

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given in terms of article 63 of the articles of association (the “**Articles**”) of APS Bank plc (the “**Company**”) that the Company’s annual general meeting (the “**Meeting**”) shall be convened at The Hilton Malta, Vjal Portomaso, St Julian’s, Malta on Tuesday, 16 May 2023 at 1800 hrs.

In terms of article 65 of the Articles, this notice (“**Notice**”) shall be circulated to the Company’s (a) shareholders appearing on the Company’s register of members maintained by the Central Securities Depository of the Malta Stock Exchange on 14 April 2023 (the “**Record Date**”) (“**Members**”); (b) directors; and (c) auditors.

The following documents have been included with this Notice: (1) agenda of the Meeting, (2) Bio Notes, (3) the circular to Members dated 25 April 2023 (“**Circular**”), (4) Remuneration Policy, (5) Proxy Form, and (6) Scrip Dividend Election Form. A copy of the aforementioned documents, the Company’s 2022 Annual Report (which includes the audited financial statements for the financial year ended 31 December 2022, together with the report of the directors and the report of the auditors thereon), and all other documentation pertinent to the Meeting, will be made available on the Company’s website: <https://www.apsbank.com.mt/investor-relations/>

You may request to receive a hard copy of the Annual Report by sending an email to investor.relations@apsbank.com.mt

AGENDA OF ANNUAL GENERAL MEETING

The agenda for the Meeting shall be as set out below. At the Meeting, the Company’s Board of Directors (the “**Board**”) shall propose a number of resolutions to the Members for their consideration and approval. The purpose behind each proposal and, where appropriate, the proposed text of the resolution, is set out under each agenda item below.

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

Agenda Item 2: Quorum

ORDINARY BUSINESS - ORDINARY RESOLUTIONS

Agenda Item 3: Approval of the audited financial statements for the financial year ended 31 December 2022

Proposal: The Board proposes that the audited financial statements for the financial year ended 31 December 2022, together with the report of the directors and the report of the auditors thereon be received and approved.

Agenda Item 4: Declaration of Dividend

Proposal: The Board recommends that the Meeting declares a gross final dividend of €9,846,153, representing a gross dividend of 2.68 euro cents per ordinary share (which amounts to a net final dividend of €6,400,000 representing a net dividend of 1.74 euro cents net per ordinary share), for the year ended 31 December 2022, which dividend shall be paid, (i) either in cash or (ii) in scrip by the issue of new shares, in each case at the option of each individual Member.

Kindly refer to section 3A of the Circular for more information.

Agenda Item 5: Appointment and remuneration of Auditors

Proposal: The Board, in line with the recommendation of the Company’s Audit Committee, proposes that ‘Deloitte Audit Limited’ be reappointed as the Company’s auditors until the end of the annual general meeting to be held in 2024. The Board further proposes that it be authorised to fix the remuneration of the Company’s auditors.

Agenda Item 6: Appointment of Directors

In accordance with article 109 of the Articles, the term of office of each of the directors will end at the conclusion of the Meeting. Although all retiring directors are eligible for re-appointment, Mr Franco Azzopardi and Mr Alfred DeMarco will stand down from the Board at the conclusion of the Meeting and will not offer themselves for re-appointment.

In this regard, the Board wishes to inform Members that Mr Martin Scicluna, Mr Victor Agius, Prof Juanito Camilleri, Dr Laragh Cassar, Mr Michael Pace Ross, Mr Joseph Rapa and Dr Joseph C Attard, all being eligible for appointment, have signified their willingness to be re-appointed as directors of the Company and have so all been re-appointed until the end of the annual general meeting to be held in 2024 in terms of articles 103 and 104 of the Articles. The re-appointments were made by Qualifying Shareholders, and were notified to the Company Secretary by letter.

Following a call for nominations issued by the Company for persons to be appointed as directors in terms of the Articles, two nominations were received from Mr Noel Mizzi and Ms Marisa Xuereb. The two candidates were deemed by the Company’s Nominations and Remuneration Committee to be fit and proper to act as directors and regulatory approvals from the Malta Financial Services Authority have been received.

NOTICE OF ANNUAL GENERAL MEETING (continued)

Given that the total number of nominees equals the vacancies to be created by Mr Azzopardi's and Mr DeMarco's retirement from office, Mr Mizzi and Ms Xuereb will automatically be elected as directors until the end of the annual general meeting to be held in 2024, in terms of article 114 of the Articles. Accordingly, no election of directors at the Meeting will take place since the maximum number of Board members in terms of clause 9(a) of the Company's memorandum of association will have been satisfied.

Note: *Kindly refer to Annex 1 - Bio Notes to Agenda Item 6 for more information.*

Agenda Item 7: **Emoluments of Directors**

Proposal: The Board proposes that the maximum aggregate emoluments that may be paid to the directors of the Company in any financial year shall be fixed at €450,000.

SPECIAL BUSINESS – ORDINARY RESOLUTIONS

Agenda Item 8: **Remuneration policy**

Proposal: That the remuneration policy as set out in the Circular be hereby received and approved.

