



LOMBARD

<<FullRegisteredNames>>
<<AddressLine1>>
<<AddressLine2>>
<<AddressLine3>>
<<PostCode>>
<<AddressLine4>>

NOTICE TO SHAREHOLDERS

ANNUAL GENERAL MEETING 2 DECEMBER 2020

MSE No:	<<AccountNumber>>
No of Shares Held:	<<RegisteredHold-

Notice is hereby given that the Annual General Meeting of Lombard Bank Malta p.l.c. (the 'Bank') will be held remotely in terms of the relevant provisions set out in the Companies Act (Public Companies - Annual General Meetings) Regulations, 2020 (L.N. 288 of 2020) on Wednesday 2 December 2020 at 11am to consider and, if deemed fit, approve the resolutions set out below:

AGENDA

ORDINARY BUSINESS

1. Accounts

That the Audited Financial Statements for the financial year ended 31 December 2019 and the Directors' and Auditors' Reports thereon be hereby received and approved.

2. Reappointment & Remuneration of Auditors

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

3. Appointment of Directors

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

4. Remuneration of Directors

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

SPECIAL BUSINESS - ORDINARY RESOLUTION

1. Remuneration Policy for Directors

That the Remuneration Policy for Directors as set out in the Circular to Shareholders dated 30 October 2020 be hereby approved.

SPECIAL BUSINESS - EXTRAORDINARY RESOLUTION

1. Amendment to the Memorandum & Articles of Association

That an amendment to the Bank's Memorandum and Articles of Association be hereby approved to allow for Article 147 of the Articles of Association to be deleted and replaced as follows, as explained in the Circular to Shareholders dated 30 October 2020:

147. A copy of the profit and loss account and balance sheet (including every document required by law to be comprised therein or annexed thereto) which are to be laid before the Company in General Meeting, together with a copy of the Auditors' report and Directors' report, (hereinafter all of the aforesaid to be collectively referred to as the 'Annual Accounts'), shall, not less than twenty-one (21) days before the date of the General Meeting at which they are to be laid, be sent to every member, stockholder and/or debenture holder of the Company and any other person entitled to receive notices of General Meetings under the provisions of the Act, any other law, rule or regulation or these Articles.

Provided that this Article shall not require a copy of the aforesaid Annual Accounts to be sent to any person of whose address the Company is not aware or to more than one holder in the case of joint holders of shares.

Provided further that the Company shall not be required to send a printed copy of the Annual Accounts to: (i) Members of the Company who have been duly given notice of the General Meeting at which the Annual Accounts are to be laid, where the Company has made available to its Members an electronic copy of such Annual Accounts on its website or otherwise, and has notified such Members accordingly; and (ii) holders of debentures who are not entitled to receive notices of General Meetings of the Company.

Notwithstanding the aforesaid, the Company shall provide a printed copy of the Annual Accounts to any of its Members upon their written request.

Dr Helena Said LL.D.
Company Secretary

By order of the Board

30 October 2020

PLEASE TURN OVERLEAF FOR NOTES

Lombard Bank Malta p.l.c.

Office of the Company Secretary: 67 Republic Street Valletta VLT 1117 Malta • PO Box 584 Valletta VLT 1000 Malta
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

NOTES

PARTICIPATION & VOTING AT THE ANNUAL GENERAL MEETING ('AGM')

- In view of the circumstances arising from the COVID-19 pandemic, the AGM shall be held remotely in accordance with the Companies Act (Public Companies – Annual General Meetings) Regulations, 2020 (L.N. 288 of 2020).
- This *Notice to Shareholders* has been mailed to the Shareholders on the Register of Lombard Bank Malta p.l.c. (the 'Bank') held at the Central Securities Depository of the Malta Stock Exchange as at close of trading of 2 November 2020, this being the 'Record Date' and these Shareholders are entitled to participate and vote at the AGM as stated below. The Register as at close of trading on 2 November 2020 included trades undertaken up to and including 29 October 2020.
- A Shareholder may participate and vote at the AGM by submitting a *Form of Proxy* appointing the Chairman of the AGM and indicating how the Chairman is to vote on each resolution put to the meeting.
- A *Form of Proxy* is enclosed and is to be completed and signed and must reach the Office of the Company Secretary by not less than 48 hours before the appointed date and time of the AGM (i.e. by 11am of 30 November 2020) either by hand or by postal mail using the self-addressed envelope enclosed to 67, Republic Street, Valletta VLT 1117 or by email on agm2020@lombardmalta.com.
- When a Shareholder is a body corporate, the Shareholder shall also appoint the Chairman of the Meeting as Proxy and submit the *Form of Proxy* as above-stated, duly executed in terms of its Memorandum & Articles of Association or similar constitutional documents. The Bank reserves the right to request evidence of the aforesaid.

DRAFT RESOLUTIONS & DOCUMENTS

- The draft resolutions to be considered and voted upon at the AGM are included as an integral part of this *Notice to Shareholders*.
- As stated in the Bank's Company Announcement No. LOM 245, a Shareholder or Shareholders holding not less than 5% of the voting issued share capital of the Bank was/were entitled to request the Bank to include items on the agenda of the AGM and to table draft resolutions for items to be included in the agenda of the AGM. Such requests were to be submitted to the Bank by at least forty six (46) days before the scheduled date of the AGM, i.e. by 17 October 2020. No requests were received in this regard.
- Documents submitted to the AGM and information as to the total number of shares and voting rights as at the date of this *Notice to Shareholders* are available at the registered office of the Bank and on the Bank's website www.lombardmalta.com.

