

TBC BANK

MINIMUM SHAREHOLDING POLICY FOR EXECUTIVE DIRECTORS

(All the requirement will be reflected in the contract with employee trust to be selected in 2019)

1. OVERVIEW

The document sets out the terms of the Minimum Shareholding Policy of TBC Bank Group PLC ("TBC").

The purpose of the Minimum Shareholding Policy is to align the interest of the Executive Directors with the long term interests of shareholders.

Each Executive Director must establish and maintain a level of share ownership in TBC equal to the Minimum Shareholding Requirement.

This policy operates by restricting the disposal of the relevant TBC shares. It does not require the Executive Directors to acquire additional TBC shares to satisfy the Minimum Shareholding Requirement.

2. SCOPE

This policy applies to the Executive Directors of TBC Bank Group PLC (the list is given in appendix 1)

3. THE MINIMUM SHAREHOLDING REQUIREMENT

This Minimum Shareholding Policy requires Executive Directors to build and maintain shares of at least 200% of base, gross salary, (the "Minimum Shareholding Requirement") during their tenure. Once the Minimum Shareholding Requirement has been met, the Executive Director must maintain the Minimum Shareholding Requirement for as long as the Executive Director remains an Executive Director. The Minimum Shareholding Requirement will also apply for two years post employment at a level equal to the lower of:

- i. 50% of the Minimum Shareholding Requirement immediately prior to departure; or
- ii. the Executive Director's actual shareholding on departure.

Executive Directors are prohibited from disposing of shares acquired by them from awards under any TBC equity-based incentive scheme, unless immediately after the disposal, the Executive Director continues to hold a number of TBC shares to satisfy the Minimum Shareholding Requirement.

4. SHARES COUNTED WITHIN THE MINIMUM SHAREHOLDING REQUIREMENT

Deferred TBC shares paid to the Executive Directors in relation to salary and bonus and vested awards from the TBC Group Long Term Incentive Plan (or equivalent scheme) can be included for the purposes of calculating the Minimum Shareholding Requirement. However, any deferred shares will be considered on a net of tax basis.

Unvested awards under the TBC Group Long Term Incentive Plan (or equivalent scheme) will not count towards the Minimum Shareholding Requirement.

5. SCOPE OF THE RESTRICTION

Executive Directors are prohibited from disposing of relevant TBC shares where, immediately after the disposal, the Executive Director no longer satisfies the Minimum Shareholding Requirement, except:

- i. as may be permitted by the Remuneration Committee at its sole discretion;
- ii. to the extent that such disposal is in compliance with statutory obligations (for example in relation to tax and social security obligations or in compliance with a court order).

TBC shares acquired through TBC's equity-based incentive schemes will be affected by this policy.

6. ENFORCEABILITY OF POLICY/ THE TRUSTEES OF THE EMPLOYEE BENEFIT TRUST

The Remuneration Committee can take any steps as it considers appropriate to ensure that the Minimum Shareholding Requirement is fulfilled.

An Employee Benefit Trust (“EBT”) will be established by TBC Bank for the purposes of satisfying the conditions set in the terms of the share based remuneration plans of executive directors and other eligible employee under the TBC Group Long Term Incentive Plan (or an equivalent share-based scheme). It is envisaged that the Trustee of the Employee Benefit Trust may be asked to hold shares in the EBT to satisfy the terms of the deferred TBC shares awarded to Executive Directors and other employees.

The Remuneration Committee can, without limitation, specify that the deferred TBC shares paid to the Executive Directors in relation to salary and bonus and vested awards from the TBC Group Long Term Incentive Plan (or equivalent scheme) can be held by the Trustee of the Employee Benefit Trust for as long as the shares are unvested. In the case of vested shares, they can be held by the Trustee of the EBT as nominee for the Executive Directors and other employees if they so wish during the holding period.

7. ANNUAL REPORTING

TBC will include details of the Minimum Shareholding Requirement and each Executive Director's compliance with the Minimum Shareholding Requirement within the Remuneration Policy of the Annual Report.

8. REVIEW OF POLICY

The Remuneration Committee will review this policy on a regular basis.

The Minimum Shareholding Requirement may be amended by the Remuneration Committee at its sole discretion. Any change to the Minimum Share Requirement will be notified to Executive Directors and the Remuneration Committee will include details of any changes within the Remuneration Policy.

Appendix 1

Vakhtang Butskhrikidze –CEO

Giorgi Shagidze -CFO