



FIMBANK

COMPANY ANNOUNCEMENT

The following is a Company Announcement by FIMBank p.l.c. (“**FIMBank**” or the “**Bank**”) pursuant to the Malta Financial Services Authority Listing Rules 5.16 *et seq.*

Quote

FIMBank announces that its Annual General Meeting is being convened at Hilton Malta, Portomaso Suite, St. Julian’s, Malta on Tuesday 7 May 2019 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 2018, together with the Report of the Directors, the Corporate Government Statement, the Remuneration Report and the Report of the Auditors thereon, be received and approved.

2. 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.

3. Maximum Aggregate Emoluments of Directors (2019)

That the maximum aggregate emoluments of the Directors for the Financial Year Ending 31 December 2019 be fixed at USD 450,000 (2018: 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. Majed Essa Ahmed Al-Ajeel
4. Adrian Alejandro Gostuski
5. Rabih Soukarieh
6. Mohamed Fekih Ahmed
7. Rogers David LeBaron
8. Osama Talat Al-Ghoussein
9. Hussain Abdul Aziz Lalani
10. Edmond Brincat
11. Geraldine Schembri

FIMBank p.l.c.
Mercury Tower
The Exchange Financial & Business Centre
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SPECIAL BUSINESS - EXTRAORDINARY RESOLUTIONS

5. Bonus Issue

That, pursuant to the Directors' recommendation, a bonus issue of fully paid up ordinary shares be approved as follows:

- (a) a capitalisation of not less than USD 8,400,000 from the Bank's share premium account be approved through the issuance of fully paid up bonus ordinary shares of a nominal value of USD 0.50 per share in the ratio of 1:30 (bonus shares: ordinary shares held), and this with effect from such date as may be determined by the Board of Directors (with full powers of delegation); and
- (b) the bonus shares be allotted to those Members on the register of the Central Securities Depository of the Malta Stock Exchange as at 7 April 2019 (the "**Record Date**").

6. Employee Share Award Scheme Rules and Directors' Authority to Issue Equity Securities

That, pursuant to a recommendation by the Board of Directors, a new Employee Share Award Scheme Rules be approved and that, limitedly for the purpose of implementing the Employee Share Award Scheme Rules, and pursuant to Article 85 of the Companies Act, and in virtue of the powers vested in the Bank by Article 5 of the Articles of Association, the Board of Directors (with full powers of delegation) be generally authorised to issue and allot up to a maximum of 10,000,000 Equity Securities over a period of five (5) years from the date of this Annual General Meeting.

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

That, pursuant to Article 18 of the Articles of Association of the Bank, the Board of Directors be generally authorised (with full powers of delegation) to restrict or withdraw the statutory pre-emption rights of the Bank's Equity Securities holders for as long as the Board of Directors remains authorised to issue and allot Equity Security in terms of Article 85 of the Companies Act.

Unquote

By order of the Board.

Andrea Batelli
Company Secretary
12th April 2019

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