

**THIS DOCUMENT IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION**

This document gives Notice of the Annual General Meeting of Bank of Georgia Holdings PLC and sets out resolutions to be voted on at the meeting. If you are in any doubt as to any aspect of the proposals referred to in this document or the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares in Bank of Georgia Holdings PLC, please pass this document together with the accompanying documents at once to the purchaser or transferee, or to the person who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares.



Bank of Georgia Holdings PLC

Notice of the Annual General Meeting

To be held on 23 May 2013

Bank of Georgia Holdings PLC
84 Brook Street
London W1K 5EH
United Kingdom

Registered in England and Wales
No: 07811410

18 April 2013

LETTER FROM THE CHAIRMAN



Dear Shareholder

I am pleased to be writing to you, on behalf of the Board of Directors, with details of the Annual General Meeting (**AGM**) of Bank of Georgia Holdings PLC (the **Company**) which will be held at Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS on Thursday, 23 May 2013 at 10:00 am (London time). The doors will open at 9:30 am (London time) and refreshments will be served before the meeting.

The formal notice of the AGM is set out on pages 4 to 7 of this document.

The AGM is one of the key ways we communicate with you, our shareholders. It is an important opportunity for you to express your views by attending, raising questions and voting at the AGM, and the Board encourages you to do so.

Final Dividend

Shareholders are being asked to approve a final dividend of GEL 1.5 per share payable in British Sterling on 19 June 2013 to shareholders recorded on the register of members at 6:00 pm (London time) on 7 June 2013 (**Record Date**).

Board Re-Election

In accordance with the provisions of the UK Corporate Governance Code, all directors will be standing for re-election.

Voting at the AGM

In order for the voting preferences of all shareholders to be taken into account, not only those who can physically attend, the Company will conduct a poll vote on all resolutions put to the AGM. If you would like to vote on the resolutions being put to the AGM but will not attend in person, please complete the enclosed **Form of Proxy** and return it in the envelope provided to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS996ZY as soon as possible. Alternatively, you can vote online at www.investorcentre.co.uk/eproxy using the Control Number, your unique PIN and Shareholder Reference Number (SRN) printed on your Form of Proxy. The return of the Form of Proxy by post or registering your vote online will not prevent you from attending the AGM and voting in person should you so wish.

To be valid, the Form of Proxy or online voting instruction must be received by Computershare no later than 10:00 am (London time) on 21 May 2013. CREST members may choose to use the CREST electronic proxy appointment service in accordance with the procedures set out in note 5 on page 17.

The results of the poll will be released to the market via the Regulatory News Service of the London Stock Exchange and published on the Company's website as soon as practicable after the conclusion of the AGM.

Explanatory Notes on all the business to be considered at this year's AGM appear on pages 8 to 15 of this document. The Board believes that all of the proposals set out in this Notice of AGM are in the best interests of shareholders as a whole and the Company and unanimously recommends that you vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings.

Yours faithfully,



Neil Janin
Group Chairman
Bank of Georgia Holdings PLC
18 April 2013

NOTICE OF ANNUAL GENERAL MEETING 2013

This year's AGM will be held at Freshfields Bruckhaus Deringer LLP, 65 Fleet Street, London EC4Y 1HS on Thursday, 23 May 2013 at 10:00 am (London time). You will be asked to consider, and if thought fit, pass the resolutions below. Resolutions 1 to 15 are proposed as ordinary resolutions and resolutions 16 to 18 are proposed as special resolutions.

Ordinary Resolutions

1. To receive the Company's Annual Report and Accounts, together with the reports of the Directors and auditors. As this is the first year the Company is producing annual accounts, the accounts also cover the period from the date of incorporation until 31 December 2012.
2. To declare a final dividend of GEL 1.5 per ordinary share in the share capital of the Company of £0.01 each (each an **Ordinary Share**) recommended by the Directors of the Company payable in British Sterling for the year ended 31 December 2012.
3. To approve the Director's Remuneration Report for the year ended 31 December 2012, as set out on pages 80 to 89 of the Annual Report and Accounts.
4. To re-elect Neil Janin, as Chairman.
5. To re-elect Irakli Gilauri, the Executive Director.
6. To re-elect David Morrison, a non-executive Director.
7. To re-elect Allan Hirst, a non-executive Director.
8. To re-elect Alasdair Breach, a non-executive Director.
9. To re-elect Kaha Kiknavelidze, a non-executive Director.
10. To re-elect Ian Hague, a non-executive Director.
11. To re-elect Hanna Loikkanen, a non-executive Director.
12. To re-appoint Ernst & Young LLP as auditor to the Company from the date of passing this resolution and expiring at the conclusion of the Company's AGM in 2014.
13. To authorise the Board to set the auditor's fees.
14. 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 passing this resolution and expiring at the end of the Company's AGM in 2014 (unless such authority has been renewed, revoked or varied by the Company in a general meeting), be authorised to:
 - a) make political donations to political parties or independent election candidates not exceeding £300,000 in total;

