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If you have sold or otherwise transferred all your shares in TBC Bank Group PLC, you should pass this document and the accompanying documents to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

TBC Bank Group PLC

Notice of Annual General Meeting

To be held at the offices of Baker McKenzie,
100 New Bridge Street, London, EC4V 6JA
on
24 June 2019 at 10:00am



Dear Shareholder

ANNUAL GENERAL MEETING 2019

I am pleased to invite you to our Annual General Meeting ("AGM") which will be held at the offices of Baker McKenzie, 100 New Bridge Street, EC4V 6JA on Monday 24th June at 10:00am. Formal notice of the meeting is set out on pages 2 to 3 of this circular. The AGM is an opportunity for shareholders to express their views directly with the Board and I hope you will take the opportunity to do so.

An explanation of the resolutions to be considered at the AGM can be found on pages 4 to 5 of this circular. Resolutions 1 to 14 will be proposed as ordinary resolutions. Resolutions 15 to 17 will be proposed as special resolutions.

If you would like to vote on the resolutions but cannot come to the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the additional notes to this notice.

What to do next

As always, your vote is important to us and you are requested to:

complete and return a form of proxy to Equiniti Limited, the Company's Registrar, by 10:00 am on 20 June 2019

Proxy voting in respect of uncertificated shares may also be registered through CREST (see the paragraph headed, "Appointment of proxy through CREST" on page 6 in the "General Notes" section of the notice of AGM).

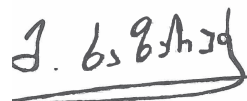
Shareholders who return a form of proxy will still be able to attend and vote at the AGM if they wish to do so.

The directors believe that it is important that the voting intentions of all members are taken into account, not just those who are able to attend the AGM and, as such, we propose putting all resolutions to shareholders by way of poll using a poll card, rather than on a show of hands. This is a more transparent method of voting as shareholder votes are counted according to the number of shares held and this will ensure an exact and definitive result. Shareholders attending the AGM will still have the opportunity to ask questions and vote on each resolution.

Recommendation

The Board considers that all of the resolutions to be considered at our AGM are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of each of them, as they intend to do in respect of their own beneficial holdings of shares in the Company.

Yours sincerely



Mamuka Khazaradze
Chairman

20 May 2019

NOTICE IS HEREBY GIVEN that the Annual General Meeting of TBC Bank Group PLC (the “**Company**”) will be held at the offices of Baker McKenzie, 100 New Bridge Street, London, EC4V 6JA on Monday 24 June 2019 at 10:00 am to consider and, if thought fit, to pass the following resolutions:

The following resolutions 1 to 14 will be proposed as ordinary resolutions.

Report and Accounts

1. To receive the accounts of the Company for the year ended 31 December 2018 together with the directors’ report, the strategic report, the directors’ remuneration report and the auditor’s report.

Directors’ Remuneration

2. To approve the directors’ remuneration report set out on pages 136 to 155 of the Annual Report and Accounts for the year ended 31 December 2018,

Final Dividend

3. To declare a final dividend of GEL1.98 per ordinary share of the Company in respect of the full financial year ended 31 December 2018, payable in British Pounds Sterling at the official exchange rate of the National Bank of Georgia for 13 June 2019, to be paid on 12 July 2019 to the holders of ordinary shares on the register of members at 6.00 pm (London time) on 7 June 2019.

Appointment and reappointment of Directors

4. To reappoint Mamuka Khazaradze as a director of the Company.
5. To reappoint Badri Japaridze as a director of the Company.
6. To reappoint Nikoloz Enukidze as a director of the Company.
7. To reappoint Nicholas Dominic Haag as a director of the Company.
8. To reappoint Vakhtang Butskhrikidze as a director of the Company.
9. To reappoint Giorgi Shagidze as a director of the Company.
10. To appoint Maria Luisa Cicognani as a director of the Company.
11. To appoint Tsira Kemularia as a director of the Company.

