



# LOMBARD

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

## NOTICE TO SHAREHOLDERS

### ANNUAL GENERAL MEETING 28 MAY 2021

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 Friday, 28 May 2021 at 9.30am, 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 2020 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 €1,325,337 be approved.

##### 3. Reappointment & Remuneration of Auditors

That the reappointment of PricewaterhouseCoopers of 78, Triq il-Miithna, 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.

#### SPECIAL BUSINESS - ORDINARY RESOLUTIONS

##### 6. Bonus Share Issue

(a) That the amount of €147,260 be capitalised from the Bank's Retained Earnings Account for the purpose of issuing 589,039 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 23 June 2021, thereby increasing the issued share capital from the current 44,177,914 shares to 44,766,953 shares of €0.25 each fully paid up resulting in a paid up capital of €11,191,738.

(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.

##### 7. Remuneration Report - Advisory Vote

That the Remuneration Report as set out in the Bank's Annual Report for the financial year ended 31 December 2020 be hereby approved.

**Dr Helena Said LL.D.**  
Company Secretary

By order of the Board

3 May 2021

**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 28 April 2021, 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 28 April 2021 included trades undertaken up to and including 26 April 2021.
- 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 9.30am of 26 May 2021) either by hand or by postal mail using the self-addressed envelope enclosed to 67, Republic Street, Valletta VLT 1117 or by email on [agm2021@lombardmalta.com](mailto:agm2021@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. Shareholders may follow the proceedings by accessing the Bank's website on [www.lombardmalta.com/annual-general-meeting-2021](http://www.lombardmalta.com/annual-general-meeting-2021), clicking the Live Streaming link and inserting 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 LOM 252, 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 12 April 2021. 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](http://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. 9.30am of 26 May 2021) either by hand or by postal mail to 67, Republic Street, Valletta VLT 1117 or by email on [agm2021@lombardmalta.com](mailto:agm2021@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.
- Answers will be published on the Bank's website [www.lombardmalta.com](http://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

The Annual Report & Financial Statements for the financial year ended 31 December 2020 are available on the Bank's website on [www.lombardmalta.com/annual-general-meeting-2021](http://www.lombardmalta.com/annual-general-meeting-2021). A printed copy thereof shall be provided to shareholders upon written request to [companysecretary@lombardmalta.com](mailto:companysecretary@lombardmalta.com).

**FORM OF PROXY**  
**ANNUAL GENERAL MEETING - 28 MAY 2021**  
**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 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 28 May 2021 at 9.30am, 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.)

	<b>ORDINARY BUSINESS: ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>
1.	Approval of Audited Financial Statements		
2.	Approval of Dividend		
3.	Reappointment & Remuneration of Auditors		
4.	Appointment of Directors	<b>See below</b>	
5.	Remuneration of Directors		
	<b>SPECIAL BUSINESS - ORDINARY RESOLUTIONS</b>		
6.	Bonus Share Issue		
7.	Remuneration Report - Advisory Vote		

\* 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: Graham A. Fairclough (ID No 150382M) and Michael Zammit (ID No 942044M). 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 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 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 9.30am of 26 May 2021) either by hand or by postal mail using the self-addressed envelope enclosed to 67, Republic Street, Valletta VLT 1117 or by email on [agm2021@lombardmalta.com](mailto:agm2021@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.