- b) make political donations to other political organisations not exceeding £50,000 in total; and
- c) incur political expenditure not exceeding £50,000 in total.

For the purposes of this resolution, the expressions '*political donations*', '*political parties*', '*independent election candidates*' '*political organisations*' and '*political expenditure*' have the meanings set out in Part 14 of the Act.

15. THAT, in substitution for all existing authorities, the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Act to exercise all the powers of the Company to:

- a) allot shares (as defined in section 540 of the Act) in the Company and grant rights to subscribe for or to convert any securities into shares in the Company, and make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares be granted, after expiry of this authority, up to an aggregate nominal value of £119,697; and
- b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal value of £239,395 in connection with an offer by way of a rights issue:
 - i. to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities (as defined in section 560 of the Act) as required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities (subject to any arrangements which the Directors consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, regulatory or practical problems or any other matter),

such amount to be reduced by the aggregate nominal amount of Ordinary Shares allotted or rights to subscribe for or to convert any securities into Ordinary Shares in the Company granted under paragraph a) of this resolution,

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 2014 (save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted, or rights to be granted, after the authority expires and the Directors 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 authorisations had not expired).

Special Resolutions

16. THAT, in substitution of all existing powers, and subject to the passing of resolution 15, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) wholly for cash, pursuant to the authority given by resolution 15 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case:

- a) in connection with a pre-emptive offer; and
- b) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £17,954,

as if section 561(1) of the Act did not apply to any such allotment.

This power shall expire at the conclusion of the Company's AGM in 2014 (save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired).

For the purposes of this resolution:

- 1) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of Ordinary Shares in proportion to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors 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;
- 2) references to an allotment of equity securities shall include a sale of treasury shares; and
- 3) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

17. 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 Directors may from time to time determine, and where such Ordinary Shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:

- a) the maximum number of Ordinary Shares which may be purchased is 3,590,938;

- 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:
 - i. 105 per cent. 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. the price stipulated by Article 5(1) of Buy-back and Stabilisation Regulation (Commission Regulation (EC) No 2273/2003).

This authority shall expire at the conclusion of the Company's AGM in 2014 (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).

18. THAT the Directors be authorised to call general meetings (other than an Annual General Meeting) on not less than 14 clear days' notice.

By Order of the Board

Kate Bennett Rea
on behalf of KB Rea Ltd.

Kate Bennett Rea, on behalf of KB Rea Ltd.

Company Secretary
18 April 2013

Registered Office:
84 Brook Street
London W1K 5EH
United Kingdom

Registered in England and Wales No: 07811410

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages are given as explanations of the proposed resolutions.

Resolutions 1 to 15 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolutions.

Resolutions 16 to 18 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Please note that a “vote withheld” (as it appears in the Form of Proxy) is not a vote in law and will not be counted in the calculation of the proportion of votes “for” or “against” a resolution.

Resolution 1: Annual Report and Accounts

The Directors are required by law to present, for each financial year, copies of the Company’s Annual Report and Accounts to shareholders at a general meeting.

Resolution 2: Declaration of a Final Dividend

Final dividends must be approved by shareholders of the Company but cannot be more than the amount recommended by Directors.

If the AGM approves resolution 2, the final dividend of GEL 1.5 per Ordinary Share will be paid in British Sterling on 19 June 2013 to shareholders on the UK register of members at the close of business in London on 7 June 2013.

