

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 and 12 of this Form and the Proposer is to complete pages 8-10 and 13.

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 6 February 2024. Any soft copy submission of the Form is to be followed by a physical, original copy within three (3) working days of submission date.

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 I 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: _____.
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 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 24 January 2024.

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 24 January 2024, 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

Condensed APS Bank plc privacy notice

We at APS Bank plc (C 2192) of APS Centre, Tower Street, Birkirkara, Malta, take your privacy very seriously. Please take the time to read through the below before signing above.

WHY DO WE NEED YOUR PERSONAL DATA? - We need your personal data (the information you have provided to us above that identifies you as individuals, whether you are the nominee, the proposer or a seconder) to process the nominee's nomination for the position of non-executive director at APS Bank plc. For the purposes of such processing, we will rely on your explicit consent (provided to us above), as the legal basis provided for under Art. 6(1)(a), GDPR. **YOUR CONSENT CAN BE WITHDRAWN AT ANY TIME** by contacting us as explained below. However, do note that withdrawing consent will lead to the nomination not being further processed, making it impossible for the nominee to be appointed as non-executive director. Moreover, such withdrawal of consent will relate solely to the processing of personal data relevant to the purpose described herein and will in no way impact the processing of your personal data for other distinct purposes for which we may necessarily process your personal data.

WHO DO WE SHARE YOUR PERSONAL DATA WITH? - Your personal data will be made available to those people in our organisation who need it to carry out their duties and provide you with the services you expect from us. We will not disclose your personal data to any other persons besides those mentioned here unless we are required to do so by law. Unless we tell you otherwise, your data will at all times remain within the EU/EEA.

FOR HOW LONG WILL WE KEEP YOUR PERSONAL DATA? - We will keep your personal data only for as long as necessary (i.e. to evaluate the nominee's nomination) and this on the basis of your consent. The form may be kept for an additional period of up to one (1) year from when the position of non-executive director is filled by someone other than the nominee, if the nominee so consents. We are also entitled to retain personal data in some cases (as opposed to being obliged to do so). For example, when we believe that the personal data are necessary for us to defend ourselves against civil claims that may be brought against us, we are allowed to keep the data for as long as that risk subsists (this is usually five [5] years from the end of our contractual relationship with you or two [2] years from the date of a relevant incident if no such contractual relationship exists).

WHAT ARE YOUR DATA PROTECTION RIGHTS? - You, as a 'data subject' as understood under applicable data protection laws, have a number of rights that are applicable **under certain conditions and in certain circumstances**, including Your:

- **Right of access** to your personal data processed by us;
- **Right to** ask us to **rectify** inaccurate personal data concerning you;
- Right to have us erase your personal data (**'right to be forgotten'**);
- **Right to** ask us to **restrict** (that is, store but not further process) Your personal data;
- Right to ask us to provide Your personal data to You in a structured, commonly used, machine-readable format, or (where technically feasible) to have it 'ported' directly to another data controller (**'right to data portability'**)
- **RIGHT TO WITHDRAW ANY CONSENT YOU MAY HAVE GIVEN US AT ANY TIME**;
- **Right to object** to our processing your personal data (where we process personal data on the basis of our legitimate interests and/or the public interest). For the avoidance of all doubt, the right to object in connection with this form does NOT apply;
- **Right to lodge a complaint** with the relevant supervisory authority.

WHERE CAN YOU READ OUR FULL PRIVACY POLICY? - This section represents a **condensed** explanation of how we use your personal information. For more information including more detail on your rights, and how APS Bank plc generally processes its data subjects' personal data, we strongly recommend you read our user-friendly and layered **Master Privacy Policy**, available here: <https://www.apsbank.com.mt/gdpr/>. You may also contact us by sending an email to dataprotectionofficer@apsbank.com.mt or a letter to the Data Protection Officer, APS Bank plc, APS Centre, Tower Street, Birkirkara, BKR 4012, Malta.

For Nominee:

By completing and signing this form, I acknowledge and confirm that I have read and accepted all the terms of the **Condensed Privacy Notice printed below AND** having done so, explicitly and unequivocally consent and authorise APS Bank plc to process my personal data (including those data provided throughout this form and any data contained in any documents appended to this form which I am providing APS Bank plc with) for the purpose of APS Bank plc processing my duly completed director nomination form and/or as otherwise specified below or permitted by law.

I UNDERSTAND THAT I MAY WITHDRAW MY CONSENT AT ANY TIME by contacting APS Bank plc at the address provided below. However, I also note that by withdrawing my consent (and/or if my proposer or seconder/s withdraw their consent), this will lead to my nomination not being further processed, making it impossible for me to be appointed as non-executive director.

☐ By ticking this box, I hereby acknowledge and consent that:

- i) APS Bank plc will keep this nomination form for up to one (1) year, from when the position of non-executive director is filled by someone other than the nominee, following which the nomination form will be deleted;
- ii) MY CONSENT CAN BE WITHDRAWN AT ANY TIME (independently of my consent for APS Bank plc to process my personal data as a nominee in the present instance) by contacting APS Bank plc at the address provided below and that my withdrawal of consent will mean that I will need to re-submit a fresh nomination form in future.

I understand that I may read the APS Bank plc FULL master privacy policy by visiting <https://www.apsbank.com.mt/gdpr/> and/or asking for a paper copy at any APS Bank branch or at the email address provided in the Condensed Privacy Notice provided below.

Signed:

Name of Nominee

For Proposer and Seconders:

By completing and signing this form I acknowledge and confirm that I have read and accepted all the terms of the **Condensed Privacy Notice printed below AND** having done so, explicitly and unequivocally consent and authorise APS Bank plc and/or any entity within the APS Group to process my personal data (including those data provided throughout this form) for the purpose of APS Bank plc processing the nominee's director nomination form (for as long as necessary and as explained in the Condensed Privacy Notice) and/or as otherwise specified below or permitted by law.

I UNDERSTAND THAT I MAY WITHDRAW MY CONSENT AT ANY TIME by contacting APS Bank plc at the address provided below. However, I also note that withdrawing my consent will lead to the nomination not being further processed, making it impossible for the nominee to be appointed as non-executive director.

I understand that I may read the APS Bank plc FULL master privacy policy by visiting <https://www.apsbank.com.mt/gdpr/> and/or asking for a paper copy at any APS Bank branch or at the email address provided in the Condensed Privacy Notice provided below.

Signed:

Name of Proposer

Signed:

Name of Secunder/s:

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 _____