

Statement of compliance with the principles of good corporate governance

For the year ended 31 December 2019

Introduction

Pursuant to the requirements of Listing Rules 5.94 et seq of the Malta Financial Services Authority (the “MFSA”), the Board of Directors (the “Board or Directors”) of FIMBank p.l.c. hereby details the extent to which the Code of Principles of Good Corporate Governance (the “Principles”), published as Appendix 5.1 to Chapter 5 of the Listing Rules, have been adopted together with the effective measures taken to ensure compliance with such Principles.

Part 1: Compliance with the principles

The Board firmly believes that strong corporate governance permits the Bank and the Group to benefit from greater transparency in its activities, as well as in its relations with the market, thereby enhancing integrity and confidence. Although the Principles are not mandatory, the MFSA has recommended that listed companies endeavour to adopt such Principles. The Board has considered this to be in the best interest of the Shareholders because they commit the Directors, management and employees of the Bank to internationally recognised standards of corporate governance.

Ultimate responsibility for good corporate governance remains with the Directors who have therefore resolved to adopt the Principles and endorse them accordingly, except for those instances where particular circumstances exist that warrant non-adherence thereto, or at least postponement for the time being.

The Board is committed to improve further its corporate governance standards which is an ongoing process.

Principle 1: Roles and responsibilities of the board

The Board of Directors’ terms of reference are included in the relevant Charter and can be summarised as follows.

The Board is responsible for the overall long-term direction of the Group, for setting its strategy and policies and ensuring that they are pursued through good management practices. The Board carries out its responsibilities by:

- a. exercising prudent and effective controls and ensuring that such controls are appropriately reviewed for effectiveness and monitored for compliance on a regular basis;
- b. determining the strategic aims and the organisational structure;
- c. regularly reviewing management performance and ensuring that the Group has the appropriate mix of financial and human resources to run its business;
- d. being conversant with relevant statutory and regulatory requirements;
- e. ensuring that all Directors regularly attend meetings of the Board, agree on business objectives, financial plans and general parameters within which the Board, the Board Committees and management are to function;
- f. ensuring that systems and controls are in place to mitigate significant business risks and that exposures are identified and properly managed;
- g. setting appropriate business standards, codes of corporate governance and ethical behaviour for all Directors and employees, as well as monitoring their performance;
- h. appointing the Chief Executive Officer (“CEO”) who is entrusted with day-to-day management of the Group and its operations, together with members of management; and
- i. appointing senior management through the Nomination and Remuneration Committee.

Over the years, the Board has created a framework through which it effectively performs its functions and discharges its liabilities. The Board has also established terms of reference and charters for the various Board Committees and the conduct of their meetings.

The Members of the Board of Directors of the Bank bring to their office a mix of backgrounds and capabilities, ranging from business to financial services. This ensures a good blend of expertise and experience. Moreover, the suitability of any individual to become a Director of the Bank is, in the first place assessed by the Nomination and Remuneration Committee. As part of its work, this committee is tasked with performing an annual evaluation of the Board’s overall performance in addition to an evaluation on the performance of each individual Member. This includes an evaluation of the knowledge and experience of each Member while also assessing their authorities and leadership skills. As a result, this Committee screens individuals for the position of Director against the Bank’s requirements at the time. Subsequently, the proposal for an individual to become a Director is assessed by the MFSA which reviews, inter alia, the individual’s competence to serve as Director against established ‘fit and proper’ criteria. In this connection, the individual is required to provide all information, including detailed personal and career information, as the competent authorities may deem necessary. Upon appointment, new Directors receive general information about the Bank, its business and affairs, and queries in this regard are in the first instance handled by the Company Secretary and/or the CEO.

Principle 2: Roles and responsibilities of the chairman and of the chief executive officer

The roles of the Chairman and of the CEO are completely separate from one another to ensure clear division of responsibilities at the head of the Bank.

The Chairman is a non-executive officer who is selected from amongst the Directors. The Chairman is responsible for leading the Board and setting its agenda, ensuring that the Directors receive precise, timely and objective information so that they can properly execute their duties, encouraging their active engagement in meetings and issues and ensuring effective communication with Shareholders.