The proposed dividend timetable is as follows:

Ex-Dividend Date:	5 June 2013
Record Date:	7 June 2013
Currency Conversion Date:	10 June 2013
Payment Date:	19 June 2013

Resolution 3: Director’s Remuneration Report

The Company is required by law to seek the approval of shareholders of its annual report on remuneration policy and practice. Shareholders are invited to vote on the Director’s Remuneration Report, which may be found on pages 80 to 89 of the Annual Report and Accounts. This vote is advisory in nature, in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the resolution is not passed.

Resolutions 4 to 11: Re-election of Directors

In accordance with the provisions of the UK Corporate Governance Code, all of the Directors will be standing for re-election this year.

The Nomination Committee is responsible for making recommendations to the Board on directorship appointments and the suitability of candidates required to produce a balanced board and establishing succession plans.

The Nomination Committee has reviewed the performance of each Director now standing for re-election and, having considered the complementary skills and expertise brought by each to the Board, the Nomination Committee believes that they continue to be effective and to demonstrate commitment to their roles. The Board as a whole is content that, with the exception of Ian Hague and Hanna Loikkanen, each Non-executive Director standing for election is independent in character and judgement and that there are no relationships or circumstances likely to affect that independence. Ian Hague and Hanna Loikkanen are connected with two major shareholders of the Company and therefore are not considered to be independent.

Biographical details of each of the Directors standing for re-election are as follows:

Neil Janin, Chairman

Neil Janin was appointed as Chairman of the Company on 24 October 2011 and was elected by shareholders on 1 June 2012. He serves as Chairman of the Company's Board and the Nomination Committee as well as a member of the Company's Remuneration Committee. Mr Janin also serves as Chairman of the Supervisory Board of the Bank and a member of the Bank's Remuneration Committee, positions he has held since 2010.

Prior to joining the Bank in 2010, Mr Janin was a director of McKinsey & Company, based in its Paris office. He was employed by McKinsey & Company for over 27 years, from 1982 until his retirement. At McKinsey and Company, Mr Janin was involved with engagements in the retail, asset management and corporate banking sectors that included every aspect of organisational practice such as design, leadership, governance, performance enhancement and transformation. Before joining McKinsey & Company, Mr Janin worked for Chase Manhattan Bank (now JP Morgan Chase) in New York and Paris, and Procter & Gamble in Toronto. Outside of the Group, Mr Janin serves as counsel to chief executive officers of both for-profit and non-profit organisations, and continues to provide consulting services to McKinsey & Company. He also serves as a director of E-Search Vision and Telemedinvest. In 2009, while serving as member of the French Institute of Directors (IFA), Mr Janin authored a position paper on the responsibilities of the board of directors with respect to the design and implementation of a company's strategy.

Mr Janin holds an MBA from York University, Toronto and a joint honours degree in Economics and Accounting from McGill University, Montreal. Mr Janin will be 58 years old at the date of the AGM.

Irakli Gilauri, Chief Executive Officer

Irakli Gilauri was appointed as an Executive Director of the Company on 24 October 2011 and was elected by shareholders on 1 June 2012. Mr Gilauri has served as Chief Executive Officer of the Company since his appointment in 2011 and also serves as Chief Executive Officer of the Bank, a position held since May 2006. Mr. Gilauri is also Chairman of the Company's Executive Committee, Chairman of the Supervisory Board of Aldagi BCI and a

member of the Supervisory Board of the following subsidiaries of the Bank: BG Capital, BNB, Galt & Taggart Holdings and m2 Real Estate. Mr Gilauri also serves as CEO of m2 Real Estate. Prior to his appointment as Chief Executive Officer of the Bank, Mr. Gilauri served as Chief Financial Officer of the Bank from 2004, as part of the new management team tasked with restructuring the Bank. Mr Gilauri is a career banker, having started his career at EBRD after a brief experience of working at the National Bank of Georgia. As a banker at EBRD's Tbilisi and London offices for four years, his work experience included transactions involving debt and private equity investments in Georgian companies.

Mr Gilauri received his undergraduate degree in Business Studies, Economics and Finance from the University of Limerick, Ireland, in 1998. He was later awarded the Chevening Scholarship, granted by the British Council, to study at the Cass Business School of City University, London, where he obtained his Master of Science Degree in Banking and International Finance in 2004. Mr Gilauri will be 37 years old at the time of the AGM.