Auditor

12. To reappoint PricewaterhouseCoopers LLP as auditor of the Company to hold office until the conclusion of the next Annual General Meeting.
13. To authorise the Audit Committee of the Company to determine the auditor’s remuneration.

Authority to Allot Shares

14. That, in substitution for all existing authorities, the directors be and are generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (“**CA 2006**”) to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £182,865 (representing 18,286,501 ordinary shares, which represents approximately one-third of the Company’s issued ordinary share capital as at 17 May 2019) for a period expiring at the conclusion of the Company’s next Annual General Meeting (or at close of business on 24 September 2020, if earlier) save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares and grant Rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

The following resolutions 15 to 17 will be proposed as special resolutions.

Dis-application of Pre-emption rights

15. That, subject to the passing of resolution 14 set out in the notice of Annual General Meeting of which this resolution forms part, the directors be and are empowered pursuant to sections 570 and 573 of the CA 2006 to allot equity securities (within the meaning of section 560(1) of CA 2006) for cash pursuant to the authority conferred by resolution 14, and/or to sell treasury shares, as if section 561 of CA 2006 did not apply to any such allotment or sale, provided that the power conferred by this resolution shall be limited to:
 - (a) an allotment of equity securities in connection with an offer of securities, open for acceptance for a period fixed by the directors, to holders of ordinary shares made in proportion (as nearly as practicable) to their respective existing holdings of ordinary shares held by them on the relevant record date (and holders of other equity securities of any class if this is required by the rights attaching to these securities or, if the directors consider it necessary, as permitted by the rights attaching to those securities), but subject to the directors having a right to make such exclusions or other arrangements as they consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems arising in, or under the laws of, any territory or any other matter; and
 - (b) the allotment of equity securities for cash or sale of treasury shares (otherwise than pursuant to (a) above) having, in the case of ordinary shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having a nominal amount not exceeding, in aggregate, £27,429 (representing 2,742,975 ordinary shares, which represents 5% of the Company’s issued ordinary share capital as at 17 May 2019),

provided that the powers conferred by this resolution 15 will expire at the Company’s next Annual General Meeting (or at close of business on 24 September 2020 if earlier) save that, in each case, the Company may, before the expiry of such powers, make an offer or agreement which would or might require equity securities to be allotted and/or treasury shares to be sold after such authority expires and the directors may allot equity securities and/or sell treasury shares in pursuance of such offer or agreement as if the powers conferred by this resolution 15 had not expired.

Authority to Purchase Own Shares

16. That the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the CA 2006) of ordinary shares of £0.01 each in the capital of the Company, on such terms and in such manner as the directors may from time to time determine, provided that:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 5,485,950 (representing approximately 10% of the issued ordinary share capital of the Company as at 17 May 2019);
 - (b) the minimum price (exclusive of all expenses) which may be paid for an ordinary share is £0.01;
 - (c) the maximum price (exclusive of all expenses) which may be paid for an ordinary share is an amount equal to the higher of:
 - (i) 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
 - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent purchase bid for an ordinary share on the London Stock Exchange at the time the purchase is carried out; and
 - (d) the authority conferred by this resolution shall, unless varied, revoked or renewed prior to such time, expire at the conclusion of the next Annual General Meeting of the Company (or at close of business on 24 September 2020, if earlier) save that the Company may before the expiry of this authority make a contract to purchase ordinary shares which will or might be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of such contract as if the authority conferred by this resolution had not expired.

Notice for General Meetings

17. That the Company may call General Meetings other than Annual General Meetings on not less than 14 clear days' notice.

By order of the Board



Prism Cosec Ltd
Company Secretary

20 May 2019

TBC Bank Group PLC
Elder House
St Georges Business Park,
207 Brooklands Road
Weybridge,
Surrey
United Kingdom
KT13 0TS

Report and Accounts: Resolution 1

Under resolution 1, the Company's annual accounts for the year ended 31 December 2018, together with the directors' report, the strategic report, the directors' remuneration report and the auditor's report (the **"2018 Annual Report and Accounts"**) are received. As a shareholder, you will have received the 2018 Annual Report and Accounts either as a hard copy or via our website (www.tbcbankgroup.com). Further copies will be available at the Annual General Meeting.

