

Annual General Meeting

convened remotely pursuant to L.N. 288 of 2020

Thursday 26 November 2020 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-2020-live-stream>

MSE Ref:

ID No:

Shares:

Activation Code:

BOV
Bank of Valletta

Form of Proxy

SHAREHOLDER'S PARTICULARS

Name:
MSE Ref:
Shares:

I.D. No:

BOV

Bank of Valletta

Bank of Valletta p.l.c.

46th Annual General Meeting

Thursday, 26 November 2020

As Shareholder/Shareholders of the 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. APPROVAL OF AUDITED FINANCIAL STATEMENTS | | | |
| 2. AUDITORS (Appointment and Remuneration) | | | |
| ORDINARY RESOLUTION - SPECIAL BUSINESS | For | Against | Abstain |
| 3. REMUNERATION POLICY FOR DIRECTORS | | | |
| 4. BANK OF VALLETTA VARIABLE REMUNERATION SHARE PLAN | | | |
| EXTRAORDINARY RESOLUTION - SPECIAL BUSINESS | For | Against | Abstain |
| 5. AMENDMENTS TO THE MEMORANDUM & ARTICLES OF ASSOCIATION | | | |

ELECTION OF DIRECTORS

Following a call for nominations pursuant to Article 25.4 of the Company's Articles of Association, the Company received four (4) nominations. Two (2) candidates subsequently withdrew their nomination due to personal reasons. The Nominations and Governance Committee deemed the other two (2) candidates not to be suitable to act as Non-Executive Directors of the Bank. No election will take place and the three (3) vacancies on the Board of Directors will remain vacant.

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 I-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 stead (the proxy).

Appointment of proxy:

- i) The proxy can be appointed using this 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 agm2020@bov.com quoting the Activation Code (printed at the bottom left hand side of the Proxy 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 (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 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 AGM. Shareholders opting to send the proxy by mail are advised to use the business reply service envelope enclosed.

Completing the Proxy Form

The Shareholder 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 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 Proxy Form. 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 (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;
- 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 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.

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.

