

# Annual General Meeting 2012

## Laqgħa Ġenerali Annwali 2012

Notice and Circular to Shareholders  
Avviż u Ċirkulari lill-Azzjonisti

## Notice to Shareholders

*in terms of Article 38 of the Articles of Association*

Notice is hereby given of the Thirty Ninth (39<sup>th</sup>) Annual General Meeting of the Bank of Valletta p.l.c. (the Company) to be held at the Grand Master Suite, Conference Centre, Hilton Malta, St. Julians, on Wednesday 19 December 2012 at 4.30 p.m., for the purpose of considering and, if thought fit, approving the resolutions set out below:

### Ordinary Resolutions

#### Resolution 1:

That the Profit and Loss Account and Balance Sheet for the year ended 30 September 2012, and the Directors' and Auditors' Reports thereon, be hereby received and approved.

#### Resolution 2:

That a gross final dividend of €0.13 per share, which represents a gross payment of €35,100,000 as recommended by the Directors, be hereby approved for payment on the 20 December 2012.

#### Resolution 3:

That the re-appointment of Deloitte Audit Limited jointly with Deloitte LLP (United Kingdom), as auditors, be hereby approved, and that the Board of Directors be hereby authorised to fix their remuneration.

### Ordinary Resolutions – Special Business

#### Resolution 4:

That, with effect from Wednesday 19 December 2012, the "Prescribed Period" as defined in Article 3.3.1 (a) of the Articles of Association is renewed for another five years to expire on the 18 December 2017, and that the "Prescribed Amount" as defined in Article 3.3.1 (b) for this renewed "Prescribed Period" shall be €100,000,000.

#### Resolution 5:

That, for the purposes of Article 67.1 of the Articles of Association, the maximum aggregate emoluments that may be paid to the Directors of the Company in any financial year shall be €290,000.

## Avviż lill-Azzjonisti

*skont l-Artiklu 38 tal-Artikli ta' Assoċjazzjoni*

L-Azzjonisti qegħdin jiġu nnotifikati li d-Disgħa u Tletin (39) Laqgħa Ġenerali Annwali tal-Bank of Valletta p.l.c. (il-Kumpanija) ser issir fil-Grand Master Suite, Conference Centre, Hilton Malta, San Ġiljan, nhar l-Erbgħa 19 ta' Diċembru 2012 fl-4.30 p.m., bil-għan illi jiġu kkunsidrati u, jekk jinħass li jkun xieraq, jiġu approvati r-riżoluzzjonijiet segwenti:

### Riżoluzzjonijiet Ordinarji

#### Riżoluzzjoni 1:

Illi l-Kont tal-Qliġ u Telf u l-Karta tal-Bilanċ għas-sena li għalqet fit-30 ta' Settembru 2012, kif ukoll ir-Rapporti tad-Diretturi u l-Awdituri għall-istess sena, ikunu hawn riċevuti u approvati.

#### Riżoluzzjoni 2:

Illi l-ħlas finali tad-*dividend* gross ta' €0.13 għal kull sehem, liema *dividend* jirrappreżenta ħlas gross ta' €35,100,000 kif irrakkomandat mid-Diretturi, jiġi hawn approvat sabiex jithallas fl-20 ta' Diċembru 2012.

#### Riżoluzzjoni 3:

Illi l-hatra ta' Deloitte Audit Limited flimkien ma' Deloitte LLP (United Kingdom), bħala awdituri, tiġi hawn approvata, u l-Bord tad-Diretturi jiġi hawn awtorizzat sabiex jistabbilixxi r-rimunerazzjoni tagħhom.

### Riżoluzzjonijiet Ordinarji – Negożju Speċjali

#### Riżoluzzjoni 4:

Illi, b'effett mill-Erbgħa 19 ta' Diċembru 2012, il-"Perjodu Preskritt", kif definit fl-Artiklu 3.3.1 (a) tal-Artikli ta' Assoċjazzjoni, jiġi mġedded għal ħames snin oħra li jjskadu fit-18 ta' Diċembru 2017, u li l-"Ammont Preskritt", kif definit fl-Artiklu 3.3.1 (b), għal dan il-"Perjodu Preskritt" imġedded, ikun ta' €100,000,000.

#### Riżoluzzjoni 5:

Illi, skont l-Artiklu 67.1 tal-Artikli ta' Assoċjazzjoni, il-massimu totali tar-rimunerazzjoni li jista' jithallas lid-Diretturi tal-Kumpanija f'sena finanzjarja ma jaqbiżx is-somma ta' €290,000.

**Extraordinary Resolution – Special Business****Resolution 6:**

Changes to authorised and issued Share Capital

- (i) That, with effect from Thursday, 17 January 2013, the text of the current clause 4 of the Memorandum of Association is deleted and substituted by the following text:

*“4. The authorised share capital of the Company is €500,000,000 divided into 500,000,000 shares of €1.00 each.*

*The issued and fully paid up capital is €300,000,000 divided into 300,000,000 ordinary shares of a nominal value of €1.00 each.”*

- (ii) (a) That, on Thursday, 17 January 2013, the amount of €30,000,000 from the Company's reserves is capitalised for the purpose of a bonus issue of 30,000,000 fully paid ordinary shares of a nominal value of €1.00 per share, representing 1 bonus share for every 9 shares held, to be allotted to the members appearing on the Register of Members of the Malta Stock Exchange as at the close of business on the 17 January 2013 (Eligible Members), thereby increasing the issued share capital from the current 270,000,000 shares to 300,000,000 shares of €1.00 each fully paid up, resulting in a paid up capital of €300,000,000.
- (b) Since the allocation ratio of bonus shares to registered shares held by the Eligible Member is 1 bonus share for every 9 shares held, in the allocation process the Company shall, where the number of shares held by the Eligible Member is not exactly divisible by 9, 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.

**Riżoluzzjoni Straordinarja – Negozju Speċjali****Riżoluzzjoni 6:**

Tibdil fil-Kapital Azzjonarju awtorizzat u maħruġ

- (i) Illi, b'effett mill-Hamis, 17 ta' Jannar 2013, klawsola 4 tal-Memorandum ta' Assoċjazzjoni tiġi mħassra u tinbidel sabiex tinqara hekk:

- (ii) (a) Illi, minn nhar il-Hamis, 17 ta' Jannar 2013, l-ammont ta' €30,000,000 mir-riservi tal-Kumpanija jkun ikkapitalizzat bl-iskop li jinħarġu bħala ishma bonus 30,000,000 sehem ordinarju kollha mħallsa, ta' valur nominali ta' €1.00 kull sehem, li jirrapreżenta sehem bonus 1 għal kull 9 ishma miżmuma minn dawk il-membri reġistrati fir-Reġistru tal-Membri fil-Borża ta' Malta, wara li tkun għalqet is-sessjoni ta' negozju tal-ishma fil-Borża ta' Malta fis-17 ta' Jannar 2013 (il-Membri Eligibbli), biex b'hekk il-kapital azzjonarju maħruġ jiżdied minn 270,000,000 sehem preżenti għal 300,000,000 sehem ta' €1.00 kull sehem, kollha mħallsa, li jirriżultaw f'kapital mħallas ta' €300,000,000.

- (b) Illi, peress li r-ratio ta' allokkazzjoni ta' dawn l-ishma bonus għall-ishma li jkollu Membru Eligibbli hu ta' sehem bonus 1 għal kull 9 ishma miżmuma, waqt il-proċess tal-allokkazzjoni, fejn in-numru ta' ishma li għandu l-Membru Eligibbli ma jistax ikun diviż eżatt b'9, il-Kumpanija ser iżżid l-allokkazzjoni għall-eqreb sehem meta r-riżultat matematiku tal-formola tal-allokkazzjoni jagħti frazzjoni ta' 0.5 ta' sehem jew aktar, u ser tnaqqas għall-eqreb sehem fil-każ meta r-riżultat matematiku tal-formola tal-allokkazzjoni jagħti frazzjoni li hija anqas minn 0.5 ta' sehem.

