

Approved by the Annual General  
Meeting of Shareholders

Date: [ ] May 2015

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M. Khazaradze

## SUPERVISORY BOARD COMPENSATION SYSTEM

Responsible to the Board: Remuneration Committee

Effective from 1 June 2015

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## 1. GENERAL

- 1.1. The purpose of the present document is to regulate compensation and its related matters for the Members of the Supervisory Board.
- 1.2. The Board members receive compensation for performing their duties described in the Supervisory Board Regulation and appropriate committees charters.
- 1.3. Secretary of the Remuneration Committee of the Bank is responsible for keeping the track record of changes and maintaining the updated version of the document.

## 2. GLOSSARY

- 2.1. All terms and definitions have the same meanings as they are defined by the Charter of the Bank, the Supervisory Board and the Management Board Regulations and the Remuneration Committee Policy.

## 3. THE SCOPE

- 3.1. This document regulates all the compensation related matters for the Supervisory Board members.
- 3.2. The Supervisory Board members are not entitled to any cash, LTI or other type of bonuses or benefits except as specified by this document.

## 4. TERMS OF PAYMENT

- 4.1. For Georgian residents, payments shall be made in GEL using the NBG official currency exchange rate at the date of payment. For other members of the Supervisory Board payments to be made in US Dollars or in any other currency per their request converted using the NBG official exchange rate at the date of payment.

- 4.2. Members of the Board can request the Bank to pay their compensation to their employers instead.

## 5. TAX TREATMENT

- 5.1. The remuneration paid by the Bank is net of any taxes payable in Georgia. If applicable, receivers shall pay tax in their respective jurisdictions, which is their sole responsibility to comply with. TBC Bank does not take any responsibility in relation to the tax paid outside Georgia.

## 6. MEMBER's Remuneration

### The Chairman and the Deputy Chairman of the Supervisory Board

- 6.1. Starting from 1 June 2015 until the end of 2018 year, the Chairman's and the Deputy Chairman's Compensation is as follows:

#	Position and the Remuneration Category	Remuneration USD NET of Georgian Taxes	Payment Frequency
1	Monthly Salary of the Chairman	NET of Georgian Taxes, USD 75,660	Payable monthly
2	Monthly Salary of the Deputy Chairman	NET of Georgian Taxes, USD 73,238	Payable Monthly

6.2. The Chairman and the Deputy Chairman are also eligible for company cars, insurance and pension payments in accordance with the Bank's respective policies.

#### **Other members of the Supervisory Board**

6.3. Starting from 1 June 2015 until the end of 2018 year, compensation for the members of the Supervisory Board other than the Chairman and the Deputy Chairman is as follows:

#	Position and the Remuneration Category	Annual Remuneration USD NET of Georgian Taxes	Payment Frequency
1	Board membership fee	60,000	Monthly, quarterly or semiannually, per respective Board member's request
2	Committee chairmanship fee (in addition to the Board membership fee)	20,000	Monthly, quarterly or semiannually, per respective Board member's request
3	Committee membership fee (in addition to the Board membership fee)	8,000	Monthly, quarterly or semiannually, per respective Board member's request

#### **Other**

6.4. The Bank reimburses all the business related expenses to all the members of the Supervisory Board.

6.5. The Bank maintains the directors and officers' liability insurance for the Supervisory Board members based on the respective policies.

6.6. Any changes in the remuneration defined by this document shall be recommended by the Remuneration Committee, approved by the Supervisory Board and the Shareholders of the Bank.

6.7. Each year, the Remuneration Committee shall revise the remunerations defined by this document to ensure that they correctly reflect any changes in the market, inflation and/or currency rate devaluation.