

TBC Bank Group PLC

Company number: 10029943

Special business conducted at the Annual General Meeting

At an Annual General Meeting of TBC Bank Group PLC (the "**Company**") duly convened and held on 24 June 2019 at 10:00 am at the offices of Baker McKenzie, 100 New Bridge Street, London, resolution 14 was passed as an ordinary resolution and resolutions 15 to 17 were passed as special resolutions:

RESOLUTION 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.

RESOLUTION 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.

RESOLUTION 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 than 10 per cent. 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 per cent. 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.

RESOLUTION 17:

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