



6 November 2020

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:

Reference is made to Company Announcement HSBC366 issued on 30 September 2020 by HSBC Bank Malta p.l.c. ('the bank') informing Shareholders about the Annual General Meeting ('the meeting') to be held remotely in terms of Legal Notice 288 of 2020 on Friday 27 November 2020 at 10:00hours. The meeting will be streamed live and Shareholders shall be able to follow the meeting by accessing the following website: <https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>.

The bank announces that Shareholders listed on the Registered Central Securities Depository of the Malta Stock Exchange on 28 October 2020 (the record date), have the right to participate and vote in the meeting by appointing the Chairman of the meeting as their proxy. 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. All questions and replies will be published on the bank's website.

AGM Agenda.

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 17 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:

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.

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

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.

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 Ingrid Azzopardi, Andrew Muscat and Manfred Galdes will be automatically elected.

A copy of the Notice of the AGM, Annual Report and Accounts, other documents and information about the AGM are available on the bank's website:

<https://www.about.hsbc.com.mt/investor-relations/annual-general-meetings>

Unquote



Dr George Brancaleone LL.D.
Company Secretary