Bank Malta p.l.c. is enrolled as a tied insurance intermediary for HSBC Life Assurance (Malta) Ltd under the Insurance Distribution Act (Cap. 487 of the Laws of Malta (Ref 38275 12/24)

## Avviż għal-Laqqgħa Ġenerali Straordinarja (“LĠS”)

Qiegħed jingħata avviż li l-LĠS ta’ HSBC Bank Malta p.l.c. (C 3177) (“il-Kumpanija”) ser issir, nhar il-Hamis 13 ta’ Frar 2025 fil-11.30am għewwa l-Corinthia Hotel, Il-Bajja ta’ San Ġorġ, San Ġiljan.

Il-LĠS tibda fil-11.30am. Ir-Registrazzjoni għad-dħul tibda fil-10.30am.

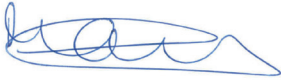
L-azzjonisti ser jikkunsidraw u jekk jidhrilhom xieraq, japprovaw is-segwentri riżoluzzjoni:

### Riżoluzzjoni Ordinarja - Negożju Speċjali

#### 1. Żvelar t’informazzjoni

Li l-Kumpanija tiġi awtorizzata u mogħtija s-setgħa, in konnessjoni ma’ transazzjoni potenzjali li tinvolvi Substantial Shareholding (kif mfisser fil- Capital Markets Rule 5.174) (“Substantial Shareholding”) fil-Kumpanija, sabiex tagħti, taħt obbligu ta’ kunfidenzjalita’, informazzjoni, inkluż informazzjoni sensitiva li għadha mhux ippublikata li tista’ taffetwa l-prezz tal-ishma, lill-offerenti bona fide u lil min ikun ser jitrasferixxi bona fide, sabiex l-offerenti bona fide, min ikun ser jitrasferixxi bona fide u l-konsulenti rispettivi tagħhom ikunu jistgħu jagħmlu, jikkonfermaw, jirtiraw jew jimmodifikaw kwalunkwe offerta jew offerti għal Substantial Shareholding.

Bl-ordni tal-Bord



Paula Mamo  
23 ta’ Jannar 2025  
Segretarja tal-Kumpanija

## Notice of Extraordinary General Meeting (“EGM”)

Notice is hereby given that the EGM of HSBC Bank Malta p.l.c. (C 3177) (the “Company”) will be held on Thursday 13 February 2025 at 11.30am at the Corinthia Hotel, St Georges Bay, St Julians.

The EGM commences at 11.30am. Registration commences at 10.30am.


The shareholders will consider and if deemed fit, approve the following resolution:

### Ordinary Resolution – Special Business

#### 1. Disclosure of information

That the Company be and is hereby authorised and empowered, in connection with a potential transaction involving a Substantial Shareholding (as defined in Capital Markets Rule 5.174) (a “Substantial Shareholding”) in the Company, to furnish, in confidence, information, including unpublished price sensitive information, to a bona fide offeror(s), the corresponding bona fide transferor, as may be necessary to enable the bona fide offeror(s) and the bona fide transferor and their respective advisers to make, confirm, withdraw or modify any offer(s) for a Substantial Shareholding.

By order of the Board



Paula Mamo  
23 January 2025  
Company Secretary

## Informazzjoni dwar il-Laqqgħa Ġenerali Staordinarja

Informazzjoni fuq il-LĠS, inkluż informazzjoni dwar il-partecipazzjoni u d-dritt tal-vot tiegħek u kif tista' teżercita' dawn id-drittijiet jinsabu stipulati hawn isfel:

### Record Date

Dan l-Avviz intbagħat lill-azzjonisti kollha tal-Kumpanija li kienu jinsabu fuq ir-regjistru tal-Azzjonisti fl-14 ta' Jannar 2025 (ir-"Record Date"). Huma dawn l-azzjonisti biss li għandhom id-dritt li jippartecipaw u jivvutaw waqt il-LĠS. Il-Kumpanija għandha klassi waħda biss ta' ishma li għandhom l-istess jeddijiet tal-vot. In-numru totali ta' ishma eliġibbli biex jippartecipaw fil-LĠS huwa ta' 360,306,099 sehem.

