

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 Capital Markets 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 Tuesday 14th June 2022 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 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.

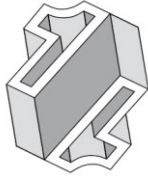
3. Maximum Aggregate Emoluments of Directors (2022)

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



FIMBANK

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 the 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

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.

Unquote

Andrea Batelli
Company Secretary
24 May 2022

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