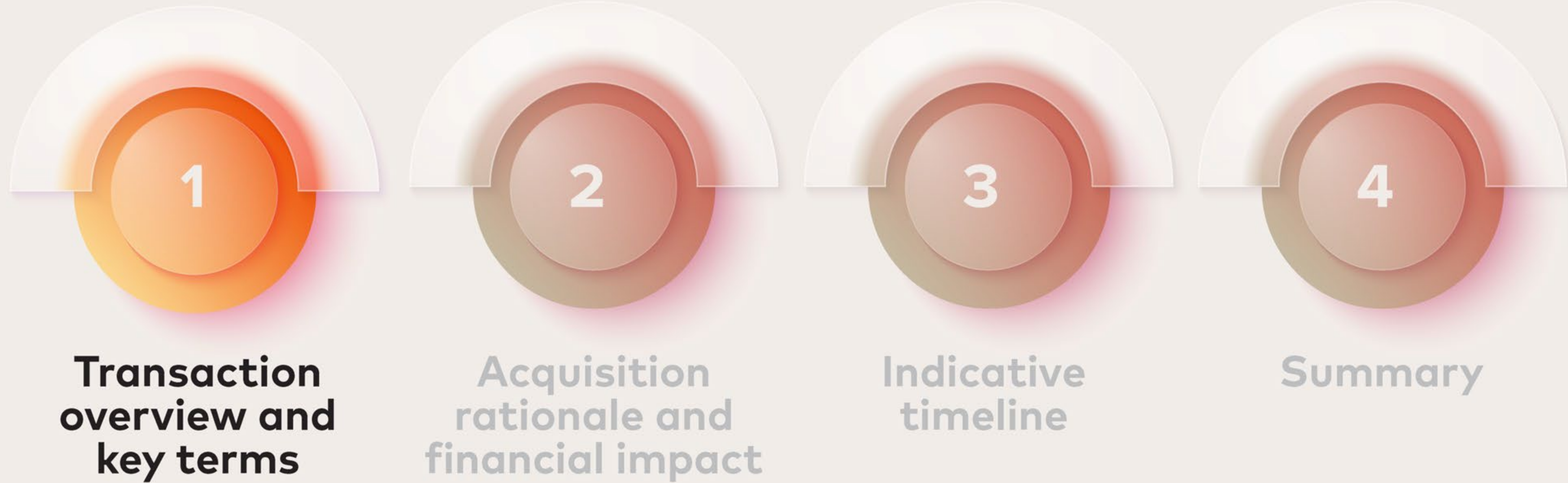


BANK OF GEORGIA GROUP PLC SET TO ACQUIRE AMERIABANK CJSC

February 2024



AGENDA



BOGG SET TO ACQUIRE A LEADING BANK IN ARMENIA



SET TO ACQUIRE 100%¹ OF



90% TO BE ACQUIRED IMMEDIATELY AND 10% TO BE RETAINED BY EBRD SUBJECT TO A PUT-CALL OPTION AGREEMENT



PURCHASE PRICE

\$303.6m.
0.65x NAV (Oct-23) to be paid in cash, implying **2.6x P/E²**



CONSIDERATION STRUCTURE

100% cash deal fully financed with BOGG's surplus capital. **No dilution for BOGG's shareholders³**



STRONG STRATEGIC RATIONALE

Entering **an attractive market** via acquisition of **a leading universal bank**



FINANCIAL IMPACTS

Expected immediate EPS accretion and RoAE uplift, with Bank of Georgia maintaining a strong capital position and **no change to the Group's Dividend and Capital Distribution Policy**



TIMELINE

Expected closing in **1Q24**

1. BOGG initially to acquire 90% of shares of Ameriabank with EBRD retaining a 10% stake subject to a Put-Call Option Agreement to be entered between BOGG and EBRD prior to completion
2. Calculated on the basis of Ameriabank's net income for FY'23 of \$117m based on unaudited financial statements
3. The sole instance of possible share issuance is previewed in Put and Call Option Agreement where the Company has the discretion to pay the Put and/or Call price either in cash or via issuance of shares in the Company

AMERIABANK AT A GLANCE



A leading universal bank in Armenia with #1 rank by loans and #2 by deposits



The leading corporate and investment banking franchise and #1 in mortgages in the retail segment



Strong brand in the local market - the "top-of-mind" bank in Armenia



Delivering double-digit RoAE in four out of five prior years, with 20%+ RoAE in 2022-2023



Experienced management team and strong governance with focus on ESG principles

Key highlights

20% / #1

Loans market share,
Dec-23

#1¹

Armenian bank by
brand awareness

419K

Individual customers,
Dec-23

1,812

Employees, Dec-23

GEL 9,378M

(\$3,487M)
Total assets, Dec-23

GEL 1,303M

(\$484M)
Shareholders' equity, Dec-23

GEL 309M

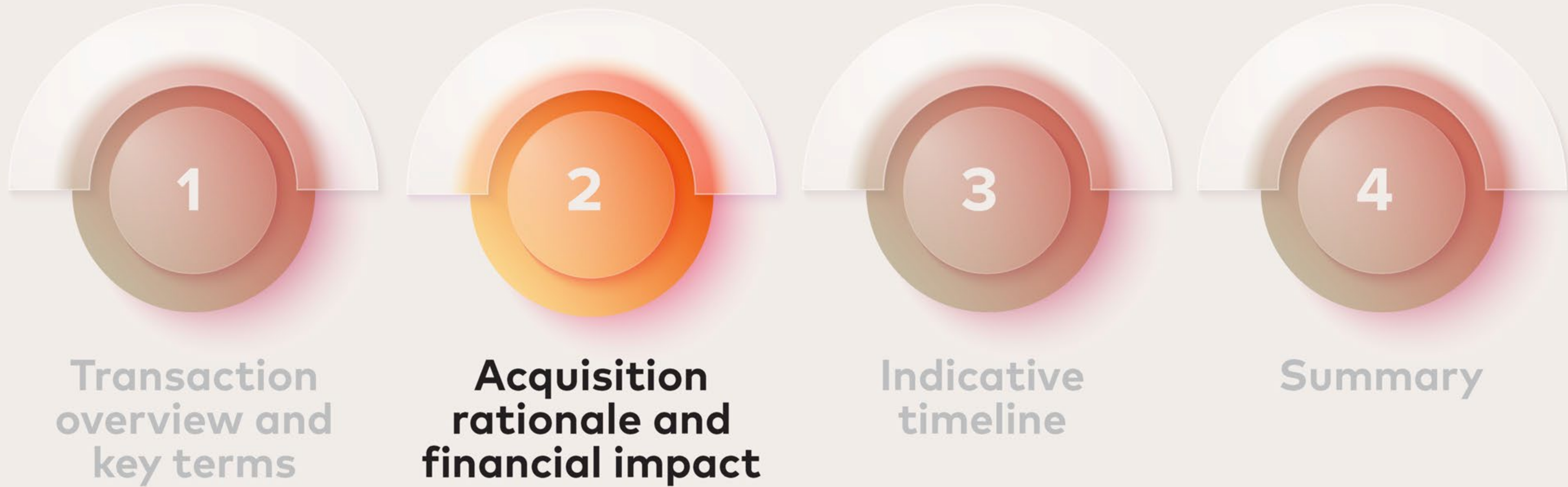
(\$117M)
Net income, FY23

24.9%

RoAE², FY23

Source: Company information. Financial data is based on public IFRS financial statements and public reports of the bank without any adjustments
Note: The NBG's official exchange rate of AMD 1000:GEL of 6.7034/6.6528 (avg/eop) for the year ended 31 December 2023 was used for conversion; GEL figures were converted to USD using the NBG's official exchange rate of USD 1:GEL of 2.6280/2.6894 (avg/eop) for the year ended 31 December 2023
1. Based on 4Q23 research by Invia CJSC
2. Calculated based on average shareholders' equity as at December 31, 2022 and as at December 31, 2023 based on IFRS financial statements of the bank converted to GEL

AGENDA



ACQUISITION OF AMERIABANK HAS SOUND STRATEGIC AND FINANCIAL RATIONALE



1

Entering an adjacent attractive market with a high-growth economy, similar to Georgia, and a fragmented banking sector with lower credit penetration creating a supportive environment for further growth

2

Acquisition of a leading universal bank in Armenia with strong profitability and significant upside potential by leveraging BOGG's experience in Ameriabank's future growth

3

Acquisition will allow BOGG to significantly increase the scale of the Group and diversify the business

4

Strong value creation for shareholders, with no dilution¹ and expected EPS accretion and profitability uplift, coupled with Bank of Georgia maintaining a strong capital position

1. The sole instance of possible share issuance is previewed in Put and Call Option Agreement where the Company has the discretion to pay the Put and/or Call price either in cash or via issuance of shares in the Company.

