

**THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014 (THE "MARKET ABUSE REGULATION")**

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9 August 2023

**JSC GEORGIA CAPITAL ANNOUNCES RESULTS OF TENDER OFFER TO PURCHASE NOTES FOR CASH**

JSC Georgia Capital (the "**Issuer**") announces today the results of the tender offer that the Issuer commenced on 12 July 2023, for its outstanding U.S.\$300,000,000<sup>1</sup> 6.125% notes due 2024 (the "**Notes**"), for cash (the "**Tender Offer**"). The terms of the Tender Offer are described in a tender offer memorandum dated 12 July 2023 (the "**Tender Offer Memorandum**").

Capitalised terms used in this announcement but not otherwise defined have the meanings given to them in the Tender Offer Memorandum.

***Results of the Tender Offer***

The Tender Offer expired at 11:59 p.m. (New York time) on 8 August 2023. The following table sets forth the results of the Tender Offer, including the aggregate principal amount of Notes accepted for purchase and the Purchase Price per U.S. \$1,000 in principal amount of Notes accepted for purchase in the Tender Offer, as determined in accordance with the terms as set out in the Tender Offer Memorandum.

Description of the Notes	ISIN/Common Code/CUSIP	Minimum Denomination	Benchmark Reference Security Yield	Repurchase Yield	Purchase Price	Aggregate Principal Amount of Notes accepted for purchase
U.S.\$300,000,000 6.125% notes	<u>Regulation S Notes</u> ISIN XS1778929478/ Common Code: 177892947  <u>Rule 144A Notes</u> ISIN US373143AA49/ Common Code 178546554/ CUSIP 373143AA4	U.S.\$200,000 and integral multiples of U.S.\$1,000 thereafter	5.424%	5.924%	U.S.\$1,001.07 per U.S.\$1,000 in principal amount of the Notes	U.S.\$176,521,000

***New Financing Condition***

The Issuer confirms that the New Financing Condition has been satisfied.

***Payment of the Purchase Price and the Accrued Interest Amount***

The Issuer will also pay an Accrued Interest Payment in respect of any Notes accepted for purchase pursuant to the Tender Offer, as further described in the Tender Offer Memorandum.

The Purchase Price and the Accrued Interest Amount for the Notes accepted for purchase in the Tender Offer will each be paid on the Payment Date, which is expected to be on or about 10 August 2023.

<sup>1</sup> In October 2022, the Issuer repurchased and cancelled U.S.\$65 million Notes, decreasing the outstanding principal amount from U.S.\$365 million to U.S.\$300 million.

## **Future Actions in Respect of the Notes**

The Issuer intends to cancel U.S.\$176,521,000 in aggregate principal amount of the Notes it accepts for purchase pursuant to the Tender Offer and U.S.\$106,878,000 in aggregate principal amount owned by the Issuer. Following settlement of the Tender Offer and the cancellation of U.S.\$283,399,000 in aggregate principal amount of the Notes, U.S.\$16,601,000 in aggregate principal amount of the Notes will remain outstanding.

**Following such cancellation, the Issuer intends to exercise its right to redeem any Notes not acquired in the Tender Offer pursuant to the optional redemption and make whole provision contained in "*Terms and Conditions of the Notes—Condition 6(c) (Optional Redemption at Make Whole)*" in the listing particulars pursuant to which the Notes were issued.**

## **Further Information**

A complete description of the terms and conditions of the Tender Offer is set out in the Tender Offer Memorandum.

Requests for information in relation to the Tender Offer should be directed to:

### **The Dealer Manager**

#### **J.P. Morgan Securities plc**

25 Bank Street  
Canary Wharf  
London E14 5JP  
United Kingdom

Email: [em\\_europe\\_lm@jpmorgan.com](mailto:em_europe_lm@jpmorgan.com)  
Attention: Liability Management  
Tel: +44 20 7134 2468

### **The Tender and Information Agent**

#### **Kroll Issuer Services Limited**

The Shard  
32 London Bridge Street  
London SE1 9SG  
United Kingdom

Attention: Jacek Kusion  
Tel: +44 20 7704 0880  
Email: [gcap@is.kroll.com](mailto:gcap@is.kroll.com)  
Website: <https://deals.is.kroll.com/gcap>

## **DISCLAIMER**

This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire or exchange any notes is being made pursuant to this announcement. This announcement and the Tender Offer Memorandum contain important information, which must be read carefully. If any Noteholder is in any doubt as to the contents of this announcement or the Tender Offer Memorandum or the action it should take, it is recommended to seek its own legal, tax and financial advice, including as to any tax consequences, immediately from its stockbroker, bank manager,

solicitor, accountant or other independent financial adviser. None of the Issuer, the Dealer Manager, the Tender and Information Agent, or any person who controls, or is a director, officer, employee or agent of such persons, or any affiliate of such persons, makes any representation or recommendation whatsoever regarding this announcement, the Tender Offer Memorandum or the Tender Offer.

**This announcement is released by JSC Georgia Capital and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation, encompassing information relating to the Tender Offer described above. For the purposes of the Market Abuse Regulation, this announcement is made by Giorgi Alpaidze, the Chief Financial Officer of JSC Georgia Capital.**