

## Company Announcement

### Notice of Annual General Meeting

Date of announcement: 15 April 2026

Reference number: APSB108

The following is a Company Announcement by APS Bank plc pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority.

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#### Quote

Further to Company Announcement [APSB106](#) of 9 March, 2026, in terms of article 63 of the articles of association (the “Articles”) of APS Bank plc (the “Company”) the annual general meeting (the “Meeting”) is being convened at the Portomaso Suite, Hilton, St Julians on Wednesday 6 May 2026 at 1800 hours to consider the following resolutions.

#### *ORDINARY BUSINESS - ORDINARY RESOLUTIONS*

##### **1. Approval of the audited financial statements for the financial year ended 31 December 2025**

The Board proposes that the audited financial statements for the financial year ended 31 December 2025, together with the report of the directors and the report of the auditors thereon be received and approved.

##### **2. Declaration of Dividend**

The Board recommends that the Meeting declares a gross final dividend of €0.023 per ordinary share, totalling €11,400,000 (which amounts to a final net dividend of €0.015 per ordinary share, or €7,400,000), for the year ended 31 December 2025, 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.

The attribution price of the new shares to be issued to Members who elect to receive shares in lieu of cash has been determined at €0.50 per new ordinary share, calculated using the trailing traded weighted average price (TWAP) for the 30 trading dates ended on 1 April 2026.

##### **3. Appointment and remuneration of auditors**

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 2027. The Board further proposes that it be authorised to fix the remuneration of the Company’s auditors.

##### **4. Appointment of directors**

In accordance with article 109 of the Articles, the term of office of each of the non-executive directors will end at the conclusion of the Meeting. All incumbent directors, all being eligible for appointment, have signified their willingness to be re-appointed as directors of the Company.

The Board wishes to inform Members that Mr Martin Scicluna, Dr Joseph C Attard, Prof Juanito Camilleri, Dr Laragh Cassar and Mr Michael Pace Ross have been re-appointed by a Qualifying Shareholder, as defined in the Articles, and shall hold office until the end of the annual general meeting to be held in 2027 in terms of articles 103 and 104 of the Articles. These re-appointments were notified to the Company Secretary by letter.

In addition, following a call for nominations issued by the Company in terms of the Articles, the Remuneration, Nominations and Governance Committee of the Company has approved the nomination of incumbent directors Mr Martin Czurda, Mr Noel Mizzi, Ms Leslie Stephenson and Ms Marisa Xuereb in terms of article 112 of the Articles. Given that there are sufficient vacancies on the board to accommodate all approved nominees, at the Meeting Mr Czurda, Mr Mizzi, Ms Stephenson and Ms Xuereb will automatically be re-elected as directors until the end of the annual general meeting to be held in 2027. Consequently, no election of directors shall take place at the Meeting.

Mr Marcel Cassar will continue to serve in office as Executive Director in terms of the Articles.

## 5. Emoluments of directors

The Board proposes that the maximum aggregate emoluments payable to the directors of the Company for their office in any financial year shall be fixed at €700,000 consistent with the amount established in the preceding year.

### **SPECIAL BUSINESS – ORDINARY RESOLUTIONS**

## 6. Remuneration report

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 2025 be submitted to the Meeting for an advisory (non-binding) vote.

### **SPECIAL BUSINESS – EXTRAORDINARY RESOLUTIONS**

## 7. Directors' authority to issue shares and other equity securities and to affect a capitalisation of profits

The Board proposes that the Members adopt the following extraordinary resolution:

*“(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 (the “Board”) (with full powers of delegation) be hereby authorised to issue and allot such number of Shares and/or other Equity Securities (as defined in the Articles), at such price and on such terms, as may be determined by the Board in its sole discretion, up to the authorised number of shares set out in clause 7(a) of the Company's memorandum of association, which authorisation shall be granted limitedly for the following purposes: (i) to implement 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, (ii) to issue convertible securities for the purpose of meeting any additional tier 1 capital requirements of the Company under Regulation (EU) 575/2013 on prudential requirements for credit institutions and investment firms, and/or (iii) in the case of a business transaction where Shares in the Company are issued as a form of consideration;*

*(2) That, pursuant to article 5 of the Articles, the Board be and is hereby authorised, in its sole discretion, to apply for any Shares and/or other Equity Securities (as defined in the Articles) issued in terms of the authorisation referred to in (1) above to be admitted to listing and/or trading on the Official List of the Malta Stock Exchange and/or on any other Regulated Market (as defined in the Articles);*

