



LOMBARD

COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by Lombard Bank Malta p.l.c. (the 'Bank') pursuant to the Malta Financial Services Authority Listing Rules.

QUOTE

[A] Resolutions – Annual General Meeting ('AGM')

The following resolutions are being presented for consideration at the AGM of the Bank to be held on Thursday, 27 April 2017 at 5.30pm at the Chamber of Commerce, Republic Street, Valletta.

ORDINARY BUSINESS

1. Accounts

That the Audited Financial Statements for the financial year ended 31 December 2016 and the Directors' and Auditors' Reports thereon be hereby received and approved.

2. Dividend

That a final gross dividend of 4 cent (net dividend of 2.6 cent) per share, representing a final gross payment of €1,767,117, as recommended by the Directors, be hereby approved.

3. Reappointment & Remuneration of Auditors

That PricewaterhouseCoopers of 78, Triq il-Mitfna, Qormi, Malta be reappointed as auditors and that the Board of Directors be authorised to fix their remuneration.

4. Appointment of Directors

That the Directors be appointed in accordance with Articles 113 to 120 of the Bank's Articles of Association.

5. Remuneration of Directors

That the maximum annual aggregate Directors' remuneration for the holding of their office be established at €70,000.

SPECIAL BUSINESS - EXTRAORDINARY RESOLUTIONS

6. Acquisition of Own Shares

That pursuant to Article 19 of the Bank's Articles of Association and Article 106 of the Companies Act, the Bank be and is hereby authorised to acquire in its own name such number of the Bank's own ordinary shares subject to the following terms and conditions:

- (i) The maximum number of shares that the Bank is authorised to acquire shall not exceed 50% of the Bank's issued share capital;
- (ii) The authority for the Bank to acquire its own shares shall be valid for eighteen (18) months from the date of this resolution; and
- (iii) The Bank shall be authorised to pay a minimum of €1.54 and a maximum of €3.09 per ordinary share.

Lombard Bank Malta p.l.c.

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Tel: +356 25581117 • Fax: +356 25581151 • e-mail: companysecretary@lombardmalta.com • www.lombardmalta.com • SWIFT Code: LBMAMTMT
Licensed to conduct Investment Services Business by the Malta Financial Services Authority • Regulated by the Malta Financial Services Authority & listed on the Malta Stock Exchange
Registered Office: 67 Republic Street Valletta Malta • Company Registration Number: C 1607



LOMBARD

7. Restriction / Withdrawal of statutory pre-emption rights

That pursuant to Article 88 of the Companies Act, the right of pre-emption of the Bank's shareholders be restricted or withdrawn for as long as the Board of Directors remains authorised to issue and allot shares in terms of Article 85 of the Companies Act.

SPECIAL BUSINESS - ORDINARY RESOLUTIONS

8. Authority to issue shares

That in terms of Article 3(ii) of the Bank's Articles of Association and Article 85 of the Companies Act, all of the shares for the time being unissued be issued subject to such rights, restrictions and terms as may have been determined in accordance with the provisions of Article 3(i) of the Bank's Articles of Association. This authorisation shall be valid for a maximum period of five (5) years from the date of the adoption of this Ordinary Resolution, renewable for further periods of five (5) years each.

9. Authority to disclose information (including price sensitive information) to a prospective *bona fide* offeror(s) and Cyprus Popular Bank Public Co. Limited (the prospective transferor) in the disposal of a Substantial Shareholding in Lombard Bank Malta p.l.c.

That the Board of Directors of Lombard Bank Malta p.l.c. be authorised to make such disclosures, including disclosure of unpublished price sensitive information, to a prospective *bona fide* offeror(s) and Cyprus Popular Bank Public Co. Limited (the prospective transferor) in order to enable the prospective *bona fide* offeror(s), Cyprus Popular Bank Public Co. Limited and their advisers to make, confirm, withdraw or modify any *bona fide* offer for shares in Lombard Bank Malta p.l.c. subject to the requirements of the Listing Rules in this regard being satisfied including L.R. 5.174.3.2, L.R. 5.174.3.3 and L.R. 5.174.3.4 prior to such disclosure being made.

[B] Cyprus Popular Bank Public Co. Limited ('CPB') – Disposal of Shareholding in the Bank

The sale process for the disposal of the 49.01% shareholding of CPB in the Bank has recently been launched. The Board of Directors of the Bank resolved that it would be in the interest of the Bank and all its stakeholders to participate in the process with a view to possibly acquiring the CPB shareholding. The Bank lodged an expression of interest and yesterday afternoon submitted its indicative offer in terms of the sale process. The appropriate resolutions are being put before the shareholders at the AGM in this regard.

A Circular to Shareholders explaining all the resolutions constituting Special Business detailed above has been circulated together with the AGM documentation.

[C] AGM Documentation

The AGM documentation together with the Audited Financial Statements of the Bank for the financial year ended 31 December 2016 are available for viewing at the registered office of the Bank at 67, Republic Street, Valletta, VLT 1117, Malta and on the Bank's website on the following hyperlink <http://www.lombardmalta.com/annual-general-meeting-2017>.

UNQUOTE

Dr Helena Said LL.D.
Company Secretary

06 April 2017