

### *Lion Finance Group PLC – Result of AGM*

Lion Finance Group PLC (the “**Company**”) held its Annual General Meeting (the “**AGM**”) on 16 June 2025. Details of the resolutions are set out in full in the Notice of AGM dated 2 May 2025.

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

Resolutions 1 to 18 (inclusive) were passed as ordinary resolutions and resolutions 19 to 22 (inclusive) were passed as special resolutions.

The results of the poll for each resolution were as follows:

<b>RESOLUTION</b>	<b>VOTES FOR</b>	<b>%</b>	<b>VOTES AGAINST</b>	<b>%</b>	<b>VOTES TOTAL</b>	<b>% of ISC* VOTED</b>	<b>VOTES WITHHELD</b>
<b>1</b> To receive and approve the Annual Report and Accounts for the year ended 31 December 2024	32,430,054	100.00%	424	0.00%	32,430,478	73.81%	387,445
<b>2</b> To declare a final dividend of GEL 5.62 per ordinary share	32,816,826	100.00%	7	0.00%	32,816,833	74.69%	1,090
<b>3</b> To approve the Directors’ Remuneration Report	29,859,122	92.63%	2,376,508	7.37%	32,235,630	73.37%	582,293
<b>4</b> To approve the Directors’ Remuneration Policy	25,535,020	77.89%	7,249,594	22.11%	32,784,614	74.62%	33,308
<b>5</b> To re-appoint Mel Carvill, as a Director	31,117,119	95.97%	1,306,905	4.03%	32,424,024	73.80%	393,899
<b>6</b> To re-appoint Archil Gachechiladze, as a Director	32,147,409	97.96%	669,313	2.04%	32,816,722	74.69%	1,201
<b>7</b> To re-appoint Tamaz Georgadze, as a Director	30,608,860	93.27%	2,207,811	6.73%	32,816,671	74.69%	1,251
<b>8</b> To re-appoint Véronique McCarroll, as a Director	32,074,070	97.83%	711,102	2.17%	32,785,172	74.62%	32,751
<b>9</b> To re-appoint Andrew McIntyre, as a Director	32,073,880	97.83%	711,292	2.17%	32,785,172	74.62%	32,751
<b>10</b> To re-appoint Mariam Megvinetukhutsesi, as a Director	32,105,333	97.83%	711,339	2.17%	32,816,672	74.69%	1,251
<b>11</b> To re-appoint Jonathan Muir, as a Director	32,073,880	97.83%	711,292	2.17%	32,785,172	74.62%	32,751
<b>12</b> To re-appoint Cecil Quillen, as a Director	30,474,952	92.95%	2,310,219	7.05%	32,785,171	74.62%	32,751
<b>13</b> To appoint Maria Gordon, as a Director	31,942,862	97.43%	842,310	2.57%	32,785,172	74.62%	32,751
<b>14.</b> To appoint Karine Hirn, as a Director	32,115,942	97.96%	669,280	2.04%	32,785,222	74.62%	32,701
<b>15</b> To re-appoint Ernst & Young LLP as Auditor of the Company	32,307,227	98.45%	509,606	1.55%	32,816,833	74.69%	1,090
<b>16</b> To authorise the Audit Committee to determine the remuneration of the Auditor	32,801,170	99.95%	15,633	0.05%	32,816,803	74.69%	1,120
<b>17</b> To authorise political donations and political expenditure	32,174,783	99.75%	81,481	0.25%	32,256,264	73.42%	561,659
<b>18</b> To authorise the Board to allot shares	31,421,443	95.75%	1,395,307	4.25%	32,816,750	74.69%	1,173

<b>19</b> To authorise the disapplication of pre-emption rights	31,524,273	96.06%	1,292,386	3.94%	32,816,659	74.69%	1,264
<b>20</b> To authorise the disapplication of pre-emption rights in connection with an acquisition or specified capital investment	31,343,640	95.51%	1,472,943	4.49%	32,816,583	74.69%	1,340
<b>21</b> To authorise the Company to purchase its own shares	32,810,769	99.99%	2,217	0.01%	32,812,986	74.68%	4,937
<b>22</b> To authorise a 14 clear day notice period for general meetings	31,939,528	97.33%	877,305	2.67%	32,816,833	74.69%	1,090

\*Issued share capital excluding treasury shares pending cancellation

#### Notes:

1. As at the date of the AGM, the Company had 43,995,816 ordinary shares in issue. The Company held 59,290 shares in treasury pending cancellation and therefore the number of total voting rights as at the date of the AGM was 43,936,526. In accordance with the Company's Articles of Association, 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 UK Listing Rule 6.4.2R, copies of the resolutions which constitute special business at the AGM (being resolutions 17 to 22) will be submitted to the FCA National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

#### Resolution 4 - Shareholder Consultation

Shareholders approved resolution 4, the Directors' Remuneration Policy (the "Policy") with 77.89% votes cast in favour, however the Company recognises that some shareholders have concerns on this matter. The Company has actively engaged with shareholders in respect of the proposed changes to the Directors' Remuneration Policy, and in accordance with the UK Corporate Governance Code 2024, the Company will seek to further engage with shareholders to understand the reasons behind their voting and will provide an update on that engagement and any actions taken in response within six months.

A final summary of the views heard during this shareholder engagement will be included in the Annual Report and Accounts for the year ending 31 December 2025, and the explanatory notes to the relevant resolution to be put to shareholders at the Company's Annual General Meeting in 2026 will reflect the outcomes of the consultation and any actions taken as appropriate.

#### Buyback Authority

Following the announcement on 25 February 2025, the shareholder authority to carry out buybacks has been renewed at the AGM, and the end date of the GEL 107.7 million extension of the buyback and cancellation programme (the "**Programme**") has been extended to no later than the Company's Annual General Meeting 2026. The shares will be purchased in the open market. The purpose of the buyback is to reduce the Group's share capital, and the cancellation of the treasury shares repurchased will be executed on a monthly basis.

The Programme will be conducted within certain pre-set parameters, and in accordance with the general authority to repurchase shares granted at the 2025 Annual General Meeting, Chapter 9 of the UK Listing Rules, and the provisions of the Market Abuse Regulation 596/2014/EU and of the Commission Delegated Regulation (EU) 2016/1052 (as they form part of UK domestic law). The maximum number of shares that may be repurchased under the Programme is 4,411,570.

The Company has appointed Cavendish Capital Markets Limited ("**Cavendish**") to manage the Programme. During any closed periods the Company and its directors have no power to invoke any changes to the Programme and it will be executed at the sole discretion of Cavendish. The Company will make further announcements in due course following the completion of any share repurchases.

For further information, please contact: Computershare Company Secretarial Services Limited, [LionFinanceGroup-CoSec@computershare.co.uk](mailto:LionFinanceGroup-CoSec@computershare.co.uk)

Name of authorised official of issuer responsible for making notification: Computershare Company Secretarial Services Limited, Company Secretary

**About Lion Finance Group PLC**

Lion Finance Group PLC (LSE: BGEO LN) is a FTSE 250 holding company whose main subsidiaries provide banking and financial services focused in the high-growth Georgian and Armenian markets through leading, customer-centric, universal banks – Bank of Georgia in Georgia and Ameriabank in Armenia. By building on our competitive strengths, we are committed to driving business growth, sustaining high profitability, and generating strong returns, while creating opportunities for our stakeholders and making a positive contribution in the communities where we operate.

Legal Entity Identifier: 213800XKDG12NQG8VC53

For further information, please visit [www.lionfinancegroup.uk](http://www.lionfinancegroup.uk) or contact:

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