

Nomination Form

Nomination for the Election of Non-Executive Directors of APS Bank plc (or the “Bank”) pursuant to Article 111 of the Bank’s Articles of Association

Introduction

The Bank’s Articles of Association provide that Directors shall hold office until the conclusion of the next Annual General Meeting, at which they may be eligible for re-appointment. Directors are either (i) appointed by letter by Qualifying Shareholders or (ii) nominated by a Proposer¹, seconded by one or more shareholders holding in the aggregate at least fifty thousand (50,000) shares. In the case of more nominations than vacancies, an election will be held at the Annual General Meeting. All nominations, upon receipt, shall be subject to approval by the Bank’s Nomination and Remuneration Committee, and subsequently approved by the MFSA. The Committee ensures that the Nominee is a fit and proper person. For this purpose, the Nomination and Remuneration Committee shall, prior to any such approval, also take into account the collective requirements of the Board from a legal and regulatory perspective.

Further information on the nomination process is provided in the Nomination Information Document supporting this Form, and is to be read in conjunction with this document. The document provides important information to Proposers nominating Nominees, and to the Nominees themselves. It provides background information on the Bank, outlines various corporate governance requirements applying to the Board of Directors and explains the process for nomination and election. It is important that the Nominee has a good understanding of the role, responsibilities, and the expectations in relation to this nomination, which would require MFSA approval.

The Nominee is to complete pages 1-7 of this Form and the Proposer is to complete pages 8-10.

For any further clarifications, you are kindly requested to contact the Bank’s Company Secretariat Office via email on companysecretariat@apsbank.com.mt or by calling (+356) 25603161.

This Nomination Form, together with the annexed declarations and documents must be lodged with the Company Secretariat Office of APS Bank plc, at APS Centre, Tower Street, Birkirkara, BKR 4012, Malta, or via email on companysecretariat@apsbank.com.mt by not later than noon of 9 February 2023. Any soft copy submission of the Form is to be followed by a physical, original copy within three (3) working days of submission date.

Any personal data submitted as part of this nomination process, shall be processed by the Bank in accordance with Regulation (EU) 2016/679 (General Data Protection Regulation), the Data Protection Act (Chapter 586 of the Laws of Malta) and any other relevant EU and national law.

¹ see page 8 for further details

Part A: Declaration by Nominee

Name of Nominee : _____

ID Card No. : _____

Residential Address : _____

Contact Number (inc. Prefix): _____

Email address : _____

This declaration is to be completed and duly signed by the Nominee.

I, _____

hereby consent to being nominated for appointment / election as a Non-Executive Director of APS Bank plc, and if confirmed and approved, to act as a Director of APS Bank.

I hereby declare that:

- a) Being cognisant of the relevant provisions of the Bank's Memorandum and Articles, the Companies Act (Chapter 386 of the Laws of Malta) the Banking Act (Chapter 371 of the Laws of Malta), and all other applicable legislation and regulations, there are no legal contractual impediments or restrictions which preclude me from occupying the role of Non-Executive Director of the Bank;
- b) Pursuant to the Joint ESMA and EBA Guidelines on the Assessment of the Suitability of Members of the Management Body and Key Function Holders, (the "Joint ESMA and EBA Guidelines"), (i) I am able to devote sufficient time as necessary to carry out the duties of a Non-Executive Director (see also Statement of Involvements, Appendix 2); (ii) I have the adequate knowledge, skills and experience to perform the role of Non-Executive Director of the Bank; (iii) I am of good repute, honest and of sound integrity;
- c) I do not have any conflicts of interest that impede my ability to perform my duties independently and objectively;
- d) I [am] / [am not] a Politically Exposed Person (PEP)². If in the affirmative, please state reason for being a PEP:

_____;

² A definition of "Politically Exposed Persons" is found in Part D of the Nomination Information Document

