



4 April 2019

COMPANY ANNOUNCEMENT

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

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 17 April 2019.

Ordinary Resolutions

1. To receive and approve the audited accounts for the year ended 31 December 2018 and to consider the Directors' and Auditors' report thereon;
2. To approve a final gross dividend of 1.8 cent per share representing a final gross payment of € 6,485,509.78 as recommended by the Board of Directors;
3. To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Board of Directors to fix their remuneration;
4. To establish the maximum annual aggregate emoluments of the Directors at €360,000.

Ordinary Resolution – Special Business

5. To renew in terms of Article 14 of the company's Articles of Association, the authorisation for the Board of Directors to issue shares or securities which are convertible into shares or securities which carry the right to subscribe for shares, up to the amount of the Company's Authorised Share Capital, which authorisation shall be for a maximum period of five years from 17 April 2019.

Extraordinary Resolution – Special Business

6. To delete and replace Sub-Article (1) of Article 77 of the Company's Articles of Association by the following:

"77(1) (a) The Company is to give at least fourteen (14) days' notice (The Notice Period) to its Shareholders to propose nominations of candidates for the election of Directors. Such notice may be given by the publication of an advertisement in at least two daily local newspapers. Notice by a Shareholder to the Company proposing a person for election as a Director, as well as the latter's acceptance to be nominated as Director shall, on pain of disqualification, be made on the form to be prescribed by the bank's Remuneration and Nomination Committee (RemNom) from time to time. The completed prescribed form shall reach the office of the Company Secretary not later than the expiration of the Notice Period, which date shall not be less than sixty (60) days prior to the date of the meeting appointed for such election. All Board appointments remain subject to regulatory approval.

(b) The issue of the notice relating to the nomination for the election of Directors shall be made in such form and shall contain such information as the RemNom may from time to time determine.

(c) Any person proposed for appointment as Director or nominated by a Shareholder for election as a Director shall be subject to approval by RemNom as a fit and proper person and shall not be or become entitled to act or take

office as a Director unless approved by RemNom. RemNom shall be empowered to reject any appointment or nomination made in accordance with these Articles if in its opinion the proposed appointment or nomination does not satisfy the needs of the Board, taking into account legal and regulatory requirements in force from time to time, or if the person proposed for appointment or nominated is not, after due vetting in line with applicable processes and procedures, fit and proper to occupy the office of Director”.

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(4) of the Articles of Associations: (a) six (6) directors may be appointed, and (b) three (3) directors are elected during the meeting. Since only three persons have been nominated for election, no voting will take place this year. The nominees Gordon Cordina, Andrew Muscat and Sue Vella will be automatically elected.

Publication of information related to the Annual General Meeting, including the Audited Financial Statements for the financial year ended 31 December 2018, can be found on the bank’s website: <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>.



Unquote

Dr George Brancaleone LL.D.
Company Secretary