

Bank of Georgia Group PLC – Results of AGM

The Board of Directors of Bank of Georgia Group PLC (the “**Company**”) announces the results of voting on the resolutions put to shareholders at its Annual General Meeting (the “**AGM**”) held on Monday, 18 May 2020. Details of the resolutions are set out in full in the Notice of AGM dated 30 April 2020.

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

Resolutions 1 to 14 (inclusive) were passed as ordinary resolutions and resolutions 15 to 17 (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 2019	41,603,238	99.46	226,785	0.54	41,830,023	85.07%	363,015
2 To receive and approve the Directors’ Remuneration Report	29,373,803	69.66	12,795,084	30.34	42,168,887	85.76%	24,150
3 To appoint Neil Janin, as a Non-Executive Director**	39,098,647	93.41	2,759,212	6.59	41,857,859	85.13%	335,178
4 To appoint Alasdair Breach, as a Non-Executive Director**	38,121,037	90.35	4,071,950	9.65	42,192,987	85.81%	50
5 To appoint Archil Gachechiladze, as an Executive Director	42,186,079	99.98	6,909	0.02	42,192,988	85.81%	50
6 To appoint Tamaz Georgadze, as a Non-Executive Director**	39,716,839	94.13	2,476,149	5.87	42,192,988	85.81%	50
7 To appoint Hanna Loikkanen as a Non-Executive Director **	41,543,176	98.46	649,812	1.54	42,192,988	85.81%	50
8 To appoint Veronique McCarroll, as a Non-Executive Director**	41,922,758	99.36	270,230	0.64	42,192,988	85.81%	50
9 To appoint Jonathan Muir, as a Non-Executive Director**	41,922,606	99.36	270,382	0.64	42,192,988	85.81%	50
10 To appoint Cecil Quillen, as a Non-Executive Director**	39,716,839	94.13	2,476,149	5.87	42,192,988	85.81%	50
11 To appoint Ernst & Young LLP as Auditor to the Company	41,755,521	98.96	437,467	1.04	42,192,988	85.81%	50
12 To authorise the Audit Committee to set the remuneration of the Auditor	41,915,266	99.34	277,772	0.66	42,193,038	85.81%	0
13 To authorise political donations and political expenditure.	41,133,594	98.27	724,316	1.73	41,857,910	85.13%	335,128
14 To authorise the Board to allot shares	39,981,150	94.81	2,187,788	5.19	42,168,938	85.76%	24,100
15 To authorise the disapplication of pre-emption rights	38,722,770	91.78	3,469,723	8.22	42,192,493	85.81%	545
16 To authorise the disapplication of pre-emption rights for the purposes of acquisitions or capital investments	38,059,014	90.20	4,133,479	9.80	42,192,493	85.81%	545
17 To authorise the Company to purchase its own shares	41,481,751	98.39	679,848	1.61	42,161,599	85.75%	31,439

*Issued share capital

**Independent Director

In relation to Resolution 2, while the majority of shareholders approved the Directors' Remuneration Report, with 69.66% votes cast in favour, the Company recognises that a significant minority of shareholders voted against the resolution. The Company has already begun engagement with a number of shareholders to better understand their concerns. We will continue to listen to their views and actively engage them on this matter during 2020 and will publish an update on our website within six months.

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 13 to 17) will be submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

A copy of this announcement has been posted on the Company's website www.bankofgeorgiagroup.com.

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" - LSE: BGEO LN) is a UK incorporated holding company, which comprises: a) retail banking and payment services; and 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 to long-term, the Group targets to benefit from superior growth of 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)

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