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IG DEVELOPMENT

IG DEVELOPMENT GEORGIA

Bond Offering Presentation

December, 2025

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CONTENTS

Indicative Bond Offering Terms

Company Overview

Shareholders and Management

Key Financial Highlights

Industry Overview

Macroeconomic Overview

Annex





INDICATIVE BOND OFFERING TERMS

Final terms will be specified after the approval of the Final Term Sheet

Issuer	<ul style="list-style-type: none">▪ LLC „IG Development Georgia“
Sector/Industry	<ul style="list-style-type: none">▪ Commercial Real Estate
Type of Bond	<ul style="list-style-type: none">▪ Unsecured and unsubordinated bonds
Volume	<ul style="list-style-type: none">▪ Up to USD 25,000,000
Nominal Value	<ul style="list-style-type: none">▪ USD 1,000 / 1 Bond
Currency	<ul style="list-style-type: none">▪ USD (\$)
Estimated Issuance Date	<ul style="list-style-type: none">▪ 12 December, 2025
Tenor	<ul style="list-style-type: none">▪ 2 Years
Issue Price	<ul style="list-style-type: none">▪ 100% of the nominal value of the bonds
Coupon Range	<ul style="list-style-type: none">▪ Annual fixed coupon [7.5%-8.0%], (to be determined during book-building)
Use of Proceeds	<ul style="list-style-type: none">▪ Refinancing of existing bank liabilities and capital expenditures
Coupon Payments	<ul style="list-style-type: none">▪ Semi-annual
Placement Agents	<ul style="list-style-type: none">▪ JSC „Galt and Taggart“
Listing	<ul style="list-style-type: none">▪ Local Stock Exchange
Governing Law	<ul style="list-style-type: none">▪ Georgian Law



INDICATIVE BOND OFFERING TERMS

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Issuer	<ul style="list-style-type: none">▪ LLC „IG Development Georgia“
Sector/Industry	<ul style="list-style-type: none">▪ Commercial Real Estate
Type of Bond	<ul style="list-style-type: none">▪ Unsecured and unsubordinated bonds
Volume	<ul style="list-style-type: none">▪ Up to EUR 15,000,000
Nominal Value	<ul style="list-style-type: none">▪ EUR 1,000 / 1 Bond
Currency	<ul style="list-style-type: none">▪ EUR (€)
Estimated Issuance Date	<ul style="list-style-type: none">▪ 12 December, 2025
Tenor	<ul style="list-style-type: none">▪ 3 Years
Issue Price	<ul style="list-style-type: none">▪ 100% of the nominal value of the bonds
Coupon Range	<ul style="list-style-type: none">▪ Annual fixed coupon [6.5%-7.0%], (to be determined during book-building)
Use of Proceeds	<ul style="list-style-type: none">▪ Refinancing of existing bank liabilities and capital expenditures
Coupon Payments	<ul style="list-style-type: none">▪ Semi-annual
Placement Agents	<ul style="list-style-type: none">▪ JSC „Galt and Taggart“
Listing	<ul style="list-style-type: none">▪ Local Stock Exchange
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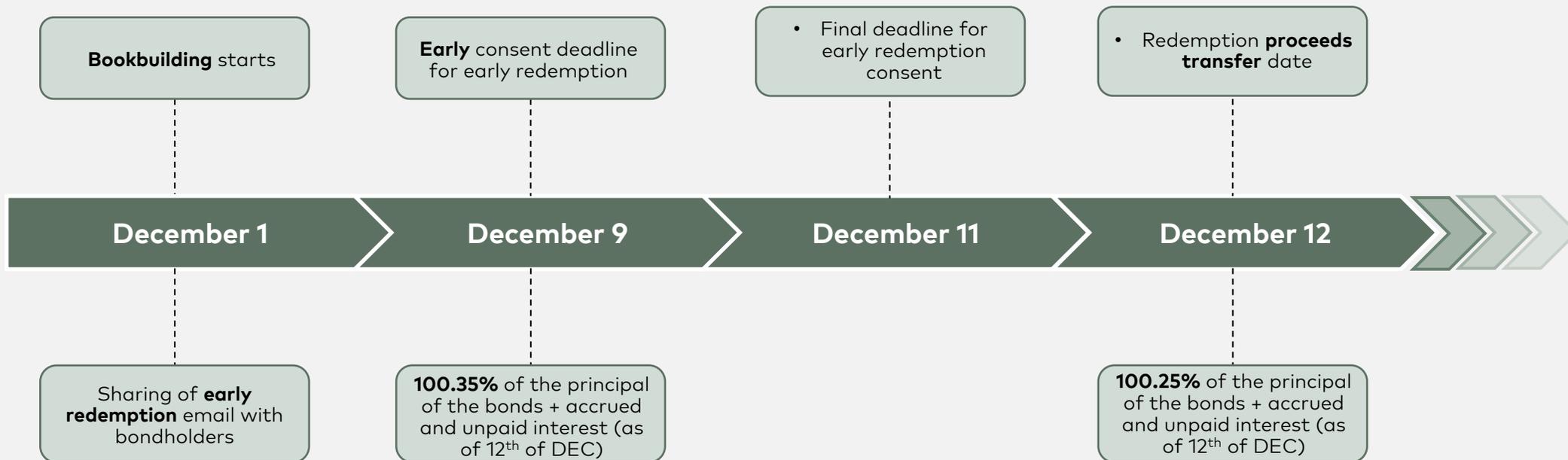


EARLY REDEMPTION STRUCTURE FOR EXISTING BONDS

➤ Early Redemption Conditions



➤ Transaction Timeline





KEY COVENANTS & BONDHOLDER PROTECTION MECHANISMS

Periodic & Current Statements

- Disclosure of the audited annual report no later than **15 May**;
- Disclosure of non-audited half-yearly statements no later than **30 August**;
- Other current statement defined by legislation;
- **Relevant information is publicly available on the following websites:**
 - [Bond Prospectus](#)
 - [Annual Financial Statements](#)

Key Financial Covenants

Debt-to-EBITDA Ratio



The pro-forma 7x ratio reflects the covenant limit for 2026 and 2027. Starting in 2028, the covenant limit will decrease to 6.5x

Additional Restrictions

Restriction on the disposal of assets

Restriction on transactions with affiliated parties

DSCR



Continuation/maintenance of business activity

Maintenance of Insurance

GREEN BOND FRAMEWORK OVERVIEW



USE OF PROCEEDS AND IMPACT

➤ Projects to be financed

- (1) Refinancing of obligations incurred for the construction of City Mall Saburtalo and City Tower;
- (2) Financing the capital expenditures required for the expansion of City Mall Gldani

The Issuer has obtained an EDGE Advanced certificate for each project



➤ Potential Impact



Reduction of energy consumption



Water consumption savings



Increase in the share of renewable energy in total consumption



Reduction of greenhouse gas emissions

➤ Sustainable development goals



GREEN BOND FRAMEWORK STRUCTURE

➤ Project evaluation and selection

- (1) The Company has established a Green Bond Committee;
- (2) The Committee ensures the evaluation, selection, and monitoring of projects to be financed with the bonds



➤ Management of Use of Proceeds

- (1) The net proceeds will be overseen by the Company's finance team;
- (2) Until fully allocated, the Issuer will hold the funds in cash or invest them in other short-term instruments;
- (3) The Company plans to allocate the proceeds of each tranche within 36 months following its issuance



➤ Reporting

Use of proceeds report



Annual

Impact Reporting



After the full allocation of the proceeds

CONTENTS

Indicative Bond Offering Terms

Company Overview

Shareholders and Management

Key Financial Highlights

Industry Overview

Macroeconomic Overview

Annex



COMPANY OVERVIEW (1/2)

THE LEADING GEORGIAN SHOPPING MALL OPERATOR

- IG Development Georgia owns the City Mall Saburtalo and City Mall Gldani properties, as well as the City Tower business center.
- The Company boasts 13 years of experience on the market and all of its assets are characterized by high occupancy and strong rental income. As of 30 June 2025, the Issuer has approximately 380 unique tenants in total.
- Driven by strong tenant demand, the Company is actively working on mall expansion projects, which are expected to significantly increase the Issuer's revenues and profitability.

CITY MALL SABURTALO



CITY MALL GLDANI



CITY TOWER



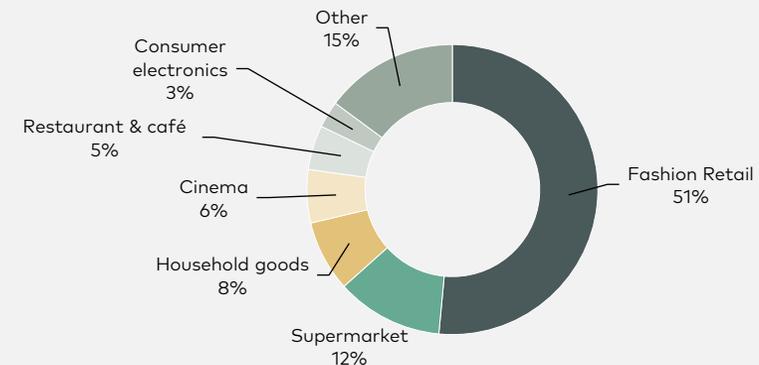
	CITY MALL SABURTALO	CITY MALL GLDANI	CITY TOWER
Net Leasable Area	55,892 sq.m.	17,412 sq.m.	6,500 sq.m.
Occupancy	100%	100%	71%
Rental income per sq.m	53.0\$	27.9\$	32.0\$
Number of tenants	254	101	18

Revenue breakdown by property, 2025 HY



* The chart shows LTM data

Area breakdown by tenant category, 2025 HY



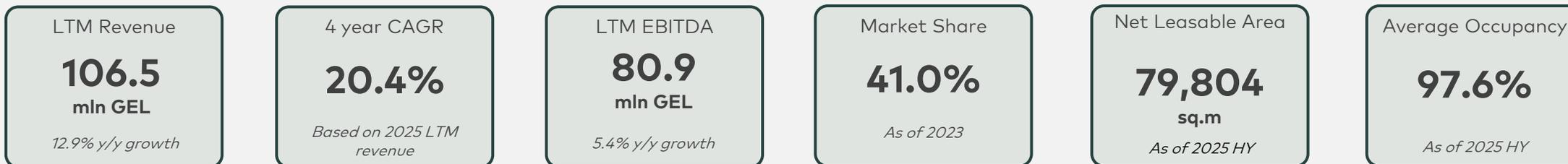
"The chart also includes the office spaces of City Tower



COMPANY OVERVIEW (2/2)