The CEO is the most senior executive of the Group. He is responsible for leading the management in the execution of the strategy and to run the day-to-day activities of the Group.

Principle 3: Board composition and appointment of directors

The Bank's Articles of Association (the "Articles") contain detailed provisions (in Clauses 93 to 114) as to the manner of appointment and retirement of the Directors. Directors hold office from the close of the Annual General Meeting at which they are appointed until the day of the consecutive Annual General Meeting, at which they become eligible for re-election. The Articles also provide that the Chairman and Vice Chairman are to be appointed by the Directors from amongst their number and shall hold office for a period of one year, unless otherwise decided by a simple majority of the Board. Any Member may nominate an individual in the manner prescribed by the Articles, provided that such nomination is seconded by a Member or Members who in the aggregate hold at least twenty thousand shares.

As at the date of this Statement, the Directors and their respective first date of appointment to the Board are as follows:

	Year when first appointed
John C. Grech (Chairman)	2004
Rogers David LeBaron	2006
Masaud M. J. Hayat (Vice Chairman)	2013
Mohamed Fekih Ahmed	2013
Adrian Alejandro Gostuski	2013
Majed Essa Ahmed Al-Ajeel	2013
Rabih Soukarieh	2013
Osama Talat Al-Ghoussein	2014
Hussain Abdul Aziz Lalani	2017
Edmond Brincat	2017
Geraldine Schembri	Appointed on 7 May 2019 and resigned on 15 January 2020

Except for their involvement in Board Committees as described below, all Directors hold office in a non-executive capacity.

In March 2012, after noting the contents of an Internal Memorandum on the subject prepared by the Company Secretary, the Board considered and resolved that all non-executive Directors meet the requisites for them to be deemed independent. This decision was based on the representations given by the individual Directors, including those with a shareholding in the Bank or associated with entities having a shareholding in the Bank or have served on the Board for more than twelve consecutive years, which does not in any way impair these Directors' ability to consider appropriately the issues which are brought before the Board. This notwithstanding, Edmond Brincat and Geraldine Schembri are, as at 31 December 2019, the only independent Directors in terms of the Listing Rules. In terms of Principle 3.4, each non-executive Director has confirmed in writing to the Board that he undertook:

- to maintain in all circumstances his independence of analysis, decision and action;
- not to seek or accept any unreasonable advantages that could be considered as compromising his independence; and
- to clearly express his opposition in the event that he finds that a decision of the Board may harm the Bank.

A written declaration of independence is signed annually by the non-executive Directors, with another written declaration of independence to be signed by the non-executive Directors in March 2020. Some of the Directors have served on the board for more than twelve years. This notwithstanding, the Board considers such Directors to bring a sufficiently balanced character and frame of mind to their duties and judgment that they are consequently deemed to be independent. The Bank monitors that each Director limits the number of any directorships held in other companies (see Schedule V, Section 3.4).

Principles 4 and 5: Duties and proceedings of directors

The Board of the Bank carries out its duties through a structure that starts with the strategy and policy formulated at meetings and subsequently delegated to committees and management for implementation and execution at various levels, both functional and operational.

In the first instance, the proceedings of Directors are regulated by the Bank's Articles of Association. Meetings of the Board for any calendar year are normally set at the last meeting of the preceding year, so that advance preparation and daily planning for the meetings can be made. Meetings are held at least quarterly and are formally notified by the Company Secretary at least seven days before the meeting with the issuance of the agenda for the forthcoming meeting. Occasionally, meetings are also called at short notice or on an ad hoc basis, in which case the Directors may decide to waive the statutory period of notice. The agenda is accompanied by such papers and documents as are necessary to inform Directors of issues relating to their roles and responsibilities, and in particular of the decisions they are expected to take. During the year, all Directors were duly notified of every meeting and given the statutory notice period, which, in the case of meetings by conference facilities, was waived by approval of the Directors. With notices of meetings, the Directors are also served with Alternate Director Appointment Forms which, in case of non-attendance, they are invited to complete and send to the Company Secretary prior to the meeting.

