

Circular to Members

ANNUAL GENERAL MEETING OF 6 MAY 2026

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ THE 'NOTICE OF ANNUAL GENERAL MEETING' AND THIS CIRCULAR CAREFULLY IN VIEW OF THE VOTING ACTION YOU ARE REQUIRED TO TAKE AT THE FORTHCOMING ANNUAL GENERAL MEETING OF APS BANK PLC.

IF YOU REMAIN IN DOUBT AS TO WHAT VOTING AND/OR ACTION TO TAKE, YOU ARE ADVISED TO CONSULT AN APPROPRIATE INDEPENDENT ADVISOR.

1. PREAMBLE

The purpose of this circular (the "**Circular**") is to inform the members of APS Bank plc (the "**Company**") about the following resolutions being proposed at the forthcoming annual general meeting of the Company to be held on 6 May 2026 (the "**Meeting**");

Ordinary business – ordinary resolutions

- (a) Agenda Item 4: Declaration of dividend;
- (b) Agenda Item 5: Appointment and remuneration of auditors;

Special business – ordinary resolution

- (c) Agenda Item 8: Remuneration report;

Special business – extraordinary resolutions

- (d) Agenda Item 9: Directors' authority to issue shares and other equity securities and to affect a capitalisation of profits;
- (e) Agenda Item 10: Approval of Employee Share Incentive Plan 2027-2031;
- (f) Agenda Item 11: Amendment to Employee Share Incentive Plan 2022-2026;
- (g) Agenda Item 12: Share buy-back;
- (h) Agenda Item 13: Directors' authority to issue debt securities.

2. IMPORTANT INFORMATION

This Circular, which contains information about certain resolutions to be proposed for approval at the forthcoming Meeting is being dispatched to all members, that is, the shareholders appearing on the register of members of the Company held and maintained by the Central Securities Depository of the Malta Stock Exchange (the "**Register of Members**") as at close of business on 6 April 2026 (trading session of 30 March 2026) ("**Record Date**").

All the directors of the Company (collectively referred to as the "**Board**"), namely Martin Scicluna, Joseph C. Attard, Juanito Camilleri, Laragh Cassar, Marcel Cassar, Martin Czurda, Noel Mizzi, Michael Pace Ross, Leslie Stephenson and Marisa Xuereb, accept responsibility for the information contained in this Circular and to the

best of their knowledge and belief have taken all reasonable care to ensure that such is the case, and that the information contained in this Circular is in accordance with the facts, and does not omit anything likely to affect the import of such information.

You are kindly requested to ensure that if you sell or transfer any or all of your shares held in the Company, this Circular is passed on to the person through whom the sale or transfer was effected for the transmission to the purchaser or transferee.

Any capitalised terms used in this Circular or in the 'Notice of Annual General Meeting' but not otherwise defined shall have the same meaning as ascribed to them in the Company's articles of association (the "**Articles**").

3. PROPOSED RESOLUTIONS

A. Agenda Item 4: Declaration of dividend (ordinary business, ordinary resolution)

Proposal: The Board is proposing 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 in scrip, that is, (i) either in cash or (ii) by the issue of new shares, in each case at the option of each individual Member.

The Board is of the view that this resolution provides Members with a fair choice whilst, at the same time, permitting the Company to preserve equity for its future growth.

In accordance with the requirements of the Capital Markets Rules ("**CMR**") published by the Malta Financial Services Authority ("**MFSA**"), Members are informed as follows:

- i. Any dividend paid pursuant to agenda item 4 (whether in cash or through the allotment of new shares) will be paid to Members appearing on the Register of Members as at close of business on the Record Date;
- ii. 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 01 April 2026 ("**Attribution Price**");
- iii. If all Members elect to receive shares *in lieu* of cash, a total of up to 14,800,000 new ordinary shares will need be issued to Members, increasing the Company's current issued shares by 3.1%. Conversely, if all the Members elect to receive cash, the

Company will pay a total net cash dividend of €7,400,000 representing a net dividend of €0.015 per ordinary share as stated in the Proposal above;

