



LOMBARD

COMPANY ANNOUNCEMENT

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

Quote

The following resolutions are being presented for consideration at the 2023 Annual General Meeting (AGM) of the Bank to be held at The Malta Chamber of Commerce, Enterprise and Industry, 64, Republic Street, Valletta, Malta on Thursday, 22 June 2023 at 5.30pm.

ORDINARY RESOLUTIONS - ORDINARY BUSINESS

1. **Annual Report & Financial Statements**

That the Audited Financial Statements for the financial year ended 31 December 2022 and the Directors' and Auditors' Reports thereon be and are hereby received and approved.

2. **Reappointment & Remuneration of Auditors**

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

3. **Remuneration of Directors**

That the maximum annual aggregate Directors' remuneration for the holding of their office be and is hereby established at €120,000.

ORDINARY RESOLUTIONS - SPECIAL BUSINESS

4. **Remuneration Report – Advisory Vote**

That the Remuneration Report of the Bank for the financial year ended 31 December 2022 be and is hereby approved.

5. **Remuneration Policy for Directors**

That the Remuneration Policy for Directors as set out in the Circular to Shareholders dated 29 May 2023 be and is hereby approved.

6. **Bonus Share Issue**

- (a) That, apart from the shares that may be issued following the adoption of Resolution 7 below, the amount of €252,022 (or such other amount as may result on Eligibility Date) be capitalised from the Bank's Retained Earnings Account for the purpose of issuing 2,016,172 fully paid ordinary shares of a nominal value of €0.125 per share (or such other number of shares as may result on Eligibility Date) in the ratio of 1 new bonus share for every 45 shares held; to be allotted to members appearing on the Bank's Register of Members as at close of trading on the Malta Stock Exchange on 19 July 2023 ('Eligibility Date'), thereby increasing the issued share capital from the current 90,727,734 shares to 92,743,906 shares of €0.125 each fully paid up (or such other number of shares as may result on Eligibility Date) resulting in a total issued and paid up share capital of €11,592,988 (or such total issued and paid up share capital as may result on Eligibility Date) as detailed in the Circular to Shareholders dated 29 May 2023.

Lombard Bank Malta p.l.c.

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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

- (b) Since the allocation ratio of bonus shares to registered shares held by the eligible member is 1 new bonus share for every 45 shares held, the Bank shall, where the number of shares held by the eligible member is not exactly divisible by 45, round up the allocation to the nearest share whenever the mathematical result of the allocation formula contains a fractional entitlement which is of 0.5 of a share or more, and round down to the nearest share in the event that the mathematical result of the allocation formula contains a fractional entitlement which is of less than 0.5 of a share.

7. Authority for Directors to issue new shares

That with effect from the date of adoption of this resolution, the Board of Directors be and is hereby duly authorised and empowered to increase the issued share capital of the Bank through the issuance of up to 65,000,000 new ordinary shares of a nominal value of €0.125 per share in the same class as the shares in the Bank currently in issue, at a price to be determined by the Board of Directors. This authorisation shall remain valid for a period of 3 years from the date of its adoption.

APPOINTMENT OF DIRECTORS

In accordance with the Bank's Memorandum and Articles of Association, two directors from the Board of Directors are to retire at the Annual General Meeting. Following publication of advertisements by the Bank in terms of its Articles of Association, no nominations for the election of directors were received. Since the two retiring directors have intimated their willingness to be reappointed, they shall therefore be reappointed.

The Bank's shareholders entitled to attend and vote at the AGM are those shareholders who appeared on the Bank's Register of Members as at close of trading on 23 May 2023 (record date).

The Bank's Annual Report and Financial Statements for the financial year ended 31 December 2022 are available on the Bank's website at <https://www.lombardmalta.com/en/financial-results> and on the website of the Malta Stock Exchange (the Officially Appointed Mechanism) at <https://www.borzamalta.com.mt/>.

Unquote

Helena Said
Company Secretary

31 May 2023

[Ref. LOM 283]