The Board held four meetings in 2019. All Members of the Board were present for all four meetings except for Rabih Soukarieh and Eduardo Eguren Linsen, who were excused in May and Majed Essa Al-Ajeel and Geraldine Schembri, who were excused for the December meeting. Meetings include presentations by management, whilst other information and documentation is made available for perusal by the Directors at their request. Members of senior management attend Board Meetings by invitation depending on the agenda content and relevance. The Board also might request that the Meetings be attended by other employees or by professional advisors, as and when necessary. In all other circumstances, the Directors are expected to play a full and constructive role in the Group's affairs. As soon as possible after a Meeting, draft minutes are circulated amongst the Members for their information. Minutes are then read and approved at the following Meeting. Directors are provided with Board documents and can also be provided all past minutes of Board and Committee Meetings on request.

Board Meetings also serve as an opportunity to report on the progress and decisions of the Committees, covered under Principle 8. All Board Committees are either a mix of Directors and management (Executive Committee and Credit Committee) or include the participation of management (Audit Committee, Nomination and Remuneration Committee, Governance Committee and Board Risk Committee). Committees report to the Board on their activities through their respective Chairman at each Board Meeting. Management reporting is also done directly to the Board at each meeting, either by means of an update presentation from the CEO or usually through the Executive Committee. In any case, each Board Meeting receives an update on the performance of the Bank and the Group, on known risk cases, litigation and potential problems, about key strategic developments, including the progress of investees such as subsidiaries and joint ventures and key financial indicators that enable performance to be measured against internal budgets, industry peers and prior financial periods.

Principle 6: Information and professional development

Upon first appointment, all Directors are offered an introduction to the Bank and Group which includes a tailored induction and familiarisation by the CEO and the Company Secretary. This usually covers legal and statutory responsibilities as well as a good overview of the Group's business and activities. Access to the services of the Company Secretary and resources of the Bank, including where necessary, independent professional advice at the Bank's expense, are also available.

Training sessions have been held in 2019 in order for Directors to have the necessary knowledge on their duties and responsibilities.

Moreover, the Board ensures that the CEO maintains systems and procedures for the development and training of management and employees generally, in order to retain the best quality staff, optimise on management and staff morale and to continue developing the succession plan for senior management. The CEO is responsible for the recruitment and appointment of senior management following the approval of the Nomination and Remuneration Committee.

Principle 7: Evaluation of the board's performance

Members of the Board of Directors are subject to comprehensive fit and proper tests by the Supervisory Authorities before they are formally cleared for appointment to the Board. Each Director is required to complete a self-assessment form which is submitted on an annual basis. The self-assessment forms are then evaluated by a Committee, which function has been entrusted to the Nomination and Remuneration Committee, which then reports directly to the Board Chairman who is required to act on the results of the performance evaluation process. The outcome would be to ascertain the strengths and to address the weaknesses of the Board and to report this to the Board itself and, where appropriate, to report at the Annual General Meeting. This exercise began in 2013 and has been repeated annually ever since. The last self-assessment from Directors was requested in the last quarter of 2019, with the formal evaluation taking place, and expected to be concluded in March 2020.

Principle 8: Board committees

The Bank's Articles of Association establish that the Directors may delegate certain powers, authorities and discretions to any person and/or committee appointed by them. The composition of such Committees, as well as the participation of Directors on them, is decided upon by the Board.

Accordingly, the Board has established the following Committees:

- Executive Committee
- Audit Committee
- Board Risk Committee
- Assets-Liabilities Committee
- Nomination and Remuneration Committee (refer to Statement of the Nomination and Remuneration Committee on page 23)
- Board Credit Committee
- Corporate Governance Committee

Executive committee

The Executive Committee ("EC") acts as the delegated authority by the Board in overseeing the activities and management of the Group. The Executive Committee's terms of reference are included in the Executive Committee Charter.

