

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, Spinola Suite, St. Julian's, Malta on Wednesday, 12 June 2024 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 2023, 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 PricewaterhouseCoopers ("PwC") Malta, 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 (2024)

That the maximum aggregate emoluments of the Directors for the Financial Year Ending 31 December 2024 be fixed at USD 450,000 (2023: 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. Sheikha Dana Naser Sabah Al Ahmad Al Sabah
2. John C. Grech
3. Masaud M. J. Hayat
4. Edmond Brincat
5. Hussain Abdul Aziz Lalani
6. Mohammed Louhab
7. Rabih Soukarieh
8. Samer Abbouchi
9. Sunny Bhatia
10. Teuta Bakalli

SPECIAL BUSINESS - ORDINARY RESOLUTION

5. Remuneration Report for the year ended 31 December 2023 – Advisory Vote

That the Remuneration Report for the year ended 31 December 2023 in terms of Chapter 12 of the Capital Markets Rules be and is hereby approved.

6. Amendments to the Remuneration Policy Supplement

Purpose

Following the enactment of Directive EU 2017/828 (often referred to as “**SRDII**”) and the consequential changes to the Capital Markets Rules, in particular Chapter 12 dealing with shareholders’ rights (“**Chapter 12**”), the Bank is subject to *inter alia* the requirement to establish a remuneration policy applicable to ‘directors’, as such term is defined in Chapter 12 of the Capital Markets Rules and which describes the different components of directors’ pay and the range of the relative proportions.

Following the approval of the Remuneration Policy Supplement (the “**Policy**”) during the Annual General Meeting of 2020, and as amended following approval at the Annual General Meeting of 2022, the Policy shall be further amended as follows:

- a) the title of the Policy shall be changed from “*Remuneration Policy Supplement*” to “*Directors’ Remuneration Policy*”;
- b) to ensure completeness of information various amendments throughout relate to either the insertion of additional text or the amendment of text, mainly relating to extracts from BR/21/2022;
- c) amendment to Article 5 to replace the term “*maximum ratio*” with “*indicative ratio*” since maximum variable remuneration is stipulated under the sub-article “*Variable Remuneration*” within the same Article 5;
- d) amendment to the Non-Executive Directors’ Remuneration Policy Table in order to redefine the performance measures for the payment of fees; and
- e) amendments to Article 7 in order to clarify the manner in which deviations from the Policy are governed.

Proposal

The Board of Directors is proposing to approve the amendments to the Policy, which will be available for inspection:

- a) at the Registered Office of the Bank, from the date of publication of the Circular until the close of the Annual General Meeting, and;
- b) on the Bank’s website at [FIMBank - Corporate Governance](#), after the Annual General Meeting, together with the date and the results of the binding vote on the amendments to the Policy, for as long as the amended Policy is applicable.

SPECIAL BUSINESS - EXTRAORDINARY RESOLUTION

7. Amendments to the Memorandum of Association

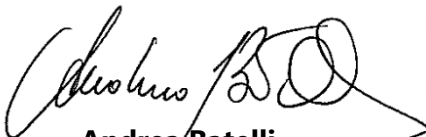
Purpose

The Board of Directors is proposing to amend the Memorandum of Association in order to increase the maximum number of Directors from nine (9) directors up to ten (10) directors, and to also update the names and details of the members of the Board of Directors following their respective appointment at the forthcoming Annual General Meeting.

Proposal

That, the Memorandum and Articles of Association of the Bank be replaced and substituted with the Memorandum and Articles of Association provided to Members by virtue of the link <http://www.fimbank.com/en/documentation-2024> under the Investor Relations section and that any one director and/or 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
22 May 2024