- e) I do not have any unsecured credit facilities granted by APS Bank plc which in the aggregate exceed the sum of €23,300, and I do not use other banking services of the said Bank under terms and conditions more favourable than the said Bank would have otherwise applied, in contravention of Section 15 of the Banking Act (Chapter 371 of the Laws of Malta);
- f) I am aware that the Independence Declaration (Appendix 1) and the Statement of Involvements (Appendix 2) are an integral part of this Form and confirm that all the information contained herein is true and correct and I understand that if any of this information is found to be incorrect this nomination shall be invalid, and I will not be considered for the election of a Non-Executive Director of the Bank;
- g) I understand that as part of its assessment process of my nomination, the Bank may require additional information and/or documentation to substantiate my submission. I undertake to promptly provide the Bank with such information and/or documentation upon the latter's request;
- h) I undertake to immediately notify of any material change to the above information, or to any other information submitted as part of my nomination for a Non-Executive Director of the Bank, to the Company Secretary of the Bank as soon as become aware of such change, in so far as my nomination is still being considered;
- i) By signing this Form, I authorise the Bank to independently make the required due diligence checks and verifications, including credit checks with recognised credit bureaux, as may be considered by the Bank to be relevant and appropriate, to verify the information given herein;
- j) I understand that the Bank shall treat all information and documentation provided in strict confidence and that the information and documentation provided will be solely used for the purposes of the nomination process of Non-Executive Director of the Bank and the subsequent suitability assessment;
- k) I understand that should my nomination be considered, I and the Bank, will be requested to furnish this and additional information to the Competent Authorities in line with applicable regulations, including completing the MFSA Personal Questionnaire.

Nominee Signature

Date

ID Card No.

Malta Stock Exchange A/C No.

*No. of Shares in APS Bank plc

* to be completed if Nominee is a shareholder

Appendix 1 – Independence Declaration

This declaration is to be completed by the Nominee.

Kindly answer the following questions to the best of your knowledge and provide additional details as appropriate.

1.	Are you employed or have you been employed by the Bank or its subsidiary within the last 3 years (including as a Key Function Holder ³ and/or senior management role)?	Yes*	No
*If yes, provide details where appropriate.			

2.	Do you have, or have you had within the last 3 years, a significant business relationship with the Bank either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the Bank?	Yes*	No
*If yes, provide details where appropriate.			

3.	Do you have any close family ties with any of the Bank's Non-Executive Directors, senior management employees or Key Function Holders?	Yes*	No
*If yes, provide details where appropriate.			

4.	Have you received, or do you receive any significant additional remuneration from the Bank or any member of the Bank's Group?	Yes*	No
*If yes, provide details where appropriate.			

5.	Are you, or were you, within the last 3 years an engagement partner or a member of the audit team of the present or former external auditor of the Bank or of any of the group of which the Bank forms part?	Yes*	No
*If yes, provide details where appropriate.			

6.	If applicable, have you served on the Board of the Bank?	Yes*	No
*If yes please indicate the number of consecutive years you acted as a Director?			

³ A definition of "Key Function Holders" is found in Part D of the Nomination Information Document

Appendix 2 - Statement of Involvements

The Statement of Involvements is to be completed by the Nominee. This is to be read in conjunction with Part B “Time Commitment” provided in the Nomination Information Document.

Nominees are kindly requested to note the restrictions imposed by Article 14(2) of the Banking Act as detailed hereunder and to complete the section below with any relevant details (if any).

Directors shall at all times be of sufficiently good repute and possess sufficient knowledge, skills and experience to perform their duties. The overall composition of the board of directors shall reflect an adequately broad range of experiences:

Provided that directors shall, in particular, fulfil the following requirements:

- a) all directors shall commit sufficient time to perform their functions in the credit institution;
- b) the number of directorships which may be held by a director at the same time shall take into account individual circumstances and the nature, scale and complexity of the credit institution’s activities. A director of a credit institution that is significant in terms of its size, internal organisation and the nature, the scope and the complexity of its activities shall, from 1 July 2014, not hold more than one of the following combinations of directorships at the same time:
 - i) one directorship having an executive role with two directorships having a non-executive role;
 - ii) four directorships having a non-executive role;
- c) for the purposes of paragraph (b), the following shall count as a single directorship:
 - i) directorships having an executive or non-executive role held within the same group;
 - ii) directorships having an executive or non-executive role held within -
 - aa) credit institutions which are members of the same institutional protection scheme provided that the conditions set out in Article 113(7) of the CRR are fulfilled; or
 - bb) undertakings (including non-financial entities) in which the credit institution holds a qualifying holding.
- d) The following directorships shall not be taken into consideration for the purposes of sub-article (2)(b):
 - a) directors who are directly or indirectly appointed to represent the interests of the Government of Malta; and
 - b) directors appointed in organisations which do not pursue predominantly commercial objectives, including non-executive directorships in non-profit-making or charitable organisations.

Pursuant to this statutory requirement, you are kindly requested to indicate, if applicable, the entities where you hold the position of director, which of such directorship/s is/are of an executive or a non-executive role, or equivalent.

Kindly indicate also:

- i. any directorship/s appointed to represent the interests of the Government of Malta; and/or
- ii. any directorship/s in organisations which do not pursue commercial objectives; and /or
- iii. any shareholding in private companies.

