



**FIMBANK**

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

## **CIRCULAR TO MEMBERS**

In terms of Chapter 6 of the Listing Rules

Dear Member,

### **ANNUAL GENERAL MEETING OF 10 MAY 2016**

The documentation for the Annual General Meeting of FIMBank plc (“**FIMBank**” or the “**Bank**” or the “**Company**”) to be held on 10 May 2016 contains a ‘Notice to Members’ detailing the Resolutions which Members will be asked to consider and approve. In particular

- a) The Special Business of the Meeting features one Ordinary Resolution relating to:
  - (i) A bonus share issue

**THE PURPOSE OF THIS CIRCULAR TO THE MEMBERS (THE “CIRCULAR”), WHICH IS TO BE READ IN CONJUNCTION WITH THE “NOTICE TO MEMBERS”, IS TO HIGHLIGHT SALIENT POINTS IN TERMS OF THE LISTING RULES IN CONNECTION WITH CERTAIN RESOLUTIONS, EXPLAINING THEIR ESSENTIAL CHARACTERISTICS, BENEFITS AND RISKS. ALL MEMBERS ON THE REGISTER AT THE CENTRAL SECURITIES DEPOSITORY OF THE MALTA STOCK EXCHANGE ON 10 APRIL 2016 (THE “RECORD DATE”) ARE ENTITLED TO RECEIVE NOTICE OF, PARTICIPATE IN AND VOTE AT THE MEETING. PLEASE READ THE NOTICE TO MEMBERS AND THIS CIRCULAR CAREFULLY IN VIEW OF THE VOTING ACTION YOU ARE REQUIRED TO TAKE AT THE FORTHCOMING MEETING. IN THE EVENT THAT YOU HAVE TRANSFERRED YOUR EQUITY SECURITIES AFTER THE RECORD DATE OF 10 APRIL 2016, YOU ARE STILL ENTITLED TO VOTE AT THE MEETING BUT ARE ASKED TO INFORM THE INTERMEDIARY (THROUGH WHOM THE SALE/TRANSFER TOOK PLACE) OF THIS CIRCULAR AND THE NOTICE FOR ONWARD INFORMATION TO THE PURCHASER/ TRANSFEREE.**

The documents required in terms of Listing Rule 6.2.12, as may be applicable, will be available for inspection at the Registered Office of the Bank from the date of publication of this Circular until the date of the Annual General Meeting.

### **1. BONUS ISSUE**

In the Company Announcement dated 17 March 2016, the Board of Directors of the Company recommended a one for twenty five (1:25) bond share issue to its Members. It is proposed that such issue will take place by means of the capitalisation of the share premium account and the bonus shares will be issued and allotted to those members registered on the register of the Central Securities Depository of the Malta Stock Exchange as at the Record Date of 10 April 2016.

The issue and allotment of the new bonus shares will be executed by the capitalisation of not less than USD 5,970,733 from the share premium account of the Company. Members are hereby notified that fractional shares shall be rounded up to the nearest whole share. Consequently, the amount of bonus shares is not derived arithmetically by simple division of the total number of shares in issue (as above) but by summation of the individual entitlements of each Member.

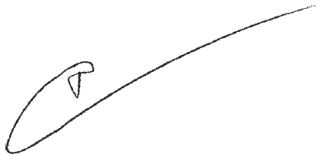
## RECOMMENDATIONS

The Directors, whose names appear hereunder, accept responsibility for the information contained in this Circular and have taken all reasonable care to ensure that it is in accordance with the facts and does not omit anything likely to affect the import of such information. Nothing shall be construed as meaning that the Malta Financial Services Authority is in agreement with any of the resolutions presented to the Annual General Meeting.

The Directors believe that this Circular, read in conjunction with the 'Notice to Members', adequately describes the essential characteristics, benefits and risks of the Resolutions presented to the Annual General Meeting.

**Consequently, the Directors recommend that the Members approve the Resolutions presented above as, in their opinion, they are in the best interests of the Members as a whole.**

**If you are in doubt as to what action to take in relation to these recommendations please consider seeking independent advice.**



**Dr. John C. Grech**  
Chairman

12 April 2016

*\* also for and on behalf of, Masaud M. J. Hayat, Majed E. Al-Ajeel, Eduardo Eguren Linsen, Adrian Alejandro Gostuski, Rabih Soukariéh, Mohamed Fekih Ahmed, Rogers David LeBaron, Osama Talat Al-Ghoussein.*