

London, 20 June 2022

Bank of Georgia Group PLC – Result of AGM

Bank of Georgia Group PLC (the “**Company**”) held its Annual General Meeting (the “**AGM**”) on 20 June 2022. Details of the resolutions are set out in full in the Notice of AGM dated 12 May 2022.

Voting at the AGM was completed by way of a poll. All resolutions were passed by the required majority.

Resolutions 1 to 17 (inclusive) were passed as ordinary resolutions and resolutions 18 to 20 (inclusive) were passed as special resolutions.

The results of the poll for each resolution were as follows:

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC* VOTED	VOTES WITHHELD
1 To receive and approve the Annual Report and Accounts for the year ended 31 December 2021	38,542,380	100.00%	0	0.00%	38,542,380	78.39%	466,370
2 To declare a final dividend of GEL 2.33 per ordinary share	39,008,750	100.00%	0	0.00%	39,008,750	79.34%	0
3 To approve the Directors’ Remuneration Report	35,988,946	93.32%	2,576,116	6.68%	38,565,062	78.43%	443,688
4 To approve the Directors’ Remuneration Policy as set out in the Directors’ Remuneration Report	26,378,680	67.62%	12,629,820	32.38%	39,008,500	79.33%	250
5 To appoint Mel Carvill, as a Non-Executive Director**	38,876,248	99.66%	132,502	0.34%	39,008,750	79.34%	0
6 To re-appoint Alasdair Breach, as a Non- Executive Director**	35,550,968	91.14%	3,457,557	8.86%	39,008,525	79.33%	225
7 To re-appoint Archil Gachechiladze, as an Executive Director	38,624,099	99.86%	55,112	0.14%	38,679,211	78.67%	329,539
8 To re-appoint Tamaz Georgadze, as a Non-Executive Director**	36,357,464	94.00%	2,321,747	6.00%	38,679,211	78.67%	329,539
9 To re-appoint Hanna Loikkanen as a Non-Executive Director **	35,275,773	90.43%	3,732,752	9.57%	39,008,525	79.33%	225
10 To re-appoint Véronique McCarroll, as a Non-Executive Director**	38,610,092	98.98%	398,433	1.02%	39,008,525	79.33%	225
11 To appoint Mariam Megvinetukhutsesi, as a Non-Executive Director**	38,279,799	98.97%	399,412	1.03%	38,679,211	78.67%	329,539
12 To re-appoint Jonathan Muir, as a Non-Executive Director**	38,610,092	98.98%	398,433	1.02%	39,008,525	79.33%	225
13 To re-appoint Cecil Quillen, as a Non-Executive Director**	36,357,464	94.00%	2,321,747	6.00%	38,679,211	78.67%	329,539
14 To re-appoint Ernst & Young LLP as Auditor to the Company	38,384,088	98.40%	624,487	1.60%	39,008,575	79.34%	175
15 To authorise the Audit Committee to set the remuneration of the Auditor	39,008,382	100.00%	368	0.00%	39,008,750	79.34%	0
16 To authorise political donations and political expenditure	38,617,398	99.84%	62,038	0.16%	38,679,436	78.67%	329,314
17 To authorise the Board to allot shares	37,505,934	96.15%	1,502,816	3.85%	39,008,750	79.34%	0
18 To authorise the disapplication of pre-emption rights	37,728,106	96.72%	1,280,644	3.28%	39,008,750	79.34%	0
19 To authorise the disapplication of pre-emption rights for the purposes of acquisitions or capital investments	34,904,001	89.48%	4,104,749	10.52%	39,008,750	79.34%	0

20 To authorise the Company to purchase its own shares	38,409,990	98.48%	592,937	1.52%	39,002,927	79.32%	5,823
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*Issued share capital

**Independent Director

Shareholders approved resolution 4, the Directors' Remuneration Policy (the "**Policy**") with 67.62% votes cast in favour, however the Company recognises that some shareholders have concerns on this matter.

The revised Policy was developed in response to the legal requirements of the new National Bank of Georgia Code of Corporate Governance. We engaged with major shareholders and proxy advisory agencies regarding the draft revised Policy ahead of its finalization. The Company will continue to engage with shareholders to ensure shareholder views are fully understood and will issue an update within six months of the AGM.

Notes:

1. As at the date of the AGM, the Company had 49,169,428 ordinary shares in issue. The Company did not hold any shares in treasury and therefore the number of total voting rights as at the date of the AGM was 49,169,428. In accordance with the Company's Articles of Association and subject to the Listing Rules, on a poll every member who is present in person or by proxy has one vote for every share held.
2. The scrutineer of the poll was Computershare Investor Services PLC, the Company's Share Registrar.
3. Note that a "vote withheld" is not a vote in law and such votes have not been included in the calculation of votes "for" and "against" each resolution. Proxy appointments which gave discretion to the Chairman have been included in the "for" total above.

In accordance with Listing Rule 9.6.2, copies of the resolutions which constitute special business at the AGM (being resolutions 4 and 16 to 20) will be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Name of authorised official of issuer responsible for making notification: Link Company Matters Limited, Company Secretary

About Bank of Georgia Group PLC

Bank of Georgia Group PLC ("Bank of Georgia Group" or the "Group" and on the LSE: BGEO LN) is a UK incorporated holding company. The Group mainly comprises: a) retail banking and payment business (Retail Banking); and b) corporate banking and investment banking operations (Corporate and Investment Banking) in Georgia. JSC Bank of Georgia ("**Bank of Georgia**", "**BOG**", or the "**Bank**"), a systematically important and leading universal bank in Georgia, is the core entity of the Group. The Bank is a leader in the payments business and financial mobile application, with strong retail and corporate banking franchises. In line with our digital strategy, the Group focuses on expanding technological and advanced data analytics capabilities to offer more personalised solutions and seamless experiences to our customers. Employee empowerment, customer satisfaction, and data-driven decision-making, together with the strength of the banking franchise, are key enablers of the Group's sustainable value creation. By building on its competitive strengths and uncovering more opportunities, the Group is committed to delivering strong profitability sustainably and maximising shareholder value. The Group expects to benefit from the growth of the Georgian economy, and through both its Retail Banking and Corporate and Investment Banking operations, it aims to deliver on its strategy and its key medium-term objectives – at least 20% return on average equity (ROAE) and c.10% growth of its loan book.

JSC Bank of Georgia has, as of the date hereof, the following credit ratings:

Fitch Ratings	'BB-/B'
Moody's	'Ba2/NP'

For further information, please visit www.bankofgeorgiagroup.com or contact:

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