*(3) That, limitedly for the purpose of implementing a decision to pay a scrip dividend, 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;*

*(4) That the authorisations set out in (1), (2) and (3) 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 2027, provided that this validity period shall not affect (i) the authority given to the Board to issue any number of Shares permitted by the Company's employee share incentive plan rules for the period 2022 – 2026 (as amended), and/or (ii) the approval of the issuance of any and all Shares that may be issued under the Company's new employee share incentive plan for the period 2027 – 2031;*

*(5) That the company secretary be authorised to issue a certified extract of the minutes kept at the Meeting and to file same with the Malta Business Registry as required."*

#### **8. Approval of Employee Share Incentive Plan 2027–2031**

The Board proposes that the Members adopt the following extraordinary resolution:

*"(1) That (i) the employee share incentive plan for the period 2027 – 2031 (the "ESIP") be and is hereby approved; and (ii) the corresponding set of rules governing the ESIP be and are hereby approved (the "Rules");*

*(2) To authorise (i) the issue and allotment of up to 5,000,000 new fully paid-up Shares to eligible employees under the ESIP; and (ii) the application for the ESIP Shares to be admitted to listing and/or trading on the Official List of the Malta Stock Exchange and/or on any other Regulated Market (as defined in the Company's articles of association);*

*(3) That the Board be and is hereby authorised to amend the Company's Remuneration Policy approved at the annual general meeting held on 9 May 2024, for the purpose of incorporating the reference to the ESIP."*

#### **9. Amendment to Employee Share Incentive Plan 2022-2026**

The Board proposes that the Members adopt the following extraordinary resolution:

*"(1) That all amendments proposed to be made to the Company's existing employee share incentive plan 2022–2026 (the "Existing ESIP Rules") be approved; and that the Existing ESIP Rules be substituted in their entirety by the amended employee share incentive plan rules in the form, or in substantially the same form, as uploaded on the Company's website on 15 April 2026;*

*(2) That, further to the Board's authority to amend the Company's Remuneration Policy approved at the annual general meeting held on 9 May 2024 (the "Remuneration Policy") in order to incorporate the reference to the employee share incentive plan for the period 2027 – 2031, the Board be, and is hereby, also authorised to amend the Remuneration Policy for the purpose of incorporating the amendment approved in (1) above.*

#### **10. Share buy-back**

The Board proposes that the Members adopt the following extraordinary resolution:

*(1) That the Company be and is hereby authorised, subject to regulatory approval, to re-purchase up to 5,000,000 shares, at a price of not less than €0.45 and not more than €0.75 per share ("Share Buy-Back");*

*(2) That the board of directors ("Board") shall be authorised and empowered to (i) carry out the Share Buy-Back for such purpose and on such terms as the Board may, in its sole discretion, determine, subject to the terms and conditions set out in (1) above, and the provisions of article 106 of the Companies Act; and (ii) take any such action as may be required to give effect thereto;*

*(3) That the authorisations set out in (1) and (2) above be valid until the earlier of the end of the Company's annual general meeting to be held in 2027 and 30 June 2027;*

*(4) That the company secretary be authorised to issue a certified extract of the minutes kept at the Meeting and to file same with the Malta Business Registry as required."*

## 11. Directors' authority to issue debt securities

The Board proposes that the Members adopt the following extraordinary resolution:

*“(1) That, pursuant to articles 5 and 99(g) of the Company’s Articles of Association (the “Articles”), 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 (collectively, “Debt Securities”), whether to the public or otherwise, and on such terms as the Board may, in its sole discretion, determine; and (ii) where the Board deems appropriate, 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 on any other Regulated Market (as defined in the Articles);*

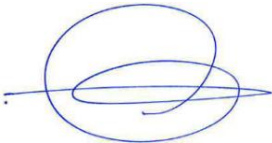
*(2) That the Board shall be authorised and empowered to take any such action as may be required to give effect to the authorisation set out in (1) above;*

*(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 2027.”*

*Note: Reference should be made to the full Notice of Annual General Meeting, and accompanying [Circular](#), for a comprehensive description of the resolutions being presented, and their purpose. A copy of the full Notice, Circular, Annual Report, and all other documentation pertinent to the Meeting, are available on the Company’s website: <https://www.apsbank.com.mt/general-meetings/>*

As at the date of this Notice, the Company has 485,642,086 ordinary shares in issue (one vote per share)

### **Unquote**



Graziella Bray B.A., LL.D, FCG  
Company Secretary