

**FIMBANK**

## COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by FIMBank p.l.c. (or the "Company") pursuant to Malta Financial Services Authority Listing Rule 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 2 May 2013 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 2012, together with the Report of the Directors, the Corporate Government Statement, Remuneration Report and the Report of the Auditors thereon, be received and approved.

#### **2. Recommendation of Dividend**

That the payment of a Net Dividend of USD 5,279,120 (i.e. US cents 3.693149 per ordinary share) be approved.

#### **3. 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.

#### **4. Maximum Aggregate Emoluments of Directors (2013)**

That the maximum aggregate emoluments of the Directors for the Financial Year Ending 31 December 2013 be fixed at USD 350,000 (2012: USD 350,000).

#### **5. 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:

John C. Grech  
Majed Essa Ahmed Al-Ajeel  
Eduardo Eguren Linsen  
Adrian Alejandro Gostuski  
Masaud M. J. Hayat  
Rabih Soukarieh  
Mohamed Fekih  
Mohammed I. H. Marafie  
Fouad M. T. Alghanim  
Hamad M. B. M. Al-Sayer

**FIMBank p.l.c.**

Mercury Tower

The Exchange Financial & Business Centre

Elia Zammit Street

St. Julian's STJ 3155

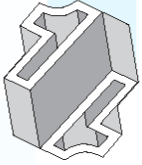
Malta

Tel: [+356] 2132 2100 • Fax: [+356] 2328 0107

Company Registration Number: C 17003

[www.fimbank.com](http://www.fimbank.com)

[csec@fimbank.com](mailto:csec@fimbank.com)



**FIMBANK**

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 Shareholders' consent for disclosure of unpublished price-sensitive information**

That, notwithstanding the provisions of Article 154 of the Articles of Association of the Company and pursuant to Rules 5.174.3 *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.

**SPECIAL BUSINESS - EXTRAORDINARY RESOLUTIONS**

**7. 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, 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 0.50, and not more than USD 1.50, 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.

**8. Memorandum of Association: Amendment**

That, subject to regulatory approvals, Article 7 of the Memorandum 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 eleven (11) Directors who shall be elected in accordance with the Articles of Association of the Company."

**Unquote**

**Andrea Batelli**  
Company Secretary

15 April 2013