

ROLES AND RESPONSIBILITIES OF OUR CHAIR, CEO, SENIOR INDEPENDENT DIRECTOR AND OTHER NON-EXECUTIVE DIRECTORS

Each of our Chair, Chief Executive Officer (the “**CEO**”), Senior Independent Director and other Non-Executive Directors have defined roles and responsibilities within the structure of the Board of Directors (the “**Board**”) of Bank of Georgia Group PLC (the “**Company**”) as described below. The Group refers to the Company and its subsidiary undertakings.

Principle G of the UK Corporate Governance Code 2018 (the “**Code**”) requires a “clear division of responsibilities between the leadership of the board and the executive leadership of the company’s business”. In addition, Code provision 12 states that the Board should appoint one of the independent Non-Executive Directors to be the Senior Independent Director.

Code provision 14 states that responsibilities of the Chair, Chief Executive, senior independent director, Board and Committees should be clear, set out in writing, agreed by the Board and made publicly available. The primary responsibilities of the Chair are set out in Section A; those of the CEO in Section B; those of the Senior Independent Director in Section C; and those of Non-Executive Directors, generally, in Section D. The Schedule of Matters Reserved for the Board and the Terms of Reference for each Board Committee are published separately.

Any amendment to this statement is a matter reserved to the Board.

A. The Role of the Chair

- The Chair reports to Board of the Company.
- The Chair is not responsible for executive matters regarding the Group’s business. Other than the CEO and the Company Secretary, no executive has a direct reporting line to the Chair, other than through the Board.

The primary responsibilities of the Chair of the Company are to:

- Lead the Board and its overall effectiveness in directing the Company;
- Demonstrate objective judgement throughout their tenure;
- Promote a culture of openness and debate;
- Facilitate constructive Board relations and the effective contribution of all Non-Executive Directors;
- Ensure Directors receive accurate, timely and clear information;
- Hold meetings with the Non-Executive Directors without the Executive Directors present;
- Ensure that the performance of the Board as a whole, its Committees, and individual Directors is formally and rigorously evaluated at least once a year with support from the

Senior Independent Director as appropriate, and acting on the results. Consideration should be given to having regular externally facilitated board evaluations at least every three years;

- Act on the results of the evaluation by recognizing the strengths and addressing any weaknesses of the Board;
- Seek regular engagement with major shareholders in order to understand their views on governance and performance against the strategy;
- Ensure that the Board as a whole has a clear understanding of the views of shareholders; and
- Ensure, with the advice of the UK General Counsel and Company Secretary where appropriate, compliance with the Board's approved procedures, including the Schedule of Matters Reserved for the Board and each Committee's Terms of Reference.

B. The Role of the CEO

- The CEO reports to the Chair (acting on behalf of the Board) and to the Board directly.
- The CEO is responsible for all executive management matters affecting the Group. All members of executive management report, either directly or indirectly, to him.

The primary responsibilities of the CEO of the Company are to:

- Run the Group's business;
- Propose, develop and supervise the Group's strategy and overall commercial objectives, which he does in close consultation with the Chair and the Board;
- Along with the executive team, implement the decisions of the Board and its Committees and deliver the strategy that the Board has agreed;
- Set an example to the Group's workforce, communicate to them the expectations in respect of the Group's culture, and ensure that operational policies and practices drive appropriate behaviour;
- Provide input to the Board's agenda, both from himself and the executive team;
- Ensure that a dialogue is maintained with the Chair on the important and strategic issues facing the Group, and propose Board agendas to the Chair which reflect these;
- Ensure that the executive team gives appropriate priority to providing reports to the Board which contains accurate, timely and clear information and welcome constructive challenge from Non-Executive Directors. Explaining in a balanced way any divergence of views of the executive team from the Board's views to help the Board reach a decision. Making certain that the Board is aware, when appropriate, of the views of the

workforce on issues of relevance to the business;

- Ensure, in consultation with the Chair and the Company Secretary as appropriate, that the CEO and the executive team comply with the Board's approved procedures, including the Schedule of Matters Reserved for the Board and each Committee's Terms of Reference;
- Ensure that the Chair is alerted to forthcoming complex, contentious or sensitive issues affecting the Group of which he might not otherwise be aware;
- Provide input to the Chair and Company Secretary on appropriate changes to the Schedule of Matters Reserved for the Board and Committee Terms of Reference;
- Provide information and advice on succession planning, to the Chair, the Nomination Committee, and other members of the Board, particularly in respect of Executive Directors and the executive team;
- Lead the communication programme with stakeholders;
- Comment on induction programmes for new Directors and ensure that appropriate management time is made available for the process;
- Ensure that the development needs of the Executive Directors, and other executive management reporting to the CEO, are identified and met;
- Ensure that performance reviews are carried out at least once a year for each of the Executive Directors and executive management. Provide input to the wider Board evaluation process;
- Promote, and conduct the affairs of the Group with the highest standards of integrity, probity and corporate governance, and ensure these standards permeate through all parts of the organisation;
- Recommend to the Board the annual budget and a three year annual financial plan, and supervise their achievement following Board approval;
- Identify and execute new business opportunities outside the current core activities, in line with strategic plans; and
- Perform such other duties and exercise such other powers as from time to time may be assigned to him by the Board.

This statement is to be annexed to the CEO's job description. In the event of any conflict between this statement and the CEO's job description, in so far as they may relate to his role as Group CEO, this statement shall take precedence.

C. The Role of the Senior Independent Director

The primary responsibilities of the Senior Independent Director of the Company are to:

- Provide a sounding board for the Chair and to serve as an intermediary for the other Directors and shareholders where necessary;
- Take responsibility for an orderly succession process for the Chair of the Board, including chairing the Nomination Committee if it is appropriate; and
- Meet with the other Non-Executive Directors at least once a year to appraise the Chair's performance and on such other occasions as necessary

D. The Role of Non-Executive Directors

Non-Executive Directors bring an independent and external dimension to the Board's activities and play their part in relation to strategy, performance, risk and people. Within the spirit of partnership and mutual respect on the Board, the Non-Executive Directors support as well as constructively challenge and monitor the executive team.

The primary responsibilities of the Non-Executive Directors are to:

- Have sufficient time to meet their Board responsibilities;
- Provide constructive challenge, strategic guidance, offer specialist advice and hold management to account;
- Scrutinize and hold to account the performance of management and individual executive directors against agreed performance objectives;
- Have a prime role in appointing and removing Executive Directors;
- Provide a written statement to the Chair, for circulation to the Board on resignation, if they have any such concerns about the operation of the Board or the management of the Company.
- Make sufficient time available to discharge their responsibilities, including engaging with stakeholders;
- Meet regularly in the absence of management and from time to time without the executive directors present and at least once a year without the Chair present; and
- Take into account the views of shareholders and other stakeholders where appropriate.