Note: *Kindly refer to section 3B of the Circular for more information.*

Agenda Item 9: **Remuneration report**

Proposal: That the remuneration report in terms of Chapter 12 of the Capital Markets Rules published by the Malta Financial Services Authority as set out in the Company's annual report for the financial year ended 31 December 2022 be hereby received and approved.

Note: *The remuneration report is being submitted to the Meeting for an advisory vote. Kindly refer to section 3C of the Circular for more information.*

SPECIAL BUSINESS - EXTRAORDINARY RESOLUTIONS

Agenda Item 10: **Directors' authority to issue Shares limitedly for the purpose of implementing a decision to pay a scrip dividend, and to affect a capitalisation of profits**

Purpose: In order to give flexibility to the Company to issue shares following a decision to pay a scrip dividend, whereby a Member can elect to receive shares *in lieu* of all or part of a cash dividend, the Board proposes that the Members authorise it to issue Shares solely for the said purpose; which authorisation shall remain in place until the end of the Company's 2024 annual general meeting.

The Board also proposes that in terms of article 155 of the Articles and solely for the said purpose of implementing a scrip dividend mechanism, it be authorised and empowered until the end of the 2024 annual general meeting, to capitalise any amount standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and issue shares to be allotted, distributed and credited as fully paid up to and amongst the Members of the Company.

Should this resolution be passed, and subject to the approval of Agenda Item 4 above, the authorisations granted to the Board pursuant to this resolution will be used in the first instance to capitalise up to €6,400,000 from the Company's profits for the purpose of issuing up to 11,300,000 fully paid up ordinary shares to those Members appearing on the Company's register of members maintained by the Central Securities Depository of the Malta Stock Exchange on 14 April 2023 who opt to receive their dividend entitlement in the form of scrip.

The Board therefore proposes that the Meeting adopts the following extraordinary resolution:

Proposal: *"(1) 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 4(a) of the Company's Articles of Association (the "Articles"), the Board of Directors (with full powers of delegation) be hereby authorised to issue and allot such number of Shares, for the time being unissued, as may be determined by the Board of Directors up to the value of the authorised share capital of the Company limitedly for the purpose of issuing shares following a decision to pay a scrip dividend whereby a Member can elect to receive shares in lieu of all or part of a cash dividend;*

(2) That, limitedly for the said purpose and without prejudice to the relevant provisions of the Banking Act (Cap. 371, Laws of Malta), the Board of Directors (with full powers of delegation) be authorised and empowered for the purposes of article 155 of the Articles to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and that such sum be set free for paying up in full unissued Shares of the Company to be allotted, distributed and credited as fully paid up to and amongst such Members, as the Board may deem fit;

(3) That the authorisations set out in (1) and (2) above be valid from the date of the adoption of this resolution until the end of the Company's annual general meeting to be held in 2024 and that these authorisations shall be without prejudice to the authority given to the Board to issue any number of shares permitted by the Company's executive share incentive plan rules up to the value of the authorised share capital in accordance with a resolution of the general meeting of the 28 April 2022; and

(4) That the company secretary be authorised to issue a certified extract of the minutes kept at the Meeting (including, inter alia the immediately preceding resolution) and to file same with the Malta Business Registry as required."

Note: Kindly refer to section 3D of the Circular for more information.

Agenda Item 11: Delegation to the Directors to issue debt securities

To be able to support its capital and financial requirements, including where these arise from a regulatory determination, the Company may opt to raise finance by issuing debt securities from time to time. To this end, the Board is proposing that the Members authorise the Board to issue up to €150,000,000 in nominal value of bonds, debentures or other debt securities, and to apply for such bonds, debentures or other debt securities to be admitted to listing and/or trading on the Official List of the Malta Stock Exchange and/or any other Regulated Market.

The authorisation being requested in this resolution will be valid until the end of the Company's 2024 annual general meeting.

The Board therefore proposes that the Meeting adopts the following extraordinary resolution:

Proposal: "(1) That, pursuant to articles 5 and 99(g) of the Company's Articles of Association, the Board of Directors (the "**Board**") be hereby generally authorised to (i) issue up to €150,000,000 in nominal value of bonds, debentures or other debt securities (the "**Debt Securities**"), on such terms as the Board may, at its sole discretion, determine; and (ii) to apply for such Debt Securities to be admitted to listing and/or trading on the Official List of the Malta Stock Exchange and/or any other Regulated Market;

(2) That the Board shall be authorised and empowered to take any such action as may be required to give effect to the authorisation set out in (1); and

(3) That the authorisations set out in (1) and (2) above be valid until the end of the Company's annual general meeting to be held in 2024".

Note: Kindly refer to section 3E of the Circular for more information.

PROXIES

Members are hereby notified that they are entitled to attend and vote at the above Meeting personally or through the appointment of a proxy (who need not be a Member of the Company). Appointments of proxies must be made in writing using the proxy form which has been included with this Notice (the "**Proxy Form**"). For more information on how to complete and submit the Proxy Form (including relevant deadlines), please refer to the notes accompanying the Proxy Form.

OTHER

As at the date of this Notice, the Company has 366,917,168 ordinary shares in issue (one vote per share).

By order of the Board.



Dr Graziella Bray
Company Secretary
25 April 2023