

Form of Proxy

BOV

Bank of Valletta

Bank of Valletta p.l.c.

Extraordinary General Meeting 2017

Thursday, 27 July 2017

SPECIAL
Extraordinary General Meeting 2017

Thursday, 27 July 2017
at the Grand Master Suite, Conference Centre,
Hilton Malta, St Julian's

ADMISSION FORM

In order to be admitted to the Meeting, you or your proxy must present your/
his/her I.D. Card or other lawful means of identification TOGETHER WITH THIS
DOCUMENT

The Meeting will commence at 10.00 am.
Admission to the Meeting will start at 9.00 am.

Parking tickets will be provided

BOV
Bank of Valletta

SHAREHOLDER'S PARTICULARS

As Shareholder/Shareholders of the Bank of Valletta p.l.c., I/we hereby appoint:

The Chairman of the Meeting

OR

Name of Proxy Holder _____

I.D. Card Number _____

Address _____

as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting and at any adjournment thereof.

Note : If the Shareholder wishes to appoint a proxy other than the Chairman of the Meeting, the reference to the Chairman of the Meeting is to be struck off and details of the proxy completed.

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

VOTING PREFERENCES

EXTRAORDINARY RESOLUTIONS *For* *Against* *Abstain*

1. CHANGES TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION			
2. INCREASE IN THE AUTHORISED SHARE CAPITAL			

ORDINARY RESOLUTIONS *For* *Against* *Abstain*

3. DIRECTORS' REMUNERATION			
4. AUTHORITY FOR DIRECTORS TO ISSUE SHARES			

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:

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



Participation and Voting by Shareholders

A Shareholder may participate and vote at the EGM either by personally attending the Meeting or by appointing a person to attend and vote at the EGM 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 e-mail to **egm2017@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 House of the Four Winds, Triq I-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 EGM. Shareholders opting to send the proxy by mail are advised to use the business reply service envelope enclosed.

Completing the Proxy Form

The Shareholder wishing to participate at the EGM 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, 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 (X) 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; and

- iv. That 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 EGM.

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. The 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 or similar constitutional documents of the entity. The Office of the Company Secretary reserves the right to request evidence of the aforesaid.

Please refer to the Explanatory Notes in the Notice and Circular to Shareholders for further details.

Disclosure by proxy in terms of MFSA Listing 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.

In particular, a proxy holder is required to disclose to the Shareholder:

- 1) whether the proxy holder is a Director of the Bank or of a controlling shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable);
- 2) whether the proxy holder is an employee or an auditor of the Bank or an employee or an auditor of a controlling shareholder of the Bank or an entity controlled by such Shareholder (as may be applicable); and
- 3) whether the proxy holder has a family relationship with a natural person who is:
 - i) a controlling shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable); or
 - ii) a director of the Bank, or of a controlling shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable); or
 - iii) an employee or an auditor of the Bank or of a controlling shareholder of the Bank or of an entity controlled by such Shareholder (as may be applicable).

Where the Shareholder is appointing the Chairman of the Meeting as proxy, the Chairman of the Meeting 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.

Admission to the EGM

In order to be admitted to the EGM, 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 EGM.

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 EGM, 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 EGM, provided that:

- i. Irrespective of whether both the husband and the wife, or either of them, attend the EGM, 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 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 EGM if the Form of Proxy duly executed in his/her favour has been received by the Office of the Company Secretary as provided under Participation and Voting by Shareholders.

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

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

After the EGM has proceeded to business, voting documents will continue to be issued until such time as the EGM 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 EGM will be discontinued.