- iv. The entitlement of a Member to new shares to be offered *in lieu* of cash will be determined by dividing each Member's total net dividend (being the number of shares held as at Record Date multiplied by the net dividend of €0.015 per share) by the Attribution Price. Fractional shares shall be rounded to the nearest whole share.
- v. Enclosed with this Circular is a Scrip Dividend Election Form specific to each individual Member including details regarding dividend entitlement. Members who would like to receive ordinary shares *in lieu* of a cash dividend must complete the Scrip Dividend Election Form and send the same, completed and signed, to the Company Secretariat at APS Centre, Tower Street, Birkirkara BKR 4012, Malta, by 5 May 2026 using the enclosed business reply envelope. Alternatively, Members may opt to scan the Scrip Dividend Election Form, *either* in the Maltese or English version, complete it and send it electronically to apsdividend@apsbank.com.mt, quoting the respective **Name, Surname** and **MSE Register Number** as printed on the form as the email 'Subject'. Upon receipt of the completed Scrip Dividend Election Form, an electronic acknowledgement will be sent out. Emails received without the Scrip Dividend Election Form attached will not be accepted. Failure to submit such Scrip Dividend Election Form by the above deadline will be deemed to be an election to receive dividend in cash;
- vi. 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 or to direct Members owning 250,000 shares or more. Such Members are requested to fill in the Scrip Dividend Election Supplement Form which will be emailed separately to the applicable entities by Company Secretariat;
- vii. This final dividend has been approved by the MFSA (Banking Supervision Unit). An application will be made to the MFSA and the Malta Stock Exchange for the new ordinary shares issued in terms of this scrip dividend to be admitted to trading and listing on the Official List of the Malta Stock Exchange. These new ordinary shares will be registered in uncertificated form, will form part of the Company's existing class of

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ordinary shares and will therefore rank *pari passu* in all respects with the Company's existing ordinary shares in issue. The new ordinary shares are expected to be issued and admitted to listing by 22 May 2026, with dealings expected to commence on the following business day.

Please also refer to section D below for further information about the resolutions required to issue new shares to Members who elect to receive their dividend entitlement in shares rather than in cash.

B. Agenda Item 5: Appointment and remuneration of auditors (ordinary business, ordinary resolution)

Proposal: The Board is proposing that Members reappoint Deloitte Audit Limited ("Deloitte") 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.

In accordance with Article 151A of the Companies Act (Cap. 386 of the Laws of Malta) (the "Companies Act"), an audit firm may not serve as auditor of a public-interest entity, such as the Company, for more than ten (10) consecutive years unless, within the expiry of the initial ten-year period, the entity conducts a public tender process inviting other eligible audit firms to submit bids for the provision of audit services. As Deloitte has acted as the Company's auditor since 2017, the Company was required to conduct such a public tender process during 2025.

This public tender process was carried out and managed by the Company's audit committee (the "Audit Committee") in accordance with the Companies Act and EU Audit Regulation (EU) No. 537/2014 (the "Audit Regulation").

As part of the public tender process, 5 eligible audit firms submitted their bids. The Audit Committee assessed and graded the tendered firms on the basis of various pre-defined selection criteria. Based on that assessment, the Audit Committee decided to recommend to the Board that Deloitte be retained as auditor, so the Board's recommendation to reappoint Deloitte is therefore based on the Audit Committee's own recommendation to the Board.

The Audit Committee affirms that its recommendation was not influenced by third parties and that it has not been required to comply with the contractual clause referred to in article 16(6) of the Audit Regulation, which would restrict the appointment of Deloitte by the Meeting.

C. Agenda Item 8: Remuneration report (special business, ordinary resolution)

Proposal: The Board is proposing that the Remuneration Report in terms of Chapter 12 of the CMR as set out in the Company's annual report for the financial year ended 31 December 2025 be received and approved.

The Remuneration Report, a copy of which is set out in the Company's annual report and financial statements 2025, is being submitted to the Meeting for an advisory vote as required by Rule 12.26K of the CMR. An advisory vote is a non-binding vote which allows Members to express their opinion regarding the issue at hand.

D. Agenda Item 9: Directors' authority to issue shares and other equity securities and to affect a capitalisation of profits (special business, extraordinary resolution)

Proposal: (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."

