

FIMBANK

COMPANY ANNOUNCEMENT

The following is a Company Announcement by FIMBank p.l.c. (the “Bank” or the “Company”) pursuant to the Malta Financial Services Authority Listing Rules 5.16:

Quote

FIMBank p.l.c. announces that its Annual General Meeting is being convened at The Hilton, St. Julian’s, Malta for Thursday 8 May 2014 at 6:00 p.m., so that the Members may consider and, if deemed fit, approve the following Resolutions:

ORDINARY RESOLUTIONS

1. Accounts

That the Audited Accounts for the Financial Year ended 31 December 2013, together with the Report of the Directors, the Corporate Government Statement, the Remuneration Report 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 (2014)

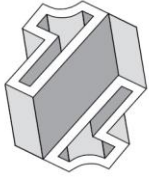
That the maximum aggregate emoluments of the Directors for the Financial Year Ending 31 December 2014 be fixed at USD 350,000 (2013: USD 350,000).

4. Election of Directors

That the persons listed below, all being eligible, have signified their willingness to be appointed as Directors and there being fewer nominations than there are vacancies, all of the following nominees will be automatically elected Directors of the Company:

**FIMBank p.l.c.
Mercury Tower
The Exchange Financial & Business Centre
Elia Zammit Street
St.Julian’s STJ 3155, Malta**

**Tel:(+356) 2132 2100
Fax:(+356) 2328 0107
Company Registration Number: C17003
www.fimbank.com
csec@fimbank.com**



FIMBANK

John C. Grech
Masaud M. J. Hayat
Majed Essa Ahmed Al-Ajeel
Eduardo Eguren Linsen
Adrian Alejandro Gostuski
Rabih Soukarieh
Mohamed Fekih Ahmed
Rogers LeBaron

SPECIAL BUSINESS - ORDINARY RESOLUTIONS

5. Bonus Issue

That, pursuant to the Directors' recommendation, a bonus issue of fully paid up ordinary shares be approved as follows:

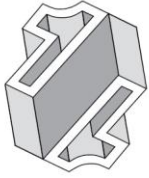
- (a) a capitalisation of not less than USD 8,969,789 from the Company's share premium account be approved through the issuance of fully paid up bonus ordinary shares of a nominal value of USD 0.50 per share in the ratio of 1:10 (bonus shares: ordinary shares held), and this with effect from such date as may be determined by the Board of Directors (with full powers of delegation); and
- (b) the bonus shares be allotted to those Members on the register of the Central Securities Depository of the Malta Stock Exchange as at 8 April 2014 (the "**Record Date**").

6. Rights Issues and Directors' Authority to Issue Equity Securities

That, pursuant to the Directors' recommendation, the Company makes two rights issues over a period of two (2) years to raise in aggregate a minimum of one hundred million US Dollars (USD 100,000,000) (the "**Rights Issues**") by the issuance of ordinary shares to its Members on such terms and conditions as may be determined by the Board of Directors.

FIMBank p.l.c.
Mercury Tower
The Exchange Financial & Business Centre
Elia Zammit Street
St.Julian's STJ 3155, Malta

Tel:(+356) 2132 2100
Fax:(+356) 2328 0107
Company Registration Number: C17003
www.fimbank.com
csec@fimbank.com



FIMBANK

That, limitedly for the purpose of implementing the Rights Issues, and pursuant to Article 85 of the Companies Act, and in virtue of the powers vested in the Company by Article 5 of the Articles of Association, the Board of Directors (with full powers of delegation) be generally authorised to issue and allot such number of Equity Securities, for the time being un-issued, as may be determined by the Board of Directors up to the maximum authorised share capital of the Company being five hundred million US Dollars (USD 500,000,000). This authorisation is valid for a period of two (2) years.

This authorisation is without prejudice to the Board of Directors' Authority to issue Equity Securities in connection with the implementation of the Executive Share Option Schemes currently in force.

SPECIAL BUSINESS - EXTRAORDINARY RESOLUTIONS

7. Directors' Authority to Restrict or Withdraw Statutory Pre-Emption Rights

That, pursuant to Article 18 of the Articles of Association of the company, the Board of Directors be generally authorised (with full powers of delegation) to restrict or withdraw the statutory pre-emption rights of the Company's Equity Securities holders for as long as the Board of Directors remains authorised to issue and allot Equity Security in terms of Article 85 of the Companies Act.