## Election of Directors

The term of office of the Directors appointed pursuant to Article 60 of the Company's Articles of Association expires at the forthcoming Annual General Meeting. The Company received nine (9) valid nominations for the appointment of Directors. Accordingly in terms of the said Article 60, an election will take place and the six (6) candidates obtaining the highest number of votes will be appointed directors. The proposed nominees are Joseph Borg, Joseph Brincat, Ann Fenech, George Portanier, Publio Danny Rosso, Robert Martin Suban, Paul Testaferrata Moroni Viani, George Wells and Franco Xuereb. A brief biography of each nominee can be found in the "*Nominees for the BOV Directors' Election*" sheet included together with the Annual General Meeting documentation.

By order of the Board.



Dr Catherine Formosa  
Company Secretary

28 November 2012

## Elezzjoni tad-Diretturi

It-terminu tad-Diretturi maħtura skont l-Artiklu 60 tal-Artikli ta' Assoċjazzjoni tal-Kumpanija jiskadi fil-Laqqgħa Ġenerali Annwali li jmiss. Il-Kumpanija rċeviet disa' (9) nominazzjonijiet validi għall-ħatra tad-Diretturi. Għaldaqstant, skont l-Artiklu 60, ser issir elezzjoni u s-sitt (6) kandidati bl-akbar numru ta' voti jinħatru diretturi. Il-kandidati huma Joseph Borg, Joseph Brincat, Ann Fenech, George Portanier, Publio Danny Rosso, Robert Martin Suban, Paul Testaferrata Moroni Viani, George Wells u Franco Xuereb. Bijografija qasira fuq kull kandidat tinsab fid-dokument intitolat "*Nominees for the BOV Directors' Election*" li jiffirma parti mid-dokumentazzjoni tal-Laqqgħa Ġenerali Annwali.

B'ordni tal-Bord.



Dr Catherine Formosa  
Segretarju tal-Kumpanija

28 ta' Novembru 2012

## EXPLANATORY NOTES

### A. Record Date

This notice has been mailed to the Bank's Shareholders on the Register at the Central Securities Depository of the Malta Stock Exchange on the 19 November 2012 (the Record Date). Only such Shareholders shall be entitled to attend and vote at the Annual General Meeting (AGM). Any change to an entry on the Register after the Record Date shall be disregarded in determining the right of any person to attend and vote at the AGM.

### B. Participation and voting by Shareholders

A Shareholder may participate and vote at the AGM either by personally attending the Meeting or by appointing a person to attend and vote at the AGM in his stead (a proxy).

Appointment of proxy:

- i. a proxy can be appointed using the enclosed Proxy Form which is to be mailed or delivered to the Office of the Company Secretary as indicated below; or
- ii. Shareholders may opt to send their proxy electronically. In this case, Shareholders are requested to send an email to [agm2012@bov.com](mailto:agm2012@bov.com) quoting the Activation Code (printed at the bottom left hand side of the Admission Form) and the MSE number. The Bank will then send the electronic proxy form to the Shareholder for completion. The Bank will not accept to send an electronic proxy unless the said Activation Code and the MSE number are quoted by the Shareholder. The Shareholder is to complete and send the electronic proxy on the same email address as received. Upon receipt of the completed proxy, the Bank will send an electronic acknowledgement to the Shareholder.

Where the Shareholder is a body corporate, including a company, a partnership, an association of persons, a foundation or other entity, a form of proxy must be duly executed (whether in favour of the Chairman of the Meeting or another representative of the Shareholder) in accordance with the Memorandum and Articles of Association or similar constitutional documents of the entity. The Office of the Company Secretary reserves the right to request evidence of the aforesaid.

In order to be valid, the completed form of proxy must reach the Office of the Company Secretary at 58, Triq San Żakkarija, il-Belt Valletta VLT 1130, whether by hand, by mail or electronically, not less than 48 hours before the appointed date and time of the AGM. Shareholders opting to send the proxy by mail are advised to use the business reply service envelope enclosed.

## NOTI TA' SPJEGAZZJONI

### A. Record Date

Dan l-avviż intbagħat lill-Azzjonisti kollha tal-Bank li kienu fuq ir-Registru tal-Borża ta' Malta fid-19 ta' Novembru 2012 (ir-*Record Date*). Huma dawn l-Azzjonisti biss li għandhom id-dritt li jattendu u jivvutaw fil-Laqqgħa Ġenerali Annwali (LĠA). Kull tibdil fir-Registru tal-Borża ta' Malta wara r-*Record Date* mhux ser jiġi kkunsidrat biex jiġi determinat id-dritt ta' kull persuna li tattendi u tivvota matul il-LĠA.

### B. Parteċipazzjoni u votazzjoni mill-Azzjonisti

L-Azzjonist jista' jipparteċipa u jivvota fil-LĠA billi jattendi personalment il-Laqqgħa, jew billi jahtar persuna li tattendi u tivvota waqt il-LĠA minflok (prokuratur/proxy).

Hatra ta' prokuratur:

- i. il-prokuratur jista' jinħatar billi tintuża l-Formola ta' Prokura hawn inkluża li trid tintbagħat bil-posta jew tinġiebi fl-Uffiċċju tas-Segretarju tal-Kumpanija kif indikat aktar 'l isfel; jew
- ii. L-Azzjonisti jistgħu jagħzlu li jibagħtu l-prokura elettronikament. F'dan il-każ, l-Azzjonisti huma mitluba li jibagħtu *email* fuq [agm2012@bov.com](mailto:agm2012@bov.com) waqt li jikkwotaw l-*Activation Code* (li huwa stampat isfel fuq in-naħa tax-xellug tal-*Admission Form*) u n-numru tal-kont rispettiv tagħhom tal-Borża ta' Malta (MSE). Il-Bank imbagħad jibgħat il-prokura elettronika lill-Azzjonist biex timtela minnu. Il-Bank mhux ser jaċċetta li jibgħat il-prokura elettronika sabiex timtela jekk l-*Activation Code* u n-numru tal-MSE ma jiġux ikkwotati mill-Azzjonist. L-Azzjonist irid jimla u jibgħat il-prokura elettronika fuq l-istess indirizz tal-*email* li jkun irċieva fuqu. Hekk kif il-Bank jirċievi l-prokura mimlija u kompluta, il-Bank jibgħat riċevuta elettronika lill-Azzjonist.

Meta Azzjonist ikun korp ġuridiku, li jinkludi kumpanija, *partnership*, assoċjazzjoni ta' persuni, fondazzjoni jew entità oħra, il-formola ta' prokura trid tiġi eżegwita (kemm jekk favur iċ-*Chairman* tal-Laqqgħa jew rappreżentant ieħor tal-Azzjonist) skont il-Memorandum u l-Artikli ta' Assoċjazzjoni jew dokumenti kostituttivi simili tal-entità. L-Uffiċċju tas-Segretarju tal-Kumpanija jirriserva d-dritt li jitlob evidenza ta' dan.

Sabiex tkun valida, il-formola ta' prokura kompluta trid tasal l-Uffiċċju tas-Segretarju tal-Kumpanija, f'58, Triq San Żakkarija, il-Belt Valletta VLT 1130, kemm jekk titwassal bl-idejn, bil-posta, jew b'mod elettroniku, sa mhux aktar tard minn 48 siegħa qabel il-jum u l-*hin* appuntat għal-LĠA. Dawk l-Azzjonisti li jixtiequ jibagħtu l-prokura bil-posta huma mħegġa li jagħmlu dan billi jużaw l-*envelope* inkluż għal dan l-iskop.

### C. Completing the Proxy Form

The Shareholder wishing to participate at the AGM by proxy is to complete in full all details required on the Proxy Form, and in particular, where the proxy is being filled in by hand, details should be completed clearly and in a legible manner.

