

**TBC BANK GROUP PLC**  
**FORM OF PROXY FOR ANNUAL GENERAL MEETING**

I/We .....  
of .....  
(PLEASE INSERT FULL NAME(S) AND ADDRESS(ES) IN BLOCK CAPITALS)

being a member/members of TBC Bank Group PLC (the “**Company**”) hereby appoint the chairman of the meeting or (see note 2)

to be my/our proxy in respect of .....  
shares (see note 3) to attend, speak and vote on my/our behalf in the manner indicated below (see note 4) at the Annual General Meeting of the Company to be held at the offices of Baker McKenzie, 100 New Bridge Street, London, EC4V 6JA on 21 May 2018 at 10:00am and at any adjournment thereof.

If you wish to appoint multiple proxies using this form, please photocopy this page indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. Further details relating to the appointment of multiple proxies are set out in note 6.

Please tick here if this proxy appointment is one of multiple appointments being made. ☐

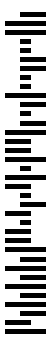
Please indicate with an “X” in the boxes provided how you wish your vote to be cast in respect of each of the resolutions.

Resolution	For	Against	Vote withheld
1. To receive the annual report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors’ remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the directors’ remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the Company Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To declare a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To reappoint Mamuka Khazaradze as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To reappoint Badri Japaridze as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To reappoint Nikoloz Enukidze as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To reappoint Stefano Marsaglia as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To reappoint Nicholas Dominic Haag as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To reappoint Eric J. Rajendra as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To reappoint Stephan Wilcke as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To reappoint Vakhtang Butskhrikidze as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To reappoint Giorgi Shagidze as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To reappoint PricewaterhouseCoopers LLP as the Company’s auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To authorise the directors to determine the auditor’s remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To give authority to allot securities up to a specified amount	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To disapply statutory pre-emption rights (1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To disapply statutory pre-emption rights (2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To give authority to make market purchases of the Company’s shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. To permit General Meetings on not less than 14 clear days’ notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature \_\_\_\_\_ Date \_\_\_\_\_

**Notes:**

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him/her. Further details relating to the appointment of multiple proxies are set out in note 6. You can only appoint a proxy or proxies using the procedures set out in these notes.
- If you wish to appoint someone other than the chairman of the meeting as your proxy, please delete “the chairman of the meeting or”, insert his/her name and initial the alteration. A proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
- Please insert the number of shares to which the form of proxy applies. Where a form of proxy does not state the number of shares to which it applies (a “**blank proxy**”) then, subject to the principles in note 6 where more than one proxy is appointed, the proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing member.
- Please indicate with an “X” in the boxes provided how you wish your vote to be cast in respect of each of the resolutions. Unless otherwise instructed, the proxy will vote or abstain as he/she thinks fit on any particular resolution and on any other business (including amendments to resolutions and any procedural business) which may come before the Annual General Meeting.
- The “Vote Withheld” option is provided to enable you to abstain on any particular resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes “For” and “Against” a resolution but will be counted to establish if a quorum is present.
- You may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following principles shall apply in relation to the appointment of multiple proxies:
  - the Company will give effect to the intentions of members and include votes wherever and to the fullest extent possible;
  - where more than one proxy is appointed and a blank proxy (see note 3) is received in respect of each appointment, then the total number of shares registered in the name of the appointing member (the “**member’s entire holding**”) will be apportioned pro rata;
  - where more than one proxy is appointed and there is a conflict between a blank proxy and a form of proxy which does state the number of shares to which it applies (a “**specific proxy**”), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that, as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and the remaining shares will be apportioned to the blank proxy (pro rata if there is more than one);
  - where more than one proxy is appointed and the total number of shares in respect of which proxies are appointed is no greater than the member’s entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. That is, there is only assumed to be a conflict where the aggregate number of shares in respect of which proxies have been appointed exceeds the member’s entire holding;
  - when considering conflicting forms of proxies, later forms of proxy will prevail over earlier forms of proxy, and which form of proxy is later will be determined on the basis of which form of proxy is last sent (or, if the Company is unable to determine which is last sent, last received). Forms of proxy in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting forms of proxy;
  - if conflicting forms of proxy are sent or received at the same time in respect of (or deemed to be in respect of) a member’s entire holding, none of them shall be treated as valid;
  - where the aggregate number of shares in respect of which proxies are appointed exceeds a member’s entire holding and it is not possible to determine the order in which the forms of proxy were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata; and
  - where the application of notes 6(b) and (g) above gives rise to fractions of shares, such fractions will be rounded down.
- The appointment of a proxy will not preclude you from attending and voting at the Annual General Meeting in person. If you have appointed a proxy and attend the Annual General Meeting in person and vote on a show of hands, all proxy votes will be disregarded. If you have appointed a proxy and attend the Annual General Meeting in person and vote on a poll using your poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of your entire holding then all proxy votes will be disregarded. If, however, you vote at the meeting in respect of less than your entire holding, then if you indicate on your polling card that all proxies are to be disregarded, that shall be the case. If you do not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member’s entire holding (see note 6(b)). In the event that you do not specifically revoke proxies, it will not be possible for the Company to determine your intentions in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.
- To be valid, this form of proxy must be signed and received, together with any power of attorney or other authority under which it is executed or a copy of it notorially certified, at the offices of Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA by no later than 10:00am on Thursday 17th May 2018
- A corporation may execute this form of proxy either under its common seal, under the hand of two directors or one director and the secretary, under the hand of one director in the presence of a witness who attests the signature or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint holders of a share, the signature of any one holder will be sufficient but the signature of the senior holder will be accepted to the exclusion of all other joint holders and seniority is determined by the order in which the names of the holders stand in the register of members.
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment thereof) by utilising the procedures described in the CREST Manual. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (regardless of whether it constitutes the appointment of a proxy or an amendment to an instruction given to a previously appointed proxy) must be transmitted so as to be received by the Company’s agent, Equiniti Limited (ID number RA 19) not later than 10:00am on Thursday 17th May 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by CREST Applications Host) from which Equiniti Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.



Freepost RTHJ-CLLL-KBKU  
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