

**NOTICE OF ANNUAL GENERAL MEETING 2024**

**NOTICE** is given that the Annual General Meeting of the Company will be held at Waverley Gate, Edinburgh on 13 August 2024 at 15.00hrs to consider and, if thought fit, pass the resolutions below as ordinary resolutions:

**GENERAL BUSINESS OF THE MEETING**

- 1 THAT the Company's audited report and accounts for the year ended 31 March 2024, together with the Director's Report, Strategic Report, and the Auditor's Report on those accounts, be received and adopted.
- 2 THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £230,900,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the next annual general meeting after the date on which this resolution is passed (unless previously revoked or varied by the Company) except that the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares but without prejudice to any allotment of shares already made, offered or agreed to be made pursuant to such authorities.

**BY ORDER OF THE BOARD**



.....  
Willie Watt, Chair  
Dated: 27 June 2024  
Registered office:  
Waverley Gate  
2-4 Waterloo Place  
Edinburgh  
EH1 3EG

## **Notes**

### **Appointment of proxies**

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting.
2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you.
3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
4. If you would like to appoint a proxy to act on your behalf, please email the Company Secretary, [SNIBBoardCommittees@thebank.scot](mailto:SNIBBoardCommittees@thebank.scot).

## **Explanatory Notes**

### Entitlement to attend and vote

Unless otherwise permitted to attend and speak at the annual general meeting, only the Shareholder (or those otherwise entitled to exercise the Shareholder's rights in relation to a general meeting) is entitled to attend and vote at the meeting. The meeting can be attended by video conference and dial in details will be provided.

### Resolution 1

The directors of the Company are required to present the accounts, the Directors' Report, the Strategic Report, and the Auditor's Report on the accounts to the annual general meeting. A copy of the report and accounts shall be provided to the Shareholder with this notice of meeting.

### Resolution 2

Under UK companies' legislation the Company's directors may generally only allot ordinary shares if authorised to do so by the shareholders. For reasons of efficiency, this resolution would give the directors the authority to allot ordinary shares up to an aggregated nominal amount equal to £230,900,000. The authority sought under this resolution will expire on the conclusion of the annual general meeting of the Company to be held in 2025.