

**ACCEPTANCE NOTICE OF TENDER OFFER REGARDING
SHARES ISSUED BY JSC BANK OF GEORGIA**

Acceptor (registered holder)

Name / Company: _____

Passport/ID No. / Company ID No.: _____

Permanent residence / Company office: _____

**Name and position of person(s) authorised to act
on behalf of the accepting shareholder:** _____

Phone No.: _____

E-mail: _____

On 21 December 2011, Bank of Georgia Holdings Plc, incorporated and registered in England and Wales under the Companies Act 2006 with registered number 7811410 (the **"Offeror"**), published a tender offer proposal (the **"Tender Offer Proposal"**). The Tender Offer Proposal contains an offer by the Offeror to acquire ordinary shares, **ISIN: GE1100000276** issued by **JSC Bank of Georgia**, having its registered office at 3 Pushkin Street, Tbilisi, Georgia, reg. No. 204378869 (hereinafter referred to as the **"Ordinary BOG Shares"**), in consideration for newly issued ordinary shares in the share capital of Bank of Georgia Holdings Plc (**"BGH Offer Shares"**) with one BGH Share being issued for each tendered Ordinary BOG Share (the **"Offer"**).

I hereby give my unconditional instruction to accept the Offer, including all Offer conditions stipulated in the Tender Offer Documents, relating to the number of Ordinary BOG Shares specified below.

Number of Ordinary BOG Shares: _____

Account No. with JSC Kavkasreestri: _____

Account maintained by: JSC Kavkasreestri

In _____ on _____

Signature of the accepting registered holder

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other authorised independent financial adviser.

This form of acceptance notice ("Acceptance Notice") should be read in conjunction with the accompanying Tender Offer Proposal. Unless the context otherwise requires, the definitions contained in the Tender Offer Proposal also apply in this Acceptance Notice.

This Acceptance Notice does not constitute an offer to sell, or the solicitation of an offer to buy, any BGH Offer Shares, in any jurisdiction in which such offer or solicitation is unlawful. The BGH Offer Shares have not been and will not be registered under any of the applicable securities laws of Australia, Canada, Japan, Russia, Ukraine or any other jurisdiction where to do so would violate the laws of that jurisdiction (each, a "Restricted Jurisdiction"). Subject to certain exceptions, the BGH Offer Shares may not be offered or sold within a Restricted Jurisdiction or to any national, resident or citizen of a Restricted Jurisdiction.