ARMENIA AND GEORGIA SHARE SIMILAR MACROECONOMIC FUNDAMENTALS



Similarities of Armenian and Georgian economies:

- Open economies of similar size
- Fastest growing economies in the region
- Sound and prudent macroeconomic policies

Differences of Armenian and Georgian economies:

Compared with Georgia, Armenia is distinguished by:

- Lower FDI inflows
- Lower concentration and penetration of the banking system

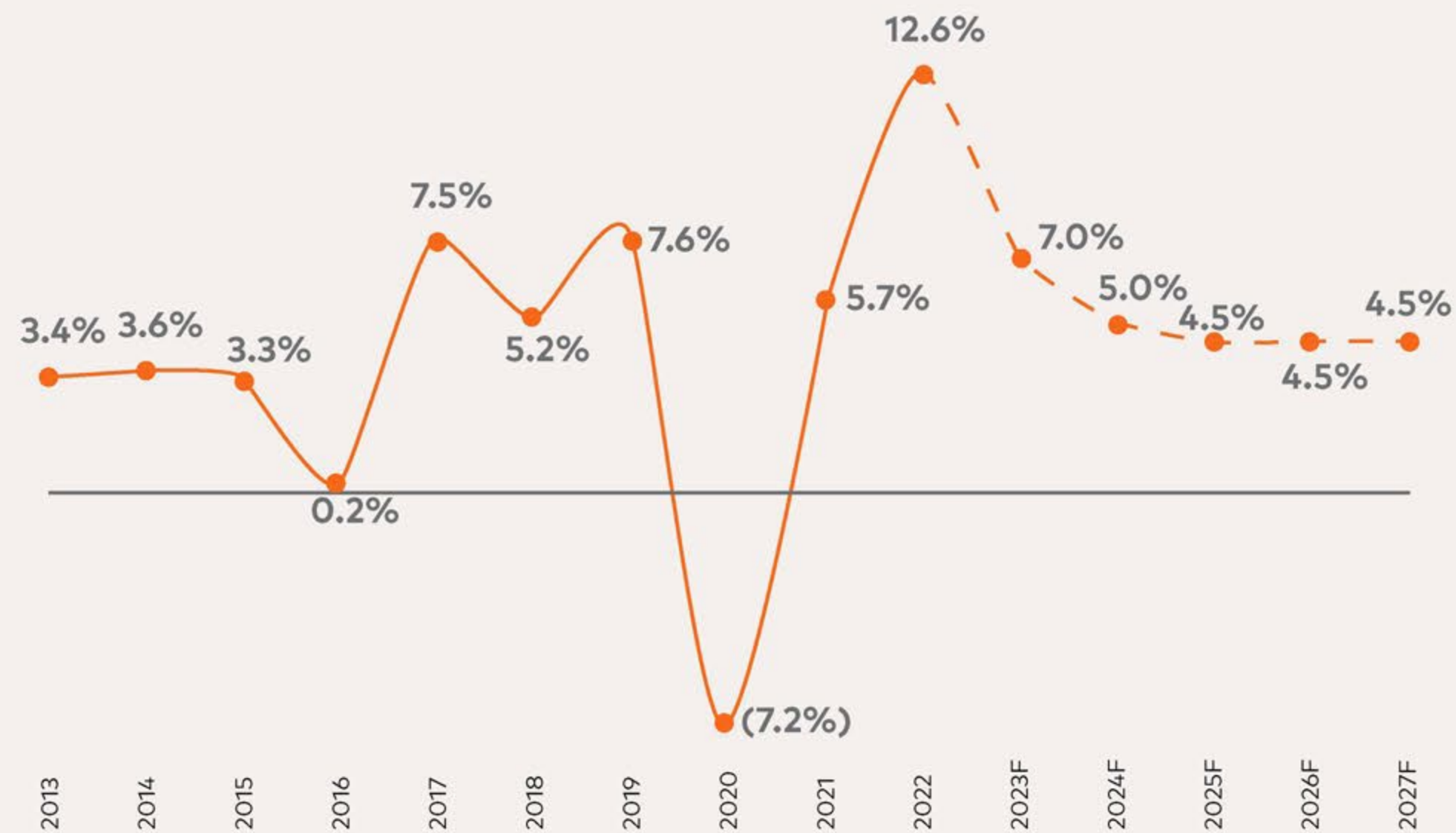
Armenian and Georgian economies: a snapshot

	 Armenia	 Georgia
Population (2022)	3.0 m	3.7 m
Nominal GDP (2022)	US\$ 19.5 bn	US\$ 25.0 bn
Nominal GDP per capita (2022)	US\$ 6.6k	US\$ 6.7k
Export of goods to GDP (2018-2022 avg.)	24.2%	27.9%
Import of goods to GDP (2018-2022 avg.)	35.8%	48.8%
FDI inflows to GDP (2018-2022 avg.)	0.9%	6.8%
Inflation rate (2013-2022 avg.)	3.3%	4.9%
Unemployment rate (2022)	13.0%	17.3%

1

ARMENIA IS ONE OF THE FASTEST GROWING ECONOMIES IN THE REGION WITH POSITIVE GDP GROWTH OUTLOOK

Armenia real GDP growth



Armenia real GDP growth in the regional context (avg 2013-2022)

