

FIMBANK

COMPANY ANNOUNCEMENT

The following is a Company Announcement by FIMBank p.l.c. ("**FIMBank**" or the "**Bank**") pursuant to the Malta Financial Services Authority Listing Rules 5.16 *et seq.*

Quote

FIMBank announces that its Annual General Meeting is being convened at the Hilton Malta, St. Julian's, Malta on Thursday, 11 May 2017 at 6.00 p.m., to consider and, if deemed fit, approve the following Resolutions:

ORDINARY RESOLUTIONS

1. Accounts

That the Audited Accounts for the Financial Year ended 31 December 2016, together with the Report of the Directors, the Corporate Government Statement, the Remuneration Report and the Report of the Auditors thereon, be received and approved.

2. Auditors

That the appointment of KPMG Registered Auditors as auditors be approved and that the Board of Directors be hereby authorised to fix their remuneration.

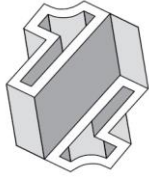
3. Maximum Aggregate Emoluments of Directors (2017)

That the maximum aggregate emoluments of the Directors for the Financial Year Ending 31 December 2017 be fixed at USD 450,000 (2016: USD 350,000).

4. Election of Directors

That the persons listed below, all being eligible, have signified their willingness to be appointed as Directors and subject to the approval by the general meeting of the proposed amendments to the Memorandum and Articles of Association, all of the following nominees will be automatically elected Directors of the Company:

John C Grech
Masaud M. J. Hayat
Majed E. Al-Ajeel
Eduardo Eguren Linsen
Adrian Alejandro Gostuski
Rabih Soukarieh
Mohamed Fekih Ahmed
Rogers David LeBaron
Osama Talat Al-Ghoussein
Hussain Abdul Aziz Lalani
Edmond Brincat



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SPECIAL BUSINESS - ORDINARY RESOLUTIONS

5. Bonus Issue

Pursuant to the Directors' recommendation, a bonus issue of fully paid up ordinary shares be approved as follows:

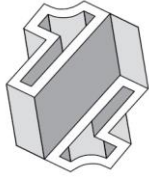
- (a) a capitalisation of not less than USD 1,900,000 from the Company's share premium account be approved through the issuance of fully paid up bonus ordinary shares of a nominal value of USD 0.50 per share in the ratio of 1:80 (bonus shares: ordinary shares held), and this with effect from such date as may be determined by the Board of Directors (with full powers of delegation); and
- (b) the bonus shares be allotted to those Members on the register of the Central Securities Depository of the Malta Stock Exchange as at the Record Date.

6. Rights Issues and Directors Authority to Issue Equity Securities

Pursuant to the Directors' recommendation and subject to regulatory approval, the Company makes one or more rights issues over a period of three (3) years to raise in aggregate a minimum of USD 100,000,000 (the "**Rights Issues**") by the issuance of ordinary shares to its Members on such terms and conditions as may be determined by the Board of Directors.

That, limitedly for the purpose of implementing the Rights Issues, and pursuant to Article 85 of the Companies Act, and in virtue of the powers vested in the Company by Article 5 of the Articles of Association, the Board of Directors (with full powers of delegation) be generally authorised to issue and allot such number of Equity Securities, for the time being un-issued, as may be determined by the Board of Directors up to the maximum authorised share capital of the Company being five hundred million US Dollars (USD 500,000,000). This authorisation is valid for a period of three (3) years from the date of this Annual General Meeting.

This authorisation is without prejudice to the Board of Directors' Authority to issue Equity Securities in connection with the implementation of the Executive Share Option Schemes currently in force.



FIMBANK

SPECIAL BUSINESS – EXTRAORDINARY RESOLUTIONS

7. Directors' Authority to Restrict or Withdraw Statutory Pre-Emption Rights

That, pursuant to Article 18 of the Articles of Association of the company, the Board of Directors be generally authorised (with full powers of delegation) to restrict or withdraw the statutory pre-emption rights of the Company's Equity Securities holders for as long as the Board of Directors remains authorised to issue and allot Equity Security in terms of Article 85 of the Companies Act.

8. Memorandum and Articles of Association: Amendments

That, Article 7 of the Articles of Association of the Company be deleted in its entirety and substituted by the following:

" 7. The administration and management of the Company shall be vested in a Board of Directors consisting of not less than five (5) and not more than eleven (11) Directors who shall be elected in accordance with the Articles of Association of the Company."

Unquote

By order of the Board.

Avv. Andrea Batelli
Company Secretary

20th April 2017

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