



LOMBARD

NOTICE TO SHAREHOLDERS

ANNUAL GENERAL MEETING 22 APRIL 2015

MSE No.:	
No. of Shares Held:	

Notice is hereby given that the Annual General Meeting of the Company will be held at The Chamber of Commerce, Republic Street, Valletta, Malta, on Wednesday 22 April 2015 at 5.30pm.

AGENDA

ORDINARY RESOLUTIONS

1. To receive and approve the Audited Financial Statements and consider the Report of the Directors and of the Auditors for the year ended 31 December 2014.
2. To declare a final gross dividend of 4 cent (net dividend of 2.6 cent) per nominal €0.25 share, representing a final gross payment of €1,667,487.
3. To re-appoint as auditors PricewaterhouseCoopers, 78, Triq il-Mithna, Qormi, Malta and to authorise the Board of Directors to fix their remuneration.
4. To appoint Directors in accordance with Articles 113 to 120 of the Articles of Association.
5. To establish at €70,000 the maximum annual aggregate Directors' remuneration for the holding of their office.

ORDINARY RESOLUTION – SPECIAL BUSINESS

- 6.(a) To capitalise €521,090 from the Bank's Retained Earnings Account for the purpose of issuing 2,084,359 fully paid ordinary shares of a nominal value of €0.25 per share representing 1 bonus share for every 20 shares held as approved by the directors to be allotted to the eligible members appearing on the Register of Members as at close of trading on the Malta Stock Exchange on Wednesday 27 May 2015, thereby increasing the issued share capital from the current 41,687,174 shares to 43,771,533 shares of €0.25 each fully paid up resulting in a paid up capital of €10,942,883.
- (b) Since the allocation ratio of bonus shares to registered shares held by the eligible member is 1 bonus share for every 20 shares held, the Bank shall, where the number of shares held by the eligible member is not exactly divisible by 20, 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.

Dr Helena Said LL.D.
Company Secretary

By order of the Board

27 March 2015

PLEASE TURN OVERLEAF FOR NOTES

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

NOTES

- (a) This Notice has been mailed to the Shareholders on the Company's Share Register at the Central Securities Depository of the Malta Stock Exchange as at close of business on 23 March 2015, this being the 'Record Date' and these Shareholders are entitled to attend and vote at the Annual General Meeting and qualify for the Dividend. The Register as at close of business on 23 March 2015 will include trades undertaken up to and including 18 March 2015.
- (b) A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote in his place. A proxy need not be a member. A form of proxy is enclosed and is to be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting. A scanned copy of the enclosed Form of Proxy, duly signed and completed, may be sent to reach the Company Secretary on agm2015proxies@lombardmalta.com not less than 48 hours before the time for holding the Meeting or adjourned Meeting.
- (c) Any body corporate which is a member of the Company may, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative subject to the lodgement with the Company before the Meeting of a copy of the Resolution certified as a true copy.
- (d) Admission to the meeting is subject to presentation of this Notice to Shareholders, together with the Identity Card of the member, his/her proxy or representative, as is applicable.
- (e) A member who is a minor may be represented at the Meeting by his/her legal guardian who will be required to present his/her identity card and the Notice to Shareholders. Minors (under the age of 18 years) will not be allowed to attend the Meeting.
- (f) In accordance with Article 147 of the Articles of Association, we enclose a printed copy of the Company's Balance Sheet together with the Directors' Report for the year ended 31 December 2014.
- (g) Admission to the Meeting will commence thirty minutes before the advertised time for commencement of the Meeting.