



The Chairman of Bank of Georgia Group PLC invites you to attend a General Meeting of the Company to be held at Baker & McKenzie LLP, 280 Bishopsgate, London EC2M 4RB, at 11:00 a.m. on 14 March 2024.

**Shareholder Reference Number**

Please detach this portion before posting this proxy form.

## Form of Proxy – General Meeting to be held on 14 March 2024



**Cast your Proxy online...It's fast, easy and secure!**

**[www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy)**

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

**Control Number: 918896**

**SRN:**

**PIN:**



View the Circular and Notice of GM online <https://bankofgeorgiagroup.com/information/meetings>

Register at [www.investorcentre.co.uk](http://www.investorcentre.co.uk) - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:  
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 11:00 a.m. on 12 March 2024.**

### Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise their discretion as to whether, and if so how, they vote (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 873 5866 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via a designated voting platform, any such messages must be received by the issuer's agent prior to the specified deadline within the relevant system. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the relevant designated voting platform) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent via a designated voting platform in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 873 5866 to request a change of address form or go to [www.investorcentre.co.uk](http://www.investorcentre.co.uk) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

#### All Holders

# Poll Card

To be completed **only** at the General Meeting if a Poll is called.

## Ordinary Resolution

1. THAT the proposed acquisition of the entire issued share capital of Ameriabank by the Company and JSC Bank of Georgia from each of (i) IMAST Group (CY) Limited; (ii) European Bank for Reconstruction and Development; (iii) Asian Development Bank; (iv) Afeyan Foundation for Armenia Inc.; and (v) ESPS Holding Limited (the entities listed at (i) – (v), together, the “**Sellers**”), on the terms and subject to the conditions contained in the Acquisition Agreement dated 18 February 2024 between the Company, JSC Bank of Georgia and the Sellers, and the Shareholders’ (Put and Call Option) Agreement entered into between the Company, JSC BOG and EBRD on the same date (and becoming effective on and from Completion), in each case as defined and described in the circular sent to the Company’s Shareholders dated 19 February 2024 (the “**Circular**”), together with all other agreements and ancillary agreements contemplated by the Acquisition Agreement and the Shareholders’ (Put and Call Option) Agreement, be and is hereby approved and that the BOGG Board (or any duly authorised committee thereof) be and are hereby authorised to:
- (a) take all such steps as the BOGG Board considers to be necessary or desirable in connection with, and to implement, the Acquisition (as defined in the Circular); and
- (b) to agree such modifications, variations, revisions, waivers, extensions or amendments to any of the terms and conditions of the Acquisition and the associated and ancillary agreements and documents contemplated by the Acquisition and/or described in the Circular, including the Acquisition Agreement and the Shareholders’ (Put and Call Option) Agreement (provided such modifications, variations, revisions, waivers, extensions or amendments are not of a material nature), as they may in their absolute discretion deem necessary, appropriate or desirable, including, without limitation, the waiver of any Conditions to the Acquisition Agreement.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Signature

In the case of a Corporation, a letter of representation will be required (in accordance with S323 of the Companies Act 2006) unless this has already been lodged at registration.

## Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman. Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).

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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf at the General Meeting of Bank of Georgia Group PLC to be held at Baker & McKenzie LLP, 280 Bishopsgate, London EC2M 4RB, at 11:00 a.m. on 14 March 2024.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

## Ordinary Resolution

1. THAT the proposed acquisition of the entire issued share capital of Ameriabank by the Company and JSC Bank of Georgia from each of (i) IMAST Group (CY) Limited; (ii) European Bank for Reconstruction and Development; (iii) Asian Development Bank; (iv) Afeyan Foundation for Armenia Inc.; and (v) ESPS Holding Limited (the entities listed at (i) – (v), together, the “**Sellers**”), on the terms and subject to the conditions contained in the Acquisition Agreement dated 18 February 2024 between the Company, JSC Bank of Georgia and the Sellers, and the Shareholders’ (Put and Call Option) Agreement entered into between the Company, JSC BOG and EBRD on the same date (and becoming effective on and from Completion), in each case as defined and described in the circular sent to the Company’s Shareholders dated 19 February 2024 (the “**Circular**”), together with all other agreements and ancillary agreements contemplated by the Acquisition Agreement and the Shareholders’ (Put and Call Option) Agreement, be and is hereby approved and that the BOGG Board (or any duly authorised committee thereof) be and are hereby authorised to:
- (a) take all such steps as the BOGG Board considers to be necessary or desirable in connection with, and to implement, the Acquisition (as defined in the Circular); and
- (b) to agree such modifications, variations, revisions, waivers, extensions or amendments to any of the terms and conditions of the Acquisition and the associated and ancillary agreements and documents contemplated by the Acquisition and/or described in the Circular, including the Acquisition Agreement and the Shareholders’ (Put and Call Option) Agreement (provided such modifications, variations, revisions, waivers, extensions or amendments are not of a material nature), as they may in their absolute discretion deem necessary, appropriate or desirable, including, without limitation, the waiver of any Conditions to the Acquisition Agreement.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Signature

## Date

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DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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BGT