The Board is proposing that it be authorised to: (a) issue Shares and other Equity Securities limitedly for the purposes of: (i) implementing any decision to pay a scrip dividend; (ii) issuing 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 ("AT1 Capital Requirements"); and/or (iii) in the case of a business transaction where Shares in the Company are issued as a form of consideration; and (b) affect a capitalisation of profits to enable the payment of the said scrip dividend.

For this reason, Members are being asked to authorise the Board, to issue Shares and/or other Equity Securities (as defined in the Articles) in the circumstances described above, 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. Moreover, Members are also being requested to authorise the Board, should it so wish, to apply for any such Shares and/or Equity Securities to be admitted to trading on the Official List of the Malta Stock Exchange or any other Regulated Market (as defined in the Articles). These authorities are being sought pursuant to articles 4 and 5 of the Articles and article 85 of the Companies Act. It is proposed that this authority shall be valid until the conclusion of the Company's 2027 annual

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general meeting, provided that this validity period shall not affect (i) the authority given to the Board to issue Shares under 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 in terms of Agenda Item 10.

This proposal is being made to provide the Company with the necessary flexibility to issue Shares and/or Equity Securities (as defined in the Articles) in the specific circumstances outlined above. Further details on the authorisations being requested, including the maximum amounts that may be issued for each purpose and the Board's intentions with respect to each, are set out below.

(a) Issuance of shares to pay a scrip dividend and capitalisation of profits

The maximum amount of new ordinary shares which the Board will have authority to issue for the purpose of declaring and paying a scrip dividend will be of up to 14,800,000 ordinary shares (the "**Scrip Shares**"). This authority will cover the maximum amount of new ordinary shares to be issued if all Members elect to receive shares *in lieu* of cash pursuant to the scrip dividend resolution proposed in Agenda Item 4, plus any other shares which may need to be issued if a scrip dividend is declared until the Company's 2027 annual general meeting, e.g. with regard to an interim dividend. These Scrip Shares would represent approximately 3.1% of the Company's issued share capital as at the date of this Circular.

The abovementioned authority alone will not allow the Board to declare and pay a scrip dividend, since a scrip dividend involves a capitalisation of profits which, in terms of article 155 of the Articles, requires approval of the Company in general meeting. To this end, the Board is also proposing that solely for this purpose, it be authorised and empowered until the end of the 2027 annual general meeting, to capitalise any amount 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 issue shares to be allotted, distributed and credited as fully paid-up to and amongst the Members of the Company.

Members are informed that the Board intends to utilise this authority for the first time in order to give effect to Members' election to receive their dividend entitlement for financial year 2025 in the form of new ordinary shares rather than in cash, as set out in Section 3A above. In this case, the Board will capitalise up to €7,400,000 from the Company's profits for the purpose of issuing all or part of the Scrip Shares to Members

who opt to receive their dividend entitlement for financial year 2025 in the form of ordinary shares.

(b) Issuance of equity securities to meet AT1 capital requirements

Moreover, to support any capital requirements, the Board is proposing that it be authorised to issue Equity Securities (as defined in the Articles) which meet the conditions for qualification as Additional Tier 1 instruments ("**AT1 Instruments**") in terms of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions as may be amended from time to time ("**Capital Requirements Regulation**" "**CRR**"). One such condition is that the terms of the AT1 Instruments require that, upon the occurrence of a trigger event (as detailed further in the CRR), the principal amount of the instruments be either (a) written down on a permanent or temporary basis or (b) converted into Common Equity Tier 1 instruments (which, in the Company's case, would be ordinary shares). Amongst others, a trigger event would occur when the Company's Common Equity Tier 1 capital ratio falls below the percentage ratio set out in the CRR.

The proposal is therefore for the Board to be authorised to issue AT1 Instruments which would convert into ordinary shares (the "**Ordinary Shares resulting from the Conversion**") *only* upon the occurrence of a trigger event as set out and in accordance with the CRR. It is being emphasised that Members' existing shareholding in the Company would not be affected by the issuance of AT1 Instruments, but only if a conversion occurs upon the occurrence of a trigger event. In any case, in terms of article 85(4) of the Companies Act, shareholders' approval is required for the issuance of any securities that are convertible into shares (such as the AT1 Instruments).

