



# LOMBARD

## NOTICE TO SHAREHOLDERS

### ANNUAL GENERAL MEETING 28 APRIL 2016

MSE No:	
No of Shares Held:	

Notice is hereby given that the Annual General Meeting of Lombard Bank Malta p.l.c. will be held at The Chamber of Commerce, Republic Street, Valletta, Malta, on Thursday 28 April 2016 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 2015.
2. To declare a final gross dividend of 4 cent (net dividend of 2.6 cent) per share, representing a final gross payment of €1,750,863, to be distributed either in cash or by the issue of new shares at the option of each individual shareholder.
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.

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

By order of the Board

**4 April 2016**

**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

### 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 29 March 2016, 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 29 March 2016 included trades undertaken up to and including 23 March 2016.

### 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 and signed and deposited at the Office of the Company Secretary (67, Republic Street, Valletta) not less than 48 hours before the time for holding the AGM (i.e. no later than 5.30pm of 26 April 2016). A scanned copy of the enclosed Form of Proxy, duly signed and completed, may be sent to reach the Company Secretary on [agm2016proxies@lombardmalta.com](mailto:agm2016proxies@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 thirty 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. LOM204, 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 13 March 2016.

- 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) Shareholder Scrip Dividend Letter & Scrip Dividend Election Notice (if applicable);
- (iii) Circular to Shareholders; and
- (iv) Annual Report and Accounts for the year ended 31 December 2015.