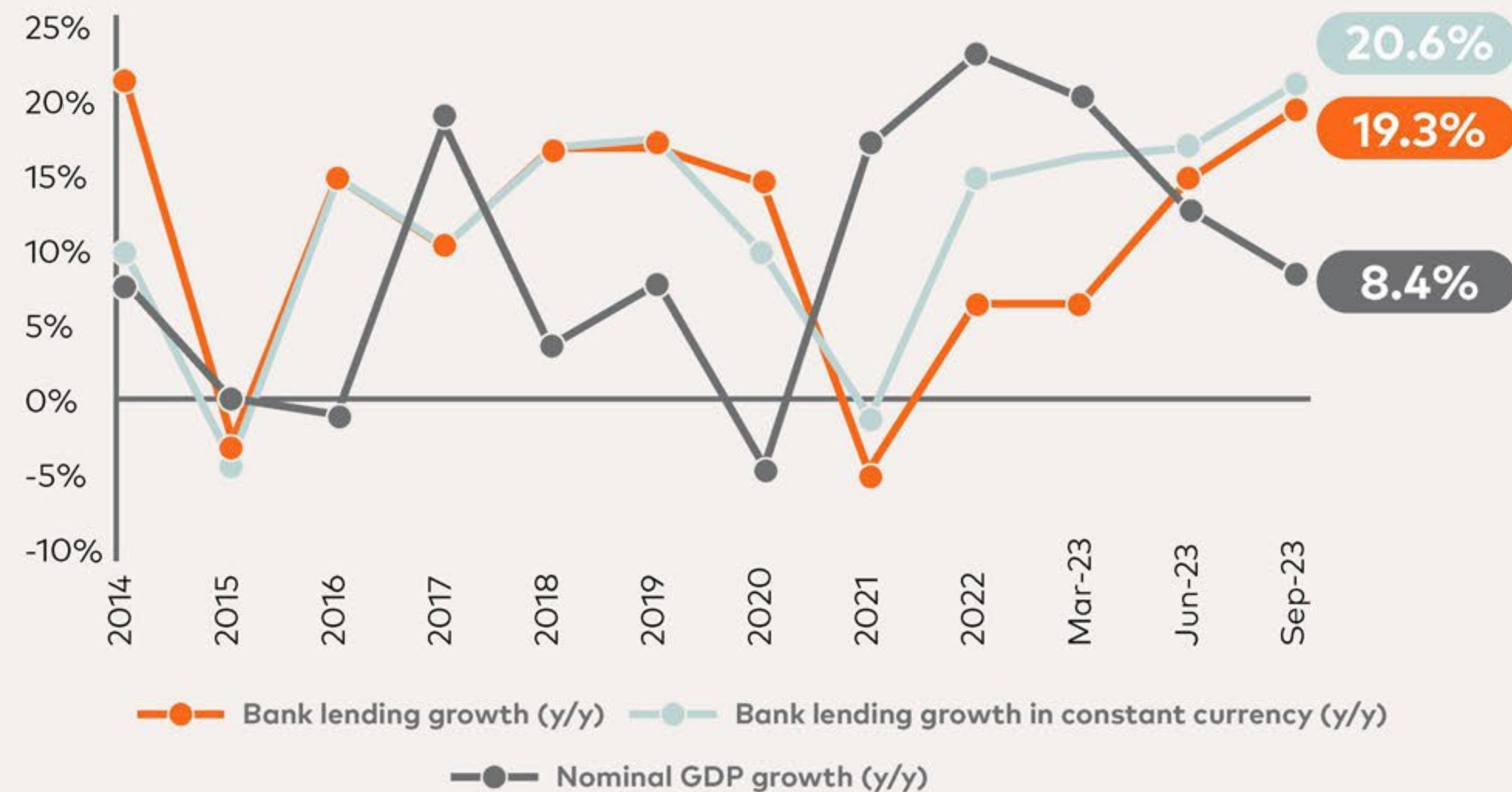


- One of the fastest growing economies in the region, with real GDP growth of c.5% on average per annum since 2018
- Robust economic growth expected in the medium term

1

GROWING, WELL-CAPITALISED AND FRAGMENTED BANKING SECTOR OFFERING SCOPE FOR FURTHER CONSOLIDATION

Armenian banking sector vs nominal GDP growth



Selected banking sector metrics

	Armenia	Georgia
Loans / GDP, 2022	49.5%	61.5%
Share of top-3 players, 2022	43.2%	82.1%
Total capital ratio, 2022	20.3%	20.3%
NPL ratio, 2022	2.4%	1.5%
RoAE, 2022	21.5%	24.8%

Source: IMF, CBA, NBG

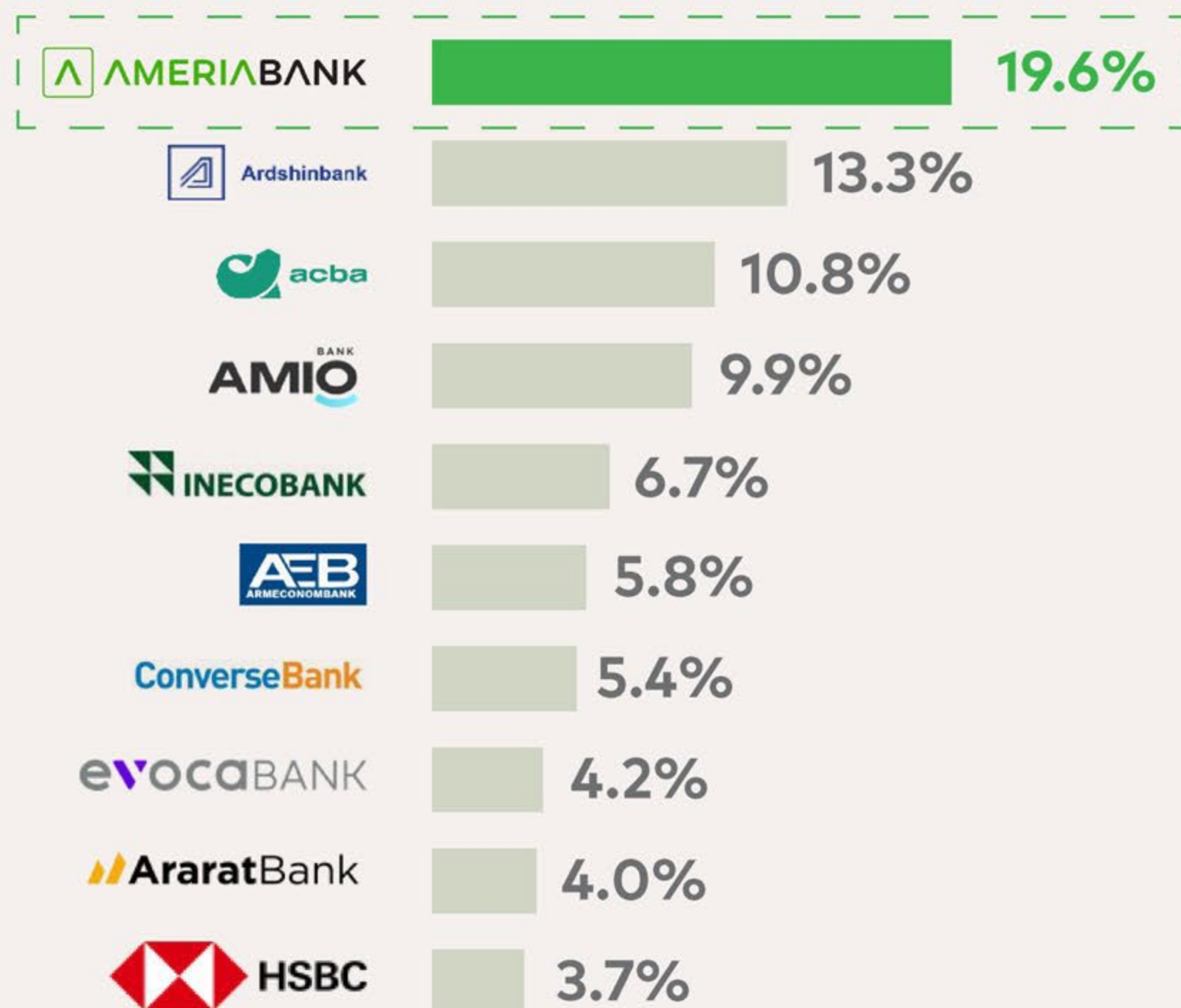
- Armenian banking sector demonstrates sustainable lending growth rates with relatively low banking sector penetration (50% Loans / GDP 2022 in Armenia vs 62% in Georgia and 85% in Eurozone¹) creating supportive environment for further growth
- Prudent banking sector fundamentals with strong capitalisation and low NPL ratio
- Fragmented nature of Armenian banking sector offers scope for further in-market consolidation

