

COMPANY ANNOUNCEMENT

4th March 2022

APS Funds SICAV p.l.c. (the "Company")

The following is a Company Announcement issued by APS Funds SICAV p.l.c., pursuant to the Capital Market Rules as issued by the Malta Financial Services Authority.

NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING OF THE COMPANY

In terms of Article 22 of the Articles of Association of the Company

Notice to Members, as defined within the Articles of Association of the Company (the "**Articles**"), is hereby being given of the Fourteenth Annual General Meeting of APS Funds SICAV p.l.c., to be held at APS Centre, Tower Street, Birkirkara, BKR 4012 on the 5th May 2022 at 14:00 CET (hours) for the purpose of considering the Agenda provided below.

In keeping with the COVID-19 public health requirements and as permitted by Legal Notice 288 of 2020 - Companies Act (Public Companies - Annual General Meetings) Regulations 2020, the Company's board of Directors (the "**Board**" or "**Directors**") has determined that the Fourteenth Annual General Meeting is to be held privately and livestreamed, therefore, no Members or proxies will be admitted to the Meeting.

AGENDA: ORDINARY RESOLUTIONS

Approval of Accounts

Approval of the Status of Comprehensive Income and Statements of Financial Positions as at 31st December 2021 (the "**Financial Statements**");

Approval of the Directors' Report of the Financial Statements;

Approval of the Independent Auditor's Report of Financial Statements.

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

Auditors - Appointment and Remuneration

Approval of the re-appointment of Deloitte Audit Limited as the Company's auditors and the ability of the Board to authorize and fix their remuneration.

Appointment of Directors

The re-appointment of the present Directors, Mr Etienne Borg Cardona and Dr Graziella Bray, who have expressed their willingness to be re-appointed in terms of Article 26.2 of the Articles;

The appointment of a new director in terms of Articles 26.6 and 26.7 of the Articles, given that Mr. Tony Meilak has expressed his intention not to seek re-appointment. In this respect, note 1 refers.

AGENDA: EXTRAORDINARY RESOLUTIONS

Remuneration of Directors

Approval of the maximum aggregate emoluments of the Directors to be fixed at €50,000, unless otherwise tabled at a forthcoming General Meeting.

BY ORDER OF THE BOARD

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

Dr Michela Borg Pirota
For and on behalf of
Apex Corporate & Advisory Services Limited
Company Secretary

Notes:

1. Eligible Members and Directors intending to propose any person for election to the office of the Director may do so pursuant, and subject to, Articles 26.6 and 26.7 of the Articles. Capitalized terms herein shall have the same meaning as defined within the Articles.

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 Date preceding the date of the nomination.*

Provided that no such notice inviting nominations needs to 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:



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

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 of the Eligible Members for the appointment of Directors at the next following general meeting following the same procedure provided in Article 26.7.