

**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 Tuesday, 14 June 2022 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 2021, together with the Report of the Directors, the Corporate Governance 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 (2022)

That the maximum aggregate emoluments of the Directors for the Financial Year Ending 31 December 2022 be fixed at USD 450,000 (2021: 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. Hussain Abdul Aziz Lalani
8. Edmond Brincat
9. Abdel Karim A.S. Kabariti
10. Claire Imam Thompson
11. Erich Schumacher

## SPECIAL BUSINESS - ORDINARY RESOLUTIONS

### 5. Approval of the Amendments to the Remuneration Policy Supplement

#### *Purpose*

Following the enactment of Directive EU 2017/828 (often referred to as “**SRDII**”) and the consequential changes to the Capital Markets 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 Capital Markets Rules and which describes the different components of directors’ pay and the range of the relative proportions.

Following the approval of the Remuneration Policy Supplement (the “**Supplement**”) during the Annual General Meeting of 2020, the Supplement has been amended to be aligned with the applicable provisions of Directive (EU) 2019/878 (CRD V), the EBA Guidelines on Sound Remuneration Policies (EBA/GL/2021/04), Banking Rule 21 on Remuneration Policies and Practices (BR/21/2022), Banking Rule 24 on Internal Governance of Credit institutions (BR/24/2022), the amendments to Chapter 12 of the Capital Markets Rules and to the Group Remuneration Policy as amended in March 2022 for the same scope. In accordance with Capital Markets Rule 12.26I, Issuers are to submit the remuneration policy to a vote by the general meeting at every material change and in any case at least every four years.

#### *Proposal*

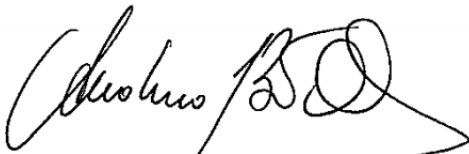
The Board of Directors is proposing to approve the amendments to the Remuneration Policy Supplement (the “**Supplement**”) which was approved during the Annual General Meeting of 2020 and will be available for inspection:

- 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 amendments to the Supplement, for as long as the amended Supplement is applicable.

### 6. Remuneration Report for the year ended 31 December 2021 – Advisory Vote<sup>1</sup>

That the Remuneration Report for the year ended 31 December 2021 in terms of Chapter 12 of the Capital Markets Rules be and is hereby approved.

By order of the Board.



**Andrea Batelli**  
Company Secretary

16 May 2022

<sup>1</sup> \*The Remuneration Report is being submitted to the Annual General Meeting for an advisory vote as required by the Capital Markets 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 May 2022 (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 (hereinafter "**AGM**").
- 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 Monday, 13 June 2022.
- 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 Sunday, 12 June 2022). 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](http://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.