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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 100 New Bridge Street, London, EC4V 6JA, United Kingdom
on
25 May 2023 at 10:00 am

TBC Bank Group PLC
100 Bishopsgate, C/O Law Debenture
London, EC2N 4AG
United Kingdom

19 April 2023

Dear Shareholder

ANNUAL GENERAL MEETING 2023

The Board considers the Annual General Meeting (“AGM”) as an important opportunity for shareholders to express their views and communicate directly with the Company. The Board will hold the 2023 AGM at the offices of Baker McKenzie, 100 New Bridge Street, London, EC4V 6JA, United Kingdom on 25 May 2023 at 10:00 am.

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 15 will be proposed as ordinary resolutions. Resolutions 16 to 18 will be proposed as special resolutions.

What to do next

As always, your vote is important to us and the Board appreciates that the AGM is an important opportunity for shareholders to communicate directly with the Company. Shareholders that wish to vote on the Resolutions, but are unable to attend the AGM are encouraged to:

complete and return a form of proxy and give voting instructions to Equiniti Limited, the Company’s Registrar, by 10:00 am on 23 May 2023.

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).

The directors believe that it is important that the voting intentions of all shareholders 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, 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. The Chair of the meeting may, in accordance with the Company’s articles of association, propose a resolution to adjourn the meeting and/or to withdraw a resolution, at the AGM itself and any such resolution would be voted on by way of a show of hands.

The results of the voting on the resolutions proposed at the AGM will be announced to the London Stock Exchange as soon as possible after the conclusion of the meeting.

Recommendation

The Board unanimously 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 these resolutions.

Yours sincerely



Arne Berggren
Chairman

19 April 2023

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, United Kingdom on Thursday, 25 May 2023 at 10:00 am to consider and, if thought fit, to pass the following resolutions:

The following Resolutions 1 to 15 will be proposed as ordinary resolutions. More than half of the votes cast must be in favour of the resolution for each resolution to be passed.

Report and Accounts

1. To receive the accounts of the Company for the year ended 31 December 2022 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 188 to 218 of the Annual Report and Accounts for the year ended 31 December 2022.

Appointment and reappointment of Directors

3. To reappoint Arne Berggren as a director of the Company.
4. To reappoint Vakhtang Butskhrikidze as a director of the Company.
5. To reappoint Tsira Kemularia as a director of the Company.
6. To reappoint Per Anders Fasth as a director of the Company.
7. To reappoint Thymios P. Kyriakopoulos as a director of the Company.
8. To reappoint Eran Klein as a director of the Company.
9. To reappoint Venera Suknidze as a director of the Company.
10. To reappoint Rajeev Sawhney as a director of the Company.
11. To appoint Janet Heckman as director of the Company.

Final Dividend

12. To declare a final dividend of GEL 2.95 per ordinary share of the Company for the year ended 31 December 2022, payable in British Pounds Sterling, on 14 June 2023 to the holders of ordinary shares on the register of members at 6:00 pm (London time) on 12 May 2023. The Georgian Lari to Pound Sterling exchange rate that will apply to the final dividend payments on the conversion date of 19 May 2023 will be the average exchange rate of the National Bank of Georgia for the period from 15 May 2023 to and including 19 May 2023 (5 days average).

Auditor

13. To re-appoint PricewaterhouseCoopers LLP (“**PwC**”) as auditor of the Company to hold office until the conclusion of the Company’s next Annual General Meeting.
14. To authorise the Audit Committee of the Company to determine the auditor’s remuneration.

Authority to Allot Shares

15. 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 £137,479 (representing 13,747,855 ordinary shares, which represents 25 per cent. of the Company’s issued ordinary share capital as at 18 April 2023) for a period expiring at the conclusion of the Company’s next Annual General Meeting (or at close of business on 25 September 2024, 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 16 to 18 will be proposed as special resolutions. For each of these to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Dis-application of Pre-emption rights

16. That, subject to the passing of Resolution 15 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 the CA 2006) for cash pursuant to the authority conferred by Resolution 15, and/or to sell treasury shares, as if section 561 of the 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, £27,496 (representing 2,749,571 ordinary shares, which represents 5% of the Company’s issued ordinary share capital as at 18 April 2023),

provided that the powers conferred by this Resolution will expire at the Company’s next Annual General Meeting (or at close of business on 25 September 2024 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 had not expired.

