



## Bank of Valletta

Office of the Company Secretary  
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### COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by Bank of Valletta p.l.c. pursuant to the Malta Financial Services Authority Listing Rules:

#### Quote

The following resolutions are being presented for consideration at the 41<sup>st</sup> Annual General Meeting of the Bank of Valletta p.l.c. (the Company) which is scheduled to be held on Wednesday 17 December 2014 at 4.30 p.m. at the Hilton Malta, St. Julian's:

#### ORDINARY RESOLUTIONS

1. That the Profit and Loss Account and Balance Sheet for the year ended 30 September 2014, and the Directors' and Auditors' Reports thereon, be hereby received and approved.
2. That a gross final dividend of €0.0925 per share, which represents a gross payment of €30,525,000 as recommended by the Directors, be hereby approved for payment on the 18 December 2014.
3. That the appointment of KPMG jointly with KPMG United Kingdom, as auditors, be hereby approved, and that the Board of Directors be hereby authorised to fix their remuneration.

#### ORDINARY RESOLUTION – SPECIAL BUSINESS

4. i) That, with effect from Friday, 16 January 2015, the text of the current clause 4 of the Memorandum of Association is deleted and substituted by the following text:

*4. The authorised share capital of the Company is €500,000,000 divided into 500,000,000 shares of €1.00 each.*

*The issued and fully paid up capital is €360,000,000 divided into 360,000,000 ordinary shares of a nominal value of €1.00 each."*

- ii) That, on Friday, 16 January 2015, the amount of €30,000,000 from the Company's reserves is capitalised for the purpose of a bonus issue of 30,000,000 fully paid ordinary shares of a nominal value of €1.00 per share, representing 1 bonus share for every 11 shares held, to be allotted to the members appearing on the Register of Members of the Malta Stock Exchange as at the close of business on the 16 January 2015 (Eligible Members), thereby increasing the issued share capital from the current 330,000,000 shares to 360,000,000 shares of €1.00 each fully paid up, resulting in a paid up capital of €360,000,000.

Since the allocation ratio of bonus shares to registered shares held by the Eligible Member is 1 bonus share for every 11 shares held, in the allocation process the Company shall, where the number of shares held by the Eligible Member is not exactly divisible by 11, round up the allocation to the nearest share whenever the mathematical result of the allocation formula contains a fractional entitlement which is of 0.5 of a share or more, and round down to the nearest share in the event that the mathematical result of the allocation formula contains a fractional entitlement which is of less than 0.5 of a share.

## **ELECTION OF DIRECTORS**

The term of office of the Directors appointed pursuant to Article 60 of the Company's Articles of Association expires at the forthcoming Annual General Meeting. The Company received seven (7) valid nominations for the appointment of Directors. Accordingly in terms of the said Article 60, an election will take place and the six (6) candidates obtaining the highest number of votes will be appointed Directors.

The candidates are:

Alicia Agius Gatt  
Joseph Borg  
James Grech  
Mario Grima  
George Portanier  
Nigel Scerri  
Joseph M Zrinzo

A brief biography of each candidate can be found in the "Nominees for the BOV Directors' Election" sheet included together with the Annual General Meeting documentation.

The Annual General Meeting documentation together with the Audited Financial Statements of Bank of Valletta p.l.c. for the financial year ended 30 September 2014 are available for viewing at the registered address of the Company at 58, Zachary Street, Valletta VLT 1130, Malta and on the Company's website at [www.bov.com](http://www.bov.com) under the Investor Relations Section.

## **Unquote**

*Catherine Formosa*

**Dr. Catherine Formosa B.A., LL.D.**  
**Company Secretary**

26 November 2014

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