



FIMBANK

FIMBank p.l.c.

7th Floor
The Plaza Commercial Centre
Bisazza Street, Sliema
SLM 1640 – 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. (the “Company”) to be held at Le Meridien Hotel, St. Julian’s, Malta on Thursday 5 May 2011 at 6.00pm, 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 2010, together with the Report of the Directors and the Report of the Auditors thereon, be received and approved.

2. Recommendation of Dividend

That the payment of a Net Dividend of USD 3,371,955 (US cents 2.480242 per ordinary share) be approved.

3. Declaration of Dividend: Scrip Issue

That the Net Dividend of USD 3,371,955 (representing US cents 2.480242 per ordinary share) be paid either in cash or by the issue of new shares (the issuance of shares being subject to certain terms and conditions as detailed in the enclosed Scrip Dividend Form), at each Member’s option, at an Attribution Price of USD 0.850.

4. 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.

5. Maximum Aggregate Emoluments of Directors (2011)

That the maximum aggregate emoluments of the Directors for the Financial Year Ending 31 December 2011 be fixed at USD 350,000 (2010: USD 350,000).

6. Election of Directors

That the persons listed below, all being eligible, have signified their willingness to be re-appointed as Directors and there being as many vacancies as there are nominations, they be elected as Directors of the Company:

Najeeb H M Al-Saleh; Tareq Al-Saleh; Hamed M Al-Sayer; Fouad M T Alghanim; Pierre-Olivier Fragniere; John D Freeman; John C Grech; Jacques Leblanc; Gerard Lohier; Mohamed I H Marafie; Francis J Vassallo.

SPECIAL BUSINESS – ORDINARY RESOLUTIONS

7. Shareholders’ consent for disclosure of unpublished price-sensitive information

Purpose

The Board of Directors is proposing that, in accordance with the requirements of the Listing Rules, the Company in General Meeting expressly authorises the Directors to the disclosure of information about the company to potential strategic investors, including but not limited to the disclosure of unpublished price-sensitive information.

Proposal

That, notwithstanding the provisions of Article 154 of the Articles of Association of the Company and pursuant to Rules 5.172 *et seq.* of the Listing Rules, the Company be hereby authorised to disclose to any *bona fide* offeror such information in relation to the Company, including unpublished price-sensitive information, as may be necessary to enable the *bona fide* offeror and its advisers to make, confirm, withdraw or modify any *bona fide* offer made to the Company.

8. Directors' Authority to Issue Equity Securities

Purpose

In order to give flexibility to the Company in connection with the issuing of Equity Securities (defined in Article 2 of the Articles of Association as "shares in the Company of whatever class or any other securities that can be converted or exchanged into, or which carry the right to subscribe for, shares of whatever class in the Company"), the Board of Directors is proposing that the Company in General Meeting extends the authority, given to the Board of Directors by the Company in the Annual General Meeting held on 6 May, 2010, to issue Equity Securities up to the maximum value of the Authorised Share Capital.

The maximum amount of Equity Securities which the Board of Directors will have authority to allot in terms of this proposed authority represents approximately a one-hundred and ninety-four per centum (194%) increase of the total Ordinary Share Capital in issue at the date hereof.

Such general authority will be used when the Board of Directors shall deem it in the best interests of the Company as a whole to issue such Equity Securities, including in the following instances, if and when they arise: (a) Equity Securities are issued to a strategic partner, or (b) the Company makes an acquisition and pays in whole or in part by the issue of Equity Securities, or (c) to implement a Scrip Dividend mechanism whereby a shareholder elects to receive shares in lieu of all or part of a cash dividend, or (d) in the implementation of any Employee Share Options Scheme, or (e) in support of the overall capital and financial requirements of the Company.

Proposal

That, pursuant to Article 85 of the Companies Act (Cap. 386, Laws of Malta), 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 hereby 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 a maximum nominal value of two hundred million US Dollars (USD 200,000,000). This authorisation is a renewal of the previous authorisation given by the Members at the 2010 Annual General Meeting and is valid for a maximum period of 5 years from the date of the adoption of this Ordinary Resolution.

