

APS Funds SICAV plc
APS Centre,
Tower Street,
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Malta

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**Notice of the Twelfth Annual General Meeting
In terms of Article 22 of the Articles of Association**

Notice to shareholders is hereby being given of the Twelfth Annual General Meeting (the “**Meeting**”) of the APS Funds SICAV plc (the “**Company**”) to be held at APS Centre, Tower Street, B’Kara BKR 4012 for the purpose of considering the Agenda provided below.

The Company makes reference to the Company Announcement dated 23rd March 2020 wherein the Company had advised that the Meeting was not being held in April in view of the then current COVID-19 restrictions. Following this, the Directors of the Board of the Company have given consideration that due to unprecedented times this year, authorities are advising against attendance to 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, as long as the 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 31st December 2019 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 .

Appointment of Directors

That the Directors be appointed.

EXTRAORDINARY RESOLUTION

Amendments to the Company’s Memorandum and Articles of Association

That the amendments made to the Company’s Memorandum and Articles of Association, which amendments are provided in Annex 1 of this Notice, be hereby approved and that the Company’s Memorandum and Articles of Association be replaced by the amended Memorandum and Articles of Association; and

That the Company Secretary be and is hereby authorised to execute and submit the amended Memorandum and Articles of Association to the relative competent authorities and to do all that is necessary, conducive, desirable or incidental to the putting into effect of the resolution above described.

By order of the Board.



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

23rd July 2020