

FIMBANK PLC
COMPANY SECRETARIAT
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Company Registration Number : C 17003



COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by FIMBank p.l.c. (the "Company") pursuant to Malta Financial Services Authority Listing Rule 8.7.

Quote

The Board of Directors of FIMBank p.l.c. will be presenting for consideration and approval by its Members, at the Annual General Meeting to be held at the Hilton Malta, St. Julian's, on Thursday 23 April 2009 at 6.00p.m., the following resolutions:

ORDINARY RESOLUTIONS

1. Accounts

To receive and approve the Audited Accounts for the financial year ended 31 December 2008 together with the Report of the Directors and the Report of the Auditors thereon.

2. Recommendation of Dividend

That the payment of a net dividend of USD3,035,907 (representing US cents 2.251215 per ordinary share in issue) be approved.

3. Declaration of Dividend : Scrip Issue

That the net dividend of USD3,035,907 (representing US cents 2.251215 per ordinary share in issue) be paid either in cash or by the issue of new shares, at the Member's option, at an attribution price of USD1.1000.

4. Auditors

That the appointment of KPMG Registered Auditors as auditors be hereby approved, and that the Board of Directors be hereby authorised to fix their remuneration.

5. Maximum Aggregate Emoluments of Directors (2009)

5.1 That the maximum aggregate emoluments of the Directors for the financial year ending 31 December 2009 be fixed at USD 350,000 (2008: USD 350,000);

5.2 That emoluments of USD 200,000 paid to Directors in 2008 for services rendered in prior years, and falling within the maximum emoluments authorised by Members in respect of those years, be hereby ratified.

6. Election of Directors

That the persons listed as Directors in the Form of Proxy be elected as Directors of the Company.



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SPECIAL BUSINESS - ORDINARY RESOLUTIONS

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 Shareholders' consent for disclosure of unpublished price-sensitive information

That, notwithstanding the provisions of Article 152 of the Articles of Association of the Company and pursuant to Rules 8.108 *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be hereby authorised to disclose to any *bona fide* offeror such information in relation to the Company, including unpublished price-sensitive information, as may be necessary to enable the *bona fide* offeror and its advisers to make, confirm, withdraw or modify any *bona fide* offer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. New Executive Share Options Scheme Year 2010

That, pursuant to Listing Rules 10.5 *et seq.* of the Listing Rules issued by the Malta Financial Services Authority, the Company hereby approves:

- (i) the Executive Share Option Scheme for the year 2010 (in the form as it appears in Annex I to the Notice to Members); and
- (ii) the scheme for the year 2010 (in the form as it appears in Annex II to the Notice to Members) issued under the said Executive Share Option Scheme for the year 2010.

SPECIAL BUSINESS - EXTRAORDINARY RESOLUTIONS

9. Amendments to the Company's Memorandum and Articles of Association

That the amendments to the Memorandum and Articles of Association of the Company as detailed in Annex III be approved in their entirety.

10. Directors' Authority to Issue Equity Securities

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 unissued, as may be determined by the Board of Directors up to a maximum 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 2008 Annual General Meeting and is valid for a maximum period of 5 years from the date of the adoption of this extraordinary resolution, that is to say up to and including 10 April 2014.

11. 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 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.



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12. Acquisition of Own Shares

That pursuant to Article 23 of the Company's Articles of Association and in terms of Article 106 of the Companies Act, 1995, and subject to the required regulatory approvals, the Company be authorised to acquire such number of its own ordinary shares, subject to the limitations and conditions set out in the Companies Act, 1995 and the following terms and conditions:

- (a) the maximum number of 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 0.8318 and not more than USD 2.4955 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 (with full powers of substitution) may consider to be in the best interests of the Company.

Unquote

Raffaella Bonadies
Company Secretary
1st April 2009