



**FIMBANK PLC**  
COMPANY SECRETARIAT  
7<sup>TH</sup> FLOOR, THE PLAZA COMMERCIAL CENTRE  
BISAZZA STREET  
SLIEMA SLM 15, MALTA  
*TEL: ++356 21322100      FACSIMILE: ++35621322123*

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### **COMPANY ANNOUNCEMENT**

The following is a Company Announcement issued by FIMBank p.l.c. (the “Company”) pursuant to the 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 on Thursday the 12<sup>th</sup> April 2007 (the “AGM”) the following resolutions:

#### **ORDINARY RESOLUTIONS**

##### **1. Accounts**

That the Profit and Loss Account and Balance Sheet for the financial year ended 31 December 2006 and the Report of the Directors and the Report of the Auditors thereon all be hereby received and approved.

##### **2. Recommendation of Dividend**

That:

- (a) the payment of a net dividend of USD 3,036,929 (representing US cents 3.5244 per share) be approved; and
- (c) the net dividend of USD 3,036,929 (representing US cents 3.5244 per share) be paid either in cash or by the issue of new shares, at the member’s option, at an attribution price of USD 1.550 as approved by the Board of Directors.

##### **3. Auditors**

That the appointment of KPMG Certified Public Accountants as auditors be hereby approved, and that the Board of Directors be hereby authorised to fix their remuneration.

#### **4. Maximum Aggregate Emoluments of Directors (2007)**

That the maximum aggregate emoluments of the Directors for the financial year ending 31 December 2007 be fixed at USD 250,000 (this represents the first increase since 2004 – the figure approved by the Company for 2006 was USD 200,000).

#### **5. Directors**

That the persons listed as Directors in the Form of Proxy be elected as Directors of the Company.

### **SPECIAL BUSINESS – ORDINARY RESOLUTION**

#### **6. Shareholders' consent for disclosure of unpublished price-sensitive information**

That, notwithstanding the provisions of Article 152 of the Articles of Association of the Company and pursuant to Rules 8.108 *et seq.* of the Listing Rules, the Company be hereby authorised to disclose to any *bona fide* offeror such information in relation to the Company, including unpublished price-sensitive information, as may be necessary to enable the *bona fide* offeror and its advisers to make, confirm, withdraw or modify any *bona fide* offer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.

### **SPECIAL BUSINESS - EXTRAORDINARY RESOLUTIONS**

#### **7. 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 hereby generally authorised to issue and allot such number of Equity Securities, for the time being unissued, as may be determined by the Board of Directors up to a maximum value of one hundred million US Dollars (USD 100,000,000). This authorisation is a renewal of the previous authorisation given by the Members at the 2006 Annual General Meeting and is valid for a maximum period of 5 years from the date of the adoption of this extraordinary resolution, that is to say up to and including 12th April, 2012.

#### **8. 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 hereby 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.

#### **9. 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, 1995, and subject to the required regulatory approvals being forthcoming in due course, the Company be hereby authorised to acquire such number of its own ordinary shares, subject to the limitations and conditions set out in the Companies Act, 1995 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 hereby given to the Company expires at the end of the next Annual General Meeting; and
- (c) the consideration which the Company is authorised to pay with respect to each of such shares shall be based on the trade weighted average price of the shares for the period of seven (7)

months up to and including 28 February 2007, namely USD 1.780, with minimum and maximum limits of 50% below and above such trade weighted average price, namely a range between USD 0.890 and USD 2.670 respectively. 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.

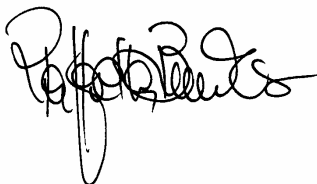
**10. Changes to the Rules Applicable to the Executive Share Option Scheme for the years 2006 to 2009 - New Executive Share Option Scheme Rules for the years 2007 – 2009**

That, limitedly for the purposes of any share options to be awarded for the years 2007, 2008 and 2009 respectively, the Executive Share Option Scheme Rules 2006 – 2009 dated 5<sup>th</sup> May 2005 be amended as follows:

- (i) the changes to the Rules be the ones detailed in the summary amendments contained in Annex I as attached to the Notice to Members;
- (ii) such amended Rules be applicable solely for the awards for the years 2007, 2008 and 2009 respectively;
- (iii) the amended Rules be designated “Executive Share Option Scheme (2006 - 2009): Rules applicable to 2007 - 2009”, and be the ones detailed in Annex II attached to the Notice to Members;

and that the Executive Share Options Scheme Rules 2006 – 2009 as adopted on 5<sup>th</sup> May 2005 shall be applicable only for the year 2006 and shall be designated “Executive Share Option Scheme (2006 - 2009): Rules applicable to 2006”.

*Unquote*



Raffaella Bonadies  
Company Secretary

16<sup>th</sup> March 2007