### Id-dritt tal-azzjonisti biex jistaqsu mistoqsijiet

L-azzjonisti għandhom id-dritt jistaqsu mistoqsijiet relatati mal-aġenda tal-LĠS u li l-mistoqsijiet jitwiegħbu miċ-Chairman tal-LĠS jew mid-Diretturi jew minn dik il-persuna/i li d-Diretturi jistgħu jiddelegaw għal dak il-għan. Azzjonisti jistgħu jibgħatu l-mistoqsijiet tagħhom bil-quddiem. F'każ li jsir hekk, l-mistoqsijiet għandhom jaslu mhux aktar tard minn 48 siegħa qabel il-LĠS. Mistoqsijiet jistgħu jintbagħtu permezz ta' ittra indirizzata lis-Segretarja tal-Kumpanija bil-posta f'116, Triq l-Arċisqof, Valletta VLT1444 jew permezz ta' email fuq l-indirizz elettroniku [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com) jew billi ċcemplu fuq 2380 2474/2405.

Filwaqt li ċ-Chairman tal-LĠS jfittex li jwiegħeb il-mistoqsijiet kollha li jitressqu b'konnessjoni mar-riżoluzzjoni mressqa quddiem il-LĠS, tista' tingħata twegħiba ġenerali waħda fejn il-mistoqsijiet għandhom l-istess kontenut, filwaqt li l-ebda twegħiba mhì meħtieġa f'dawk il-każijiet stipulati fl-artikolu 51 tal-Istatut t'assocjazzjoni tal-Kumpanija.

### Abbozz tar-Riżoluzzjoni

L-abbozz tar-riżoluzzjoni li ser tiġi kkunsidrata u li ser jittieħed vot fuqha matul il-LĠS hija inkluża bħala parti integrali ta' dan l-Avviz.

Kif ġie ddikjarat fil-Company Announcement numru 447, ippublikat mill-Kumpanija fit-18 ta' Dicembru 2024, azzjonist jew azzjonisti li għandhom minn tal-inqas 5% tal-kapital azzjonarju maħruġ tal-Kumpanija b'jedd għall-vot, kien/u intitolat/i li jitlob/jitolbu lill-Kumpanija li tinkludi punti fl-aġenda tal-LĠS u li jressqu abbozz ta' riżoluzzjoni għal punti li jixtiequ jinkludu fuq l-aġenda tal-LĠS. Dawn it-talbiet kellhom jiġu sottomessi lill-Kumpanija sad-29 ta' Dicembru 2024, li tiġi sitta u erbgħin (46) ġurnata qabel id-data indikata tal-LĠS (13 ta' Frar 2025).

### Ċirkolari

Minħabba li l-aġenda tal-LĠS titqies bħala negozju speċjali, flimkien ma' dan l-avviz qed tiġi mibgħuta ċirkolari li tipprovdi dettalji addizzjonali dwar ir-riżoluzzjoni proposta.

## Information about the Extraordinary General Meeting

Information about the EGM, including your participation and 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 14 January 2025 (the "Record Date"). Only these shareholders shall be entitled to participate and vote at the EGM. 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 EGM is 360,306,099 shares.

### Shareholders' right to ask questions

Shareholders have the right to ask questions related to the item(s) on the EGM agenda and to have the questions answered by the Chairman of the EGM or by the Directors or by such person/s as the directors may delegate for that purpose. Shareholders may send their questions in advance. In such case, these should be received not later than 48 hours before the time of commencement of the EGM. Questions may be submitted by means of a letter addressed to the Company Secretary, 116, Archbishop Street, Valletta VLT1444 or by email on [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com) or by calling on 2380 2474/2405.

While the Chairman of the EGM will endeavour to reply to all questions that may be raised in relation to the resolution placed before the EGM, 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.

### Draft Resolution

The draft resolution to be considered and voted upon at the EGM is included as an integral part of this notice.

As stated in the company announcement numbered 447, published by the Company on 18 December 2024, a shareholder or shareholders holding not less than 5% of the voting issued share capital of the Company was/were entitled to request the Company to include items on the agenda of the EGM and to table draft resolutions for items to be included in the agenda of the EGM. Such requests were to be submitted to the Company by 29 December 2024, that is forty-six (46) days before the date set for the EGM (13 February 2025).

### Circular

As the agenda item submitted before the EGM constitutes special business, an explanatory circular providing additional details on the proposed resolution is being circulated together with this notice.

## 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-LĠS tal-Kumpanija, iżda fil-każ ta' votazzjoni b'turija t'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 ieħor kontra r-riżoluzzjoni.