The Members of the Executive Committee as at 31 December 2019 are the following:

Murali Subramanian (Chairman)
John C. Grech (Vice Chairman)
Andrea Batelli (Member & Secretary)
Howard Gaunt (Member)
Hussain Abdul Aziz Lalani (Member)
Michael Davis (Member)
Mohamed Fekih Ahmed (Member)
Rabih Soukariéh (Member)
Ronald Haverkorn (Member)
Simon Lay (Member)

Ronald Mizzi - CFO is a non-voting, permanent invitee of the EC.

The Executive Committee met on eight occasions during 2019.

Audit committee

The Audit Committee ("AC") assists the Board in fulfilling its supervisory and monitoring responsibilities, according to detailed terms of reference included in the Audit Committee Charter and which reflect the recent requirements of the Listing Rules, as well as current best practices and recommendations of good corporate governance. The terms of reference of the Audit Committee, as detailed in the Audit Committee Charter include:

- the monitoring of the financial reporting process, including the audit of the annual and consolidated accounts;
- the monitoring of the effectiveness of the Group's internal control, internal audit, compliance and risk management systems;
- the maintenance of communication on such matters between the Board, management, External Auditors, internal auditors and the compliance function;
- the monitoring and reviewing of the External Auditor's independence, and in particular, the provision of additional services to the Bank;
- the monitoring and reviewing of proposed transactions by the Group with related parties; and
- the performance of the Group's internal audit and compliance functions.

It is the responsibility of the Audit Committee to recommend the appointment of the Statutory Auditor in line with the Listing Rules 5.127.6 and in accordance with Article 16 of the Statutory Audit Regulation. The Audit Committee also considers the arm's length nature of related party transactions, vets and approves them. Both the Audit Committee's and the Head of Internal Audit's terms of reference clearly stipulate their independence from other Board Committees and management, and such independence is also acknowledged by external regulatory verification. The Head of Internal Audit has direct access to the Audit Committee Chairman at all times and attends all meetings. The Head of Compliance also has direct access to the Audit Committee Chairman and attends all meetings. In addition, the composition of the Members of the Audit Committee includes an individual who is also a Member of the Board Risk Committee. The Bank is currently putting in place changes required by the Shareholders' Rights Directive II.

The Members of the Audit Committee as at 31 December 2019 are the following:

Edmond Brincat (Chairman)
Hussain Abdul Aziz Lalani (Vice Chairman)
Geraldine Schembri (Member)

Geraldine Schembri was appointed member on 7 May 2019 and resigned on 15 January 2020.

Rogers David LeBaron was a member until May 2019, following which he became a non-voting, permanent invitee of the AC.

The Bank has started the process to appoint a new independent Director.

With reference to Listing Rule 5.117.3, all Members of the Audit Committee are designated as competent in auditing and/or accounting. Edmond Brincat joined the GO Group in 1999, part of the team entrusted to set up and launch Go Mobile, Malta's second mobile operator and in 2006 he was appointed as the Group's Chief Finance Officer, a position he held until 31 January 2018. In February 2018 Mr Brincat joined SmartCity (Malta), a subsidiary of Dubai Holding LLC, as its Chief Operations Officer. Hussain Abdul Aziz Lalani is the Chief Executive Officer of United Gulf Bank – Bahrain and has worked extensively with the Board of Directors on advisory transactions in his previous capacity as UGB's Chief Financial Officer. Geraldine Schembri is an accountant by profession and is the partner responsible for the international business team within EMCS Ltd.

The Members of the Audit Committee satisfy the independence criteria set out in the Listing Rules. All members of the Audit Committee have signed a written declaration of independence. In effect, the Board of Directors of the Bank consider these Members to be independent. Furthermore, the Committee Members as a whole have the competence relevant to the sector in which the Bank is operating.

The Audit Committee normally requests members of management to attend its Meetings for selective items of the respective agenda.

The Audit Committee held ten Meetings during 2019 and all members were present for all ten Meetings. The Group Head of Internal Audit was invited and attended all Meetings. The External Auditors were invited to three of the Audit Committee Meetings (March 2019, August 2019 and December 2019). The External Auditors were only present for the agenda item which considered and discussed the 2018 Annual Report (March 2019), 2019 Interim Report (August 2019) and an update on the 2019 financial results.