RIGHT TO ASK QUESTIONS

- Shareholders have the right to ask questions which are pertinent and related to items on the Agenda of the AGM. Questions in relation to the resolutions mentioned on this *Notice to Shareholders* may be directed to the Company Secretary by sending such questions in writing to the Office of the Company Secretary to be received no later than 48 hours before the appointed date and time of the AGM (i.e. 11am of 30 November 2020) either by hand or by postal mail to 67, Republic Street, Valletta VLT 1117 or by email on agm2020@lombardmalta.com. These questions will be answered within the limits of applicable laws, rules, regulations etc. by the directors or by such person as the directors may delegate for that purpose and subject to any reasonable measures that the Bank may take to ensure the identification of the Shareholder.

Answers will be published on the Bank's website www.lombardmalta.com 48 hours from the termination of the AGM. An overall answer to questions having the same content may be provided.

DOCUMENTS INCLUDED WITH THIS NOTICE TO SHAREHOLDERS

- (i) Form of Proxy and
- (ii) Circular to Shareholders (including the Remuneration Policy for Directors) and
- (iii) Annual Report and Accounts for the year ended 31 December 2019.

FORM OF PROXY
ANNUAL GENERAL MEETING - 2 DECEMBER 2020
LOMBARD BANK MALTA P.L.C.

<<FullRegisteredNames>>
 <<AddressLine1>>
 <<AddressLine2>>
 <<AddressLine3>>
 <<PostCode>>
 <<AddressLine4>>

I.D. Card No.	<<IDNumber>>
MSE No:	<<AccountNumber>>
No of Shares Held:	<<RegisteredHoldings>>

To: The Company Secretary, Lombard Bank Malta p.l.c., 67, Republic Street, Valletta VLT 1117

I/We _____

I.D. Card No. _____ residing at _____

being a member/s of the above-named Company, hereby appoint the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held remotely on 2 December 2020 at 11am, and at any adjournment thereof.

My/our proxy is authorised to vote: ☐ as he wishes ☐ as indicated below
 (Please select as applicable)

Voting Preferences (Please mark "X" either in the box "FOR" or in the box "AGAINST")
 (This section need **not** be completed if the Chairman of the Meeting is authorised to vote as he wishes.)

	ORDINARY BUSINESS: ORDINARY RESOLUTIONS	FOR	AGAINST
1.	Approval of Audited Financial Statements		
2.	Re-Appointment / Remuneration of Auditors (PricewaterhouseCoopers)		
3.	Appointment of Directors *	See below	
4.	Remuneration of Directors		
	SPECIAL BUSINESS: ORDINARY RESOLUTION		
1.	Remuneration Policy for Directors		
	SPECIAL BUSINESS: EXTRAORDINARY RESOLUTION		
1.	Amendment to the Memorandum & Articles of Association		

* 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. The Directors who will be retiring are: (i) Michael C. Bonello (ID No. 575745M) and (ii) Joseph Said (ID No. 746249M). Since no nominations for the election of directors have been received following the publication of an advertisement by the Bank in terms of the Bank's Articles of Association, and both the above retiring directors have intimated their willingness to be reappointed, no election will be necessary and they shall be deemed to be reappointed.

 Shareholder's Signature

 Date

NOTES

COMPLETING THE FORM OF PROXY

- The Shareholder is to complete all details in the *Form of Proxy* fully, clearly and accurately.
- Given that the AGM is being held remotely and no physical presence of Shareholders shall be permitted at the Meeting, in terms of the Companies Act (Public Companies – Annual General Meetings) Regulations, 2020 (L.N. 288 of 2020) Shareholders are only able to participate in and vote at the AGM by appointing as proxy the Chairman of the Meeting.
- The Shareholder is to:
 - (i) indicate that the Shareholder wishes to appoint as proxy the Chairman of the Meeting;
 - (ii) indicate whether the Shareholder wishes the Chairman of the Meeting to vote as he wishes or whether the Shareholder wishes to indicate how he is to vote. In either case a mark ought to be made in the appropriate box indicated in the *Form of Proxy*. In the event that no such indication is made it shall be deemed that the Shareholder authorises the Chairman of the Meeting to vote as he wishes;
 - (iii) if the Shareholder wishes that the Chairman of the Meeting votes in a particular manner, indicate his/her voting preference against each resolution in the appropriate box by marking 'For' or 'Against'. If more than one box is marked for the same resolution, the Shareholder's vote on that particular resolution will be invalid.
- When a Shareholder is a body corporate, the Shareholder shall also appoint the Chairman of the Meeting as Proxy and submit the *Form of Proxy* as stated herein, duly executed in terms of its Memorandum & Articles of Association or similar constitutional documents. The Bank reserves the right to request evidence of the aforesaid.

SUBMISSION OF FORM OF PROXY

- To be valid, this Form of Proxy, duly completed and signed, must reach the Office of the Company Secretary by not less than 48 hours before the appointed date and time of the AGM (i.e. by 11am of 30 November 2020) either by hand or by postal mail using the self-addressed envelope enclosed to 67, Republic Street, Valletta VLT 1117 or by email on agm2020@lombardmalta.com.

DISCLOSURE BY PROXY IN TERMS OF MFSA LISTING RULES 12.29 AND 12.30

- Where the Chairman of the Meeting is Michael C. Bonello, he is declaring to the Shareholder that:
 1. he is not a controlling Shareholder of the Bank;
 2. he is not an employee or auditor of the Bank or of a controlling Shareholder of the Bank or of an entity controlled by such Shareholder;
 3. he does not have a family relationship with a natural person who is a controlling Shareholder of the Bank, a director, an employee or an auditor of the Bank or of a controlling Shareholder of the Bank or of an entity controlled by such Shareholder; and
 4. he is a Director of the Bank.