



Bank of Valletta

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BOV/215

COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by Bank of Valletta p.l.c. pursuant to the Malta Financial Services Authority Listing Rules:

Quote

Bank of Valletta p.l.c. (the Company) announces that the Thirty Eighth Annual General Meeting, held on Friday 16 December 2011, approved all the resolutions on the agenda, namely:

ORDINARY RESOLUTIONS

1. That the Profit and Loss Account and Balance Sheet for the year ended 30 September 2011, and the Directors' and Auditors' Reports thereon, be hereby received and approved.
2. That a gross final dividend of €0.08 per share, which represents a gross payment of €19,200,000 as recommended by the Directors, be hereby approved for payment on the 17 December 2011.
3. That the appointment of Deloitte Audit Limited jointly with Deloitte LLP (United Kingdom), as auditors, be hereby approved, and the Board of Directors be hereby authorised to fix their remuneration.
4. That pursuant to Article 60 of the Articles of Association, the Company received six valid nominations. Since there are as many nominations as there are vacancies, no election will take place and the nominees, namely Joseph Borg, George Portanier, Manuel Rizzo, Norman Rossignaud, Paul Testaferrata Moroni Viani and George Wells, will be automatically appointed Directors.

EXTRAORDINARY RESOLUTIONS – SPECIAL BUSINESS

5. Changes to authorised and issued Share Capital
 - (i) That, with effect from Thursday, 12 January 2012, 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 €350,000,000 divided into 350,000,000 shares of €1.00 each.

The issued and fully paid up capital is €270,000,000 divided into 270,000,000 ordinary shares of a nominal value of €1.00 each."
 - (ii) (a) That, on Thursday, 12 January 2012, 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 8 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 12 January 2012 (Eligible Members), thereby increasing the issued share capital from the current 240,000,000 shares to 270,000,000 shares of €1.00 each fully paid up, resulting in a paid up capital of €270,000,000.

- (b) Since the allocation ratio of bonus shares to registered shares held by the Eligible Member is 1 bonus share for every 8 shares held, in the allocation process the Company shall, where the number of shares held by the Eligible Member is not exactly divisible by 8, 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.

6. Renewal of authorisation for Share Buy Back

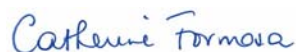
- (i) That, on the expiry of the current share buy back authorisation occurring on the 19 June 2012, which authorisation was given to the Directors on the 16 December 2010 during the 37th Annual General Meeting, the Directors be and are hereby authorised for all intents and purposes of law, including but not limitedly to Article 106(1)(a) of the Companies Act (Cap.386 of the Laws of Malta), the Listing Rules, and subject to the required regulatory approvals in terms of the relevant financial services legislation being forthcoming, to repurchase and acquire from any shareholder/s up to ten per cent (10%) of the issued and paid up share capital of the Company being a maximum number of 24,000,000 shares at a price ranging from a minimum of €1.40 per share and to a maximum of €2.60 per share (duly and proportionately adjusted for any share split or bonus issue undertaken during the relevant 18 month period of this renewed authorisation). This authorisation is hereby granted for a period of 18 months from the date referred to above, namely the 19 June 2012, and will expire on the 19 December 2013.
- (ii) That authority is hereby also granted to the Directors to:
- (a) hold for resale all or any number of the shares so acquired, at a price being not less than the price of acquisition of the shares. The authority to the Directors, to hold and resell the shares acquired pursuant to this Resolution is being granted for a period of 36 months from the date of the acquisition; and
- (b) cancel all or any number of the shares so acquired at any time of their choosing, provided that any shares so held by the Company after the lapse of the said 36 month period referred to in (a) above shall be cancelled by the Company, and the share capital of the Company shall be reduced accordingly.

Following the 38th Annual General Meeting, the BOV Board of Directors is composed of the following:

Mr Roderick E.D. Chalmers (Chairman)
Mr Joseph Borg
Dott Roberto Cassata
Dr Gordon Cordina
Mr George Portanier
Mr Manuel Rizzo
Mr Norman Rossignaud
Mr Paul Testaferrata Moroni Viani
Mr George Wells

All the directors on the BOV Board are non-executive.

Unquote



Dr. Catherine Formosa B.A., LL.D.
Company Secretary

19 December 2011