



Date: 30 November 2022

COMPANY ANNOUNCEMENT

The following is a Company Announcement by HSBC Bank Malta p.l.c. in compliance with the Capital Markets Rules issued by the Malta Financial Services Authority.

Quote:

HSBC Bank Malta p.l.c. (the 'Bank') has been notified that on 30 November 2022, HSBC Europe B.V. ('HEBV') transferred its direct shareholding in the Bank to HSBC Continental Europe ('HBCE'). As a result of this transaction, HBCE holds a direct shareholding of 70.0295% in the Bank equivalent to 252,320,580 voting rights. Regulatory approval for this transaction has been obtained.

This transaction triggered the notifications required by Capital Markets Rule 5.176 (attached to this Company Announcement).

As had been announced by the Bank in Company Announcement HSBC391 dated 10 December 2021, the transaction occurred in the context of a corporate restructuring by the HSBC Group to comply with the obligation under Article 21(b) of Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019 amending Directive 2013/36/EU as regards exempted entities, financial holding companies, mixed financial holding companies, remuneration, supervisory measures and powers and capital conservation measures (CRD V) for non-EU headquartered banking groups like the HSBC Group to have an intermediate parent undertaking ('EU IPU') in the EU by 30 December 2023. In this regard, HBCE, HSBC's principal French subsidiary and hub for continental Europe has been designated by the HSBC Group as its EU IPU. As a result, as one of HSBC's relevant subsidiaries, the Bank has become owned by the HSBC Group through HBCE as the EU IPU.

The transaction will not involve any change in the day-to-day business of the Bank and its subsidiaries (the 'HSBC Malta Group'). Ultimate control of the HSBC Malta Group will not change and will remain vested in HSBC Holdings plc.

Unquote

A handwritten signature in blue ink, appearing to read "Paula Mamo".

Dr Paula Mamo LL.D.
Company Secretary

This Company Announcement is issued by
HSBC Bank Malta p.l.c.
Company Secretary Tel: (+356) 2380 2380

HSBC Bank Malta p.l.c.
Registered in Malta number C3177.
Registered Office: 116, Archbishop Street, Valletta VLT 1444, Malta.
HSBC Bank Malta p.l.c. is authorised by the Malta Financial Services Authority to provide investment services under the Investment Services Act 1994.
HSBC Bank Malta p.l.c. is enrolled as a tied insurance intermediary for HSBC Life Assurance (Malta) Ltd under the Insurance Distribution Act (Cap. 487 of the Laws of Malta)



Standard form for notification of major holdings

NOTIFICATION OF MAJOR HOLDINGS (to be sent to the relevant issuer and to the competent authority)ⁱ

1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attachedⁱⁱ:

HSBC Bank Malta p.l.c. with registered address at 116, Archbishop Street, Valletta VLT 1444, Malta.
LEI: 549300X34UUBDEUL1Z91

2. Reason for the notification (please tick the appropriate box or boxes):

- An acquisition or disposal of voting rights
 An acquisition or disposal of financial instruments
 An event changing the breakdown of voting rights
 Other (please specify)ⁱⁱⁱ:

3. Details of person subject to the notification obligation^{iv} :

Name: HSBC Continental Europe

City and country of registered office (if applicable): Paris, France

4. Full name of shareholder(s) (if different from 3.):^v

Same as in 3.

5. Date on which the threshold was crossed or reached^{vi}:

30 November 2022

6. Total positions of person(s) subject to the notification obligation:

	% of voting rights attached to shares (total of 7.A)	% of voting rights through financial instruments (total of 7.B.1 + 7.B.2)	Total of both in % (7.A + 7.B)	Total number of voting rights of issuer ^{vii}
Resulting situation on the date on which threshold was crossed or reached	70.0295%	N/A	70.0295%	360,306,099
Position of previous notification (if applicable)	N/A	N/A	N/A	

