

APS Funds SICAV p.l.c.
APS Centre,
Tower Street,
Birkirkara, BKR 4012,
Malta.

Company Registration No. SV 78
Tel: +356 2122 6644
Fax: +356 2560 3001

info@apsfunds.com.mt

COMPANY ANNOUNCEMENT

Notice of the Thirteenth Annual General Meeting

In terms of Article 22 of the Articles of Association

Notice to shareholders is hereby being given of the Thirteenth Annual General Meeting (the “**Meeting**”) of APS Funds SICAV p.l.c. (the “**Company**”) to be held at APS Centre, Tower Street, B’Kara BKR 4012 on the 5th of May 2021 at 14:00 CET (Hours) for the purpose of considering the Agenda provided below.

The Directors of the Board of the Company have given due consideration to the unprecedented circumstances brought about by the COVID-19 pandemic, and the advice that authorities have issued concerning attendance at large gathering events. The issue of Legal Notice 288 of 2020 - Companies Act (Public Companies - Annual General Meetings) Regulations, 2020, has also made it possible for Annual General Meetings to be held remotely, and, therefore, until COVID-19 safety measures remain in force, no Member or proxies will be admitted to the AGM.

AGENDA

ORDINARY RESOLUTIONS

Approval of Accounts

That the Statements of Comprehensive Income and Statements of Financial Position as at 31 December 2020 and the Directors’ and the Independent Auditors’ Reports thereon be approved.

Auditors - Appointment and Remuneration

That the appointment of ‘Deloitte Audit Limited’ as Auditors be approved and the Board of Directors be authorised to fix their remuneration.

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Appointment of Directors

That the re-appointment of the present Directors, Mr Tony Mejlaq and Mr Etienne Borg Cardona, who have expressed their willingness for re-appointment in terms of Article 26.2, be approved, and further that a new director be appointed in terms of Article 26.6 and Article 26.7, given that Mr Joseph Portelli has expressed his intention not to seek re-appointment – *Note 1 below refers.*

by order of the Board.

A handwritten signature in blue ink, appearing to read "Braddick".

Ms Simone Braddick
For and on behalf of
BOV Fund Services Limited
Company Secretary

5th March 2021.

NOTES:

1. Eligible Members and Directors intending to propose any person for election to the office of Director may do so pursuant, and subject, to Article 26.6 and Article 26.7 of the Company's Articles of Association as follows:

Article 26.6 - By not later than sixty (60) days prior to the date of the meeting at which an election of Directors is to take place, the Company shall give at least fourteen (14) days' notice (the "Nomination Notice Period") on its website to its Eligible Members, inviting Eligible Members to propose nominations of candidates of persons who are fit and proper for the election of Directors (except those which are to retire at the said meeting). Notice by an Eligible Member to the Company proposing a person for election as a Director, as well as the latter's acceptance to be nominated as Director shall, on pain of disqualification, be made on the form to be prescribed by the Board of Directors from time to time. The completed prescribed form shall reach the office of the Company Secretary not later than the expiration of the Nomination Notice Period. For the purposes of this Article, the Eligible Member or Eligible Members submitting their nomination as aforesaid shall hold in the aggregate Investor Shares representing not less than 2.5% of the Net Asset Value of the Company on the Dealing Day preceding the date of nomination.



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Provided that no such notice inviting nominations need be given by the Company where the relevant meeting at which an election of the Directors is to take place is the annual general meeting of the Company and (i) the Company has obtained confirmation from the existing directors that they do not object to their re-election as Directors at such meeting and (ii) the Company does not intend increasing the existing number of Directors composing the Board.

Provided further that if the Members present at a general meeting unanimously consent, the chairman of such meeting may waive the said notices as aforesaid and submit to the meeting the name of any person nominated at such meeting or otherwise nominated without following the notice procedures referred to above, provided such person confirms in writing his willingness to be appointed.

Article 26.7 - *In addition to the nominations that may be made by Eligible Members pursuant to Article 26.6, the Directors themselves or a committee appointed for the purpose by the Directors, may make recommendations and nominations to the Eligible Members for the appointment of Directors at the next following general meeting following the same procedure provided in Article 26.6.*