



# LOMBARD

<<FullRegisteredNames>>  
<<AddressLine1>>  
<<AddressLine2>>  
<<AddressLine3>> <<PostCode>>  
<<Address Line 4>>

## NOTICE TO SHAREHOLDERS

### EXTRAORDINARY GENERAL MEETING 10 NOVEMBER 2022

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

Notice is hereby given that an Extraordinary 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, 10 November 2022 at 5.30pm, to consider and, if deemed fit, approve the resolutions set out below.

## AGENDA

### EXTRAORDINARY RESOLUTIONS

#### 1. Redenomination of Nominal Value of Share Capital (Share Split)

That with effect from 17 November 2022 (the '**Effective Date**'), the nominal value of each ordinary share in the Bank shall be redenominated from €0.25 per ordinary share to €0.125 per ordinary share (the '**Redenomination**') and that as a result of the Redenomination, with effect from the Effective Date:

- the authorised share capital of the Bank be redesignated from €20,000,000 divided into 80,000,000 ordinary shares having a nominal value of €0.25 each to €20,000,000 divided into 160,000,000 ordinary shares having a nominal value of €0.125 each; and
- the issued share capital of the Bank be redesignated from €11,340,966.75 divided into 45,363,867 ordinary shares having a nominal value of €0.25 each to €11,340,966.75 divided into 90,727,734 ordinary shares having a nominal value of €0.125 each and allotted to the shareholders appearing on the Bank's register of members as at close of trading on 16 November 2022 (the last trading date being 14 November 2022) (the '**Eligible Shareholders**') in proportion to the issued share capital held by them as at 16 November 2022, such that upon the redesignation becoming effective on the Effective Date, each Eligible Shareholder shall hold 2 ordinary shares having a nominal value of €0.125 for every 1 ordinary share having a nominal value of €0.25 held as at the Effective Date.

#### 2. Increase in Authorised Share Capital

That with effect from the Effective Date, the authorised share capital of the Bank be increased as follows:

- Should Resolution 1 above be approved, the authorised share capital of the Bank shall be increased from €20,000,000 divided into 160,000,000 ordinary shares having a nominal value of €0.125 each to €37,500,000 divided into 300,000,000 ordinary shares having a nominal value of €0.125 each; or
- Should Resolution 1 above not be approved, the authorised share capital of the Bank shall be increased from €20,000,000 divided into 80,000,000 ordinary shares having a nominal value of €0.25 each to €37,500,000 divided into 150,000,000 ordinary shares having a nominal value of €0.25 each.

#### 3. Amendments to Memorandum and Articles of Association

That with effect from the Effective Date, the Memorandum and Articles of Association of the Bank be replaced *in toto* by the Memorandum and Articles of Association amended as described in the Circular to Shareholders dated 12 October 2022 (the '**Amended Memorandum and Articles of Association**') and that for the purposes of the present resolution, the Company Secretary be authorised to execute and submit the Amended Memorandum and Articles of Association to the Malta Business Registry for registration.

### ORDINARY RESOLUTION

#### 4. Authority for Directors to issue new shares

That with effect from the Effective Date, the Board of Directors be duly authorised and empowered to increase the issued share capital of the Bank through the issuance of new ordinary shares in the Bank up to the number of shares for the time being unissued with such rights, restrictions, terms and conditions as the Board of Directors, in its absolute discretion, may deem fit. Such authorisation shall be valid for a period of 5 years from the date of the approval of this ordinary resolution.

Dr Helena Said  
Company Secretary

By order of the Board

12 October 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

### 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 11 October 2022, this being the 'Record Date' and these Shareholders are entitled to attend and vote at the Bank's Extraordinary General Meeting ('EGM'). The Register as at close of trading on 11 October 2022 included trades undertaken up to and including 7 October 2022.

### ADMISSION TO THE EXTRAORDINARY GENERAL MEETING

- A Shareholder may participate and vote at the EGM by personally attending or by submitting a Form of Proxy or resolution as detailed below.
- Admission to the EGM 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 EGM 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 EGM (i.e. no later than 5.30pm of 8 November 2022). A scanned copy of the enclosed Form of Proxy, duly signed and completed, may be sent to reach the Company Secretary on [egm2022@lombardmalta.com](mailto:egm2022@lombardmalta.com) also no later than 48 hours before the time for holding the EGM, in which case the original should be presented prior to admission to the EGM.
- 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 EGM subject to the lodgment with the Office of the Company Secretary before the EGM of a copy of the resolution certified as a true copy.
- A Shareholder who is a minor may be represented at the EGM 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 EGM.
- Admission to the EGM 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 EGM are included as an integral part of this Notice to Shareholders.

- Documents submitted to the EGM shall be available at the registered office of the Bank at 67, Republic Street, Valletta VLT 1117, Malta and on [www.lombardmalta.com](http://www.lombardmalta.com).

### VOTING

- A resolution put to the vote of the EGM 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 EGM, Shareholders have the right to ask questions which are pertinent and related to items on the agenda of the EGM.
- Questions in relation to the resolutions mentioned on this Notice to Shareholders may be directed to the Company Secretary by hand/post to be delivered to the Office of the Company Secretary (67, Republic Street, Valletta VLT 1117, Malta) or by sending an email to [egm2022@lombardmalta.com](mailto:egm2022@lombardmalta.com). Shareholders are required to include their name and MSE account number in any correspondence.
- 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 EGM, 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 EGM 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.

**FORM OF PROXY**  
**EXTRAORDINARY GENERAL MEETING - 10 NOVEMBER 2022**  
**LOMBARD BANK MALTA P.L.C.**

<<FullRegisteredNames>>  
<<AddressLine1>>  
<<AddressLine2>>  
<<AddressLine3>> <<PostCode>>  
<<Address Line 4>>

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, Malta*

I/We \_\_\_\_\_

I.D. Card No. \_\_\_\_\_ residing at \_\_\_\_\_

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 Extraordinary General Meeting of the Company to be held on 10 November 2022 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 mark 'X' 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.)

	<b>EXTRAORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>
1.	Redenomination of Nominal Value of Share Capital (Share Split)		
2.	Increase in Authorised Share Capital		
3.	Amendments to Memorandum and Articles of Association		
	<b>ORDINARY RESOLUTION</b>		
4.	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 [egm2022@lombardmalta.com](mailto:egm2022@lombardmalta.com), in which case the original should be presented prior to admission to the Extraordinary 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 Extraordinary General Meeting (i.e. by 5.30pm of 8 November 2022).

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

- Prior to the Extraordinary 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.