Skont l-Istatut t'assoċjazzjoni tal-Kumpanija (artikolu 61), riżoluzzjoni mressqa għall-vot tkun determinata u deciza 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-LĠS; 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 jirrapreżentaw mhux anqas minn wieħed minn għaxra tat-total tal-eligibilità tal-Membri bi dritt tal-vot fil-LĠS; jew
- iv. minn Membru jew Membri preżenti personalment jew b'mezz ta' prokura li għandhom ishma fil-Kumpanija li jagħtu dritt għal vot fil-LĠS, 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-LĠS jkollu t-tieni vot jew vot deciziv.

Fil-każ li jittiehed vot mhux permezz tal-wiri tal-idejn, l-azzjonisti jridu jimmarkaw il-preferenza tagħhom fuq ir-riżoluzzjoni billi jimmarkaw 'Favur' jew 'Kontra' jew 'Astensjoni' fuq l-istess riżoluzzjoni. **Jekk jiġu mmarkati aktar minn kaxxa waħda, jew l-ebda mill-kaxxi ma jkunu mmarkati, il-vot tal-azzjonisti fuq ir-riżoluzzjoni jkun invalidu.**

L-azzjonisti jistgħu wkoll jaqsmu l-vot tagħhom fuq ir-riżoluzzjoni sal-ammont t'ishma miżmuma mill-azzjonist. **Jekk in-numru totali t'ishma għar-riżoluzzjoni jaqbeż in-numru totali t'ishma miżmuma, il-vot fuq ir-riżoluzzjoni jkun invalidu.** Vot fuq riżoluzzjoni meħuda b'votazzjoni mhux permezz tal-wiri tal-idejn jista jinkludi voti mixfuta mill-azzjonisti minn qabel.

## Formola tal-Prokura

Azzjonisti reġistrati fir-reġistru tal-Membri tal-Kumpanija fir-Record Date għandhom id-dritt li jippartecipaw u jivvutaw fil-LĠS billi jattendu l-LĠS personalment jew billi jaħtru persuna biex tattendi u tivvota fil-LĠS minflok (prokuratur). Formola ta' prokura hija mehmuża ma' dan l-avviż.

## 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 VLT1444, bl-idejn jew billi tuża s-self-addressed envelope inkluz fl-avviż. Il-Formola tal-Prokura tista' tintbagħat ukoll b'email, lis-Segretarja tal-Kumpanija fuq l-indirizz elettroniku 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'mezz elettroniku għandha tasal għand is-Segretarja tal-Kumpanija mhux anqas minn 48 siegħa qabel il-hin tal-LĠS. **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.**

Għal aktar informazzjoni ta' kif għandek timla din il-formola, ara l-formola ta' prokura annessa.

## Voting

Whenever a vote is taken, whether by a show of hands or by means of a poll, each share in the Company shall give a right to one (1) vote at the EGM 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 EGM; 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 the EGM; or
- iv. a Member or Members present in person or by proxy holding shares in the Company conferring a right to vote at the EGM, 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 EGM shall have a second or casting vote.

In the case of a poll, the shareholders should indicate their voting preference against the resolution in any of the boxes by ticking 'For' or 'Against' or 'Abstain'. **If more than one box is ticked for the resolution, or none of the boxes are ticked, the shareholders' vote on the resolution will be invalid.**

**Shareholders may also split their vote on the 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 the resolution will be invalid.** A vote on a resolution taken by means of a poll may include votes cast in advance.

## 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 EGM either by personally attending the EGM or by appointing a person to attend and vote at the EGM in his or her stead (a proxy). A proxy form is enclosed with this notice.

## Sending the Proxy Form

To be valid, the proxy form must be received by the Company Secretary at HSBC Bank Malta p.l.c., 116, Archbishop Street, Valletta VLT 1444, by hand or by using the enclosed self-addressed envelope. The proxy form can also be sent by e-mail to the Company Secretary on companysecretarymalta@hsbc.com who will advise, by return email, on the procedure to be adopted in this case. A proxy form delivered by hand or sent by mail or by electronic means must be received by the Company Secretary by not less than 48 hours before the appointed time of the EGM. **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/her discretion as to whether, and if so, how he/she votes.**

Please refer to the enclosed proxy form for further information on how to complete the proxy form.

## Obbligu tal-prokuratur skont il-Capital Markets Rules

Skont il-Capital Markets Rules 12.29 u 12.30, il-prokuratur għandu jawnja lill-azzjonist li appuntaħ bil-fatti li jaf bihom, li jistgħu jkunu rilevanti għal dak l-azzjonist biex jivvaluta kwalunkwe riskju li l-prokuratur jista' jkollu interessi oltre minn dawk tal-azzjonist. Jekk jogħgbok irreferi għan-nota 4 tal-formola tal-prokura.