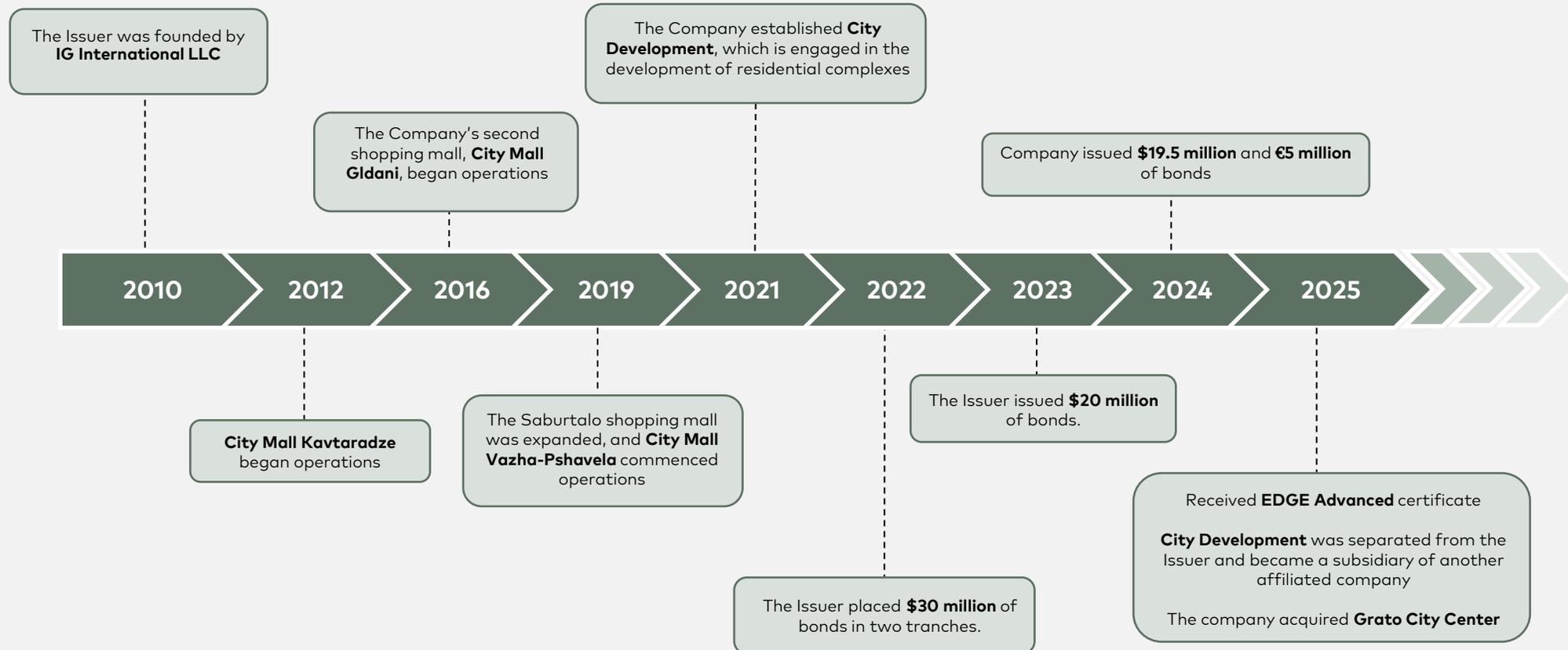


REVENUE HAS DOUBLED OVER THE PAST 4 YEARS



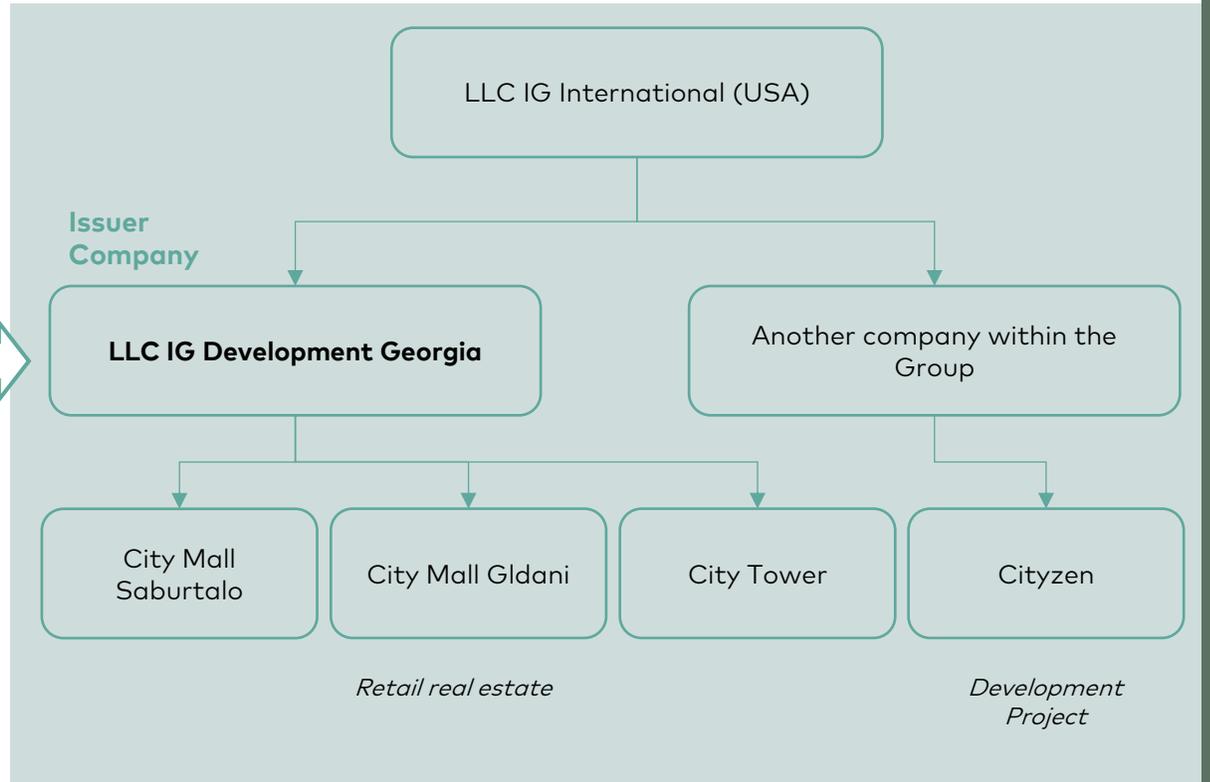
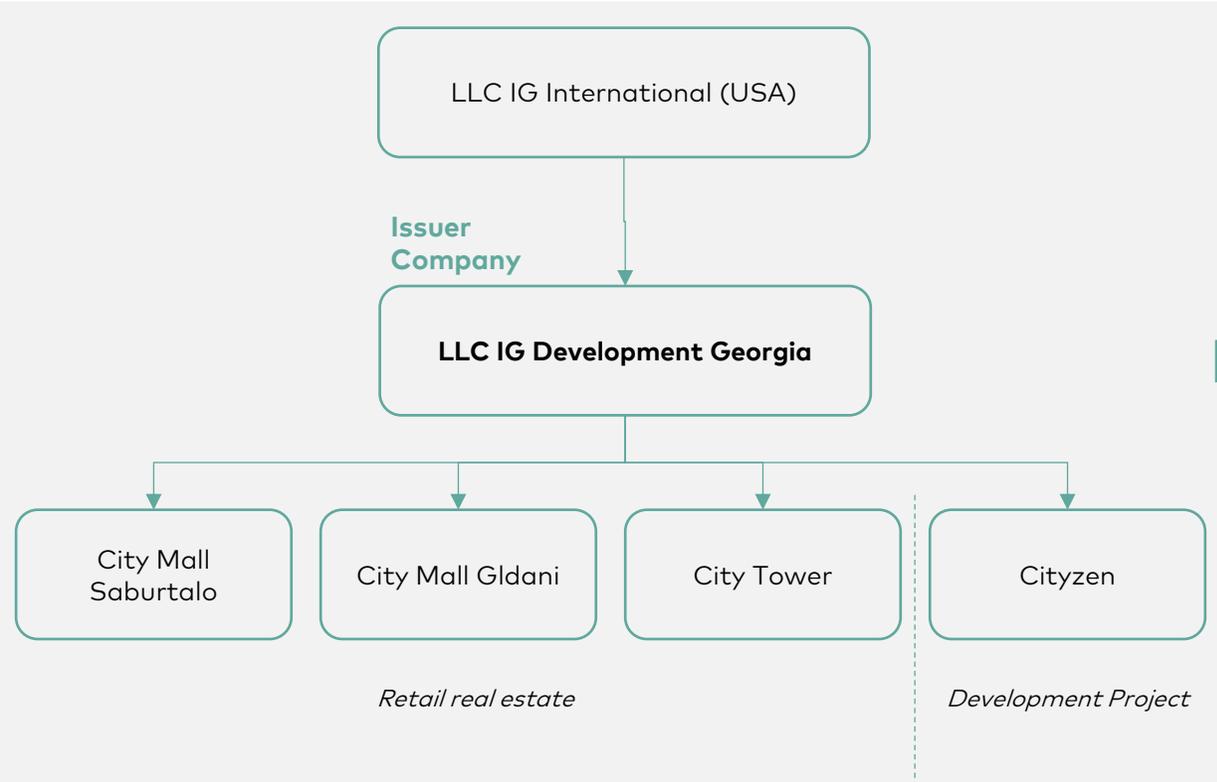
Market Leader	<ul style="list-style-type: none">▪ 41% market share as of 2023;▪ A market share that is 2x larger than that of the closest competitor;
Strong revenue growth and stable profitability	<ul style="list-style-type: none">▪ Revenue has doubled over the past 4 years;▪ A consistently strong average EBITDA margin of 74% over the past 4 years;▪ Rising rental rates and high occupancy;
Strategic and high-demand locations	<ul style="list-style-type: none">▪ Popular and centrally located properties;▪ Malls located in densely populated districts..
Unique tenant mix	<ul style="list-style-type: none">▪ Strong, well-known brands as tenants;▪ A highly diversified tenant base by both industry and size.
Experienced management team	<ul style="list-style-type: none">▪ A management team with 10+ years of experience;▪ Achieving 99–100% occupancy within 3–4 years from the start of operations;▪ The 6th large issuance on the local market in the past 4 years.
Future growth plan	<ul style="list-style-type: none">▪ Expansion of the Saburtalo and Gldani malls;▪ The total NLA of the Tbilisi malls is set to double (up to 147,382 sq.m);▪ Construction of a shopping mall on Batumi Island;

COMPANY DEVELOPMENT TIMELINE



DEMERGER OF THE DEVELOPMENT BUSINESS

THE DEMERGER HAS STRENGTHENED THE COMPANY'S RISK PROFILE



- LLC City Development was separated from the Issuer (LLC IG Development Georgia) and became a subsidiary of another affiliated company.
- This was carried out to separate the development and commercial businesses from one another.



- Following the demerger, only the malls and office properties remained under IG Development, resulting in a significant improvement in its risk profile.

FUTURE PLANS



CITY MALL GLDANI EXPANSION PROJECT



Current NLA

17,412
sq.m.



Projected NLA

52,382
sq.m.



Costs to be incurred

100
mln. GEL



Completion Date

2027
Year



Contracted

37%



To be Contracted

63%

CITY MALL SABURTALO EXPANSION PROJECT



Current NLA

55,892
sq.m.



Projected NLA

95,000
sq.m.



Costs to be incurred

30
mln. GEL



Completion Date

2029
Year

As the Saburtalo Mall expansion has not yet entered its active construction phase, tenant pre-leasing has not commenced; nonetheless, demand from prospective tenants is already exceptionally strong;

CONTENTS

Indicative Bond Offering Terms

Company Overview

Shareholders and Management

Key Financial Highlights

Industry Overview

Macroeconomic Overview

Annex



SHAREHOLDER STRUCTURE



Shareholder structure



Note regarding the structure:

The consolidated financial statements also include the financial results of the development company, LLC City Development (b/6: 405463225). At the time the Company's financial statements were prepared, LLC City Development was a subsidiary of the Issuer; however, in July 2025 it was transferred to another related party, LLC IG Properties (b/6: 405765747).

Brief information about the founder

The ultimate beneficiary of the Issuer is Mindia Sabanadze, who owns several successful companies. The companies founded by Mr. Sabanadze operate successfully across various sectors:



- Construction of residential and commercial complexes, including the Cityzen residential complex;
- The Cityzen complex consists of four residential blocks and a business center;
- The majority of the apartments in the complex have already been sold, and its completion is planned for 2027.



Includes the Issuer's shopping malls and the business tower, all of which are characterized by high occupancy and strong profitability. The Company is actively working on expanding its existing malls and developing new malls both in Tbilisi and Batumi.



Includes both operating hydropower plants and ongoing hydro and wind power projects.

CORPORATE GOVERNANCE



Management structure

General meeting of shareholders

It is the **Company's highest governing body** and makes decisions on matters such as: approval of the financial statements, distribution of the Company's assets among partners, establishment or dissolution of the Supervisory Board, and other similar issues.

Supervisory board



Functioning Committee:
Audit Committee;
Green Bond Committee;

It defines the enterprise's organizational structure, functions, and responsibilities. It approves the enterprise's day-to-day budget and risk-management framework, and oversees the activities of the executive body

An Audit Committee has been formed as a subcommittee of the Supervisory Board, consisting of **3 members**. The **Audit Committee** oversees the effectiveness of the internal control system, the integrity of the financial reporting, and related matters.

Rights and obligations of the partners

The partner's competencies include approving the financial statements, making contributions to the equity, establishing or dissolving the Supervisory Board, and similar matters.

Supervisory board members



Mindia Sabanadze

- The ultimate beneficiary of the Company;
- Founded LLC IG Invest in 2019;
- Chairman of the Supervisory Board of LLC Energy Development Georgia and JSC Expo Georgia.



Nodar Sabanadze

- Holds a degree in Business Management from King's College London;
- Director of West Invest LLC from 2015 to 2020.
- Deputy Director of IG Development Georgia LLC from 2019 to 2021.



Nutsiko Sabanadze

- Graduated with a degree in Marketing from Birkbeck, University of London
- Held the position of Client Manager in London at Dentsu X;
- Since 2021, has been one of the partners of Georgian Retail LLC.
- Since 2023, has held the position of Marketer at City Development LLC



Giorgi Mtibelashvili

- Has many years of experience in the tax and financial consulting sector.
- has held senior positions at the Tbilisi Tax Inspection, the Revenue Service, and similar institutions.
- Since 2019, has been working at IGF LLC as a Partner / Tax and Financial Consultant.



Irakli Tchiladze

- Has 20 years of experience in the financial consulting field.
- Managing Partner of the Financial Services Agency LLC since 2012
- Has been Managing Partner at Inox LLC since 2017.

Director



Levon Meskheli

- Has held the position of Director since 2016
- Has 9 years of experience working at IG Development.
- Worked in the legal field at "West Invest" (2013–2016) and "West Cold" (2013–2016).
- Holds a bachelor's degree in Law from Tbilisi State University, and a master's degree in Law from the Illinois Institute of Technology, Chicago-Kent College of Law.