Directors' Remuneration: Resolution 2

This resolution deals with the remuneration of the directors and seeks an advisory vote to approve the directors' remuneration report, as required by sections 439 of the CA 2006 and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended).

Resolution 2 seeks approval for the directors' remuneration report for the year ended 31 December 2018, excluding the part of the report which sets out the directors' remuneration policy. This resolution is advisory in nature and, as such, it does not affect the actual remuneration paid to any director. The directors' remuneration report is set out on pages 136 to 155 of the 2018 Annual Report and Accounts.

Final Dividend: Resolution 3

A final dividend may only be paid after it has been approved by shareholders. The Board recommends a final dividend for the year ended 31 December 2018 of GEL 1.98 per ordinary share of the Company payable in British Pounds Sterling at the official exchange rate of the National Bank of Georgia for 13 June 2019. Subject to approval by shareholders, the final dividend will be paid on 12 July 2019 to shareholders on the register at the close of business at 6.00 pm (London time) on 7 June 2019, but excluding such of the shareholders in respect of whom a valid election to participate in the Company's Scrip Dividend Scheme shall have been received by the Company by 4.30pm on 21 June 2019. Shareholders for whom valid elections have been received by 4.30 pm on 21 June 2019 will receive the final dividend in the form of new ordinary shares in the Company. Full details of the Company's Scrip Dividend Scheme are available from the Company's website, <https://www.tbcbankgroup.com/investors/shareholder-information/annual-general-meetings/>

Appointment and reappointment of Directors: Resolutions 4 to 11

In accordance with the UK Corporate Governance Code, all of the directors of the Company will stand for appointment or reappointment at the Annual General Meeting.

The Company has six (6) non-executive directors, four (4) of whom are determined by the Board to be independent directors in accordance with the criteria set out in the UK Corporate Governance Code. The Board considers that their skills, experience, independence and knowledge of the Company enable them to discharge their respective duties and responsibilities effectively. In particular, the Board is satisfied that Nicholas Haag has the recent and relevant financial experience required by the UK Corporate Governance Code to fulfil his responsibilities as a designated financial expert on the audit committee. In relation to the reappointment of the non-executive directors Mamuka Khazaradze, Badri Japaridze, Nikoloz Enukidze and Nicholas Haag the Board confirms, following an externally-facilitated Board evaluation conducted by Independent Audit Limited (IAL), their performance continues to be effective and that they continue to demonstrate commitment to their roles. Further details of the evaluation exercise can be found on pages 112-113 of the 2018 Annual Report and Accounts. In addition to an annual formal evaluation by the Company, the Board's performance evaluation will be externally facilitated at least every three years in accordance with UK Corporate Governance Code and best market practice.

Maria Luisa Cicognani and Tsira Kemularia, who were first appointed to the Board on 10 September 2018, will stand for appointment by Shareholders. Accordingly the Board recommends the reappointment, and, in the case of Maria Luisa Cicognani and Tsira Kemularia, the appointment, of each of the directors.

Biographical details of each of the directors standing for appointment or reappointment can be found on pages 120 to 124 of the 2018 Annual Report and Accounts.

Appointment of Auditor: Resolution 12

At each general meeting of the Company at which the accounts are laid before the members, the Company is required to appoint an auditor to serve until the next such meeting. Resolution 12 seeks approval for the appointment of PricewaterhouseCoopers LLP as auditor of the Company until the conclusion of the Annual General Meeting in 2020. During the year, the audit committee undertook a review of PricewaterhouseCoopers LLP's independence and objectivity and of the effectiveness of the audit process, following which the audit committee recommended the re-appointment of PricewaterhouseCoopers LLP to the Board, for the Board to put to shareholders for approval.