It is important to note the following:

- i. The Shareholder is to 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, address and I.D. Card number of the proxy must be inserted in the appropriate space;
- ii. The Shareholder is to indicate whether the Shareholder wishes the appointed proxy to vote as the proxy wishes or whether the Shareholder wishes to instruct the appointed proxy how to vote, by marking the appropriate box indicated in the Proxy Form. In the event that no indication is made, it shall be deemed that the Shareholder authorises the appointed proxy to vote as the proxy wishes;
- iii. When voting for a resolution (other than the election of Directors), if the Shareholder wishes that the appointed proxy votes in a particular manner, the Shareholder should indicate his/her voting preference against each resolution in the appropriate box either by inserting the number of votes (shares held) or by the use of a cross (✕) or mark (✓) (instead of inserting a number of votes) under either 'For' or 'Against' or 'Abstain'. The cross or mark will be interpreted that the Shareholder has assigned all the votes accordingly. If a cross or a mark is placed under each of 'For' or 'Against' or 'Abstain' for the same resolution, the Shareholder's vote on that particular resolution will be invalid;

If the Shareholder inserts the number of votes, these may be split up in any proportion whatsoever, under 'For', 'Against' or 'Abstain' for any resolution. A Shareholder may therefore utilise all or part of the votes for each resolution. However, in no circumstances, may the Shareholder use more votes than he/she is entitled to. If this occurs, then the vote on that particular resolution will be invalid;

- iv. In case of completion of the Proxy Form in relation to the election of directors, please refer to Section F below; and

### C. Kompletazzjoni tal-Formola ta' Prokura

Azzjonist li jixtieq jipparteċipa fil-LĠA bi prokura għandu jimla d-dettalji kollha mitluba fil-Formola ta' Prokura, u b'mod partikulari, fejn il-prokura qed timtela bil-kitba (bl-idejn), id-dettalji għandhom ikunu kompluti, b'mod ċar u legibbli.

Huwa importanti li tinnota dan li ġej:

- i. L-Azzjonist għandu jindika jekk jixtieqx jahtar bħala prokuratur tiegħu liċ-*Chairman* tal-Laqqgħa jew lil persuna oħra. F'każ illi l-Azzjonist jixtieq jahtar persuna oħra li mhux iċ-*Chairman* tal-Laqqgħa bħala prokuratur tiegħu, għandu jindika fl-ispazju provdut l-isem komplut, l-indirizz u n-numru tal-Karta tal-Identità tal-prokuratur;
- ii. L-Azzjonist għandu jindika jekk jixtieqx li l-prokuratur maħtur jivvota kif il-prokuratur jixtieq, jew jekk l-Azzjonist jixtieqx li l-prokuratur tiegħu jivvota skont l-istruzzjonijiet tal-Azzjonist, billi jimmarka l-kaxxa t-tajba fuq il-Formola ta' Prokura. F'każ illi ma jkun hemm ebda indikazzjoni, ser jitqies li l-Azzjonist awtorizza lill-prokuratur maħtur biex jivvota kif jixtieq il-prokuratur innifsu;
- iii. Fir-rigward tar-riżoluzzjonijiet (ħlief fil-każ tal-elezzjoni tad-Diretturi), jekk l-Azzjonist jixtieq li l-prokuratur maħtur jivvota b'mod partikulari, l-Azzjonist għandu jindika l-preferenza tal-votazzjoni tiegħu/tagħha ħdejn kull riżoluzzjoni fil-kaxxa t-tajba, billi jew inizzel in-numru ta' voti (ishma miżmuma) jew billi jagħmel salib (✕) jew marka (✓) (minflok ma jnizzel in-numru ta' voti) fil-kaxxa immarkata '*For*' (Favur), '*Against*' (Kontra) jew '*Abstain*' (Astensjoni). Is-salib jew il-marka ser ifissru li l-Azzjonist alloka l-voti kollha tiegħu b'dak il-mod. F'każ li s-salib jew il-marka jiġu mnizzlin kemm taħt '*For*', '*Against*' jew '*Abstain*' għall-istess riżoluzzjoni, il-vot tal-Azzjonist fuq dik ir-riżoluzzjoni partikulari jitqies bħala invalidu;

Jekk l-Azzjonist inizzel in-numru ta' voti, dawn jistgħu jinqasmu fi kwalunkwe proporzjon, jkun li jkun, taħt '*For*', '*Against*' jew '*Abstain*' għal kwalunkwe riżoluzzjoni. Għaldaqstant, l-Azzjonist jista' għal kull riżoluzzjoni, jagħmel użu mill-voti kollha jew minn parti minnhom. Madanakollu, l-Azzjonist ma jstax juża, għall-ebda raġuni, aktar voti milli huwa intitolat għalihom. Jekk jiġri dan, allura l-vot fuq dik ir-riżoluzzjoni partikulari jitqies bħala wieħed invalidu;

- iv. Fil-każ tal-mill tal-Formola ta' Prokura fir-rigward tal-elezzjoni tad-Diretturi, jekk jogħġbok irreferi għas-Sezzjoni F li tinsab aktar 'l isfel; u

- i. Any resolution remaining unmarked on the Proxy Form will be automatically included in the voting document which is given to the appointed proxy to vote during the AGM.

#### **D. Admission to the AGM**

In order to be admitted to the AGM, the Shareholder must present his/her I.D. Card and the Admission Form enclosed with this Notice. Upon admission, Shareholders and proxy holders will be issued with a voting document.

In the case of shares held jointly by several persons, except in the case of shares held jointly by husband and wife, the first named joint holder on the Register held at the Central Securities Depository of the Malta Stock Exchange, shall be eligible to attend and vote at the AGM.

A representative of a joint shareholding, who is not the first named on the Register, will only be eligible to attend and vote at the AGM, if a Form of Proxy has been duly executed in his/her favour by all other joint holders.

In the case of shares held jointly by husband and wife, both the husband and the wife, or either of them, may attend the AGM, provided that:

- i. irrespective of whether both the husband and the wife, or either of them, attend the AGM, only one voting document will be issued and only one of them shall be entitled to vote; and
- ii. if they wish to appoint a proxy, the Form of Proxy must be signed and executed by both husband and wife.

When a Shareholder is a body corporate, including a company, a partnership, an association of persons, a foundation or other entity, a representative thereof will only be eligible to attend and vote at the AGM if the Form of Proxy duly executed in his/her favour has been received by the Office of the Company Secretary as provided in Section B above.

A Shareholder who is a minor may be represented at the AGM by a parent or legal guardian who will be required to present his I.D. Card and the Admission Form. Minors (under the age of 18 years) will not be allowed to attend the AGM.

Admission to the AGM will commence one hour before the appointed time.

After the AGM has proceeded to business, voting documents will continue to be issued until such time as the AGM proceeds to vote on the agenda, whether by show of hands or by ballot. Thereafter, no further voting documents will be issued and admittance to the AGM will be discontinued.

- i. Kwalunkwe riżoluzzjoni li tibqa' mhux immarkata fuq il-Formola ta' Prokura ser tiġi inkluża awtomatikament fid-dokument tal-vot li ser jinghata lill-prokuratur mahtur biex jivvota matul il-LĠA.

#### **D. Ammissjoni fil-LĠA**

Sabiex ikun ammess fil-LĠA, l-Azzjonist għandu jippreżenta l-Karta tal-Identità tiegħu/tagħha u l-*Admission Form* mehmuża ma' dan l-Avviż. Mal-ammissjoni, l-Azzjonisti u l-prokuraturi ser jinghatalhom id-dokument tal-vot.

Fil-każ ta' ishma miżmuma minn numru ta' persuni flimkien, flimkien, flimkien ta' ishma miżmuma flimkien bejn żewġ persuni miżżewġin, il-persuna li hija msemmija l-ewwel fuq ir-Registru tal-Borża ta' Malta biss tithalla tattendi u tivvota waqt il-LĠA.

Ir-rappreżentant ta' Azzjonisti li għandhom ishma f'ismijiet kongunti, u li mhuwiex l-ewwel wiehed imniżżel fuq ir-Registru, ikun biss eliġibbli li jattendi u jivvota fil-LĠA jekk il-Formola ta' Prokura tkun giet eżegwita b'mod approprijat favur tiegħu/tagħha mill-Azzjonisti kongunti kollha.

Fil-każ ta' ishma miżmuma b'mod kongunt mill-miżżewġin, kemm il-mara u r-raġel flimkien, jew wiehed minnhom biss, jista' jattendi l-LĠA, sakemm:

- i. irrispettivament jekk il-miżżewġin jattendux il-LĠA flimkien, jew jekk jattendix wiehed jew waħda minnhom biss, ser jinħarġillhom dokument tal-vot wiehed biss u wiehed biss minnhom ikun intitolat li jivvota; u
- ii. jekk jixtiequ jaħtru prokuratur, il-Formola ta' Prokura għandha tiġi ffirmata u eżegwita kemm mir-raġel kif ukoll mill-mara.