SPECIAL BUSINESS - EXTRAORDINARY RESOLUTIONS

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

Purpose

The Board of Directors is proposing that it be granted the authority by the Company in General Meeting to restrict or withdraw the statutory pre-emption rights of the Company's Equity Securities holders. Such restriction or withdrawal is required if, for example, new Equity Securities are to be issued to a strategic investor.

Accordingly, the Board of Directors is proposing that the Company in General Meeting extends the authority, given to the Board of Directors by the Company in the Annual General Meeting held on 6 May 2010, to restrict or withdraw the statutory pre-emption rights of the Company's Equity Securities holders.

Proposal

That, pursuant to Article 18 of the Articles of Association of the Company, the Board of Directors be hereby 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 securities in terms of Article 85 of the Companies Act.

10. Acquisition of Own Shares

Purpose

The Board of Directors is proposing that the Company in general meeting renew the authority, given to the Board of Directors by the Company at the Annual General Meeting held on 6 May 2010, to purchase its own shares.

Details of Acquisition

The Board of Directors declares that its motivation in seeking an authorisation to acquire the Company's own shares is to (a) create greater awareness of the value potential of the Company, (b) enable more liquidity in the market for its shares (including but not limited to the case of purchase of own shares from employees), and (c) allow it greater flexibility in attracting strategic investors who could enhance the overall quality of its shareholding base. Accordingly, it would be the Company's intention to acquire such shares with a view to dispose of them in an orderly manner and within a reasonable time-frame; they would not be retained as own shares or cancelled as part of a capital reduction exercise. The Board of Directors further declares that Article 23 of the Articles of Association of the Company empowers the Company to acquire its own shares and that any acquisition will comply with the requirements of Article 106 of the Companies Act .

Proposal

That pursuant to Article 23 of the Company's Articles of Association and in terms of Article 106 of the Companies Act, and subject to the required regulatory approvals, the Company be hereby authorised to acquire such number of its own ordinary shares, subject to the limitations and conditions set out in the Companies Act and the following terms and conditions:

- (a) the maximum number of its own shares that the Company is authorised to acquire shall not exceed 10% of the issued share capital of the Company;
- (b) the authorisation hereby given to the Company expires at the next Annual General Meeting or on the expiry of eighteen (18) months from the date of this Resolution, whichever is the earlier; and
- (c) the consideration which the Company is authorised to pay with respect to each of such shares shall not be less than USD 0.500, and not more than USD 1.500, per ordinary share. Such range is to be used within the discretion of the Board of Directors in the best interests of the Company;

as well as any other terms and conditions as the Board of Directors may consider to be in the best interests of the Company.

11. Executive Share Option Scheme Rules: Amendments

Purpose

Members are receiving details of a share for share exchange offer (the "**Exchange Offer**") made to them by FIM Holdings p.l.c. (C52340) by means of a prospectus issued by FIM Holdings p.l.c. and dated 6 April, 2011 (the "**Prospectus**").

As part of the Company's policy to incentivise its executives by the issuance of share options schemes in the Company, the Company has over the past years requested that Members approve various Executive Share Options Schemes and Rules. If the Exchange Offer becomes effective, the various schemes and rules need to be amended to cater for share options and shares in FIM Holdings p.l.c. rather than that in the Company. Consequently, holders of share options in the Company have received or will be receiving details of an option for option exchange offer (the "**Option Exchange Offer**") made to them by FIM Holdings p.l.c. The Company is of the firm view that in the event that the Exchange Offer becomes effective and the Company de-lists, it is not desirable to leave options in shares of the Company once the Company is de-listed. Therefore, the Company is recommending to its Members that they amend the Share Option Scheme Rules approved at past Annual General Meetings of the Company being:

- (i) the Executive Share Options Scheme Rules dated 28 April 2001 approved at the Extraordinary General Meeting of the Company held on the 28 April 2001;

- (ii) the Executive Share Options Scheme Rules dated 5 May 2005 as approved at the Annual General Meeting held on the 5 May 2005 and updated at the 2007 Annual General Meeting for application with respect to awards for 2007 to 2009;
- (iii) the Executive Share Options Scheme Rules dated 23 April 2009 approved at the Annual General Meeting held on the 23 April 2009; and
- (iv) the Executive Share Options Scheme Rules dated 6 May 2010 approved at the Annual General Meeting held on the 6 May 2010,

(together, the “**Executive Share Options Scheme Rules**”).

