

GEORGIA CAPITAL PLC
PROPOSED DISPOSAL OF WATER UTILITY BUSINESS – RESULT OF GENERAL MEETING

On 6 January 2022, Georgia Capital PLC ("**GCAP**" or the "**Company**") published its shareholder circular (the "**Circular**") containing a notice of general meeting (the "**General Meeting**") in connection with the proposed disposal by its wholly-owned subsidiary JSC Georgia Capital ("**JSC GCAP**") of its equity interest in its water utility business held by Georgia Global Utilities JSC ("**GGU**") to FCC Aqualia and the proposed demerger by GGU of its renewable energy business to JSC GCAP (the "**Transaction**").

At the General Meeting held earlier today, the ordinary resolutions to approve: (a) the Transaction and (b) the USD 20,000,000 break fee payable by JSC GCAP if JSC GCAP fails to transfer the ordinary shares in GGU (the "**Seller Break Fee**"), required to give effect to First Completion (as defined in the Circular) were duly passed and the results of the votes were as follows:

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC * VOTED	NUMBER OF VOTES WITHHELD
To approve the Transaction	28,712,446	100%	0	0.00%	28,712,446	61.46%	510
To approve the Seller Break Fee	26,837,179	93.47%	1,875,267	6.53%	28,712,446	61.46%	510

The table sets out the results of votes at the General Meeting. Voting was completed by way of a poll.

*Issued share capital

Consequently, the condition set out in paragraph 2 of Part III (*Principal Terms and Conditions of the Transaction*) of the Circular has now been satisfied, and the First Completion of the transaction is expected to be completed shortly.

Notes:

1. As at the date of the General Meeting, the Company had 47,080,203 ordinary shares in issue of which 360,000 shares were held in treasury and therefore the number of total voting rights as at the date of the General Meeting was 46,720,203. In accordance with the Company's Articles of Association and subject to the Listing Rules, 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, GCAP'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.

A copy of this announcement has been posted on GCAP's website www.georgiacapital.ge.

In accordance with Listing Rule 9.6.2, a copy of the resolutions passed at the GCAP General Meeting will be submitted to the National Storage Mechanism and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Enquiries

Georgia Capital PLC

ir@gcap.ge

Irakli Gilauri, Chairman & CEO

Giorgi Alpaidze, CFO

Michael Oliver, Adviser to the Chairman & CEO

UBS Investment Bank

+44 (0) 20 7567 8000

Charles-Henry Colom-Sampol, Managing Director

Sarantis Douropoulos, Executive Director

Numis Securities Limited (Financial Advisor to GCAP)

0207 260 1000

Hugh Jonathan

Nathan Brown

Vicki Paine

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About Georgia Capital PLC

Georgia Capital is a platform for buying, building and developing businesses in Georgia with holdings in sectors that are expected to benefit from the continued growth and further diversification of the Georgian economy. The Group’s focus is typically on larger-scale investment opportunities in Georgia, which have the potential to reach at least GEL 0.5 billion equity value over 3-5 years from the initial investment and to monetise them through exits, as investments mature. Georgia Capital currently has the following portfolio businesses: (i) a healthcare services business; (ii) a water utility business; (iii) a retail (pharmacy) business, (iv) an insurance business (P&C and medical insurance); (v) a renewable energy business (hydro and wind assets) and (vi) an education business; Georgia Capital also holds other small private businesses across different industries in Georgia and a 19.9% equity stake in LSE premium-listed Bank of Georgia Group PLC (“BoG”), a leading universal bank in Georgia.

JSC Georgia Capital has, as of the date hereof, the following credit ratings:

S&P Global ‘B’/FC & ‘B’/LC
Moody’s B2/CFR & B2/PDR

For further information, please visit www.georgiacapital.ge or contact:

Irakli Gilauri

Chairman and Chief Executive
ir@gcap.ge

Giorgi Alpaidze

Chief Financial Officer
+995 322 005 000
ir@gcap.ge

Michael Oliver

Adviser to the Chairman & CEO
+44 203 178 4034
ir@gcap.ge

Shalva Bukia

Head of Investor Relations
+ 995 322 005 045
ir@gcap.ge

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