

COMPANY ANNOUNCEMENT

Annual General Meeting 2022

Date of Announcement: 07 April 2022
Reference No: APSB20

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

Quote

The Bank announces that its Annual General Meeting for 2022 shall be held at APS Centre, Tower Street, Birkirkara, Malta on 28th April 2022 at 12:30 p.m. (the “AGM”).

The following are the resolutions, to be proposed by the Bank’s Board of Directors (the “Board”) at the AGM:

ORDINARY BUSINESS - ORDINARY RESOLUTIONS

Agenda item 4: Approval of the Audited Financial Statements for the financial year ended 31 December 2021

Proposal: The Board proposes that the Audited Financial Statements for the Financial Year ended 31 December 2021, together with the Report of the Directors and the Report of the Auditors thereon be received and approved.

Agenda Item 5: Declaration of Dividend

Proposal: The Board recommends the payment of a net final cash dividend of €0.012 per ordinary share, which represents a net distribution of €3,000,000.

Agenda Item 6: Appointment and remuneration of Auditors

Proposal: The Board, in line with the recommendation of the Bank’s Audit Committee, proposes that ‘Deloitte Audit Limited’ be reappointed as the Bank’s auditors until the end of the annual general meeting to be held in 2023. The Board further proposes that it be authorised to fix the remuneration of the Bank’s auditors.

Agenda Item 7: Appointment of Directors

Proposal: The Board notes that the Bank’s Qualifying Shareholders, as defined in the Articles and in terms of article 103, have informed the Company Secretary by letter in writing of the following re-appointments: Mr Martin Scicluna, Mr Victor Agius, Dr Joseph C Attard, Mr Franco Azzopardi, Prof Juanito Camilleri, Dr Laragh Cassar, Mr Alfred DeMarco, Mr Victor Gusman and Mr Michael Pace Ross; all nine (9) individuals to serve as directors of the Bank

until the end of the annual general meeting to be held in 2023. Each of the aforementioned directors, all being eligible for appointment, have signified their willingness to be re-appointed as directors of the Bank.

Given that the number of directors appointed to the Board by the Qualifying Shareholders in terms of article 99 of the Articles equals the maximum number of Board members in terms of clause 9(a) of the Bank's memorandum of association, there is to be no election of directors at the Meeting.

SPECIAL BUSINESS – ORDINARY RESOLUTIONS

Agenda Item 8: Emoluments of Directors

Proposal: The Board shall propose that the maximum aggregate emoluments of the directors for the financial year ending 31 December 2022 be fixed at €420,000.

Agenda Item 9: Remuneration policy

Proposal: The Board shall propose the adoption of an amended Remuneration Policy. The Remuneration Policy shall apply until the Bank's annual general meeting to be held in 2023.

SPECIAL BUSINESS – EXTRAORDINARY RESOLUTIONS

Agenda Item 10: Substitution of Memorandum and Articles of Association

Proposal: (i) As part of the plan to further strengthen its CET 1 capital, the Bank intends to increase its issued share capital through an issue of shares to the public (the "**Share Issuance**") in conjunction with a listing of the entire share capital of the Bank on the Official List of the Malta Stock Exchange ("**MSE Listing**") (the MSE Listing and Share Issuance are described in further detail in Agenda Item 11 below). Although the specific amount of the Share Issuance has not yet been determined, the Board shall propose an increase to the Bank's authorised share capital in order to ensure that the Bank has sufficient authorised share capital for the purposes of the Share Issuance (the "**ASC Increase**");

(ii) In preparation for the MSE Listing, the Board shall also propose amendments to the Bank's current memorandum and articles of association (the "**Current M&A**") to align them with the relevant provisions of the Capital Markets Rules relating to a listing of shares. Given the various amendments that are proposed to be made to the Current M&A, the Board will propose the substitution of the Current M&A in their entirety with the new memorandum and articles of association circulated to the members in advance of the AGM.

Agenda Item 11: Issuance of shares to the public and subsequent equity listing on the Official List of the Malta Stock Exchange

Proposal: Subject to the approval of the ASC Increase referred to in Agenda Item 10 and in connection with the Share Issuance, the Board shall propose that the members authorise the Board to:

(a) issue such number of shares at any price and on such conditions as they deem fit, up to the Bank's authorised share capital (as increased following the ASC Increase); and

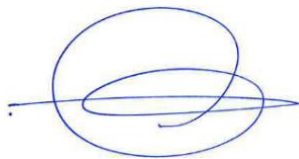
(b) withdraw the members' right of pre-emption in connection with the Share Issuance. This authorisation is being sought in order to ensure that, following the MSE Listing, the Bank satisfies Capital Markets Rule 3.26 which requires at least 25% of the Bank's shares to be held by the public.

The Board shall also propose the approval of the MSE Listing.

Agenda Item 12: Executive Share Incentive Plan

Proposal: The Board will propose the adoption of an executive share incentive plan for the period 2022 – 2026 by virtue of which the Board may grant shares to certain eligible employees subject to certain rules.

Unquote



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

Company Secretary