These amendments are intended to:

- (i) introduce limited drag along rights so as to facilitate the Option Exchange Offer (*this amendment, if carried, shall apply irrespective of the Exchange Offer becoming effective*); and
- (ii) to ensure that in the event that the Exchange Offer becomes effective, the Executive Share Options Schemes and Rules be amended to ensure that future awards of share options be granted over shares in FIM Holdings p.l.c. (*this amendment, if carried, shall only take place if the Exchange Offer becomes effective*).

Proposal

- (1) That the Company in General Meeting approves that the Executive Share Option Scheme Rules be amended as set out in Part A of the Annex with immediate effect; and
- (2) That the Company in General Meeting approves that the Executive Share Option Scheme Rules be further amended as set out in Part B of the Annex in the event that all the conditions of the Exchange Offer are fulfilled or waived and with effect from the Exchange Date (as defined in the Prospectus).

12. Articles of Association: Amendments

Purpose

Members are receiving details of a share for share exchange offer (the “**Exchange Offer**”) made to them by FIM Holdings p.l.c. (C 52340) by means of a prospectus issued by FIM Holdings p.l.c. and dated 6 April, 2011. Further details about the Exchange Offer are contained in the package of documentation circulated with this Notice to Members.

By means of this Exchange Offer, Members will be asked to positively accept or decline to exchange their shares in the Company with shares in FIM Holdings p.l.c. The Company is of the firm view that it is not desirable to leave passive Members (i.e. Members who do not respond to the Exchange Offer) with shares in the Company in the event that the Exchange Offer becomes effective. To prevent this occurring, the Company is recommending to its Members that they amend the Company’s Articles of Association by introducing limited drag along rights in relation to any passive Members who do not reply, whether positively or negatively to the Exchange Offer.

As a result of the operation of the proposed Article 48A (set out below), subject to the Exchange Offer becoming effective, any Member who does not positively decline the Exchange Offer will be required to transfer his shares in the Company to FIM Holdings p.l.c. in accordance with the provisions of this new article. For the avoidance of doubt, any shares in FIM Holdings p.l.c. issued to passive Members as a result of the said drag along rights shall have all the same rights and obligations as, and shall rank equally with, the other shares in FIM Holdings p.l.c. to be issued to Members who positively accept the Exchange Offer.

Proposal

- (1) That, subject to applicable regulatory approvals, the Articles of Association of the Company be amended by the insertion of a new Article 48A – Limited Drag-Along Rights as follows:

“48A. LIMITED DRAG-ALONG RIGHTS

- (1) For the purposes of this article, the following definitions shall apply:

“Conditional Offer” means a share for share exchange offer made by Holdco which is subject to a number of conditions as provided in an Offer Document to be circulated to the Members;

“Consideration” means the consideration payable in accordance with the Offer Document consisting of 1 ordinary share of US\$0.50c in Holdco for every 1 ordinary share of US\$0.50c held by a Member in the Company;

“Holdco” means FIM Holdings p.l.c. of 7th Floor, The Plaza Commercial Centre, Bisazza Street, Sliema SLM 1640, Malta;

“Offer Document” means a document, including a prospectus, prepared by Holdco containing, *inter alia*, the terms applicable to the Conditional Offer to be made to the Members.

