

COMPANY ANNOUNCEMENT

The following is a Company Announcement by HSBC Bank Malta p.l.c. pursuant to Malta Financial Services Authority Listing Rule 8.7.17 and 8.7.19:

Quote:

The following resolutions are being presented for consideration at the Annual General Meeting of HSBC Bank Malta p.l.c. to be held on Thursday 8 April 2010.

- To receive and approve the audited accounts for the year ended 31 December 2009 and to consider the Directors' and Auditors' report thereon.
- 2. To declare a final gross dividend of €0.08 cents per share representing a final gross payment of €23,680,000.00 as recommended by the Board of Directors.
- 3. To re-appoint the auditors KPMG and to authorise the Board of Directors to fix their remuneration.
- 4. To establish the maximum annual aggregate emoluments of the Directors at €180,000.
- 5. To appoint and elect Directors.

Extraordinary Resolutions:

To amend the Memorandum and Articles of Association as explained in the attached Circular to Shareholders with the following Extraordinary Resolutions:

- a. To delete and replace Articles 46 66;
- b. To delete and replace Article 100.

Unquote

Dr George Brancaleone LL.D.

Company Secretary

22 March 2010

HSBC Bank Malta p.l.c.

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Ċirkulari lill-Azzjonisti skont ir-Regoli tal-*Listing* 8.91 u 11.20

Circular to Shareholders in terms of Listing 8.91 u 11.20

Tibdil propost fil-Memorandum u l-Istatut tal-Assocjazzjoni tal-Kumpanija

Fil-laqgha tal-Bord tat-22 ta' Frar 2010, il-Bord tad-Diretturi tal-HSBC Bank Malta p.l.c. iddecieda li fil-Laqgha Ġenerali Annwali li se ssir fit-8 ta' April 2010, isir tibdil fl-Istatut tal-Assocjazzjoni tal-Kumpanija.

Riżoluzzjoni Straordinarja Proposta – Xoghol Specjali (skont Artikolu 50 tal-Istatut tal-Assocjazzjoni tal-Kumpanija):

Biex jidu emendati

- 1. Artikoli 46-66 (General Meetings)
- 2. Artikolu 100 (Kontijiet Annwali).

lr-raģuni ghall-proposta biex isir tibdil fl-Istatut tal-Assoċjazzjoni tal-Kumpanija.

Biex jitnehhew Artikoli 46-66 biex jigu skont Kapitolu 19 il-gdid tal-MFSA
 Listing Rules li jiriffletti d-Direttiva 2007/36/EC (The Shareholders' Rights
 Directive – the 'SRD')

Artikoli 46-66 jitnehhew u jiğu mibdulin ghal dawk proposti.

Artikoli 46 u 47 preżenti li jghidu:

Proposed changes to the Memorandum and Articles of Association

The Board of Directors of HSBC Bank Malta p.l.c., ('the bank') at a Board Meeting held on 22 February 2010, resolved to propose the following changes to the Articles of Association to the next Annual General Meeting to be held on 8 April 2010.

Proposed Extraordinary Resolution – Special Business (in terms of Article 50 of the Articles of Association):

To amend:

- 1. Articles 46-66 (General Meetings)
- 2. Article 100 (Annual Accounts).

The reasons for the proposed changes to the Articles of Association.

 To delete and replace Articles 46-66 to bring them in line with the new Chapter 19 of the Listing Rules which transposes Directive 2007/36/EC (The Shareholders' Rights Directive – the 'SRD').

Articles 46-66 are to be deleted and replaced as follows.

The present Articles 46 and 47 which read:

46. A General Meeting of the Company shall be deemed not to have been duly convened unless at least fourteen (14) days notice has been given to all shareholders in writing, wherein is stated the place, day and hour of the meeting and in case of special business, the general nature of that business. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall be given to such persons as are, by the Act and under the regulations of the Company, entitled to receive such notice from the Company:

PROVIDED that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly

called if it is so agreed by all the members entitled to attend and vote thereat.

