

**To the Attention of the Shareholders of JSC Liberty Bank**

Please be informed that the Annual General Meeting of shareholders of JSC Liberty Bank (the “Bank”) is intended to take place on 05 June 2025 (the “AGM”) at 11:00 AM at the Head Office of the Bank – 74 I. Chavchavadze Avenue, 0162, Tbilisi, Georgia.

- **Amount of outstanding shares**

As of the AGM convocation date, the Bank’s total outstanding and paid-up 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 15 May 2025. Only those shareholders who hold shares in the system of the Central Securities Depository of Georgia through an account keeper 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 on the basis of a power of attorney certified by a notary. The notice on representation and the power of attorney shall be presented by the proxy 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 or against the issue or abstain from voting.

- **Documents to be presented to the AGM**

2024 annual audited consolidated financial statements.

- AGM AGENDA includes the following issues:

1. **Approval of the Bank’s 2024 annual Audited Consolidated Financial Statements;**

*The management Board recommends to the AGM to approve 2024 annual audited consolidated financial statements prepared by the Bank and approved by the Bank’s independent external auditor EY LLC (EY). The Statements have been published and are publicly available on the Bank’s official website - [https://cdn.lb.ge/libertybank/files/02/59/04/CJBshRuIL0eLukTE5u\\_dfg/24-lb-ifrs-consolidated-fs-eng.pdf](https://cdn.lb.ge/libertybank/files/02/59/04/CJBshRuIL0eLukTE5u_dfg/24-lb-ifrs-consolidated-fs-eng.pdf)*

2. **Approval of dividend pay-out on convertible preferred shares issued by the Bank (CPS) for the year 2024 in the amount of GEL 0.17 per CPS;**

*In accordance with the final CPS prospectus approved in 2012, each year following the reporting calendar year, the Bank pays dividend in the amount of annual 17% to the registered CPS holders. As per 2024 annual consolidated audited IFRS financial statements, the Bank’s net income was equal to more than GEL 100 million. Therefore, the Management Board recommends to the AGM to approve CPS dividend payout in the amount of annual 17% on 4,565,384 CPS issued and outstanding as of the dividend record date which amounts to aggregated GEL 776,115.28;*

3. **Determination of 23 June 2025 as 2024 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 23 June 2025 as the CPS dividend record date.*

4. **Determination of 09 July 2025 as 2024 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 09 July 2025 as the CPS dividend pay-out date.*

5. **Subject to no-objection of the National Bank of Georgia and provided that the requirements set forth under Article 181 of the Georgian Law on Entrepreneurs will be complied with, approval of interim dividend pay-out on outstanding and fully paid-up common shares („Common Shares”) and determination of total aggregated interim dividend amount distributable on Common Shares at no less than GEL 35 (thirty five) million and no more than GEL 70 (seventy) million with the exact distributable interim dividend amount equalling to the lesser of the three below, less the sum of 3 (three) million US Dollars equivalent in GEL based on the official rate published by the NBG on the payment date and GEL 5.5 (five and a half) million:**

- The actual unaudited net profit (as calculated per IFRS) of the Bank for the period starting on 1st January 2025 and ending on the 30th of June 2025); or

- Such amount as, when divided by the average unaudited shareholder equity of the Bank during the period starting on the 1st January 2025 and ending on the 30th of June 2025, equals to the average return on equity (ROE) for the 2023 and 2024 financial years as calculated according to the 2024 audited accounts; or
- Such amount as, when divided by the average Assets of the Bank during the period starting on 1st January 2025 and ending on the 30th of June 2025, equals to the average return on Assets (ROA) for the 2023 and 2024 financial years as calculated according to the 2024 audited accounts.

*The Management Board recommends to the AGM to approve dividend distribution on Common Shares as set forth under the AGM Agenda;*

**6. Determination of 23 June 2025 as Common Share 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 23 June 2025 as the Common Share dividend record date.*

**7. Determination of 09 July 2025 as Common Share 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 09 July 2025 as the Common Share dividend pay-out date.*

**8. Re-election of the Bank's supervisory board independent member, Magda Magradze until the date of the general meeting of shareholders of the Bank immediately following the AGM;**

*Magda Magradze was elected as an independent supervisory board member in 2019. In 2024 the general meeting of shareholders approved Magda Magradze's election for the term of 6 months which has expired as at the AGM date. However, according to the applicable law of Georgia, the term of office for the supervisory board member shall extend until the date of the following general meeting of shareholders. Therefore, to ensure the Bank's uninterrupted operation and enable the supervisory board to adequately fulfil its duties and powers, the Management Board recommends to the AGM to approve re-election of Magda Magradze as a supervisory board member until the date of the general meeting of shareholder immediately following the AGM.*

- **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 at 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 on 05 June 2025.

Right to participate in the AGM may be verified with the respective account keeper through which the shareholder holds shares in the system of the Central Securities Depository of Georgia.

Sincerely,

Vakhtang Babunashvili  
Chief Financial Officer  
JSC Liberty Bank