At present, the Board has no intention to issue any AT1 Instruments. However, it is seeking this authority, valid until the end of the Company's 2027 annual general meeting, to retain flexibility should the Company need to issue such AT1 Instruments in the future. If, *in theory*, such an authority were to be exercised to its full extent, the Ordinary Shares resulting from the Conversion would be the maximum amount of authorised but unissued shares in the Company, i.e. a maximum of 514,357,914 or approximately 106% of the Company's issued share capital as at the date of this Circular.

(c) Issuance of shares in the case of a business transaction where shares in the company are issued as a form of consideration

From time to time the Company assesses new business opportunities and/or acquisitions. Although the form of consideration for such transactions may vary, it is common that this may include combinations of cash and Shares. This approach helps to mitigate the impact of such transactions on the Company's capital base and cash flow. In addition, by issuing Shares as part of the consideration, the Company ensures that counterparties retain a vested interest in the long-term success of the Company (and the wider APS Group). Any such transaction will, naturally, be undertaken in full compliance with applicable laws, regulations and the Articles and, where required, with the appropriate shareholders' approval *before* completing any acquisition.

While the Board currently has no business proposition in hand, it is seeking this authority to maintain such flexibility and, if approved, this authority will be valid until the end of the Company's 2027 annual general meeting. If, *in theory*, such an authority were to be exercised to its full extent, the Ordinary Shares resulting from the new business opportunities and/or acquisitions would be the maximum amount of authorised but unissued shares in the Company, i.e. a maximum of 514,357,914 or approximately 106% of the Company's issued share capital as at the date of this Circular.

E. Agenda Item 10: Approval of Employee Share Incentive Plan 2027-2031 (special business, extraordinary resolution)

Proposal: "[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, on such dates and at such price as set out in the Rules (the "ESIP Shares"); 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."

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The Company's current employee share incentive plan for the period 2022 – 2026 which was approved at the Company's annual general meeting held on 28 April 2022 will expire on 31 December 2026. Accordingly, the Board is proposing that the Meeting approves a new employee share incentive plan for the period 2027-2031 (the "New ESIP") and the corresponding rules governing this New ESIP (the "New ESIP Rules"). The proposed New ESIP Rules are available on the Company's website <https://www.apsbank.com.mt/general-meetings/>.

Members' attention is drawn to the fact that the Company may satisfy its obligations towards eligible employees under the New ESIP either by transferring existing (treasury) Shares that may be bought back by the Company pursuant to the authority being sought under Agenda Item 12 or by issuing new Shares, or a combination of both. In this regard, in order to provide the Company with the greatest degree of flexibility when fulfilling its obligations under the New ESIP, the Board is proposing that the Members authorise, at this stage, the allotment of up to 5,000,000 fully paid-up newly issued Shares to eligible employees (including, among others, the Chief Executive Officer) on such dates and at such price as provided in the New ESIP Rules.

As the Shares to be issued pursuant to the New ESIP will be allotted otherwise than for cash consideration, the statutory pre-emption rights conferred on existing Members under article 88 of the Companies Act and article 16 of the Articles are not applicable.

In connection with this approval, and in the spirit of ensuring that the Company can meet its obligations under the New ESIP in a timely and flexible manner, the Board is also proposing that the Members approve the eventual listing of Shares issued under the New ESIP on the Official List of the Malta Stock Exchange and/or on any other Regulated Market (as defined in the Articles).

This authorisation is being sought in terms of articles 5, 16, 18, and 99(f) of the Articles and article 85(1) of the Companies Act.

F. Agenda Item 11: Amendment to Employee Share Incentive Plan 2022-2026 (special business, extraordinary resolution)

Proposal: (1) That all amendments proposed to be made to the Company's Existing ESIP Rules be approved; and that the Existing ESIP Rules be substituted in their entirety by the amended ESIP rules in the form, or in substantially the same form, as uploaded on the Company's website on 15 April 2026 ("Amended ESIP");

(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".