Meta Azzjonist ikun korp ġuridiku, li jinkludi kumpanija, *partnership*, assoċjazzjoni ta' persuni, fondazzjoni jew entità oħra, ir-rappreżentant rispettiv biss ikun eliġibbli li jattendi u jivvota fil-LĠA, sakemm il-Formola ta' Prokura tkun eżegwita b'mod tajjeb favur tiegħu/tagħha u jekk tkun wasslet fl-Uffiċċju tas-Segretarju tal-Kumpanija kif indikat aktar 'l fuq, taht Sezzjoni B.

Azzjonist li huwa minuri jista' jiġi rappreżentat fil-LĠA minn wiehed mill-ġenituri jew mill-gwardjan legali u dan għandu jippreżenta l-Karta tal-Identità tiegħu flimkien mal-*Admission Form*. Minuri (taht l-età ta' tmintax-il sena) mhux ser jithallew jattendu l-LĠA.

L-Ammissjoni għal-LĠA ser tibda siegħa qabel il-hin appuntat.

Wara li l-LĠA tkun bdiet, id-dokumenti tal-vot jkomplu jinħarġu sakemm il-LĠA tipproċedi sabiex jittiehed vot fuq l-aġenda, kemm jekk b'wiri tal-idejn u kemm jekk bl-użu tad-dokument tal-vot. Wara dan il-hin, ma jinħareġ ebda dokument ta' vot ieħor u d-dhul għal-LĠA jitwaqqaf.

## E. Draft Resolutions and Documents

The draft resolutions to be considered and voted upon at the AGM are included as an integral part of this Notice.

As stated in the Bank's Company Announcement No 228, 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 the 3 November 2012, that is at least forty six (46) days before the date set for the AGM (19 December 2012).

The Annual Report and the Financial Statements, the Circular to Shareholders and the Proxy Form are being sent directly to the Shareholders together with this Notice. The full text of the aforementioned documentation is also available at the Office of the Company Secretary, 58, Triq San Żakkarija, il-Belt Valletta VLT 1130 and on the Bank's website [www.bov.com](http://www.bov.com) under the Investor Relations section. Pursuant to Listing Rule 12.11.2, this section of the website will also indicate the total number of shares and voting rights at the date of the Notice.

## F. Voting

Voting for the ordinary and extraordinary resolutions will take place by show of hands unless a poll is demanded by any person who may, according to the Bank's Articles of Association or to any applicable law, demand a poll. If a poll is undertaken, a Shareholder (or the proxy) may vote in favour or against a resolution or may choose to abstain from voting in relation to a resolution. On pain of nullity, no Shareholder can exceed the number of votes (shares) to which the Shareholder is entitled to, as shown on the Form of Proxy.

On a show of hands a Shareholder present in person or by proxy has one vote independently of the number of shares held or represented. On a poll:

- i. a Shareholder present in person has one vote for every share held; and
- ii. a proxy has one vote for each share for which the proxy holds a valid Proxy Form.

In the case of voting by a show of hands, a proxy who has been mandated by several Shareholders and instructed to vote by some Shareholders in favour of a resolution and by others against the same resolution, has one vote for and one vote against the resolution.

## E. Abbozz ta' Riżoluzzjonijiet u Dokumenti

L-abbozz tar-riżoluzzjonijiet li ser jiġu kkunsidrati u jittiehed vot dwarhom matul il-LĠA huma inkluzi bħala parti integrali ta' dan l-Avviż.

Kif ġie ddikjarat fil-*Company Announcement* Nru 228 tal-Bank, Azzjonist jew Azzjonisti li għandhom minn ta' lanqas 5% tal-kapital azzjonarju maħruġ tal-Bank b'jedd għall-vot kien/kienu intitolat/i li jitleb/jitolbu lill-Bank li jinkludi suġġetti fuq l-aġenda tal-LĠA u li jipprezentaw abbozz ta' riżoluzzjonijiet għal suġġetti li jiġu inkluzi fl-aġenda tal-LĠA. Dawn it-talbiet kellhom jiġu sottomessi lill-Bank sat-3 ta' Novembru 2012, li tiġi s-sitta u erbgħin (46) ġurnata qabel id-data indikata tal-LĠA (id-19 ta' Diċembru 2012).

Ir-Rapport Annwali u d-Dikjarazzjonijiet Finanzjarji, iċ-Ċirkulari lill-Azzjonisti u l-Formola ta' Prokura qegħdin jintbagħtu direttament lill-Azzjonisti flimkien ma' dan l-Avviż. Din id-dokumentazzjoni hija kollha disponibbli fl-Uffiċċju tas-Segretarju tal-Kumpanija, f'58, Triq San Żakkarija, il-Belt Valletta VLT 1130 u fuq il-websajt tal-Bank [www.bov.com](http://www.bov.com) taħt is-sezzjoni tal-*Investor Relations*. Kif mitlub mil-*Listing Rule* 12.11.2, din is-sezzjoni tal-websajt ser tindika ukoll in-numru totali ta' ishma u drittijiet tal-vot fid-data ta' dan l-Avviż.

## F. Votazzjoni

Il-votazzjoni għal riżoluzzjonijiet ordinarji u straordinarji ser issir b'wiri tal-idejn sakemm ma tintalabx votazzjoni minn kwalunkwe persuna li skont l-Artikli ta' Assoċjazzjoni tal-Bank jew kwalunkwe liġi applikabbli oħra, tista' titlob votazzjoni. Jekk jittiehed vot, l-Azzjonist (jew il-prokurator) jista' jivvota favur jew kontra r-riżoluzzjoni jew jista' jagħzel li jastjeni milli jivvota għal dik ir-riżoluzzjoni. Biex il-vot jitqies bħala validu, l-Azzjonist ma jistax jeċċedi n-numru ta' voti (ishma) li hu intitolat għalihom hekk kif muri fuq il-Formola ta' Prokura.

F'votazzjoni li ssir permezz ta' wiri tal-idejn, l-Azzjonist preżenti, jew il-prokurator tiegħu, għandu vot wieħed biss indipendentament minn kemm għandu numru ta' ishma miżmuma jew rappreżentati. Waqt votazzjoni:

- i. Azzjonist preżenti għandu vot wieħed għal kull sehem miżmum; u
- ii. il-prokurator għandu vot wieħed għal kull sehem li fir-rigward tiegħu l-prokurator għandu Formola ta' Prokura valida.

Fil-każ ta' votazzjoni permezz ta' wiri tal-idejn, prokurator li ġie maħtur minn diversi Azzjonisti u li ngħata struzzjonijiet minn xi Azzjonisti sabiex jivvota favur waqt li oħrajn tawh struzzjonijiet biex jivvota kontra l-istess riżoluzzjoni, għandu vot wieħed favur u vot ieħor kontra r-riżoluzzjoni.



### Election of directors

A poll shall be taken for the election of Directors in terms of Article 60 of the Articles of Association. Following a call for nomination of directors, the Company received nine (9) nominations. Pursuant to the said Article, an election will therefore take place and the six (6) candidates obtaining the highest number of votes will be appointed directors.

A Shareholder who puts a cross (✕) or a mark (✓) against one candidate will be considered as having given all the votes to that particular candidate. If a cross or a mark is inserted against the name of more than one candidate, that vote will be treated as invalid.

When a Shareholder wishes to vote for more than one candidate the Shareholder must allot a number of votes from his/her entitlement, to each preferred candidate. When voting either for all the candidates, for any of the candidates (in both the foregoing cases the Shareholder must share his/her votes) or for just one candidate, a Shareholder may vote by allotting to the preferred candidate/s not more than the number of votes that the Shareholder is entitled to.

On pain of nullity, no Shareholder can exceed the number of votes (shares) to which the Shareholder is entitled to, as shown on the Form of Proxy.

### **G. Right to ask questions**

Shareholders (whether personally or by proxy) are entitled to ask questions which are pertinent and related to any resolution placed before the AGM – and to have such questions answered by the Chairman of the Meeting or by the Directors or by such person/s as the Directors may delegate for that purpose. The Chairman has invited the Shareholders, if they so desire, to submit in writing any such questions to the Company Secretary, either by mail at 58, Triq San Żakkarija, il-Belt Valletta VLT 1130 or by email to [agm2012@bov.com](mailto:agm2012@bov.com) by not later than Wednesday, 12 December 2012.

