

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

# Avviż għall-Erbgħa u Erbgħin Laqgħa Ġenerali Annwali

**Il-Ġimgħa, 27 ta' Novembru 2020  
fl-10.00a.m.**

## **Aċċess għal-Laqgħa Ġenerali Annwali (LĠA)**

HSBC Bank Malta p.l.c. (Il-Kumpanija) ser tagħmel il-Laqgħa Ġenerali Annwali b' mod remot skont l-Avviż Legali 288/2020.

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

1. Ittra taċ-Chairman lill-Azzjonisti;
2. Informazzjoni fuq il-LĠA;
3. Ċirkulari lill-Azzjonisti;
4. Directors' Remuneration Policy;
5. Prokura.

Fuq il-websajt tal-Kumpanija [www.hsbc.com.mt](http://www.hsbc.com.mt) fit-taqsimha tal-*Annual General Meeting* fl-*Investor Relations* microsite <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>, issib:

- Il-Kontijiet Annwali għas-sena li għalqet fil-31 ta' Diċembru 2019;
- Kopja ta' dan l-Avviż;
- Dokumenti u informazzjoni relatati mal-LĠA.

L-Azzjonisti jistgħu jistaqsu għal kopja stampata tal-Kontijiet Annwali jew jistaqsu mistoqsijiet lis-Segretarju tal-Kumpanija billi jċemplu fuq 2380 2404/5 jew jiktbu fl-indirizz elettroniku fuq [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com).

# Notice of the Forty-fourth Annual General Meeting

**Friday, 27 November 2020  
at 10.00a.m.**

## **Access to the Annual General Meeting (AGM)**

HSBC Bank Malta p.l.c. (the Company) will hold its Annual General Meeting remotely in line with Legal Notice 288/2020.

## **Documents included with this Notice**

1. Chairman's statement to Shareholders;
2. Information about the AGM;
3. Circular to Shareholders;
4. Directors' Remuneration Policy;
5. Proxy Form.

On the Company's website [www.hsbc.com.mt](http://www.hsbc.com.mt) in the Annual General Meeting section of the Investor Relations microsite <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>, you will find:

- Annual Report and Accounts for the year ended 31 December 2019;
- A copy of this Notice;
- Documents and information related to the AGM.

Shareholders may request a printed copy of the Annual Report and Accounts or ask questions to the Company Secretary by calling on 2380 2404/5 or by sending an email to [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com).



## Avviż għal-Laqqgħa Ġenerali Annwali

Qiegħed jingħata avviż li l-LĠA tal-HSBC Bank Malta p.l.c. (il-Kumpanija) ser issir b'mod remot, nhar il-Ġimgħa, 27 ta' Novembru 2020. Il-LĠA tibda fl-10.00 a.m.

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

### Riżoluzzjonijiet Ordinarji

#### 1. Ir-Rapport u l-Kontijiet Annwali

Biex tircievi u tapprova l-Kontijiet Annwali Verifikati għas-sena li għalqet fil-31 ta' Diċembru 2019, u r-Rapporti tad-Diretturi u l-Awdituri dwarhom;

#### 2. Hatra tal-Awdituri

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

#### 3. Hlas lid-Diretturi

Biex tiġi stabbilita s-somma massima annwali ta' €360,000 bħala hlas lid-Diretturi.

### Riżoluzzjoni Ordinarja – Negozju Speċjali

#### 4. Id-Directors' Remuneration Policy

Biex tiġi approvata d-*Directors' Remuneration Policy* skont il-*Listing Rules*.

### Riżoluzzjoni Straordinarja – Negozju Speċjali

#### 5. Awtorità tad-Diretturi biex Jirrestringu jew Jirtiraw id-Drittijiet ta' Prelazzjoni Statutorji

Li l-Bord tad-Diretturi jkun ġeneralment awtorizzat, bis-setgħa sħiħa ta' delegazzjoni, li jirrestringi jew jirtira d-drittijiet statutorji ta' prelazzjoni mogħtija lill-Azzjonisti tal-Kumpanija bis-saħħa tal-Artikolu 9 tal-Artikoli ta' Assoċjazzjoni tal-Kumpanija, fil-każ ta' ħruġ u allokazzjoni ta' titoli ta' ekwità, għat-tul tal-awtorità mogħtija lill-Bord tad-Diretturi permezz ta' Riżoluzzjoni Nru 5 approvata mil-Laqqgħa Ġenerali fis-17 ta' April 2019 skont l-Artikolu 14 tal-Artikoli ta' Assoċjazzjoni tal-Kumpanija.

### Amendi fl-Artikoli ta' Assoċjazzjoni tal-Kumpanija

#### 6. Biex tħassar u tissostitwixxi l-Artikolu 82 b'dan li ġej:

The quorum necessary for the transaction of business of the Directors shall be four (4) whether present in person or by their alternate.