47. Any notice of the meeting called to consider extraordinary business shall be accompanied by a statement regarding the effect and scope of any proposed resolution in respect of such extraordinary business.

jitnehhew u jigu mibdula b'Artikolu 46 kif propost:

are to be deleted and replaced by Article 46 as follows:

- 46. 1) A General Meeting of the Company shall be deemed not to have been duly convened unless at least twenty one (21) days notice has been given to all shareholders in writing, wherein is stated:
 - a) the date and time of commencement of the meeting and venue of the General Meeting together with the proposed agenda for the General Meeting;
 - b) the procedures that members must comply with in order to be able to participate in and vote at the General Meeting, including information on:
 - i) The extent of the shareholders' rights to include items on the agenda of the General Meeting and to table draft resolutions in terms of Article 50 after the notice of the meeting is issued and where applicable, the periods within which these rights may be exercised;
 - ii) the right of every shareholder to ask questions which are related to the items on the agenda of the General Meeting in terms of Article 51;
 - iii) information relating to the proxy forms to be used and the means by which the Company is prepared to accept electronic notifications and the periods within which this right may be exercised of the appointment of proxy holders in terms of Article 53 (9)(ii);
 - iv) information relating to the facility for shareholders to vote in advance in terms of Article 52;
 - v) the Record Date, being the day falling thirty (30) days immediately preceding the date set for the General Meeting to which it relates.
 - c) in case of special business a statement regarding the general nature of that business;
 - d) where and how the full, unabridged text of the documents submitted to the General Meeting, including the Annual Report and draft resolutions may be obtained unless the draft resolutions are included as part of the notice;
 - e) address of the internet site on which the information which is to be published in advance of or subsequent to the General Meeting in terms of the Listing Rules or other applicable regulatory or legislative provisions will be made available;
 - f) any other information or details as may be required by any applicable regulatory or legislative provision from time to time.
 - Provided that a meeting may be called by a shorter notice than that specified in this Article pursuant to the applicable regulatory or legislative provisions.
 - Any notice of the meeting called to consider extraordinary business shall be accompanied by a statement regarding the effect and scope of any proposed resolution in respect of such extraordinary business.

Artikolu 48 preżenti li jghid:

The present Article 48 which reads:

- 48. Notice of every General Meeting shall be given to:
 - a) every registered member at the address provided to the Company by such registered member, provided that such registered member is registered on a date which is established by the Company and published in at least two (2) daily newspapers, such date to fall between the fiftieth (50th) and the thirtieth (30th) day (both inclusive) immediately preceding the date of the General Meeting. These registered members shall be entitled to receive notice and attend the General Meeting, be paid dividends and/or other benefits declared by the General Meeting, and appoint Directors or vote at the election of Directors pursuant to the provisions of these Articles;
 - b) the Directors; and
 - c) the auditor(s) for the time being of the Company.

No other person shall be entitled to receive notice of General Meetings.

- 47. Notice of every General Meeting shall be sent by pre-paid mail to:
 - a) every registered member at the last known registered address provided to the Company by such registered member, provided that such registered member is registered on the Record Date and any change to an entry of the register of members after the Record Date shall be disregarded in determining the right of any person to attend and vote at the meeting. The registered members registered on the Record Date shall be entitled to receive notice of the General Meeting, to participate in and vote at the General Meeting, be paid dividends and/or other benefits declared by the General Meeting, and appoint Directors or vote at the election of Directors pursuant to the provisions of these Articles;
 - b) the Directors; and
 - c) the auditor(s) for the time being of the Company.

No other person shall be entitled to receive notice of General Meetings.

- 48. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of a meeting. (Artikolu mhux mibdul, qabel Artikolu 49) (Article unchanged, formerly Article 49)
- 49. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheet and the reports of the Directors and the Auditors, the election of the Directors in the place of those retiring and the appointment of Auditors and the fixing of their remuneration. (Artikolu mhux mibdul, qabel Artikolu 50) (Article unchanged, formerly Article 50)

Propost li jiddahlu Artikoli 50, 51 u 52 li huma ģodda:

Articles 50, 51 and 52 are newly introduced Articles:

- 50. 1) Without prejudice to sub-article (2) of this Article, a member or members holding not less than 5% of the voting issued share capital of the Company may:

 i) request the Company to include items on the agenda of the General Meeting, provided that each item is accompanied by a justification or a draft resolution to be adopted at the Annual General Meeting; and
 - ii) table draft resolutions for items included in the agenda of a General Meeting.
 - 2) The request to put items on the agenda of the General Meeting or the draft resolution referred to in sub-article (1) above shall be submitted to the Company in hard copy form or in electronic form at least forty six (46) days before the date set for the General Meeting to which it relates and shall be authenticated by the person or persons making it. The Company shall not be obliged to entertain any requests by the members after the lapse of the 46 day time limit set out above.
 - 3) Where the right referred to in sub-article (1) above requires a modification of the agenda for the General Meeting that has already been communicated to members, the Company shall make available a revised agenda in the same manner as the previous agenda in advance of the applicable Record Date or, if no such record date applies, sufficiently in advance of the date of the General Meeting so as to enable other members to appoint a proxy or, where applicable, to vote by correspondence.
- 51. 1) Every member shall have the right to ask questions which are pertinent and related to items on the agenda of a General Meeting and to have such questions answered by the Directors or such person as the Directors may delegate for that purpose subject to any reasonable measures that the Company may take to ensure the identification of the shareholder. The said right shall also be enjoyed by a proxy holder appointed by the shareholder.
 - 2) The Company may provide one overall answer to questions having the same content provided no answer is required where:
 - a) to give an answer would interfere unduly with the preparation for the meeting, involve the disclosure of confidential information or cause prejudice to the business interests of the Company;
 - b) the answer has already been given on the Company's website in the form of an answer to a question;
 - c) it is not in the interests of good order of the meeting that the question be answered; or
 - d) the Company is unable to provide an immediate reply, provided that such reply is subsequently posted on the website of the Company.
- 52. The Company may provide that on a vote on a resolution on a poll taken at a meeting, the votes may include votes cast in advance. Nothing in this Article shall effect the power of the Company to require reasonable evidence of the entitlement of any person who is not a member to vote.

Artikoli 62, 65 u 66 preżenti li jghidu:

The present Articles 62, 65 and 66 which read:

- 62. 1) Votes may be given either personally or by proxy. The Company shall design proxy forms in a manner which allow a shareholder appointing a proxy to indicate how he would like to vote in relation to each resolution.
 - 2) A joint shareholder nominated in terms of these articles presenting the Notice of the General Meeting at the place where such meeting is being held, has the automatic right to represent the other joint shareholders of the same shares for purposes of voting in General Meetings unless the Company shall have received not later than forty eight (48) hours before the time for the holding of the meeting or adjourned meeting, prior contrary written instructions from any of the said other joint shareholders.
- 65. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other one place in Malta as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than forty eight (48) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 66. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll.

jitneħħew u jiġu mibdula b'Artikolu 53 kif propost:

are to be deleted and replaced by Article 53 as follows:

- 53. 1) Votes may be given either personally or by proxy. Without prejudice to sub-article (4) below, every person entered into the register of members kept by the Company shall be entitled to appoint one person to act as proxy holder to attend and vote at a General Meeting instead of him. The proxy holder shall enjoy the same rights to speak and ask questions in the General Meeting as those to which the member thus represented would be entitled.
 - 2) The Company shall design proxy forms in a manner which allow a shareholder appointing a proxy to indicate how he would like to vote in relation to each resolution.
 - 3) A joint member nominated in terms of these Articles presenting the Notice of the General Meeting at the place where such meeting is being held, has the automatic right to represent the other joint members of the same shares for purposes of voting in General Meetings unless the Company shall have received not later than forty eight (48) hours before the time for the holding of the meeting or adjourned meeting, prior contrary written instructions from any of the said other joint members.
 - 4) Where a person whose details are entered into the register of members is holding the shares for and on behalf of third parties, such member is entitled to grant a proxy to each of his clients or to any third party designated by a client. The said member shall be entitled to cast votes attaching to some of the shares differently from the others. Accordingly proxy forms shall be designed by Company to allow such split voting.

- 5) A proxy holder shall, prior to a General Meeting disclose to the member who appointed him any facts of which he is aware and which may be relevant for that member in assessing any risk that the proxy holder might pursue any interest other than the interest of such shareholder.
- 6) A proxy holder appointed in terms of sub-article (1) above shall not transfer his proxy to another person. Where, however, the proxy holder is a legal person, it may exercise the powers conferred upon it through a duly appointed corporate representative.
- 7) Any person acting as a proxy holder may hold a proxy from more than one member without limitation as to the number of members so represented. Where a proxy holder holds proxies from several members, he may cast votes for a certain member differently from votes cast for another member. 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.
- 8) A proxy shall be appointed by written notification to an Issuer or by electronic means.
- 9) A shareholder shall be entitled to:
 - i) appoint a proxy by electronic means, to an address specified by the Company;
 - ii) have the electronic notification of such appointment accepted by the Company; and
 - iii) have at least one effective method of notification of a proxy by electronic means offered to it by the Company.
- 10) Articles 53(8) and (9) above shall apply to the revocation of the appointment of a proxy.
- 11) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other one place in Malta as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than forty eight (48) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. In the case of appointment of a proxy by electronic means, the instrument appointing a proxy has to be submitted to the Company not less than forty eight (48) hours as indicated in sub-article (11) above.
- 12) The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 54. The quorum for a General Meeting shall be 50 members present (in person or by proxy) entitled to attend and vote at General Meetings of the Company. (Artikolu mhux mibdul, qabel Artikolu 51) (Article unchanged, formerly Article 51)