Chief Financial Officer



Lasha Kakhishvili

- Holds the position of Chief Financial Officer, has joined the company in 2015;
- Has over 10 years of professional experience in finance and analytics;
- Holds a Bachelor's degree from the Caucasus Business School and a Master's degree in Public Administration and Economics from the German University of Administrative Sciences;

CONTENTS

Indicative Bond Offering Terms

Company Overview

Shareholders and Management

Key Financial Highlights

Industry Overview

Macroeconomic Overview

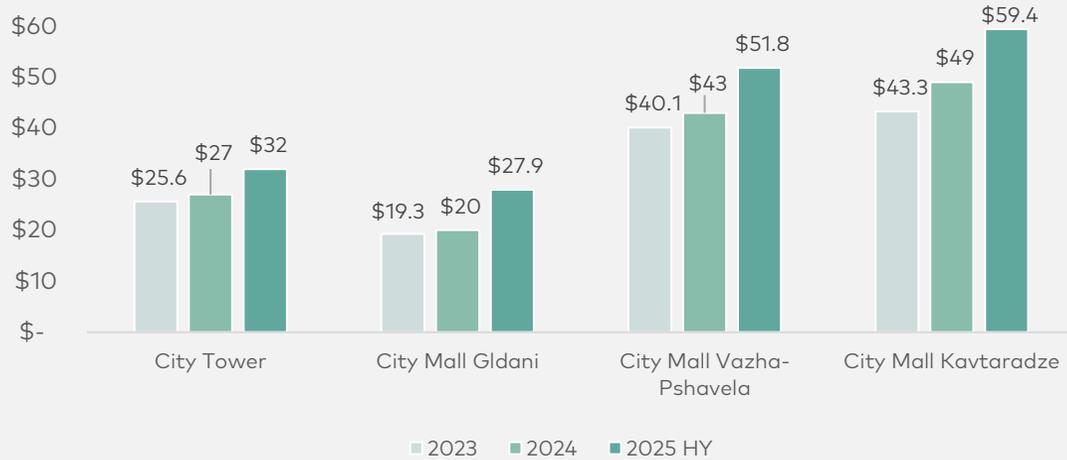
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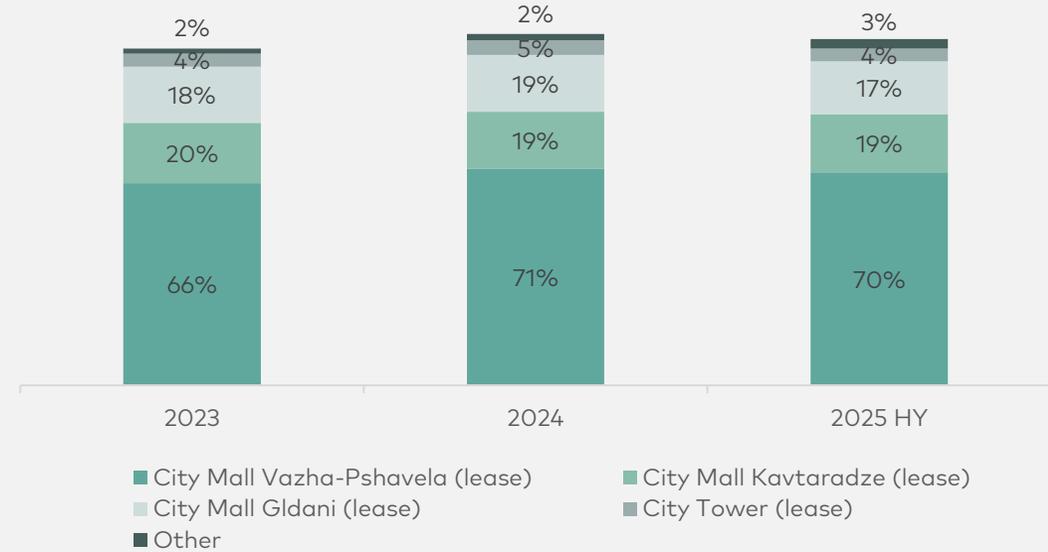
OPERATING RESULTS

WEIGHTED AVERAGE RENT INCREASED BY 33.6% AS OF 30 JUNE 2025 COMPARED TO THE SAME PERIOD LAST YEAR

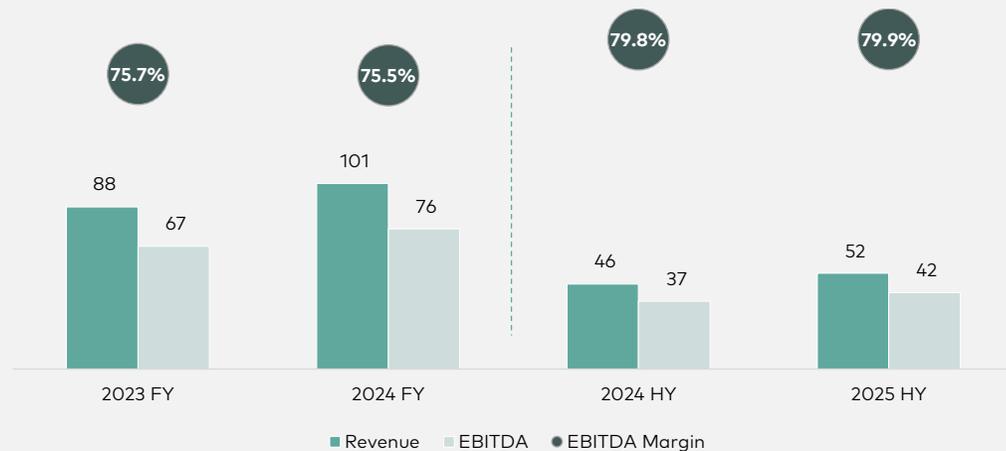
The Company's average rental income per sq.m. (USD)



Revenue breakdown by malls (in %)



Revenue & profitability (GEL mln)



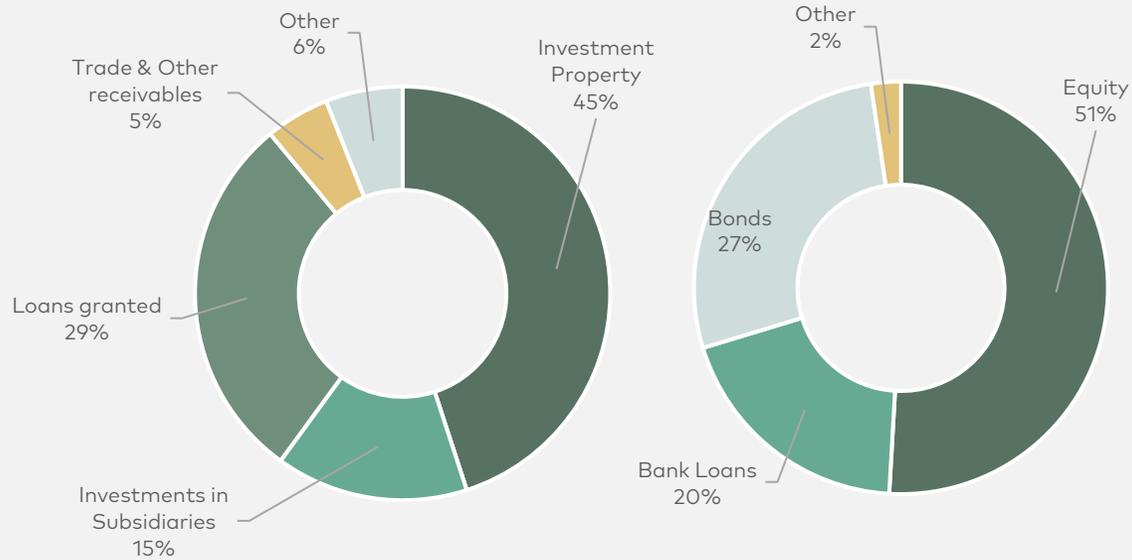
- For more than 4 years, the Company has maintained an EBITDA margin above 75%
- The Company's revenues continue to grow and increased by 13% in the first 6 months of 2025 compared to the same period of the previous year
- As of 30 June 2025, the Company's average weighted rent per square meter has increased by 33.6% compared to the corresponding period of the previous year. The growth is mainly driven by the Company's revision of existing lease terms and renewal of contracts at updated rental rates.
- As of today, the Company's main source of cash revenue is City Mall Saburtalo, which accounts for approximately 78% of total revenue.

For presentation purposes, 'City Mall Kavtaradze' and 'City Mall Vazha-Pshavela' are combined and presented as 'City Mall Saburtalo', since these malls are located next to each other.

ASSETS & CAPITAL STRUCTURE

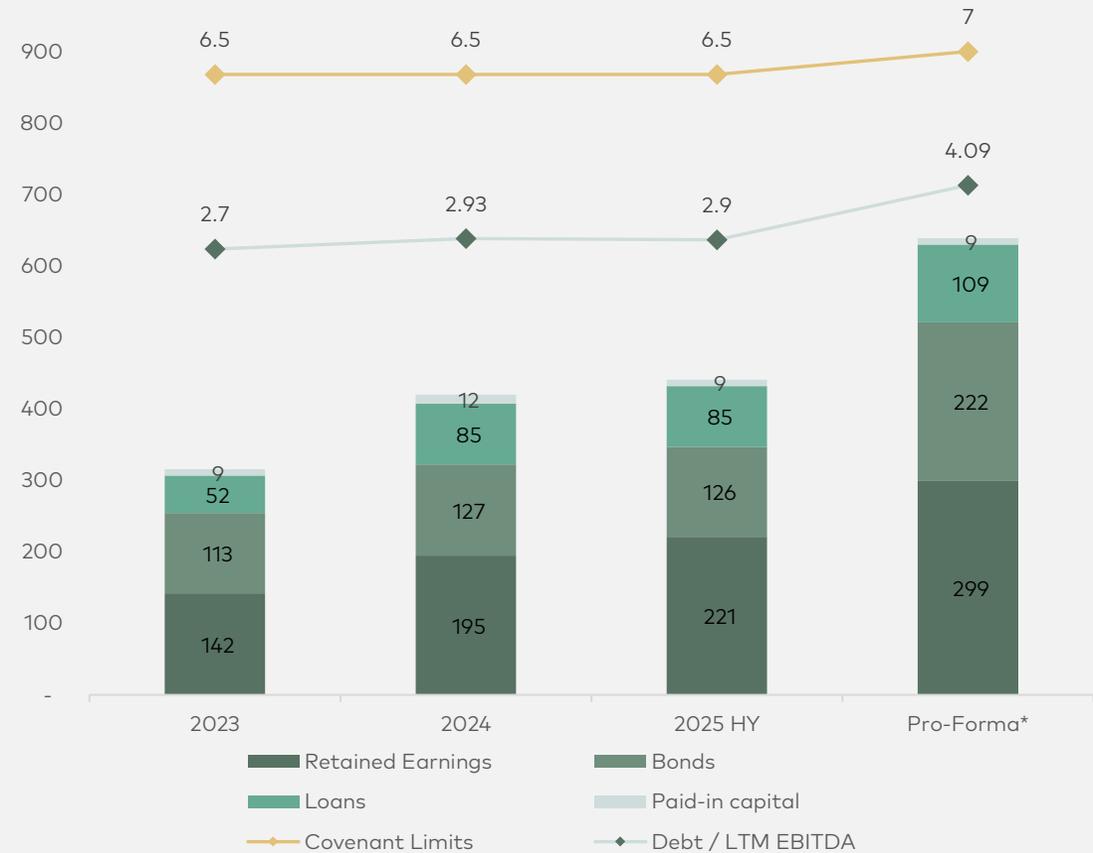
INVESTMENT PROPERTY INCREASED BY 8.1% – THE GROWTH WAS DRIVEN BY THE EXPANSION OF THE GLDANI MALL

Breakdown of assets and liabilities, 30 June 2025



- The Company's largest asset category is investment property. As of 30 June 2025, investment property had increased by 8.1%, primarily driven by the expansion of City Mall Gldani. Advance payments related to the Gldani Mall expansion are recorded under trade and other receivables.
- As of 30 June 2025, 91% of the loans issued are concentrated among five related parties.
- The investment in the subsidiary relates to LLC City Development, which was a subsidiary of the Issuer as of 31 December 2024 and was subsequently transferred to another related party.

