

## Company Announcement

### Preliminary details about forthcoming Rights Issue

Date of announcement: 15 September 2025

Reference number: APSB91

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

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#### Quote

Following shareholders’ approval at the Annual General Meeting of 8 May 2025, APS Bank plc announces that it intends to raise c. €45 million of new equity by way of a Rights Issue of new ordinary shares, subject to the due regulatory clearances which are currently in progress.

#### Background to the Rights Issue

In recent years, the Bank has made public its intentions to step up growth, both organically and through acquisitions while further consolidating its market position. As part of this journey, the Bank is seeking to strengthen its capital base, also ensuring that it is in line with relevant regulatory and SREP requirements. The capital increase is also aligned with the dilution plans of the Bank’s two Qualifying Shareholders, namely AROM Holdings Ltd (owned by the Archdiocese of Malta) and the Diocese of Gozo, holding respectively 54.67% and 12.52% of the current issued share capital.

#### Dilution

Since the successful Initial Public Offering in 2022 which saw over 3,300 new shareholders making up a float of about 30% of the Bank’s issued share capital, AROM Holdings Ltd and the Diocese of Gozo have been indicating that they intend to continue reducing their concentration in the Bank. Following discussions between the Bank and the Qualifying Shareholders, it is expected that they will not be subscribing to their rights in any material way, if at all, such that their proportionate ownership and voting interests in the Bank will be further diluted. Subject to the full take-up of the rights, the shareholding of AROM Holdings Ltd is expected to be less than 50%. At the same time, both Qualifying Shareholders continue to be fully supportive of the Bank’s strategy and growth plans.

#### Lapsing of rights and Invitation to Investors

In anticipation of the lapsing of rights of the Qualifying Shareholders, the Bank will be engaging with investors interested in taking up those rights via a placement process. Interested parties with a minimum investment consideration of €500,000, who may also include authorised financial intermediaries, existing shareholders and bondholders in the Bank, are invited to contact the undersigned on [investor.relations@apsbank.com.mt](mailto:investor.relations@apsbank.com.mt) by not later than Monday 22 September 2025.

## Regulatory Approval and Outline of the Rights Issue

Further information, including the disclosure of the terms and conditions relating to the Rights Issue, the ratio and the subscription price will be published in the coming weeks. The Bank announces that it is already at an advanced stage of the process required to obtain regulatory approval for the Rights Issue, including the prospectus, from the Malta Financial Services Authority.

Upon publication of the Rights Issue prospectus (which is expected to occur in the second half of October 2025), the ordinary application process of the Rights Issue will commence, and eligible shareholders will be able to subscribe for their *pro rata* entitlements. Any shares not subscribed by eligible shareholders will be offered to the general public pursuant to an intermediaries' offer. It is expected that the entire process, inclusive of listing of the new ordinary shares, will be completed later in 2025.

Further announcements, including a dedicated Market Briefing, will be made in the coming weeks and as required.

### CEO Marcel Cassar commented:

"We are excited to be moving forward with the Rights Issue, marking another important stage in strengthening our Bank's equity base and stepping up our strategic growth. The additional capital will enable us to expand our lending capacity, invest further in technology and innovation, and deepen our customer relationships across key markets, including outside Malta. And it cannot be coming at a better time, as changes in the local banking landscape are opening up new spaces which require us to meet the demands and expectations of our expanding customer base.

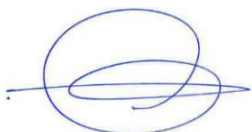
As anticipated when we announced our Interim Financial Report on 31 July, 2025, this 3<sup>rd</sup> quarter is proving to be one of the strongest to date, with rebounding revenues and profitability – which we expect to accelerate further in the 4<sup>th</sup> quarter. With a larger capital base and enhanced operational agility, we are well-placed to seize emerging opportunities and solidify our position in the market. We thank our shareholders for their continued trust and support, and we look forward to working together to shape a future of sustainable growth, innovation, and market strength. This Rights Issue is not just a financial milestone—it is a launchpad for the next chapter of our success story."

### Disclaimer:

**ANY DECISION TO PURCHASE, SUBSCRIBE FOR, ACQUIRE, SELL OR OTHERWISE DISPOSE OF SHARES MUST BE MADE ONLY ON THE BASIS OF THE INFORMATION CONTAINED IN THE PROSPECTUS ONCE PUBLISHED.**

*For the purposes of article 2(1)(b)(i) of Commission Implementing Regulation (EU) 2016/1055, the Bank hereby announces that this company announcement includes 'inside information' in terms of Regulation (EU) 596/2014 (the Market Abuse Regulation).*

**Unquote**



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

*Company Secretary*