Authority to Purchase Own Shares

17. 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 5,499,142 (representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 18 April 2023);
 - (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 25 September 2024, 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

18. 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



Arne Berggren
Chairman

19 April 2023

TBC Bank Group PLC
100 Bishopsgate
C/O Law Debenture
London
United Kingdom
EC2N 4AG

Report and Accounts: Resolution 1

Under Resolution 1, the Company's annual accounts for the year ended 31 December 2022, together with the directors' report, the strategic report, the directors' remuneration report and the auditor's report (the **"2022 Annual Report and Accounts"**) are received. As a shareholder, you will have received the 2022 Annual Report and Accounts either as a hard copy or via our website (www.tbcbankgroup.com).

Directors' Remuneration: Resolution 2

Resolution 2 seeks approval for the directors' remuneration report for the year ended 31 December 2022, excluding the part of the report that sets out the directors' remuneration policy which was approved at the 2022 AGM. This Resolution (as required by sections 439 to 440 of the CA 2006 and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended)) 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 188 to 218 of the 2022 Annual Report and Accounts.

Appointment and Reappointment of Directors: Resolutions 3 to 11

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

The Company has eight (8) non-executive directors who are standing for appointment or reappointment by shareholders all 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 the directors have the skills, experience, independence and knowledge of the Company that enable them to discharge their respective duties and responsibilities effectively. In relation to the reappointment of Arne Berggren, Tsira Kemularia, Eran Klein, Per Anders Fasth, Thymios P. Kyriakopoulos, Venera (Nino) Suknidze and Rajeev Sawhney as non-executive directors, the Board confirms that their performance continues to be effective and that they continue to demonstrate commitment to their roles.

Janet Heckman as newly appointed non-executive director (appointed by the Board on 23 February 2023) will stand for appointment by the Shareholders.

The Company also has one (1) executive director who is standing for re-appointment by shareholders. The Board confirms that the performance of Vakhtang Butskhridze continues to be effective and that he continues to demonstrate commitment to his role.

In addition to an annual formal evaluation by the Company, and pursuant to the UK Corporate Governance Code and best market practice, the Board's performance evaluation will be externally facilitated at least every three years. In 2022, the Company engaged Lintstock Ltd to review the performance of the Board. Following consideration of that evaluation, the directors were satisfied that the Board was discharging its responsibilities effectively.

The Board, by unanimous decision, recommends the reappointment of Vakhtang Butskhridze, Arne Berggren, Tsira Kemularia, Eran Klein, Per Anders Fasth, Thymios P. Kyriakopoulos, Venera Suknidze and Rajeev Sawhney and the appointment of Janet Heckman as director of the Company.

Biographical details of our directors standing for appointment or reappointment can be found on pages 152 to 156 of the 2022 Annual Report and Accounts.

Final Dividend: Resolution 12

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 2022 of GEL 2.95 per ordinary share of the Company payable in British Pounds Sterling. The Georgian Lari to Pound Sterling exchange rate that will apply to the final dividend payments on the conversion date of 19 May 2023 will be the average exchange rate of the National Bank of Georgia for the period from 15 May 2023 to and including 19 May 2023 (5 days average). Subject to approval by shareholders, the final dividend will be paid on 14 June 2023 to shareholders on the register of members at 6:00 pm (London time) on 12 May 2023, 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 5:00 pm on 23 May 2023. Shareholders for whom valid elections have been received by 5:00 pm on 23 May 2023 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, Annual general meetings | TBC Bank (tbcbankgroup.com).

Re-appointment of Auditor: Resolution 13

At each general meeting of the Company at which the accounts are laid before the shareholders, the Company is required to appoint an auditor to serve until the next such meeting. Resolution 13 seeks approval for the appointment of PricewaterhouseCoopers LLP ("**PwC**") as auditor of the Company until the conclusion of the Annual General Meeting in 2024. An assessment of the effectiveness, independence and objectivity of the auditor has been undertaken by the Audit Committee which has recommended to the board that PwC be reappointed as auditor.

Remuneration of Auditor: Resolution 14

Resolution 14 seeks authorisation for the Audit Committee of the Company to determine the remuneration of the Company's auditor.

Authority to Allot Shares: Resolution 15

There is no statutory limit on the maximum nominal amount of the section 551 allotment authority under the CA 2006.

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 £137,479, being 13,747,855 ordinary shares of £0.01 each. This represents 25 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 18 April 2023, being the latest practicable date prior to publication of this circular. This reduced general authority seeks to take into account feedback received from certain shareholders from outside of the United Kingdom who shared concerns with the level of the authority approved at the 2021 Annual General Meeting, whilst maintaining the flexibility that such an authority provides. The directors have no present intention to exercise this authority other than pursuant to the Scrip Dividend Scheme (approved at the Company's 2022 Annual General Meeting).

