



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. (the "**Company**") to be held at the Intercontinental Malta, St. Julian's, Malta on Tuesday, 10 May 2016 at 6.00 p.m., to consider and, if deemed fit, approve the following Resolutions:

ORDINARY RESOLUTIONS

1. **Accounts**

The Audited Accounts for the Financial Year ended 31 December 2015, together with the Report of the Directors, the Corporate Government Statement, the Remuneration Report and the Report of the Auditors thereon.

2. **Auditors**

The appointment of KPMG Registered Auditors as auditors and the authority of the Board of Directors to fix their remuneration.

3. **Maximum Aggregate Emoluments of Directors**

The maximum aggregate emoluments of the Directors for the Financial Year Ending 31 December 2016 be fixed at USD 350,000 (2015: USD 350,000).

4. **Election of Directors**

That the persons listed below, all being eligible, have signified their willingness to be appointed as Directors and there being as many nominations as there are vacancies, all of the following nominees will be automatically elected Directors of the Company:

John C Grech
Masaud M. J. Hayat
Majed E. Al-Ajeel
Eduardo Eguren Linsen,
Adrian Alejandro Gostuski
Rabih Soukarieh
Mohamed Fekih Ahmed
Rogers David LeBaron
Osama Talat Al-Ghoussein

SPECIAL BUSINESS - ORDINARY RESOLUTIONS

5. **Bonus Issue**

Purpose

The Board of Directors is proposing to issue bonus shares to those Members on the register of the Central Securities Depository of the Malta Stock Exchange as at the Record Date by means of a capitalisation of the share premium account.

Proposal

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 5,970.733 from the Company's share premium account be approved through the issuance of fully paid up bonus ordinary shares of a nominal value of USD0.50 per share in the ration of 1:25 (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 10 April 2016 (the "**Record Date**").

By order of the Board.

Andrea Batelli
Company Secretary
12 April 2016

NOTES

- i) This notice is being mailed to the Members on the Register at the Central Securities Depository of the Malta Stock Exchange on 10 April 2016 (the 'Record Date'). Only Members registered on the Record Date shall have the right to participate and 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 attend and vote at the Annual General Meeting.
- 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 must reach the Office of the Company Secretary at FIMBank p.l.c., Mercury Tower, The Exchange Financial & Business Centre, Elia Zammit Street, St. Julian's STJ 3155, Malta, by not later than Friday 6 May 2016 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) A Member/s holding not less than 5% of the voting Issued Share Capital of FIMBank p.l.c. may:
 - a) request FIMBank p.l.c. to include items on the Agenda of the Meeting, provided that each item is accompanied by a justification or a draft resolution to be adopted at the Annual General Meeting; and
 - b) table draft resolutions for items included in the Agenda of the Meeting.

Provided that with respect to the request to put items on the agenda of the Meeting or draft resolution these shall be submitted to FIMBank p.l.c. in hard copy form or in electronic form at least forty six (46) days before the date set for the Meeting and it shall be authenticated by the person or persons making it. In the event that such a request or resolution is received after the lapse of the forty six (46) day time limit set out above, FIMBank p.l.c. shall not be obliged to entertain any requests by the Member/s.
- v) Each Member or proxy holder appointed by such Member shall have the right to ask questions which are pertinent and related to items on the Agenda of the Meeting to the Company Secretary by post or by e-mail CSEC@fimbank.com, in which case such post or e-mail are to be received by not later than Friday, 6 May 2016 at 6.00 p.m.
- vi) 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 attend 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 attend and vote at the Meeting.
- vii) 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.
- viii) Admission to the Meeting will commence one hour before the advertised and appointed time.
- ix) 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.
- x) The following information is made available to the Members on www.fimbank.com in the Investor Relations section:
 - a) a copy of this Notice;
 - 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;
 - d) where applicable, draft resolution or a comment from the Directors of the Company for each item on the proposed Agenda of the Meeting, with an explanation of the reason why that item has been placed on the Agenda of the Meeting;
 - e) the proxy form/s.