

# Annual General Meeting

Friday, 16 December 2016  
 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

MSE Ref:

I.D. No.:

Shares:

Activation Code:

# Form of Proxy

SHAREHOLDER'S PARTICULARS

Bank of Valletta

Bank of Valletta p.l.c.

43<sup>rd</sup> Annual General Meeting

Friday, 16 December 2016

Name:

MSE Ref:

Shares:

I.D. No:

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 Annual 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

### ORDINARY RESOLUTIONS

	<i>For</i>	<i>Against</i>	<i>Abstain</i>
1. APPROVAL OF AUDITED FINANCIAL STATEMENTS			
2. APPROVAL OF DIVIDEND RECOMMENDATION			
3. AUDITORS (Appointment and Remuneration)			

### ORDINARY RESOLUTIONS - SPECIAL BUSINESS

	<i>For</i>	<i>Against</i>	<i>Abstain</i>
4. CHANGES IN SHARE CAPITAL			
5. DIRECTORS' REMUNERATION			

### ELECTION OF DIRECTORS

Following a call for nomination of directors pursuant to Article 60 of the Company's Articles of Association, the Company received twelve nominations, four of which were withdrawn. In terms of the said Article, an election will take place and the six candidates obtaining the highest number of votes will be appointed directors.

**PLEASE USE OVERLEAF IF YOU WISH TO INDICATE YOUR VOTING PREFERENCE FOR THE ELECTION OF DIRECTORS.**

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).



## ELECTION OF DIRECTORS

A Shareholder who puts a cross (✕) or a mark (✓) against one candidate will be considered as having given all the votes to that particular candidate. If a cross or mark is inserted against the name of more than one candidate, that vote will be treated as invalid.

When a Shareholder wishes to vote for more than one candidate the Shareholder MUST allot a number of votes from his/her entitlement, to each preferred candidate. When voting either for all the candidates, for any of the candidates (in both the foregoing cases the Shareholder must share his/her votes) or for just one candidate, a Shareholder may only vote by allotting to the preferred candidate/s not more than the number of votes that the Shareholder is entitled to.

On pain of nullity, no Shareholder can exceed the number of votes (shares) to which the Shareholder is entitled to as shown overleaf. If the Shareholder utilises only part of the votes (shares) from his/her entitlement to vote for all, some or one of the candidates, the remaining votes (shares) will be lost. Where a Shareholder has appointed a proxy and the Shareholder has voted for his/her preferred candidate/s but he/she has not utilised his/her full entitlement of votes (shares), the remaining unutilised votes (shares) are considered as lost.

VOTES (SHARES)

1.	AGIUS STEPHEN	
2.	ATTARD ALAN	
3.	AZZOPARDI PAUL V	
4.	FALZON JOSEPH	
5.	GRECH JAMES	
6.	LUPI ALFRED	
7.	SUBAN ROBERT MARTIN	
8.	ZRINZO JOSEPH M	

Shareholders may opt to send their proxy electronically. In this case, Shareholders are requested to send an e-mail to **agm2016@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 for completion 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.

## 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.

## Completing the Proxy Form

The Shareholder wishing to participate at the AGM 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. The Shareholder is to:

- i) 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) 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; and
- iii) when voting for a resolution (other than the election of directors), 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 or a 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.

In the case of the election of directors, please refer to the opposite page.

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.