Board risk committee

The Board Risk Committee ("BRC") is responsible for overseeing the Group's risk management strategy, systems and policies, and for recommending appropriate risk appetite parameters for approval by the Board of Directors. The Board Risk Committee is also responsible for the oversight of operational and legal risk matters.

The Board Risk Committee Members as at 31 December 2019 are the following:

Adrian Alejandro Gostuski (Chairman)
Osama Talat Al-Ghoussein (Vice Chairman)
Hussain Abdul Aziz Lalani (Member)

During 2019, the Board Risk Committee met on thirteen occasions.

Assets-liabilities committee

The Assets-Liabilities Committee ("ALCO") is a decision-making body responsible for allocating the Group's assets and liabilities to meet the Group's risk and profitability objectives.

The ALCO is composed of representatives of senior management, vested with the power to make decisions. As at 31 December 2019, the voting members of the ALCO were the following:

Zbigniew Makula (Chairman)
Howard Gaunt (Member)
Murali Subramanian (Member)
Ronald Haverkorn (Member)
Ronald Mizzi (Member)
Simon Lay (Member)

Chris Trapani - Head of Cash Management & Central Customer Services, Tiziri Hamidouche - Deputy Head of Treasury, Corinne Lanfranco - Head of Financial Institutions & Deposits, Simon Vickery - Head of Non-Credit Risk Management and Clinton Bonnici - ALM Manager are non-voting, permanent invitees of the ALCO.

During 2019, the Assets-Liabilities Committee met on eleven occasions.

Board credit committee

The Board Credit Committee ("BCC") is a Committee appointed by the Board of Directors of FIMBank. The BCC is directly responsible and accountable to the Board. The Board may delegate any of its authorities and powers in relation to the BCC to the Board Risk Committee. The BCC's main powers and duties are to:

- review credit applications and approve credit limits and specific transactions, up to the legal lending limit of the Bank and within the guidelines specified in the Group's Credit Policy Procedures;
- recommend credit limits to the BRC or the Board for approval, as the case may be, when this is required according to the Bank's Credit Policy Procedures;
- in particular, the BCC will analyse and recommend country limits for approval by the Board; and
- inform and make recommendations about other risks (including but not limited to market, liquidity, operational and reputational risk) when this is deemed relevant for credit decisions to be taken by the BCC.

The Board Credit Committee Members as at 31 December 2019 are the following:

John C. Grech (Chairman)
Rabih Soukariéh (Vice Chairman)
Mohamed Fekih Ahmed (Member)

Murali Subramanian - CEO and Ronald Haverkorn - CRO are non-voting, permanent invitees of the BCC.

During 2019, the Board Credit Committee met on twenty occasions.

Corporate governance committee

The purpose of the Corporate Governance Committee ("CGC") is to review the Bank's internal delegations, policies and procedures to ensure compliance with legislative and regulatory requirements and alignment to industry's best practice.

The Corporate Governance Committee Members as at 31 December 2019 are the following:

Majed Essa Ahmed Al-Ajeel (Chairman)
John C. Grech (Vice Chairman)
Rogers David LeBaron (Member)

During 2019, the Corporate Governance Committee met on four occasions.

Nomination and remuneration committee

The Nomination and Remuneration Committee ("NRC") is currently composed by four members, one of whom is an independent Director. The NRC is governed by the NRC's Charter as may be amended by the Board of Directors ("Board") in line with the relevant laws and regulations. The Charter establishes the authority and responsibilities conferred by the Board to the NRC in line with Appendix 5.1 (8) (A) of the Code of Principles of Good Corporate Governance. Inter alia the NRC carries out the following tasks:

- presents recommendations to the Board regarding nomination to the Board's membership in accordance with approved policies, standards, and instructions on nomination regulations for the Board of Director's membership;
- performs an annual review of the needs required with regard to suitable skills for Board membership and performs an annual review of the Board of Directors' structure and present recommendations on the changes which can be performed in accordance with the Bank's interest; and
- performs an annual evaluation of the Board's overall performance and the performance of each Member and the Board Committees.

