

London, 16 November 2020

*Additional Response to 2020 AGM Voting Outcome*

As previously disclosed, at the Bank of Georgia Group PLC (the “**Group**”) Annual General Meeting held on 18 May 2020, the Directors’ Remuneration Report was approved by 69.66% of shareholders. Given that a significant minority voted against this resolution, the Board of Directors provides the following information as an update to the statement made on that date.

Some shareholders requested further disclosure around the rationale of payment of the annual bonus in accordance with the Investment Association Principles of Remuneration. As a result, the Group confirms that in the Directors’ Remuneration Report of the 2020 Annual Report, the Group will include target ranges (threshold, target and maximum) for KPIs, which will be considered against a sliding scale. Further the Group will disclose its weightings for each KPI.

Further explanation highlighting the rationale for the KPIs, weightings and target levels will be included in the 2020 Annual Report, together with the relevant results for each.

On balance, views on remuneration from the majority of shareholders have been positive, particularly with regard to the high levels of executives’ share ownership, with long deferral periods. This was considered above average in emerging markets and to some extent the FTSE as well.

Shareholders remain supportive about the unusual, long-term shareholder aligned, structure for payment of our Executive Director. The principal matters discussed were that nearly all the bonus is comprised of a maximum fixed number of shares, there is no cash bonus nor LTIP and the majority of salary is paid in a fixed number of deferred shares. Additionally, the Executive Director’s 2020 cash salary has been reduced by 20% from 1 March 2020 and he is contributing 50% of his cash salary to charitable causes in Georgia. We received positive comments for these additional actions, but most importantly because our Executive Director and other executives that have a similar compensation structure are clearly aligned to the shareholder experience. Given this alignment, the quantum of the Executive Director’s remuneration in 2020 is projected to decrease significantly from 2019.

We will continue to engage with shareholders and will also include a final summary of the matter in the 2020 Annual Report.

Name of authorised official of issuer responsible for making notification: Natia Kalendarishvili, Head of Investor Relations and Funding

**About Bank of Georgia Group PLC**

Bank of Georgia Group PLC (“**Bank of Georgia Group**” or the “**Group**” - LSE: **BGEO LN**) is a UK incorporated holding company, which comprises: a) retail banking and payment services; b) corporate and investment banking and wealth management operations in Georgia; and c) banking operations in Belarus (“**BNB**”). **JSC Bank of Georgia** (“**Bank of Georgia**”, “**BOG**” or the “**Bank**”), the leading universal bank in Georgia, is the core entity of the Group. In the medium-term, the Group targets to benefit from superior growth of the Georgian economy through both its retail banking and corporate and investment banking services and aims to deliver on its strategy, which is based on at least 20% ROAE and c.15% 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	'Ba3/NP' (FC) & 'Ba2/NP' (LC)

For further information, please visit [www.bankofgeorgiagroup.com](http://www.bankofgeorgiagroup.com) or contact:

**Archil Gachechiladze**  
CEO  
+995 322 444 144  
[agachechiladze@bog.ge](mailto:agachechiladze@bog.ge)

**Michael Oliver**  
Adviser to the CEO  
+44 203 178 4034  
[moliver@bgeo.com](mailto:moliver@bgeo.com)

**Sulkhan Gvalia**  
CFO  
+995 322 444 108  
[sgvalia@bog.ge](mailto:sgvalia@bog.ge)

**Natia Kalendarishvili**  
Head of Investor Relations  
+995 322 444 444 (9282)  
[ir@bog.ge](mailto:ir@bog.ge)