

To the Attention of the Shareholders of JSC Liberty Bank

Please be informed that the Annual General Meeting of shareholders (the “AGM”) of JSC Liberty Bank (the “Bank”) is intended to take place on 04 June 2024 at 11:00 AM at the Head Office of the Bank – 74 I. Chavchavadze Avenue, 0162, Tbilisi, Georgia.

- **Amount of shares and voting right**

As of the AGM convocation date, the Bank’s total outstanding voting common shares amount to 4,449,046,175 shares and outstanding preferred shares amount to 4,565,384 preferred shares.

- **AGM record date**

AGM record date is set at 14 May 2024 (“AGM Record Date”). Only those shareholders who are recorded as shareholders in the securities register maintained by the Bank’s independent register – JSC Kavkasreestri as of the AGM Record Date will be able to attend the AGM and vote for the issues on the Agenda;

- **Appointment of a representative on the AGM**

Shareholders may attend the AGM and vote for the issues in person or by a duly appointed representative acting based on a power of attorney certified by a notary. The notice on representation and the power of attorney shall be presented by the shareholder in the form of a material document on the legal address of the Bank.

- **Voting method on the AGM**

Voting on the AGM will take place through open ballot. Each issue on the AGM Agenda will be voted for separately. Each attending shareholder may vote for, against or abstain from voting.

- **Documents presented to the AGM**

2023 annual audited consolidated financial statements (published and available on the Bank’s web-site https://cdn.lb.ge/libertybank/files/02/51/36/FT8ZWIX610WoivUZyEVLgg/23-lb-ifrs-fs_lb_eng.pdf)

AGM AGENDA (the “Agenda”):

1. **Approval of the Bank’s 2023 annual Audited Consolidated Financial Statements;**

The management Board recommends to the AGM to approve 2023 annual audited consolidated financial statements prepared by the Bank and approved by the Bank’s independent external auditor EY LLC (EY). Statements are publicly available on the Bank’s official website.

2. **Approval of dividend pay-out on convertible preferred shares issued by the Bank (CPS) for the year 2023 in the amount of GEL 0.17 per CPS;**

In accordance with the CPS prospect approved by the NBG in 2012, the Bank pays each year to the registered CPS holders dividend for the preceding year in the amount of annual 17%. As per 2023 annual consolidated IFRS financial statements, the Bank’s net profit exceeded GEL 80 (eighty) million. Therefore, the Management Board recommends to the AGM to approve CPS dividend payout in the amount of annual 17% (GEL 776,115.28 in total) on 4,565,384 CPS issued and outstanding as of the dividend record date;

3. **Determination of 20 June 2024 as CPS dividend record date;**

In accordance with the applicable securities law and the charter of the Bank, the Management Board recommends to the AGM to determine 20 June 2024 as the CPS dividend record date.

4. **Determination of 05 July 2024 as CPS dividend pay-out date;**

In accordance with the securities law and the charter of the Bank, the Management Board recommends to the AGM to determine 05 July 2024 as the CPS dividend pay-out date.

5. **Re-election of the Bank's supervisory board independent member, Magda Magradze with a new term of office;**

Magda Magradze was elected as an independent supervisory board member in 2019. Considering that the term of service as the supervisory board member has expired, the Management Board recommends to the AGM to re-elect Magda Magradze as an independent supervisory board member with the term of 6 (six) months.

6. **Determination of the maximum ratio for the annual variable remuneration of the members of the Management Board of the Bank;**

The applicable Georgian law and banking regulations provide for the determination of maximum ratio for the annual variable remuneration of material risk takers by the general meeting of shareholders provided that such ratio will not hinder the Bank to comply with the applicable regulatory requirements, including the capital adequacy requirements. Therefore, the AGM is encouraged to determine the maximum ratio for the annual variable remuneration of the members of the Management Board of the Bank.

- **Making amendments/additions to the issues on the Agenda**

Shareholders/group of shareholders holding at least 5% of voting common shares may address the Bank at least 14 (fourteen) days prior to the AGM date and:

- Request addition of an issue to the AGM Agenda in which case the request shall be supported by respective substantiation or the draft resolution project;
- Provide draft resolution projects for the issues on the Agenda with the respective substantiation.

- **Procedure to receive AGM materials**

Full AGM materials may be received on the Bank's legal address based on a shareholder's written request submitted to the Bank.

Registration of shareholders intending to attend the AGM will start at 10:30 AM and end at 10:50 AM.

Right to participate in the AGM may be verified with the Bank's independent securities register – JSC Kavkasreestri on the following address – 74a I. Chavchavadze Avenue, Tbilisi, Georgia.

Sincerely,

Vakhtang Babunashvili
Chief Financial Officer
JSC Liberty Bank