



FIMBANK

FIMBank p.l.c.
Mercury Tower
The Exchange Financial & Business Centre
Elia Zammit Street, St. Julian's
STJ3155 - Malta

Notice to Members

in terms of Article 69 of the Articles of Association

Notice is hereby given of the Annual General Meeting of FIMBank p.l.c. ("**FIMBank**" or the "**Bank**") to be held at the Hilton Malta, Portomaso Suite, St. Julian's, Malta on Tuesday, 7 May 2019 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 2018, 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 (2019)

That the maximum aggregate emoluments of the Directors for the Financial Year Ending 31 December 2019 be fixed at USD 450,000 (2018: USD 450,000).

4. Election of Directors

That the persons listed below, all being eligible, have signified their willingness to be appointed as Directors. All of the following nominees will be automatically elected Directors of the Company:

1. John C. Grech
2. Masaud M. J. Hayat
3. Majed Essa Ahmed Al-Ajeel
4. Adrian Alejandro Gostuski
5. Rabin Soukarieh
6. Mohamed Fekih Ahmed
7. Rogers David LeBaron
8. Osama Talat Al-Ghoussein
9. Hussain Abdul Aziz Lalani
10. Edmond Brincat
11. Geraldine Schembri*

*The appointment of Geraldine Schembri as director of FIMBank is subject to regulatory approval by the Malta Financial Services Authority.

SPECIAL BUSINESS – EXTRAORDINARY RESOLUTIONS

5. Bonus Issue

Purpose

The Board of Directors is proposing, subject to regulatory approval, to issue bonus shares to those Members on the register of the Central Securities Depository of the Malta Stock Exchange as at the Record Date by means of a capitalisation of the share premium account.

Proposal

That, 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 8,400,000 from the Bank'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 1:30 (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 7 April 2019 (the "Record Date").

6. Employee Share Award Scheme Rules and Directors' Authority to Issue Equity Securities

Purpose

The Board of Directors is proposing that the Bank in the Annual General Meeting approves the establishment of an Employee Share Award Scheme Rules to be valid from the years 2019 to 2023.

Proposal

For the above purpose, the Board of Directors is proposing to approve the new Employee Share Award Scheme Rules.

That, limitedly for the purpose of implementing the Employee Share Award Scheme Rules, and pursuant to Article 85 of the Companies Act, and in virtue of the powers vested in the Bank by Article 5 of the Articles of Association, the Board of Directors (with full powers of delegation) be generally authorised to issue and allot up to a maximum of 10,000,000 Equity Securities over a period of five (5) years from the date of this Annual General Meeting.

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


Purpose

The Board of Directors is proposing that the Bank in the Annual General Meeting grants authority to the Board of Directors of the Bank to Restrict or Withdraw Statutory Pre-Emption Rights.

Proposal

That, pursuant to Article 18 of the Articles of Association of the Bank, the Board of Directors be generally authorised (with full powers of delegation) to restrict or withdraw the statutory pre-emption rights of the Bank'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.

By order of the Board.



Andrea Batelli
Company Secretary

12 April 2019

SPECIMEN

NOTES

- i) This notice is being mailed to the Members on the Register at the Central Securities Depository of the Malta Stock Exchange on 7 April 2019 (the 'Record Date'). Only Members registered on the Record Date shall have the right to participate and vote at the Meeting. Any change to an entry on the Register after the Record Date shall be disregarded in determining the right of any person to attend and vote at the Annual General Meeting.
- ii) A Member entitled to vote may appoint a proxy to attend and vote instead of him/her using the enclosed Form of Proxy; the appointed proxy need not be a Member. In the event that a Member is holding Shares for and on behalf of third parties and wishes to grant a proxy to each of his clients or to any third party designated by a client, such Member is kindly asked to contact FIMBank p.l.c. to obtain proxy forms allowing for split voting. To be valid the Form of Proxy must reach the Office of the Company Secretary at FIMBank p.l.c., Mercury Tower, The Exchange Financial & Business Centre, Elia Zammit Street, St. Julian's STJ 3155, Malta, by not later than Monday 6 May 2019 at 6.00 p.m.
- iii) In order to participate and to vote at the Meeting, a Member or his/her proxy is to present his/her Identity Card or other means of identification and the Admission Form enclosed with this documentation. In the case of a Member being a body corporate, association of persons, foundation or other body of persons, a representative thereof will only be eligible to attend and be admitted to the Meeting, and to vote thereat, if a Form of Proxy has been (a) duly executed in his/her favour by the competent organ of the entity which he/she represents, and (b) submitted to the Company Secretary in accordance with the procedures set out under (ii) above.
- iv) A Member/s holding not less than 5% of the voting Issued Share Capital of FIMBank p.l.c. may:
 - (a) request FIMBank p.l.c. to include items on the agenda of the Meeting, provided that each item is accompanied by a justification or a draft Resolution to be adopted at the Annual General Meeting; and
 - (b) table draft Resolutions for items to be included in the agenda the Meeting.

Provided that with respect to the request to put items on the agenda of the Meeting or submit draft Resolutions, these shall be submitted to FIMBank p.l.c. in hard copy form or in electronic form at least forty six (46) days before the date set for the Meeting and it shall be authenticated by the person or persons making it. In the event that such a request or Resolution is received after the lapse of the forty six (46) day time limit set out above, FIMBank p.l.c. shall not be obliged to entertain any requests by the Member/s.
- v) Each Member or proxy holder appointed by such Member shall have the right to ask questions which are pertinent and related to items on the Agenda of the Meeting to the Company Secretary by post or by e-mail CSEC@fimbank.com, in which case such post or e-mail are to be received by not later than Monday, 6 May 2019 at 6.00 p.m.
- vi) In the case of Shares held jointly by several persons, the person who had been nominated by the joint holders to be the registered holder of such Shares shall be entitled to attend and vote at the Meeting. In the event that the joint holders failed to nominate such person, the first named joint holder on the register of Members shall be entitled to attend and vote at the Meeting.
- vii) A Member who is a minor may be represented at the Meeting by his/her Legal Guardian who will be required to present his/her Identity Card and the Admission Form.
- viii) Admission to the Meeting will commence one (1) hour before the advertised and appointed time.
- ix) After the Meeting has proceeded to business, voting documents will continue to be issued until such time as the Meeting proceeds to vote on the first Resolution of the Agenda whether by show of hands or by poll. Thereafter no further voting documents will be issued and admittance to the Meeting will be discontinued.
- x) The following information is made available to the Members on www.fimbank.com in the Investor Relations section:
 - (a) a copy of this Notice;
 - (b) the total number of Shares and voting rights at the date of the Notice;
 - (c) the documents to be submitted to the General Meeting, including the Annual Report;
 - (d) where applicable, draft Resolution or a comment from the Directors of the Bank for each item on the proposed agenda of the Meeting, with an explanation of the reason why that item has been placed on the agenda of the Meeting;
 - (e) the proxy form/s.