



**FIMBANK**

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

## **Procedures Governing the Election of Directors**

in terms of Article 95 of the Articles of Association

In the event that there are more nominations than there are vacancies at the Annual General Meeting an election shall take place to determine the composition of the Board of Directors of FIMBank plc (the "Company"). The election shall be regulated by the following procedures:

1. The election shall be carried out using the voting documents made available at the General Meeting.
2. The Chairman of the Meeting will call for a poll and each Member may vote in favour of the appointment of as many nominees as there are vacancies. If a Member votes in favour of the appointment of more nominees than the number of vacancies, then the Member's vote will be invalid.
3. Directors will be appointed out of those nominees obtaining more than fifty percent of the voting rights (i.e. 50% + 1 vote) attached to Shares represented and entitled to vote at the General Meeting.
4. Out of those nominees who satisfy the percentage specified in paragraph 3, those with the greatest number of votes will be elected in the order of the number of votes obtained until all vacancies are filled. The remaining nominees will not be elected.
5. Where for the last vacancy/ies there is more than one nominee who obtains the same number of votes such that one cannot determine the priority between nominees for the appointment as a Director, then a re-election shall take place amongst those nominees who have obtained the same number of votes. Such re-election shall be regulated by the present procedures.