

**BANK OF VALLETTA P.L.C.
ANNUAL GENERAL MEETING 2025
VOTING RESULTS**

Shareholders Information

- Shareholders registered as at 29 April 2025 (record date) were entitled to vote on the resolutions.
- The total number of shareholders entitled to vote at the AGM held on 29 May 2025 was 19,768 representing 583,849,270 ordinary shares (the issued share capital) which carry equal voting rights.

Shares represented at the meeting

- 351,886,565

Voting Results

Ordinary Resolutions

Resolution 1 – Annual Report and Accounts

“That the Profit and Loss Account and Balance Sheet for the financial year from 1 January 2024 to 31 December 2024, and the Directors’ and Auditors’ Reports thereon, be hereby received and approved.”

The resolution was approved by show of hands during the meeting.

Resolution 2 – Auditors (Appointment and Remuneration)

“That the appointment of PwC Malta, as auditors, be hereby approved and that the Board of Directors be hereby authorised to fix their remuneration.”

The resolution was approved by show of hands during the meeting.

Resolution 3 – Dividend

“That a total gross dividend for the year of €0.2238 per share (total net dividend per share €0.1455) (representing a gross payment of €130.67 million) consisting of:

- a. The interim cash dividend of €0.0924 gross per share amounting to €53.9 million (net ordinary dividend of €0.06 per share amounting to €35.1 million) already paid to shareholders on 27 November 2024;*
- b. The cash dividend being proposed by the directors of €0.1314 gross per share making for a final net dividend of €0.0854 per share, (representing a gross payment of €76.7 million) for payment on the 12 June 2025.”*

The resolution was approved by show of hands during the meeting.

Ordinary Resolutions - Special Business

Resolution 4 – Changes in Share Capital

- a. “That, subject to regulatory approval, on Thursday 26 June 2025, the amount of €58,384,927 from the Company’s reserves is capitalised for the purpose of a bonus share issue of 58,384,927 fully paid ordinary shares of a nominal value of €1.00 per share, representing 1 bonus share for every 10 shares held, to be allotted to the members appearing on the register of members of the Company as at the close of business on the Thursday 26 June 2025 (Eligible Members), thereby increasing the issued share capital from the current 583,849,270 to 642,234,197 shares of €1.00 each share fully paid up, resulting in a paid up capital of €642,234,197.”*

- b. *Since the allocation ratio of bonus shares to registered shares held by the Eligible Member is 1 bonus share for every 10 shares held, in the allocation process the Company shall, where the number of shares held by the Eligible Member is not exactly divisible by 10, 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."*

The resolution was approved by show of hands during the meeting.

Resolution 5 – Authorisation for Directors to participate in allotment of new equity or debt securities

"That pursuant to the provisions of Article 8.5 of the Company's Articles of Association, the shareholders hereby approve that the directors of the Company be entitled to participate in and be able to acquire financial instruments issued by the Company at any time between this annual general meeting and the annual general meeting to be held in the year 2026, subject to any applicable regulatory restrictions."

The resolution was approved by show of hands during the meeting.

Resolution 6 – Directors' Remuneration

"That for the purposes of Article 32.1 of the Articles of Association the maximum aggregate emoluments that may be paid to the Directors of the Company in any financial year shall be up to a maximum of €850,000."

The resolution was approved by show of hands during the meeting.

Resolution 7 - Directors' Remuneration Report (Advisory Vote)

"That the 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 2024 be hereby noted and approved."

The resolution was approved by show of hands during the meeting.

Extraordinary Resolution – Special Business

Resolution 8 - Share Buy-Back (non-cancellable) Programme

- a. *"That the Directors be and are hereby authorised for all intents and purposes of law, to re-purchase and acquire from any shareholder(s) up to 2,800,000 shares out of the issued and paid up share capital of the Company, at a price ranging from a minimum of €1.70 per share and a maximum of €2.80 per share, or in the event that the purchase occurs after the 26 June 2025, and the nominal value and number of shares in issue would have changed in accordance with Resolution 4 hereof, a maximum number of 3,060,000 shares at a price ranging from a minimum of €1.55 per share and a maximum of €2.55 per share [duly and proportionately adjusted for any share split or bonus issue subsequent to and other than that contemplated in Resolution 4 hereof]. This authorisation is subject to regulatory approval and is hereby granted for a period of 18 months from the date hereof.*
- b. *That authority is hereby also granted to the Directors to hold any shares acquired for re-sale, or to utilise such acquired shares to distribute them to shareholders, in line with the Bank's applicable distribution policies from time to time, such resale or distribution to be made under such terms as the directors believe are in the best interests of the Bank."*

The resolution was approved with 92.27% of votes represented and entitled to vote at the meeting (324,687,459 votes in Favour, 1,369,856 votes Against and 19,062,366 Abstentions) and 55.61% of all the shares entitled to vote at the meeting.

Issued by Bank of Valletta p.l.c.
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Bank of Valletta p.l.c.

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Bank of Valletta p.l.c. is a public limited company licensed to carry out the business of banking and investment services in terms of the Banking Act (Cap. 371 of the Laws of Malta) and the Investment Services Act (Cap. 370 of the Laws of Malta).

Bank of Valletta p.l.c. is an enrolled tied insurance intermediary of MAPFRE MSV Life p.l.c. MAPFRE MSV Life is authorised by the Malta Financial Services Authority to carry on long term business of insurance under the Insurance Business Act 1998.

Bank of Valletta p.l.c. is authorised to act as a trustee by the Malta Financial Services Authority.