Whilst the Chairman of the Meeting will endeavour to reply to all questions that may be raised at the AGM in relation to the resolutions placed before the AGM, it is to be noted that one overall answer may be provided to questions having the same content and no answer is required to be given by the Bank where:

- i. 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. it is not in the interests of good order of the AGM that the question be answered; or

### Elezzjoni tad-Diretturi

Fir-rigward tal-elezzjoni tad-Diretturi jittiehed vot skont l-Artiklu 60 tal-Artikli ta' Assoċjazzjoni. Wara s-sejha għan-nominazzjonijiet għal diretturi, il-Kumpanija rċeviet disa' (9) nominazzjonijiet. Għalhekk skont l-Artiklu msemmi, ser issir elezzjoni u s-sitt (6) kandidati li jiksbu l-ogħla numru ta' voti se jiġu mahtura diretturi.

Azzjonist li jimmarka salib (✕) jew marka (✓) għal kandidat wiehed biss, jiġi interpretat daqs li kieku ta l-voti kollha tiegħu lil dak il-kandidat partikulari. Jekk is-salib jew il-marka jitpoġġew hdejn iktar minn kandidat wiehed, dak il-vot ikun meqjus bħala invalidu.

Meta l-Azzjonist jixtieq jivvota għal aktar minn kandidat wiehed, l-Azzjonist għandu jaqsam in-numru ta' voti li hu intitolat għalihom bejn il-kandidati preferuti. Jekk l-Azzjonist qed jivvota jew għall-kandidati kollha, jew għal xi uħud mill-kandidati (f' dawn iż-żewġ każijiet l-Azzjonist għandu jaqsam il-voti) jew għal kandidat wiehed biss, l-Azzjonist jista' jivvota billi jagħti lill-kandidat preferut jew lill-kandidati preferuti mhux iktar min-numru ta' voti li hu intitolat għalihom.

Biex il-vot jitqies bħala validu, l-Azzjonist ma jistax jeċċedi n-numru ta' voti (ishma) li hu intitolat għalihom hekk kif muri fuq il-Formola ta' Prokura.

### **G. Dritt għall-Mistoqsijiet**

L-Azzjonisti (kemm jekk b'mod personali jew bi prokura) huma intitolati jagħmlu mistoqsijiet li huma pertinenti u relatati ma' kull riżoluzzjoni mressqa quddiem il-LĠA – u li jkollhom dawn il-mistoqsijiet imwieġba miċ-*Chairman* tal-Laqqgħa jew mid-Diretturi jew minn persuni li d-Diretturi jistgħu jiddelegaw għal dak il-ghan. Iċ-*Chairman* qiegħed jistieden l-Azzjonisti sabiex, jekk jixtiequ, jissottomettu bil-miktub xi mistoqsijiet relatati mar-riżoluzzjonijiet, lis-Segretarju tal-Kumpanija, bil-posta f'58, Triq San Żakkarija, il-Belt Valletta VLT 1130 jew bil-posta elettronika fl-indirizz [agm2012@bov.com](mailto:agm2012@bov.com) sa mhux aktar tard mill-Erbgħa, 12 ta' Dicembru 2012.

Filwaqt li iċ-*Chairman* tal-Laqqgħa ser ifittex li jwieġeb għall-mistoqsijiet kollha li jitressqu waqt il-LĠA b'konnessjoni mar-riżoluzzjonijiet imressqa quddiem il-LĠA, wiehed għandu jinnota li twegiba ġenerali waħda tista' tingħata mill-Bank fejn:

- i. twegiba tista' ittellef il-preparazzjoni tal-LĠA, tinvolvi informazzjoni kunfidenzjali jew tista' tikkawża preġudizzju lill-interessi kummerċjali tal-Bank;
- ii. mhux fl-interess tal-andament b'mod ordnat tal-LĠA li tingħata twegiba; jew

- i. the Bank is unable to provide an immediate reply, in which case, however, the reply will be subsequently posted on the website of the Bank.

In case of any difficulties or queries, the Shareholders are kindly asked to contact the Office of the Company Secretary on 2275 3556 or on email address [agm2012@bov.com](mailto:agm2012@bov.com).

In case of any conflicts between the Maltese and English versions of these Explanatory Notes, the English version is deemed as being the official version.

- i. il-Bank mhux f'pożizzjoni li jagħti risposta immedjata, f'liema każ, iżda, ir-risposta ser tkun sussegwentement imqiegħda fuq il-websajt tal-Bank.

F'każ ta' diffikultajiet jew mistoqsijiet, l-Azzjonisti huma ġentilment mitluba li jikkuntattjaw l-Uffiċċju tas-Segretarju tal-Kumpanija fuq 2275 3556 jew fuq l-indirizz [agm2012@bov.com](mailto:agm2012@bov.com).

F'każ ta' xi kunflitt bejn il-verżjoni bil-Malti u dik bl-Ingliż ta' dawn in-Noti ta' Spjegazzjoni, il-verżjoni bl-Ingliż titqies bħala dik uffiċjali.

## Circular to Shareholders

### *Ordinary and Extraordinary Resolutions being put to the 39<sup>th</sup> BOV Annual General Meeting*

The 39<sup>th</sup> Annual General Meeting (AGM) of Bank of Valletta p.l.c. (the Bank/the Company) has been convened for Wednesday, 19 December 2012 at 4.30 p.m. at the Grand Master Suite, Conference Centre, Hilton Malta, St. Julian's. Two Ordinary Resolutions (Special Business) and one Extraordinary Resolution (Special Business) will be put before the Shareholders at this AGM.

This Circular is being issued pursuant to Chapter 6 of the Listing Rules.

#### **Notice to Shareholders**

This Circular is important and requires your immediate attention. If you remain in doubt as to what voting action to take, you are advised to consult an appropriate independent advisor.

You are kindly requested to ensure that if you sell or transfer any or all of the securities held, this Circular is passed on to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

#### **Proposed Ordinary Resolutions (Special Business)**

##### **(A) Resolution 4:**

#### **Renewal of authority to issue shares**

Article 3.2 provides that the Company may, pursuant to and in accordance with the Companies Act (Cap.386 of the Laws of Malta), by ordinary resolution, generally and unconditionally authorise the Directors, during the prescribed period to exercise all the powers of the Company to issue and allot Equity Securities under such terms and conditions including (but not limited to) with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, up to the prescribed amount; provided that such an authorisation shall be valid for a period of five years renewable for further periods of five years each.

The current authority to the Board was granted during the 34<sup>th</sup> AGM held on the 19 December 2007 for a period of five years.

Since the current authority expires on the 17 December 2012, this resolution proposes to renew this authority for a further five year period, with effect from Wednesday, 19

## Ċirkulari lill-Azzjonisti

### *Riżoluzzjonijiet Ordinarji u Straordinarji li ser jiġu mressqa matul id-39 Laqgħa Ġenerali Annwali tal-BOV*

Id-39 Laqgħa Ġenerali Annwali (LĠA) tal-Bank of Valletta p.l.c. (il-Bank/il-Kumpanija) issejthet għal nhar l-Erbgħa 19 ta' Diċembru 2012 fl-4.30 p.m. fil-Grand Master Suite, Conference Centre, Hilton Malta, San Ġiljan. Żewġ Riżoluzzjonijiet Ordinarji (Negozju Speċjali) u Riżoluzzjoni Straordinarja (Negozju Speċjali) waħda, ser jiġu mressqa lill-Azzjonisti matul din il-LĠA.

Din iċ-Ċirkulari qed tinhareg skont il-Kapitlu 6 tal-Listing Rules.

#### **Avviż lill-Azzjonisti**

Din iċ-Ċirkulari hija importanti u għandha bżonn l-attenzjoni immedjata tiegħek. Jekk jibqagħlek dubju dwar kif għandek tivvota, inti mhegġeġ tiehu parir mingħand konsulent indipendenti xieraq.

Inti ġentilment mitlub li jekk tbiegħ jew titrasferixxi xi uħud mill-ishma jew l-ishma kollha li għandek, tgħaddi din iċ-Ċirkulari lill-persuna li permezz tagħha sar il-bejgħ jew it-trasferiment tal-ishma, biex tingħata lil min xtara jew akkwista l-ishma.