In addition to the above, the NRC provides information and summaries on the background of some important issues of the Bank and presents the reports and information to the Board. It ensures that the Board is continuously updated on the latest issues related to the banking profession. In this regard, the Board has in place a system to encourage its Members to attend seminars as well as other occasions that give them the opportunity to meet with local and global companies and institutions in order to develop their skills in the financial, banking and business fields.

Details regarding the Remuneration Policy and remuneration related matters have been disclosed under the Remuneration Policy and Statement of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee Members as at 31 December 2019 are the following:

Masaud M.J. Hayat (Chairman)
Majed Essa Ahmed Al-Ajeel (Vice Chairman)
Edmond Brincat (Member)
Rogers David LeBaron (Member)

Edmond Brincat was appointed member in December 2019.

John C. Grech – FIMBank Chairman and Murali Subramanian – CEO are non-voting, permanent invitees of the NRC.

During 2019, the Nomination and Remuneration Committee met on four occasions.

All members were present for all four meetings except for Majed Essa Ahmed Al-Ajeel, who was excused for the December meeting and Edmond Brincat who attended his first meeting following his appointment in December 2019.

Changes to committee membership during 2019

During 2019, Edmond Brincat was appointed Chairman of the Audit Committee, Geraldine Schembri was appointed Member of the Audit Committee and Rogers David LeBaron resigned from the Audit Committee. Edmond Brincat was appointed Member of the Nomination and Remuneration Committee. Nilanjan Ray resigned from the Executive Committee.

Principles 9 and 10: Commitment to institutional shareholders, an informed market and transparency in dealings by directors, management and staff

The Chairman arranges for all Directors including the Chairmen of all the Committees to be available to answer questions at the Annual General Meeting. All eligible Shareholders are served with a notice to attend the Annual General Meeting, which is held during the first half of the year. The notice contains all the resolutions proposed for approval by the Annual General Meeting and, as necessary, notes accompanying such resolutions. Pursuant to the Companies Act, notices are delivered to Shareholders at least fourteen clear days before the date of the Annual General Meeting. Advance notification of the resolutions proposed for approval is also given by way of a Company Announcement as soon as these are decided and approved, normally at the same Board Meeting that approves the Annual Financial Statements. The Board also considers the Annual Report to be an effective document which, in addition to the statutory disclosures, contains detailed information about the Group's performance. Moreover, the Board ensures that the Annual General Meeting serves as a medium at which information is communicated to Shareholders in a transparent and accountable manner. Additionally, the Bank holds meetings from time to time with financial intermediaries and financial market practitioners to disseminate information about the Group's progress, activities and financial performance. These meetings are usually organised to follow the publication of the half yearly and annual financial results as well as in connection with other Group developments and events. Procedures are in place to resolve conflicts between minority shareholders and controlling shareholders.

The Board complies with the provisions of the Bank's Memorandum and Articles of Association, as well as all legislation, rules and regulations that require it to maintain a fair and informed market in the Bank's equity securities. It discharges its obligations by having in place, formal procedures for dealing with potentially price-sensitive information and ensuring the proper conduct of its officers and staff in that regard. Regular contact with Shareholders and the general market is maintained through Company Announcements, which are issued in conformity with the obligations arising from the Listing Rules. During 2019 the Bank issued ten announcements.

The Board also complies with the provisions of the Bank's Articles of Association insofar as minority rights are concerned. In accordance with the Bank's Articles of Association, minority Shareholders may convene an Extraordinary General Meeting, in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors.

The Bank also maintains a presence on the web through www.fimbank.com, which includes an informative and comprehensive Investor Relations section that contains, amongst other things, all Company Announcements, Annual General Meeting information and regulated information.

