

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 on 19 May 2026 at 10 a.m., at 280 Bishopsgate, London, EC2M 4AG, United Kingdom, resolution 16 was passed as an ordinary resolution and resolutions 17 to 20 were passed as special resolutions.

ORDINARY RESOLUTION

RESOLUTION 16:

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**"):

- (a) up to an aggregate nominal amount of £185,755.98 (representing 18,575,598 ordinary shares, which represents approximately one-third of the Company's issued ordinary share capital as at 15 April 2026); and
- (b) in addition to the amount referred to in paragraph (a) above, up to a further aggregate nominal value of £185,755.98 (representing 18,575,598 ordinary shares which represents approximately one-third of the Company's issued ordinary share capital as at 15 April 2026) in relation to an allotment of equity securities (as defined in section 560(1) of the CA 2006) in connection with a pre-emptive offer:
 - (i) to holders of shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board consider it necessary, as permitted by the rights of those securities,

subject to the Board having a right to make such exclusions or other arrangements as they may deem necessary or expedient in relation to fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply (unless previously renewed, varied or revoked by the Company in a general meeting) for a period expiring at the conclusion of the Company's next Annual General Meeting (or at close of business on 19 August 2027, 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.

SPECIAL RESOLUTIONS

RESOLUTION 17:

That, subject to the passing of Resolution 16 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 16, 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 (but in the case of an authority conferred by paragraph(b) of Resolution 16 by way of a rights issue only), 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 regulatory body or stock exchange; 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, £55,726.79 (representing 5,572,679 ordinary shares, which represents 10% of the Company's issued ordinary share capital as at 15 April 2026),

provided that the powers conferred by this Resolution will expire at the Company's next Annual General Meeting (or at close of business on 19 August 2027 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.

RESOLUTION 18:

That, subject to the passing of Resolution 16 set out in the notice of Annual General Meeting of which this Resolution forms part, the directors be and are empowered, in addition to any authority granted under Resolution 17, 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 16, 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 the allotment of equity securities for cash or sale of treasury shares, 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, £55,726.79 (representing 5,572,679 ordinary shares, which represents 10% of the Company's issued ordinary share capital as at 15 April 2026) to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022; provided that the powers conferred by this Resolution will expire at the Company's next Annual General Meeting (or at close of business on 19 August 2027 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.

RESOLUTION 19:

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 5,572,679 (representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 15 April 2026);
- (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 19 August 2027, 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 20:

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