## Servizz ta' Interpretu

Jekk teħtieg servizz ta' interpretu waqt il-LĠS għandek tinfurmana mhux aktar tard mis-6 ta' Frar 2025, billi tibgħat e-mail fuq l-indirizz elettroniku [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com) jew iċċempel fuq in-numri 2380 2405/2474.

## Informazzjoni

Kopja ta' dan l-avviż, iċ-ċirkolari, formola ta' prokura u informazzjoni oħra rigward din il-LĠS jistgħu jinstabu fit-taqsimha Financial Information fl-Investor Relations microsite; <https://www.about.hsbc.com.mt/investor-relations>.

F'każ ta' diffikulta, l-azzjonisti huma gentilment mitluba li jikkuntatjaw l-ufficju tas-Segretarja tal-Kumpanija fuq 2380 2474/2380 2405 jew permezz ta' email fuq [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com)

## Ċirkolari għall-Azzjonisti

Din iċ-ċirkolari (iċ-“Ċirkolari”) għall-azzjonisti hija mportanti u tirrikjedi l-attenzjoni mmedjata tiegħek. L-iskop ta' din iċ-Ċirkolari huwa sabiex l-azzjonisti ta' HSBC Bank Malta p.l.c., kumpanija pubblika b'responsabbiltà limitata reġistrata f'Malta, u bl-uffiċju reġistrat tagħha f'116, Triq l-Arċisqof, Valletta, VLT1444 Malta (il-“Kumpanija” jew il-“Bank”) jiġu nformati dwar il-Laqqha Ġenerali Straordinarja (“LĠS”) tal-Kumpanija bil-għan li tiġi kkunsidrata, u jekk meqjus xieraq, tiġi approvata ir-riżoluzzjoni ordinarja kif speġat hawn taħt.

## INFORMAZZJONI MPORTANTI

Din iċ-Ċirkolari fiha informazzjoni dwar ir-riżoluzzjoni ordinarja li ser tiġi proposta bħala negozju speċjali għall-kunsiderazzjoni, u jekk jitqies xieraq, approvazzjoni tal-azzjonisti tal-Kumpanija fil-LĠS li jmiss. Din iċ-Ċirkolari qed tinħareg konformi mal-Capital Markets Rules maħruġa mill-Awtorità Maltija għas-Servizzi Finanzjarji (“MFSA”) b'mod partikolari r-rekwiżiti stabbiliti fil-Capital Markets Rule 6.2 dwar il-kontenut taċ-ċirkolarijiet.

**Din iċ-Ċirkolari qed tintbagħat lill-azzjonisti kollha reġistrati fir-reġistru tal-Membri tal-Kumpanija mal-għeluq tan-negozju fil-Borża ta' Malta fl-14 ta' Jannar 2025 (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 xtra jew akkwista l-ishma.

Id-Diretturi kollha tal-Kumpanija fid-data tal-istampar ta' din iċ-Ċirkolari, Louis Cassar Pullicino, Alexiei Dingli, Geoffrey Fichte, Manfred Galdes, 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 omissjoni li tista' taffettwa s-sinifikat ta' din l-informazzjoni.

**Din iċ-Ċirkolari hija mportanti u teħtieg l-attenzjoni mmedjata tiegħek. Jekk tibqa' f'dubju dwar kif għandek tivvota fil-LĠS li jmiss, nagħtuk parir li tikkonsulta' ma' konsulenti indipendenti xierqa.**

## 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 4 of the proxy form.

## Interpreter Services

If you require interpreter services during the EGM kindly inform us by not later than 6 February 2025 by sending an email on [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com) or call on telephone numbers 2380 2405/2474.

## Information

A copy of this notice, the circular, a sample proxy form and other information regarding the EGM can be found in the Financial Information section of the Investor Relations microsite <https://www.about.hsbc.com.mt/investor-relations>.

In case of any difficulties or queries, shareholders are kindly asked to contact the office of the Company Secretary on 2380 2474/2380 2405 or by email on [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com)

## Circular to Shareholders

This circular (the “Circular”) to shareholders 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” or the “Bank”) of the forthcoming Extraordinary General Meeting (“EGM”) of the Company for the purpose of considering, and if thought fit, approving the ordinary resolution as explained hereunder.