The FIMBank Financial Instruments Internal Code of Dealing which has been drawn up in accordance with the requirements of the Listing Rules contains dealings restriction guidelines and reporting procedures to be observed by Directors, management and staff when dealing, or prospecting to deal, in the Bank's equity securities. Directors and employees are also notified by the Company Secretary of their obligations to observe the restricted 'time-windows' accompanying the publication of half yearly and annual financial results during which no dealings in the Bank's equity securities are allowed.

Control by any Shareholder, whether direct or indirect, and any potential abuse thereof, is regulated by the Banking Act and Rules issued thereunder. The Act and such Rules provide mechanisms for, and obligations on, persons intending to acquire control, as well as on all Directors and management, to notify and report to the supervisory authorities in such eventuality. There are additional obligations on Directors in terms of the Listing Rules and there is good communication in place between the management, the Company Secretariat and the Board to ensure that any issues are flagged and acted upon appropriately.

Principle 11: Conflicts of interest

While the overall tone for instilling a strong culture about the proper management of conflicts of interest is set at the top, situations of potential conflicts of interest with Board Members are in the first instance specifically regulated by Clauses 119 and 120 of the Bank's Articles of Association. In terms of the Articles of Association, whenever a conflict of interest situation, real or potential, arises in connection with any matter, the interest has to be declared. In particular, the Director concerned refrains from taking part in proceedings relating to the matter and his vote is excluded from the count of the decision. The minutes of Board Meetings, as well as those of Board Committees, invariably include a suitable record of such declaration and of the action taken by the individual Director concerned. Similar arrangements apply to management in the course of the conduct of their duties at Board Committees. Besides, where Directors and management have related party involvements, these are reported and it is an integral part of the Audit Committee's terms of reference to provide oversight on related party transactions.

The number of shares held in the Bank by Directors directly in their name as at 31 December 2019 is as follows:

John C. Grech* (Chairman)	1,760,000
Adrian Alejandro Gostuski*	Nil
Edmond Brincat	Nil
Geraldine Schembri	Nil
Hussain Abdul Aziz Lalani*	Nil
Majed Essa Ahmed Al-Ajeel*	Nil
Masaud M. J. Hayat* (Vice Chairman)	Nil
Mohamed Fekih Ahmed*	Nil
Osama Talat Al-Ghoussein*	Nil
Rabih Soukarieh*	Nil
Rogers David LeBaron	Nil

Aside from these direct interests in the shareholding of the Bank, the Directors marked above with an ' * ' are considered to be associated with companies that hold a beneficial interest in the Bank's shareholding. No Shareholder is entitled to any automatic right to nominate or appoint a Director on the Board. Details of outstanding loans, guarantees or similar facilities made available to related parties or beneficial interests thereof, including Directors, are disclosed in the Notes to the Financial Statements.

Principle 12: Corporate social responsibility

The Board of Directors encourages that sound principles of corporate social responsibility are adhered to in the ongoing management practices of the Group. As a result, from time to time the Bank and its subsidiaries are involved in supporting initiatives at both national and community level aimed at contributing economic and societal development. They also assist and promote small-scale projects of a charitable and humanitarian nature. Details of corporate social responsibility initiatives undertaken by the Group in 2019 are explained in other parts of the Annual Report.

Part 2: Non-compliance with the principles

Principle 2.3: Chairman and chief executive

The existing Chairman of the Board of Directors is not an independent member in terms of the Listing Rules. This notwithstanding, the Bank considers the non-compliance with this Principle not to be of concern in view of the fact that John C. Grech has signed a written declaration whereby he has declared that he undertakes to maintain in all circumstances his independence of analysis, decision and action, not to seek or accept any unreasonable advantages that could be considered as compromising his independence and to clearly express his opposition in the event that he finds that a decision of the Board may harm the Bank.

Principle 3: Composition of the board

The Board of Directors of FIMBank is made of non-executive Directors only and the majority of non-executive Directors are not independent. This notwithstanding the Bank considers the non-compliance with this principle not to be of concern since the Executive Committee already consists of a mix of non-executive Directors and members forming part of the Bank's executive management. This already provides the balance suggested in Principle 3.

