



# LOMBARD

## NOTICE TO SHAREHOLDERS

### ANNUAL GENERAL MEETING 27 APRIL 2017

MSE No:	
No of Shares Held:	

Notice is hereby given that the Annual General Meeting of Lombard Bank Malta p.l.c. (the 'Bank') will be held at The Chamber of Commerce, Republic Street, Valletta, Malta, on Thursday 27 April 2017 at 5.30pm 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 2016 and the Directors' and Auditors' Reports thereon be hereby received and approved.

##### 2. Dividend

That a final gross dividend of 4 cent (net dividend of 2.6 cent) per share, representing a final gross payment of €1,767,117, as recommended by the Directors, be hereby approved.

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

That PricewaterhouseCoopers of 78, Triq il-Mithna, Qormi, Malta be reappointed as auditors 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 €70,000.

#### SPECIAL BUSINESS - EXTRAORDINARY RESOLUTIONS

##### 6. Acquisition of own shares

That pursuant to Article 19 of the Bank's Articles of Association and Article 106 of the Companies Act, the Bank be and is hereby authorised to acquire in its own name such number of the Bank's own ordinary shares subject to the following terms and conditions:

- (i) The maximum number of shares that the Bank is authorised to acquire shall not exceed 50% of the Bank's issued share capital;
- (ii) The authority for the Bank to acquire its own shares shall be valid for eighteen (18) months from the date of this resolution; and
- (iii) The Bank shall be authorised to pay a minimum of €1.54 and a maximum of €3.09 per ordinary share.

##### 7. Restriction/Withdrawal of statutory pre-emption rights

That pursuant to Article 88 of the Companies Act, the right of pre-emption of the Bank's shareholders be restricted or

withdrawn for as long as the Board of Directors remains authorised to issue and allot shares in terms of Article 85 of the Companies Act.

#### SPECIAL BUSINESS - ORDINARY RESOLUTIONS

##### 8. Authority to issue shares

That in terms of Article 3(ii) of the Bank's Articles of Association and Article 85 of the Companies Act, all of the shares for the time being unissued be issued subject to such rights, restrictions and terms as may have been determined in accordance with the provisions of Article 3(i) of the Bank's Articles of Association. This authorisation shall be valid for a maximum period of five (5) years from the date of the adoption of this Ordinary Resolution, renewable for further periods of five (5) years each.

##### 9. Authority to disclose information (including price sensitive information) to a prospective bona fide offeror(s) and Cyprus Popular Bank Public Co. Limited (the prospective transferor) in the disposal of a Substantial Shareholding in Lombard Bank Malta p.l.c.

That the Board of Directors of Lombard Bank Malta p.l.c. be authorised to make such disclosures, including disclosure of unpublished price sensitive information, to a prospective bona fide offeror(s) and Cyprus Popular Bank Public Co. Limited (the prospective transferor) in order to enable the prospective bona fide offeror(s), Cyprus Popular Bank Public Co. Limited and their advisers to make, confirm, withdraw or modify any bona fide offer for shares in Lombard Bank Malta p.l.c. subject to the requirements of the Listing Rules in this regard being satisfied including L.R. 5.174.3.2, L.R. 5.174.3.3 and L.R. 5.174.3.4 prior to such disclosure being made.

Dr Helena Said LL.D.  
Company Secretary

By order of the Board

3 April 2017 PLEASE TURN OVERLEAF FOR NOTES

Lombard Bank Malta p.l.c.

## NOTES

### RECORD DATE

- This *Notice to Shareholders* has been mailed to the Shareholders on the Register 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 28 March 2017, this being the 'Record Date' and these Shareholders are entitled to attend and vote at the Bank's Annual General Meeting ('AGM') and qualify for the dividend. The Register as at close of trading on 28 March 2017 included trades undertaken up to and including 24 March 2017.

### 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) not less than 48 hours before the time for holding the AGM (i.e. no later than 5.30pm of 25 April 2017). A scanned copy of the enclosed *Form of Proxy*, duly signed and completed, may be sent to reach the Company Secretary on [agm2017proxies@lombardmalta.com](mailto:agm2017proxies@lombardmalta.com) also no later than 48 hours before the time for holding 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 lodgement 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, this being 30 minutes before the advertised time for commencement.

### 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. LOM213, 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 March 2017. Resolution 9 on the agenda of the AGM was included upon the request of Cyprus Popular Bank Public Co. Limited.

- Documents submitted to the AGM shall be available at the registered office of the Bank and on [www.lombardmalta.com](http://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 demanded in terms of the Articles of Association of the Bank.
- In the case of voting not by a show of hands, 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

- 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 hand/post or by sending an e-mail to [companysecretary@lombardmalta.com](mailto:companysecretary@lombardmalta.com).
- 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;
- (ii) Circular to Shareholders; and
- (iii) Annual Report and Accounts for the year ended 31 December 2016.