

Notes

1. AGM NOTICE & FORM OF PROXY

1.1 Record Date

This Notice is being mailed to all Members of the Company appearing on the Company's register of members maintained by the administrator of the Company (the "**Register of Members**") on 12 June 2024 (the "**Record Date**"). Any change to an entry on the Register of Members after the Record Date shall be disregarded in determining the right of any person to attend and vote at the Meeting.

1.2 Members' Right to Attend and Vote at the Meeting, and Appointment of Proxy

Members registered on the Company's Register of Members on the Record Date 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 their stead (a proxy).

A proxy can be appointed using the enclosed Proxy Form which is to be mailed or delivered to the Registered Office of the Company as indicated below.

Where the Members are 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. The Company reserves the right to request evidence of the aforesaid.

1.3 Completing the Proxy Form

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

It is important to note the following:

i) The Member is to indicate whether they wish 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.

ii) The Member is to indicate whether they wish 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.

iii) When voting for a resolution, if the Member wishes that the appointed proxy votes in a particular manner, the Member should indicate their voting preference against each resolution in the appropriate box either by inserting the number of votes (equivalent to the Member's holdings which represent the aggregate Net Asset Value of the shares held by the Member within the sub-fund/s of the Company) or by the use of a mark [X] or [✓] (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 option 'For' or 'Against' or 'Abstain' for the same resolution, the Member's vote on that particular resolution will be invalid.

iv) 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 they are entitled to. If this occurs, then the vote on that particular resolution will be invalid.

1.4 Submitting the Proxy Form

So as to be valid, the completed Proxy Form must reach the Registered Office of the Company at APS Funds SICAV p.l.c., APS Centre, Tower Street, Birkirkara BKR 4012, Malta, no later than 48 hours before the appointed date and time of the Meeting, ie 18:00 hrs of 20 July 2024.

A Proxy Form may be submitted:

- (i) by hand;
- (ii) by mail, using the business reply service envelope enclosed; or
- (iii) electronically (email) to **cosecaps@apexgroup.com**.

Upon receipt of the completed Proxy Form, the Company will send an electronic acknowledgement to the Member.

1.5 Right to ask questions

Members (whether personally or by proxy) are entitled to ask questions which are pertinent and related to any resolution placed before the Meeting – and to have such questions answered by the Chairman of the Meeting, or by the Directors or by such person/s as the Directors may delegate for that purpose.

Members wishing to ask any questions may do so in advance, by sending such questions in writing to the Company by hand or by postal mail to APS Centre, Tower Street, Birkirkara BKR 4012, Malta or by e-mail to **cosecaps@apexgroup.com**.

Questions are to be received by the Company no later than 20 July 2024.

1.6 Voting

At the Meeting, voting shall take place by show of hands unless a poll is demanded by any person who is entitled to demand a poll according to the Articles of Association of the Company, or in accordance with any applicable law. If a poll is demanded and taken, a Member (or their proxy) may vote in favour or against a resolution or may choose to abstain from voting in relation to a resolution.

On a show of hands, a Member present in person or by proxy has one vote independently of the number of shares held or represented, provided that in the case of voting by a show of hands, a proxy who has been mandated by several Members and instructed to vote by some Members in favour of a resolution and by others against the same resolution, has one vote 'For' and one vote 'Against' the resolution.

On a poll, every Member who is present in person or by proxy shall be entitled to such number of votes as shall be produced by dividing the aggregate Net Asset Value of that Member's shareholding of shares holding voting rights (expressed or converted into Euro and calculated as of the relevant Record Date) by one. For these purposes: (a) fractional shares shall not have any voting rights, (b) fractions shall be ignored, and (c) founder shares shall, solely for these purposes, be deemed to entitle the holder to one (1) vote per founder share held.

2. ADMISSION TO THE ANNUAL GENERAL MEETING

Admission to the Meeting will start at 17:00 hrs, one hour before the appointed time. Parking will be available on a first come first served basis at MCP Car Park.

In order to be admitted to the Meeting, Members or proxy holders must present (i) any lawful means of identification (including a valid identity card, passport or driving licence) and (ii) the Admission Form. Upon admission, Members and proxy holders will be issued with a voting document (ballot paper).

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 their favour has been received by the Company by 20 July 2024 at 18:00 hrs.

A Member who is a minor may be represented at the Meeting by a parent or legal guardian who will be required to present in their I.D. Card and the Admission Form. Minors will not be allowed to attend the Meeting.

In case of any discrepancy between the Maltese and English versions of this AGM pack, the English version is deemed to be the official version.