Capital structure breakdown by year, GEL mln



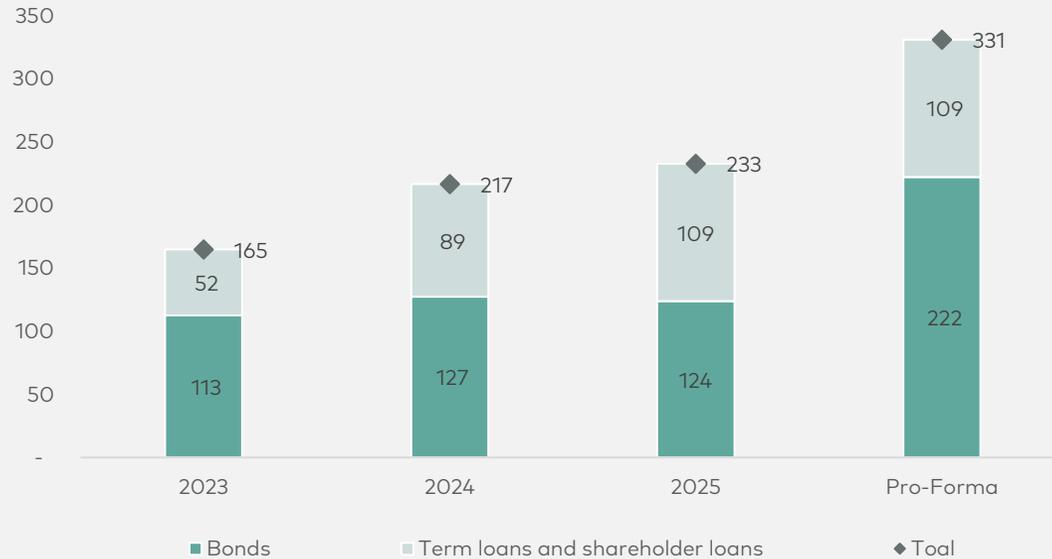
*The pro forma figures reflect the impact of the planned USD 82 million bond issuance under the Prospectus. Specifically, the Company intends to use USD 45.3 million of the total issuance to refinance existing bonds, with the remaining amount allocated to works related to the expansion of City Mall Gldani.

DEBT & LEVERAGE PROFILE



THE COMPANY MAINTAINS A SOLID LEVERAGE PROFILE, UNDERPINNED BY ITS STRENGTHENED OPERATING PERFORMANCE

Breakdown of funding sources



Leverage and covenant compliance



- The ratios represent the covenants of the existing bonds as well as the covenants of the new bonds to be issued under the Prospectus.
- The ratio is calculated based on the standalone financial statements, primarily using management accounts, and, where available, audited financial statements. There are no material differences between the two sets of statements for the same periods. For the purpose of calculating the ratio, certain adjustments are made in accordance with the contract.
- Loans include all interest-bearing liabilities, including loans taken from related parties of up to USD 5 million

CONTENTS

Indicative Bond Offering Terms

Company Overview

Shareholders and Management

Key Financial Highlights

Industry Overview

Macroeconomic Overview

Annex

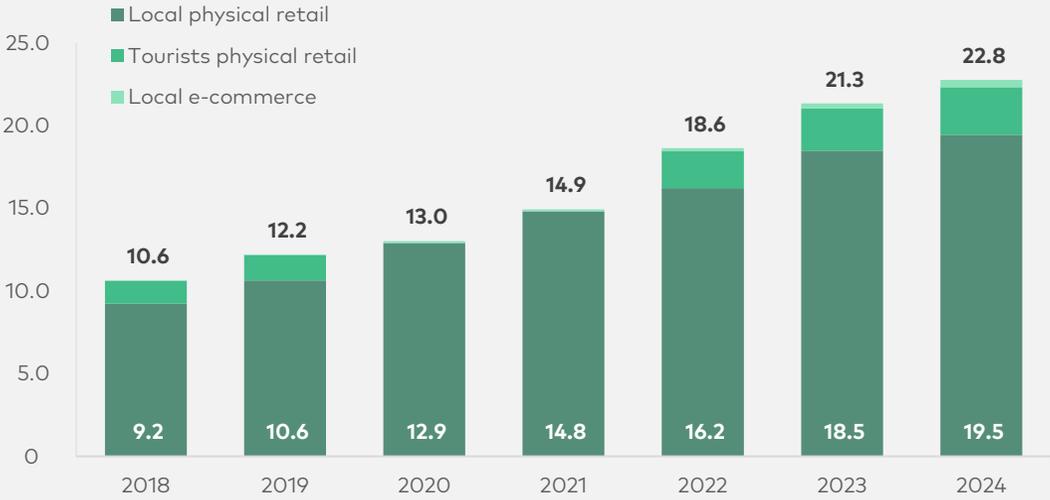




TBILISI RETAIL REAL ESTATE MARKET

A SHIFT IN CONSUMER PREFERENCES - FROM OPEN-AIR MARKETS TOWARD WELL-ORGANIZED, MODERN SHOPPING CENTERS

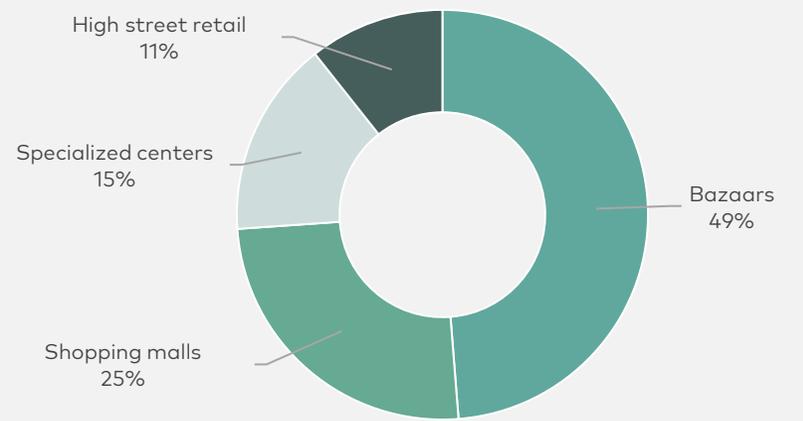
Retail trade turnover in Georgia, GEL bn



Tourists' shopping expenditure in Georgia



Tbilisi retail space breakdown by format in 2024

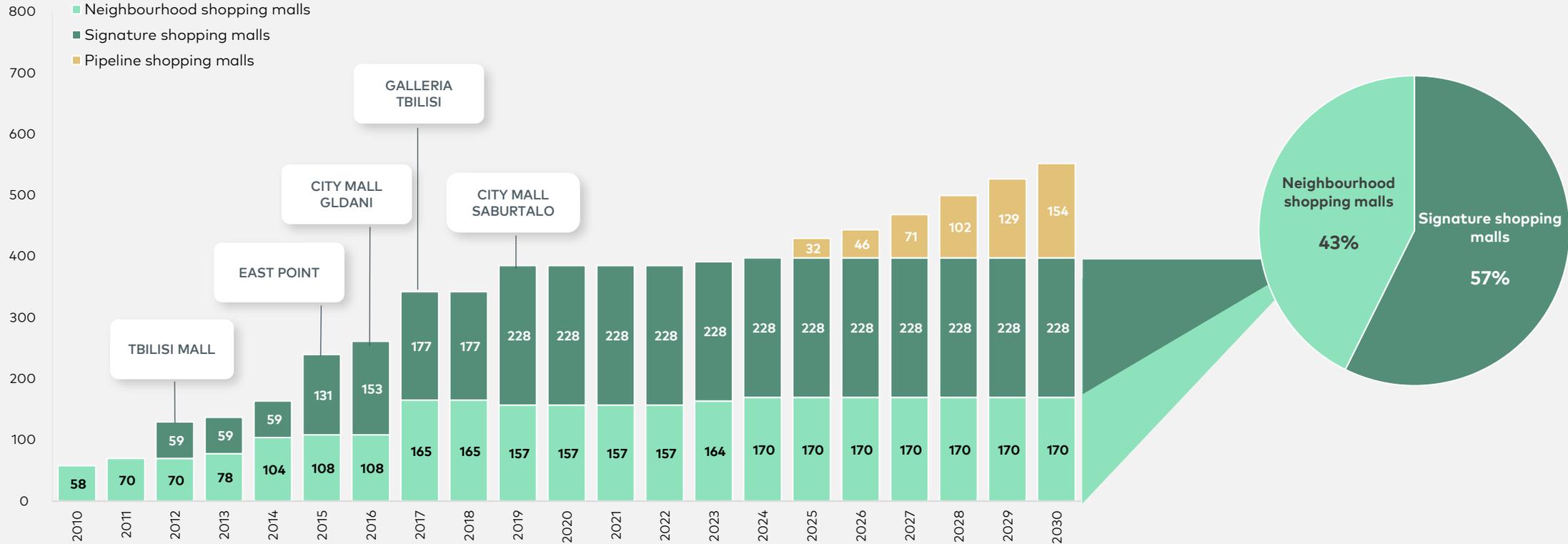


- The purchasing power of the population has increased significantly, leading consumers to place greater emphasis on modern shopping centers.
- Along with GDP growth, wholesale and retail trade continue to remain one of the main driving forces of Georgia's economy.
- From 2018 to 2024, retail trade turnover increased from GEL 10.6 billion to GEL 22.8 billion (CAGR 13.5%)
- Physical retail trade was the primary driver of growth in 2024.
- Tourist spending on shopping increased from GEL 412 to GEL 793 (CAGR 7.6%); total spending reached GEL 2.9 billion in 2015–2024 (a threefold increase).
- In 2024, 49% of retail space in Tbilisi was concentrated in open-air markets and bazaars, 25% in modern shopping centers, 15% in specialized centers, and 11% on main streets
- The growth in retail real estate supply is primarily driven by the expansion of modern shopping centers

TBILISI RETAIL REAL ESTATE MARKET

THE FIVE MAJOR SHOPPING CENTERS (57% OF TOTAL RETAIL AREA) ATTRACT SHOPPERS FROM ACROSS THE ENTIRE CITY

Shopping malls in Tbilisi - existing stock and pipeline, '000 sq.m.



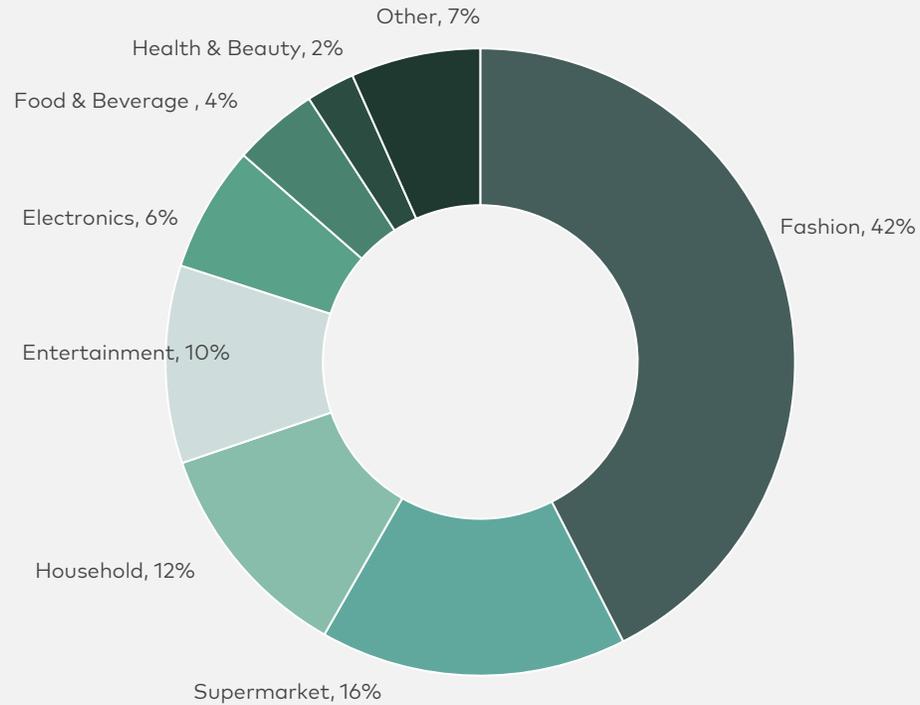
- Tbilisi's modern retail space has increased sevenfold between 2010 and 2024, reaching 398,000 sq.m.
- This growth has been driven by rising incomes, increased tourism, and changing consumer habits.
- Current and planned projects are expected to increase supply by an additional ~40% over the next five years.
- Consumers are shifting from informal retail to large mixed-use complexes that combine shopping, entertainment, and services