David Morrison, Senior Independent Non-Executive Director

David Morrison was appointed as the senior independent non-executive Director of the Company on 24 October 2011 and was elected by shareholders on 1 June 2012. Mr Morrison is also a member of the Company's Audit, Remuneration and Nomination Committees. Mr Morrison also serves as Vice-Chairman of the Bank's Supervisory Board and member of the Bank's Audit and Remuneration Committees, positions he has held since 2010.

Prior to joining the Supervisory Board of the Bank in 2010, Mr Morrison worked for 28 years at Sullivan & Cromwell LLP, where he served as Managing Partner of the firm's continental European offices. His practice focused on advising public companies in a transactional context, from mergers and acquisitions to capital raisings. Key banking clients he advised include most of the major international investment banks, and Germany's development bank KfW (Mr Morrison served on the board of directors of KfW's finance subsidiary for 20 years) and Banco Espirito Santo in Portugal. In 2008, he became founding executive director of the Caucasus Nature Fund, a charitable trust fund dedicated to nature conservation in Georgia, Armenia and Azerbaijan. Mr. Morrison is the author of several publications on securities law related topics, and has been recognised as a leading lawyer in two jurisdictions—Germany and France.

Mr Morrison graduated from Yale College in 1974, received his Law degree from University of California, Los Angeles, and was a Fulbright scholar at the University of Frankfurt. Mr Morrison will be 60 years old at the time of the AGM.

Alasdair (Al) Breach, Independent Non-Executive Director

Al Breach was appointed as an independent non-executive Director of the Company on 24 October 2011 and was elected by shareholders on 1 June 2012. Mr Breach serves as Chairman of the Company's Remuneration Committee and is a member of the Company's Nomination Committee. Mr Breach also served as a member of the Bank's Supervisory Board and Chairman of the Bank's Remuneration Committee, positions he has held since 2010.

Mr Breach runs Furka Advisors, a Swiss-based asset management firm, is a significant shareholder in Gemstock Growth Fund and is the co-founder of The Browser.com, a web-based curator of current affairs writing, established in 2008. He also serves on the board of

Vostok Nafta Investment Ltd., MFX Solutions. In January 2003, Mr Breach joined Brunswick UBS (later UBS Russia) as Chief Economist, and later additionally became Head of Research and MD until October 2007. From 1998 to 2002, Mr Breach was Russia and FSU economist at Goldman Sachs, based in Moscow.

Mr Breach obtained an MSc in Economics from London School of Economics and a degree in Mathematics with Philosophy from Edinburgh University. Mr Breach will be age 42 at the time of the AGM.

Allan Hirst, Independent Non-Executive Director

Allan Hirst was appointed as an independent non-executive Director of the Company on 24 October 2011 and was elected by shareholders on 1 June 2012. Mr Hirst serves as Chairman of the Company's Audit Committee and a member of the Company's Nomination Committee. Mr Hirst also serves as a member of the Bank's Supervisory Board, a position he has held since 2006, and as Chairman of the Bank's Audit Committee, a position he has held since 2010.

Prior to joining the Bank, Mr Hirst was employed by Citibank N.A. for nearly 25 years until his retirement in February 2005. At Citibank, he led the bank's expansion into Central and Eastern Europe, Russia and Central Asia. From 1999 to 2004, Mr Hirst served as President and Managing Director of ZAO Citibank Russia, with oversight over the bank's operations in the CIS. Prior to moving to Russia, Mr Hirst worked in various senior capacities at Citibank, including as division executive in the Middle East and Indian Sub-continent and as division executive responsible for establishing the bank's network in Central and Eastern Europe. Mr Hirst additionally serves as non-executive director of the Financial Services Volunteer Corps and Phico Therapeutics. He is also a member of Executive Committee of the board of the FSVC.

Mr Hirst received an MBA from University of Texas. Mr Hirst will be age 63 at the time of the AGM.

Kakhaber (Kaha) Kiknavelidze, Independent Non-Executive Director

Kaha Kiknavelidze was appointed as an independent non-executive Director of the Company on 24 October 2011 and was elected by shareholders on 1 June 2012. Mr Kiknavelidze also serves as a member of the Company's Audit and Nomination Committees. Mr Kiknavelidze also serves as a member of the Bank's Supervisory Board and Audit Committee, positions he has held since 2008.

