COMPANY ANNOUNCEMENT

Annual General Meeting 2026 Held

Date of Announcement:	30 July 2026
Reference:	BNF45

The following is Company Announcement issued by BNF Bank p.l.c., pursuant to the Capital Market Rules issued by the Malta Financial Services Authority.

Quote

The following is a Company Announcement issued by BNF Bank p.l.c. (or the "Bank"), pursuant to the Capital Markets Rules issued by the Malta Financial Services Authority. Quote Reference is made to the BNF Bank p.l.c. (the 'Bank') Annual General Meeting, held earlier on today 30 July 2026.

Following Company Announcement BNF43 published on 26 June 2026, the Annual General Meeting (hereinafter referred to as the "Meeting") addressed the Ordinary Resolutions and reached the following decisions.

Retirement of the Chairman and Changes to the Composition of the Board of Directors

The Meeting consented to the intention of the Chairman of the Board of Directors, Dr Michael Frendo to retire from his positions as Chairman and Director after thirteen years of service and leadership on the Bank's Board of Directors.

Dr Frendo expressed his wish to thank all the management and staff of the Bank over this period of time for their unwavering support and dedication throughout these years of major growth for the Bank which, under his stewardship, for three consecutive years also won the Financial Times Group's The Banker Maltese Bank of the Year, and also established a fully licensed branch in the UK.

He underscored the faith in the Bank of its retail and corporate clients, and that of its bondholders were testament to the success of the Bank's business model. In this regard he expressed gratitude to fellow Directors past and present for their support in upholding good and prudent governance at all times.

Dr Frendo also thanked the Banking Regulator for its constant guidance and the various shareholders of the bank for their trust during this long period of service.

He wished the Bank continued success in the years to come.

The Meeting unanimously agreed on a formal vote of thanks to the retiring Chairman and placed on record its sincere appreciation and gratitude for his commitment, professionalism and valuable contribution throughout his tenure on the Board. Dr Frendo's experience, judgement, guidance and steadfast support have played an important role in the Bank's development, helping to strengthen its governance framework and support its continued growth and long-term success. His service has been greatly valued, his contribution deeply appreciated, and the Meeting extends its heartfelt thanks for the time, dedication and expertise he devoted to the Bank.

The Meeting resolved that the following retiring directors be re-appointed on the Bank's Board of Directors:

- Sheikh Jassim Feisal Q.F. Al-Thani
- Charles Borg
- Tarik Mahmut
- Mohammed Abdelqader Darwish Al-Ramahi
- Juanita Bencini
- Mario P. Galea
- David R. Power

The Meeting resolved that the Board of Directors shall appoint a Chairman at the first available Board meeting, and the market will be informed accordingly.

Additionally, the Meeting resolved that the following retiring directors will not be re-appointed on the Bank's Board of Directors:

- Shiekh Turki Feisal Q.F. Al-Thani
- Sheikh Mohammed Feisal Q.F. Al-Thani
- Hassan Elsayed Hassan Abdalla
- Paul Mark Johnson

The Meeting unanimously agreed on a formal vote of thanks to the retiring Directors for their dedicated service, valuable contributions, and commitment to the Bank throughout their tenure.

Separately, the Meeting resolved that Mr Izzat Nuseibeh has been nominated as non-Executive Director. The nomination, which is being recommended to the Compensation and Nominations Committee is subject to regulatory approval and will become effective upon such approval.

Mr Nuseibeh is a British national and a seasoned international banking executive with over four decades of experience across corporate, private and institutional banking in the Middle East and Europe. Mr Nuseibeh holds a BSc and MA degree from the University of San Francisco, and has held senior leadership positions with leading international financial institutions including BLOM Bank Qatar, Barclays Bank, Credit Suisse, Bankers Trust and Deutsche Bank. Throughout his career, he has developed extensive expertise in corporate banking, wealth management, sovereign wealth fund relationships, treasury and capital markets, working closely with government entities, institutional investors and high-net-worth clients across the Gulf region. Most recently, he served as Managing Director and CEO of BLOM Bank Qatar.

<u>Consider and Approve the Bank's Annual Report and Audited Financial Statements and the Reports of the Directors and Auditors Thereon, for the Financial Year Ending 31 December 2025</u>

The Meeting approved the Annual Report and Audited Financial Statements for the financial year ended 2025, together with the Independent Auditors' Report thereon.

<u>Consider and Approve the Board of Directors' Recommendation of a Net Dividend Subject to Regulatory Approval</u>

The Meeting approved, subject to Regulatory Approval, a net dividend of €0.013 per nominal share of €0.7552, for a total amount of €1,309,946 for the twelve months ended 31 December 2025.

To consider and possibly approve the appointment of Auditors and that the Board of Directors be authorised to fix their remuneration

The Bank's incumbent Statutory Auditors, namely KPMG conducted their statutory audit of the Bank for financial year ended 31 December 2025, pursuant to Article 151A of the Companies Act (Chapter 386 of the Laws of Malta).

The Annual General Meeting approved this recommendation and authorised the Board of Directors to fix their remuneration.

Unquote

Dr Jean Noel Cutajar
Interim Company Secretary