

**Elezzjoni 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 tal-Assoċjazzjoni, matul il-Laqgħa: (a) jistgħu jiġu appuntati sitt (6) diretturi, u (b) issir elezzjoni biex jiġu eletti tliet diretturi oħra. Ġew nominati Agius Leslie, Bonello John, Dunbar Cousin James, Galea Xuereb Marianna u Zammit Testaferrata Moroni Viani Caroline.

**Id-dritt tal-Azzjonisti biex jattendu u jivvutaw**

L-Azzjonisti rreġistrati fis-17 ta' Marzu 2014 ikollhom id-dritt biex jippartecipaw u jivvutaw fil-Laqgħa.

Azzjonist li għandu d-dritt għall-vot għandu d-dritt li jappunta prokuratur. Tista' tappunta liċ-Chairman tal-Laqgħa jew persuna oħra magħżula minnek biex tattendi u tivvota f'ismek. Il-prokuratur m'hemm x 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-LĠA hliet jekk il-Bank ma jkunx irċieva mhux aktar tard minn 48 siegħa qabel il-hin tal-LĠA, 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 jiggwidak fuq il-proċedura li trid taddotta jekk jintagħzel dan il-mezz. Il-prokura mibgħuta bl-idejn, bil-posta, jew b'mezzi elettronici għandha tasal is-Segretarju tal-Kumpanija mhux anqas minn 48 siegħa qabel il-hin tal-LĠA. Jekk din il-prokura tintbagħat mingħajr indikazzjoni ta' kif il-prokuratur għandu jivvota fuq kwalunkwe materja, il-prokuratur jista' juża d-diskrezzjoni jekk jivvutax jew kif jivvota.

**Kif timla l-Prokura**

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

- i għandu jindika jekk irid x jappunta liċ-Chairman bħala prokuratur jew lil xi persuna oħra. Fil-każ li l-Azzjonist jixtieq jappunta lil xi hadd li mhux iċ-Chairman, għandu jnizze id-dettalji shaħ tal-isem, indirizz u numru tal-ID fl-ispażju provdut;
- ii għandu jindika jekk jixtieq li l-prokuratur li qabbad jivvota kif irid hu jew jekk jixtieq li l-prokuratur jivvota kif jindikalu l-Azzjonist billi jimmarkalu l-kaxxi provduti fil-prokura. Fil-każ li l-prokura ma tiġix immarkata, hi ja 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' fuq l-istess riżoluzzjoni. **Jekk ir-riżoluzzjoni tiġi mmarkata kemm 'Favur' u kemm 'Kontra' il-vot tal-Azzjonist fuq dik ir-riżoluzzjoni partikolari jkun invalidu;**

iv għandu jekk jixtieq jindika lill-prokuratur kif jivvota għall-Elezzjoni tad-Diretturi, inizzel in-numru ta' voti fil-kaxxa fejn l-isem tal-kandidati li jixtieq jivvota għalihom. L-Azzjonist jista' jivvota għal aktar minn kandidat wiehed iżda l-ammont ta' voti ma jistax jaqbez in-numru ta' azzjonijiet miżmuma. **Jekk jinqabzu n-numru ta' voti miżmuma l-vot jiġi invalidu.** L-Azzjonist jista' wkoll jagħmel marka (✓) jew inizzel (X) hdejn il-vot u l-vot jiġi interpretat li l-Azzjonist ikun ta l-voti kollha tiegħu lil dak il-kandidat/a. **Jekk jiġu mmarkati aktar minn kandidat/a wiehed/wahda, il-vot jiġi invalidu.** Jekk l-Azzjonist jimmarka l-vot bi preferenza, i.e. 1, 2, 3, 4, 5 il-vot jiġi interpretat bħala vot wiehed fejn il-kandidat/a mmarkat 1, żewġ voti fejn il-kandidat/a 2 u l-kumplement.

**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 relevanti 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 bħala prokuratur, iċ-Chairman tal-Laqgħa jiddikjara lill-Azzjonist li:

- i mhuxwix Azzjonist b'maġġoranza ta' ishma tal-Bank;
- ii mhuxwix 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-Laqgħa Ġenerali Annwali**

- a Biex l-Azzjonist jew il-prokuratur tiegħu jithalla jidhol għall-LĠA, 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-LĠA jibda siegħa qabel il-hin indikat tal-LĠA.
- d Wara li l-LĠA tibda ufficjalment, dokumenti tal-voti jibqgħu jinħarġu sakemm il-LĠA tipproċedi biex jittiehdu l-voti fuq ir-riżoluzzjonijiet. Minn dan il-punt 'l hemm ma jinħarġux aktar voti u jjeqaf id-dhul għal-LĠA.



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

Laqgħa Ġenerali Annwali  
16 ta' April 2014

**FORMOLA TAD-DHUL**

L-Azzjonisti jew il-prokuraturi tagħhom biss jithallew jattendu l-Laqgħa. Biex tithalla tidhol għal-Laqgħa, 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-Laqgħa 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-Laqgħa 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-Laqgħa bħala l-prokuratur tiegħi/tagħna biex jivvota f'ismi/ismna fil-Laqgħa Ġenerali Annwali (LĠA) li se ssir kif inizzel 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 ELETTRONIČI**

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-Ufficċju tas-Segretarju tal-Kumpanija jikkonfermalek li rċevieha.

**Riżoluzzjonijiet**

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

**Elezzjoni tad-Diretturi**

ISMIJET TA' DIRETTURI PROPOSTI	VOTI
AGIUS LESLIE	
BONELLO JOHN	
DUNBAR COUSIN JAMES	
GALEA XUEREB MARIANNA	
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.

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**

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

**Election of Directors**

**NAMES OF PROPOSED DIRECTORS VOTES**

<b>AGIUS LESLIE</b>	
<b>BONELLO JOHN</b>	
<b>DUNBAR COUSIN JAMES</b>	
<b>GALEA XUEREB MARIANNA</b>	
<b>ZAMMIT TESTAFERRATA MORONI VIANI CAROLINE</b>	

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 Agius Leslie, Bonello John, Dunbar Cousin James, Galea Xuereb Marianna and Zammit Testaferrata Moroni Viani Caroline.

**Shareholders' rights to attend and to vote at the AGM**

Shareholders registered on 17 March 2014 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. 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 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 either by ticking 'For' or 'Against'. **If boxes 'For' and 'Against' are ticked 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 mark (✓) or cross (X) any of the

candidates and this will be interpreted that the Shareholder has assigned all the votes accordingly. **If a mark (✓) or cross (X) 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, 5 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**

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.