



LOMBARD

<<FullRegisteredNames>>

<<AddressLine1>>

<<AddressLine2>>

<<AddressLine3>> <<PostCode>>

<<AddressLine4>>

NOTICE TO SHAREHOLDERS

ANNUAL GENERAL MEETING 26 MAY 2022

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 Thursday, 26 May 2022 at 4.00pm, to consider and, if deemed fit, approve the resolutions set out below:

AGENDA

ORDINARY RESOLUTIONS - ORDINARY BUSINESS

1. Accounts

That the Audited Financial Statements for the financial year ended 31 December 2021 and the Directors' and Auditors' Reports thereon be hereby received and approved.

2. Dividend

That a final gross dividend of 3 cent (net dividend of 1.95 cent) per nominal €0.25 share, representing a final gross payment of €1,343,009 be approved.

3. 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.

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 €120,000.

ORDINARY RESOLUTIONS - SPECIAL BUSINESS

6. Remuneration Report – Advisory Vote

That the Remuneration Report of the Bank for the financial year ended 31 December 2021 be hereby approved.

7. Bonus Share Issue

(a) That the amount of €149,223 be capitalised from the Bank's Retained Earnings Account for the purpose of issuing 596,893 fully paid ordinary shares of a nominal value of €0.25 per share representing 1 bonus share for every 75 shares held as approved by the directors to be allotted to the eligible members appearing on the Bank's Register of Members as at close of trading on the Malta Stock Exchange on 22 June 2022, thereby increasing the issued share capital from the current 44,766,961 shares to 45,363,854 shares of €0.25 each fully paid up resulting in a paid up capital of €11,340,963.

(b) Since the allocation ratio of bonus shares to registered shares held by the eligible member is 1 bonus share for every 75 shares held, the Bank shall, where the number of shares held by the eligible member is not exactly divisible by 75, 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.

EXTRAORDINARY RESOLUTION - SPECIAL BUSINESS

8. Amendments to the Memorandum & Articles of Association

That the amendments to specific articles of the Memorandum and Articles of Association of the Bank, in accordance with the details provided in the Circular to Shareholders dated 2 May 2022, be hereby approved.

Dr Helena Said LL.D.
Company Secretary

By order of the Board

2 May 2022

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 continuing 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 on 26 April 2022, this being the 'Record Date' and these Shareholders are entitled to participate and vote at the AGM as stated above. The Register as at close of trading on 26 April 2022 included trades undertaken up to and including 22 April 2022.
- 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 4.00pm of 24 May 2022) either by hand or by postal mail using the self-addressed envelope enclosed to 67, Republic Street, Valletta VLT 1117 or by email on agm2022@lombardmalta.com.
- When a Shareholder is a body corporate, including a company, partnership, association of persons, foundation or other entity, the Shareholder is also to appoint the Chairman of the Meeting as Proxy by completing the Form of Proxy which must be duly executed by the competent body of the entity in accordance with its Memorandum & Articles of Association, statute or equivalent constituting document. The Bank reserves the right to request evidence of the aforesaid.
- The AGM shall be streamed live and Shareholders may follow the proceedings by accessing the following website: www.lombardmalta.com/annual-general-meeting-2022 and clicking on the Live Streaming tab and entering the password provided on the Form of Proxy. Shareholder interaction will not be possible during the AGM and therefore, should Shareholders have questions pertinent to items on the Agenda of the AGM, they should be communicated to the Bank as stated below.

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 262, 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 10 April 2022. 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 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. 4.00pm of 24 May 2022) either by hand or by postal mail to 67, Republic Street, Valletta VLT 1117 or by email on agm2022@lombardmalta.com. These questions will be answered within the limits of applicable laws, rules and regulations 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/s.
- 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

In terms of applicable regulation on the European Single Electronic Format (ESEF), the Bank is required to prepare its Financial Reports in a single electronic reporting format. The Bank's official Annual Report and Financial Statements in terms of ESEF have been published with the Bank's Company Announcement LOM 266 dated 20 April 2022 following approval by the Board of Directors.

The Bank's Annual Report and Financial Statements for the financial year ended 31 December 2021 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://borzamalta.com.mt>.

A printed copy of the Annual Report and Financial Statements shall be provided to Shareholders upon written request to companysecretary@lombardmalta.com.

FORM OF PROXY
ANNUAL GENERAL MEETING - 26 MAY 2022
LOMBARD BANK MALTA P.L.C.

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

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

LIVE STREAMING PASSWORD
 XXXXXXXX

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 Lombard Bank Malta p.l.c., 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 Bank to be held remotely on 26 May 2022 at 4.00pm, 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 RESOLUTIONS - ORDINARY BUSINESS	FOR	AGAINST
1.	Approval of Audited Financial Statements		
2.	Approval of Dividend		
3.	Reappointment & Remuneration of Auditors		
4.	Appointment of Directors	See below*	
5.	Remuneration of Directors		
	ORDINARY RESOLUTIONS - SPECIAL BUSINESS		
6.	Remuneration Report - Advisory Vote		
7.	Bonus Share Issue		
	EXTRAORDINARY RESOLUTION - SPECIAL BUSINESS		
8.	Amendments to the Bank's 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: Kimon Palamidis (Greek Passport No. AT3090101) and Joseph Said (ID No 746249M). One nomination for the election of directors has been received following the publication of an advertisement by the Bank in terms of the Bank's Articles of Association as follows: Peter Perotti (ID No 324861M).

Peter Perotti was co-opted by the Bank's Board of Directors on 15 February 2022, subject to regulatory approval which was obtained on 14 April 2022, the effective date of his appointment. He shall remain in office until the 2022 Annual General Meeting.

Since both Kimon Palamidis and Joseph Said have intimated their willingness to be reappointed and no further nominations were received other than Peter Perotti's, no election will be necessary as the number of nominees falls within the number of vacancies. Joseph Said, Kimon Palamidis and Peter Perotti shall therefore 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 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;
 - (ii) 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, statute or similar constitutional document. 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 4.00pm of 24 May 2022) either by hand or by postal mail using the self-addressed envelope enclosed to 67, Republic Street, Valletta VLT 1117 or by email on agm2022@lombardmalta.com.

DISCLOSURE BY PROXY IN TERMS OF MFSA CAPITAL MARKET 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.