

APS Bank plc

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Company Registration No. C2192

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Notice is hereby given in terms of article 61 of the articles of association (the "Articles") of APS Bank plc (the "Company") that the Company's Extraordinary General Meeting (the "Meeting") shall be held on Wednesday 19 October 2022 at 11:00 a.m. as a 'remote meeting' in terms of regulation 5 of the Companies Act (Public Companies – Annual General Meetings) Regulations (Subsidiary Legislation 386.23).

In terms of article 63 of the Articles, this Notice shall be circulated to the Company's (a) registered shareholders; (b) directors; and (c) auditors. A copy of this Notice, together with all other documentation pertinent to the Meeting, will be made available on the Company's website: apsbank.com.mt/investor-relations.

AGENDA OF EXTRAORDINARY GENERAL MEETING

The agenda for the Meeting shall be as set out below.

Agenda Item 1: Appointment of Chairman and Opening of the Meeting

Agenda Item 2: Quorum

SPECIAL BUSINESS – ORDINARY RESOLUTION

Agenda Item 3: Capitalisation of Profits and Issue of New Shares

- Proposal:
- a. That further to the announcement on 28 July 2022, of the recommendation of an interim dividend through the issuance of new ordinary shares, the Board proposes that the amount of €1,800,000 from the Company's Profit be capitalised for the purpose of issuing up to 7,210,000 fully paid up ordinary shares ("Share Issue"), to the members of the Company appearing on the register of members maintained by the Central Securities Depository of the Malta Stock Exchange as at close of trading on 19 September 2022 (trading session of 15 September 2022) ("Shareholders").
 - b. That the new shares to be allotted pursuant to the Share Issue will be issued at the nominal value of €0.25 per share, and distributed to Shareholders *pro rata* to their individual holdings, with fractional shares rounded to the nearest whole share; rounded upwards if the fractional entitlement is of 0.5 of a share or more, and rounded downwards if the fractional entitlement is less than 0.5 of a share.

By order of the Board.



Dr. Graziella Bray
Company Secretary

28 September 2022

NOTES

1. Record Date

This Notice is being mailed to all Shareholders of the Company appearing on the Company's register of members maintained by the Central Securities Depository of the Malta Stock Exchange on 19 September 2022 (the 'Record Date'). Only Shareholders 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 Meeting.

2. Voting

Shareholders may only express their vote by submitting the pre-printed Proxy Form provided to them together with this Notice and appointing the Chairman of the Meeting to vote in their stead. Please refer to Sections 5 & 6 below for details on how to fill in and submit the Proxy Form.

3. No physical attendance

Shareholders are reminded that in terms of regulation 5(2)(a) of the Companies Act (Public Companies – Annual General Meetings) Regulations, no physical attendance of Shareholders shall be allowed at the Meeting. However, Shareholders may follow the Meeting by accessing apsbank.com.mt/investor-relations, and refer to the instructions for prior registration to this event. Shareholders are advised that the live-stream will only allow them to follow the proceedings of the Meeting.

4. Right to ask questions

Shareholders wishing to ask any questions pertinent and related to any item on the agenda of the Meeting may do so in advance, by sending such questions in writing to the Company Secretariat by hand or by postal mail to APS Centre, Tower Street, B'Kara BKR 4012, Malta or by e-mail to investor.relations@apsbank.com.mt. Questions are to be received by the Bank no later than 48 hours prior to the Meeting (i.e. 11:00 a.m. of 17 October 2022). The Bank shall, subject to the provisions of article 61 of the Bank's articles of association, provide an answer to the questions on its website within 48 hours from the termination of the Meeting.

5. Completing the Proxy Form

Shareholders are to complete all details required on the Proxy Form in full, and in a clear and legible manner. Furthermore, Shareholders are reminded that:

- i. Only the Chairman of the Meeting may be appointed as proxy.
- ii. They are to indicate whether they wish the Chairman of the Meeting (as proxy) to vote (a) as he wishes, or (b) in accordance with the instructions of the Shareholders. In the latter case, Shareholders should mark the appropriate box indicated in the Proxy Form. In the event that no indication is made, it shall be deemed that the Shareholder authorises the Chairman (as proxy) to vote as he wishes.
- iii. When voting for the resolution, if the Shareholder wishes that the Chairman (as proxy) votes in a particular manner, the Shareholder should indicate his/her voting preference against the resolution in the appropriate box either by inserting the number of votes (shares held) or by the use of a cross (X) or mark (✓) (instead of inserting a number of votes) under either 'For' or 'Against' or 'Abstain'. The cross or mark will be interpreted that the Shareholder has assigned all the votes accordingly. If more than one box is marked for the resolution, the Shareholder's vote on the resolution will be invalid.
- iv. If the Shareholder inserts the number of votes, these may be split up in any proportion whatsoever, under 'For', 'Against' or 'Abstain'. A Shareholder may therefore utilise all or part of the votes for the resolution being proposed. However, in no circumstance, may the Shareholder use more votes than he/she is entitled to. If this occurs, then the vote will be invalid.
- v. 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 Shareholders shall be entitled to attend and vote at the Meeting.
- vi. Where the Shareholder is a body corporate, including a company, a partnership, an association of persons, a foundation or other entity, the Proxy Form must be duly executed in accordance with article 95 of the Company's articles of association. The Company Secretariat reserves the right to request evidence of the aforesaid.

6. Submission of Proxy Form

Duly completed Proxy Forms are to be mailed or delivered to the Company Secretariat at APS Centre, Tower Street, B'Kara BKR 4012, Malta, not less than 24 hours before the appointed date and time of the Meeting (i.e. 11:00 a.m. of 18 October 2022). Shareholders are encouraged to use the business reply envelope provided herewith. Alternatively, Shareholders may opt to send their proxy electronically. In this case, Shareholders are requested to send an e-mail to investor.relations@apsbank.com.mt quoting the respective MSE Register Number printed on the Proxy Form. Upon receipt of the completed Proxy Form, the Bank will send an electronic acknowledgement to the Shareholder.