

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 Thursday, 15 July 2021 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 2020, together with the Report of the Directors, the Corporate Government Statement, 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 (2021)

That the maximum aggregate emoluments of the Directors for the Financial Year Ending 31 December 2021 be fixed at USD 450,000 (2020: 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:

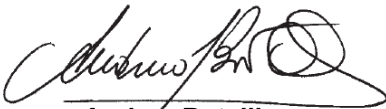
1. John C. Grech
2. Masaud M. J. Hayat
3. Majed Essa Ahmed Al-Ajeel
4. Rabih Soukarieh
5. Mohamed Fekih Ahmed
6. Rogers David LeBaron
7. Osama Talat Al-Ghoussein
8. Hussain Abdul Aziz Lalani
9. Edmond Brincat
10. Abdel Karim A.S. Kabariti
11. Claire Imam Thompson

SPECIAL BUSINESS - ORDINARY RESOLUTION – ADVISORY VOTE¹

5. Remuneration Report

That the Remuneration Report in terms of Chapter 12 of the Listing Rules be and is hereby approved.

By order of the Board.



Andrea Batelli
Company Secretary

16 June 2021

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¹ *This is the first time that the Remuneration Report is being submitted to the Annual General Meeting for an advisory vote as required by the Listing Rules. An advisory vote is a non-binding vote which allows shareholders to express their opinion regarding the issue at hand.

NOTES

- i) This notice is being mailed to the Members on the Register at the Central Securities Depository of the Malta Stock Exchange on 15 June 2021 (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 Wednesday, 14 July 2021.
- 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 Tuesday, 13 July 2021). 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 (members can ask for a hard copy of the Annual Report to be mailed to them);
 - (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.