Notwithstanding that the Company's existing employee share incentive plan 2022-2026 (the "Existing ESIP"), approved at the annual general meeting held on 28 April 2022, will expire on 31 December 2026, eligible employees may continue to receive Shares under the Existing ESIP rules of the Existing ESIP (the "Existing ESIP Rules") beyond 2026.

Under the Existing ESIP Rules, the Company may satisfy its obligations towards eligible employees only by issuing new Shares, which results in the dilution of other Members' holdings. Given that the Board is already seeking approval for the Company to acquire its own Shares (see Agenda Item 12), the Board considers it appropriate to amend the Existing ESIP Rules to provide the Company with the flexibility to satisfy awards under the Existing ESIP either by issuing new Shares or by transferring Shares held in treasury to eligible employees (including the Chief Executive Officer). No other amendment to the Existing ESIP Rules is otherwise being proposed.

By allowing the Company to meet its obligations under the Existing ESIP through the transfer of treasury Shares, the proposed amendment also benefits existing Members, since the likelihood of dilutive events, such as the issuance of new Shares, is reduced.

An updated version of the Existing ESIP Rules, showing the proposed amendments in markup, is available on the Company's website <https://www.apsbank.com.mt/general-meetings/>.

G. Agenda Item 12: Share buy-back (special business, extraordinary resolution)

Proposal: "(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."

The Board believes that there may be circumstances in which it would be in the best interests of the Company and its Members for the Company to have the ability to acquire its own shares, should market conditions or the Company's capital management requirements warrant such action.

For this reason, the Board is proposing that Members authorise the Company to buy back up to 5,000,000 ordinary shares at a price ranging from €0.45 to €0.75 per share out of distributable profits (the "Share Buy-Back"). The Share Buy-Back will be carried out to reinforce and enhance shareholder value through more effective and efficient capital management, to provide the Company with flexibility in meeting its obligations under the New ESIP and/or the Existing ESIP, if approved, and for any other lawful purpose permitted under the Companies Act.

In order to implement the Share Buy-Back efficiently and effectively, the Board is also proposing that it be authorised to carry out the Share Buy-Back for such purposes and on such terms as it may determine, subject always to the terms and conditions set out in the resolution and the provisions of article 106 of the Companies Act. This may include, for example, the adoption of a share buy-back programme. This authorisation would also empower the Board to take any action it considers necessary or desirable to give full effect to the Share Buy-Back.

Although the Company will not be able to implement the Share Buy-Back in accordance with the EU Market Abuse Regulation (EU No. 596/2014) ("MAR") and the Commission Delegated Regulation (EU) No 2016/1052 (the "Safe Harbour Regulation") the Company will endeavour to comply (to the extent that it is possible for it to do so in practice) with the various provisions set out under MAR and the Safe Harbour Regulation on a best-efforts basis.

The proposed authorisation will be valid for a period of 15 months, or until the conclusion of the Company's 2027 annual general meeting, whichever occurs earlier and the Share Buy-Back would be subject to the Company obtaining the necessary regulatory approvals.

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Any shares acquired under this authority will be purchased out of the Company's distributable profits. If the Company were to repurchase the maximum number of shares at the highest price authorised, the total aggregate cost would amount to €4 million. Given the Company's current financial condition, including distributable profits and cash reserves, the Board does not believe that the Share Buy-Back (if the authorisation granted by Members is used in full) will have any adverse impact on the Company's financial position and/or regulatory capital requirements. The Board will re-assess its position on each occasion that it decides to exercise the authorisation granted to it and has no intention of exercising such authorisation under circumstances where it would have a material adverse impact on the Company's financial position.

Moreover, shares acquired pursuant to the Share Buy-Back will not be cancelled but will instead be held as treasury shares and may be re-sold, transferred (including to participants under the New ESIP and/or the Existing ESIP, if approved), or otherwise utilised in accordance with the Companies Act and the Articles. While held in treasury, such shares will not carry voting rights.

The Board will only exercise the powers conferred by the proposed resolution if it considers that doing so would be prudent, in the best interests of the Company and Members as a whole, and can be accommodated from available distributable profits, following the receipt of all required regulatory clearances. The Board will keep the market appropriately informed in advance of exercising its authorisation and will conduct any Share Buy-Back transparently, keeping the market informed throughout its duration.

