

Voting Statistics & Results

In terms of Listing Rules 12.40 -12.42

FIMBank plc
Annual General Meeting
30 November 2020

General Statistics and Resolutions

	Number of Shares
a) Total shares eligible to attend and vote at the Meeting	522,443,763
b) Total shares represented at the meeting and issued with voting documents	491,696,456
Proportion of total shares issued with voting document (b:a)	94.11%

The Agenda of the Meeting consisted of four Ordinary Resolutions, one Special Business - Ordinary Resolution and one Special Business - Extraordinary Resolution. In terms of FIMBank's Articles of Association, an Ordinary Resolution of the company in a General Meeting shall be deemed to have been validly carried if consented to by a Member or Members having the right to attend and vote at such Meeting holding in aggregate more than fifty per cent (50%) in nominal value of the shares represented and entitled to vote at such Meeting.

The results of the six votes were as follows:

ORDINARY RESOLUTIONS:

1. 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.

The Resolution was approved.

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

The Resolution was approved.

3. 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).

The Resolution was approved.

4. 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

The Resolution was approved.

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.

The Resolution was approved.

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 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."*

The Resolution was approved.

All six Resolutions were carried.