TBILISI RETAIL REAL ESTATE MARKET

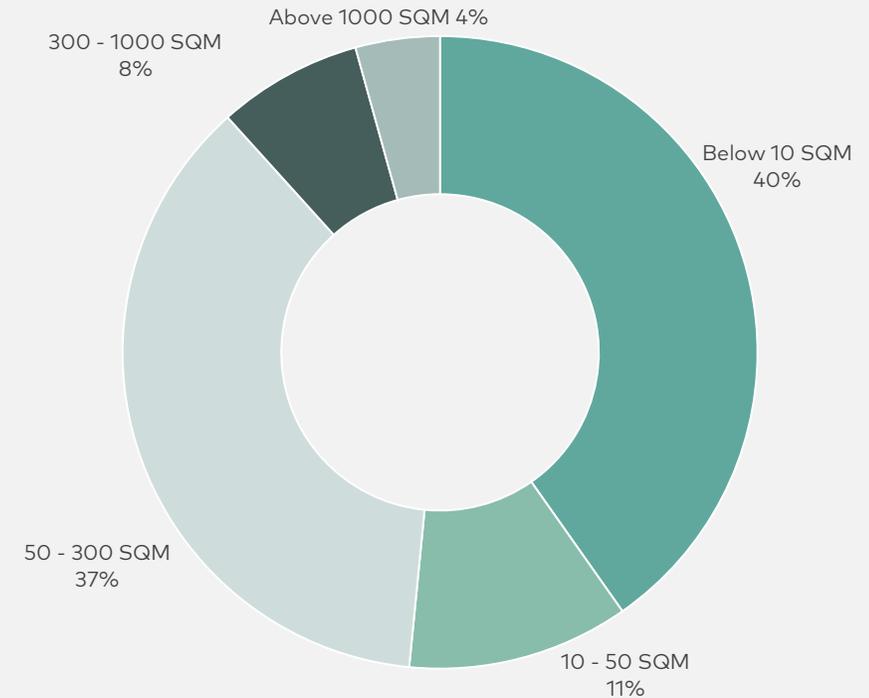
FASHION AND SUPERMARKETS DOMINATE MALLS' SPACE



Signature malls' tenants by sectors in 2024



Signature malls' tenant number by store size, 2024

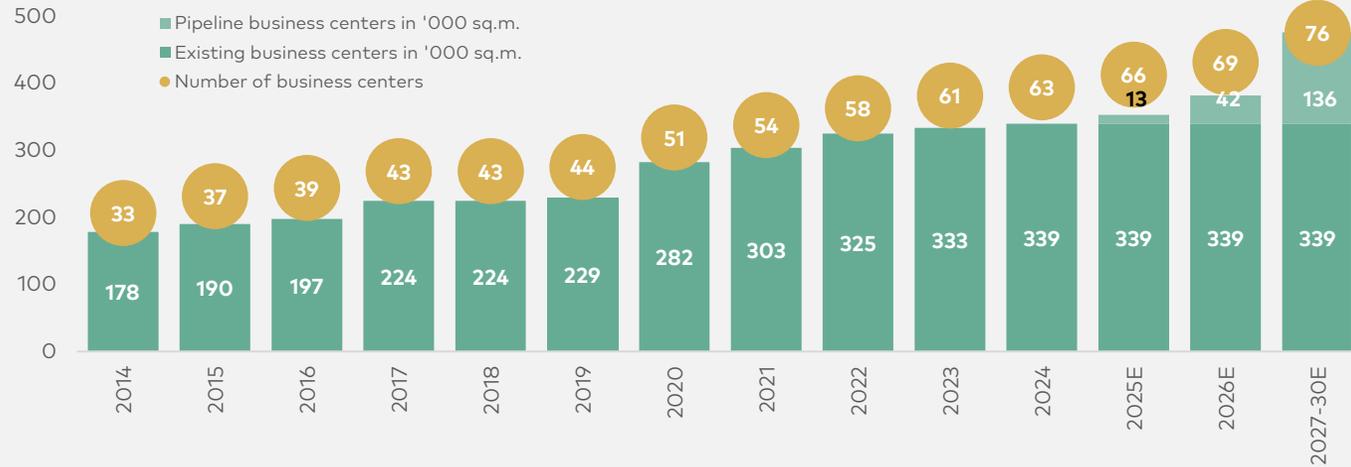


- Fashion dominates malls with a 43% share
- Supermarkets (16%) are key anchors, ensuring stable footfall.
- The most liquid spaces are mid-sized stores (50-300 sq.m.)

TBILISI RETAIL REAL ESTATE MARKET

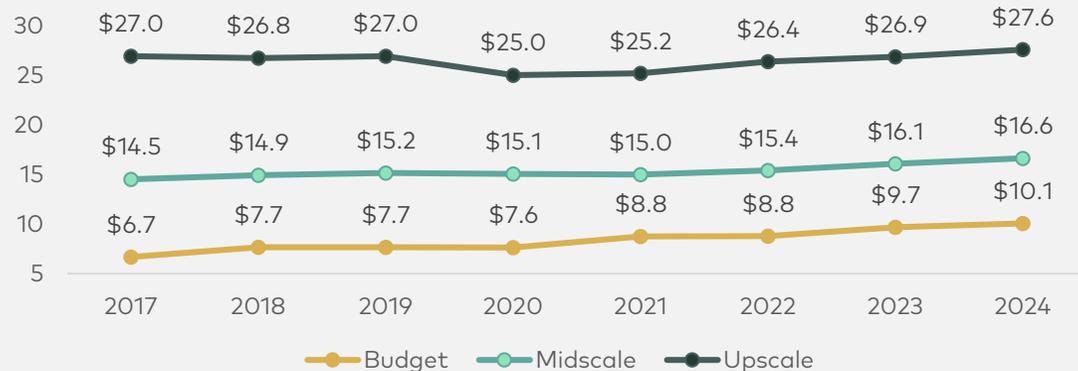
BUSINESS CENTERS COMPRISE OF 32% UPSCALE, 37% MIDSCALE, AND 31% BUDGET.

Business center leasable area supply in Tbilisi

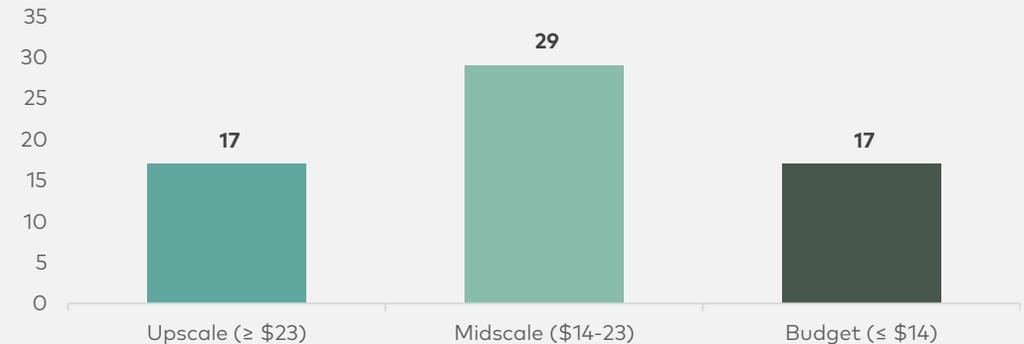


- Tbilisi currently has 339,000 sq.m. of modern leasable office space
- Rents have risen steadily across all classes from 2017–2025
- Upscale rents rose from \$27.0 to \$27.6 between 2017–2025, reflecting sustained demand for high-quality offices
- Midscale rents increased from \$14.5 to \$16.6/sq.m./month, indicating rising demand from local companies
- Budget class rents rose from \$6.7 to \$10.1/sq.m./month, highlighting rate growth across all segments

Business center weighted average rents in ongoing contracts, US\$/sq.m.



Number of existing business centers by price segments, 2024



CONTENTS

Indicative Bond Offering Terms

Company Overview

Shareholders and Management

Key Financial Highlights

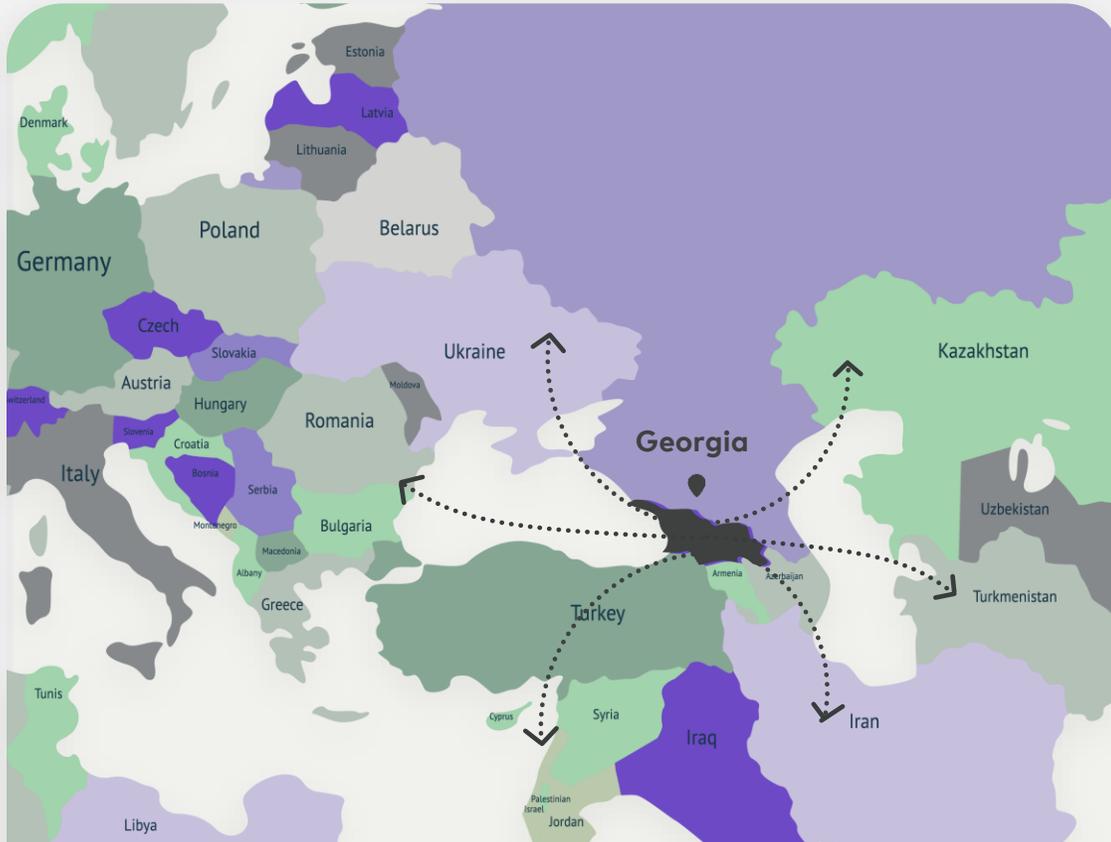
Industry Overview

Macroeconomic Overview

Annex



GEORGIA – KEY FIGURES



Population: **3.7 million**

Territory: **69,700 km²**

Capital: **Tbilisi**

Currency: **GEL**

Nominal GDP: US\$ 33.8bn

GDP per capita: **US\$ 9,141**

Real GDP 10y growth: **5.6%**

Inflation 10y average: 5.0%



Sovereign credit ratings

Agency

MOODY'S

FitchRatings

S&P Global

Rating

Ba2

BB

BB



Key trends & highlights

One of the fastest-growing economies in the region, with an average growth of 9.7% over 2021-24

In 2025, strong growth persists, inflation stays near target, and the GEL remains stable

Prudent macro framework with low fiscal deficit, manageable debt, and adequate international reserves