Mr Kiknavelidze is the managing partner of Rioni Capital Partners LLP, the investment management company which he founded in 2007. Mr Kiknavelidze has over 15 years of experience in the equity markets, including serving as Executive Director of UBS where he supervised the Russian oil and gas research team. Prior to joining UBS, he spent eight years at Troika Dialog, initially covering metals and mining and the utilities sectors and later, as deputy head of research and associate partner, leading the oil and gas team. Mr Kiknavelidze started his career at the Bank as a Financial Manager in 1994.

Mr Kiknavelidze received his undergraduate degree in Economics with honours from the Georgian Agrarian University in Tbilisi, Georgia and received his MBA from Emory University in the United States. Mr Kiknavelidze will be 40 years old at the time of the AGM.

Ian Hague, Non-Executive Director

Ian Hague was appointed as a non-executive Director of the Company on 24 October 2011 and was elected by shareholders on 1 June 2012. Mr. Hague is a member of the Company's Nomination Committee and has served as a member of the Bank's Supervisory Board since 2004.

Mr Hague is the Managing Partner and co-founder of Firebird Management LLC, a New York-based investment fund since 1994. Prior to this, he worked for the United Nations Secretariat. Mr Hague currently also serves as a Director for Global Gold, NBD Bank, SDM Bank, Elise Holdings, Lexik Holdings, Amber Trust and Amber Trust II.

Mr Hague received his undergraduate degree from Wesleyan University in 1983 and was awarded a Masters degree from Monterey Institute of International Studies. He has also conducted graduate work at Columbia University's Harriman Institute. Mr Hague will be 51 years old at the time of the AGM.

Hanna-Leena (Hanna) Loikkanen, Non-Executive Director

Hanna Loikkanen was appointed as a non-executive Director of the Company on 24 October 2011 and was elected by shareholders on 1 June 2012. Ms Loikkanen serves as a member of the Company's Nomination Committee and has served as a member of the Bank's Supervisory Board since 2010.

Ms Loikkanen has over 18 years of experience in working with financial institutions in Russia and Eastern Europe. She has been the Chief Representative and Head of the Private Equity team at East Capital, a Swedish asset management company in Moscow, since November 2007. Ms Loikkanen previously held the position of Country Manager and Chief Executive Officer at FIM Group in Russia, a Finnish investment bank, where she was responsible for setting up and running the Bank's brokerage and corporate finance operations in Russia. Before joining FIM Group, Ms Loikkanen worked for Nordea Finance for four years in various management positions in Poland, the Baltic States and Finland. Earlier in her career, Ms Loikkanen worked for Merita Bank in St. Petersburg as Chief Representative as well as SEB in Moscow.

Ms Loikkanen currently also serves as a director of East Capital Explorer Investments AB, RDF AG, EEDF AG, Laomar Ltd, Locko Bank CJSC, Locko Invest CJSC, Probusiness Bank CJSC, Morgan & Stout CJSC and AKI Bank CJSC.

She holds a Masters degree in Economics and Business Administration from the Helsinki School of Economics. Ms Loikkanen will be 43 years old at the time of the AGM.

Resolutions 12 and 13: Re-appointment of auditor and setting of auditor's fees

At each general meeting at which accounts are presented, the Company is required to appoint an auditor to hold office until the conclusion of the Company's next AGM in 2014.

The performance and effectiveness of the auditor, which included an assessment of the auditor's independence and objectivity, has been evaluated by the Company's Audit Committee which has recommended to the Board that Ernst & Young LLP be re-appointed. Ernst & Young LLP has also indicated that it is willing to continue as the Company's auditor. Shareholders are asked to re-appoint Ernst & Young LLP as auditor and, following normal practice, to authorise the Board to set the auditor's fees.

Resolution 14: Authority to make political donations

Any political donations or expenditure regulated by the Act requires shareholder approval. It is not the Company's policy to make political donations or to incur political expenditure, however the scope of the definitions of political expenditure, political parties, independent election candidates and political organisations within the Act are sufficiently broad for the Company to seek shareholder approval as a precautionary measure so that its usual business activity does not inadvertently commit a technical breach of the Act.

The resolution proposes a cap of £50,000 per category subject to an aggregate cap for authorised political donations or expenditure of £50,000 in total. The authority being sought will be effective until the end of Company's AGM in 2014, unless previously renewed, revoked or varied by the Company in a general meeting. The Directors will seek to renew this authority at each AGM.

