

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, Spinola Suite, St. Julian's, Malta on Wednesday, 12 June 2024 at 6.00 p.m.¹, 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

¹ 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 RESOLUTIONS

5. Remuneration Report for the year ended 31 December 2023 – Advisory Vote²

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.

² *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.

7. Amendments to the Memorandum of Association

Purpose

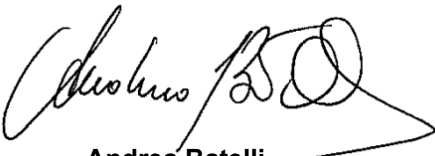
The Board of Directors is proposing to amend the Memorandum of Association in order to increase the maximum number of Directors from nine (9) directors up to ten (10) directors, and to also update the names and details of the members of the Board of Directors following their respective appointment at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

Proposal

That, 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 ten (10) Directors who shall be elected in accordance with the Articles of Association of the Company.*”

By order of the Board.



Andrea Batelli
Company Secretary

15 May 2024

NOTES

- i) This notice is being mailed to the Members on the Register at the Central Securities Depository of the Malta Stock Exchange on 13 May 2024 (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. Form of Proxy sent either by hand, by mail or by electronic means must reach the Company Secretary by not later than Tuesday 11 June 2024 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-2024> 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.