

## Circular to Members

in terms of Chapter 6 of the Capital Markets Rules

Dear Member,

### ANNUAL GENERAL MEETING – 13 MAY 2026

The documentation for the Annual General Meeting of FIMBank plc (“**FIMBank**” or the “**Bank**”) to be held on Wednesday, 13 May 2026 contains a ‘Notice to Members’ detailing the Resolutions which Members will be asked to consider and approve. In particular, the Special Business of the Meeting features:

Two (2) Ordinary Resolutions relating to the:

- (i) Remuneration Report for the year ended 31 December 2025; and
- (ii) Updated Directors’ Remuneration Policy.

**THE PURPOSE OF THIS CIRCULAR TO THE MEMBERS (THE “CIRCULAR”), WHICH IS TO BE READ IN CONJUNCTION WITH THE “NOTICE TO MEMBERS”, IS TO HIGHLIGHT SALIENT POINTS IN TERMS OF THE CAPITAL MARKETS RULES IN CONNECTION WITH CERTAIN RESOLUTIONS, EXPLAINING THEIR ESSENTIAL CHARACTERISTICS, BENEFITS AND RISKS. ALL MEMBERS ON THE REGISTER AT THE CENTRAL SECURITIES DEPOSITORY OF THE MALTA STOCK EXCHANGE ON 13 APRIL 2026 (THE “RECORD DATE”) ARE ENTITLED TO RECEIVE NOTICE OF, PARTICIPATE IN AND VOTE AT THE MEETING. PLEASE READ THE NOTICE TO MEMBERS AND THIS CIRCULAR CAREFULLY IN VIEW OF THE VOTING ACTION YOU ARE REQUIRED TO TAKE AT THE FORTHCOMING MEETING. IN THE EVENT THAT YOU HAVE TRANSFERRED YOUR EQUITY SECURITIES AFTER THE RECORD DATE OF 13 APRIL 2026, YOU ARE STILL ENTITLED TO VOTE AT THE MEETING BUT ARE ASKED TO INFORM THE INTERMEDIARY (THROUGH WHOM THE SALE/TRANSFER TOOK PLACE) OF THIS CIRCULAR AND THE NOTICE FOR ONWARD INFORMATION TO THE PURCHASER/TRANSFeree.**

The documents required in terms of Capital Markets Rule 6.2.12, as may be applicable, will be available for inspection at the Registered Office of the Bank from the date of publication of this Circular until the date of the Annual General Meeting.

## 1. REMUNERATION REPORT FOR THE YEAR ENDED 31 DECEMBER 2025

The Remuneration Report for the year ended 31 December 2025 is being submitted to the Annual General Meeting for an advisory vote as indicated 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.

## 2. UPDATED DIRECTORS' REMUNERATION POLICY

Subsequent to the approval of the amended Directors' Remuneration Policy (the "**Policy**") at the 2024 Annual General Meeting of the Bank, the Policy has recently undergone a comprehensive revision to simplify the contents of the Policy, enhance clarity and ensure full compliance with the Capital Market Rules. The updated Policy adopts a more streamlined and focused structure, setting out the core principles and governance framework for the remuneration of Directors, the Group Chief Executive Officer, and the Group Deputy Chief Executive Officer. In line with prevailing practices among locally listed banks, the revised format presents all pertinent information clearly and systematically, thereby strengthening transparency and supporting effective governance across the organisation, while adhering to all applicable regulatory requirements.

For the above purpose, the Board of Directors is proposing to approve the updated Policy, which will be available for inspection:

- a) at the Registered Office of the Bank, from the date of publication of this Circular until the close of the Annual General Meeting, and;
- b) on the Bank's website at [FIMBank - Corporate Governance](#), after the Annual General Meeting, together with the date and the results of the binding vote on the amendments to the Policy, for as long as the amended Policy is applicable.

## RECOMMENDATIONS

All the Directors, whose names appear hereunder, accept responsibility for the information contained in this Circular. To the best of the knowledge and the belief of the Directors who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. Nothing shall be construed as meaning that the Malta Financial Services Authority is in agreement with any of the Resolutions presented to the Annual General Meeting.

The Directors believe that this Circular, read in conjunction with the 'Notice to Members', adequately describes the essential characteristics, benefits and risks of the Resolutions presented to the Annual General Meeting.

**Consequently, the Directors recommend that the Members approve the Resolutions presented above as, in their opinion, they are in the best interests of the Members and the Bank as a whole.**

**The information contained herein should be read as a general notice. Nothing in this Circular is intended and/or should be interpreted as legal advice.**



**Dr. John C. Grech**  
Chairman

17 April 2026

*\*also for and on behalf of, Masaud M.J. Hayat, Edmond Brincat, Hussain Abdul Aziz Lalani, Rabih Soukarieh, Samer Abbouchi, Simon Jethro Lay, Sunny Bhatia and Teuta Bakalli.*