



Bank of Valletta

Office of the Company Secretary

House of the Four Winds,

Triq I-Imtiehen, Il-Belt Valletta VLT 1350 - Malta

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BOV/432

COMPANY ANNOUNCEMENT

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

Quote

Annual General Meeting – Agenda

The following resolutions are being presented for consideration at the 48th Annual General Meeting of Bank of Valletta p.l.c. (the Company), which is scheduled to be held on Thursday 2 June 2022 at 10.00 hours. The meeting will be held remotely pursuant to L.N. 288 of 2020, and will be streamed live on the following link:

<https://www.bov.com/content/bov-agm-2022-live-stream>

Ordinary Resolutions

Resolution 1 – Annual Report and Accounts

That the Profit and Loss Account and Balance Sheet for the financial year from 1 January 2021 to 31 December 2021, and the Directors' and Auditors' Reports thereon, be hereby received and approved.

Resolution 2 – Auditors (Appointment and Remuneration)

That the re-appointment of KPMG Malta jointly with KPMG LLP (UK), as auditors, be hereby approved, and that the Board of Directors be hereby authorised to fix their remuneration.

Resolution 3 – Dividend

That a gross final dividend of €0.0264 per share, which represents a gross payment of €15,413,620 as approved by the Board of Directors on 9 December 2021 and paid on 28 January 2022 be hereby ratified and approved.

Ordinary Resolutions – Special Business**Resolution 4 – Renewal of Authority to Issue Shares**

That the Board of Directors be and is hereby duly authorised and empowered to issue new shares of the Company up to the prescribed amount, as defined in the Articles of Association, for a period of five (5) years from the date of this resolution.

Resolution 5 – Revised Remuneration Policy for Directors

That the revised Remuneration Policy for Directors as set out in the Circular to Shareholders dated 11 May 2022 be hereby noted and approved.

Resolution 6 – Directors’ Remuneration Report (Advisory Vote)

That the Directors’ Remuneration Report in terms of Chapter 12 of the Capital Markets Rules as set out in the Bank’s Annual Report for the financial year 2021 be hereby noted and approved.

Extraordinary Resolution – Special Business**Resolution 7 – Changes to the Memorandum & Articles of Association**

That the existing Memorandum and Articles of Association of the Company be and are hereby replaced and substituted in their entirety by the new Memorandum and Articles of Association, a copy of which may be obtained from the Company’s website under the ‘Investor Relations’ section <https://www.bov.com/documents/memorandum-and-articles-2022> or from the Office of the Company Secretary at the House of the Four Winds, Triq l-Imtiehen, Il-Belt Valletta VLT 1350.

Appointment of Directors

Two (2) vacancies for Non-Executive Directors will arise during the forthcoming Annual General Meeting. Following a call for nominations, pursuant to Article 25.4 of the Company’s Articles of Association, the Bank received four (4) valid nominations for the appointment of 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. However, one (1) of these nominees subsequently withdrew his nomination. In view that there are as many nominees 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 at the forthcoming Annual General Meeting. The appointment of Deborah Schembri is subject to regulatory approval.

Record Date

Shareholders on the Company's Register at the Central Securities Depository of the Malta Stock Exchange (MSE) as at close of business of 3 May 2022 (the record date), will receive the Notice of the AGM and Circular to Shareholders, as well as the relative Form of Proxy.

Shareholders on the Company's Register at the Central Securities Depository of the MSE as at the record date have the right to participate and vote in the AGM by appointing the Chairman of the meeting as their proxy. Shareholders have the right to ask questions related to the items on the agenda. Any such questions may be submitted in writing, not later than 48 hours before the AGM, to the Company by post at House of the Four Winds, Triq I-Imtiehen, il-Belt Valletta, VLT 1350 or by email to agm2022@bov.com. All questions and replies will be published on the Bank's website within 48 hours from the AGM.

Annual Report and Financial Statements for Financial Year ended 31 December 2021

The Bank of Valletta p.l.c. Official Annual Report and Financial Statements for the year ended 31 December 2021 in ESEF format have been uploaded on the Bank's website www.bov.com and will remain available for viewing on the following link:

<https://www.bov.com/results2021/529900RWC8ZYB066JF16-2021-12-31-en-InlineViewer.xhtml>

A copy of the Notice and Circular to Shareholders and other documents and information about the AGM are also available on the Bank's website:

<https://www.bov.com/content/annual-general-meeting-2022>

The Annual Report and Financial Statements for the year ended 31 December 2021 can also be viewed at the registered office of the Company at 58, Zachary Street, Valletta.

Unquote

Dr. Ruth Spiteri Longhurst B.A., LL.D.
Company Secretary

12 May 2022