PROVIDED that any Director or his alternate may validly participate in a meeting of the Board or a committee of the Board by means of conference telephone, video conferencing or any other form of communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting.

PROVIDED that a person so participating by being present or being in telephone communication with or by exchanging communication in electronic form with those in the meeting or with the Chairman shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chairman then is.

PROVIDED that a resolution passed at any meeting held in the above manner, and authenticated by the Chairman or the Secretary, shall be as valid and effectual as if it had been passed at a meeting of the Board (or committee, as the case may be) duly convened and held.

## Notice of Annual General Meeting

Notice is hereby given that the AGM of HSBC Bank Malta p.l.c. (the Company) will be held remotely on Friday, 27 November 2020. The AGM commences at 10.00 a.m.

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

### Ordinary Resolutions

#### 1. Annual Report and Accounts

To receive and approve the Audited Accounts for the year ended 31 December 2019 and the Reports of the Directors and Auditors thereon;

#### 2. Appointment of the Auditors

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

#### 3. Directors' Emoluments

To establish the maximum annual aggregate emoluments of the Directors at €360,000.

### Ordinary Resolution – Special Business

#### 4. The Directors' Remuneration Policy

To approve the Directors' Remuneration Policy in terms of the Listing Rules.

### Extraordinary Resolutions – Special Business

#### 5. Directors' Authority to Restrict or Withdraw Statutory Pre-Emption Rights

That the Board of Directors be generally authorised, with full power of delegation, to restrict or withdraw the statutory pre-emption rights granted to the Company's Shareholders by virtue of Article 9 of the Company's Articles of Association, in the event of an issue and allotment of equity securities, for the duration of the authority granted to the Board of Directors by means of Resolution No 5 approved by the General Meeting on 17th April 2019 in terms of Article 14 of the Company's Articles of Association.

### Amendments to the Company's Articles of Association

#### 6. To delete and replace Article 82 with the following:

**7. Biex tħassar u tissostitwixxi t-tielet Kondizzjoni tal-Artikolu 98 b'dan li ġej:**

Provided further that, nothing in this article shall preclude the Company from offering to pay dividends to its Shareholders by any other means, including scrip dividend options, subject to the competent authority's prior permission in accordance with Article 73(1) and to the conditions of Article 73(2) of the Capital Requirements Regulation.

**Hatra tad-Diretturi**

Biex tappunta u teleggi d-Diretturi.

Bl-ordni tal-Bord



Avv. George Brancaleone LL.D.  
6 ta' Novembru 2020  
Segretarju tal-Kumpanija

**7. To delete and replace the third Proviso of Article 98 with the following:**

**Appointment of Directors**

To appoint and elect Directors.

By order of the Board



Dr George Brancaleone LL.D.  
6 November 2020  
Company Secretary

## Informazzjoni fuq il-Laqqgħa Ġenerali Annwali

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

### Record Date

Dan l-Avviż intbagħat lill-Azzjonisti kollha tal-Kumpanija li kienu fuq ir-Registru tal-Azzjonisti miżmum mill-Borża ta' Malta fit-28 ta' Ottubru 2020 (ir-Record Date). Huma dawn l-Azzjonisti biss li għandhom id-dritt li jipparteċipaw 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 jipparteċipaw fil-LĠA huwa ta' 360,306,099 sehem.

### Kontijiet Annwali

Il-Kumpanija hija impenjata biex tnaqqas l-impatt ambjentali tan-negozju tagħha. Kien hemm bosta Azzjonisti li riedu li l-Kontijiet Annwali jkunu provduti b'mezzi elettronici. Dan inaqqas l-ispejjeż u l-impatt ambjentali. Għalhekk il-Kumpanija tilqa' bi pjaċir l-emenda f'Artikolu 180(2) tal-Att Dwar il-Kumpaniji. Skont din l-emenda l-Kumpanija tavża lill-Azzjonisti li mhux ser jintbagħtu kopji stampati tal-Kontijiet Annwali. Id-Dokument huwa aċċessibbli mill-websajt tal-Kumpanija <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>.

Il-Kumpanija tipprovi kopja stampata tal-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. Dawn il-mistoqsijiet jistgħu jintbagħtu bil-miktub mhux aktar tard minn 48 siegħa qabel il-Laqqgħa lis-Segretarju tal-Kumpanija bil-posta jew permezz ta' email fuq l-indirizz elettroniku [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com). Kemm il-mistoqsijiet kif ukoll it-tweġibiet ser jiġu ppubblikati fuq il-websajt tal-Kumpanija.

