

## **Frequently Asked Questions (FAQs): AGM Resolutions**

**Annual General Meeting – 6 May 2026**

### **General Information**

#### **What is the purpose of this FAQ document?**

This document summarises and explains, in a question-and-answer format, the key matters set out in the Circular to Members dated 15 April 2026, which relate to the resolutions proposed at the Annual General Meeting of APS Bank plc.

### **Agenda Item 3 – Approval of audited financial statements for the financial year ended 31 December 2025**

#### **What is this resolution about?**

The Board is proposing the audited financial statements for the financial year ended 31 December 2025 for approval.

A copy of the Annual Report is available: (i) on our website: [Financial Information - Investor Relations - APS Bank](#); (ii) in hard copy in our branches; (iii) by contacting [investor.relations@apsbank.com.mt](mailto:investor.relations@apsbank.com.mt).

### **Agenda Item 4 - Declaration of dividend**

#### **What dividend is being proposed by the Board?**

The Board is proposing the declaration of a gross final dividend of €0.023 per ordinary share, amounting to a total gross dividend of €11.4 million. After deduction of tax, this corresponds to a net dividend of €0.015 per ordinary share, or €7.4 million in aggregate.

#### **How may shareholders receive the dividend?**

Shareholders may elect to receive their dividend either in cash or in the form of newly issued ordinary shares through a scrip dividend arrangement, at their individual option.

Please see the “FAQ document: AGM and Dividend” for more information on your dividend options.

### **Agenda Item 5 – Appointment and remuneration of auditors**

#### **Which auditor is proposed for reappointment?**

The Board is proposing the reappointment of Deloitte Audit Limited as the Company’s auditor until the conclusion of the annual general meeting to be

held in 2027, with the Board being authorised to determine the auditor's remuneration.

### **Why was a public tender process required?**

As required by law, a public-interest entity may not retain the same audit firm for more than ten consecutive years without conducting a public tender. Deloitte has acted as auditor since 2017, and the required tender process was therefore carried out during 2025.

## **Agenda Item 8 - Approval of remuneration report (Agenda Item 8)**

### **What is the Remuneration Report?**

The Remuneration Report sets out information on the remuneration of directors and senior management for the year ended 31 December 2025, in accordance with the Capital Markets Rules.

### **What is the nature of the vote on the Remuneration Report?**

The vote is advisory and non-binding. It allows shareholders to express their views on the Company's remuneration practices, but does not require APS Bank to amend past remuneration decisions.

## **Agenda Item 9 - Authority to issue Shares and equity securities and to affect a capitalization of profits**

### **Why is shareholder approval sought for the issue of shares and equity securities?**

Under Maltese law and the Company's Articles of Association, the directors require shareholder approval to issue shares or other equity securities in certain circumstances. The proposed resolution provides the Board with limited authority to do so for specific purposes.

### **For what purposes may this authority be used?**

The authority may be used to:

- implement scrip dividends,
- issue convertible securities qualifying as Additional Tier 1 capital under EU prudential rules, or
- issue shares as consideration in connection with business transactions or acquisitions.

## **Agenda Item 10 – Approval of Employee Share Incentive Plan 2027-2031**

### **Why is a new Employee Share Incentive Plan being proposed?**

The existing employee share incentive plan approved in 2022 expires on 31 December 2026. The Board is therefore proposing a new plan covering the period from 2027 to 2031 to ensure continuity of long-term incentive arrangements for eligible employees.

### **How does the new Employee Share Incentive Plan operate?**

Under the new plan, eligible employees may be awarded shares in APS Bank in accordance with predefined rules approved by shareholders. Awards are intended to align employee incentives with the long-term performance and sustainability of the Bank.

### **What is the maximum number of shares that may be allocated under the new plan?**

The proposal authorises the issue and/or allotment of up to 5,000,000 fully paid-up ordinary shares to eligible employees over the life of the plan.

### **Will the issue of shares under the new plan dilute existing shareholders?**

Potential dilution may arise if new shares are issued. However, the Bank may also satisfy its obligations under the plan by transferring treasury shares acquired through a share buy-back (see Agenda Item 12 below), thereby reducing the need to issue new shares.

## **Agenda Item 11 - Amendment to Existing Employee Share Incentive Plan 2022-2026**

### **Why is an amendment to the existing Employee Share Incentive Plan proposed?**

Although the existing plan expires in 2026, awards granted under it may continue to vest thereafter. The amendment allows the Bank to satisfy such awards either by issuing new shares or by transferring treasury shares (see Agenda Item 12 below).

### **How does this amendment benefit shareholders?**

By permitting the use of treasury shares instead of issuing new shares, the amendment reduces the likelihood of dilution of existing shareholdings.

## **Agenda Item 12 - Share Buy-Back (Agenda Item 12)**

### **What is a share buy-back?**

A share buy-back is a transaction in which a company (in this case APS Bank plc) purchases its own shares from shareholders using distributable profits.

### **Why is the Bank seeking authority to buy back its own shares?**

The authority provides the Bank with flexibility to manage its capital structure, enhance shareholder value, and meet obligations under its employee share incentive plans in a controlled and efficient manner.

### **What are the limits of the proposed share buy-back?**

The Bank is seeking authority to repurchase up to 5,000,000 ordinary shares at prices ranging between €0.45 and €0.75 per share, subject to regulatory approval over the period of one year.

### **Will shares acquired under the buy-back be cancelled or will they be used for some other purpose?**

Shares acquired under the buy-back will not be cancelled but will be held as treasury shares. The shares may be (i) employed to vest the shares granted under the Bank's employee share incentive plans; (ii) be re-sold; or (iii) transferred to another entity as part of a transaction.

### **Can APS buy my shares if I want to re-sell them?**

No. APS will not be matching any specific trades but will submit its bid in the open market via an independent investment firm. This also ensures that the Bank is in line with the safe harbour criteria in terms of market abuse regulation.

### **Does the buy-back affect the Company's financial position?**

The Board has stated that, based on the Company's current financial condition and distributable profits, any buy-back carried out within the authorised limits is not expected to have an adverse impact on the Company's financial position or regulatory capital.

## **Agenda Item 13 - Authority to Issue Debt Securities**

### **Why is authority sought to issue debt securities?**

The authority enables the Bank to raise financing efficiently, if required, by issuing bonds or other debt instruments to the public or privately, in accordance with applicable law.

## **What is the maximum amount of debt securities that may be issued?**

The Board is seeking authority to issue up to €150 million in nominal value of debt securities, with such authority remaining valid until the conclusion of the 2027 AGM.

## **Board Recommendation**

### **How does the Board recommend shareholders vote?**

After due consideration, the Board believes that all proposed resolutions are in the best interests of the Bank and its shareholders, and therefore recommends voting in favour of each resolution.

For any queries kindly contact us:

- Email on [investor.relations@apsbank.com.mt](mailto:investor.relations@apsbank.com.mt);
- Calling our Contact Centre on (+356) 2122 6644 (Mon to Sun, 08:00 to 21:00);
- Visiting one of our branches.