

**APS Funds SICAV p.l.c.**  
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## **NOTICE OF THE FIFTEENTH 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 Fifteenth Annual General Meeting of the Company (the "**Meeting**"), to be held at 18:00 hrs on Thursday, 8 June 2023 at the Westin Dragonara Resort, Dragonara Road, St. Julians, Malta.

The Company's Board of Directors (the "**Board**" or "**Directors**") shall propose ordinary resolutions to the Members for their consideration and approval as stated in the agenda provided below.

This notice is being mailed to all Members appearing on the Company's register of members maintained by the administrator of the Company on 28 April 2023 (the "**Record Date**"). Any change to an entry on the Company's register of members after the Record Date shall be disregarded in determining the right of any Member to attend and vote at the Meeting.

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

### **Agenda Item 2: Confirmation of Quorum**

## **ORDINARY BUSINESS - ORDINARY RESOLUTIONS**

### **Agenda Item 3: Approval of the Company's audited financial statements for the financial year ended 31 December 2022**

The Board proposes that the Company's audited financial statements for the financial year ended 31 December 2022, together with the report of the Directors and the report of the Auditors thereon, be approved.

### **Agenda Item 4: Auditors - Appointment and Remuneration**

The Board proposes that 'Deloitte Audit Limited' be reappointed as the Company's auditors until the next annual general meeting to be held in 2024. The Board further proposes that it be authorised to fix the remuneration of the Company's auditors.

### **Agenda item 5: Appointment of Directors**

The re-appointment of the present Directors, Mr David Galea Souchet, Dr 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.

### **Agenda Item 6: Remuneration of Directors**

The Board proposes that the maximum annual aggregate emoluments of Directors at €50,000 for the period be confirmed, until the conclusion of the next annual general meeting to be held in 2024.

### **Proxies**

Members registered on the Company's register of members on the Record Date are hereby notified that they are entitled to attend and vote at the above Meeting personally or through the appointment of a proxy (who need not be a Member of the Company). Appointments of proxies must be made in writing using the proxy form which has been included with this Notice (the "**Proxy Form**").

For more information on how to complete and submit the Proxy Form (including relevant deadlines), please refer to the notes accompanying the Proxy Form.

The Board notes that a copy of this Notice and Agenda, the Financial Statements, and all other documents pertinent to this Fifteenth Annual General Meeting are available on the Company's website at [www.apsfunds.com.mt](http://www.apsfunds.com.mt).

BY ORDER OF THE BOARD



**Ms Paulianne Nwoko**

For and on behalf of

**Apex Corporate & Advisory Services Limited**

Company Secretary

## Meeting Notes

### The Right to Ask Questions

Members (whether personally or by proxy) are entitled to ask questions which are pertinent and related to any resolution placed before the Meeting – and to have such questions answered by the Chairman of the Meeting or by the Directors or by such person/s as the Directors may delegate for that purpose.

Members wishing to ask any questions 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@apexgroup.com](mailto:cosecaps@apexgroup.com). Questions are to be received by the Company no later than 18:00 hrs on 6 June 2023.

### Voting

At the Meeting, voting shall take place by show of hands unless a poll is demanded by any person who is entitled to demand a poll according to the Articles or in accordance with any applicable law.

If a poll is demanded and taken, a Member (or their proxy) may vote in favour or against a resolution or may choose to abstain from voting in relation to a resolution.

On a show of hands, a Member present in person or by proxy has one vote independently of the number of shares held or represented.

On a poll, every Member who is present in person or by proxy shall be entitled to such number of votes as shall be produced by dividing the aggregate Net Asset Value of that Member's shareholding of shares holding voting rights (expressed or converted into Euro and calculated as of the relevant Record Date) by one. For these purposes: (a) fractional shares shall not have any voting rights, (b) fractions shall be ignored, and (c) founder shares shall, solely for these purposes, be deemed to entitle the holder to one (1) vote per founder share held.