Artikolu 52 preżenti li jahid:

The present Article 52 which reads:

52. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, howsoever called, shall stand adjourned to the same day in the next week, at the same time and place and if at the adjourned meeting a quorum is not yet present within half an hour from the time appointed for the meeting, the members present, whatsoever class their shares may be, shall be a quorum.

jitneħħa u jiġi mibdul b'Artikolu 55 kif propost:

is to be deleted and replaced by Article 55 as follows:

- 55. If within half an hour from the time appointed for the meeting, a quorum is not present, the adjourned meeting may be convened by a shorter notice period than that required by Article 46 provided that:
 - i) the first meeting was duly convened in accordance with Article 46;
 - ii) no new item is put on the agenda; and
 - iii) the adjourned meeting is held at least 10 days after the final convocation is issued.
- 56. The Chairman of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Directors present shall elect one of their number being a Director nominated and elected by the largest single shareholder, to be Chairman of the meeting. (Artikolu mhux mibdul, qabel Artikolu 53) (Article unchanged, formerly Article 53)
- 57. At the commencement of any General Meeting, annual or extraordinary, the Chairman may lay down to the meeting the procedure which shall be adopted for the proceedings of that meeting. Such procedure shall be binding on the meeting. (Artikolu mhux mibdul, qabel Artikolu 54) (Article unchanged, formerly Article 54)
- 58. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting. (Artikolu mhux mibdul, qabel Artikolu 55) (Article unchanged, formerly Article 55)
- 59. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any General Meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned, or of the business to be transacted at an adjourned meeting. (Artikolu mhux mibdul, qabel Artikolu 56) (Article unchanged, formerly Article 56)
- 60. Unless otherwise provided for in the terms of issue, whether on a show of hands or on a poll, each share in the Company shall give right to one (1) vote at the General Meeting of the Company, irrespective of the class of such share. (Artikolu mhux mibdul, qabel Artikolu 57) (Article unchanged, formerly Article 57)

Artikolu 58 preżenti li jghid:

The present Article 58 which reads:

- 58. At any General Meeting 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 of a show of hands, by;
 - i) the Chairman; 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 that meeting; or
 - iv) a member or members present in person or by proxy holding shares in the Company conferring a right to vote at the meeting, 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.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book is made, it shall be conclusive evidence of the fact without need for the proof of the number or proportion of the votes recorded in favour of or against such resolution:

PROVIDED that where a resolution requires a particular majority in value, the resolution shall not be deemed to have been passed on a show of hands by the required majority unless there be present at that meeting whether in person or by proxy, a number of members holding in the aggregate the required majority as aforesaid.

The demand for a poll may be withdrawn.

- 61. 1) At any General Meeting 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 of a show of hands, by:
 - i) the Chairman: o
 - 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 that meeting; or
 - iv) a member or members present in person or by proxy holding shares in the Company conferring a right to vote at the meeting, 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.
 - 2) Where voting on a particular item is conducted by a show of hands, in the case where a member requests a full account of the voting at a General Meeting, it shall be sufficient for the Chairman of the meeting to publish a statement indicating:
 - i) the total number of members entitled to vote present at the meeting;
 - ii) that upon a show of hands at the meeting it appeared that the resolution had been either carried or rejected.
 - The demand for a poll may be withdrawn.
- 62. Except in the case where a poll is demanded on the election of a Chairman or on a question of adjournment, if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. (Artikolu mhux mibdul, qabel Artikolu 59) (Article unchanged, formerly Article 59)
- 63. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall have a second or casting vote. (Artikolu mhux mibdul, qabel Artikolu 60) (Article unchanged, formerly Article 60)
- 64. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. (Artikolu mhux mibdul, qabel Artikolu 61) (Article unchanged, formerly Article 61)
- 65. No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. (Artikolu mhux mibdul, qabel Artikolu 63) (Article unchanged, formerly Article 63)
- 66. No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive. (Artikolu mhux mibdul, qabel Artikolu 64) (Article unchanged, formerly Article 64)
- Biex jitnehha u jinbidel Artikolu 100 biex jigi skont Artikolu 180 tal-Att tal-Kumpaniji.
- To delete and replace Article 100 to bring it in line with Section 180 of the Companies Act.

