

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 remotely in terms of Legal Notice 288 of 2020 on Monday, 30 November 2020 at 5.00 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 2019, 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 (2020)

That the maximum aggregate emoluments of the Directors for the Financial Year Ending 31 December 2020 be fixed at USD 450,000 (2019: 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, subject to any applicable regulatory approvals:

1. John C. Grech
2. Masaud M. J. Hayat
3. Majed Essa Ahmed Al-Ajeel
4. Rabih Soukarieh
5. Mohamed Fekih Ahmed
6. Rogers David LeBaron
7. Osama Talat Al-Ghoussein
8. Hussain Abdul Aziz Lalani
9. Edmond Brincat
10. Abdel Karim A.S. Kabariti
11. Claire Imam

SPECIAL BUSINESS – ORDINARY RESOLUTION

5. Approval of the Remuneration Policy Supplement

Purpose

Following the enactment of Directive EU 2017/828 (often referred to as “SRDII”) and the consequential changes to the Listing Rules, in particular Chapter 12 dealing with shareholders’ rights (“**Chapter 12**”), the Bank is subject to *inter alia* a new requirement to establish a remuneration policy applicable to ‘directors’, as such term is defined in Chapter 12 of the Listing Rules and which describes the different components of directors’ pay and the range of the relative proportions.

Proposal

The Board of Directors is proposing to approve the Remuneration Policy Supplement (the “**Supplement**”), which will be available for inspection:

- a) at the Registered Office of the Bank, from the date of publication of this Notice until the close of the Annual General Meeting, and;
- b) on the Bank’s website, after the Annual General Meeting, together with the date and the results of the binding vote on the Supplement, for as long as the Supplement is applicable.

SPECIAL BUSINESS - EXTRAORDINARY RESOLUTION

6. Amendments to the Bank's Memorandum and Articles of Association

Purpose

The Board of Directors is proposing to amend the Memorandum and Articles of Association of the Bank following the changes undertaken to Article 180 of the Companies Act (Cap. 386 of the laws of Malta), it is permissible for the annual accounts to be placed on the Bank’s website without the need of mailing these to the Members.

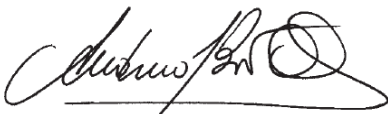
Proposal

The Board of Directors is thus proposing that, Article 145 of the Memorandum and Articles of Association of the Bank be amended, as follows:

“145.

*“Without prejudice to the relevant provisions of the Banking Act, currently in force, the Directors shall cause a copy of the profit and loss account and balance sheet, including any document required by law to be annexed thereto, which are to be laid before the company in General Meeting (together with any Directors’ and auditor’s report attached thereto) to be delivered, or sent by post **or otherwise made available in any form or manner as may be required or permitted by law**, to every Member of the Company and other persons entitled to receive notices of General Meetings, at least fourteen (14) days prior to the Annual General Meeting.”*

By order of the Board.



Andrea Batelli
Company Secretary

4 November 2020

NOTES

- i) This notice is being mailed to the Members on the Register at the Central Securities Depository of the Malta Stock Exchange on 31 October 2020 (the '**Record Date**'). Only Members registered on the Record Date shall have the right to 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 participate and vote at the Annual General Meeting.
- ii) The AGM is being held remotely in accordance with Legal Notice 288 of 2020. No physical attendance of Members shall be allowed at the Meeting. Members are encouraged to participate as explained below.
- iii) Members are entitled and encouraged to participate in and vote at the AGM by submitting a Form of Proxy appointing the Chairman of the AGM and indicating how the Chairman is to vote on each resolution put to the meeting. The form of Proxy duly completed and signed must be sent to the Office of the Company Secretary, FIMBank p.l.c., Mercury Tower, The Exchange Financial & Business Centre, Elia Zammit Street, St. Julian's STJ 3155, Malta, by hand or by using the self-addressed envelope. Members may also send this form of Proxy by electronic means, in which case Members are to contact the Company Secretary on e-mail address: **csec@fimbank.com** who would advise them on the procedure to be adopted in this case. Form of Proxy sent either by hand, by mail or by electronic means must reach the Company Secretary by not later than, 5 p.m. on Friday, 27th November 2020.
- iv) Members wishing to ask any questions pertinent and related to the items on the agenda of the AGM to be circulated in due course may do so in advance, by sending such questions in writing to the Office of the Company Secretary by hand or by postal mail or by e-mail to the above-mentioned addresses to be received also no later than (i.e. 5 p.m. of Friday, 27 November 2020). The Bank shall provide an answer to the questions on its website within 48 hours from the termination of the AGM.
- v) 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 participate 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 participate and vote at the Meeting by completing the form of Proxy as aforesaid.
- vi) A Member, who is a minor, may be represented at the Meeting by his/her Legal Guardian who will be required to provide a copy of his/her Identity Card and the Form of Proxy completed as aforesaid in favour of the Chairman of the Meeting.
- vii) 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.