

## Nomination for the Election of Directors of Bank of Valletta p.l.c. pursuant to Article 25 of the Articles of Association

This form, together with the documents and declarations annexed to this form, must be lodged with the Company Secretary, Bank of Valletta p.l.c., "House of the Four Winds", Triq I-Imtiehen, Il-Belt Valletta, VLT1350 – Malta, by not later than Thursday 6<sup>th</sup> February 2025.

I

Residing at

hereby submit my candidacy for the election of director to the Board of Bank of Valletta p.l.c. (the "Bank").

I hereby declare that:

- a) Being cognisant of the relevant provisions of the Companies Act (Chapter 386 of the Laws of Malta) and of the Banking Act (Chapter 371 of the Laws of Malta), there is no legal or other impediment which precludes me from occupying the role of director of the Bank;
- b) Pursuant to the Joint ESMA and EBA Guidelines on the Assessment of the Suitability of Members of the Management Body and Key Function Holders, (the "Joint ESMA and EBA Guidelines"), I am in a position to devote sufficient time to perform my role of director of the Bank to the best of my abilities; <sup>1</sup>
- c) I do not have any unsecured credit facilities being made available by Bank of Valletta p.l.c. which in the aggregate exceed the sum of €23,300 and I do not use other banking services of the said Bank under terms and conditions more favourable than the said Bank would have otherwise applied, in contravention of Section 15 of the Banking Act (Chapter 371 of the Laws of Malta);
- d) Pursuant to the Joint ESMA and EBA Guidelines, I am financially sound and the financial and business performance of the entity/ies of which I am, or for the past 3 years was a director, or a significant shareholder is/are sound;
- e) I am aware that the Declaration of Independence (Appendix 1), the Declaration of Conflict of Interests (Appendix 2) and the Statement of Involvements (Appendix 3) are considered to be an integral part of this form and shall be considered by the Bank in its assessment of my candidacy for the purposes of director of the Bank;
- f) All the information contained herein and in the attached Appendices is true and correct and I understand that if any of this information is found to be incorrect this nomination shall be invalid and I will not be considered for the election of directors of the Bank;
- g) I undertake to immediately notify any material change to the above information, or to any other information submitted as part of my nomination for a director of the Bank, to the Company Secretary of the Bank as soon as I become aware of such change. If my nomination to the directorship of the Bank is successful, I also undertake to submit an annual notification to the Company Secretary of any changes which may affect my compliance with the relevant requirements;
- h) I understand that as part of its assessment process of my candidacy, the Bank may require additional information and/or documentation such as for example professional reference/s. I undertake to promptly provide the Bank with such information and/or documentation upon the latter's request.
- i) I do not have any ongoing litigation against the Bank and/or any of its subsidiary companies.

By signing this form, I authorise Bank of Valletta to make enquiries and carry out independent checks and verifications, including credit checks with recognised credit bureaux, as may be considered by the Bank to be relevant and appropriate, to verify the information given herein.

I understand that the Bank shall treat all information and documentation made available to the Bank as part of my candidacy for the election of directors in strict confidence. I further understand that the Bank will use said information and documentation solely for the purposes of the nomination process of directors of the Bank.

<sup>1</sup> The Bank anticipates a time commitment of approximately 22 Board Meetings every year. The duration of each Board Meeting is approximately 5 hours. However, the nature of the role makes it impossible to be specific about the time commitment. This will include attendance at regular and emergency Board Meetings, Strategy Board Meetings and the Annual General Meeting. Directors shall also be required to attend meetings of any Board Committees of which they are members. In addition, directors will be expected to devote appropriate preparation time ahead of each Board and Committee meeting, and to regularly attend relevant training sessions, conferences and seminars.