1. Source: World Bank, CBA, NBG

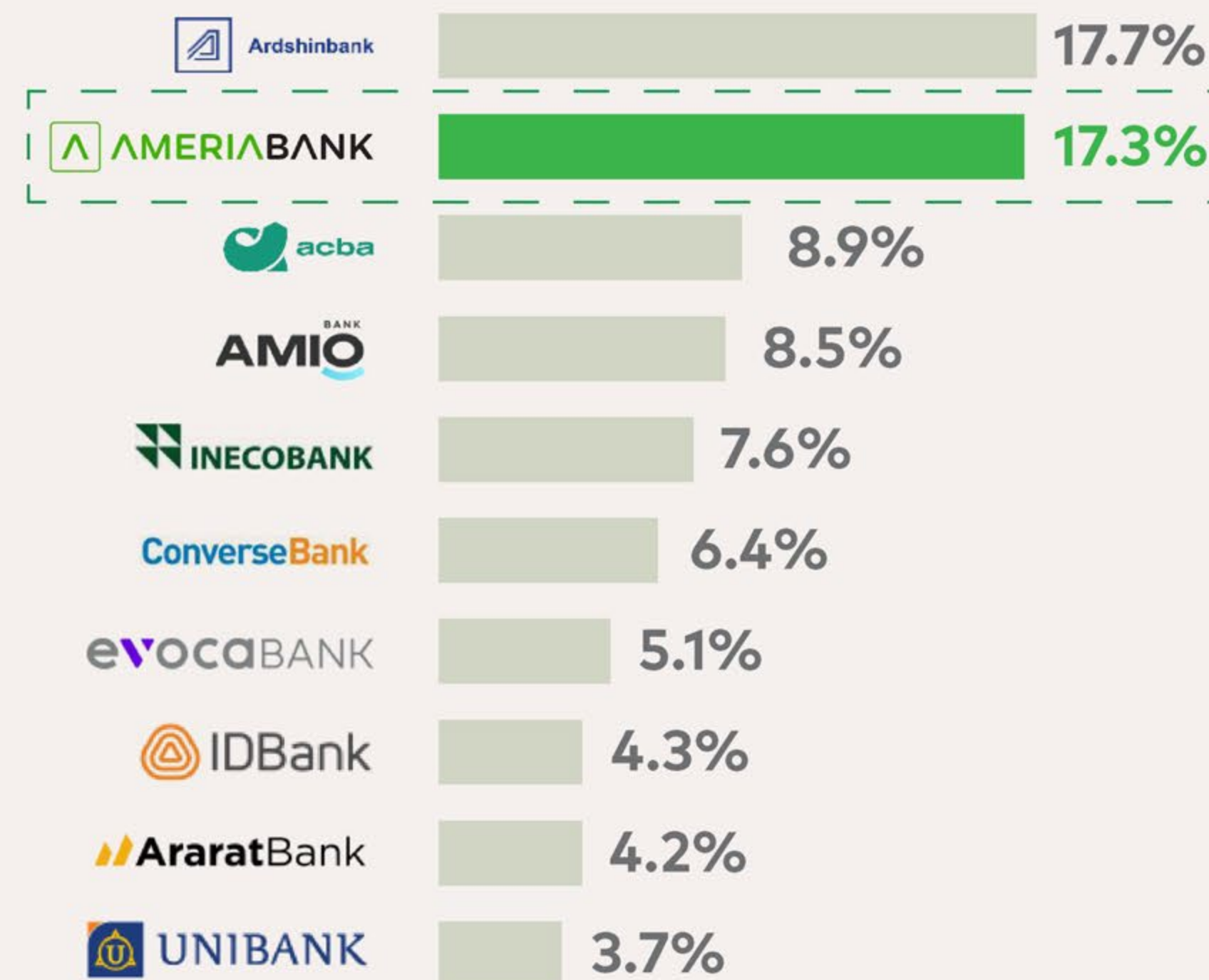
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AMERIABANK IS THE MARKET LEADER IN ARMENIA BY TOTAL LOAN PORTFOLIO AND THE SECOND LARGEST BANK BY TOTAL DEPOSITS

