

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 at the Westin Dragonara Resort, the Dragonara Point Ballroom, St. Julian's, Malta on Wednesday, 13th May 2026 at 6.00 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 31st December 2025, 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 PricewaterhouseCoopers ("**PwC**") Malta, registered auditors, as auditors of the Bank be approved, and that the Board of Directors be hereby authorised to fix their remuneration.

3. **Maximum Aggregate Emoluments of Directors (2026)**

That the maximum aggregate emoluments of the Directors for the Financial Year Ending 31st December 2026 be fixed at USD 450,000 (2025: 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 as Directors of the Bank, subject to any applicable regulatory approvals:

1. John C. Grech
2. Masaud M. J. Hayat
3. Edmond Brincat
4. Hussain Abdul Aziz Lalani
5. Rabih Soukarieh
6. Samer Abbouchi
7. Simon Jethro Lay
8. Teuta Bakalli
9. Haethum Samih Buttikhi

SPECIAL BUSINESS - ORDINARY RESOLUTIONS

5. Remuneration Report for the year ended 31st December 2025 – Advisory Vote¹

That the Remuneration Report for the year ended 31st December 2025, in terms of Chapter 12 of the Capital Markets Rules, be and is hereby approved.

6. Updated Directors' Remuneration Policy

Purpose

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.

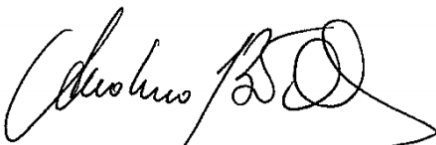
Proposal

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 the 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.

Please note that photographs and footage will be taken at the Annual General Meeting. These will be used by FIMBank for marketing and publicity in our publications and/or third-party publications as well as on our website. Kindly contact the event organizer should you not wish that photographs or footage of you be taken during this event.

By order of the Board.



Andrea Batelli
Company Secretary

17th April 2026

¹ *The Remuneration Report is being submitted to the Annual General Meeting for an advisory vote as required by Chapter 12 of 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 13th April 2026 (the “**Record Date**”). Only Members registered on the Record Date shall have the right to vote at the Annual General Meeting (hereinafter “**AGM**” or 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 attend, participate and vote at the AGM.
- ii) A Member entitled to vote may appoint a proxy to attend and vote instead of him/her using the enclosed Form of Proxy; the appointed proxy need not be a Member. Where a Member is holding Shares for and on behalf of third parties and wishes to grant a proxy to each of his clients or to any third party designated by a client, such Member is kindly asked to contact FIMBank to obtain proxy forms allowing for split voting. To be valid the form of Proxy, must be duly completed, signed and 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 to the Company Secretary on e-mail address: csec@fimbank.com. The Form of Proxy however sent must reach the Company Secretary by not later than Tuesday, 12th May 2026 at 6.00 p.m.
- iii) In order to participate and to vote at the Meeting, a Member or his/her proxy is to present his/her Identity Card or other means of identification and the Admission Form enclosed with this Notice. In the case of a Member being a body corporate, association of persons, foundation or other body of persons, a representative thereof will only be eligible to attend and be admitted to the Meeting, and to vote thereat, if a Form of Proxy has been (a) duly executed in his/her favour by the competent organ of the entity which he/she represents, and (b) submitted to the Company Secretary in accordance with the procedures set out under (ii) above.
- iv) 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.
- v) A Member, who is a minor, may be represented at the Meeting by his/her Legal Guardian who will be required to present his/her Identity Card and the Admission Form.
- vi) Admission to the Meeting will commence one (1) hour before the advertised and appointed time.
- vii) After the Meeting has proceeded to business, voting documents will continue to be issued until such time as the Meeting proceeds to vote on the first Resolution of the Agenda whether by show of hands or by poll. Thereafter no further voting documents will be issued and admittance to the Meeting will be discontinued.
- viii) The following information is made available to the Members on <https://www.fimbank.com/en/annual-general-meeting-2026> in the Investor Relations section:
 - (a) a copy of all documentation mailed to all shareholders;
 - (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 may ask for a hard copy of the Annual Report to be mailed to them by contacting the Company Secretary on e-mail address: csec@fimbank.com).