



LOMBARD

COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by Lombard Bank Malta p.l.c. pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority.

Quote

Reference is made to Company Announcement LOM 275.

The following resolutions were presented for consideration at the Extraordinary General Meeting ('EGM') of Lombard Bank Malta p.l.c. (the 'Bank') which was held today, Thursday, 10 November 2022.

While the three Extraordinary Resolutions hereunder were all approved, the Ordinary Resolution was not carried.

EXTRAORDINARY RESOLUTIONS

1. Redenomination of Nominal Value of Share Capital (Share Split)

That with effect from 17 November 2022 (the '**Effective Date**'), the nominal value of each ordinary share in the Bank shall be redenominated from €0.25 per ordinary share to €0.125 per ordinary share (the '**Redenomination**') and that as a result of the Redenomination, with effect from the Effective Date:

- a) the authorised share capital of the Bank be redesignated from €20,000,000 divided into 80,000,000 ordinary shares having a nominal value of €0.25 each to €20,000,000 divided into 160,000,000 ordinary shares having a nominal value of €0.125 each; and
- b) the issued share capital of the Bank be redesignated from €11,340,966.75 divided into 45,363,867 ordinary shares having a nominal value of €0.25 each to €11,340,966.75 divided into 90,727,734 ordinary shares having a nominal value of €0.125 each and allotted to the shareholders appearing on the Bank's register of members as at close of trading on 16 November 2022 (the last trading date being 14 November 2022) (the '**Eligible Shareholders**') in proportion to the issued share capital held by them as at 16 November 2022, such that upon the redesignation becoming effective on the Effective Date, each Eligible Shareholder shall hold 2 ordinary shares having a nominal value of €0.125 for every 1 ordinary share having a nominal value of €0.25 held as at the Effective Date.

2. Increase in Authorised Share Capital

That with effect from the Effective Date, the authorised share capital of the Bank be increased as follows:

- (a) Should Resolution 1 above be approved, the authorised share capital of the Bank shall be increased from €20,000,000 divided into 160,000,000 ordinary shares having a nominal value of €0.125 each to €37,500,000 divided into 300,000,000 ordinary shares having a nominal value of €0.125 each; or



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- (b) Should Resolution 1 above not be approved, the authorised share capital of the Bank shall be increased from €20,000,000 divided into 80,000,000 ordinary shares having a nominal value of €0.25 each to €37,500,000 divided into 150,000,000 ordinary shares having a nominal value of €0.25 each.

3. Amendments to Memorandum and Articles of Association

That with effect from the Effective Date, the Memorandum and Articles of Association of the Bank be replaced *in toto* by the Memorandum and Articles of Association amended as described in the Circular to Shareholders dated 12 October 2022 (the '**Amended Memorandum and Articles of Association**') and that for the purposes of the present resolution, the Company Secretary be authorised to execute and submit the Amended Memorandum and Articles of Association to the Malta Business Registry for registration.

ORDINARY RESOLUTION

4. Authority for Directors to issue new shares

That with effect from the Effective Date, the Board of Directors be duly authorised and empowered to increase the issued share capital of the Bank through the issuance of new ordinary shares in the Bank up to the number of shares for the time being unissued with such rights, restrictions, terms and conditions as the Board of Directors, in its absolute discretion, may deem fit. Such authorisation shall be valid for a period of 5 years from the date of the approval of this ordinary resolution.

Unquote

Helena Said
Company Secretary

10 November 2022

[Ref. LOM 276]