

### Georgia Capital PLC - Result of AGM and Buyback Programme Confirmation

The Board of Directors of Georgia Capital PLC (the “**Company**”) announces the results of voting on the resolutions put to shareholders at its Annual General Meeting (the “**AGM**”) held today, 20 May 2025. Details of the resolutions are set out in full in the Notice of AGM dated 11 April 2025.

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

Resolutions 1 to 12 (inclusive) were passed as ordinary resolutions and resolutions 13 to 17 (inclusive) were passed as special resolutions. The results of the poll for each resolution were as follows:

RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC* VOTED	VOTES WITHHELD
<b>1</b> To receive and adopt the Annual Report and Accounts for the year ended 31 December 2024	22,935,453	100.00%	0	0.00%	22,935,453	61.55%	3,614
<b>2</b> To approve the Directors’ Remuneration Report for the year ended 31 December 2024	22,786,803	99.35%	148,597	0.65%	22,935,400	61.55%	3,667
<b>3</b> To approve the Directors’ Remuneration Policy.	20,348,670	99.77%	47,276	0.23%	20,395,946	54.73%	2,543,121
<b>4</b> To re-appoint Irakli Gilauri, as an Executive Director	21,744,326	94.80%	1,193,909	5.20%	22,938,235	61.56%	832
<b>5</b> To re-appoint Maria Chatti-Gautier, as a Non-Executive Director**	22,937,180	100.00%	1,005	0.00%	22,938,185	61.56%	882
<b>6</b> To re-appoint Massimo Gesua’ sive Salvadori, as a Non-Executive Director **	22,744,234	99.15%	193,951	0.85%	22,938,185	61.56%	882
<b>7</b> To re-appoint David Morrison, as a Non-Executive Director **	22,719,455	99.05%	218,730	0.95%	22,938,185	61.56%	882
<b>8</b> To re-appoint Neil Janin, as a Non-Executive Director **	22,401,243	97.66%	536,892	2.34%	22,938,135	61.56%	932
<b>9</b> To re-appoint PricewaterhouseCoopers LLP as Auditor to the Company	22,935,547	99.99%	2,688	0.01%	22,938,235	61.56%	832
<b>10</b> To authorise the Audit and Valuation Committee to set the remuneration of the Auditor	22,938,047	100.00%	188	0.00%	22,938,235	61.56%	832
<b>11</b> To authorise political donations and expenditure	19,771,196	97.99%	405,880	2.01%	20,177,076	54.15%	2,761,991
<b>12</b> To authorise the Directors to allot shares	20,250,408	88.37%	2,664,936	11.63%	22,915,344	61.50%	23,723
<b>13</b> To authorise the disapplication of pre-emption rights	22,284,358	97.17%	649,595	2.83%	22,933,953	61.55%	5,114
<b>14</b> To authorise the disapplication of pre-emption rights for the purposes of acquisitions or capital investments	22,290,803	97.28%	623,041	2.72%	22,913,844	61.49%	25,223
<b>15</b> To authorise the Company to purchase its own shares	22,719,455	99.05%	218,780	0.95%	22,938,235	61.56%	832
<b>16</b> To authorise the Company to make off-market purchases of its own shares	19,987,785	87.21%	2,930,341	12.79%	22,918,126	61.50%	20,941
<b>17</b> To authorize the Company to call General Meetings, other than AGMs, on 14 days’ notice	22,878,341	99.75%	57,112	0.25%	22,935,453	61.55%	3,614

\*Issued share capital with voting rights

\*\*Independent Director

**Notes:**

1. As at the date of the AGM, the Company had 37,433,619 ordinary shares in issue. The Company held 170,000 shares in treasury and therefore the number of total voting rights as at the date of the AGM was 37,263,619. 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, 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 Listing Rule 14.3.6, copies of the resolutions which passed as special business at the AGM will be submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

A copy of this announcement has been posted on the Company's website [www.georgiacapital.ge](http://www.georgiacapital.ge).

Following the announcement of 11 March 2025, Georgia Capital PLC notes that shareholders approved a general authority to repurchase shares and consequently, the Company confirms that share buybacks will be carried out pursuant to the authorisation granted at the 2025 AGM until the end of the programme on 23 June 2025. The shares will be purchased in the open market and the cancellation of the treasury shares will be executed on a monthly basis. The purpose of the buyback is to reduce the share capital. Under the buyback programme, the maximum price paid per share will not exceed the latest reported NAV per share amount. The programme is consistent with the Board's intention, initially announced on 17 May 2024, to make available at least GEL 300 million for capital returns through the end of 2026.

In accordance with the authority granted by the shareholders at the 2025 annual general meeting ("AGM") and the previous announcement, the maximum number of shares that may be repurchased is 5,659,537. The programme is conducted within certain pre-set parameters, and in accordance with the general authority to repurchase shares granted at the 2025 AGM, Chapter 12 of the FCA 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 Company has appointed Numis Securities Limited ("Deutsche Numis") to manage a non-discretionary share buyback programme until the end of the programme. During closed periods the Company and its directors have no power to invoke any changes to the programme and it is being executed at the sole discretion of Deutsche Numis.

The Company will make further announcements in due course following the completion of any share repurchases.

Name of authorised official of issuer responsible for making notification:

Michael Oliver  
Company Secretary

**About Georgia Capital PLC**

**Georgia Capital** (LEI: 213800Q65T5GNBOW7H65) 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 Company's focus is typically on larger-scale investment opportunities in Georgia, which have the potential to reach at least GEL 300 million 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 retail (pharmacy) business, (ii) an insurance business (P&C and medical insurance), and (iii) a healthcare services business. Georgia Capital also holds other small private businesses across different industries in Georgia; a 20% equity stake in the water utility business and a 19.3% equity stake (as at 31-Mar-25) in LSE listed Lion Finance Group PLC ("Lion Finance Group" or the "Bank"), formerly known as "Bank of Georgia Group PLC", the holding company of leading universal banks in Georgia and Armenia.

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

S&P Global 'BB-/FC & 'BB-/LC

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

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