

APS Funds SICAV p.l.c.

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Malta

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**Notice of an Extraordinary General Meeting of APS Funds SICAV p.l.c. (the “Company”)
In terms of Article 22 of the Articles of Association of the Company**

Notice to Members, as defined in the Articles of Association of the Company (the “**Articles**”), is hereby being given of an extraordinary general meeting of the Company, to be held on Friday 18th November 2022 at 11:00 hours as a ‘remote meeting’ in terms of regulation 5 of the Companies Act (Public Companies – Annual General Meetings) Regulations (Subsidiary Legislation 386.23).

AGENDA

The agenda for the Meeting shall be as set out below:

Agenda Item 1: Appointment of Chairman and Opening of the Meeting

Agenda Item 2: Quorum

Agenda Item 3: Amendments to the Company’s Memorandum and Articles of Association
Special Business – Extraordinary Resolution

That the Memorandum and Articles of Association of the Company be replaced in their entirety with a new Memorandum and Articles of Association. The amendments made to the Company’s Memorandum and Articles of Association are provided in Annex 1 of this Notice.

and

That the Company Secretary be and is hereby authorised to 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.

Agenda Item 4: Remuneration of Directors
Special Business – Extraordinary Resolution

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 black ink, appearing to read "M. Pirotta".

Dr Michela Borg Pirotta

For and on behalf of

Apex Corporate & Advisory Services Limited

Company Secretary

Notes

1. Record Date

The Notice is being mailed to all Shareholders of the Company appearing on the Company's register of members maintained by the Administrator of the Company on 9 October 2022 (the 'Record Date'). Only Shareholders registered on the Record Date shall have the right to participate and vote at the Meeting. Any change to an entry on the Register after the Record Date shall be disregarded in determining the right of any person to attend and vote at the Meeting.

2. Voting

Shareholders may only express their vote by submitting the pre-printed Proxy Form provided and appointing the Chairman of the Meeting to vote in their stead. Please refer to Section 5 below for details on how to fill in and submit the Proxy Form.

3. No physical attendance

Shareholders are reminded that in terms of regulation 5(2)(a) of the Companies Act (Public Companies – Annual General Meetings) Regulations, no physical attendance of Shareholders shall be allowed at the Meeting. However, Shareholders may follow the Meeting by accessing apsfunds.com.mt, and refer to the instructions for prior registration to this event. Shareholders are advised that the stream will only allow them to follow the proceedings of the Meeting.

4. Right to Ask Questions

Shareholders wishing to ask any questions pertinent and related to any item on the agenda of the Meeting may do so in advance, by sending such questions in writing to the Company by hand or by postal mail to APS Centre, Tower Street, B'Kara BKR 4012, Malta or by e-mail to cosecaps@apexfs.com. Questions are to be received by the Company no later than 48 hours prior to the Meeting (i.e. 11:00 a.m. of 16 November 2022). The Company shall provide an answer to the questions on its website within 48 hours from the termination of the Meeting.

5. Completing the Proxy Form

Shareholders are to complete all details required on the Proxy Form in full, and in a clear and legible manner. Furthermore, Shareholders are reminded that:

- i. Only the Chairman of the Meeting may be appointed as proxy.
- ii. They are to indicate whether they wish the Chairman of the Meeting (as proxy) to vote (a) as he wishes, or (b) in accordance with the instructions of the Shareholders. In the latter case, Shareholders should mark the appropriate box indicated in the Proxy Form. In the event that no indication is made, it shall be deemed that the Shareholder authorises the Chairman (as proxy) to vote as he wishes.
- iii. When voting for the resolution, if the Shareholder wishes that the Chairman (as proxy) votes in a particular manner, the Shareholder should indicate his/her voting preference against the resolution in the appropriate box either by inserting the number of votes (shares held) or by the use of a cross (X) OR mark (✓) (instead of inserting a number of votes) under either 'For' or 'Against' or 'Abstain'. The cross or mark will be interpreted that the Shareholder has assigned all the votes accordingly. Do not tick more than one box. If more than one box is marked for the resolution, the Shareholder's vote on the resolution will be invalid.
- iv. If the Shareholder inserts the number of votes, these may be split up in any proportion whatsoever, under 'For', 'Against' or 'Abstain'. A Shareholder may therefore utilise all or part of the votes for the resolution being proposed. However, in no circumstance, may the Shareholder use more votes than he/she is entitled to. If this occurs, then the vote will be invalid.
- v. In the case of Shares held jointly by several persons, the person who had been nominated by the joint holders to be the registered holder of such Shares shall be entitled to attend and vote at the Meeting. In the event that the joint holders failed to nominate such person, the first named joint holder on the register of Shareholders shall be entitled to attend and vote at the Meeting.
- vi. Where the Shareholder is a body corporate, including a company, a partnership, an association of persons, a foundation or other entity, the Proxy Form must be duly executed in accordance with article 25.9 of the Company's articles of association. The Company Secretariat reserves the right to request evidence of the aforesaid.

6. Submission of Proxy Forms

Duly completed Proxy Forms are to be mailed or delivered to the Company at APS Centre, Tower Street, B'Kara BKR 4012, Malta, not less than 48 hours before the appointed date and time of the Meeting (i.e. 11:00 a.m. of 16 November 2022). Shareholders are encouraged to use the business reply envelope provided herewith. Alternatively, Shareholders may opt to send their proxy electronically. In this case, Shareholders are requested to send an e-mail to cosecaps@apexfs.com quoting the respective ID Card No and Register Number printed on the Proxy Form. Upon receipt of the completed Proxy Form, the Company will send an electronic acknowledgement to the Shareholder.