#### **Riżoluzzjonijiet Ordinarji Proposti (Negozju Speċjali)**

##### **(A) Riżoluzzjoni 4:**

#### **Tiġdid tal-awtorizzazzjoni ta' ħruġ ta' ishma**

L-Artiklu 3.2 jipprovdli illi skont u b'mod konformi mal-Att dwar il-Kumpaniji (Kap.386 tal-Liġijiet ta' Malta), il-Kumpanija tista', b'riżoluzzjoni ordinarja, b'mod ġenerali u mingħajr kundizzjonijiet, tawtorizza lid-Diretturi, sabiex matul il-perjodu preskritt jeżerċitaw is-setgħat kollha tal-Kumpanija sabiex joħorġu u jallokaw ishma (*Equity Securities*) taħt termini u kundizzjonijiet inkluż (imma mhux limitament) bi drittijiet preferuti, differiti jew drittijiet speċjali oħra jew restrizzjonijiet, kemm jekk fir-rigward ta' *dividend*, drittijiet ta' vot, ritorn fuq il-kapital jew xort'oħra, sal-ammont preskritt; b'dan però li din l-awtorizzazzjoni tkun valida biss għall-perjodu ta' ħames snin imġedda għal perjodi oħra ta' ħames snin kull wieħed.

L-awtorità attwali kienet ġiet mogħtija lill-Bord għall-perjodu ta' ħames snin waqt l-34 Laqgħa Ġenerali Annwali li saret fid-19 ta' Diċembru 2007.

Peress li l-awtorità attwali tiskadi fis-17 ta' Diċembru 2012, din ir-riżoluzzjoni qed tipproponi li ġggedded din l-awtorità għall-perjodu ieħor ta' ħames snin, b'effett

December 2012 to expire on the 18 December 2017. It is also being proposed that the Prescribed Amount (i.e. the maximum amount of shares which can be issued by the Directors during this five year period) is increased from €50,000,000 to €100,000,000. This increase is also to be seen in the light of the increase in the authorised share capital of the Company being proposed during this AGM.

The purpose of this authority is to grant flexibility to the Board of Directors to act in accordance with this authority without the need to convene a general meeting of the Company. However, the Board of Directors has no current plans to issue and allot the unissued share capital of the Company.

Resolution 4 will propose:

That with effect from Wednesday 19 December 2012, the “Prescribed Period” as defined in Article 3.3.1 (a) of the Articles of Association is renewed for another five years to expire on the 18 December 2017, and that the “Prescribed Amount” as defined in Article 3.3.1 (b) for this renewed “Prescribed Period” shall be €100,000,000.

## **(B) Resolution 5:**

### **Directors’ Emoluments**

Resolution 5 seeks the approval of the Shareholders to increase the maximum aggregate emoluments that may be paid to Directors in any financial year.

Directors are eligible for payment for their services as Directors and for membership and chairing of any committees of the Board. Article 67.1 provides that the aggregate emoluments of all Directors shall from time to time be determined by the Company in general meeting, and that any notice convening the general meeting during which an increase in the maximum limit of such aggregate emoluments shall be proposed, shall contain reference to such fact.

The last increase in the maximum aggregate emoluments was during the 34<sup>th</sup> Annual General Meeting of the Company held five years ago on the 19 December 2007 when the maximum of €225,000 was set. Furthermore, the individual remuneration of the Chairman and the Directors, including in their various roles as chairmen or members of the Board Committees was last revised in 2005 and 2006.

The nature of the Company’s activities and business has grown significantly with the Company’s balance sheet reaching €7 billion as at end September 2012 and this naturally translates itself in a corresponding increase in the nature of the Board’s responsibilities. In addition,

mill-Erbgħa 19 ta’ Diċembru 2012 u li tiskadi fit-18 ta’ Diċembru 2017. Qiegħed jiġi ukoll propost illi l-Ammont Preskritt (jiġifieri l-ammont massimu ta’ ishma li jistgħu jinħarġu mid-Diretturi matul dan il-perjodu ta’ ħames snin) jiżdied minn €50,000,000 għal €100,000,000. Din iż-żieda għandha tiġi meqjusa ukoll fid-dawl taż-żieda fil-kapital azzjonarju awtorizzat tal-Kumpanija li qiegħdha tiġi proposta matul din il-LĠA.

L-iskop ta’ din l-awtorità hu li tagħti flessibilità lill-Bord tad-Diretturi jaġixxu skond din l-awtorizzazzjoni mingħajr il-htieġa li jsejhu laqgħa ġenerali tal-Kumpanija. Madanakollu, il-Bord tad-Diretturi bħalissa m’għandux intenzjoni li joħroġ jew jalloka l-kapital azzjonarju mhux maħruġ tal-Kumpanija.

Riżoluzzjoni 4 ser tipproponi:

Illu, b’effett mill-Erbgħa 19 ta’ Diċembru 2012, il-“Perjodu Preskritt”, kif definit f’Artiklu 3.3.1 (a) tal-Artikli ta’ Assoċjazzjoni, jiġi mġedded għal ħames snin oħra li jiskadi fit-18 ta’ Diċembru 2017, u li l-“Ammont Preskritt”, kif definit fl-Artiklu 3.3.1 (b), għal dan il-“Perjodu Preskritt” imġedded ikun ta’ €100,000,000.

## **(B) Riżoluzzjoni 5:**

### **Rimunerazzjoni tad-Diretturi**

Riżoluzzjoni 5 titlob l-approvazzjoni tal-Azzjonisti sabiex jiżdied il-massimu tar-rimunerazzjoni totali li jista’ jiġi mħallas lid-Diretturi f’sena finanzjarja.

Id-Diretturi huma eliġibbli għall-ħlas tas-servizzi li joffru bħala Diretturi u bħala membri jew *chairmen* fi kwalunkwe kumitati tal-Bord. L-Artiklu 67.1 jipprovdi li l-massimu tar-rimunerazzjoni totali tad-Diretturi kollha għandu jkun stabbilit minn żmien għal żmien mill-Kumpanija waqt laqgħa ġenerali, u li kull avviż li jsejjaħ il-laqgħa ġenerali li matulha tkun proposta żieda fil-massimu tar-rimunerazzjoni totali għandu jaġmel referenza għal dan il-fatt.

L-aħħar żieda fil-massimu tar-rimunerazzjoni totali kienet ħames snin ilu fid-19 ta’ Diċembru 2007, matul l-34 Laqgħa Ġenerali Annwali tal-Kumpanija fejn kien ġie stabbilit il-limitu massimu ta’ €225,000. Minn naħa ‘l oħra, ir-rimunerazzjoni individwali tač-*Chairman* u tad-Diretturi, inkluż fir-rwoli ta’ *chairmen* jew membri fuq il-Kumitati tal-Bord, ġiet riveduta l-aħħar fl-2005 u fl-2006.

L-attivitajiet u n-negozju tal-Kumpanija kibru b’mod sinifikanti, bil-karta tal-bilanċ tal-Kumpanija tilhaq is-€7 biljun sal-aħħar ta’ Settembru 2012, u naturalment dan ġie rifless f’żieda fin-natura tar-responsabbiltajiet tal-Bord. Barra minn hekk, wara l-bidliet estensivi li

following the far reaching changes which have taken place in regulation in the aftermath of the economic crisis coupled with emphasis and developments in the EU with regards to the contribution of corporate governance to the proper management of companies, the onus on the Board members has likewise increased considerably. Board members are therefore required to deal with business and regulations which have become significantly more complex. Indeed, the level of commitment and effort required on the part of Board members is also reflected in the increased number of Board meetings and committees which are held during a financial year.

This resolution therefore proposes to increase the maximum limit of the aggregate emoluments that may be paid to the Directors by way of remuneration for their services as Directors in terms of Article 67.1 of the Articles of Association from €225,000 to €290,000. This increase should also provide an element of accommodation for future emoluments increases in line with industry standards and allows for any additional appointments of members on the Committees as may be considered necessary.

The increase in the aggregate emoluments as being proposed has been broadly based on the changes in the official Retail Price Index between 2004 and 2012.

The Board of Directors believes that this revision is commensurate with the increasing complexity of the Company's activities and workload, the growth of the Company since the aggregate emoluments were last revised and the intended direction of the Company. The Board also believes that effective leadership and governance are essential to the Company's continued future growth and success. The fees paid to Directors need to be competitive and must enable the Company to retain performing Directors and also attract persons of good calibre.