## IMPORTANT INFORMATION

This Circular contains information about the ordinary resolution being proposed as special business for the consideration of, and if deemed fit, approval by the Company's shareholders at the forthcoming EGM. This Circular is being issued in compliance with the Capital Markets Rules issued by the Malta Financial Services Authority (the “MFSA”), in particular Capital Markets Rule 6.2 on the contents of all circulars.

**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 14 January 2025 (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, Louis Cassar Pullicino, Alexiei Dingli, Geoffrey Fichte, Manfred Galdes, 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 EGM, you are advised to consult appropriate independent advisers.**

## Introduzzjoni

Permezz ta' company announcement datat 11 ta' Settembru 2024, il-Kumpanija ħabbret li giet infurmata minghand HSBC Holdings plc ("HSBC Holdings") li HSBC Holdings kienet ser twettaq reviżjoni strategika tas-sehem indirett tagħha li jammonta għal 70.03% fil-Kumpanija. Sussegwentement, fit-28 ta' Novembru 2024, il-Kumpanija ħabbret li kienet giet infurmata minn HSBC Continental Europe, l-azzjonist bil-maġġoranza tal-ishma fil-Kumpanija, li HSBC Holdings kienet giet ikkuntatjata minn numru ta' partijiet li esprimew interess fis-sehem tagħha, u li talbuha sabiex iwettqu proċess ta' due diligence qabel ma jikkonfermaw tali nteress. Fid-dawl ta' dan, HSBC Continental Europe talbet lill-Bank biex jikseb awtorizzazzjoni minghand l-azzjonisti tiegħu li permezz ta' tali awtorizzazzjoni, l-Bank ikun jista' jiżvela nformazzjoni, inkluż informazzjoni sensitiva li għadha mhux ippublikata li tista' taffetwa l-prezz tal-ishma, lill-offerenti bona fide, lil min ser ikun ser jitrasferixxi bona fide u lill-konsulenti rispettivi tagħhom in konnessjoni ma' transazzjoni potenzjali li tinvolvi substantial shareholding fil-Kumpanija. F'dan l-announcement, il-Kumpanija kompliet tħabbar li għal dan il-għan, u konformi mal-Capital Markets Rules, kien ser ikun jeħtieġ li l-Bank ilaqqa' laqgħa ġenerali straordinarja.

Għall-finijiet ta' Capital Markets Rule 5.174, substantial shareholding tirreferi għall-intitolatament li wieħed jeżerċita jew jikkontrolla l-eżerċitu t'għaxra fil-mija (10%) jew iktar tal-voti li jistgħu jiġu mixhuta f'laqgħat ġenerali jew l-intitolatament li japponta l-maġġoranza tad-diretturi fuq il-bord tad-diretturi ("Substantial Shareholding").

Il-Bord ta' Diretturi tal-Kumpanija jikkunsidra li huwa fl-aqwa interess tal-Kumpanija u għall-benefiċċju tal-azzjonisti kollha li tinkiseb l-awtorizzazzjoni espressa tal-laqgħa ġenerali sabiex tkun tista' tiġi żvelata informazzjoni, li tkun tista' tinkludi informazzjoni sensitiva li għadha mhux ippublikata li tista' taffetwa l-prezz tal-ishma lill-offerenti bona fide u lil min ser jitrasferixxi bona fide fir-rigward ta' transazzjoni potenzjali li tinvolvi Substantial Shareholding.

Għalhekk, il-Bord ta' Diretturi tal-Kumpanija sejjħu LGS sabiex jagħtu lill-azzjonisti l-opportunita' sabiex jikkunsidraw, u jekk jidhrilhom xieraq, japprovaw riżoluzzjoni ordinarja li biha jawtorizzaw lill-Kumpanija sabiex tiżvela nformazzjoni lill-offerenti bona fide u lil min ser jitrasferixxi bona fide fir-rigward ta' transazzjoni potenzjali li tinvolvi Substantial Shareholding.

Iktar dettalji fuq ir-riżoluzzjoni ordinarja proposta li ser tiġi sottomessa fil-laqgħa ġenerali straordinarja tal-Kumpanija huma provduti hawn taft.

## Riżoluzzjoni Ordinarja Proposta – Negożju Speċjali

### Żvelar t'informazzjoni

#### i. Skop tar-riżoluzzjoni

L-iskop ta' din ir-riżoluzzjoni huwa li jinkiseb il-kunsens espress tal-azzjonisti tal-Kumpanija li permezz tiegħu l-Kumpanija tkun tista' tiżvela, taht obbligu ta' kunfidenzjalita', informazzjoni, inkluż informazzjoni sensitiva li għadha mhux ippublikata li tista' taffetwa l-prezz tal-ishma lill-offerenti bona fide u lil min ikun ser jitrasferixxi bona fide fir-rigward ta' transazzjoni potenzjali li tinvolvi Substantial Shareholding fil-Kumpanija.