Nomination for the Election of Directors of Bank of Valletta p.l.c.  
pursuant to Article 25 of the Articles of Association

I understand that personal data submitted as part of the nomination process for the election of BOV directors, shall be processed by the Bank in accordance with Regulation (EU) 2016/679 (General Data Protection Regulation), the Data Protection Act (Chapter 586 of the Laws of Malta) and any other relevant EU and national law. Personal data will only be used for the purpose of the nomination process for the election of BOV directors and to assess candidates' suitability. Information shall be accessed by persons responsible to process such details within the Nominations Committee, including third parties engaged by the Bank for the purpose of assessing candidates' suitability. The Bank may be requested to provide this information to the Competent Authorities as necessary in line with applicable regulation. Records will be retained for a minimum period of five years or more as required, and for a period of one year following the departure from the Board of Directors.

For further information on how we process personal data and your data protection rights please see <https://www.bov.com/content/privacy>

I understand that this nomination is subject to approval by the Competent Authorities pursuant to the provisions of applicable regulations and any other relevant EU and national law. I further understand that as part of the nomination process of directors of the Bank, I shall be requested to complete an MFSA Personal Questionnaire and a BOV Due Diligence Questionnaire.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
ID Card No.

\_\_\_\_\_  
Malta Stock Exchange A/C No.  
*(if also a shareholder)*

\_\_\_\_\_  
No. of BOV Shares held  
*(if also a shareholder)*

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**PROPOSER\***

In my capacity of member of Bank of Valletta p.l.c., I propose the candidacy of \_\_\_\_\_  
\_\_\_\_\_ for the election of directors to the Board of the Bank of Valletta p.l.c.

\_\_\_\_\_  
Signature of Proposer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Proposer's name in full

\_\_\_\_\_  
ID Card No.

\_\_\_\_\_  
Malta Stock Exchange A/C No.

\_\_\_\_\_  
No. of BOV Shares held

**EACH NOMINEE MUST BE SECONDED BY SUCH MEMBER OR MEMBERS  
AS IN AGGREGATE HOLD AT LEAST €50,000 IN NOMINAL VALUE OF SHARES IN  
BANK OF VALLETTA P.L.C. BETWEEN THEM**

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**SECONDER/S\***

In my capacity as member of Bank of Valletta p.l.c., I second the candidacy of

\_\_\_\_\_

for the election of directors to the Board of the Bank of Valletta p.l.c.

1.

\_\_\_\_\_  
Name Signature Date

\_\_\_\_\_  
ID Card No. Malta Stock Exchange A/C No. No. of BOV Shares held

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2.

\_\_\_\_\_  
Name Signature Date

\_\_\_\_\_  
ID Card No. Malta Stock Exchange A/C No. No. of BOV Shares held

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3.

\_\_\_\_\_  
Name Signature Date

\_\_\_\_\_  
ID Card No. Malta Stock Exchange A/C No. No. of BOV Shares held

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4.

\_\_\_\_\_  
Name Signature Date

\_\_\_\_\_  
ID Card No. Malta Stock Exchange A/C No. No. of BOV Shares held

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5.

\_\_\_\_\_  
Name Signature Date

\_\_\_\_\_  
ID Card No. Malta Stock Exchange A/C No. No. of BOV Shares held

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If space is not sufficient, please attach further sheets to this form or to the appendices.

Queries may be directed to telephone numbers 2275 3131 or 2275 5870 or e-mail address [nominations@bov.com](mailto:nominations@bov.com)

\*Proposer and Seconder/s cannot be the same person.