Resolution 5 will propose:

That, for the purposes of Article 67.1 of the Articles of Association, the maximum aggregate emoluments that may be paid to the Directors of the Company in any financial year shall be €290,000.

### **Proposed Extraordinary Resolution (Special Business)**

#### **Resolution 6:**

#### **Changes to Authorised and Issued Share Capital**

The effects of the changes to the share capital of the Company are to further strengthen the paid up capital position in the Company's balance sheet as well as to increase the authorised share capital of the Company.

seħnew fir-regolamenti wara l-križi ekonomika, flimkien mal-enfasi u l-iżviluppi fl-UE fir-rigward tal-kontribuzzjoni tal-governanza korporattiva għat-tmexxija tajba tal-kumpaniji, l-onus fuq il-membri tal-Bord żdied b'mod konsiderevoli. Għaldaqstant, il-membri tal-Bord huma meħtieġa jirrelataw ma' negożju u regolamenti li saru b'mod sinifikanti aktar kumplessi. Fil-fatt, il-livell ta' impenn meħtieġ min-naħa tal-membri tal-Bord huwa rifeżż ukoll f'numru ikbar ta' laqgħat tal-Bord u tal-kumitati li jsiru matul is-sena finanzjarja.

Għalhekk, din ir-riżoluzzjoni tipproponi li l-limitu massimu tar-rimunerazzjoni totali li jista' jiġi mħallas lid-Diretturi għas-servizzi tagħhom skont l-Artiklu 67.1 tal-Artiklu ta' Assoċjazzjoni, jiżdied minn €225,000 għal €290,000. Din iż-żieda għandha tipprovdi ukoll biex ikunu jistgħu jkun akkomodati xi żidiet futuri fir-rimunerazzjoni, b'konformità mal-istandards tal-industrija u għandha tippermetti ukoll għal xi ħatriet addizzjonali ta' membri fuq il-Kumitati kif jista' jkun ikkunsidrat neċessarju.

Iż-żieda fir-rimunerazzjoni totali hekk kif qed tiġi proposta ġiet ibbażata b'mod ġenerali fuq it-tibdil li sar fir-*Retail Price Index* uffiċjali bejn l-2004 u l-2012.

Il-Bord tad-Diretturi jemmen li din ir-reviżjoni tikkorrispondi mal-kumplessità dejjem tiżdied tal-attivitajiet tal-Kumpanija, mal-ammont ta' xogħol, mat-kabbir tal-Kumpanija sa minn meta r-rimunerazzjoni totali ġiet l-aħħar riveduta u mad-direzzjoni intiza tal-Kumpanija. Il-Bord jemmen ukoll li tmexxija u governanza effettivi huma essenzjali għas-suċċess u t-tkabbir kontinwu tal-Kumpanija fil-futur. Ir-rimunerazzjoni mħallsa lid-Diretturi jeħtieġ li tkun kompetittiva u għandha tkun tali li tippermetti lill-Kumpanija iżomm Diretturi li jwettqu dmirhom u ukoll li tattira persuni ta' kalibru.

Riżoluzzjoni 5 ser tipproponi:

Illi, skont l-Artiklu 67.1 tal-Artiklu ta' Assoċjazzjoni, il-massimu totali tar-rimunerazzjoni li jista' jithallas lid-Diretturi tal-Kumpanija f'sena finanzjarja ma jaqbiż is-somma ta' €290,000.

### **Riżoluzzjoni Straordinarja Proposta (Negożju Speċjali)**

#### **Riżoluzzjoni 6:**

#### **Tibdil fil-Kapital Azzjonarju Awtorizzat u Maħruġ**

It-tibdil fil-kapital azzjonarju tal-Kumpanija se jgħaddi aktar il-pożizzjoni tal-kapital permanenti mħallas fil-karta tal-bilanċ tal-Kumpanija u ser ukoll iżid il-kapital azzjonarju awtorizzat.

The Board of Directors is proposing a bonus issue on the 17 January 2013 of 1 share for every 9 shares held. This will result in the issue of an additional 30,000,000 shares (after fractions) and the capitalisation of retained earnings in the amount of €30,000,000 on the 17 January 2013.

Following the bonus share issue, the issued share capital of the Company will, on the 17 January 2013, increase from 270,000,000 to 300,000,000 shares of €1.00 each (fully paid), and therefore the paid up capital will increase from €270,000,000 to €300,000,000.

The last date on which transfers will be accepted for registration to participate in the bonus share issue is Monday, 14 January 2013. The Share Register as at close of business on Thursday, 17 January 2013 will include trades undertaken up to and including Monday, 14 January 2013. The bonus issue will rank *pari passu* with the existing listed share capital of the Company. An application will be made for the listing of the bonus issue on the Malta Stock Exchange. The shares issued in terms of the bonus issue are expected to be admitted to Listing on the 17 January 2013 and dealings therein are expected to commence on the 18 January 2013.

The Board of Directors is also proposing to increase the authorised share capital of the Company from €350,000,000 to €500,000,000 on the 17 January 2013.

Resolution 6 will propose:

That, with effect from Thursday, 17 January 2013, the text of the current clause 4 of the Memorandum of Association is deleted and substituted by the following text:

*“4. The authorised share capital of the Company is €500,000,000 divided into 500,000,000 shares of €1.00 each.*

*The issued and fully paid up capital is €300,000,000 divided into 300,000,000 ordinary shares of a nominal value of €1.00 each.”*

a. That, on Thursday, 17 January 2013, the amount of €30,000,000 from the Company's reserves is capitalised for the purpose of a bonus issue of 30,000,000 fully paid ordinary shares of a nominal value of €1.00 per share, representing 1 bonus share for every 9 shares held, to be allotted to the members appearing on the Register of Members on the Malta Stock Exchange as at the close of business on the 17 January 2013 (Eligible Members), thereby increasing the issued share capital from the current 270,000,000 shares to 300,000,000 shares of €1.00 each fully paid up, resulting in a paid up capital of €300,000,000.

Il-Bord tad-Diretturi qiegħed jipproponi ħruġ ta' ishma bonus fis-17 ta' Jannar 2013 fil-proporzjon ta' sehem bonus 1 għal kull 9 ishma diġà miżmuma. Dan ser jirriżulta fi ħruġ ta' 30,000,000 sehem ġdid (wara l-frazzjonijiet) u l-kapitalizzazzjoni ta' *retained earnings* fl-ammont ta' €30,000,000 fis-17 ta' Jannar 2013.

Wara l-ħruġ tal-ishma bonus fis-17 ta' Jannar 2013, il-kapital azzjonarju maħruġ tal-Kumpanija ser jiżdied minn 270,000,000 sehem għal 300,000,000 sehem ta' €1.00 kull sehem (kollha mħallsa), u għaldaqstant il-kapital imħallas ser jiżdied minn €270,000,000 għal €300,000,000.

L-aħħar ġurnata li fiha jiġu aċċettati trasferimenti ta' ishma għar-reġistrazzjoni biex jipparteċipaw fil-ħruġ tal-ishma bonus hija t-Tnejn, 14 ta' Jannar 2013. Ir-Registru tal-Ishma, wara li tkun għalqet is-sessjoni tan-negozju l-Hamis, 17 ta' Jannar 2013 ser jinkludi n-negozju kollu tal-ishma sat-Tnejn, 14 ta' Jannar 2013 (din id-data inkluża). L-ishma bonus sejjer ikollhom l-istess drittijiet *pari passu* daqs il-kapital azzjonarju eżistenti kkwotat tal-Kumpanija. Ser issir applikazzjoni sabiex l-ishma bonus ikunu kkwotati fuq il-Borża ta' Malta. L-ishma bonus huma mistennija li jiġu kkwotati fuq il-Borża ta' Malta fis-17 ta' Jannar 2013 u n-negozju tagħhom huwa mistenni li jibda fit-18 ta' Jannar 2013.

Il-Bord tad-Diretturi qed jipproponi ukoll zieda fil-kapital awtorizzat tal-Kumpanija minn €350,000,000 għal €500,000,000 fis-17 ta' Jannar 2013.