8. Amendments to Executive Share Option Scheme Rules

That:

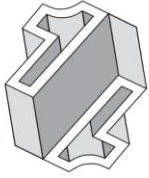
i. Recital C. be deleted in its entirety and substituted by the following:

C. Where, pursuant to an approval by the General Meeting of Members, the Board issues a scheme for any year, the Board shall make an announcement to Qualifying Executives not later than one month from the holding of the General Meeting of Members and shall, in addition to making available a copy of these rules, state therein:

- the maximum total number of Share Options which are available for that year (the "Maximum Award")
- the Performance Target

FIMBank p.l.c.
Mercury Tower
The Exchange Financial & Business Centre
Elia Zammit Street
St.Julian's STJ 3155, Malta

Tel:(+356) 2132 2100
Fax:(+356) 2328 0107
Company Registration Number: C17003
www.fimbank.com
csec@fimbank.com



FIMBANK

- the Exercise Price
- the Exercise Period, and
- the maximum award to individual Qualifying Executives which may be expressed as a percentage of the Maximum Award or as an absolute amount of Share Options.

In cases where the General Meeting approves a Scheme for more than one (1) year, the General Meeting shall, on establishing the parameters required by the Listing Rules issued by the Malta Financial Services Authority, delegate to the Board the duty to announce:

- the Maximum Award
- the Performance Target

- the Exercise Price
- the Exercise Period, and
- the maximum award to individual Qualifying Executives which may be expressed as a percentage of the Maximum Award or as an absolute amount of Share Options for each of the Applicable Years and this not later than (a) three months after the commencement of the year or (b) one month following the date of the Annual General Meeting during which the Scheme was approved or amended, whichever is the later. The award to each individual Qualifying Executive will only be made by the Board not later than the end of the first four months of the financial year following the Applicable Year.

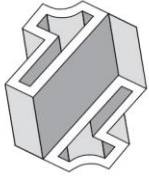
ii. Paragraph 2.3 be deleted in its entirety and substituted by the following:

2.3 *Exercise Price*

The Exercise Price for Share Options in respect of an Applicable Year will be determined by the Board and communicated to Qualifying Executives in accordance herewith. The Exercise Price for the Applicable Year shall be the discounted book value per share at the time of the communication of the details of a Scheme to Qualifying Executives for that year in accordance herewith. The discount to be applied on the book value is a percentage to be established by the Board, up to a maximum of 25%, provided that in the case where applying this method would result in an Exercise Price below the nominal value of the share subject of the Share Option, then the Exercise Price would be equivalent to the nominal value of the share.

FIMBank p.l.c.
Mercury Tower
The Exchange Financial & Business Centre
Elia Zammit Street
St.Julian's STJ 3155, Malta

Tel:(+356) 2132 2100
Fax:(+356) 2328 0107
Company Registration Number: C17003
www.fimbank.com
csec@fimbank.com



FIMBANK

For the purpose of this clause, “book value” means the book value per Share as per the latest audited financial statements of the Bank available at the time the allocation of award of share options to each Qualifying Executive in respect of an Applicable Year is being determined.

9. Memorandum and Articles of Association: Amendments

That, subject to regulatory approvals:

- i. Article 6A of the Memorandum of Association of the Company be deleted in its entirety;
- ii. Article 7 of the Articles of Association of the Company be deleted in its entirety and substituted by the following:

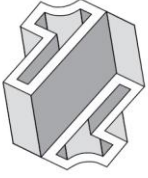
“7. The administration and management of the Company shall be vested in a Board of Directors consisting of not less than five (5) and not more than nine (9) Directors who shall be elected in accordance with the Articles of Association of the Company.”

- iii. Article 100 of the Articles of Association of the Company be deleted in its entirety and substituted by the following:

“100. The Company shall grant a period of at least fourteen (14) days to Members to propose nominations of candidates for the election of Directors. Such notice may be given to Members by the publication of an advertisement in at least two (2) daily Maltese newspapers. All such nominations have to reach the Company Secretary not later than the date indicated in the said notice given to Members to propose nominations of candidates.”

FIMBank p.l.c.
Mercury Tower
The Exchange Financial & Business Centre
Elia Zammit Street
St.Julian's STJ 3155, Malta

Tel:(+356) 2132 2100
Fax:(+356) 2328 0107
Company Registration Number: C17003
www.fimbank.com
csec@fimbank.com



FIMBANK

iv. Article 148 be deleted in its entirety and substituted by the following:

“148. Any notice or other document, if served or sent by ordinary post to an address in Malta or if served or sent by airmail post to an address outside Malta shall be deemed to have been served or delivered two (2) days after the time when the letter containing the same is put into the post and in proving service or sending, it shall be sufficient to provide that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter or prepaid airmail letter as the case may be.”

Unquote

Andrea Batelli
Company Secretary
11 April 2014

FIMBank p.l.c.
Mercury Tower
The Exchange Financial & Business Centre
Elia Zammit Street
St.Julian's STJ 3155, Malta

Tel:(+356) 2132 2100
Fax:(+356) 2328 0107
Company Registration Number: C17003
www.fimbank.com
csec@fimbank.com