## CHECK LIST

Please tick items below to make sure you have included/completed the following documents:

1. Declaration of Independence
  2. Declaration of Conflicts of Interest
  3. Statement by nominees further to Art. 14(2) of the Banking Act
  4. Professional Curriculum Vitae
  5. Copy of Identity Card/Passport
  6. Police Conduct Certificate
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### FOR OFFICIAL USE ONLY

Date of receipt of form \_\_\_\_\_

\_\_\_\_\_  
Received by

\_\_\_\_\_  
Checked by

OFFICIAL RUBBER STAMP OF  
THE COMPANY SECRETARY

**Declaration of Independence to be completed by Nominees for  
the Directorship of Bank of Valletta p.l.c. pursuant to Capital Markets Rules 5.119**

Kindly answer the following questions **to the best of your knowledge** and provide additional details if necessary:

No.	Question	YES	NO	If Yes, provide details where appropriate
1	Are you employed or have you been employed by the Bank or any of its subsidiaries within the last 3 years?	<input type="checkbox"/>	<input type="checkbox"/>	
2	Have you been a Key Function Holder <sup>1</sup> of the Bank or any of its subsidiaries within the last 3 years?	<input type="checkbox"/>	<input type="checkbox"/>	
3	Do you have any close family ties with any of the Bank's executive directors or Key Function Holders?	<input type="checkbox"/>	<input type="checkbox"/>	
4	Are you, or any immediate family member, accepting any significant additional remuneration from the Bank or any of its subsidiaries other than compensation for board service for the current or immediate past financial year?	<input type="checkbox"/>	<input type="checkbox"/>	
5	Are you, or were you, within the last 3 years an engagement partner or a member of the audit team of the present or former external auditor of the Bank or of any of the Bank's subsidiaries?	<input type="checkbox"/>	<input type="checkbox"/>	
6	Have you served on the Board of the Bank for more than 12 consecutive years?	<input type="checkbox"/>	<input type="checkbox"/>	
7	Do you have, or have had, within the last 3 years any significant business relationship with the Bank, either directly, or as a partner, shareholder, director or senior employee of a body that has had such a relationship with the Bank? A significant business relationship may be a relationship between the Bank and: i) a significant supplier of goods or services (including financial, legal, advisory or consulting services) or ii) a significant customer or iii) an organisation which receives significant contributions from the Bank or the BOV Group.	<input type="checkbox"/>	<input type="checkbox"/>	

<sup>1</sup> Definition from the Joint ESMA and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders: key function holders are those staff members whose positions give them significant influence over the direction of the credit institution, but who are not members of the management body (Board of Directors) and are not the CEO. Key function holders might include heads of significant business lines, EEA branches, third country subsidiaries, support and internal control functions.

I hereby declare that the declarations made herein, including any additional information provided, is to the best of my knowledge, true and correct. I understand that if any of these declarations or information, are found to be incorrect, this nomination shall be invalid and I will not be considered for the election of directors of Bank of Valletta p.l.c.

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Nominee's name in full

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Signature of Nominee

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Date

**Declaration of Conflicts of Interest to be completed by Nominees for  
the Directorship of Bank of Valletta p.l.c. pursuant to  
BIS Corporate Governance Principles for Banks – Guidelines**

Kindly answer the following questions **to the best of your knowledge** and provide additional details if necessary:

No.	Question	YES	NO	If Yes, provide details where appropriate
1	Do you have any conflicts of interest that may impede your ability to perform your duties independently and objectively?	<input type="checkbox"/>	<input type="checkbox"/>	
2	Do you have any conflicts of interest that may subject you to undue influence from other persons such as Management or other shareholders?	<input type="checkbox"/>	<input type="checkbox"/>	
3	Do you have any conflicts of interest that may subject you to undue influence from past or present positions held?	<input type="checkbox"/>	<input type="checkbox"/>	
4	Do you have any conflicts of interest that may subject you to undue influence from personal, professional or other economic relationships with other members of the Board or Management, or with other entities within the BOV Group?	<input type="checkbox"/>	<input type="checkbox"/>	

I hereby declare that the declarations made herein, including any additional information provided, is to the best of my knowledge, true and correct. I understand that if any of these declarations or information, are found to be incorrect, this nomination shall be invalid and I will not be considered for the election of directors of Bank of Valletta p.l.c.