1.	Name of Entity	Registration No.	Country of Incorp.	*Size of Entity
Company's Activity:				
Description:				
Nature of Directorship Held:				
<input type="checkbox"/> Regulated <input type="checkbox"/> Non-Regulated				
(Please tick as appropriate)				
<input type="checkbox"/> Executive or Non-Executive Director (or equivalent): Annual Time commitment ___hrs.				
<input type="checkbox"/> Company Secretary: Annual Time commitment ___hrs.				

2.	Name of Entity	Registration No.	Country of Incorp.	*Size of Entity
Company's Activity:				
Description:				
Nature of Directorship Held:				
<input type="checkbox"/> Regulated <input type="checkbox"/> Non-Regulated				
(Please tick as appropriate)				
<input type="checkbox"/> Executive or Non-Executive Director (or equivalent): Annual Time commitment ___hrs.				
<input type="checkbox"/> Company Secretary: Annual Time commitment ___hrs.				

3.	Name of Entity	Registration No.	Country of Incorp.	*Size of Entity
Company's Activity:				
Description:				
Nature of Directorship Held:				
<input type="checkbox"/> Regulated <input type="checkbox"/> Non-Regulated				
(Please tick as appropriate)				
<input type="checkbox"/> Executive or Non-Executive Director (or equivalent): Annual Time commitment ___hrs.				
<input type="checkbox"/> Company Secretary: Annual Time commitment ___hrs.				

4.	Name of Entity	Registration No.	Country of Incorp.	*Size of Entity
Company's Activity:				
Description:				
Nature of Directorship Held:				
<input type="checkbox"/> Regulated <input type="checkbox"/> Non-Regulated (Please tick as appropriate)				
<input type="checkbox"/> Executive or Non-Executive Director (or equivalent): Annual Time commitment ___hrs.				
<input type="checkbox"/> Company Secretary: Annual Time commitment ___hrs.				

*Size of Entity - Size of the financial interest (% of the capital and voting rights or value of investment).

In case of any involvements, both in past or current positions, in any regulated entities, kindly indicate the date of your latest approval obtained by MFSA: _____.

Any other professional commitment, including any association with political parties Role: _____. <i>If a Business Activity:</i> Total Asset Year End Data: _____. Total Turnover: _____

 Signature of Nominee

 Date

Part C: Declaration by the Proposer

This declaration is to be filled in by the Proposer nominating the Nominee detailed in Part A of this Form. The said Proposer is to hold 50,000 shares or be seconded by shareholder/s who in the aggregate hold at least 50,000 shares between them, as at 26 January 2023.

I, _____

Residing at _____

in my capacity as shareholder of APS Bank plc, propose the nomination of

for the election of Non-Executive Director to the Board of APS Bank plc.

Signature of Proposer

Date

ID Card No.

Malta Stock Exchange A/C No.

No. of shares in APS Bank plc

Telephone / Mobile Number: _____

Part D: Declaration by Seconders

This declaration is to be completed by Seconders being shareholder/s who in the aggregate hold at least 50,000 shares between them, as at 26 January 2023, unless the Proposer already holds 50,000 shares. If additional space is required, please replicate the format of this sheet on a separate document and append it to this Form.

I/We second the nomination of _____

for the election of Non-Executive Director to the Board of APS Bank plc.

1.	Name	Signature	Date
	ID Card No.	Malta Stock Exchange A/C No	No. of APS Bank Shares Held

2.	Name	Signature	Date
	ID Card No.	Malta Stock Exchange A/C No	No. of APS Bank Shares Held

3.	Name	Signature	Date
	ID Card No.	Malta Stock Exchange A/C No	No. of APS Bank Shares Held

4.	Name	Signature	Date
	ID Card No.	Malta Stock Exchange A/C No	No. of APS Bank Shares Held

Submission

Prior to submitting the Nomination Form, please refer to this checklist to ensure that the Form is duly completed, and the following documents are appended:

1. The Nomination Form, together with:
 - Appendix 1, Independence Declaration
 - Appendix 2, Statement of Involvements
2. Brief profile Appendix 3, accompanied by a professional Curriculum Vitae
3. Copy of Identity Card/Passport
4. Police Conduct Certificate, issued within the last 6 months
5. A passport sized photograph

FOR OFFICIAL USE ONLY

Date of receipt of Form: _____

Time: _____

OFFICIAL RUBBER STAMP OF THE COMPANY SECRETARY

Received by _____

Checked by _____