7. Notified details of the resulting situation on the date on which the threshold was crossed or reached^{viii}:

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	Number of voting rights ^{ix}		% of voting rights	
	Direct (Art 9 of Directive 2004/109/EC)	Indirect (Art 10 of Directive 2004/109/EC)	Direct (Art 9 of Directive 2004/109/EC)	Indirect (Art 10 of Directive 2004/109/EC)
Ordinary Shares ISIN Code: MT0000030107	252,320,580	N/A	70.0295%	N/A
SUBTOTAL A	252,320,580		70.0295%	

B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC

Type of financial instrument	Expiration date ^x	Exercise/ Conversion Period ^{xi}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
N/A	N/A	N/A	N/A	N/A
		SUBTOTAL B.1	N/A	

B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC

Type of financial instrument	Expiration date ^x	Exercise/ Conversion Period ^{xi}	Physical or cash settlement ^{xii}	Number of voting rights	% of voting rights
N/A	N/A	N/A	N/A	N/A	N/A
			SUBTOTAL B.2	N/A	



8. Information in relation to the person subject to the notification obligation (please tick the applicable box):

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer.^{xiii}

Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity^{xiv}:

Name ^{xv}	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
HSBC Holdings plc (refer to section 10 below)*	70.0293%	N/A	70.0293%
HSBC Bank plc	70.0291%	N/A	70.0291%
HSBC UK Bank plc	0.0002%	N/A	0.0002%
Canada Square Nominees (UK) Limited	0.0002%	N/A	0.0002%
HSBC Continental Europe	70.0295%	N/A	70.0295%

9. In case of proxy voting: [name of the proxy holder] will cease to hold [% and number] voting rights as of [date]

N/A

10. Additional information^{xvi}:

On 30 November 2022 HSBC Europe B.V. transferred its 70.0295% shareholding in HSBC Bank Malta p.l.c. (the “Issuer”) to HSBC Continental Europe.

As a result of the transfer, HSBC Continental Europe holds 70.0295% of the share capital and voting rights in the Issuer whilst HSBC Europe B.V. no longer holds a shareholding in the Issuer. Griffin International Limited and Midcorp Limited being shareholders in HSBC Europe B.V. as a result, no longer form part of the shareholding structure of the Issuer and thus no longer hold an indirect shareholding in the Issuer. HSBC Holdings plc, HSBC Bank plc, HSBC UK Bank plc and Canada Square Nominees (UK) Limited hold an indirect shareholding in the Issuer (as shown above), via HSBC Continental Europe.

*HSBC Holding plc’s indirect holding of 70.0293% in the Issuer is held as follows:

- 70.0291% is held through HSBC Holding plc’s 100% shareholding in HSBC Bank plc which in turn holds 99.99944% in HSBC Continental Europe, which in turn holds 70.0295% in the Issuer (as disclosed above); and
- 0.0002% is held through HSBC Holding plc’s 100% shareholding in HSBC UK Bank plc which in turn holds 100% in Canada Square Nominees (UK) Limited, which in turn owns 0.00028% in HSBC Continental Europe, which in turn holds 70.0295% in the Issuer (as disclosed above).



Done at Paris, France on 30 November 2022.

Signature:

A handwritten signature in blue ink, appearing to read 'Andrew Wild'. The signature is stylized and written over a large, light blue triangular shape that points to the left.

Name: Andrew Wild

Position: CEO

For and on behalf of HSBC Continental Europe



Standard form for notification of major holdings

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1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attachedⁱⁱ:

HSBC Bank Malta p.l.c. with registered address at 116, Archbishop Street, Valletta VLT 1444, Malta.
LEI: 549300X34UUBDEUL1Z91

2. Reason for the notification (please tick the appropriate box or boxes):

- An acquisition or disposal of voting rights
 An acquisition or disposal of financial instruments
 An event changing the breakdown of voting rights
 Other (please specify)ⁱⁱⁱ:

3. Details of person subject to the notification obligation^{iv} :

Name: HSBC Europe B.V.