\_\_\_\_\_  
Nominee's name in full

\_\_\_\_\_  
Signature of Nominee

\_\_\_\_\_  
Date

**Statement to be completed by Nominees for  
the Directorship of Bank of Valletta p.l.c. pursuant to  
Article 14(2) of the Banking Act (Chapter 371 of the Laws of Malta)**

Nominees are kindly requested to note the restrictions imposed by Article 14(2) of the Banking Act which transposes Article 121 of the Capital Requirements Directive (CRD IV).

**QUOTE**

Directors shall at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. The overall composition of the board of directors shall reflect an adequately broad range of experiences:

Provided that directors shall, in particular, fulfil the following requirements:

- a) all directors shall commit sufficient time to perform their functions in the credit institution;
- b) the number of directorships which may be held by a director at the same time shall take into account individual circumstances and the nature, scale and complexity of the credit institution's activities. A director of a credit institution that is significant in terms of its size, internal organisation and the nature, the scope and the complexity of its activities shall, from 1 July 2014, not hold more than one of the following combinations of directorships at the same time:
  - i) one directorship having an executive role with two directorships having a non-executive role;
  - ii) four directorships having a non-executive role;
- c) for the purposes of paragraph (b), the following shall count as a single directorship:
  - i) directorships having an executive or non-executive role held within the same group;
  - ii) directorships having an executive or non-executive role held within –
    - aa) credit institutions which are members of the same institutional protection scheme provided that the conditions set out in Article 113(7) of the CRR are fulfilled; or
    - bb) undertakings (including non-financial entities) in which the credit institution holds a qualifying holding.
- d) The following directorships shall not be taken into consideration for the purposes of sub-article (2)(b):
  - a) directors who are directly or indirectly appointed to represent the interests of the Government of Malta;and
  - b) directors appointed in organisations which do not pursue predominantly commercial objectives, including directorships in non-profit-making or charitable organisations.

**UNQUOTE**

Pursuant to this statutory requirement, you are kindly requested to indicate hereunder, if applicable, the entities where you hold the position of director, which of such directorship/s is/are an executive or a non-executive role, or equivalent, the entities where you hold the position of company secretary, and which, if any, of such entities are members of the same group of companies or same institutional protection scheme.

Kindly indicate also:

- i) any directorship/s appointed to represent the interests of the Government of Malta; and/or
- ii) any directorship/s in organisations which do not pursue commercial objectives; and /or
- iii) any shareholding in private companies.



No	Name of Entity	Registration No. (if applicable)	Country of Domicile	Executive or Non-Executive Director (or equivalent) or Company Secretary	i. Within the same Group of Companies or same institutional protection scheme ii. Directorship/s appointed by the Government iii. Directorship/s in Organisations without commercial objectives iv. Shareholding in Private Companies	Annual Time Commitment  hrs
1				Executive <input type="checkbox"/> Non-Executive <input type="checkbox"/> Company Secretary <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes provide details as appropriate _____ _____ _____	hrs _____
2				Executive <input type="checkbox"/> Non-Executive <input type="checkbox"/> Company Secretary <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes provide details as appropriate _____ _____ _____	hrs _____
3				Executive <input type="checkbox"/> Non-Executive <input type="checkbox"/> Company Secretary <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes provide details as appropriate _____ _____ _____	hrs _____
4				Executive <input type="checkbox"/> Non-Executive <input type="checkbox"/> Company Secretary <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes provide details as appropriate _____ _____ _____	hrs _____
Any other professional commitment: (If yes provide details as appropriate)						
<b>Total number of hours</b>						hrs _____

I hereby declare that the information provided herein, including any additional information provided, is to the best of my knowledge, true and correct. I understand that if any of this information, is found to be materially incorrect, this nomination shall be invalid and I will not be considered for the election of directors of Bank of Valletta p.l.c.

Nominee's name in full \_\_\_\_\_

Signature of Nominee \_\_\_\_\_

Date \_\_\_\_\_