

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 held **remotely** in terms of Legal Notice 288 of 2020, on Monday 30 November 2020 at 5 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

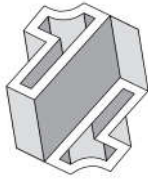
That the appointment of KPMG Registered Auditors as auditors be approved, and that the Board of Directors be hereby authorised to fix their remuneration.

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).

FIMBank p.l.c
Mercury Tower
The Exchange Financial & Business Centre
Elia Zammit Street
St.Julian's STJ 3155, Malta

Tel:(+356) 2132 2100
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Company Registration Number: C17003
www.fimbank.com
csec@fimbank.com



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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 Supplement to the Remuneration Policy

Purpose

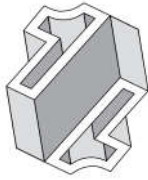
The Board of Directors is proposing that the Bank in the Annual General Meeting approves a Supplement to the Remuneration Policy (the “**Supplement**”) which is to be valid from the years 2020 to 2023 and which describes, in line with the new provisions of Chapter 12 of the Listing Rules, the different components of the directors’ pay.

Proposal

For the above purpose, the Board of Directors is proposing to approve the Supplement.

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SPECIAL BUSINESS – EXTRAORDINARY RESOLUTIONS

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 Company following the changes undertaken to Article 180 of the Companies Act (Cap. 386 of the laws of Malta), which now allow for the annual accounts to be placed on the Bank's website without the need of mailing these to the Members, provided that:

- a. the Memorandum and Articles of Association of the Bank does not state otherwise;
- b. a notice of the meeting has been sent to the shareholders; and
- c. the shareholders are informed that the annual accounts are available on the website (and that they may nonetheless ask for a copy to be mailed to them).

Proposal

The Board of Directors is thus proposing to amend Article 145 of the Articles of Association of the Bank, as follows:

"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."

Unquote

By order of the Board.

Andrea Batelli
Company Secretary
6 November 2020

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