- (2) If at any time, but limitedly during the year 2011, Holdco makes a Conditional Offer to the Members for the purpose of or in connection with the establishment of a new holding company structure, then upon:

- i. the conditions of the Conditional Offer being fulfilled or waived; and
- ii. the Conditional Offer being accepted by not less than 80% in aggregate nominal value of the Company's Shares as at a date to be set out in the Offer Document (the members whose shares constitute the said threshold hereinafter referred to as the **“Accepting Members”**)

all the remaining Members who have not accepted the Conditional Offer (to be referred to as the **“Other Members”**), but not being Declining Members (as defined below), shall be obliged to transfer their shares in the Company to Holdco for the Consideration within ten (10) calendar days from the Conditional Offer being declared unconditional.

PROVIDED THAT the Members of the Company shall have the right to decline the Conditional Offer by completing and returning the appropriate form to the Company as set out in the Offer Document within timeframes stipulated in the Offer Document (the Members exercising such right being referred to as the **“Declining Members”**). Any Declining Member shall not be under an obligation to transfer his shares to Holdco in accordance with the provisions of this Article and shall consequently remain a Member of the Company.

Any Member who does not positively decline the Conditional Offer in accordance with the previous paragraph shall be deemed to be an Other Member and he shall consequently be under an obligation to transfer his shares in the Company to Holdco in accordance with the provisions of this article.

Each Other Member, or his lawful successor/s-in-title, or any other duly authorised attorney therefor, hereby irrevocably appoints the Company to act on its behalf for the purposes of completing and executing any documents, forms, or notices necessary or desirable in order to complete the share for share exchange as proposed in the Offer Document.

This article shall lapse within 14 calendar days from when the Conditional Offer is either fulfilled or lapses.”

- (2) That the Company Secretary be authorised to authenticate as a certified true copy a revised and updated Memorandum and Articles of Association of the Company and to file same at the Registry of Companies.

13. De-listing of FIMBank p.l.c.'s Shares from the Official List of the Malta Stock Exchange (*this resolution requires a poll*).

Purpose

The Board of Directors of the Company is proposing that the Members approve that the Company's shares be de-listed from the Official List of the Malta Stock Exchange on condition that the Exchange Offer (as defined above) becomes effective. Further details are set out in the Circular issued by the Company and dated 6 April, 2011.

Proposal

For the purposes of this Resolution:

- (a) 'Prospectus' shall mean the prospectus issued by FIM Holdings p.l.c. (C 52340) and dated 6 April, 2011;
- (b) 'Exchange Offer' shall mean the share for share exchange offer made by FIM Holdings p.l.c. (C 52340) by means of the Prospectus;

That the Members of the Company RESOLVE that:

- (i) subject to any necessary regulatory approvals;
- (ii) subject to the Exchange Offer becoming unconditional as per the terms and conditions of the Prospectus; and
- (iii) with effect from such date and time as may be decided in conjunction with the Listing Authority and the Malta Stock Exchange,

all the ordinary shares of FIMBank p.l.c. bearing ISIN Number MT0000180100 shall be de-listed from the Official List of the Malta Stock Exchange.

AND IT IS FURTHER RESOLVED that the Company Secretary be authorised to:

1. agree the date and time of the effective de-listing with the Listing Authority and the Malta Stock Exchange; and
2. file and sign all such documents and generally do all such things, as may be necessary or desirable for the purpose of applying to the Listing Authority and the Malta Stock Exchange for the de-listing of the ordinary shares of FIMBank p.l.c. and for implementing the said de-listing.

By order of the Board.



M Cassar
Company Secretary

6 April 2011

Avviż lill-Membri

Ai termini tal-Artikolu 69 ta' l-Istatut ta' Assoċjazzjoni

Qed jingħata avviż tal-Laqgħa Ġeneral Annwali ta' FIMBank p.l.c. (il-Kumpannija) li ser ssir il-Le Meridien Hotel, St. Julian's, Malta il-Ħamis 5 ta' Mejju 2011 fis-6:00 ta' filgħaxija, biex jiġu kkunsidrati u, jekk jitqiesu xierqa, jiġu approvati, r-Riżoluzzjonijiet li ġejjin:

.....omissis.....

SPECIAL BUSINESS - RIŻOLUZZJONIJIET STRAORDINARJI

.....omissis.....