Loans market share, Dec-23

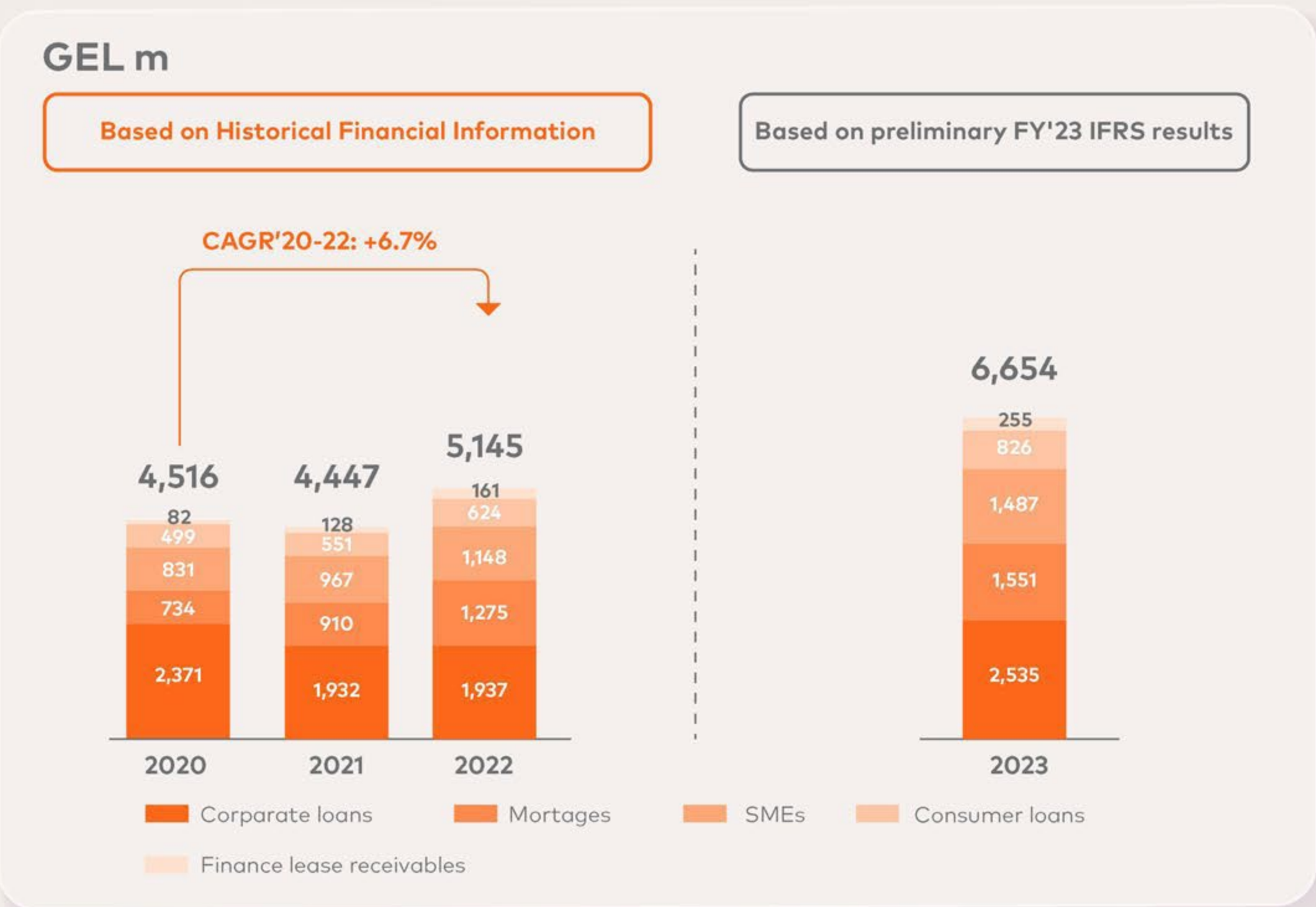


Deposits¹ market share, Dec-23

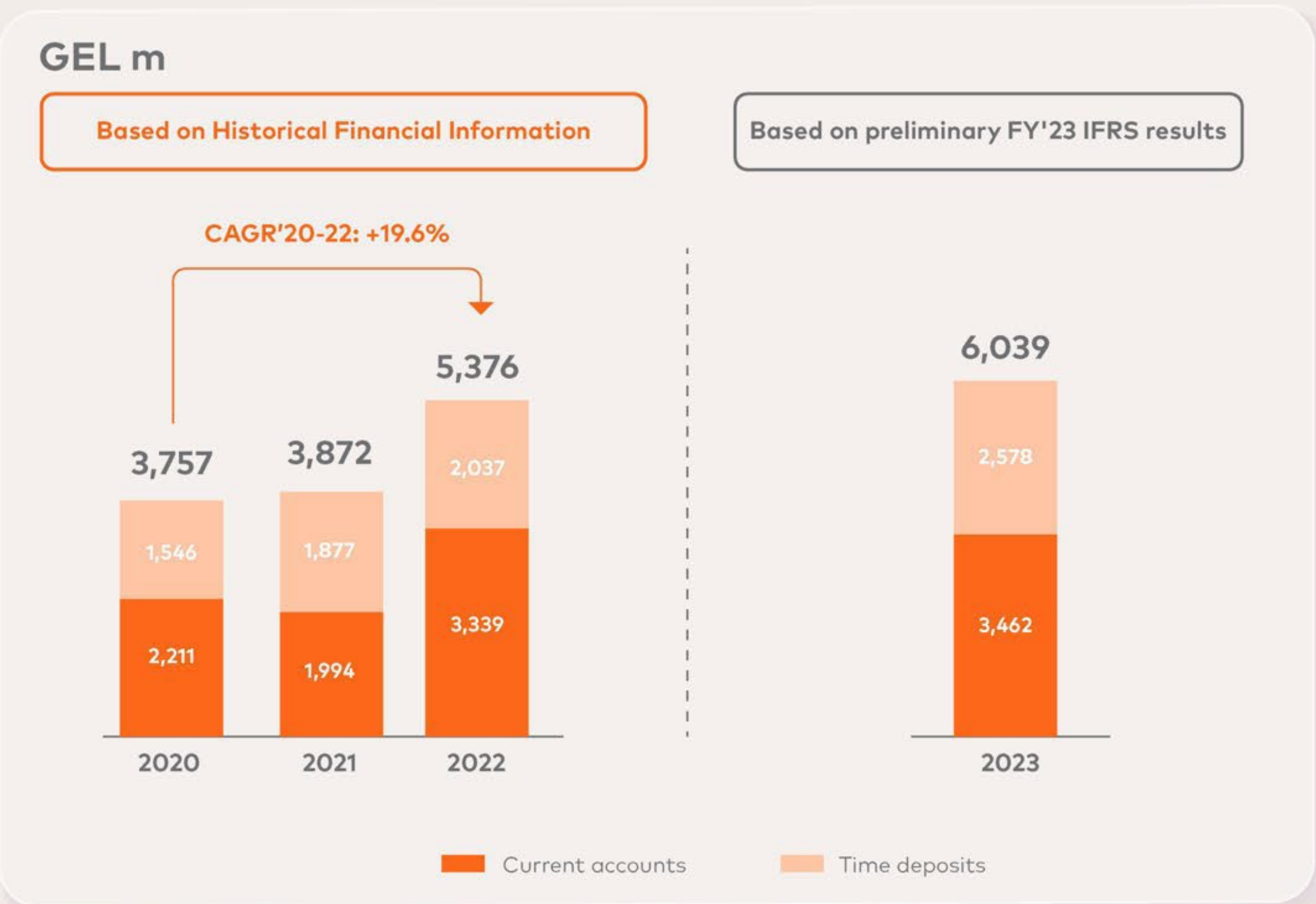


2 STRONG LOAN AND DEPOSIT PORTFOLIO GROWTH...

Gross loans to customers



Client deposits



Over the last few years Ameriabank has significantly expanded its loan portfolio, especially in retail, with its mortgages and consumer loan portfolio exhibiting high growth rates (combined CAGR of 24.1% in 2020-2022)

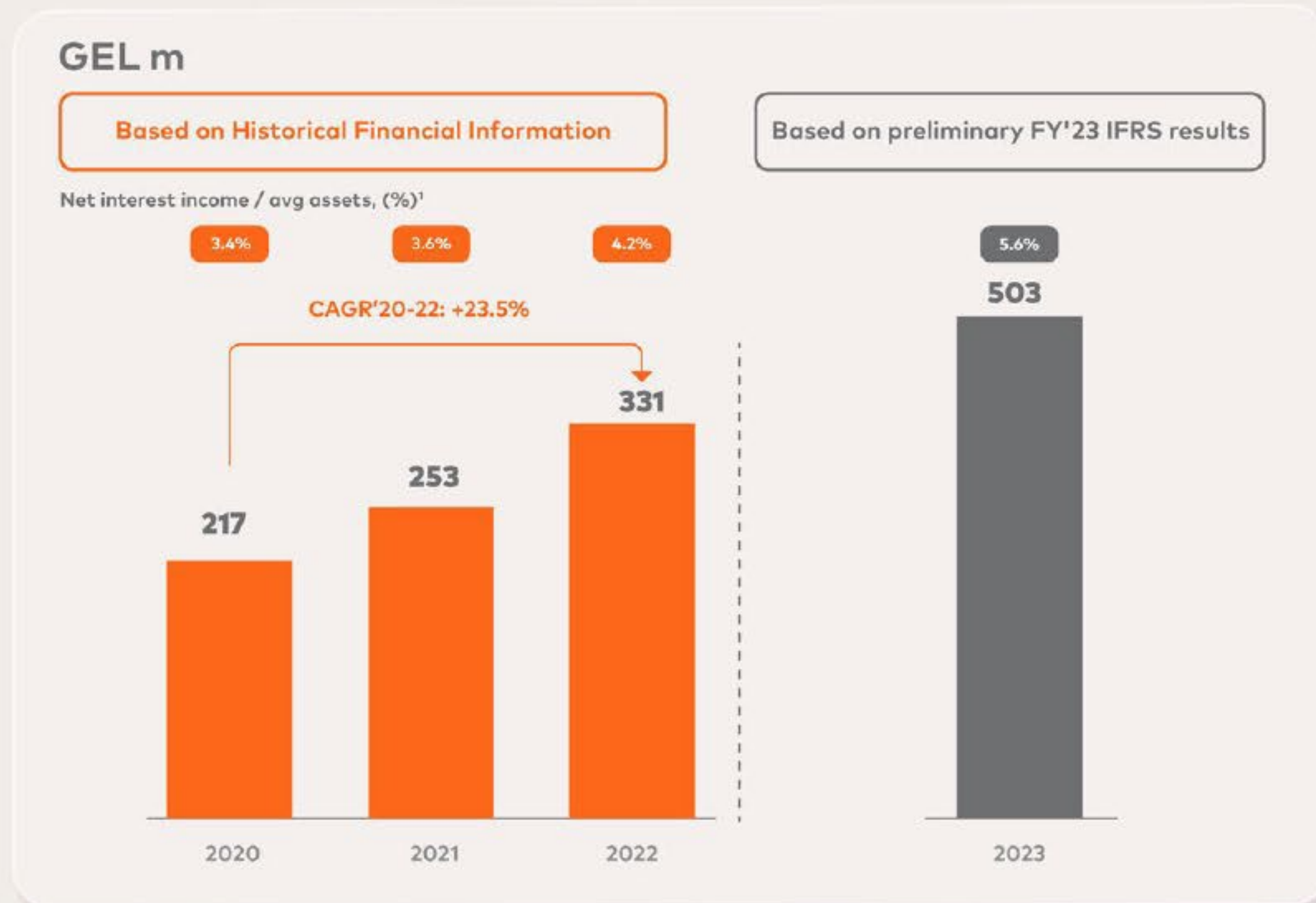
Source: Company information. Data for 2020-2022 based on the Historical Financial Information denominated in GEL as per the Circular to Shareholders; FY'23 figures based on IFRS unaudited financial statements of Ameriabank for year to 31 December 2023 without any adjustments

Note: The NBG's official exchange rate of AMD 1000:GEL 6.6528 for 31 December 2023 used for conversion