Economic Freedom Index 2025: #35

The Heritage Foundation

Business Bribery Risk Index 2024: #44

Trace International

Corruption Perception Index 2024: #53

Transparency International

Ease of Doing Business 2020: #7

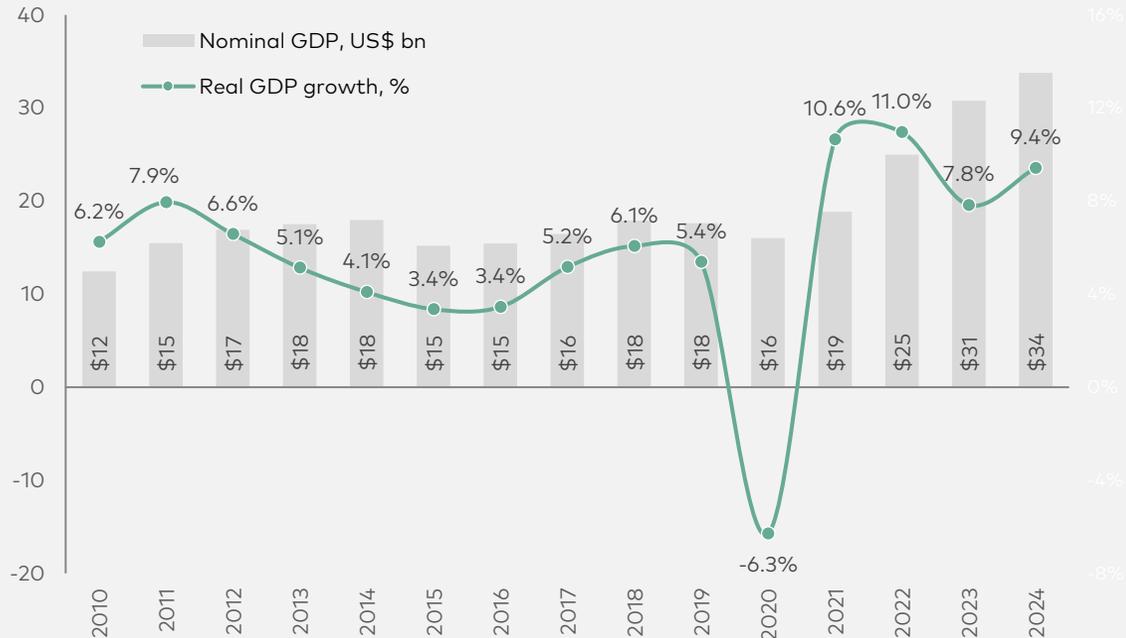
World Bank

GEORGIAN MACROECONOMIC OVERVIEW

ONE OF THE FASTEST GROWING ECONOMIES IN THE REGION



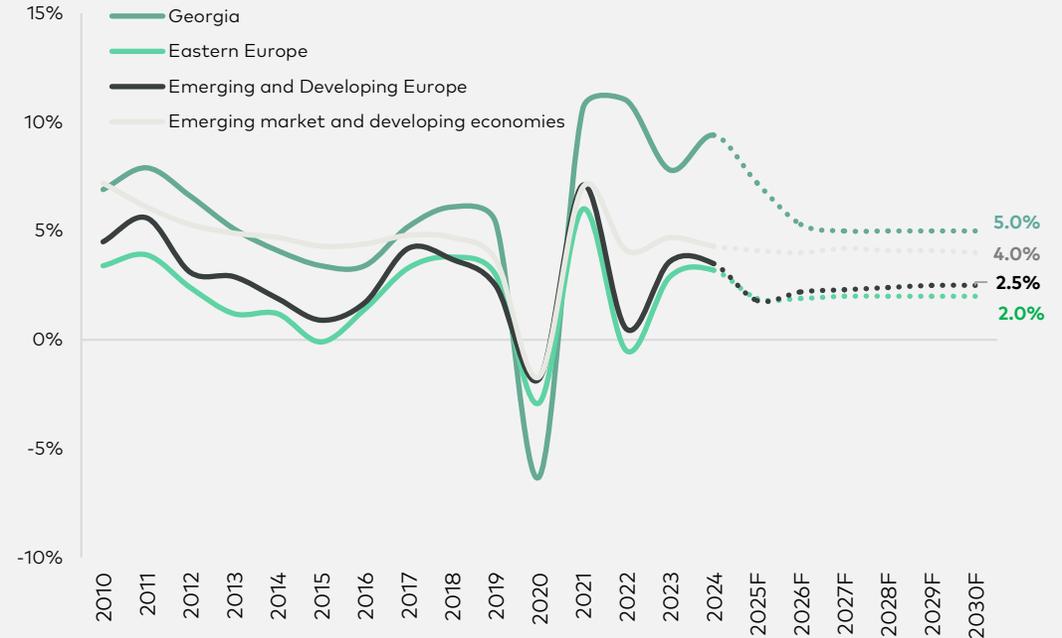
Real GDP growth: 2010-24



Source: Geostat

Following the COVID-19 pandemic, Georgia's economy experienced a significant surge, achieving an average growth rate of 9.7% from 2021 to 2024. This growth was driven by substantial advancements in key sectors, including ICT (+35.7%), transport (+22.5%), arts and entertainment (+18.8%), hotels and restaurants (+15.7%), and education (+15.4%), indicating a strong recovery.

Real GDP growth projections: 2025-30



Source: IMF

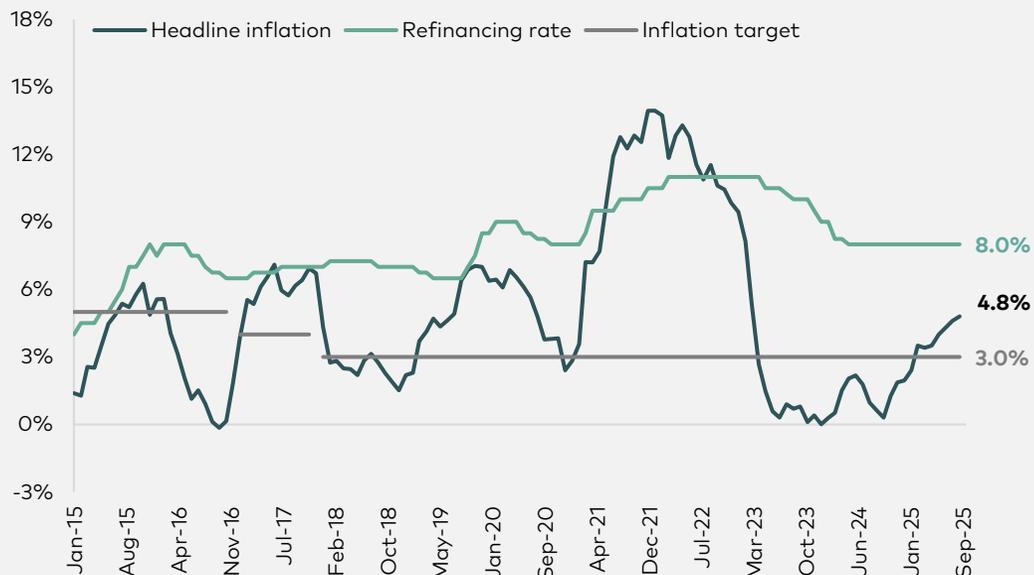
Georgia has outpaced its peers in economic growth and is projected to remain a leading performer in the medium term. Despite regional geopolitical conflicts, the economy has shown resilience, with growth expected to moderate but remain solid at around 5.1%.

GEORGIAN MACROECONOMIC OVERVIEW

LOW INFLATION AND HEALTHY FISCAL PARAMETERS



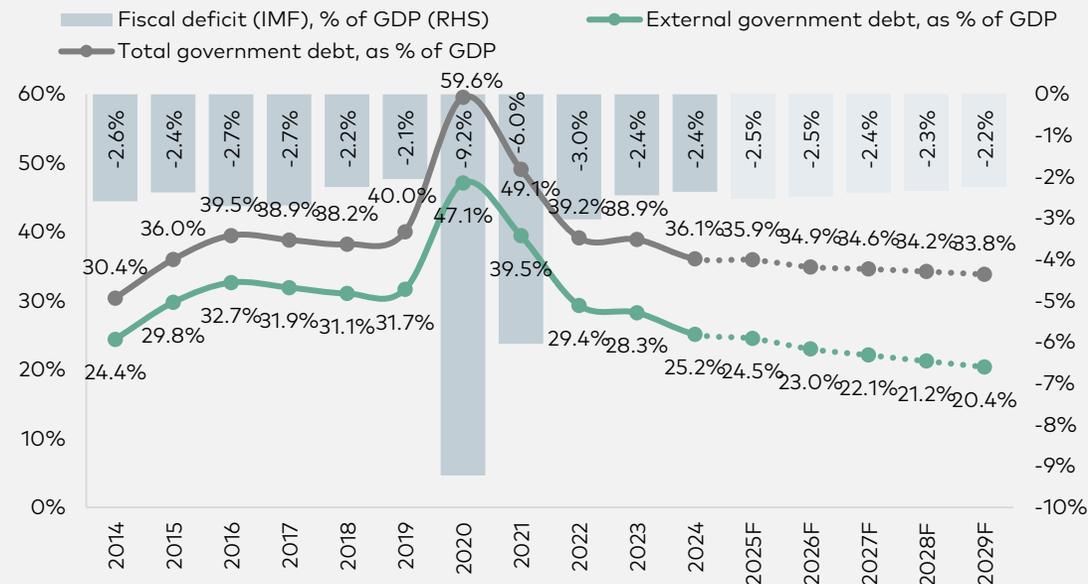
Inflation and monetary policy rate



Source: NBG

Since April 2023, inflation stayed below the 3.0% target, averaging 2.5% in 2023 and 1.1% in 2024, supported by lower imported inflation, domestic price slowdown, GEL appreciation, and tight monetary policy. With inflation easing, NBG cut the refinancing rate by 300 bps to 8.0% by May 2024. In 2025, inflation rebounded, reaching 4.8% in September, while the NBG kept the rate unchanged at 8.0%.

Fiscal deficit and government debt



Source: MoF

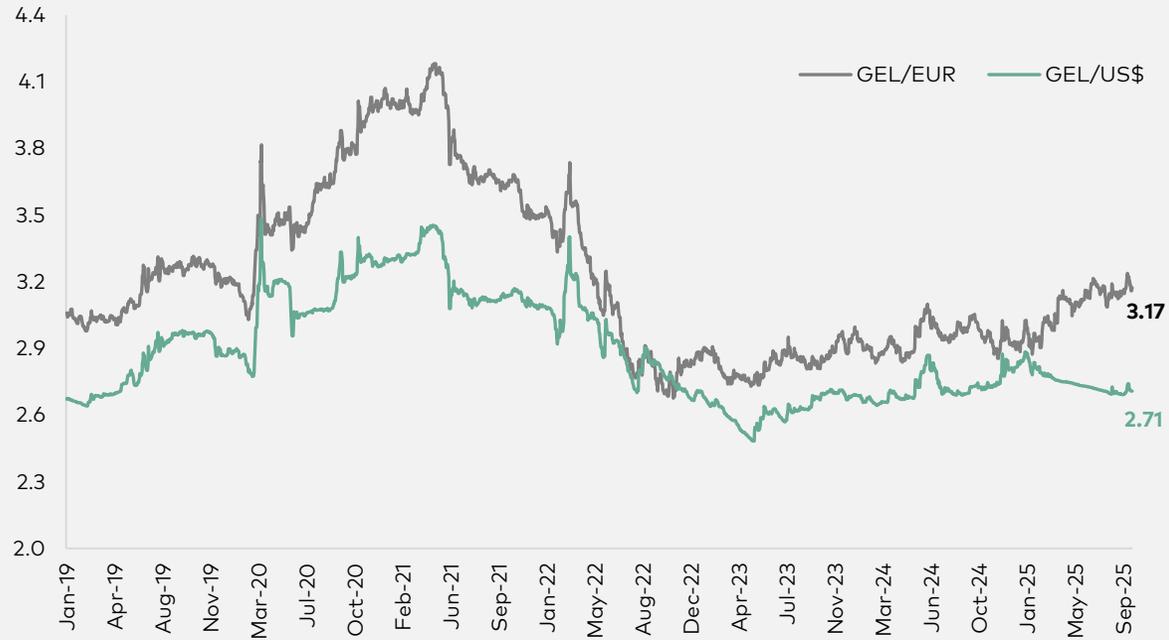
Fiscal metrics have rapidly returned to pre-pandemic levels. The deficit declined from 9.2% of GDP in 2020 to 2.4% in 2024, while government debt fell from 59.6% to 36.1%. Supported by strong growth and GEL appreciation, the 2025–29 debt strategy aims to reduce external reliance, increase domestic funding, and drive further fiscal improvement.

GEORGIAN MACROECONOMIC OVERVIEW

2025 MARKED BY STRONGER GEL AND INCREASED RESERVES



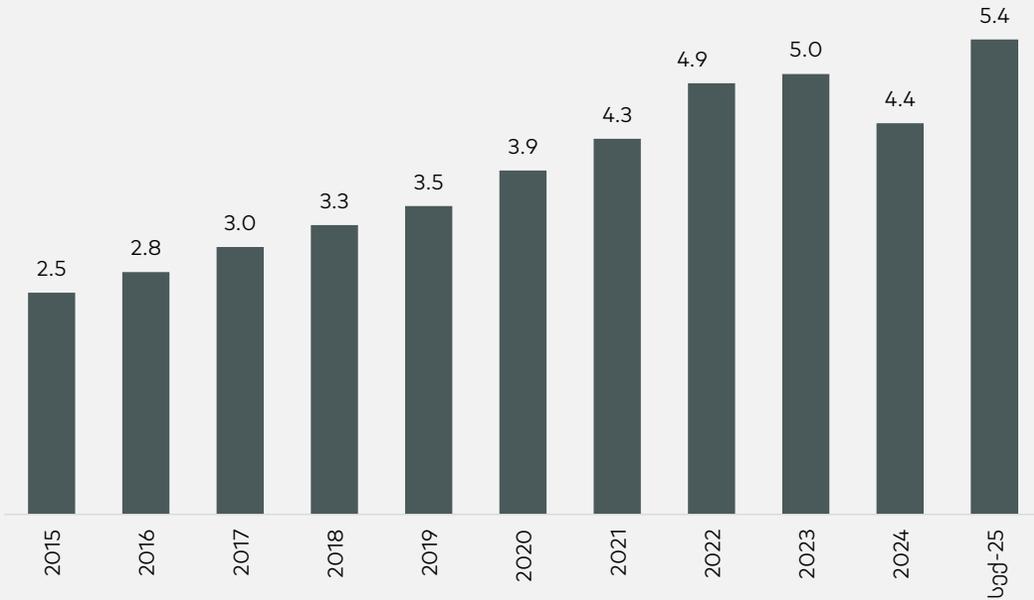
Average GEL/US\$ and GEL/EUR



Source: NBG

In January–September 2025, the GEL/USD exchange rate appreciated by 3.7%, supported by strong fundamentals: In the first 9 months of 2025, tourism revenues rose by 5.1% to US\$3.6bn, goods exports grew by 7.7% to US\$5.2bn, and remittances increased by 6.4% to US\$2.7bn.