Riżoluzzjoni 6 ser tipproponi:

Illi, b'effett mill-Hamis, 17 ta' Jannar 2013, klawsola 4 tal-Memorandum ta' Assoċjazzjoni tiġi mħassra u tinbidel sabiex tinqara hekk:

a. Illi, minn nhar il-Hamis, 17 ta' Jannar 2013, l-ammont ta' €30,000,000 mir-riservi tal-Kumpanija jkun ikkapitalizzat bl-iskop li jinħarġu bħala ishma bonus 30,000,000 sehem ordinarju kollha mħallsa, ta' valur nominali ta' €1.00 kull sehem, li jirrappreżenta sehem bonus 1 għal kull 9 ishma miżmuma minn dawk il-membri registrati fir-Registru tal-Membri fil-Borża ta' Malta, wara li tkun għalqet is-sessjoni ta' negozju tal-ishma fil-Borża ta' Malta fis-17 ta' Jannar 2013 (il-Membri Eligibbli), biex b'hekk il-kapital azzjonarju maħruġ jiżdied minn 270,000,000 sehem għal 300,000,000 sehem ta' €1.00 kull sehem, kollha mħallsa, li jirriżultaw f'kapital imħallas ta' €300,000,000.

a. Since the allocation ratio of bonus shares to registered shares held by the Eligible Member is 1 bonus share for every 9 shares held, in the allocation process the Company shall, where the number of shares held by the Eligible Member is not exactly divisible by 9, 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.

a. Illi, peress li r-ratio ta' allokkazzjoni ta' dawn l-ishma bonus għall-ishma li jkollu Membru Eligibbli, huwa ta' sehem bonus 1 għal kull 9 ishma miżmuma, waqt il-proċess tal-allokkazzjoni, fejn in-numru ta' ishma li għandu l-Membru Eligibbli ma jistax ikun diviż eżatt b'9, il-Kumpanija ser iżżid l-allokkazzjoni għall-eqreb sehem meta r-riżultat matematiku tal-formola tal-allokkazzjoni jagħti frazzjoni ta' 0.5 ta' sehem jew aktar, u ser tnaqqas għall-eqreb sehem fil-każ meta r-riżultat matematiku tal-formola tal-allokkazzjoni jagħti frazzjoni li hija anqas minn 0.5 ta' sehem.

| <b>Bank of Valletta p.l.c.<br/>Proposed changes<br/>to Share Capital</b> | <b>Position at<br/>30 September 2012</b> | <b>Bonus Issue<br/>of 1 for 9</b> | <b>Position following<br/>Bonus Issue and<br/>Increase in Authorised<br/>Share Capital</b> |
|--------------------------------------------------------------------------|------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|
| <b>Number of<br/>Authorised Shares</b>                                   | 350,000,000                              |                                   | 500,000,000                                                                                |
| <b>Value per Share</b>                                                   | €1.00                                    | €1.00                             | €1.00                                                                                      |
| <b>Value of Authorised<br/>Share Capital</b>                             | €350,000,000                             |                                   | €500,000,000                                                                               |
| <b>Number of Issued and<br/>Paid Up Shares</b>                           | 270,000,000                              | 30,000,000                        | 300,000,000                                                                                |
| <b>Value of Issued and<br/>Paid Up Capital</b>                           | €270,000,000                             | €30,000,000                       | €300,000,000                                                                               |
| <b>Amount of Capitalisation<br/>of Retained Profits</b>                  |                                          | €30,000,000                       |                                                                                            |

### Declaration by Directors

Directors Frederick Mifsud Bonnici, Joseph Borg, Roberto Cassata, Gordon Cordina, George Portanier, Manuel Rizzo, Paul Testaferrata Moroni Viani and George Wells, accept responsibility for the information contained in this Circular. To the best of the knowledge and belief of the Directors who have taken all reasonable care to ensure that such is the case, the information contained in this Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

### List of the incumbent Directors

Frederick Mifsud Bonnici, Joseph Borg, Roberto Cassata, Gordon Cordina, George Portanier, Manuel Rizzo, Norman Rossignaud, Paul Testaferrata Moroni Viani and George Wells.

### Dikjarazzjoni tad-Diretturi

Id-Diretturi Frederick Mifsud Bonnici, Joseph Borg, Roberto Cassata, Gordon Cordina, George Portanier, Manuel Rizzo, Paul Testaferrata Moroni Viani u George Wells jaċċettaw ir-responsabbiltà għall-informazzjoni misjuba f'din iċ-Ċirkulari. Skont l-aħjar għarfien u t-twemmin tad-Diretturi li ħadu kull azzjoni raġonevoli meħtiega sabiex jiżguraw li dan hu l-każ, l-informazzjoni misjuba f'din iċ-Ċirkolari hija skont il-fatti u ma hemm xejn nieqes li jista' jaffetwa s-sinifikat ta' din l-informazzjoni.

### Lista tal-Bord tad-Diretturi Attwali

Frederick Mifsud Bonnici, Joseph Borg, Roberto Cassata, Gordon Cordina, George Portanier, Manuel Rizzo, Norman Rossignaud, Paul Testaferrata Moroni Viani u George Wells.

**Documents available for inspection**

The following documents or certified copies thereof will be available for inspection at the Bank's registered office at 58, Triq San Żakkarija, il-Belt Valletta VLT 1130, for at least fourteen (14) days from the date of publication of this Circular:

- a. the Bank's Memorandum and Articles of Association;
- b. the Bank's last Annual Financial Report; and
- c. the Bank's last half-yearly Financial Report.

**Directors' recommendation**

Whilst declaring their interest in Resolution 5 above, the view of the Board of Directors is that the proposed resolutions are in the best interest of the Bank and of its Shareholders and improve Shareholder value. The Board therefore recommends that the Shareholders vote in favour of these resolutions at the forthcoming Annual General Meeting.

28 November 2012

Approved and issued by Bank of Valletta p.l.c., with registered address at 58, Triq San Żakkarija, il-Belt Valletta VLT 1130, Malta and Head Office at BOV Centre, Triq il-Kanun, Santa Venera SVR 9030, Malta.

**Dokumenti disponibbli għall-ispezzjoni**

Id-dokumenti hawn taħt imsemmija jew kopja ċertifikata tagħhom ser ikunu disponibbli għall-ispezzjoni fl-uffiċċju reġistrat tal-Bank f'58, Triq San Żakkarija, il-Belt Valletta VLT 1130, għal ta' lanqas erbatax-il ġurnata (14) mid-data tal-publikazzjoni ta' din iċ-Ċirkulari:

- a. il-Memorandum u l-Artikli ta' Assoċjazzjoni tal-Bank;
- b. l-aħħar Rapport Finanzjarju Annwali tal-Bank; u
- c. ir-Rapport Finanzjarju ta' Nofs is-Sena tal-Bank.

**Rakkomandazzjoni tad-Diretturi**

Filwaqt li jiddikjaraw l-interess tagħhom f'Riżoluzzjoni 5 hawn fuq, il-Bord tad-Diretturi huwa tal-fehma li r-riżoluzzjonijiet proposti huma fl-aħjar interess tal-Kumpanija u tal-Azzjonisti tiegħu, u li jtejbu l-valur għall-Azzjonist. Għalhekk il-Bord jirrakkomanda lill-Azzjonisti sabiex jivvutaw favur dawn ir-riżoluzzjonijiet waqt il-Laqgħa Ġenerali Annwali li jmiss.

28 ta' Novembru 2012

Approvata u maħruġa mill-Bank of Valletta p.l.c., b'uffiċċju reġistrat f'58, Triq San Żakkarija, il-Belt Valletta VLT 1130, Malta u, bil-Head Office, f'BOV Centre, Triq il-Kanun, Santa Venera SVR 9030, Malta.





**Bank of Valletta p.l.c.**

www.bov.com E-mail: customercare@bov.com

Registered Office: 58, Triq San Zakkarija, Il-Belt Valletta VLT 1130 - Malta Registration Number: C 2833

Bank of Valletta p.l.c. is authorised to act as a trustee by the Malta Financial Services Authority.

Bank of Valletta p.l.c. is a public limited company licensed to conduct Investment Services business by the Malta Financial Services Authority.

Bank of Valletta p.l.c. is an enrolled tied insurance intermediary of MSV Life p.l.c. MSV Life is authorised by the Malta Financial Services Authority to carry on long term business of insurance under the Insurance Business Act 1998.

2131 2020 | bov.com

Issued by Bank of Valletta p.l.c.  
58, Triq San Zakkarija  
Il-Belt Valletta VLT 1130 - Malta