

Annual General Meeting

convened remotely pursuant to L.N. 288 of 2020

Thursday 2 June 2022 at 10.00 am

Shareholders may follow proceedings of the Annual General Meeting online.

The AGM shall be live streamed on:
<https://www.bov.com/content/bov-agm-2022-live-stream>

MSE Ref:

ID No:

Shares:

Activation Code:

BOV
Bank of Valletta

Form of Proxy

SHAREHOLDER'S PARTICULARS

Name:
MSE Ref:
Shares:

ID No:

BOV

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

48th Annual General Meeting

Thursday, 2 June 2022

As Shareholder/s of Bank of Valletta p.l.c., I/we hereby appoint the Chairman of the Meeting as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting and at any adjournment thereof.

My/Our proxy is authorised to vote: as he/she wishes. as indicated on this Form of Proxy.

VOTING PREFERENCES

ORDINARY RESOLUTIONS

	For	Against	Abstain
1. ANNUAL REPORT AND ACCOUNTS			
2. AUDITORS (Appointment and Remuneration)			
3. DIVIDEND (Ratification and approval of dividend paid on 28 January 2022)			

ORDINARY RESOLUTIONS - SPECIAL BUSINESS

	For	Against	Abstain
4. RENEWAL OF AUTHORITY TO ISSUE SHARES			
5. REVISED REMUNERATION POLICY FOR DIRECTORS			
6. DIRECTORS' REMUNERATION REPORT (Advisory Vote)			

EXTRAORDINARY RESOLUTION - SPECIAL BUSINESS

	For	Against	Abstain
7. CHANGES TO THE MEMORANDUM & ARTICLES OF ASSOCIATION			

APPOINTMENT OF DIRECTORS

Pursuant to Article 25.4 of the Company's Articles of Association, a vacancy has arisen for two (2) Non-Executive Directors. The Bank received four (4) valid nominations for the appointment of Non-Executive Directors, one (1) of which was subsequently withdrawn. Three (3) nominees were deemed by the Bank's Nominations and Remuneration Committee to be fit and proper to act as Non-Executive Directors of the Bank, one of whom subsequently withdrew his nomination. In view that there are as many candidates as there are vacancies, no election shall take place. The nominees, namely James Grech and Deborah Schembri, will be automatically appointed as Non-Executive Directors. The appointment of Deborah Schembri is subject to regulatory approval.

Signature/s

Date

To be valid, this Form of Proxy must reach the Office of the Company Secretary, not less than 48 hours before the appointed date and time of the Meeting, either:

- By mail to the Office of the Company Secretary, House of the Four Winds, Triq l-Imtiehen, Il-Belt Valletta VLT 1350;
- OR
- By electronic means (as explained overleaf).



Participation and Voting by Shareholders

A Shareholder may participate and vote at the AGM by appointing the Chairman of the Meeting to attend in his/her stead (the proxy).

Appointment of proxy:

- i) The proxy can be appointed using this Form of Proxy 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 e-mail to *agm2022@bov.com* quoting the Activation Code (printed at the bottom left hand side of the Form of Proxy) 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, the Form of Proxy must be duly executed (in favour of the Chairman of the Meeting) 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 House of the Four Winds, Triq l-Imtiehen, Il-Belt Valletta VLT 1350, Malta, 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.

Completing the Form of Proxy

The Shareholder is to complete in full all details required on the Form of Proxy, 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 the Chairman of the Meeting as proxy to vote as he wishes or whether the Shareholder wishes to instruct the proxy how to vote, by marking the appropriate box indicated in the Form of Proxy. In the event that no indication is made, it shall be deemed that the Shareholder authorises the Chairman as proxy to vote as the proxy wishes;
- ii) When voting for a resolution, if the Shareholder wishes that the Chairman, as 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;
- iii) 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.

Disclosure by proxy in terms of MFSA Capital Market Rules 12.29 and 12.30

Prior to the 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.

The Chairman of the Meeting as proxy, is declaring to the Shareholder that:

- i) he is not a controlling shareholder of the Bank;
- ii) 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 (as may be applicable);
- iii) 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
- iv) he is a director of the Bank.

