

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 Central Securities Depository of the Malta Stock Exchange (the '**Register of Members**') on 8 April 2025 (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 his stead (a proxy).

A proxy can be appointed using the Proxy Form which is to be delivered to Company Secretariat 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. Company Secretariat 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 (shares held) 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 Company Secretariat at APS Bank plc, Tower Street, Birkirkara BKR 4012, Malta, no later than 24 hours before the appointed date and time of the Meeting, ie 1800 hrs of 7 May 2025.

A Proxy Form may be submitted:

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

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

1.5 Disclosure by proxy in terms of MFSA Capital Markets Rules 12.29 and 12.30 and Article 93 of the Articles of Association

Prior to the Meeting, a proxy holder is to disclose to the Member who appointed them any facts of which they are 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:

- (a) whether they are a controlling Member of the Company, or is another entity controlled by such Member;

(b) whether they are a director of the Company, or of a controlling Member or controlled entity referred to in paragraph (a);

(c) whether they are an employee or an auditor of the Company, or of a controlling Member or controlled entity referred to in paragraph (a); and

(d) whether they have a family relationship with a natural person referred to in paragraph (a) to (c).

1.6 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 Company Secretariat by hand or by postal mail to APS Centre, Tower Street, Birkirkara BKR 4012, Malta or by e-mail to **investor.relations@apsbank.com.mt**.

Questions are to be received by the Company no later than 5 May 2025.

1.7 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, 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, a Member present in person has one vote for every share held, and a proxy has one vote for each share for which the proxy holds a valid Proxy Form.

2. ADMISSION TO THE ANNUAL GENERAL MEETING

2.1 Admission to the Meeting will start at 1700 hrs, one hour before the appointed time.

2.2 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 license

and (iii) the Admission Form. Upon admission, Members and proxy holders will be issued with a voting document (ballot paper).

2.3 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 Company Secretariat by 7 May 2025 at 1800 hrs.

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

3. COMPLETING AND SUBMITTING THE SCRIP DIVIDEND ELECTION FORM

3.1 Duly completed Scrip Dividend Election Forms are only to be filled by Members who are electing to receive new shares as dividend.

3.2 The Scrip Dividend Election Form (in either Maltese or English) is to be mailed or delivered to Company Secretariat at APS Bank plc, APS Centre, Tower Street, Birkirkara BKR 4012, Malta, by 7 May 2025 using the enclosed business reply envelope. Alternatively, Members are encouraged to submit the signed Scrip Dividend Election Form via email to apsdividend@apsbank.com.mt. It is important that in the 'Subject' of the email, the Member quotes his/her full **Name, Surname** and the **MSE Number** as printed on the Scrip Dividend Form. Please note that the processing of the Scrip Dividend Election Forms is an automated process and therefore, the Form is to be submitted with a clear and legible barcode. Once the instruction is successfully processed, an electronic confirmation will be sent out. Emails received without the Scrip Dividend Election Form attached or duly filled in, will not be accepted.

3.3 The Bank applies a 35% tax rate. The tax consequences of electing to receive new shares in lieu of a cash dividend will depend on the Member's individual circumstances. If a Member is not sure how this will affect them from a tax perspective, a professional adviser should be contacted before taking any action.

3.4 In calculating the applicable dividend, the Malta Stock Exchange will apply a precision of 12 decimal places. This results in a gross dividend per share of €0.026140455456, with a net dividend per share of €0.016991296047.

3.5 The Scrip Dividend Election Form will only be accepted in relation to the entire shareholding for every MSE account held. Split options are only allowed to Financial Intermediaries, and to direct shareholders owning 250,000 shares or more who are requested to fill in the Scrip Dividend Election Supplement Form which will be emailed separately to the applicable Members by Company Secretariat.

3.6 In the case of joint holders, the first-named who submits the instruction shall be accepted as having elected in the name of all Members.

3.7 Members who are body corporates may by resolution authorise a person, as it thinks fit, to sign the Scrip Dividend Election Form. The person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which they represent as that body corporate. The authorised individual is to indicate in writing the role they hold in the body corporate, when signing the Scrip Dividend Election Form.

3.8 In case that the Scrip Dividend Election Form is received after 7 May 2025, or is lost in transit, the 'cash' default option will apply.

3.9 For further assistance on how to complete the Scrip Dividend Election Form or any queries in relation to this dividend, kindly contact us:

- by email on investor.relations@apsbank.com.mt;
- by calling our Contact Centre on 21226644 (available Monday to Sunday 0800 hrs and 2100 hrs);
- by visiting one of our branches.

Please note that any assistance that can be given from such channels is only of a procedural nature, and no advice can be provided on the merits of a scrip dividend option, or in terms of personal finance, legal or tax advice.

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.