

FIMBANK PLC
COMPANY SECRETARIAT
7TH FLOOR, THE PLAZA COMMERCIAL CENTRE
BISAZZA STREET
SLIEMA SLM 1640, MALTA
TEL: +356 23280171
FACSIMILE: +356 23280107
www.fimbank.com
company.secretary@fimbank.com
Company Registration Number : C 17003



COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by FIMBank p.l.c. (the "Company") pursuant to Malta Financial Services Authority Listing Rule 8.7.

Quote

The Board of Directors of FIMBank p.l.c. will be presenting for consideration and approval by its Members, at the Annual General Meeting to be held at Le Meridien, St Julian's, Malta on Thursday 6 May 2010 at 6.00p.m., the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and approve the Audited Accounts for the Financial Year Ended 31 December 2009, together with the Report of the Directors and the Report of the Auditors thereon.
2. That the payment of a Net Dividend of USD 1,565,048 (representing US cents 1.155640 per ordinary share) be approved;
3. That the Net Dividend of USD 1,565,048 (representing US cents 1.155640 per ordinary share) be paid either in cash or by the issue of new shares, at each Member's option, at an Attribution Price of USD 1.00.
4. That the appointment of KPMG as auditors be approved, and that the Board of Directors be authorised to fix their remuneration.
5. That the maximum aggregate emoluments of the Directors for the financial year Ending 31 December 2010 be fixed at USD 350,000 (2009: USD 350,000).
6. That the persons listed below, all being eligible, have signified their willingness to be re-appointed as Directors and there being as many vacancies as there are nominations, they be elected as Directors of the Company:

Najeeb H M Al-Saleh; Tareq Al-Saleh; Hamed M Al-Sayer; Fouad M T Alghanim; Pierre-Olivier Fragnière; John D Freeman; John C Grech; Jacques Leblanc; Gerard Lohier; Mohamed I H Marafie; Francis J Vassallo.

SPECIAL BUSINESS – ORDINARY RESOLUTIONS

7. Shareholders' consent for disclosure of unpublished price-sensitive information

That, notwithstanding the provisions of Article 154 of the Articles of Association of the Company and pursuant to Rules 8.108 *et seq.* of the Listing Rules, the Company be authorised to disclose to any *bona fide* offeror such information in relation to the Company, including unpublished price-sensitive information, as may be necessary to enable the *bona fide* offeror and its advisers to make, confirm, withdraw or modify any *bona fide* offer made to the Company.

8. New Executive Share Option Scheme & Rules for the Years 2011-2015

- (a) That pursuant to Listing Rule 10.5 of the Listing Rules issued by the Malta Financial Services Authority, the Company approves:
- (i) the Executive Share Option Scheme for the years 2011-2015; and
 - (ii) the Rules for the years 2011-2015 issued under the above Executive Share Option Scheme;
- (b) That the Board of Directors be authorised (with full powers of delegation) to do all that is necessary to implement the Executive Share Option Scheme for the years 2011-2015.

9. Directors' Authority to Issue Equity Securities

That, pursuant to Article 85 of the Companies Act (Cap. 386, Laws of Malta), and in virtue of the powers vested in the Company by Article 5 of the Articles of Association, the Board of Directors (with full powers of delegation) be generally authorised to issue and allot such number of Equity Securities, for the time being un-issued, as may be determined by the Board of Directors up to a maximum value of two hundred million US Dollars (USD 200,000,000). This authorisation is a renewal of the previous authorisation given by the Members at the 2009 Annual General Meeting and is valid for a maximum period of 5 years from the date of the adoption of this Ordinary Resolution.

SPECIAL BUSINESS - EXTRAORDINARY RESOLUTIONS

10. Directors' Authority to Restrict or Withdraw Statutory Pre-Emption Rights

That, pursuant to Article 18 of the Articles of Association of the Company, the Board of Directors be generally authorised (with full powers of delegation) to restrict or withdraw the statutory pre-emption rights of the Company's Equity Securities holders for as long as the Board of Directors remains authorised to issue and allot Equity securities in terms of Article 85 of the Companies Act.

11. Acquisition of Own Shares

That pursuant to Article 23 of the Company's Articles of Association and in terms of Article 106 of the Companies Act, and subject to the required regulatory approvals, the Company be authorised to acquire such number of its own ordinary shares, subject to the limitations and conditions set out in the Companies Act and the following terms and conditions:

- (a) the maximum number of its own shares that the Company is authorised to acquire shall not exceed 10% of the issued share capital of the Company;
- (b) the authorisation given to the Company expires at the next Annual General Meeting or on the expiry of eighteen (18) months from the date of this Resolution, whichever is the earlier; and
- (c) the consideration which the Company is authorised to pay with respect to each of such shares shall not be less than USD 0.5831, and not more than USD 1.7493, per ordinary share. Such range is to be used within the discretion of the Board of Directors in the best interests of the Company;

as well as any other terms and conditions as the Board of Directors (with full powers of substitution) may consider to be in the best interests of the Company.

Unquote



Marcel Cassar
Company Secretary

6 April 2010