Artikolu 100 preżenti li jghid:

The present Article 100 which reads:

100. A printed copy of the profit and loss account and balance sheet including any Directors' Report attached thereto shall, at least fourteen (14) days prior to the General Meeting, be delivered or sent by post to every person so entitled in terms of Section 180 of the Companies Act.

jitnehha u jiģi mibdul ghal dak propost:

is to be deleted and replaced by the following new Article 100:

100. A printed copy, or in any other form as may be permitted by law, of the profit and loss account and balance sheet including any Directors' Report attached thereto shall, at least fourteen (14) days prior to the General Meeting, be provided, delivered or sent by post to every person so entitled in terms of Section 180 of the Companies Act unless otherwise provided by any applicable law or regulation as may be enforced from time to time.

L-Effett ta' dan it-tibdil

L-emendi ta' Artikoli 46-66 isahhu d-drittijiet tal-azzjonisti waqt il-pročess tal-Laggha Ĝenerali partikolarment:

- jitwal il-perijodu tal-avviż u informazzjoni qabel il-Laqgħa Ġenerali;
- suġġett għal ċertu restrizzjonijiet, id-dritt li ddaħħal affarijiet fl-aġenda u tippreżenta abbozz ta' riżoluzzjonijiet;
- · id-dritt li ssagsi mistogsijiet.

L-emenda ta' Artikolu 100 biex jitnehha I-obbligu ezistenti fuq il-Kumpanija biex tibghat il-Kontijiet Annwali b'mod stampat biss, sakemm dan ikun permess mill-lidi.

X'jirrikkmandaw id-Diretturi

Peress li fil-fehma tad-Diretturi tal-Kumpanija dan it-tibdil jirregola l-Memorandum u l-Istatut tal-Assocjazzjoni tal-Kumpanija u tibdil statutorju iehor, hija l-opinjoni taghhom li dan it-tibdil huwa fl-ahjar interess komuni tal-membri u jirrikkmandaw lill-azzjonisti jivvutaw favur dawn l-emendi fil-Laqgha Ĝenerali Annwali li jmiss.

Avviż lill-Azzjonisti

Dawk I-azzjonisti li jibqghu f'dubju fuq kif ghandhom jivvutaw, huma mhegga jiehdu parir minghand konsulenti indipendenti adattati.

Inti gentilment mitlub li jekk tbiegh jew titrasferixxi xi whud jew l-azzjonijiet kollha, inti tiżgura li din iċ-ċirkulari tiġi mghoddija lill-persuna li permezz taghha sar il-bejgh jew it-trasferiment lill-persuna li akkwistat l-ishma.

Processar ta' Dividend b'Mezzi Elettronici

Biex intejbu l-efficjenza, niffrankaw l-ispejjeż u nżidu l-valur tal-azzjonisti, nixtiequ nhallsu d-dividends kollha fil-kont kurrenti jew ta' tfaddil b'mezz elettroniku. Infittxu l-kooperazzjoni ta' dawk l-azzjonisti li ghadhom jirċievu d-dividend biċ-ċekk biex jibdew jirċievu d-dividend dirett fil-kont,

Effect of these Changes

The amendment to Articles 46-66 enhance the shareholders' rights during the General Meeting process in particular:

- · longer advance notice and information prior to the General Meeting;
- subject to certain restrictions the right to put items on the agenda and to table draft resolutions;
- the right to ask questions.

The amendment to Article 100 will remove the existing obligation on the Company to send the Annual Accounts in a printed format only, provided this is allowed by law.

Directors' Recommendation

As it is the view of the Directors of the Company that the proposed changes will bring the bank's Memorandum and Articles of Association in line with the Listing Rules and other statutory changes, and it is in their opinion in the best interest of the shareholders as a whole, they recommend that the shareholders vote in favour of these proposals at the next Annual General Meeting.

Notice to Shareholders

Shareholders who remain in doubt as to what voting action to take are advised to consult an appropriate independent adviser.

You are kindly requested to ensure that if you sell or transfer any or all of the securities held, this circular is to be passed on to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Electronic Processing of Dividend Payments

To improve efficiency, save costs and increase shareholder value we wish to make all dividend payments to your savings or current account electronically. We seek the cooperation of shareholders receiving dividend by draft to switch to receiving dividends directly into their account.

