



FIMBANK

A Global Force in Trade Finance

Terms and Conditions of Ordinary Shares

March 2022

1. Definitions and Interpretation

1.1 Definitions:

In these Terms and Conditions of Business (the “Terms”), the following terms shall have the following meaning:

“**Articles**” means the Articles of Association of the Company as may be amended from time to time.

“**Banking Act**” means the Banking Act (Cap.371, Laws of Malta).

“**Company**” means FIMBank p.l.c.

“**Debt Securities**” means debentures, including, debenture stock, loan stock, bonds and other securities creating or otherwise acknowledging indebtedness, but excluding such securities that are issued as debt securities but have an option or right to be converted into the share capital of the Company.

“**Equity Securities**” means shares in the Company of whatever class or any other securities that can be converted or exchange into, or which carry the right to subscribe for, share/s of whatever class in the Company.

“**Exchange**” means the Malta Stock Exchange plc as authorised by the competent authority under the Financial Markets Act (Cap.345, Laws of Malta).

“**FIMBank p.l.c.**” means FIMBank p.l.c., a public limited liability company registered in Malta and bearing company registration number C 17003, having its registered office at Mercury Tower, The Exchange Financial & Business Centre, Elia Zammit Street, St. Julian’s STJ 3155, Malta;

“**Financial Instruments**” means the instruments listed in the Second Schedule of the Investment Services Act (Cap.370, Laws of Malta).

“**Listed Shares**” means shares of the Company that have been admitted to trading on a Regulated Market.

“**Listed Equity Securities**” means Equity Securities of the Company that have been admitted to trading on a Regulated Market.

“**Listing Authority**” means the Listing Authority set up by the Financial Markets Act (Cap.345, Laws of Malta).

“**Listing Rules**” means the Listing Rules issued by the Listing Authority and as may be in force from time to time.

“**Malta**” has the same meaning as assigned to it by Section 124 of the Constitution of Malta.

“**Member**” means a holder of shares in the Company.

“**Ordinary Shares**” means those ordinary shares duly authorised and issued by the Company and registered in the Register.

“**Person**” means any person whether natural, corporate, or unincorporate, that may according to law be the subject of rights and obligations.

“**Register**” means the register of Members to be kept pursuant to Article 123 of the Act.

“**Regulated Market**” means a multilateral system operated and/or managed by a market operator whether in Malta or in any other jurisdiction, which brings together or facilitates the bringing together of multiple third-party buying and selling interests in financial instruments (in the system and in accordance with its nondiscretionary rules) in a way that results in a contract, in respect of the financial instruments admitted to trading under its rules and/or systems and such term shall also include the Exchange.

1.2 In these Terms, unless the context otherwise requires:

- i. any reference to the singular shall include the plural and vice versa, the use of the masculine pronoun shall include the feminine, the use of the neutral pronoun shall include the masculine or the feminine as the case may be and any reference to any Statute, Law or Regulation having the force of Law or any section thereof includes reference to any modification thereto or re-enactment of such Statute, Law or Regulation having the force of Law for the time being in force.
- ii. a person shall include any physical person, firm, company corporation or any other body or association of persons, whether such body or association is corporate or unincorporated, or any two or more of the foregoing.
- iii. The headings are used and inserted for convenience only and shall be ignored in the interpretation of these Terms.

2. Scope of the Terms

- 2.1 These Terms contain the terms and conditions governing the Ordinary Shares of the Company and shall be subject to and read together with the Articles. Member and interested investors should read these Terms carefully.
- 2.2 The sole purpose of the Ordinary Shares is to further encourage long-term shareholder participation in a manner that reinforces the Company's stability and the optimal alignment of long term orientation of both shareholders and the Company's management, as well as to provide the Company with enhanced flexibility in pursuing strategic investment opportunities in the future and, in connection therewith the use of Ordinary Shares as currency.
- 2.3 In case of conflict between these Terms and the Articles, the latter shall prevail.

3. Issue of Shares

- 3.1 The Company only has Ordinary Shares in issue.
- 3.2 The Company confirms that the Listing Authority has authorised the admissibility of the Ordinary Shares as listed Financial Instruments in compliance with the requirements and conditions set out in the Listing Rules.

4. Currency of Ordinary Shares

- 4.1 The currency of the Ordinary Shares is United States Dollars.

5. Rights

- 5.1 Without prejudice to any special rights previously conferred on the holders of any of the existing shares or class thereof, any share in the Company may be issued with such preferred, deferred, or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Board of Directors may from time to time determine, as hereinafter provided.
- 5.2 Without prejudice to Paragraph 5.1, unless otherwise stated in these Terms, the Articles of Association or in the terms of issue of any shares, all shares shall enjoy equal rights irrespective of their class.
- 5.3 All shares from time to time unissued shall be at the disposal of the Directors and they may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.

5.4 The rights attached to any class of shares, as is currently in force, or other classes of shares that may be created in the future (unless otherwise provided by the terms of issue of the shares of that class) shall be regulated by means of and in accordance with the Articles.

6. Transferability of and Usufruct on Shares

6.1 Unless otherwise provided in the terms and conditions of issue thereof or unless otherwise stated in the Articles, all ordinary shares of the Company that are admitted to trading on a Regulated Market shall be freely transferable.

6.2 The ordinary shares shall be transferable in accordance with the rules and regulations of the Malta Stock Exchange applicable from time to time.

6.3 All transfers and transmissions are subject in all cases to any pledge (duly constituted) in respect of any Ordinary Shares and to any applicable laws and regulations.

6.4 In respect of shares held subject to usufruct, the names of the bare owner and the usufructuary shall be entered in the Register.

6.5 The usufructuary shall for all intents and purposes be deemed vis-a-vis the Company to be the registered holder of the shares so held and shall be entitled to all the rights and advantages conferred by membership of the Company in accordance with the Articles. In the event that there is more than one usufructuary, the provisions of Article 16 of the Articles shall apply.

7. Share Price

7.1 The market price of the New Ordinary Shares and/or the Ordinary Shares could be subject to significant fluctuations due to a change in sentiment in the market regarding the New Ordinary Shares, the Ordinary Shares and/or securities of other financial institutions. The fluctuations could result from national and global economic and financial conditions, the market's response to the Rights Issue, market perceptions of Issuer and various other factors and events.

8. Additional Terms

8.1 Nothing in these Terms shall be construed as providing you with financial, tax, legal or other advice with respect to the Equity Securities and/or Debt Securities of the Company.

8.2 Investors intending to become Members shall seek independent financial advice prior to deciding to invest in the Company's Equity Securities and Debt Securities and invest only after careful consideration and consultation with his or her own independent financial adviser.

8.3 These Terms may be amended in writing from time to time by the Bank in accordance with the applicable law.

9. **Applicable Law and Jurisdiction**

9.1 The Ordinary Shares are issued in accordance with the requirements of the Listing Rules, the Banking Act, and the Companies Act.

9.2 The Terms and any non-contractual obligations arising out of or in connection with the Terms shall be governed by and construed in accordance with Laws of Malta. For the benefit of the Bank, you hereby agree that the Courts of Malta have jurisdiction to settle any disputes in connection with these Terms, and accordingly submit to the jurisdiction of such Courts.

9.3 You waive any objection to the Maltese Courts on grounds of inconvenient forum or otherwise as regards proceedings in connection with these Terms and agree that a judgment or order of such a Court shall be conclusive and binding on you and may be enforced against you in the courts of any other jurisdiction.

9.4 Nothing in the Terms limits our right to bring proceedings against you in any other Court of competent jurisdiction or concurrently in more than one jurisdiction.