13. It-Tneħħija tal-Azzjonijiet ta' FIMBank p.l.c. mill-Kwotazzjoni fuq il-Borża ta' Malta (din ir-riżoluzzjoni tirrikjedi votazzjoni permezz ta' poll).

Għan

Il-Bord tad-Diretturi tal-Kumpannija qed jipproponi li l-Membri japprovaw li l-Azzjonijiet tal-Kumpannija jitneħħew mill-Kwotazzjoni fuq il-Borża ta' Malta. B'dan illi din ir-riżoluzzjoni hija sugġetta għall-kundizzjoni li l-'Exchange Offer' (kif definit hawn isfel) isir effettiv. Aktar dettalji jinstabu fiċ-Ċirkolari maħruġa mill-Kumpannija u datata 6 ta' April, 2011.

Proposta

Għall-finijiet ta' din ir-Riżoluzzjoni:

- (a) 'Prospett' ifisser il-prospett maħruġ minn FIM Holdings p.l.c. (C 52340) u datat 6 ta' April, 2011;
- (b) 'Exchange Offer' ifisser l-offerta għall-iskambju ta' azzjonijiet magħmula minn FIM Holdings p.l.c. (C 52340) permezz tal-Prospett;

Li l-Membri tal-Kumpannija JAPPROVAW li:

- (i) sugġett għal kwalunkwe approvazzjoni regolatorja meħtieġa;
- (ii) sugġett li l-kundizzjonijiet taħt l-'Exchange Offer' jiġu sodisfatti jew imwarba kif stabbilit fil-Prospett;
- (iii) b'effett minn tali data u ħin kif deċiż flimkien mal-'Listing Authority' u l-Borża ta' Malta,

l-azzjonijiet kollha ta' FIMBank p.l.c., li għandhom in-numru ta' ISIN MT0000180100, jitneħħew mill-Kwotazzjoni fuq il-Borża ta' Malta.

U barra minn dan qiegħed jiġi DEĊIŻ li s-Segretarju tal-Kumpannija jkun awtorizzat li:

1. jiddeċiedi flimkien mal-'Listing Authority' u l-Borża ta' Malta d-data u l-ħin tat-tneħħija tal-azzjonijiet mill-Kwotazzjoni fuq il-Borża ta' Malta;
2. jippreżenta u jiffirma dawk id-dokumenti kollha meħtieġa u jagħmel dak kollu meħtieġ għall-finijiet tal-applikazzjoni mal-'Listing Authority' u l-Borża ta' Malta għat-tneħħija tal-azzjonijiet ta' FIMBank p.l.c. u għall-implementazzjoni ta' dan.

.....omissis.....

NOTES

- i) This notice is being mailed to the Members on the Register at the Central Securities Depository of the Malta Stock Exchange on 5 April 2011 (the 'Record Date'). Only members registered on the Record Date shall have the right to participate and 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 attend and vote at the Annual General Meeting. For the purpose of Listing Rule 12.17, there were no changes to the Register during the period 30 March 2011 to 5 April 2011, both days inclusive.
 - 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. In the event that 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 p.l.c. to obtain proxy forms allowing for split voting. To be valid the Form of Proxy must reach the Office of the Company Secretary at FIMBank p.l.c., 7th Floor, The Plaza Commercial Centre, Bisazza Street, Sliema SLM 1640, Malta, by not later than Wednesday 4 May 2011 at 6:00pm.
 - 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 documentation. 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 there at, 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) A Member/s holding not less than 5% of the voting issued share capital of FIMBank p.l.c. may:
 - (a) request FIMBank p.l.c. to include items on the agenda of the Meeting, provided that each item is accompanied by a justification or a draft resolution to be adopted at the annual general meeting; and
 - (b) table draft resolutions for items included in the agenda of a general meeting.
- v) Each Member or proxy holder appointed by such Member shall have the right to ask questions which are pertinent and related to items on the agenda of the Meeting to the Company Secretary by post or by e-mail CSEC@fimbank.com, in which case such post or e-mail are to be received by not later than Wednesday 4 May 2001, 6:00 p.m.
 - vi) 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 attend 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 attend and vote at the Meeting.
 - vii) 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.
 - viii) Admission to the Meeting will commence one hour before the advertised and appointed time.
 - ix) 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.
 - x) The following information is made available to the Members on 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;
 - (d) where applicable, draft resolution or a comment from the Directors of the Company 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 forms.