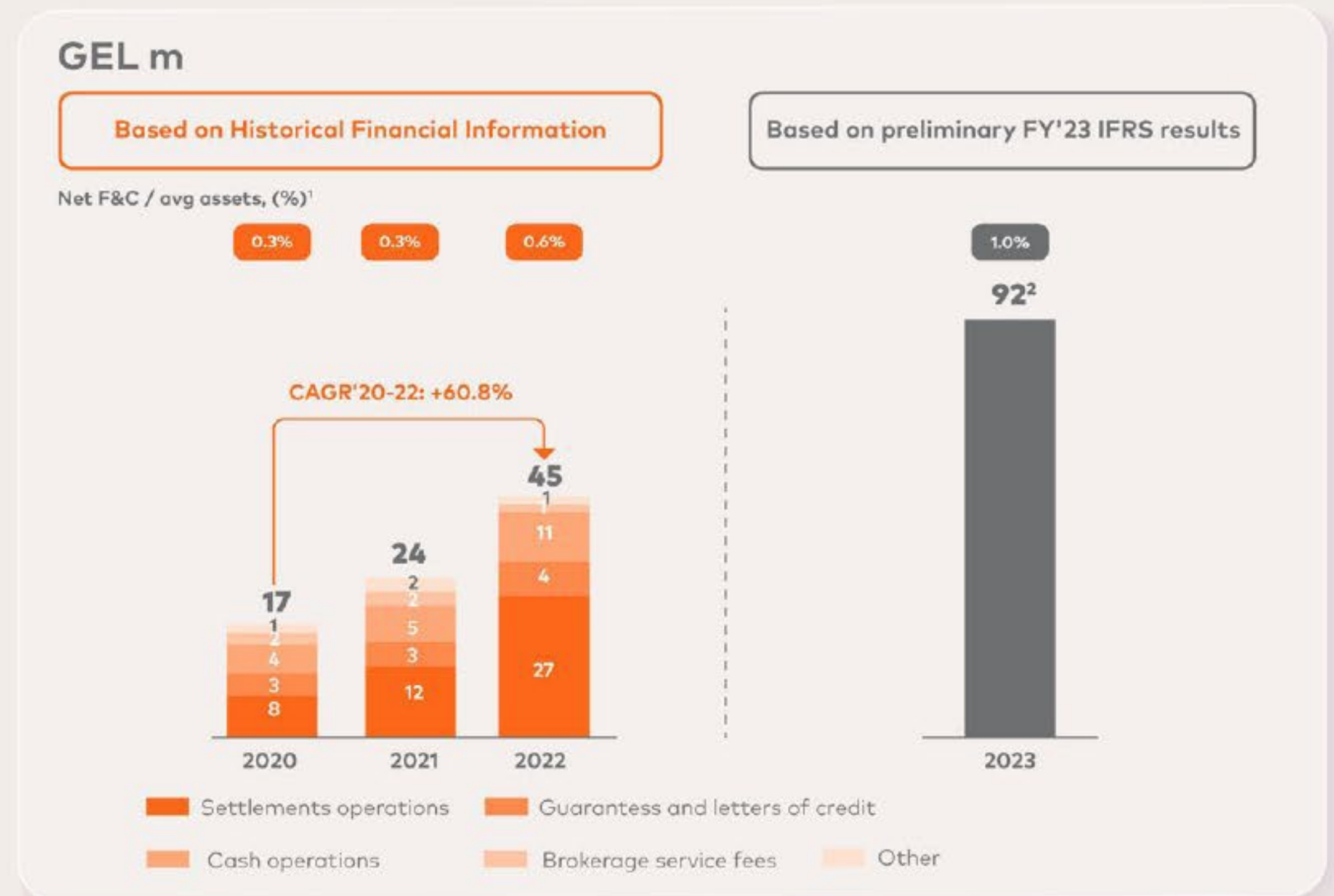
2

...COUPLED WITH SUBSTANTIAL GROWTH IN CORE BANKING REVENUE GENERATION OBSERVED YEAR ON YEAR...

Net interest income evolution



Net fee & commission income (F&C) evolution



- Ameriabank demonstrated consistently strong ability to generate top-line revenue growth, with net interest income and net F&C income steadily growing since 2020 in each period
- Ameriabank delivered strong growth across all net F&C segments including daily banking transaction fees, such as settlements and cash operations
- Additionally, there is still strong potential for further net F&C growth using BOGG's expertise

Source: Company information. Data for 2020-2022 based on the Historical Financial Information denominated in GEL as per the Circular to Shareholders; FY'23 figures based on IFRS unaudited financial statements of Ameriabank for year to 31 December 2023 without any adjustments

Note: The NBG's official average exchange rate of AMD 1000:GEL 6.7034 for the year ended 31 December 2023 used for conversion

1. Calculated on the basis of average assets (for 2020, 2021, and 2022 based on the sum of total assets derived from Historical Financial Information at the start and at the end of the relevant year, divided by two; for 2023 based on the sum of assets as at December 31, 2022 as per Historical Financial Information and total assets as at December 31, 2023 as per unaudited IFRS financial statements of the bank, divided by two)

2. Net fee and commission income for 2023 is presented based on IFRS unaudited financials without any adjustments and is not consistent with BOGG's accounting policies, according to which certain items in "other operating expenses" in Ameriabank's financial statements would be included in "fee and commission expense" by BOGG