## Introduction

By means of a company announcement dated 11 September 2024, the Company announced that it had been informed by HSBC Holdings plc ("HSBC Holdings") that HSBC Holdings would be undertaking a strategic review of its indirect 70.03% shareholding in the Company. Subsequently, on the 28 November 2024 the Company announced that it had been advised by HSBC Continental Europe, its majority shareholder, that HSBC Holdings has been contacted by a number of parties who expressed an interest in its shareholding, requesting to conduct due diligence prior to confirming such interest. In this respect, HSBC Continental Europe requested the Bank to seek authorisation from its shareholders as would enable the Bank to furnish information, including unpublished price-sensitive information, to bona fide offeror(s), the corresponding bona fide transferor and their respective advisers in connection with a potential transaction involving a substantial shareholding in the Company. In the said announcement, the Company further announced that for such purpose, and in accordance with the Capital Market Rules, the Bank would be required to convene an extraordinary general meeting.

For the purpose of Capital Markets Rule 5.174, a substantial shareholding refers to the entitlement to exercise or control the exercise of ten percent (10%) or more of the votes able to be cast at general meetings or the entitlement to appoint a majority of directors on the board of directors ("Substantial Shareholding").

The Board of Directors of the Company considers it to be in the best interest of the Company for the benefit of all its shareholders to obtain the express authorization of the general meeting for the purposes of disclosing information, which may include unpublished price sensitive information, to bona fide offeror(s) and the bona fide transferor in connection with a potential transaction involving a Substantial Shareholding.

Accordingly, the Board of Directors of the Company have convened the EGM to grant the shareholders the opportunity to consider, and if deemed fit, approve an ordinary resolution as would allow the Company to disclose information to bona fide offeror(s), the bona fide transferor in the context of a potential transaction involving a Substantial Shareholding.

Further details on the proposed ordinary resolution being submitted before the extraordinary general meeting of the Company are provided hereunder.

## Proposed Ordinary Resolution – Special Business

### Disclosure of information

#### i. Purpose of resolution

The purpose of this resolution is to obtain the express consent of the Company's shareholders as would allow the Company to disclose, in confidence, information, including unpublished price-sensitive information, to prospective bona fide offeror(s) and the prospective bona fide transferor in connection with a potential transaction involving a Substantial Shareholding in the Company.

ii. Ir-riżoluzzjoni

Ir-riżoluzzjoni taqra kif ġej:

“Li l-Kumpanija tiġi awtorizzata u mogħtija s-setgħa, in konnessjoni ma’ transazzjoni potenzjali li tinvolvi Substantial Shareholding (kif mfisser fil-Capital Markets Rule 5.174) (“Substantial Shareholding”) fil-Kumpanija, sabiex tagħti, taħt obbligu ta’ kunfidenzjalità, informazzjoni, inkluż informazzjoni sensitiva li għadha mhux ippublikata li tista’ taffetwa l-prezz tal-ishma, lill-offerenti bona fide u lil min ikun ser jittrasferixxi bona fide, sabiex l-offerenti bona fide, min ikun ser jittrasferixxi bona fide u l-konsulenti rispettivi tagħhom ikunu jistgħu jagħmlu, jikkonfermaw, jirtiraw jew jimmodifikaw kwalunkwe offerta jew offerti għal Substantial Shareholding.”

iii Ir-riżoluzzjoni spjegata

Skont il-Capital Markets Rule 5.174.3, kumpanija tista’ tagħti taħt obbligu ta’ kunfidenzjalità, lill-offerenti bona fide u lil min ikun ser jittrasferixxi bona fide, informazzjoni, inkluż informazzjoni sensitiva li għadha mhux ippublikata li tista’ taffetwa l-prezz tal-ishma li tista’ tkun neċessarja sabiex tkun tista’ tippermetti lill-offerenti bona fide, lil min ikun ser jittrasferixxi bona fide u lill-konsulenti rispettivi tagħhom, li jagħmlu, jikkonfermaw, jirtiraw jew jimmodifikaw offerta. L-iżvelar t’informazzjoni huwa sugġett għal numru ta’ kundizzjonijiet li jridu jiġu sodisfatti u dan mingħajr preġudizzju għall-obbligu ta’ privatezza, segretezza u/jew kwalunkwe obbligu legali jew regolatorju ieħor li jista’ japplika. Dawn jinkludu l-kisba tal-kunsens espress tal-azzjonisti f’laqgħa ġenerali.