Resolutions 15: Director's authority to allot shares

Under section 551 of the Act, the Directors may only allot shares, or grant rights to subscribe for or convert any securities into shares, if shareholders in a general meeting have given them the authority to do so. The authority given to the Directors at the Company's AGM in 2012 to allot ordinary shares or grant rights to subscribe for or convert any security into such shares will expire at the end of this year's AGM. Accordingly, resolution 15 seeks shareholder's approval to renew this authority.

Paragraph a) of resolution 15 asks for authority to be given to allow the directors to allot shares or grant rights to subscribe for or convert any security into shares up to an aggregate nominal value of £119,697 (representing 11,969,700 Ordinary Shares), one-third of the Company's current issued ordinary share capital.

The Association of British Insurers has advised that it will regard as routine request to authorise the allotment of a further one-third of a company's issued share capital in connection with a rights issue. In light of this, paragraph b) of this resolution 15 proposes that a further authority be conferred on the Directors to allot shares or rights to subscribe for shares in connection with a rights issue in favour of holders of equity securities up to an aggregate nominal amount equal to £239,396 (representing 23,939,500 Ordinary Shares), such amount to be reduced by the nominal amount of Ordinary Shares or rights to subscribe for Ordinary Shares issued under the authority conferred by paragraph a) of this resolution. This amount (before any reduction) represents two-thirds of the Company's current issued ordinary share capital.

The Board has no current plans to make use of this authority but wishes to ensure that the Company has maximum flexibility in managing the group's capital resources. The authority set out in this resolution will remain in force until the conclusion of the Company's AGM in 2014.

Resolution 16: Director's authority to disapply pre-emptive rights

The effect of this resolution is to renew the authority currently held by the Directors to allot shares (or sell any shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders.

The authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, up to an aggregate amount of £17,954 (representing 1,795,400 Ordinary Shares), 5% of the currently issued ordinary share capital of the Company.

The authority set out in this resolution will remain in force until the conclusion of the Company's AGM in 2014.

In accordance with institutional investor guidelines, the Directors confirm their intention that no more than 7.5% of the Company's issued share capital will be issued for cash on a non-pre-emptive basis during any rolling three year period of the Company (excluding shares issued pursuant to employee incentive schemes).

Resolution 17: Authority to purchase Ordinary Shares

The Directors are committed to the effective management of the Company's capital resources and in certain circumstances it may be advantageous for the Company to purchase its own Ordinary Shares.

The effect of this resolution is to renew the authority currently held by the Directors to purchase up to 10% of the Company's issued share capital. No Ordinary Shares were bought back under the current authority.

This resolution would enable the Directors to buy back up to 3,590,938 Ordinary Shares and sets the maximum and minimum prices at which these Ordinary Shares may be bought.

Companies are able to hold purchased shares as treasury shares rather than cancelling them. While the Act no longer places a limit on the number of shares which can be held in treasury, the Association of British Insurers considers that the former 10% limit remains appropriate. The Directors will decide at the time of purchase whether to hold shares in treasury or to cancel them immediately. Ordinary Shares held in treasury do not carry voting rights and no dividends will be paid on any such Ordinary Shares. It is also possible for the Company to transfer shares out of treasury pursuant to an employees' share scheme. If any shares are so used, the Company will include them in the limits on the number of new shares which may be issued by such employees' share schemes, as long as this is required under institutional guidance. Currently, the Company has no Ordinary Shares held in treasury.

The Directors have no present intention of exercising the authority to purchase the Ordinary Shares but will keep the matter under review, taking into account other investment opportunities. The authority would only be exercised if and when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be in the best interests of shareholders generally.

The authority set out in this resolution will remain in force until the conclusion of the Company's AGM in 2014.

Resolution 18: General Meetings

The Act requires listed companies to provide shareholders with 21 days' notice of any general meeting unless shareholders have approved the calling of general meetings at shorter notice. The notice period for an AGM cannot be reduced in this way.

While the Directors do not intend calling general meetings on short notice as a matter of routine, enabling the Board to call general meetings on 14 clear days' notice would provide flexibility where that was merited by the business of the relevant meeting.

Resolution 18 will remain in force until the conclusion of the Company's AGM in 2014.