Remuneration of Auditor: Resolution 13

Resolution 13 seeks authorisation for the Audit Committee of the Company to determine the remuneration of the Company's auditor.

Authority to Allot Shares: Resolution 14

There is no statutory limit on the maximum nominal amount of the section 551 allotment authority under the CA 2006 but, under the Investment Association's guidelines (the **"IA Guidelines"**), Investment Association members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's existing issued share capital, providing any amount in excess of one-third of existing issued shares should be applied to fully pre-emptive rights issues only.

In light of the IA Guidelines and feedback from shareholders, the Board considers it appropriate that the directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £182,865, being 18,286,501 ordinary shares of £0.01 each. This represents one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 17 May 2019, being the latest practicable date prior to publication of this circular.

The authority sought under resolution 14 will expire at the end of the Company's Annual General Meeting in 2020 or at close of business on 24 September 2020, if earlier.

The directors have no present intention to exercise these authorities but consider it prudent to obtain the flexibility that this authority provides.

Dis-application of Pre-emption Rights: Resolution 15

Under section 561 of the CA 2006, if the directors wish to allot any equity securities for cash, or sell any treasury shares, (other than in connection with an employee share plan), they must, in the first instance, offer them to existing shareholders in proportion to their holdings (a “**pre-emptive offer**”). There may be occasions, however, when the directors need the flexibility to allot shares for cash, or sell treasury shares, without a pre-emptive offer, which can be done under CA 2006 if the shareholders have first waived their pre-emption rights by special resolution.

Resolution 15 will allow the directors to allot equity securities for cash pursuant to the authority granted by resolution 14, and/or sell treasury shares, as if section 561 CA 2006 did not apply in certain circumstances.

Under resolution 15, the directors will be authorised to allot equity securities for cash, and/or sell treasury shares, up to a maximum nominal amount of £27,429, being 2,742,975 ordinary shares representing approximately 5% of the Company’s issued ordinary share capital (excluding treasury shares) as at 17 May 2019, being the latest practicable date prior to publication of this circular.

Resolution 15 is in line with guidance issued by the Investment Association (as updated in July 2016) and the Pre-Emption Group’s Statement of Principles (as updated in March 2015) (the “**Statement of Principles**”), and the template resolutions published by the Pre-Emption Group in May 2016.

In addition, the directors also confirm that in accordance with the Statement of Principles, they do not intend to allot equity securities for cash, and/or sell treasury shares, representing more than 7.5% of the Company’s issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, unless shareholders have been notified and consulted in advance.

The authority sought under resolution 15 will expire at the end of the Company’s Annual General Meeting in 2020, or at close of business on 24 September 2020, if earlier.

The directors have no present intention to exercise the authority conferred by this resolution.

Authority to Purchase Own Shares: Resolution 16

Under the CA 2006, the Company requires authorisation from shareholders if it is to purchase its own shares. Resolution 16 authorises the Company to make market purchases of up to 5,485,950 of its own ordinary shares, representing approximately 10% of the Company’s issued ordinary share capital as at 17 May 2019, being the latest practicable date prior to publication of this circular. The resolution specifies the minimum and maximum prices at which the ordinary shares may be bought under this authority.

The directors have no present intention of exercising the authority granted by this resolution 16, but the authority provides the flexibility to allow them to do so in the future. The authority will be exercised only if the directors believe that to do so would be likely to promote the success of the Company for the benefit of its shareholders as a whole and would result in an increase in the earnings per share. Any shares purchased may either be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company’s obligations under its employee share schemes. No dividends are paid on shares held as treasury shares nor do they have voting rights. There is no statutory limit on the percentage of share capital that the Company is permitted to hold as treasury shares. However, in keeping with the Investment Association’s guidelines, the Company will continue to limit the number of shares that it will hold as treasury shares to no more than 10% of its issued share capital.

The authority sought under resolution 16 will expire at the end of the Company’s Annual General Meeting in 2020, or at close of business on 24 September 2020, if earlier.