Kif spjegat iktar ‘il fuq, il-Kumpanija giet infurmata mill-azzjonist b’maġġoranza tal-ishma fil-Kumpanija li kien hemm numru ta’ partijiet li esprimew interess fis-sehem li għandha fil-Kumpanija, soġġett għat-twettiq ta’ proċess ta’ due diligence. Għalhekk, l-azzjonist bil-maġġoranza tal-ishma fil-Bank, talab lill-Kumpanija sabiex tikseb awtorizzazzjoni mingħand l-azzjonisti tagħha f’laqgħa ġenerali li permezz tagħha, l-Bank ikun jista’ jagħti u jizvela nformazzjoni lill-offerenti bona fide, lil min ser ikun se jittrasferixxi bona fide (cioe HSBC Continental Europe), b’konnessjoni ma’ transazzjoni potenzjali li tinvolvi Substantial Shareholding fil-Bank.

Għalhekk, u bl-għan li tali nformazzjoni tkun tista’ tiġi żvelata, id-Diretturi qegħdin jipproponu li l-azzjonisti jikkunsidraw, u jekk jidrilhom xieraq, japprovaw ir-riżoluzzjoni ordinarja kif deskritta iktar ‘il fuq.

Jekk kemm il-darba l-azzjonisti japprovaw ir-riżoluzzjoni proposta, informazzjoni ser tingħata taħt obbligu ta’ kunfidenzjalità, soġġett għall-kundizzjonijiet li ġejjin: (i) l-eżekuzzjoni ta’ ftehim ta’ kunfidenzjalità bejn dawk li huma mistennija li jittrasferixxu u dawk li huma mistennija jagħmlu offerta, li permezz tiegħu jipprevjenu l-iżvelar u l-użu tal-informazzjoni mogħtija, hliet għall-finijiet tal-akkwist ta’ Substantial Shareholding fil-Kumpanija; (ii) il-kisba t’obbligu mingħand min huwa mistenni li jagħmel offerta li permezz tiegħu jobbliga jew jobbligaw ruħu jew ruħhom li ma jwettqux tranżazzjonijiet fl-ishma tal-Kumpanija, kemm direttament kif ukoll indirettament, għal perjodu ta’ sena wara li t-transazzjoni tkun twettqet, terminat, giet diskontinwata jew irtirata, hliet sabiex titwettaq it-transazzjoni li għaliha beda l-proċess ta’ żvelar t’informazzjoni; u (iii) il-kisba t’obbligu mingħand min huwa mistenni li jittrasferixxi, li jirrikonoxxi li l-informazzjoni li jirċievi mill-Kumpanija ma tistax tintuża’ jew tiġi komunikata hliet għall-finijiet tat-transazzjoni li tinvolvi l-ishma li huma soġġetti għall-offerta, kemm b’mod sħiħ jew parzjali, kemm ma’ min huwa mistenni li jagħmel l-offerta jew xi hadd ieħor, u li ma tista’ ssir ebda tranżazzjonijiet li tinvolvi ishma oħra fil-Kumpanija għal perjodu ta’ sena wara li t-transazzjoni tkun twettqet, itterminat, giet diskontinwata jew irtirata. Anke wara li dawn il-kundizzjonijiet jkunu sodisfatti, il-Kumpanija tista’ tiddeċiedi li żżomm jew idewwem l-iżvelar ta’ informazzjoni sensitiva li għadha mhux ippublikata, sabiex tkompli tosserva l-obbligu ta’ privatezza, segretezza u/jew kwalunkwe obbligu legali jew regolatorju ieħor li jista’ japplika.

ii. Text of resolution

The resolution will read as follows:

“That the Company be and is hereby authorised and empowered, in connection with a potential transaction involving a Substantial Shareholding (as defined in Capital Markets Rule 5.174) (a “Substantial Shareholding”) in the Company, to furnish, in confidence, information, including unpublished price sensitive information, to a bona fide offeror(s) and the corresponding bona fide transferor as may be necessary to enable the bona fide offeror(s), the bona fide transferor and their respective advisers to make, confirm, withdraw or modify any offer(s) for a Substantial Shareholding.”

iii The resolution explained

In terms of Capital Markets Rule 5.174.3, a company may furnish in confidence, to a bona fide offeror and the corresponding bona fide transferor such information, including unpublished price-sensitive information as may be necessary to enable such bona fide offeror, the corresponding bona fide transferor and their respective advisers to make, confirm, withdraw or modify an offer. Disclosure of information is subject to a number of conditions being satisfied and is without prejudice to privacy, secrecy and/or any other legal or regulatory obligations that may apply. These include the attainment of the express consent of the shareholders in general meeting.