RECOMMENDATION

The Directors consider that all the resolutions being proposed at this year's AGM will promote the success of the Company and are in the best interests of shareholders as a whole and the Company. The Directors therefore unanimously recommend that you vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Notes to the Notice of Annual General Meeting

1 Entitlement to Attend and Vote

Shareholders registered in the Register of Members of the Company as at 10:00 am (London time) on 21 May 2013 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting excluding non-working days) shall be entitled to attend or vote at the AGM in respect of the Ordinary Shares registered in their name at that time. Changes to entries on the Register of Members after 10:00 am (London time) on 21 May 2013 will be disregarded in determining the rights of any person to attend or vote at the AGM.

2 Proxies

Members are entitled to appoint a proxy (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM.

A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to different Ordinary Shares held by that member. Members who wish to appoint more than one proxy in respect of their holding may obtain additional Forms of Proxy by contacting the Company's Registrars, Computershare on +44 (0)870 873 5866 or may photocopy the Form of Proxy provided with this document indicating on each copy the name of the proxy appointed and the number of Ordinary Shares in the Company in respect of which that proxy is appointed. All Forms of Proxy should be returned together in the same envelope.

A Form of Proxy is enclosed with this Notice. Completion of the Form of Proxy will not prevent a member from subsequently attending and voting at the AGM in person if they so wish. The Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be received by post or (during normal business hours only) by hand at the offices of the Company's Registrars, Computershare at The Pavillions, Bridgewater Road, Bristol BS99 6ZY, United Kingdom no later than 10:00 am (London time) on 21 May 2013, being 48 hours before the time appointed for the holding of the AGM excluding non-working days.

Members may submit their proxies electronically at www.investorcentre.co.uk/eproxy using the Control Number, your unique PIN and Shareholder Reference Number (SRN) printed on your Form of Proxy.

3 Information Rights and Nominated Persons

Persons who have been nominated under section 146 of Act (a **Nominated Person**) to enjoy information rights do not have a right to vote or appoint a proxy at the AGM and the statements of the rights of members in relation to the appointment of proxies in note 2 above does not apply to Nominated Persons. The rights described in that note can only be exercised by members of the Company.

However, a Nominated Person may have the right (under an agreement with the member by whom they were nominated) to be appointed, or to have someone else appointed, as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise that right, they may have a right to give voting instructions to the registered shareholder under any such agreement.

4 Corporate Representatives

A corporate shareholder may authorise a person or persons to act as its representative(s) at the AGM. Each such representative may exercise (on behalf of the corporate shareholder) the same powers as the corporate shareholder could exercise if they were an individual shareholder in the Company, provided that they do not do so in relation to the same Ordinary Shares.

5 CREST Proxy Instructions

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 23 May 2013 and any adjournment thereof by following the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID Number 3RA50) no later than 10:00 am (London time) on 21 May 2013. No message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The CREST Manual is available at www.euroclear.com/CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or Sponsored Member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company will treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6 Issued Share Capital and Total Voting Rights

Holders of Ordinary Shares are entitled to attend and vote at general meetings of the Company. Each Ordinary Shares entitles the holder to one vote on a poll. As at 16 April 2013, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 35,909,383 Ordinary Shares. The Company does not hold any Ordinary Shares in Treasury. Therefore, the total voting rights in the Company as at 16 April 2013 are 35,909,383.

7 Voting at the AGM

Each of the resolutions to be put to the AGM will be voted on by way of a poll and not by a show of hands. In this way, the voting preferences of all shareholders are taken into account not only those who are able to physically attend the AGM. The results of the poll will be notified to the market in the usual way and published on the Company's website after the meeting.

8 Publication of Audit Concerns

Under section 527 of the Act, the Company may be required by members meeting the threshold set out in that section to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act which they intend to raise at the AGM. The Company may not require the members requesting any such website publication to pay its costs in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

9 Questions

Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

10 Display Documents

Copies of the service contract for the Executive Director and the letters of appointment for the Non-executive Directors are available for inspection at the

registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the conclusion of AGM and also at the place of the AGM from 9:30 am (London time) on the day of the AGM until the conclusion thereof.

11 Information available on the website

A copy of this Notice and other information required by section 311A of the Act can be found at www.bogh.co.uk.

12 Electronic address

Please note that shareholders may not use any electronic address provided in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.