Provided that with respect to the request to put items on the agenda of the Meeting or draft resolution shall be submitted to FIMBank p.l.c. in hard copy form or in electronic form at least forty six (46) days before the date set for the Meeting and it shall be authenticated by the person or persons making it. In the event that such a request or resolution is received after the lapse of the 46 day time limit set out above, FIMBank p.l.c. shall not be obliged to entertain any requests by the Members.

NOTI

- i) Dan l-avviż qiegħed jintbagħat lill-Membri reġistrati fis-Central Securities Depository tal-Borża ta' Malta fil-5 ta' April 2011 ('Record Date'). Membri reġistrati f'din id-data biss ikollhom id-dritt li jieħdu sehem u jivvotaw fil-Laqgħa General Annwali ('il-Laqgħa'). Kwalunkwe bidla li ssir fir-reġistru wara r-'Record Date' mhux sa tiġi kkunsidrata biex jiġu determinati d-drittijiet tal-persuni biex jieħdu sehem u jivvotaw fil-Laqgħa. Għall-iskop tal-'Listing Rule' 12.17, ma kienx hemm bidil fir-reġistru fil-perjodu mit-30 ta' Marzu 2011 sal-5 ta' April 2011, iż-zewġ dat i inkluzi.
 - ii) Membru li għandu d-dritt li jattendi u jivvota jista' jahtar prokuratur biex jattendi u jivvota minfokku permezz tal-Prokura li hi meħmuża; il-prokuratur mhux bilfors irid ikun Membru tal-Kumpannija. Fil-każ li Membru qiegħed iżomm azzjonijiet għal u fisem terzi persuni u jixtieq jagħti prokura lil kull wieħed mill-klijenti tiegħu jew lil terza persuna magħzula mill-klijent, tali Membru huwa gentiment mitlub li jikkuntattja lill-Kumpannija. Biex jikseb formula ta' prokura li tippermetti 'split voting'. Biex tkun valida, l-Prokura trid tintbagħat lis-Segretarju tal-Kumpannija, FIMBank p.l.c., 7th Floor, The Plaza Commercial Centre, Bisazza Street, Sliema SLM 1640, Malta, sa mhux aktar tard mill-Erbgħa 4 ta' Mejju, 2011, fis-6:00 ta' fil-għaxija.
 - iii) Biex Membru ikun jista jippartecipa u jivvota fil-Laqgħa, il-Membru jew il-prokuratur tiegħu/tagħha irid jipprezenta l-Karta ta' l-Identità jew mezz ieħor ta' identifikazzjoni u l-'Admission Form' li hi meħmuża. Fil-każ ta' Membri li huma korp güridiku, assocjazzjoni ta' persuni, fondazzjoni jew xi korp ieħor ta' persuni, rappreżentat ta' dawn il-Membri ikun jista' jattendi u jivvota fil-Laqgħa, sakemm il-Prokura tkun għet (a) eżegwita kif meħtieġ favurijiet / favurijiet mill-organu kompetenti ta' l-entità li hu / hi qiegħed jirrapreżenta, u (b) l-Prokura għet sottomessa lis-Segretarju tal-Kumpannija hekk kif stabbilit fil-paragrafu (ii) hawn fuq.
 - iv) Membru jew Membri li jkollhom mhux anqas minn 5% tal-kapital azzjonarju maħrugh li għandu / għandhom dritt ta' votazzjoni ta' FIMBank p.l.c. jista' / jistgħu:
 - a. jitbolu lill-FIMBank p.l.c. biex jinkludu punti fuq l-aġenda tal-Laqgħa, sakemm kull punt jiġi akkumpanjat b'għustifikazzjoni jew abbozz ta' rizzoluzzjoni li għandha tiġi adottata fil-Laqgħa; u
 - b. abbozz ta' rizzoluzzjonijiet għal oġġetti inkluzi fil-aġenda tal-Laqgħa.
- v) Kull Membru jew prokuratur li ġie maħtur minn Membru, għandu jkollu dritt li jistaqsi mistoqsijiet li huma pertinenti u relatati mall-punti fuq l-aġenda tal-Laqgħa. Dawn il-mistoqsijiet iridu jsiru lis-Segretarju tal-Kumpannija bil-posta jew bil-posta elettronika fuq l-indirizz elettroniku CSEC@fimbank.com, liema posta jew posta elettronika trid tasal sa mhux aktar tard mis- 6 ta' filgħaxija, l-Erbgħa, 4 ta' Mejju 2011.
 - vi) Fil-każ ta' azzjonijiet miżmuma minn diversi persuni, l-persuna li kienet nominata minn tali persuni bħala l-persuna li f'isimha ġew irreġistrati dawn l-azzjonijiet, għandha d-dritt li tattendi u tivvota fil-Laqgħa. Fil-każ li tali persuni ma nnominawx persuna li f'isimha jiġu reġistrati l-azzjonijiet, il-persuna li hi msemmija l-ewwel fuq ir-reġistru tal-membri jkollha d-dritt biex tattendi u tivvota fil-Laqgħa.
 - vii) Fil-każ ta' Membru li huwa minorenni, dan il-minorenni jista' jiġi rrapreżentat fil-Laqgħa mill-Kustodju Legali tiegħu / tagħha. Il-Kustodju Legali jkun meħtieġ li jipprezenta l-Karta ta' l-Identità tiegħu / tagħha u l-'Admission Form'.
 - viii) Il-Membri jkun jistgħu jidhlu għall-Laqgħa minn siegħa qabel il-ħin kif ġie reklamata u maħtur.
 - ix) Id-dokumenti għall-votazzjoni ser ikomplu jinħargu sakemm il-Laqgħa tipprocedi biex tikkunsidra l-punti fuq l-aġenda. Meta tibda l-votazzjoni, jew permezz ta' turija bl-idejn jew permezz ta' poll, fuq l-ewwel rizzoluzzjoni, d-dokumenti għall-Votazzjoni mhux ser ikomplu jinħargu u d-dhul għall-Laqgħa ser jieqaf.
 - x) L-informazzjoni msemmija hawn isfel hija disponibbli għall-Membri fuq www.fimbank.com fit-taqsimha 'Investor Relations':
 - a. kopja ta' dan l-avviż;
 - b. in-numru totali ta' azzjonijiet u d-drittijiet ta' votazzjoni fid-data ta' dan l-avviż;
 - c. id-dokumenti li jridu jiġu sottomessi fil-Laqgħa, inkluzi ir-Rapport Annwali;
 - d. fejn applikabbli, abbozz ta' rizzoluzzjonijiet jew kumment mid-Diretturi tal-Kumpannija għal kull punt fuq l-aġenda li għet proposta għall-Laqgħa, flimkien ma' spjegazzjoni tar-raġunijiet għalhekk tali punti ġew mqegħda fuq l-aġenda tal-Laqgħa;
 - e. il-Prokura

Sakemm, it-talba biex jitpoġġew l-punti fuq l-aġenda tal-Laqgħa jew l-abbozz tar-rizzoluzzjonijiet tiġi sottomessa lill-Kumpannija f'forma stampata jew f'forma elettronika mill-inqas sitta u erbghin (46) gurnata qabel id-data stabbilita għall-Laqgħa u tiġi awtentikata mill-persuna jew persuni li għamliu din it-talba. Fil-każ li l-Kumpannija tircievi talba jew rizzoluzzjoni wara ż-żmien ta' 46 gurnata kif stipulat hawn fuq, il-Kumpannija ma tkunx obligata tilqa tali talba jew rizzoluzzjoni.