



LOMBARD

**RESOLUTIONS BEING PRESENTED FOR THE CONSIDERATION OF THE
2015 ANNUAL GENERAL MEETING OF LOMBARD BANK MALTA p.l.c.
TO BE HELD ON WEDNESDAY 22 APRIL, 2015**

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 2014.
2. To declare a final gross dividend of 4 cent (net dividend of 2.6 cent) per nominal €0.25 share, representing a final gross payment of €1,667,487.
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.

ORDINARY RESOLUTION – SPECIAL BUSINESS

- 6.(a) To capitalise €521,090 from the Bank's Retained Earnings Account for the purpose of issuing 2,084,359 fully paid ordinary shares of a nominal value of €0.25 per share representing 1 bonus share for every 20 shares held as approved by the Directors to be allotted to the eligible members appearing on the Register of Members as at close of trading on the Malta Stock Exchange on Wednesday 27 May 2015, thereby increasing the issued share capital from the current 41,687,174 shares to 43,771,533 shares of €0.25 each fully paid up resulting in a paid up capital of €10,942,883.
- (b) Since the allocation ratio of bonus shares to registered shares held by the eligible member is 1 bonus share for every 20 shares held, the Bank shall, where the number of shares held by the eligible member is not exactly divisible by 20, 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.