



LOMBARD

NOTICE TO SHAREHOLDERS

ANNUAL GENERAL MEETING 22 JUNE 2023

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

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

Notice is hereby given that an Annual General Meeting of Lombard Bank Malta p.l.c. (the 'Bank') will be held at The Malta Chamber of Commerce, Enterprise and Industry, 64, Republic Street, Valletta, Malta on Thursday, 22 June 2023 at 5.30pm, to consider and, if deemed fit, approve the resolutions set out below.

AGENDA

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-Mitħna, 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.

(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.

Dr Helena Said LL.D.
Company Secretary
29 May 2023

By order of the Board

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 • e-mail: companysecretary@lombardmalta.com • www.lombardmalta.com • SWIFT Code: LBMAMTMT

Lombard Bank Malta p.l.c. is listed on the Malta Stock Exchange and is licensed and regulated by the Malta Financial Services Authority as a credit institution and as an investment service provider
Registered Office: 67 Republic Street Valletta Malta • Company Registration Number: C 1607

NOTES

RECORD DATE

This Notice to Shareholders has been mailed to the Shareholders appearing on the register of members of Lombard Bank Malta p.l.c. (the 'Bank') at the Central Securities Depository of the Malta Stock Exchange as at close of trading on 23 May 2023, this being the 'Record Date' and these Shareholders are entitled to attend and vote at the Bank's Annual General Meeting ('AGM'). The Register as at close of trading on 23 May 2023 included trades undertaken up to and including 19 May 2023.

ADMISSION TO THE ANNUAL GENERAL MEETING

- A Shareholder may participate and vote at the AGM by personally attending or by submitting a Form of Proxy or resolution as detailed below.
- Admission to the AGM is subject to presentation of this Notice to Shareholders, together with a valid Identity Card or other lawful means of identification (i.e. a valid Passport or Driving Licence) of the Shareholder or of his/her proxy or representative, as is applicable.
- A Shareholder entitled to attend and vote at the AGM may appoint a proxy to attend and vote in his/her place. A proxy need not be a Shareholder. A Form of Proxy is enclosed and is to be completed, signed and deposited at the Office of the Company Secretary (67, Republic Street, Valletta VLT 1117, Malta) not less than 48 hours before the time for holding the AGM (i.e. no later than 5.30pm of 20 June 2023). A scanned copy of the enclosed Form of Proxy, duly signed and completed, may be sent to reach the Company Secretary on agm2023@lombardmalta.com also no later than 48 hours before the time for holding the AGM, in which case the original should be presented prior to admission to the AGM.
- A body corporate which is a Shareholder of the Bank may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at the AGM subject to the lodgment with the Office of the Company Secretary before the AGM of a copy of the resolution certified as a true copy.
- A Shareholder who is a minor may be represented at the AGM by his/her legal guardian who will be required to present his/her valid Identity Card or other lawful means of identification (i.e. a valid Passport or Driving Licence) and the Notice to Shareholders. Minors (under the age of 18 years) will not be allowed to attend the AGM.
- Admission to the AGM will commence at 5.00pm.

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.
- 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 at 67, Republic Street, Valletta VLT 1117, Malta and on www.lombardmalta.com.

VOTING

- A resolution put to the vote of the AGM shall be decided on a show of hands unless a poll is required in terms of the Articles of Association of the Bank.
- In the case of a poll, the Shareholder should indicate his/her voting preference against each resolution in any of the boxes 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.
- In the case of an equality of votes whether on a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote.

RIGHT TO ASK QUESTIONS

- During the AGM, Shareholders have the right to ask questions which are pertinent and related to items on the agenda of the AGM.
- Questions will be answered within the limits of applicable laws, rules and regulations by the directors or by such persons 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.
- The Bank may provide one overall answer to questions having the same content.
- An answer to a question asked is not required where:
 - (i) to give an answer would interfere unduly with the preparation for the AGM, involve the disclosure of confidential information or cause prejudice to the business interests of the Bank;
 - (ii) the answer has already been given on the Bank's website in the form of an answer to a question;
 - (iii) it is not in the interests of good order of the AGM that the question be answered; or
 - (iv) the Bank is unable to provide an immediate reply, provided that such reply is subsequently posted on the website of the Bank.