2 ...AND HIGH PROFITABILITY PROFILE

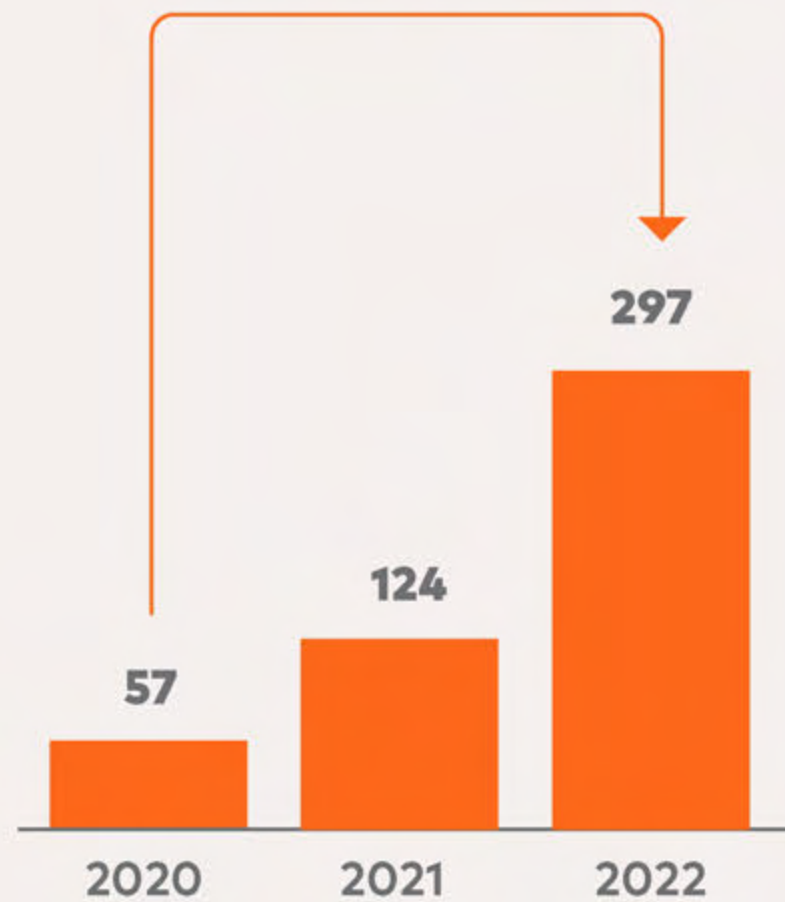
Net income

GEL m

Based on Historical Financial Information

Based on preliminary FY'23 IFRS results

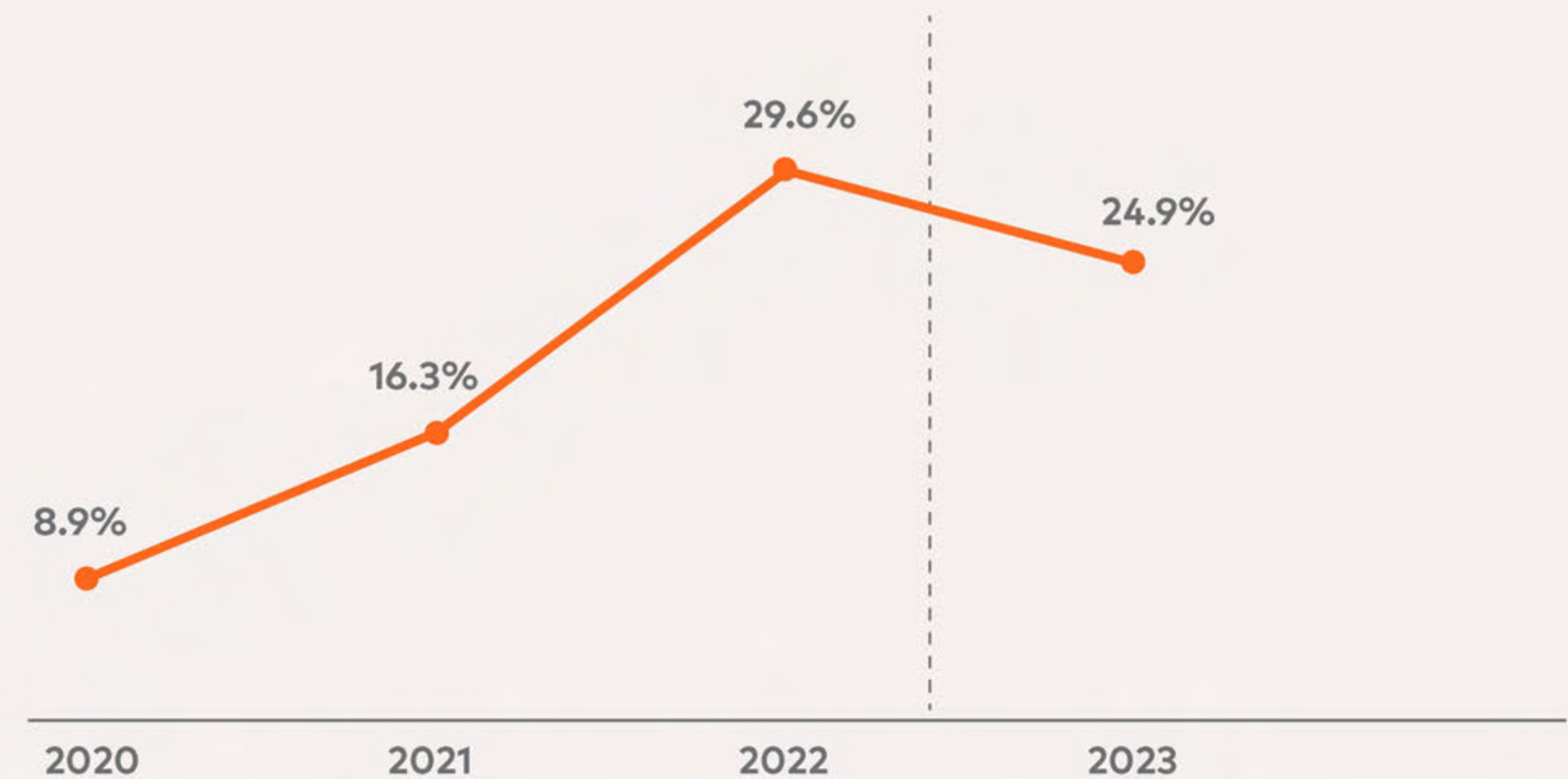
CAGR'20-22: +127.8%



RoAE¹

Based on Historical Financial Information

Based on preliminary FY'23 IFRS results



Source: Company information. Data for 2020-2022 based on the Historical Financial Information denominated in GEL as per the Circular to Shareholders; FY'23 figures based on IFRS unaudited financial statements of Ameriabank for year to 31 December 2023 without any adjustments

Note: The NBG's official average exchange rate of AMD 1000:GEL 6.7034 for the year ended 31 December 2023 used for conversion

1. Calculated on the basis of average shareholders' equity (for 2020, 2021, and 2022 based on the sum of total shareholders' equity derived from Historical Financial Information at the start and at the end of the relevant year, divided by two; for 2023 based on the sum of shareholders' equity as at December 31, 2022 as per Historical Financial Information and total shareholders' equity as at December 31, 2023 as per unaudited IFRS financial statements of the bank, divided by two)

2

SIGNIFICANT UPSIDE POTENTIAL FROM LEVERAGING BOGG'S KNOW-HOW AND EXPERIENCE PROVEN IN GEORGIA IN AMERIABANK'S FUTURE GROWTH

Areas of upside potential for Ameriabank



Further potential to develop Ameriabank's retail business and increase the number of customers, leveraging BOGG's experience in building the customer franchise



Further digitalisation of the retail customer base using BOGG's proven digital capabilities and infrastructure



Further upside in SME business by developing a digital ecosystem tailored to the needs of local SMEs

Number of individual customers, thousands (Sep-23)

No. of customers as % of population²



Digital MAU as % of total individual customers, (Sep-23)



Share of digital banking³ transactions in total transactions, (9M'23)



Source: Company information

1. Active clients are stated

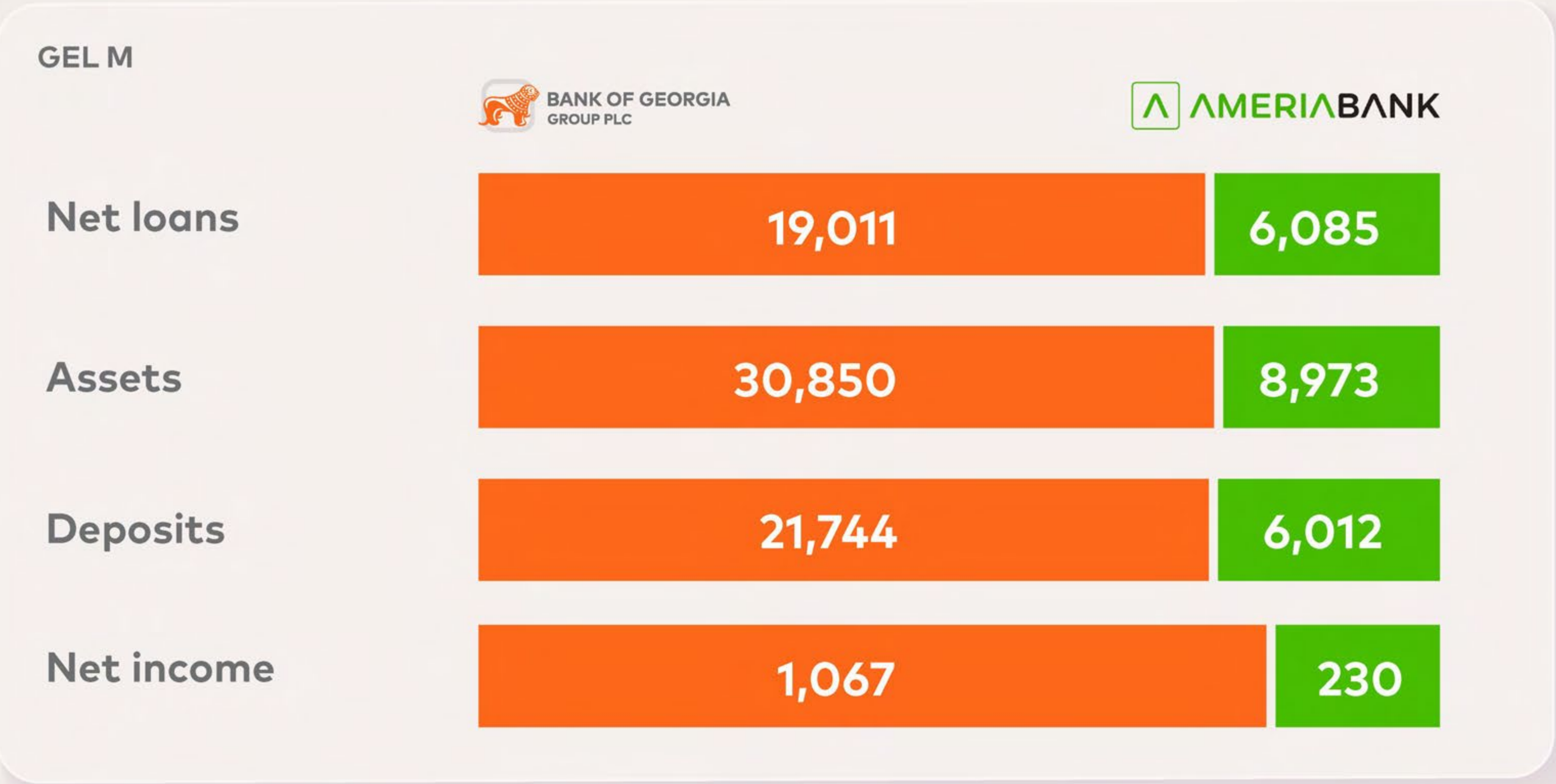
2. Based on population data as of December 2022

