

COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by FIMBank p.l.c. (“**FIMBank**” or the “**Bank**”) pursuant to the Malta Financial Services Authority Capital Markets Rules 5.16 et seq., in accordance with the provisions of the Financial Markets Act (Chapter 345 of the Laws of Malta) as may be amended from time to time.

Quote

FIMBank announces that its Annual General Meeting is being convened at Hilton Malta, Portomaso Suite, St. Julian's, Malta on Thursday, 4 May 2023 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 31 December 2022, 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 Ernst & Young Limited, 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 (2023)

That the maximum aggregate emoluments of the Directors for the Financial Year Ending 31 December 2023 be fixed at USD 450,000 (2022: 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 Directors of the Company, subject to any applicable regulatory approvals:

1. John C. Grech
2. Masaud M. J. Hayat
3. Rabih Soukarieh
4. Hussain Abdul Aziz Lalani
5. Edmond Brincat
6. Claire Imam Thompson
7. Erich Schumacher
8. Mohamed Louhab
9. Sunny Bhatia

SPECIAL BUSINESS - ORDINARY RESOLUTION

5. Remuneration Report for the year ended 31 December 2022 – Advisory Vote

That the Remuneration Report for the year ended 31 December 2022 in terms of Chapter 12 of the Capital Markets Rules be and is hereby approved.

SPECIAL BUSINESS – EXTRAORDINARY RESOLUTION

6. Amendments to the Memorandum and Articles of Association

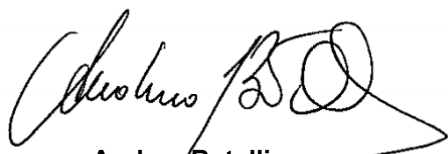
Purpose

The Board of Directors is proposing to amend the Memorandum and Articles of Association of the Company. Most of the proposed amendments serve to update the Memorandum and Articles of Association in order to incorporate certain regulatory changes and requirements which have come about over the past few years. The Board of Directors is also proposing to amend the Memorandum of Association in order to decrease the maximum number of Directors from eleven directors down to nine directors. A draft of the full set of proposed changes to the Memorandum and Articles of Association of the Company together with an explanation thereof are contained in the Circular accompanying this Notice.

Proposal

That, the Memorandum and Articles of Association of the Company be deleted in their entirety and replaced and substituted with the Memorandum and Articles of Association provided to Members by virtue of the link <https://www.fimbank.com/en/documentation-2023> under the Investor Relations section and that any one director and/or the company secretary, acting singly, be and hereby is, authorised to: (i) issue a certified extract of these resolutions, (ii) sign and file the updated Memorandum and Articles of Association of the Company on the Company's behalf with the Malta Business Registry, and (iii) do all things as may be necessary to give effect to these resolutions.

Unquote



Andrea Batelli
Company Secretary

13 April 2023

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