Gross international reserves, \$ bn



Source: NBG

Amid strong FX inflows, the NBG purchased US\$1.5bn on the FX market, bringing international reserves to US\$5.4bn as of September 2025.

CONTENTS

Indicative Bond Offering Terms

Company Overview

Shareholders and Management

Key Financial Highlights

Industry Overview

Macroeconomic Overview

Annex

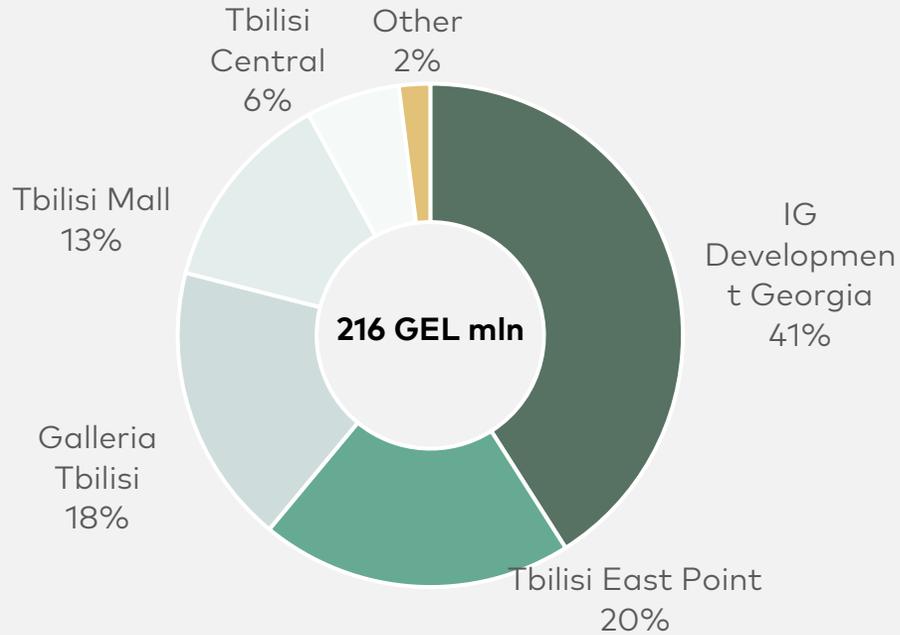


MARKET POSITION

THE COMPANY IS THE MARKET LEADER, BOTH IN MARKET SHARE AND PROFITABILITY



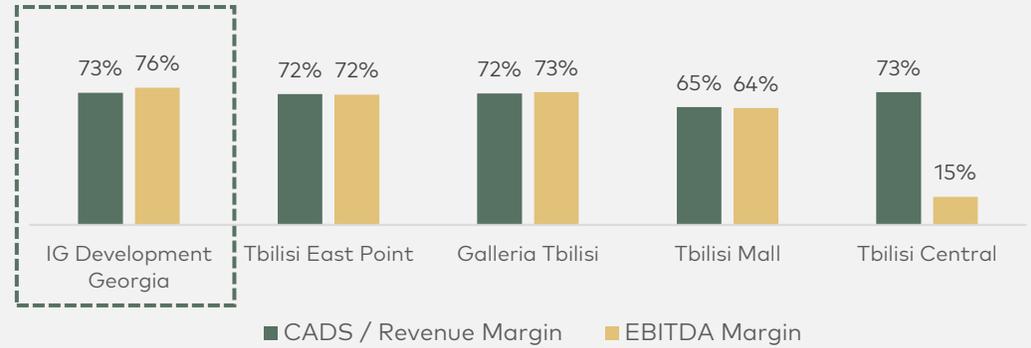
Market shares of Tbilisi shopping malls by revenue, 2023



*Data for Gldani Mall LLC for 2023 is not available; therefore, it is included in category "other" based on the most recent available data (2021)

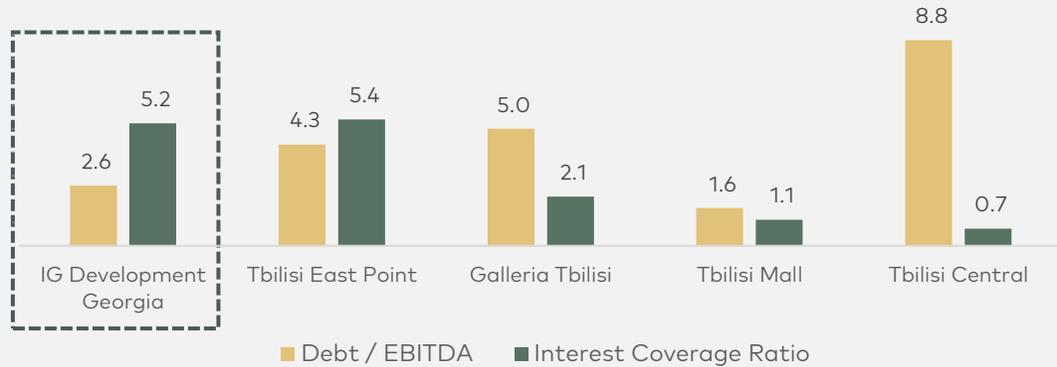
Source: reportal.ge/company-financial-statements

CADS/Revenue¹ and EBITDA margins of key players, 2023



¹ CADS/Revenue is calculated as operating cash flow (before changes in operating assets and liabilities) divided by revenue.

Leverage and interest coverage ratio² of market players, 2023



² EBITDA (operating profit before depreciation and amortization) divided by interest expense reported in the income statement

STATEMENT OF FINANCIAL POSITION



Statement of Financial Position, '000 GEL	Standalone				Consolidated			
	30 June 2025	30 June 2024	31 December 2024	31 December 2023	30 June 2025	30 June 2024	31 December 2024	31 December 2023
	Unaudited	Unaudited	Audited	Audited	Unaudited	Unaudited	Audited	Audited
Assets								
Non-Current assets								
Investment property	202,930	187,776	195,123	184,228	202,930	187,776	195,123	184,228
Prepayments to tenants	12,926	13,521	13,594	14,132	12,926	13,521	13,594	14,132
Property and equipment	6,021	4,071	6,257	4,526	6,540	4,428	6,815	4,830
Intangible assets	71	83	75	77	127	171	134	175
Investment in subsidiary	69,718	69,718	69,718	69,718	-	-	-	-
Loans granted	122,479	43,312	113,660	27,554	122,425	43,761	113,614	27,526
Trade and other receivables	10,801	582	4,305	1,720	10,801	582	4,305	1,720
Total non-current assets	424,945	319,063	402,731	301,955	355,750	250,238	333,586	232,612
Current assets								
Inventory property	-	-	-	-	230,833	116,278	151,852	100,024
Loans granted	9,676	9,332	8,615	3,896	12,380	11,231	11,079	6,091
Inventory	351	331	351	321	537	518	536	321
Prepaid taxes	3,632	2,185	2	-	6,664	3,401	2,412	-
Trade and other receivables	10,201	11,125	8,630	7,176	24,654	19,722	24,262	15,124
Restricted cash	-	-	-	-	540	6,778	641	6,222
Cash and cash equivalents	2,389	7,452	10,268	14,998	25,147	34,075	44,953	33,400
Total current assets	26,250	30,426	27,866	26,390	300,756	192,003	235,735	161,183
Total assets	451,195	349,488	430,597	328,345	656,506	442,241	569,321	393,795
Equity								
Charter capital	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2
Paid-in capital	8,814	8,814	8,814	8,814	8,814	8,814	8,814	8,814
Retained earnings	220,881	168,491	194,692	141,939	210,078	164,673	188,236	138,250
Total equity	229,695	177,305	203,505	150,753	218,892	173,487	197,049	147,064
Liabilities								
Non-current liabilities								
Grants related to assets	1,050	1,144	1,097	1,191	1,050	1,144	1,097	1,191
Borrowings	124,957	112,799	149,191	142,954	124,957	112,799	149,191	142,954
Advances received from tenants	3,795	3,874	3,457	3,568	3,795	3,874	3,457	3,568
Trade and other payables	-	-	-	-	32,773	-	-	-
Total non-current liabilities	129,802	117,817	153,746	147,712	162,576	117,817	153,746	147,712
Current liabilities								
Borrowings	86,036	50,183	67,441	21,848	86,036	50,183	67,440	21,848
Accruals for Other Liabilities and Payables	-	-	-	-	-	-	-	-
Trade and other payable	5,661	4,184	5,905	3,519	16,295	6,602	12,491	4,989
Advances received for inventory property	-	-	-	-	171,350	93,039	137,366	67,996
Advances received from tenants	-	-	-	-	1,357	1,114	1,229	1,047
Other taxes payable	-	-	-	4,513	-	-	-	3,139
Total current liabilities	91,697	54,367	73,346	29,880	275,038	150,938	218,526	99,018
Total liabilities	221,500	172,184	227,091	177,592	437,614	268,754	372,271	246,731
Total equity and liabilities	451,195	349,488	430,597	328,345	656,505	442,241	569,321	393,795

For detailed information, please refer to the company's published periodic reports (including the annual audited financial statements)

INCOME STATEMENT



Income statement, '000 GEL	Standalone				Consolidated			
	30 June 2025	30 June 2024	31 December 2024	31 December 2023	30 June 2025	30 June 2024	31 December 2024	31 December 2023
	Unaudited	Unaudited	Audited	Audited	Unaudited	Unaudited	Audited	Audited
Revenues	52,014	46,172	100,929	88,202	51,930	46,021	100,621	87,991
Other operating income	-	-	-	-	8,753	-	8,566	-
Direct operating expenses	(8,325)	(7,923)	(16,437)	(16,188)	(17,078)	(10,193)	(25,003)	(17,205)
General and administrative expenses	(4,929)	(3,444)	(12,887)	(10,278)	(9,198)	(4,854)	(16,812)	(13,385)
Foreign exchange (loss) / gain, net	37	(607)	(759)	(278)	(356)	612	(69)	824
Operating profit	38,798	34,198	70,846	61,458	34,051	31,586	67,303	58,225
Operating profit margin	75.00%	74.00%	70.00%	70.00%	66.00%	69.00%	67.00%	66.00%
Net charge for expected credit losses on loans granted	(1,193)	(1,513)	(5,656)	(3,714)	(1,197)	(1,558)	(5,745)	(3,728)
Finance cost, net	(2,897)	(6,680)	(8,194)	(6,915)	(2,998)	(6,448)	(7,887)	(7,072)
Other income, net	152	546	710	790	654	2,843	1,267	2,272
Profit before income tax	34,859	26,552	57,706	51,618	30,511	26,423	54,939	49,697
Income tax expense	(1,300)	-	(743)	(511)	(1,300)	-	(743)	(511)
Profit for the period	33,558	26,552	56,963	51,107	29,211	26,423	54,196	49,186
Net income margin	65.00%	58.00%	56.00%	58.00%	56.00%	57.00%	54.00%	56.00%