DOCUMENTS INCLUDED WITH THIS NOTICE TO SHAREHOLDERS

- (i) Form of Proxy; and
- (ii) Circular to Shareholders (including Remuneration Policy for Directors).

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 for the financial year ended 31 December 2022 in terms of ESEF have been published with the Bank's Company Announcement LOM 282 dated 28 April 2023 following approval by the Board of Directors. They 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 - 22 JUNE 2023
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>>

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

I/We _____

being a Shareholder/Shareholders of the above-named company, hereby appoint:

Name of Proxy Holder: _____ I.D. Card No. _____

residing at _____

or failing him/her 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 on 22 June 2023 and at any adjournment thereof.

My/our proxy is authorised to vote: as he/she wishes as indicated on this Form of Proxy
 (Please select as applicable)

Voting Preferences (Please indicate your voting preference by placing a mark either in the box "FOR" or in the box "AGAINST")
 (This section need **not** be completed if your proxy is authorised to vote as he/she wishes.)

	<i>ORDINARY RESOLUTIONS - ORDINARY BUSINESS</i>	<i>FOR</i>	<i>AGAINST</i>
1. Annual Report & Financial Statements			
2. Reappointment & Remuneration of Auditors			
3. Remuneration of Directors			
	<i>ORDINARY RESOLUTIONS - SPECIAL BUSINESS</i>		
4. Remuneration Report - Advisory Vote			
5. Remuneration Policy for Directors			
6. Bonus Share Issue			
7. Authority for Directors to issue new shares			

 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.
- The Shareholder is to:
 - (i) indicate whether the Shareholder wishes to appoint as proxy the Chairman of the Meeting or another person. In the case that the Shareholder wishes to appoint a person other than the Chairman of the Meeting as proxy, the full name, valid I.D. Card number and address of the proxy are to be clearly and legibly inserted;
 - (ii) indicate whether the Shareholder wishes the proxy to vote as the proxy wishes or whether the Shareholder wishes to indicate how the proxy 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 proxy to vote as he/she wishes;
 - (iii) if the Shareholder wishes that the appointed proxy 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.

SUBMISSION OF FORM OF PROXY

- To be valid, this Form of Proxy, duly completed and signed, must reach the Office of the Company Secretary at 67, Republic Street, Valletta VLT 1117, Malta either by hand or by postal mail using the self-addressed envelope enclosed. The Form of Proxy may also be sent in electronic form on agm2023@lombardmalta.com, in which case the original should be presented prior to admission to the Annual General Meeting. Forms of Proxy must, in all cases, reach the Office of the Company Secretary by not less than 48 hours before the appointed date and time of the Annual General Meeting (i.e. by 5.30pm of 20 June 2023).

DISCLOSURE BY PROXY IN TERMS OF MFSA CAPITAL MARKET RULES 12.29 AND 12.30

- Prior to the Annual General Meeting, a proxy holder is to disclose to the Shareholder who appointed him/her any facts of which he/she is aware and which may be relevant for the Shareholder in assessing any risk that the proxy holder might pursue any interest other than the interest of the Shareholder.
- In particular, a proxy holder is required to disclose to the Shareholder:
 1. whether the proxy holder is a controlling Shareholder of the Bank, or is another entity controlled by such Shareholder (as may be applicable);
 2. whether the proxy holder is a director of the Bank or of a controlling Shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable);
 3. whether the proxy holder is an employee or an auditor of the Bank or of a controlling Shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable); and
 4. whether the proxy holder has a family relationship with a natural person who is:
 - (i) a controlling Shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable); or
 - (ii) a director of the Bank, or of a controlling Shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable); or
 - (iii) an employee or an auditor of the Bank or of a controlling Shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable).
- Where the Shareholder is appointing the Chairman of the Meeting as proxy, and where the Chairman of the Meeting is Mr 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.