Principle 4: Succession policy for directors

Whereas Listing Rule 4.2.7 calls on the Directors to develop a succession policy for the future composition of the Board, and 'particularly the executive component thereof, for which the Chairman should hold key responsibility', this is considered to be not applicable in view of the fact that the Board is composed solely of non-executive members. On the other hand, a succession policy for management is in place and is reviewed by the Nomination and Remuneration Committee.

Principle 8: Audit committee

Listing Rules 5.117.2 requires that the majority of the members of the Audit Committee shall be independent of the issuer. Hussain Abdul Aziz Lalani, the existing Vice Chairman of the Audit Committee and Rodgers David LeBaron are not independent members in terms of the Listing Rules. Rodgers David LeBaron resigned from the Audit Committee in May and Geraldine Schembri became a member of the Audit Committee. The Bank became compliant with the Listing Rules in May 2019. This notwithstanding, the Bank considers the non-compliance with this Principle not to be of concern in view of the fact that Hussain Abdul Aziz Lalani and Rodgers David LeBaron have signed a written declaration whereby they have declared that they undertake to maintain in all circumstances their independence of analysis, decision and action, not to seek or accept any unreasonable advantages that could be considered as compromising their independence and to clearly express their opposition in the event that they find that a decision of the Board may harm the Bank.

Principle 8: Nomination and remuneration committee

The manner in which the Directors are nominated for appointment follows the procedure set out in the Articles of Association, i.e. any nomination must be seconded by a Member or Members who in the aggregate hold at least 20,000 shares. This process is also rendered public with an announcement in the Maltese press, usually in the first quarter of the financial year and in good time before the Annual General Meeting, which allows at least ten business days for any nomination to be made to the Company Secretary.

The existing Chairman and Vice Chairman of the Nomination and Remuneration Committee are not independent members in terms of the Listing Rules, as required in terms of Principle 8.A.1 of the Code of Principles of Good Corporate Governance. This notwithstanding, the Bank considers the non-compliance with this Principle not to be of concern in view of the fact that Masaud M.J. Hayat and Majed Essa Ahmed Al-Ajeel have signed a written declaration whereby they have declared that they undertake to maintain in all circumstances their independence of analysis, decision and action, not to seek or accept any unreasonable advantages that could be considered as compromising their independence and to clearly express their opposition in the event that they find that a decision of the Board may harm the Bank.

Internal control

The Board is ultimately responsible for the identification and evaluation of key risks applicable to the different areas of the business of the Group, and for ensuring that proper systems of internal control are in place. The Board has delegated management with the task of creating an effective control environment to the highest possible standards. The internal audit function performs periodic audits to specifically test compliance with policies, standards and procedures and the effectiveness of the internal control environment within the Group. To ensure the effectiveness of the internal systems of control the Head of Internal Audit reviews and tests such systems independently from management, adopting a risk-based approach. The Internal Auditor reports to the Audit Committee, however, the Chairman of the Board of Directors is copied with all Internal Audit Reports issued.

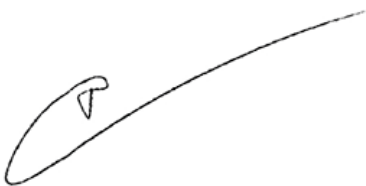
The Board has identified key features within the Group's environment of internal controls to ensure compliance with the Principles. The management is responsible for the identification and evaluation of key risks applicable to the respective areas of business. The Board receives regular reports from management giving detailed and comprehensive analysis of financial and operational performance, including variance analysis between budgeted and actual figures, activities and prospects.

Listing Rule 5.97.5

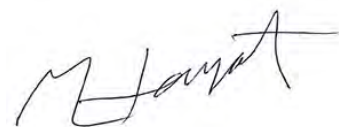
The information required by this Listing Rule is found in the Directors' Report.

It is also hereby declared that the contents of the Directors' Report and of this Statement of Compliance with the Principles of Good Corporate Governance cover the requirements of the provisions of Listing Rule 5.97.

Approved by the Board of Directors on 10 March 2020 and signed on its behalf by:



John C. Grech
Chairman



Masaud M.J. Hayat
Vice Chairman