The authority sought under Resolution 15 will expire at the end of the Company's Annual General Meeting in 2024 or at close of business on 25 September 2024, if earlier.

Dis-application of Pre-emption Rights: Resolution 16

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 the CA 2006 if the shareholders have first waived their pre-emption rights by special resolution.

Resolution 16 will allow the directors to allot equity securities for cash pursuant to the authority granted by Resolution 15, and/or sell treasury shares, as if section 561 of the CA 2006 did not apply in certain circumstances.

Under Resolution 16, the directors will be authorised to allot equity securities for cash, and/or sell treasury shares, up to a maximum nominal amount of £27,496 being 2,749,571 ordinary shares representing approximately 5 per cent. of the Company’s issued ordinary share capital (excluding treasury shares) as at 18 April 2023, being the latest practicable date prior to publication of this circular.

Resolution 16 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.

The directors have no present intention of exercising the authority conferred by Resolution 16 and, in compliance with the Statement of Principles, confirm that 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. Further, in response to feedback received from certain shareholders from outside of the United Kingdom who shared concerns with the scope of authorities concerning the disapplication of pre-emption rights, the Board has decided not to seek a further, specific authority to dis-apply pre-emption rights in connection with an acquisition or specified capital investment at this year’s meeting.

The authority sought under Resolution 16 will expire at the end of the Company’s Annual General Meeting in 2024, or at close of business on 25 September 2024, if earlier.

Authority to Purchase Own Shares: Resolution 17

Under the CA 2006, the Company requires authorisation from shareholders if it is to purchase its own shares. Resolution 17 authorises the Company to make market purchases of up to 5,499,142 of its own ordinary shares, representing approximately 10 per cent. of the Company’s issued ordinary share capital as at 18 April 2023, 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 17, 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 per cent. of its issued share capital.

The authority sought under Resolution 17 will expire at the end of the Company’s Annual General Meeting in 2024, or at close of business on 25 September 2024, if earlier.

Notice for General Meetings: Resolution 18

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 18 will expire at the end of the Company’s Annual General Meeting in 2024.

Entitlement to vote

To be entitled to vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered on the register of members of the Company at 6:30 pm on 23 May 2023 (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 AGM.

Shareholders may vote on the resolutions being put to the meeting by appointing a proxy and giving their voting instructions in advance, either electronically or by using the enclosed Form of Proxy. The Board will review arrangements for the AGM and any additional and/or alternative measures in advance of the AGM, and if there are any changes to the arrangements, the Company will update shareholders via the RNS. The Company encourages shareholders to check its website (www.tbcbankgroup.com) regularly for the latest information on its engagement with shareholders and arrangements for the AGM.

Appointment of proxies

A shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A proxy need not be a shareholder of the Company, but must attend the AGM to represent you. Your proxy must vote as you instruct and must attend the AGM for your vote to be counted.

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 Limited not less than 48 hours (excluding non-working days) before the time appointed for holding the AGM.

Nominated Persons

A person who has been nominated under s.146 of the CA 2006 to enjoy information rights (a **"Nominated Person"**) may have a right under an agreement between him/her and the shareholder by whom he/she was nominated to be appointed, or to have someone else appointed, as a proxy of such shareholder for the AGM. 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 shareholder as to the exercise of voting rights.

The statement of the rights of shareholders 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 shareholders.

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 AGM (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 AGM. 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 shareholder can appoint one or more corporate representatives who may exercise on its behalf all its powers as a shareholder 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 6:00 pm on 18 April 2023 (being the last business day prior to publication of this notice), the Company's issued share capital comprised 54,991,419 ordinary shares carrying one vote each including ordinary shares held as treasury shares. As at such date, the Company held no ordinary shares as treasury shares. Therefore, the total number of voting rights in the Company as at 18 April 2023 is 54,991,419.

Right to publish a statement about the auditor

Under s.527 of the CA 2006 shareholders 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 AGM; 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 of the CA 2006.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with ss.527 or 528 (requirements as to website availability) of the CA 2006. Where the

Company is required to place a statement on a website under s.527 of the 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 of the CA 2006 to publish on a website.

Right to ask questions at the AGM

Any shareholder (or their appointed proxy) attending AGM has the right to ask questions at the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM 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 AGM 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 CA 2006, 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).