City and country of registered office (if applicable): London,
United Kingdom
(incorporated in the Netherlands)

4. Full name of shareholder(s) (if different from 3.):^v

Same as in 3.

5. Date on which the threshold was crossed or reached^{vi}:

30 November 2022

6. Total positions of person(s) subject to the notification obligation:

	% of voting rights attached to shares (total of 7.A)	% of voting rights through financial instruments (total of 7.B.1 + 7.B.2)	Total of both in % (7.A + 7.B)	Total number of voting rights of issuer ^{vii}
Resulting situation on the date on which threshold was crossed or reached	0%	N/A	0%	360,306,099
Position of previous notification (if applicable)	N/A	N/A	N/A	

7. Notified details of the resulting situation on the date on which the threshold was crossed or reached^{viii}:

A: Voting rights attached to shares

Class/type of shares ISIN code (if possible)	Number of voting rights ^{ix}		% of voting rights	
	Direct (Art 9 of Directive 2004/109/EC)	Indirect (Art 10 of Directive 2004/109/EC)	Direct (Art 9 of Directive 2004/109/EC)	Indirect (Art 10 of Directive 2004/109/EC)
Ordinary Shares ISIN Code: MT0000030107	0	N/A	0%	N/A
SUBTOTAL A	0		0%	

B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC

Type of financial instrument	Expiration date ^x	Exercise/ Conversion Period ^{xi}	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights
N/A	N/A	N/A	N/A	N/A
		SUBTOTAL B.1	N/A	N/A

B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC

Type of financial instrument	Expiration date ^x	Exercise/ Conversion Period ^{xi}	Physical or cash settlement ^{xii}	Number of voting rights	% of voting rights
N/A	N/A	N/A	N/A	N/A	N/A
			SUBTOTAL B.2	N/A	N/A

8. Information in relation to the person subject to the notification obligation (please tick the applicable box):

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer.^{xiii}

Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity^{xiv}:

Name ^{xv}	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold
HSBC Holdings plc* (section section 10 below)	70.0293%	N/A	70.0293%
HSBC Bank plc	70.0291%	N/A	70.0291%
Midcorp Limited	0%	N/A	0%
Griffin International Limited	0%	N/A	0%
HSBC Europe B.V.	0%	N/A	0%

9. In case of proxy voting: *[name of the proxy holder]* will cease to hold [% and number] voting rights as of *[date]*

N/A

10. Additional information^{xvi}:

On 30 November 2022 HSBC Europe B.V. transferred its 70.0295% shareholding in HSBC Bank Malta p.l.c. (the "Issuer") to HSBC Continental Europe. As a result of the transfer, HSBC Continental Europe holds 70.0295% of the share capital and voting rights in the Issuer whilst HSBC Europe B.V. no longer holds a shareholding in the Issuer. Griffin International Limited and Midcorp Limited being shareholders in HSBC Europe B.V. as a result, no longer form part of the shareholding structure of the Issuer and thus no longer hold an indirect shareholding in the Issuer. HSBC Holdings plc and HSBC Bank plc continue to hold an indirect shareholding in the Issuer via HSBC Continental Europe.

*HSBC Holding plc's indirect holding of 70.0293% in the Issuer is held as follows:

- 70.0291% is held through HSBC Holding plc's 100% shareholding in HSBC Bank plc which in turn holds 99.99944% in HSBC Continental Europe, which in turn holds 70.0295% in the Issuer; and
- 0.0002% is held through HSBC Holding plc's 100% shareholding in HSBC UK Bank plc which in turn holds 100% in Canada Square Nominees (UK) Limited, which in turn owns 0.00028% in HSBC Continental Europe, which in turn holds 70.0295% in the Issuer.

(Refer to form of same date submitted by HSBC Continental Europe.)



Done at London, United Kingdom on 30 November 2022.

Signature: 

Name: MATTHEW NATHAN GILLEN

Position: DIRECTOR

For and on behalf of HSBC Europe B.V.