

**FIMBANK**

FIMBank p.l.c.  
Mercury Tower  
The Exchange Financial & Business Centre  
Elia Zammit Street, St. Julian's  
STJ3155 - Malta

## Notice to Members

in terms of Article 69 of the Articles of Association

Notice is hereby given of the Annual General Meeting of FIMBank p.l.c. ("**FIMBank**" or the "**Bank**") to be held at the Hilton Malta, Portomaso Suite, St. Julian's, Malta on Thursday, 4 May 2023 at 6.00 p.m.<sup>1</sup>, 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

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<sup>1</sup> Please note that photographs and footage will be taken at the Annual General Meeting. These will be used by the Bank for marketing and publicity in our publications and/or third-party publications as well as on our website. Kindly contact the event organizer should you not wish that photographs or footage of you be taken during this event.

## SPECIAL BUSINESS - ORDINARY RESOLUTION

### 5. Remuneration Report for the year ended 31 December 2022 – Advisory Vote<sup>2</sup>

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

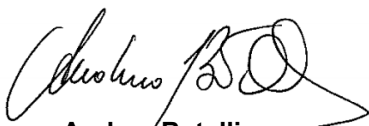
#### *Purpose*

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.

By order of the Board.



**Andrea Batelli**  
Company Secretary

6 April 2023

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<sup>2</sup> \*The Remuneration Report is being submitted to the Annual General Meeting for an advisory vote as required by the Capital Markets Rules. An advisory vote is a non-binding vote which allows shareholders to express their opinion regarding the issue at hand.

## NOTES

- i) This notice is being mailed to the Members on the Register at the Central Securities Depository of the Malta Stock Exchange on 4 April 2023 (the '**Record Date**'). Only Members registered on the Record Date shall have the right to vote at the Meeting. Any change to an entry on the Register after the Record Date shall be disregarded in determining the right of any person to participate and vote at the Annual General Meeting (hereinafter "**AGM**").
- ii) A Member entitled to vote may appoint a proxy to attend and vote instead of him/her using the enclosed Form of Proxy; the appointed proxy need not be a Member. In the event that a Member is holding Shares for and on behalf of third parties and wishes to grant a proxy to each of his clients or to any third party designated by a client, such Member is kindly asked to contact FIMBank p.l.c. to obtain proxy forms allowing for split voting. To be valid the form of Proxy duly completed and signed must be sent to the Office of the Company Secretary, FIMBank p.l.c., Mercury Tower, The Exchange Financial & Business Centre, Elia Zammit Street, St. Julian's STJ 3155, Malta, by hand or by using the self-addressed envelope. Members may also send this form of Proxy by electronic means to the Company Secretary on e-mail address: [csec@fimbank.com](mailto:csec@fimbank.com). Form of Proxy sent either by hand, by mail or by electronic means must reach the Company Secretary by not later than Wednesday 3 May 2023 at 6.00 p.m.
- iii) In order to participate and to vote at the Meeting, a Member or his/her proxy is to present his/her Identity Card or other means of identification and the Admission Form enclosed with this documentation. In the case of a Member being a body corporate, association of persons, foundation or other body of persons, a representative thereof will only be eligible to attend and be admitted to the Meeting, and to vote thereat, if a Form of Proxy has been (a) duly executed in his/her favour by the competent organ of the entity which he/she represents, and (b) submitted to the Company Secretary in accordance with the procedures set out under (ii) above.
- iv) In the case of Shares held jointly by several persons, the person who had been nominated by the joint holders to be the registered holder of such Shares shall be entitled to participate and vote at the Meeting. In the event that the joint holders failed to nominate such person, the first named joint holder on the register of Members shall be entitled to participate and vote at the Meeting by completing the form of Proxy as aforesaid.
- v) A Member, who is a minor, may be represented at the Meeting by his/her Legal Guardian who will be required to present his/her Identity Card and the Admission Form.
- vi) Admission to the Meeting will commence one (1) hour before the advertised and appointed time.
- vii) After the Meeting has proceeded to business, voting documents will continue to be issued until such time as the Meeting proceeds to vote on the first Resolution of the Agenda whether by show of hands or by poll. Thereafter no further voting documents will be issued and admittance to the Meeting will be discontinued.
- viii) The following information is made available to the Members on <https://www.fimbank.com/en/annual-general-meeting-2023> in the Investor Relations section:
  - (a) a copy of all documentation mailed to all shareholders;
  - (b) the total number of Shares and voting rights at the date of the Notice;
  - (c) the documents to be submitted to the General Meeting, including the Annual Report (members can ask for a hard copy of the Annual Report to be mailed to them);
  - (d) a marked-up version and a clean version of the Memorandum and Articles of Association of the Company.