Filwaqt li *ċ-Chairman* tal-LĠA se jfittex li jwieġeb għall-mistoqsijiet kollha li jitressqu b'konnessjoni mar-riżoluzzjonijiet imressqa quddiem il-LĠA, wieħed għandu jinnota li tweġiba ġenerali waħda tista' tingħata mill-Kumpanija fejn il-mistoqsijiet għandhom l-istess kontenut.

F'każ ta' xi diffikultajiet jew mistoqsijiet, l-Azzjonisti huma gentiment mitluba li jikkuntattjaw l-Uffiċċju tas-Segretarju tal-Kumpanija fuq 2380 2404/2380 2405 jew fuq l-indirizz elettroniku [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com)

### Abbozz ta' Riżoluzzjonijiet

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

Kif ġie ddikjarat fil-*Company Announcement* Nru HSBC 366, ippubblikat mill-Kumpanija fid-29 ta' Settembru 2020, Azzjonist jew Azzjonisti li għandhom minn tal-inqas 5% tal-kapital azzjonarju tal-Kumpanija maħruġ 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 suġġetti li jiġu inklużi fl-aġenda tal-LĠA. Dawn it-talbiet kellihom jiġu sottomessi lill-Kumpanija sat-12 ta' Ottubru 2020, li tiġi s-sitta u erbghin (46) gurnata qabel id-data indikata tal-LĠA (is-27 ta' Novembru 2020) u l-Kumpanija mhux se testendi dan il-perjodu.

## 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 Company's Shareholders on the Register of Shareholders held at the Malta Stock Exchange on 28 October 2020 (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

The Company is committed to reduce the environmental impact of its business. There were various Shareholder requests to provide the Annual Report and Accounts electronically. This reduces costs and the impact on the environment. In this regard the Company welcomed the amendment of Section 180 (2) of the Companies Act. In terms of this amendment the Company informs the Shareholders that the Annual Report and Accounts will no longer be sent in a printed format. The document is available electronically on the Company's website <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>.

The Company will provide 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 agenda. Any such questions may be submitted in writing no later than 48 hours before the Meeting to the Company Secretary by post or email to [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com). All questions and replies will be published on the Company's website.

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.

In case of any difficulties or queries, the Shareholders are kindly asked to contact the office of the Company Secretary on 2380 2404/2380 2405 or on email address [companysecretarymalta@hsbc.com](mailto: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 HSBC 366, published by the Company on 29 September 2020, 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 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 12 October 2020, that is forty six (46) days before the date set for the AGM (27 November 2020) and the Company is not extending this period.

## Hatra tad-Diretturi

Il-Bord tad-Diretturi jikkonsisti f'mhux aktar minn disa' (9) diretturi. Skont Klawnsola 7 tal-Memorandum ta' Assoċjazzjoni u Artikolu 77 tal-Istatut ta' Assoċjazzjoni, (a) jistgħu jiġu appuntati sitt (6) diretturi, (b) jiġu eletti tliet (3) diretturi u (ċ) il-persuni nominati jiġu eżaminati mir-*Remuneration and Nomination Committee* tal-Kumpanija u jkunu meqjusa idoneji fir-rigward ta' hatra ta' direttur. Peress li din is-sena tliet persuni biss ġew nominati għall-elezzjoni, mhux ser ikun hemm votazzjoni. Il-persuni nominati Azzopardi Ingrid, Galdes Manfred u Muscat Andrew ġew eżaminati mir-*Remuneration and Nomination Committee* tal-Kumpanija u kienu meqjusa idoneji fir-rigward ta' hatra ta' direttur. Il-persuni nominati ser jiġu eletti awtomatikament.

## Dritt tal-Azzjonisti li jipparteċipaw u jivvutaw

L-Azzjonisti huma intitolati u mhegga jipparteċipaw u jivvutaw. Azzjonisti li jixtiequ jipparteċipaw fl-LĠA jkunu meħtieġa jaħtru *Chairman* tal-LĠA bħala l-prokuratur tagħhom. L-Azzjonist jista' jindika fuq il-Prokura kif iċ-*Chairman* bħala prokuratur għandu jivvota fuq kull riżoluzzjoni mressqa għal-Laqqgħa.