3. Includes transactions via mobile / internet banking

3

ACQUISITION WILL ALLOW TO SIGNIFICANTLY INCREASE SCALE AND DIVERSIFY ITS BUSINESS

BOGG and Ameriabank side-by-side (based on 9M'23 data)



Acquisition of Ameriabank would facilitate an increase in scale of BOGG with expansion of its net loans and deposits portfolios, as well as enhance the geographical diversification of the Group

Source: Company information based on public IFRS financial statements and public reporting of the banks without any adjustments
Note: The NBG's official exchange rate of AMD 1000:GEL 6.7049/6.7446 (avg/eop) for the nine months ended 30 September 2023 used for conversion

4

STRONG VALUE CREATION FOR SHAREHOLDERS

**Expected immediate
EPS enhancement &
RoAE uplift**



**No dilution for
shareholders¹**

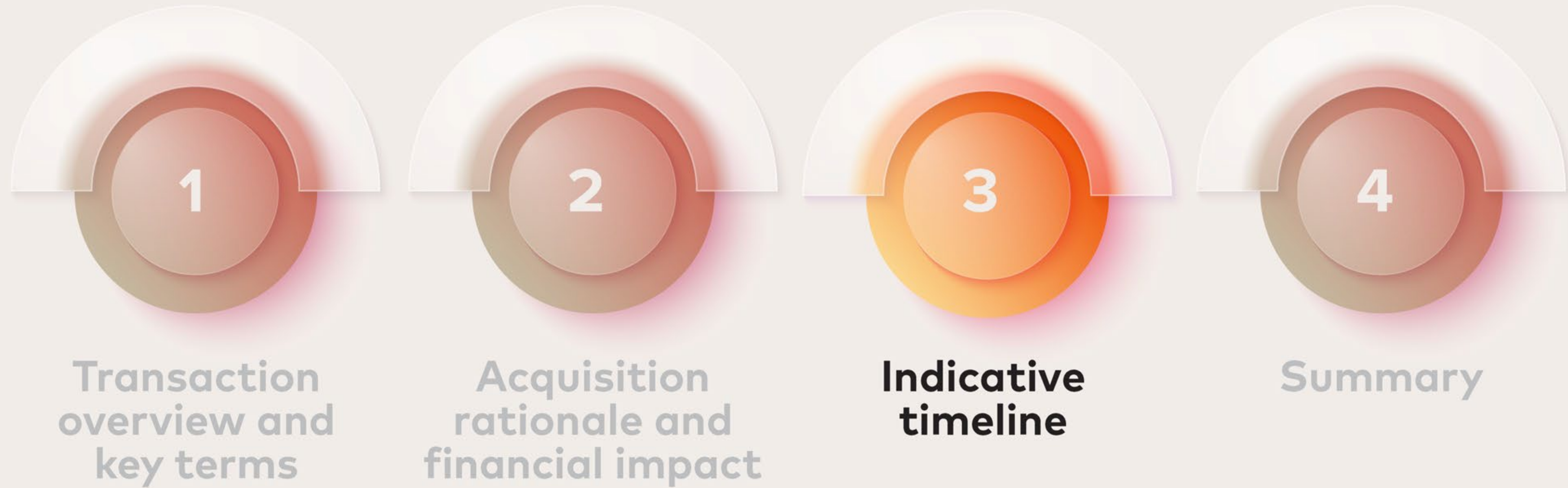


**Limited negative impact of
1.0-1.1% of the transaction of
BOG's capital ratios, which
will remain comfortably above
minimum regulatory
requirements**

**No change to the Group's medium-term targets of 20%+ RoAE and c.10% loan growth and no change to
the Group's Dividend and Capital Distribution Policy and payout ratio of 30-50%**

1. The sole instance of possible share issuance is previewed in Put and Call Option Agreement where the Company has the discretion to pay the Put and/or Call price either in cash or via issuance of shares in the Company

AGENDA





KEY NEXT STEPS AND INDICATIVE TIMELINE

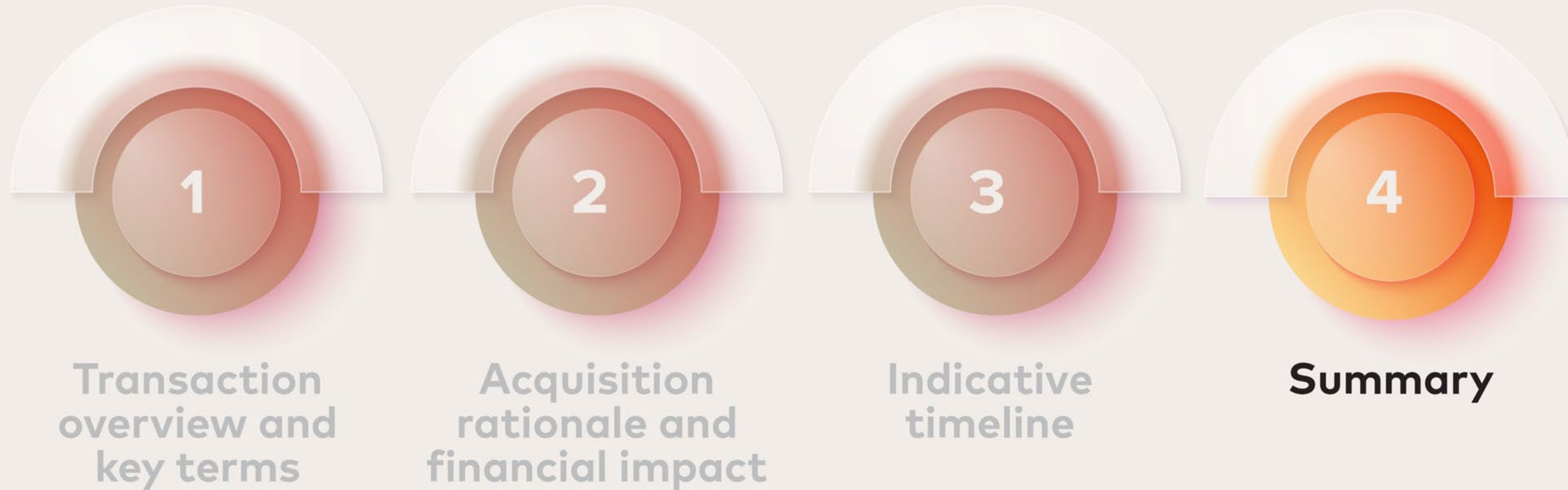
Acquisition is a Class 1 transaction and is conditional upon, amongst other things, the approval of Bank of Georgia Group PLC's shareholders

Unanimous recommendation of the Bank of Georgia Group PLC Board for shareholders to vote in favour

Completion expected in 1Q24, subject to shareholder approval and customary regulatory approvals

Note: The completion of the Transaction is contingent upon the consent of the Company's shareholders and regulatory clearance from the Central Bank of Armenia, National Bank of Georgia, and Corruption Prevention Commission of the Republic of Armenia. The necessary approvals have been sought; the time frame of receipt of these approvals will depend on each of the authorities.

AGENDA



KEY TAKEAWAYS



STRONG STRATEGIC RATIONALE

Entering an attractive new market via acquisition of a leading universal bank in Armenia



VALUE CREATION FOR SHAREHOLDERS

No dilution¹ for shareholders and expected immediate EPS accretion and RoAE uplift with significant upside potential from leveraging BOGG's expertise



LIMITED IMPACT ON CAPITAL RATIOS

BOG is expected to maintain a strong capital position post-acquisition



NO CHANGE TO BOGG'S CAPITAL DISTRIBUTION POLICY

BOGG's payout ratio of 30-50% will remain unchanged for the Enlarged Group

The transaction represents a compelling opportunity for the profitable deployment of BOGG's surplus capital – entering a new attractive market, diversifying its business and opening new opportunities for further growth

1. The sole instance of possible share issuance is previewed in Put and Call Option Agreement where the Company has the discretion to pay the Put and/or Call price either in cash or via issuance of shares in the Company



Thank you