

BANK OF GEORGIA GROUP PLC

Company number: 10917019

General Meeting

14 March 2024

The following resolution concerning special business was passed at Bank of Georgia Group Plc's General Meeting held on 14 March 2024.

Unless otherwise defined in this resolution, defined terms used have the meaning given to them in the Circular published on 19 February 2024.

ORDINARY RESOLUTION

THAT the proposed acquisition of the entire issued share capital of Ameriabank by the Company and JSC Bank of Georgia from each of (i) IMAST Group (CY) Limited; (ii) European Bank for Reconstruction and Development; (iii) Asian Development Bank; (iv) Afeyan Foundation for Armenia Inc.; and (v) ESPS Holding Limited (the entities listed at (i) – (v), together, the "**Sellers**"), on the terms and subject to the conditions contained in the Acquisition Agreement dated 18 February 2024 between the Company, JSC Bank of Georgia and the Sellers, and the Shareholders' (Put and Call Option) Agreement entered into between the Company, JSC BOG and EBRD on the same date (and becoming effective on and from Completion), in each case as defined and described in the circular sent to the Company's Shareholders dated 19 February 2024 (the "**Circular**"), together with all other agreements and ancillary agreements contemplated by the Acquisition Agreement and the Shareholders' (Put and Call Option) Agreement, be and is hereby approved and that the BOGG Board (or any duly authorised committee thereof) be and are hereby authorised to:

- (a) take all such steps as the BOGG Board considers to be necessary or desirable in connection with, and to implement, the Acquisition (as defined in the Circular); and
- (b) to agree such modifications, variations, revisions, waivers, extensions or amendments to any of the terms and conditions of the Acquisition and the associated and ancillary agreements and documents contemplated by the Acquisition and/or described in the Circular, including the Acquisition Agreement and the Shareholders' (Put and Call Option) Agreement (provided such modifications, variations, revisions, waivers, extensions or amendments are not of a material nature), as they may in their absolute discretion deem necessary, appropriate or desirable, including, without limitation, the waiver of any Conditions to the Acquisition Agreement.



Nicholas Pervin
For and on behalf of Computershare Company Services Limited
Company Secretary of Bank Georgia Group PLC