## Il-Prokura

Il-Prokura hi annessa ma' dan l-Avviż u hija aċċessibbli mill-websajt tal-Kumpanija [www.hsbc.com.mt](http://www.hsbc.com.mt)

## Votazzjoni

L-Azzjonisti li jixtiequ jindikaw kif għandu jivvota iċ-*Chairman* iridu jivvutaw billi jimmarkaw il-preferenza tagħhom "Favur" jew "Kontra" jew "Astensjoni" f'waħda mill-kaxxi ta' hdejn kull riżoluzzjoni. **Jekk jiġu mmarkati aktar minn kaxxa waħda għall-istess riżoluzzjoni, il-vot fuq dik ir-riżoluzzjoni partikolari jkun invalidu.**

## Kif tintbagħat il-Prokura

Biex tkun valida, il-Prokura trid tasal għand is-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* inkluż. Il-Prokura tista' tintbagħat ukoll b'mezz elettroniku, lis-Segretarju tal-Kumpanija fuq l-indirizz elettroniku [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com) biex jiggwidak fuq il-proċedura permezz ta' email li trid tiġi addottata f'dan il-każ. Il-Prokura mibgħuta bl-idejn, bil-posta, jew b'mezz elettroniku għandha tasal għand is-Segretarju tal-Kumpanija mhux anqas minn 48 siegħa qabel il-ħin tal-LĠA. Jekk il-Prokura tintbagħat mingħajr indikazzjoni ta' kif iċ-*Chairman* għandu jivvota fuq kwalunkwe materja, iċ-*Chairman* jista' juża d-diskrezzjoni tiegħu jekk jivvutax jew kif jivvota.

## Żvelar mill-Prokuratur lill-Azzjonisti

Skont *Listing Rules* 12.29 u 12.30, iċ-*Chairman* bħala prokuratur għandu javża 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 oltre minn dawk tal-Azzjonisti.

## 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 Associations: (a) six (6) directors may be appointed, (b) three (3) directors are elected during the meeting and (c) the nominated persons are assessed by the Company's Remuneration and Nomination Committee to be fit and proper in connection with the appointment of a director. Since only three persons have been nominated for election, no voting will take place this year. The nominees Azzopardi Ingrid, Galdes Manfred and Muscat Andrew were assessed by the Company's Remuneration and Nomination Committee and are deemed to be fit and proper in connection with the appointment of a director. The nominees will be elected automatically.

## Shareholders' right to participate and vote

The Shareholders are entitled and encouraged to participate and vote. Shareholders who wish to participate in the AGM would be required to appoint the Chairman of the AGM as their proxy. The Shareholder may indicate on the Proxy Form how the Chairman as such proxy is to vote on each resolution put to the Meeting.

## Proxy Form

A Proxy Form is enclosed with this Notice and may be accessed from the Company's website [www.hsbc.com.mt](http://www.hsbc.com.mt)

## Voting

The Shareholders who wish to indicate how the Chairman is to vote, should indicate their voting preference against each resolution in any of the boxes by marking "For" or "Against" or "Abstain". **If more than one box is marked for the same resolution, the vote on that particular resolution will be invalid.**

## 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 electronic means to the Company Secretary on e-mail address [companysecretarymalta@hsbc.com](mailto:companysecretarymalta@hsbc.com) who will advise by return email on the procedure to be adopted in this case. 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 of the AGM. If the Proxy is sent without an indication as to how the Chairman as proxy shall vote on any particular matter, the Chairman will exercise his discretion as to whether, and if so how, he votes.

## Disclosure by Proxy Holder to the Shareholders

In terms of Listing Rules 12.29 and 12.30, the Chairman as proxy holder will disclose to the Shareholder who appointed him any facts of which he 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 Shareholders.

### **Aċċess għal-Laqqgħa**

Il-Laqqgħa ser tkun imxandra *live* u l-Azzjonisti għandhom isegwu l-proċeduri tal-Laqqgħa b'dan il-mezz ta' xandir billi jidhlu fuq is-sit: <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>. L-Azzjonisti jistgħu jsegwu l-proċeduri biss u ma jistgħu jagħmlu l-ebda intervent fil-Laqqgħa. Jekk xi Azzjonist jixtieq isaqsi xi domandi huwa meħtieġ illi jsegwi l-proċess li huwa spjegat f'dan l-Avviz.

Kif issegwi l-LĠA tal-HSBC Bank Malta p.l.c.:

1. Mur fuq <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>.
2. Agħfas fuq il-*Live Streaming tab* fuq is-sit.
3. Se tiġi mitlub iddaħħal il-*Password* tiegħek.
4. Daħħal il-*Password* li tinsab fil-Formola tal-Prokura.

### **Admission to the Meeting**

The Meeting shall be streamed live and Shareholders shall be able to follow the proceedings of the Meeting through such streaming by accessing the following website: <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>. Shareholders will only be able to follow the proceedings of the Meeting and will not be able to interact with the Meeting, accordingly any Shareholder who wishes to ask questions to the Meeting will be required to follow the process explained in this Notice.

How to join the HSBC Bank Malta p.l.c. AGM:

1. Go to <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>.
2. Click on the Live Streaming tab available on the site.
3. You will be asked to insert your Password.
4. Enter the Password which can be found on the Proxy Form.