Notice for General Meetings: Resolution 17

The CA 2006 requires listed companies to provide shareholders with 21 clear days’ notice of any general meeting unless the shareholders have approved the calling of general meetings on shorter notice, which cannot in any event be less than 14 clear days. Companies must also offer shareholders a facility to vote by electronic means in order to be permitted to call meetings on shorter notice. The notice period for an Annual General Meeting cannot be reduced in this way.

While the directors do not intend calling general meetings on short notice as a matter of routine, enabling the Board to call general meetings on 14 clear days’ notice would provide flexibility where that was merited by the business of the relevant meeting taking into account the circumstances, including where the business of the meeting is time sensitive and is thought to be to the advantage of the shareholders as a whole.

Resolution 17 will expire at the end of the Company’s Annual General Meeting in 2020.

Entitlement to attend and vote

To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 6:30 pm on 20 June 2019 (or, in the event of any adjournment, at 6:30 pm on the day two business days prior before the time of the adjourned meeting). Changes to entries on the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

Appointment of proxies

A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote on their behalf at the Annual General Meeting. A member 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 that member. A proxy need not be a member of the Company, but must attend the Annual General Meeting to represent you. Your proxy could be the Chairman, another director of the Company or another person who has agreed to represent you. Your proxy must vote as you instruct and must attend the Annual General Meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the Annual General Meeting and voting in person.

To be valid, the appointment of a proxy must be done by either returning a form of proxy or by one of the electronic methods described in the form of proxy. To be valid, a form of proxy must be received at the offices of Equiniti not less than 48 hours (excluding non-working days) before the time appointed for holding the Annual General Meeting.

Nominated Persons

A person who has been nominated under s.146 CA 2006 to enjoy information rights (a **"Nominated Person"**) may have a right under an agreement between him/her and the member by whom he/she was nominated to be appointed, or to have someone else appointed, as a proxy of such member for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

The statement of the rights of members to appoint proxies in the paragraph headed "Appointment of proxies" above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members.

Appointment of proxy through CREST

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 following the procedures described in the CREST Manual available on the Euroclear website (www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a **"CREST Proxy Instruction"**) must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to an instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the Company's agent, Equiniti Limited (ID

number RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of Annual General Meeting. 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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

Changing proxy instructions

To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the Form of Proxy and would like to change the instructions using another Form of Proxy, please contact Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA. The deadline for receipt of proxy appointments (see the paragraph headed "Appointment of proxies" above) also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, those received last by Equiniti will take precedence.

Appointing a corporate representative

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all its powers as a member provided that if it is appointing more than one corporate representative, it does not do so in relation to the same shares.

Issued capital and voting rights

As at 6:00pm on 17 May 2019 (being the last business day prior to publication of this notice), the Company's issued share capital comprised 54,859,504 ordinary shares carrying one vote each including ordinary shares held as treasury shares. As at such date, the Company held 0 ordinary shares as treasury shares. Therefore, the total number of voting rights in the Company as at 17 May 2019 is 54,859,504.

Right to publish a statement about the auditor

Under s.527 CA 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
- any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which the annual accounts and reports were laid in accordance with s.437 CA 2006.

The Company may not require the members requesting any such website publication to pay its expenses in complying with ss527 or 528 (requirements as to website availability) CA 2006. Where the Company is required to place a statement on a website under s.527 CA 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under s.527 CA 2006 to publish on a website.

Right to ask questions at the AGM

Any member (or their appointed proxy) attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Annual General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Annual General Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Annual General Meeting that the question be answered.

Availability of a copy of this notice

A copy of this notice, and other information required by s.311A of the CA2006, can be found at www.tbcbankgroup.com.

You may not use any electronic address provided either in this notice of AGM or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

Directors

Copies of each director's service contract or letter of appointment are available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) and will be available for inspection at the Annual General Meeting (for at least 15 minutes prior to and during the Annual General Meeting).