Without prejudice to the purpose of the extraordinary resolution proposed under this Agenda Item 12, Members are informed that: (a) any re-sale of treasury Shares shall be effected at a price of not less than €0.45 and not more than €0.75 per share; (b) the Company may re-sell up to a maximum of 5,000,000 treasury Shares; and (c) any re-sale of treasury Shares may be carried out for a period of 15 months from this Meeting, or until the conclusion of the Company's 2027 annual general meeting, whichever occurs earlier.

These parameters are indicative and are being provided for transparency purposes. The parameters are intended to describe the framework within which any re-sale of treasury Shares may be undertaken, if applicable. The Board retains discretion, subject to applicable law and regulation, to determine whether and how any such re-sale is effected, taking into account prevailing circumstances at the time.

Any re-sale of treasury Shares, if and when effected, shall be disclosed to the market in a transparent manner.

Furthermore, any re-sale of treasury Shares shall be subject at all times to compliance with applicable laws, regulations and regulatory requirements, including MAR and the Safe Harbour Regulation. To this end, and in order to ensure that the Share Buy-Back and any subsequent re-sale of treasury Shares are carried out at arm's length and in compliance with applicable independence criteria, and without the Company exercising any influence over the timing, pricing or execution of the transactions, the Company shall, for the purposes of the Share Buy-Back and any re-sale enter into a discretionary portfolio management agreement with ReAPS Asset Management Limited, a wholly-owned subsidiary of the Company which, as part of its licensable activities, carries out investment services activities in terms of the Investment Services Act (Cap. 370 of the Laws of Malta).

This authorisation is being sought in terms of article 106(1)(b) of the Companies Act and article 99(i) of the Articles.

H. Agenda Item 13: Directors' authority to issue debt securities (special business, extraordinary resolution)

Proposal: "(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."

In terms of article 99(g) of the Articles, any issuance of bonds, debentures or other debt securities (collectively, "Debt Securities") to the public which issuance exceeds in aggregate the sum of €50,000,000 requires the approval of the Company in general meeting, by an extraordinary resolution.

In order to be able to support the Company's capital and financial requirements including where these arise from a regulatory determination, the Company may be required to raise finance by issuing Debt Securities. The Board therefore deems it prudent to plan ahead at least for the coming twelve months to be able to meet any such requirements in an orderly and efficient manner, should the need arise.

To this end, the Board is proposing that the Members authorise and empower it to issue up to €150,000,000 in nominal value of Debt Securities, whether to the public or otherwise, and, 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 any Regulated Market (as defined in the Articles). The authorisation being requested in this resolution will be valid until the end of the Company's 2027 annual general meeting.

This authorisation is being sought in terms of articles 5 and 99(g) of the Articles.

4. DIRECTORS' RECOMMENDATIONS

The Board, having undertaken the necessary considerations, is of the view that the proposed resolutions are in the best interest of the Company and of its Members. The Board therefore recommends that Members vote in favour of these resolutions at the forthcoming Meeting.

Circular to Members (continued)

5. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents or certified copies thereof will be made available for inspection at the Company's registered office, located at APS Centre, Tower Street, Birkirkara BKR 4012, Malta and/or the Company's website <https://www.apsbank.com.mt/investor-relations/> for at least 14 days from the date of publication of the Circular:

- (a) the Company's memorandum and articles of association;
- (b) the Company's annual financial report and financial statements for the year ended 31 December 2025;
- (c) the proposed New ESIP Rules; and
- (d) the amended Existing ESIP Rules.

In addition, the proposed New ESIP Rules and the amended Existing ESIP Rules will also be available for inspection (a) at the registered office of the Company, from the date of publication of this Circular until the close of the Meeting, and (b) at the Meeting for at least fifteen (15) minutes prior to and during the Meeting.



Graziella Bray

Company Secretary
15 April 2026

Approved and issued by APS Bank plc, a public limited liability company registered under the laws of Malta with company registration number C 2192 and having its registered office at APS Centre, Tower Street, Birkirkara, Malta plc, in compliance with the Capital Markets Rules issued by the Malta Financial Services Authority, in particular the requirements set out in Capital Markets Rule 6.2 on the contents of all Circulars.