CASH FLOW STATEMENT



Cash flow statement, '000 GEL	Standalone				Consolidated			
	30 June 2025	30 June 2024	31 December 2024	31 December 2023	30 June 2025	30 June 2024	31 December 2024	31 December 2023
	Unaudited	Unaudited	Audited	Audited	Unaudited	Unaudited	Audited	Audited
Cash flows from operating activities								
Profit before income tax	34,859	26,552	57,706	51,618	30,511	26,423	54,939	49,697
Adjustments for:								
Depreciation and amortisation	2,744	2,663	5,372	5,270	2,809	2,702	5,521	5,390
Impairment losses on financial assets	1,193	1,513	6,114	4,113	1,197	1,558	6,605	4,127
Amortisation of prepayments to tenants	668	611	1,336	1,223	668	611	1,336	1,223
Provision reversal for uncertain tax positions	-	-	-	(2,636)	-	-	-	(2,636)
Finance cost, net	2,897	6,680	8,194	6,915	2,998	6,448	7,887	7,072
Net loss from exchange rate difference	(37)	607	759	278	356	(612)	69	(824)
Operating cash flows before working capital changes in:	42,325	38,626	79,481	66,781	38,539	37,131	76,357	64,049
Trade and other receivables	(8,069)	(2,811)	(4,412)	(264)	(6,891)	(3,459)	(12,497)	(7,018)
Inventory property	-	-	-	-	(78,981)	(16,253)	(51,828)	(25,369)
Advances received for inventory property	-	-	-	-	33,984	25,043	69,370	61,089
Inventories	-	(11)	(31)	102	(1)	(198)	(215)	102
Tax balances	(3,630)	(6,698)	(4,515)	4,417	(4,252)	(6,540)	(5,551)	2,168
Advances received from tenants	466	305	72	1,688	466	305	72	1,688
Prepayments to tenants	-	-	(798)	-	-	-	(798)	-
Trade and other payables	(338)	615	2,103	(1,624)	36,658	1,617	7,389	1,012
Changes in working capital	(11,571)	(8,599)	(7,581)	4,320	(19,016)	516	5,941	33,671
Income taxes paid	(1,300)	-	(743)	(511)	(1,300)	-	(743)	(511)
Interest paid, net	(9,279)	(6,581)	(13,343)	(14,366)	(9,387)	(6,601)	(13,388)	(14,718)
Net cash generated from operating activities	20,174	23,446	57,813	56,223	8,835	31,046	68,167	82,491
Cash flows from investing activities								
Purchases of property and equipment	(353)	(58)	(2,780)	(906)	(369)	(139)	(3,146)	(1,063)
Purchases of investment property	(10,006)	(5,745)	(15,302)	(6,605)	(10,006)	(5,745)	(15,302)	(6,605)
Acquisition of intangible assets	-	(6)	(6)	(16)	(6)	(6)	(6)	(113)
Placement of restricted cash	-	-	-	-	82	(397)	5,638	(5,275)
Loans granted	(8,766)	(18,958)	(90,084)	(1,867)	(8,986)	(18,958)	(90,084)	(1,929)
Loan repayments received	-	-	2,836	820	-	-	2,836	720
Net cash used in investing activities	(19,125)	(24,767)	(105,336)	(8,574)	(19,285)	(25,245)	(100,063)	(14,264)
Cash flows from financing activities								
Proceeds from borrowings	7,588	64,247	152,022	63,482	(1,563)	(5,668)	47,746	(41,770)
Repayment of borrowings	(9,151)	(69,915)	(104,276)	(97,390)	(7,368)	-	(4,211)	(2,895)
Dividends paid to owner	(7,368)	-	(4,211)	(2,895)	(7,368)	-	(4,211)	(2,895)
Net cash from/(used in) financing activities	(8,932)	(5,668)	43,535	(36,803)	(8,932)	(5,668)	43,535	(44,665)
Effect of exchange rate changes on cash and cash equivalents	4	(557)	(742)	(277)	(424)	542	(85)	397
Cash and cash equivalents at the beginning of the year	10,268	14,998	14,998	4,428	44,953	33,400	33,400	9,440
Cash and cash equivalents at the end of the year	2,389	7,452	10,268	14,998	25,147	34,075	44,953	33,400

KEY FINANCIAL RATIOS



Ratios:	Pro-Forma*	30 June 2025	31 December 2024	31 December 2023
Financial Leverage Ratios				
1. Debt to Equity	1.35 x	0.92 x	1.06 x	1.09 x
2. Interest Coverage Ratio (ICR)	n/a	4.69 x	5.23 x	4.25 x
3. Debt to EBITDA Ratio	3.84 x	2.61 x	2.84 x	2.47 x
4. Total Debt to Assets Ratio	0.56 x	0.47 x	0.50 x	0.50 x
Profitability Ratios				
5. Return on Assets (ROA)	n/a	17.4%	16.2%	16.0%
6. Return on Equity (ROE)	n/a	31.4%	32.2%	40.4%
7. Return on Capital Employed (ROCE)	n/a	23.4%	19.3%	19.8%
8. Operating Profit Margin	n/a	70.8%	70.4%	69.8%
9. EBITDA Margin	n/a	76.0%	75.7%	75.8%
10. Net Income Margin	n/a	60.0%	56.6%	58.1%
Liquidity Ratios				
11. Liquid Assets / Total Assets	n/a	0.03 x	0.03 x	0.05 x
12. Liquid Assets / Current Liabilities	n/a	0.14 x	0.20 x	0.56 x
13. Current Ratio	n/a	0.29 x	0.38 x	0.88 x
14. Debt Service Coverage Ratio (DSCR)	n/a	3.61 x	2.02 x	1.95 x
Operating Efficiency Ratios				
15. Occupancy Rate	n/a	98%	98%	99%
16. Average Rent Price	n/a	45.9 \$	37.4 \$	34.8 \$
Key Financial Covenants				
<i>Covenants of Bank Loans:</i>				
17. DSCR [Limit: >=1.2]	n/a	1.60 x	3.03 x	2.35 x
18. DEBT / LTM EBITDA [Limit: <=6.5]	n/a	2.60 x	2.75 x	2.44 x
<i>Covenants of Existing Bonds:</i>				
<i>(ISINs: GE 2700604772, GE 2700604574, GE 2700604624)</i>				
19. DSCR [Limit: >=1.2]	n/a	3.71 x	2.10 x	1.95 x
20. Debt / LTM EBITDA [Limit <=6.5]	4.09 x	2.90 x	2.93 x	2.70 x
<i>Covenants of the Bonds to Be Issued Under This Prospectus:</i>				
21. DSCR LTM (Covenant of the Issued Bonds) [Limit: >=1.2]	n/a	3.71 x	2.10 x	1.95 x
22. Debt / LTM EBITDA *[Limit <=6.5]	4.09 x	2.90 x	2.93 x	2.70 x

*Covenant limit is set at 7x for 2026 and 2027, and will be reduced to 6.5x beginning in 2028.

RISKS RELATED TO THE COMPANY AND BONDS (1/2)



Investing in "company" bonds is associated with certain risks. Before making an investment decision, potential buyers of bonds should carefully familiarize themselves with this prospectus. In addition to other information provided in the prospectus, potential investors, before investing in bonds, must thoroughly examine the risks described below taking into account their financial condition and investment objectives. Any risks indicated below may have a substantially adverse effect on Company activities, financial condition and results. The emergence of any of these risks may adversely affect the market value of the bonds. However, below are the factors that are important for assessing market risks associated with bonds. Although "Company" believes that the risk factors indicated below represent the main risks associated with investing in bonds, there may be To have or incur additional risks and uncertainties that "Company" has not considered significant or are not informed about them, and any such risks and uncertainties may have a similar adverse effect as described below. Therefore, "Company" records that the risks described below are not exhaustive.

Summary of Material Risk Factors Related to the Issuer's Business and the Offered Securities

Risks Factors specific to the Industry and the Economy

1. The risk of economic instability and investment is high in developing countries like Georgia:

- 1.1. Political and government instability in Georgia may have a significant adverse effect on the local economy and the Company's business;
- 1.2. There are additional risks related to investing in developing markets such as Georgia;
- 1.3. Depreciation of the national currency, lari, against USD/other currencies of economically related countries may have a material adverse effect on the Company's activity;
- 1.4. Since the Company operates within Georgia, it will be affected by changes in Georgian economic conditions;

2. Risks associated with the neighboring countries and the region:

- 2.1. Regional tensions may have an adverse effect on the local economy and the Company's business;
- 2.2. Disruptions in Georgia's neighboring markets may have an adverse effect on Georgia's economy;

3. Risks related to legislative and judicial systems:

- 3.1. Challenges related to the harmonization of Georgian legislation with EU legislation, which a deep and comprehensive agreement on free trade space requires, may arise
- 3.2. Ambiguities in the tax system of Georgia may cause correction of tax liabilities of the Company or imposition of fines on the Company. Georgia's existing tax system and policy may also undergo changes;
- 3.3. Uncertainty in the judiciary of Georgia, including any future arbitrary or inconsistent action by the state may adversely affect the local economy which, in turn, may cause damage to the Company's business;
- 3.4. The Company may be subject to litigation risk from its customers, suppliers and regulator;
- 3.5. Antimonopoly regulations may have an adverse impact on the Company's operations;
- 3.6. The Company is an accountable enterprise and is subject to additional legislative and reporting requirements;

4. Risks related to regulatory framework

- 4.1. New regulations on this or other industries may adversely affect the Company's business;
- 4.2. If the Company fails, in future, to comply with any existing regulation concerning the money laundering or financing terrorism or if the Company appears to be associated with them, this may adversely affect the Company;

RISKS RELATED TO THE COMPANY AND BONDS (2/2)



Risk factors specific to issuer's business

5. Risks related to the market:

- 5.1. The company's growth within its market segment is constrained by its geographical concentration in the capital city. As a result, the pace of increase in both tenant numbers and shopping center footfall largely depends on external factors;
- 5.2. Changes in customers' trade patterns and preferences may adversely affect the Company's operations;
- 5.3. Competition may adversely affect the Company's operations;
- 5.4. Shopping mall business largely depends on tourism;

6. Operational Risks:

- 6.1 The Company may fail to extend or renew terms of rental agreement or its major tenants may encounter financial problems, which, in turn, may adversely affect the company's financial condition
- 6.2. The Company's business may be impeded by the disruption of the Company's or tenants' information systems;

7. Risks related to investments, liquidity and funding:

- 7.1. The Company's current and future business strategy is capital intensive, the Company may find it difficult to find additional funds on favorable terms;
- 7.2. The Company may breach financial or nonfinancial covenants defined in debt agreements;
- 7.3. Real estate investment is not liquid;
- 7.4 The Company may face risks related to cost overrun, quality of construction materials, execution of works, and construction permits or/and contractors and approvals the Company needs to obtain for construction during future and ongoing construction projects;
- 7.5. The company has loans issued to related parties, a significant portion of which has historically shown material impairment, and a risk of impairment may exist for both loans already issued and those to be issued in the future.;
- 7.6. The "Company" has insufficient liquidity, which may have an adverse impact on the Company's solvency;
- 7.7. Changes in the currency exchange rates have had and may in the future have an impact on the "Company"..
- 7.8. The Company is not restricted from issuing additional loans to related parties under market conditions.

8. Risks related to appraisal of investment property and financial accounting/reporting:

- 8.1. The book value of the Company's investment property may not reflect the reality and therefore, the audit opinion of Company's financial reports is a qualified;
- 8.2. If the Company fails to ensure effective internal control system, the accuracy of financial accounting and reporting may be adversely affected;
- 8.3. Risks related to corporate governance standards;;

9. Reputational risk

- 9.1. The Company's operations depend on the reputation and prominence of its brand;

- 9.2. The failure to fulfill liabilities to stakeholders may damage the reputation of the Company and have an adverse effect on the Company's operational and financial activity;

10. Risks related to personnel and safety of employees:

- 10.1. Shortage of qualified personnel on the market may impede the Company's development and effective activity;
- 10.2. Labor disputes and strikes may adversely affect the Company's production level and profitability;

11. Risks related to unexpected events:

- 11.1. Unexpected events such as natural disasters, state of emergency, pandemic, etc. may have a serious adverse effect on the Company;

Risks specific to the securities to be offered

12. Risks related to the market price, liquidity and yield of bonds:

- 12.1. The market price of bonds may fluctuate;
- 12.2. There may not be an active trading market for the bonds;
- 12.3. Investors whose financial activities are denominated in a currency or monetary unit than the currency of the Bonds may receive less interest or principal on the Bonds than they expect as a result of fluctuations in exchange rates or foreign exchange adjustments;
- 12.4. The Bonds may be subject to early redemption or repurchase prior to maturity.

13. Risks related to bond rights:

- 13.1. The "Bonds" are pari passu securities;
- 13.2. There is a risk of default on the principal and interest payments of the "Bonds";
- 13.3. Bonds represent unsecured liabilities of the company;
- 13.4. The "Bonds" accrue interest at a fixed rate;
- 13.5. The disposal of bonds is subject to certain territorial/foreign country investor restrictions;
- 13.6. Certain financial covenants provided for in the credit agreement and the terms of the "Bonds" may not be fulfilled;
- 13.7. The existing financial restrictions of the "Bonds" may not be sufficient and may fail to protect investors;
- 13.8. In the future, the terms of the bonds may be changed or rights arising from violations of the terms of the bonds may be waived.;

14. Risks related to the legal/regulatory framework of bonds and their holding:

- 14.1. Any changes in the legislation of Georgia in the future may have a material adverse effect on the bonds, including their registration on the Georgian or Tbilisi stock exchange and the taxation of the benefits received from the ownership of the bonds;;
- 14.2. Investors should rely on the procedures of the depository, calculation and payment agent and, where applicable, the account provider of the bonds;
- 14.3. Capital investment in bonds implies taking into account considerations related to the legality of the investment;
- 14.4. The application for bond purchase can be partially approved;
- 14.5. Capital investment in bonds implies taking into account considerations related to the legality of the investment;



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