

Loremaipsumadolorasitaametaaconsectetueraadipiscingae  
 litaaeneanacommodoaligulaaeg

AddressLine1

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## Annual General Meeting

16 May 2023

The Hilton Malta, St Julian's

### ADMISSION TO THE MEETING

Please present a lawful means of identification, together with this document.

The Meeting will commence at 1800 hrs.  
 Admission to the Meeting will start at 1700 hrs.  
 Parking will be available on a first come first served basis.

MSE Account Number  
 ID Card No / Company Registration No.  
 Registered Holdings

barcode 70x20 mm

Cut here.

## Proxy Form

APS Bank plc  
 ANNUAL GENERAL MEETING  
 16 May 2023

Loremaipsumadolorasitaametaaconsectetueraadipiscingae  
 litaaeneanacommodoaligulaaeg

MSE Account Number  
 Registered Holdings

This proxy form need not be completed/submitted by Members who intend to be present in person at the Annual General Meeting (the "Meeting"). To be valid this Proxy Form must reach Company Secretariat not less than 24 hours before the appointed date and time of the Meeting (i.e. 15 May 2023 at 1800 hrs).

As "Member"/ "Members" of the APS Bank plc, I/we hereby appoint: (mark where applicable)

The Chairman of the Meeting

OR

Name \_\_\_\_\_ I.D. Card No \_\_\_\_\_

Address \_\_\_\_\_

(insert details of the Proxy)

as my/our proxy to attend and vote on my/our behalf at the Meeting and at any adjournment thereof.

My/Our proxy is authorised to vote:

as he/she wishes
  as indicated on this Proxy Form

Please turn overleaf for Notes Section

VOTING PREFERENCES	FOR	AGAINST	ABSTAIN
<b>ORDINARY BUSINESS - ORDINARY RESOLUTIONS</b>			
1. Approval of the audited financial statements for the financial year ended 31 December 2022			
2. Declaration of Dividend			
3. Appointment & remuneration of Auditors			
4. Emoluments of Directors			

<b>SPECIAL BUSINESS - ORDINARY RESOLUTIONS</b>			
5. Remuneration policy			
6. Remuneration report (advisory vote)			

<b>SPECIAL BUSINESS - EXTRAORDINARY RESOLUTIONS</b>			
7. 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			
8. Delegation to the Directors to issue debt securities			

Signature of Member

DATE

barcode 70x20 mm

## Admission Notes

- Admission to the Meeting will start at 1700 hrs, one hour before the appointed time.
- In order to be admitted to the Meeting, Members or proxy holders must present (i) any lawful means of identification (including a valid ID Card, passport or driving license) and (ii) the Admission Form. Upon admission, Members and proxy holders will be issued with a voting document (ballot).
- When a Member is a body corporate (including a company, a partnership, an association of persons, a foundation or other entity) a representative thereof will only be eligible to attend and vote at the Meeting, if a Proxy Form duly executed in his/her favour has been received by Company Secretariat.
- Member who is a minor may be represented at the Meeting by a parent or legal guardian who will be required to present his/her I.D. Card and the Admission Form. Minors will not be allowed to attend the Meeting.

## Notes to the Proxy Form

### 1. Members' Right to Attend and Vote at the Meeting

A Member registered on the Company's Register of Members on the Record Date (14 April 2023) may participate and vote at the Meeting either by personally attending the Meeting or by appointing a person to attend and vote at the Meeting in his stead (a proxy).

#### Appointment of proxy:

- A proxy can be appointed using this Proxy Form which is to be mailed or delivered to Company Secretariat as indicated below; or
- Members may opt to send their proxy electronically. In this case, Members are requested to send their duly completed Proxy Form by e-mail to [investor.relations@apsbank.com.mt](mailto:investor.relations@apsbank.com.mt). Upon receipt of the completed Proxy Form, the Company will send an electronic acknowledgement to the Member.

Where the Member is a body corporate (including a company, a partnership, an association of persons, a foundation or other entity), a Proxy Form must be submitted in all instances. Proxy Forms must be duly executed (whether in favour of the Chairman of the Meeting or another representative of the Member) in accordance with the Memorandum and Articles of Association or similar constitutional documents of the Member. Company Secretariat reserves the right to request evidence of the aforesaid.

### 2. Completing the Proxy Form

Members wishing to participate at the Meeting by proxy are to complete in full all details required on the Proxy Form, and in particular, where the proxy is being filled in by hand, details should be completed clearly and in a legible manner.

It is important to note the following:

- The Member is to indicate whether s/he wishes to appoint as proxy the Chairman of the Meeting or another person (who does not need to be a Member). In the case that the Member wishes to appoint a person other than the Chairman of the Meeting as proxy, the full name, address and I.D. Card number of the proxy must be inserted in the appropriate space;
- The Member is to indicate whether he/she/it wishes the appointed proxy to vote as the proxy wishes or whether the Member wishes to instruct the appointed proxy how to vote, by marking the appropriate box indicated in the Proxy Form.
- When voting for a resolution, if the Member wishes that the appointed proxy votes in a particular manner, the Member should indicate his/her voting preference against each 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 Member has assigned all the votes accordingly. If a cross or a mark is placed under each of 'For' or 'Against' or 'Abstain' for the same resolution, the Member's vote on that particular resolution will be invalid;

- If the Member inserts the number of votes, these may be split up in any proportion whatsoever, under 'For', 'Against' or 'Abstain' for any resolution. A Member may therefore utilise all or part of the votes for each resolution. However, in no circumstance, may the Member use more votes than he/she is entitled to. If this occurs, then the vote on that particular resolution will be invalid;

### 3. Submission of Proxy Form

In order to be valid, the completed Proxy Form must reach Company Secretariat at APS Centre, Tower Street, B'Kara BKR 4012, Malta, whether by hand, by mail or electronically, no later than 24 hours before the appointed date and time of the Meeting, ie 1800 hrs of 15 May 2023.

Members opting to send the proxy by mail are advised to use the business reply service envelope enclosed.

### 4. Disclosure by proxy in terms of MFSA Capital Markets Rules 12.29 and 12.30 and article 93 of the Articles

Prior to the Meeting, a proxy holder is to disclose to the Member who appointed him/her any facts of which he/she is aware, and which may be relevant for the Member in assessing any risk that the proxy holder might pursue any interest other than the interest of the Member.

In particular, a proxy holder is required to disclose to the Member:

- whether he is a controlling Member of the Company, or is another entity controlled by such Member;
- whether he is a director of the Company, or of a controlling Member or controlled entity referred to in paragraph (a);
- whether he is an employee or an auditor of the Company, or of a controlling Member or controlled entity referred to in paragraph (a); and
- whether he has a family relationship with a natural person referred to in paragraphs (a) to (c).

Pursuant to Capital Markets Rules 12.29 and 12.30, in the event that the Member is appointing the Chairman of the Meeting as proxy, and, for all intents and purposes, the other directors of the Company, refer the Members to the Company's 2022 annual report which sets out any involvement / relationship of each of the directors with the Company, and declare to the Member that (i) they are directors of the Company, and (ii) there are no other facts of which they are aware and which may be relevant for the Member, in assessing any risk that the director might pursue any interest other than the interest of such Member.