



11 April 2024

COMPANY ANNOUNCEMENT

The following is a Company Announcement by HSBC Bank Malta p.l.c. pursuant to the Capital Markets Rules issued by the Malta Financial Service Authority.

Quote:

Reference is made to Company Announcement HSBC429 issued on 19 February 2024 by HSBC Bank Malta p.l.c. ('the bank') informing Shareholders about the 48th Annual General Meeting (AGM) to be held on Thursday 18 April 2024 at the Corinthia St George, St George's Bay, St Julians. The AGM commences at 10.00 a.m.

Annual General Meeting Agenda

The following resolutions will be presented for the shareholders' consideration at the bank's 48th Annual General Meeting ('AGM'):

Ordinary Resolutions - Ordinary Business

1. Annual Report and Accounts

To receive and approve the Annual Report and Accounts for the year ended 31 December 2023 and the Directors' and Auditors' Reports thereon.

2. Dividend

To approve a final gross dividend of 9.0 euro cent (€0.09) per share, representing a final gross payment of €32,427,548.91 as recommended by the Directors.

3. Appointment of the Auditors

To re-appoint PricewaterhouseCoopers as Auditors and to authorise the Board of Directors to fix their remuneration.

Ordinary Resolutions – Special Business

4. Directors' Emoluments

To confirm the maximum annual aggregate emoluments of Directors at €480,000 as approved at the last AGM.

5. The Directors' Remuneration Policy

To approve the Directors' Remuneration Policy in terms of the Capital Markets Rules as set out in the Circular to Shareholders dated 28 March 2024 included with this Notice to Shareholders.

This Company Announcement is issued by
HSBC Bank Malta p.l.c.
Company Secretary Tel: (+356) 2380 2380

HSBC Bank Malta p.l.c.
Registered in Malta number C3177.
Registered Office: 116, Archbishop Street, Valletta VLT 1444, Malta.
HSBC Bank Malta p.l.c authorised by the Malta Financial Services Authority to provide investment services under the Investment Services Act 1994.
HSBC Bank Malta p.l.c. is enrolled as a tied insurance intermediary for HSBC Life Assurance (Malta) Ltd under the Insurance Distribution Act (Cap. 487 of the Laws of Malta)

6. Authority for the Board of Directors to issue shares

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. This authorisation shall be valid for a maximum period of five years from 18 April 2024.

Ordinary Resolution – Special Business (Advisory Vote)*

7. The Directors' Remuneration Report

To note and approve the Directors' Remuneration Report in terms of Chapter 12 of the Capital Markets Rules as set out in the Annual Report and Accounts for the financial year 2023.

** An advisory vote is a non-binding vote which allows shareholders to express their opinion regarding the resolution.*

Extraordinary Resolutions – Special Business

8. Amendments to the Company's Memorandum and Articles of Association

To approve the amendments to the existing Memorandum and Articles of Association of the Company in accordance with the details provided in the Circular to Shareholders dated 28 March 2024 included with this Notice to Shareholders and to approve that the existing Memorandum and Articles be replaced and substituted in its entirety with the revised and updated copy of the Memorandum and Articles, to be registered by the Company with the Malta Business Registry.

The purpose of this extraordinary resolution is the approval of proposed changes to the Memorandum and Articles which are required to align it with legislative or regulatory developments and for clarification purposes.

9. Authority for the Board of Directors to restrict or withdraw pre-emptions rights

To approve, that the Board of Directors, be generally authorised, with full power of delegation, to restrict or withdraw the right of pre-emption of shareholders to the extent and for as long as the Board of Directors remains authorised to issue shares or securities in terms of Article 14 of the Articles of Association of the Company.

Appointment of Directors

To appoint and elect 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 of the Articles of Association:

(a) six (6) Directors have been re-appointed by HSBC Continental Europe, being the qualifying Shareholder, utilising 66% of its ordinary issued share capital,

(b) three (3) Directors, Ingrid Azzopardi, Alexiei Dingli and Maria Micallef have been nominated by a shareholder for re-election, and

(c) the six (6) re-appointed Directors and the three (3) nominated persons are assessed and deemed by the Company's Remuneration and Nomination Committee to be fit and proper in connection with their appointment as a director. Regulatory approvals for all Directors have also been received.

(d) Since there are as many nominations as there are vacancies, no voting for Directors will take place at this year's AGM. Nominees will be elected automatically.

A copy of the Notice of the 2024 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>

The Official Annual Report and Accounts in European Single Electronic Format ("ESEF") for the financial year ended 31 December 2023, are available on our Company Announcements HSBC430/HSBC431 dated 21 February 2024 and may be accessed from our website Company Announcements link - <https://www.about.hsbc.com.mt/investor-relations>.



Dr Paula Mamo LL.D.
Company Secretary