

BANK OF GEORGIA GROUP PLC

ANNUAL GENERAL MEETING

At the Annual General Meeting of the shareholders of Bank of Georgia Group PLC (the "**Company**") convened and held on Monday 17 June 2024, resolutions 15 and 16 were duly passed as ordinary resolutions of the Company and resolutions 17, 18, 19 and 20 were duly passed as special resolutions of the Company. The full text of each of these resolutions is presented below.

ORDINARY RESOLUTIONS

15. Political Donations

THAT, in accordance with sections 366 and 367 of the Companies Act 2006 (the "**Act**"), the Company and any subsidiary of the Company, during the period beginning with the date of the passing of this resolution and expiring at the conclusion of the Company's AGM in 2025 (unless this authority has been renewed, revoked or varied by the Company in a general meeting), be authorised to:

- a) make donations to political parties or independent election candidates, not exceeding £100,000 in total;
- b) make donations to political organisations other than political parties, not exceeding £100,000 in total; and
- c) incur political expenditure, not exceeding £50,000 in total.

The above amounts may be comprised of one or more amounts in different currencies, as the Board may determine. Any terms used in this resolution which are defined in Part 14 of the Act shall bear the same meaning for the purposes of this resolution 15.

16. Authority to Allot Shares

THAT, in substitution for all existing authorities, the Board be generally and unconditionally authorised for the purposes of section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- a) up to an aggregate nominal value of £151,404.93 (representing 15,140,493 Ordinary Shares, which represents approximately one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 24 April 2024, being the latest practicable date prior to publication of this notice of AGM); and
- b) in addition to the amount referred to in paragraph (a) above, up to a further aggregate nominal value of £151,404.93 (representing 15,140,493 Ordinary Shares, which represents approximately one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 24 April 2024 being the latest practicable date prior to publication of this notice of AGM) in relation to an allotment of equity securities (as defined in section 560(1) of the Act) in connection with a pre-emptive offer:
 - i. to holders of shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Board consider it necessary, as permitted by the rights of those securities,

subject to the Board having a right to make such exclusions or other arrangements as they may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the conclusion of the Company's AGM in 2025 or, if earlier, at the close of business on 17 September 2025 (being 15 months after the date of the forthcoming AGM) save that the Company may, before the authority expires, make offers and/or enter into agreements which would, or might, require equity securities to be allotted, or rights to be granted, after the authority expires and the Board may allot shares or grant rights to subscribe for or to convert any security into shares under any such offer or agreement as if the authority conferred by this resolution 16 had not expired.

SPECIAL RESOLUTIONS

17. Disapplication of Pre-emption Rights

THAT, subject to the passing of resolution 16, the Board be and are generally authorised to allot equity securities (as defined in the Act) for cash pursuant to the authority granted by resolution 16 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority be limited:

- a) to the allotment of equity securities for cash and/or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but for the authority granted under paragraph (b) of resolution 16 by way of a pre-emptive offer (including an offer by way of a rights issue of an open offer)):
 - i. to ordinary shareholders in proportion (as nearly as practicable to their respective existing holdings); and
 - ii. to holders of other equity securities, as required by the rights attaching to those securities, or if the Board otherwise considers it necessary, as permitted by the rights attaching to those securities,

and so that the Board may impose limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter whatsoever; and

- b) in the case of authority granted under paragraph (a) of resolution 16 and/or in the case of any sale of treasury shares for cash (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to a nominal amount not exceeding, an aggregate amount of £45,426.02 (being 4,542,602 Ordinary Shares, which represents approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 24 April 2024, being the latest practicable date prior to publication of this notice of AGM);
- c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) of this resolution 17) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of AGM,

provided that the authority conferred pursuant to this resolution 17 shall expire at the conclusion of the Company's next AGM in 2025 or, if earlier, at the close of business on 17 September 2025 (being 15 months after the date of the forthcoming AGM), save that in each case, prior to

its expiry, the Company may make offers, and/or enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after this authority expires and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority given by this resolution 17 had not expired.

18. Specific Authority to Dis-apply Pre-emption Rights in Connection with an Acquisition or Specified Capital Investment

THAT, subject to the passing of resolution 16, the Board be and are generally authorised (in addition to the authority given by resolution 17) to allot equity securities (as defined in the Act) for cash pursuant to the authority given by that resolution 16 and/ or to sell Ordinary Shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority be:

- a) limited to the allotment of equity securities and/or sale of treasury shares, up to a nominal amount of £45,426.02 (being 4,542,602 Ordinary Shares, representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 24 April 2024, being the latest practicable date prior to the publication of this notice of AGM) such power to be used only for the purposes of financing a transaction which the Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of AGM or for the purposes of refinancing such a transaction within 12 months of its taking place; and
- b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this resolution 18) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a), such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of AGM,

provided that such authority shall expire at the conclusion of the Company's AGM in 2025 or, if earlier, at the close of business on 17 September 2025 (being 15 months after the date of the forthcoming AGM), save that, in each case, prior to its expiry, the Company may make offers, and/or enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after this authority expires and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority given by this resolution 18 had not expired.

19. Authority to Purchase Ordinary Shares

THAT the Company be generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of the Act) of Ordinary Shares, on such terms and in such manner as the Board may from time to time determine, provided that:

- a) The maximum aggregate number of Ordinary Shares which may be purchased is 4,542,602 (representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 24 April 2024, being the latest practicable date prior to the publication of this notice of AGM);
- b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is £0.01; and
- c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of:

Company number: 10917019

- i. 105% of the average of the middle-market price of an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such Ordinary Share is contracted to be purchased; and
- ii. an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent purchase bid for an Ordinary Share as derived from the London Stock Exchange Trading System at the time the purchase is carried out,

provided that the authority conferred by this resolution 19 shall expire at the conclusion of the Company's AGM in 2025 or, if earlier, at the close of business on 17 July 2025, being 13 months after the date of the forthcoming AGM (except in relation to any purchase of Ordinary Shares for which the contract was concluded before such date and which would or might be executed wholly or partly after such date).

20. Notice of General Meetings

THAT the Company be authorised to call General Meetings of the Company, other than Annual General Meetings, on not less than 14 clear days' notice.

Computershare Company Secretarial Services Limited
Company Secretary
17 June 2024