As explained above, the Company has been advised by its majority shareholder that a number of parties had expressed interest in its shareholding, subject to due diligence. In this respect, the majority shareholder requested the Company to seek authorisation from its general meeting as would enable it to furnish and disclose information to a bona fide offeror(s) the corresponding bona fide transferor (being HSBC Continental Europe), in connection with a potential transaction involving a Substantial Shareholding in the Bank.

With a view of enabling the disclosure of such information, the Directors are proposing that the shareholders consider, and if thought fit, approve, the ordinary resolution set out above.

Should the shareholders approve the proposed resolution, information would be disclosed in confidence, subject to the following conditions (i) the execution of a confidentiality agreement by the prospective transferor and any prospective offeror(s) as would prevent the disclosure and use of the information furnished, other than for the purpose of the acquisition of the Substantial Shareholding in the Company; (ii) the attainment of an undertaking from the prospective offeror(s) whereby they bind themselves not to deal in the Company’s shares, whether directly or indirectly, for a period of one year following completion of the transaction or termination thereof or discontinuance or withdrawal, other than to complete the transaction that prompted the disclosure of the information; and (iii) the attainment of an undertaking from the prospective transferor that it acknowledges that the information received from the Company cannot be used or communicated other than for the purposes of a transaction in the shares that are the subject of the offer, whether wholly or in part, whether with the prospective offeror(s) or otherwise, and that it cannot deal in other shares of the Company for a period of one year following completion of the transaction or termination thereof or discontinuance or withdrawal. Even after the satisfaction of these conditions, the Company may decide to withhold or delay the disclosure of any unpublished information to continue to ensure its compliance with privacy, secrecy and/or any other legal or regulatory obligations that may apply.

Il-Bord ta' Diretturi jikkunsidra li kwalunkwe riskju li jista' jirrizulta minn tali żvelar t'informazzjoni huwa adegwatament mitigat bis-salvagwardji deskritti iktar il-fuq.

### **Rakkomandazzjoni tad-Diretturi**

Peress li fil-fehma tal-Bord ta' Diretturi, ir-riżoluzzjoni proposta hija fl-aħjar interess tal-Kumpanija u tal-azzjonisti tagħha, id-Diretturi jirrakomandaw li l-azzjonisti jivvutaw favur ir-riżoluzzjoni ordinarja proposta waqt il-LĠS.

### **Dokumenti disponibbli għall-ispezzjoni**

Id-dokumenti li għejjin jew kopji ċertifikati tagħhom ser ikunu disponibbli għall-ispezzjoni fl-uffiċju reġistrat tal-Kumpanija f'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 ta' publikazzjoni ta' din iċ-Ċirkolari:

- a) Il-Memorandum u l-Istatut t'assoċjazzjoni tal-Kumpanija;
- b) L-aħħar rapport u kontijiet annwali tal-Kumpanija għas-sena li għalqet fil-31 ta' Diċembru 2023; u
- c) L-aħħar rapport finanzjarju interim tal-Kumpanija għall-perjodu mill-1 ta' Jannar 2024 sat-30 ta' Gunju 2024.

Din iċ-Ċirkolari lill-azzjonisti hija datata 23 ta' Jannar 2025.

### **Maħruġa u approvata minn HSBC Bank Malta p.l.c.**

116, Triq l-Arċisqof, Valletta VLT1444, Malta  
[www.hsbc.com.mt](http://www.hsbc.com.mt)

The Board of Directors consider that any risks arising as a result of the disclosure of information are adequately mitigated by the safeguards set out above.

### **Directors' Recommendation**

As it is the view of the Directors that the proposed resolution is in the best interest of the Company and its shareholders, the Directors recommend that the shareholders vote in favour of the proposed ordinary resolution at the EGM.

### **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:

- a) The Company's memorandum and articles of association;
- b) The Company's annual report and accounts for the year ending 31 December 2023; and
- c) The Company's interim financial statements for the period 1 January 2024 to 30 June 2024.

This Circular to shareholders is dated 23 January 2025.

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

116, Archbishop Street, Valletta VLT1444, Malta  
[www.hsbc.com.mt](http://www.hsbc.com.mt)