

Georgia Capital PLC - Result of AGM

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 on Wednesday 22 May 2019. Details of the resolutions are set out in full in the Notice of AGM dated 12 April 2019.

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

Resolutions 1 to 14 (inclusive) were passed as ordinary resolutions and resolutions 15 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
1 To receive and adopt the Annual Report and Accounts for the year ended 31 December 2018	31,515,230	100.00	0	0.00	31,515,230	85.15	20,094
2 To receive and approve the Directors’ Remuneration Report for the year ended 31 December 2018	29,932,096	98.77	371,362	1.23	30,303,458	81.87	1,231,866
3 To receive and approve the Directors’ Remuneration Policy	28,900,823	98.89	325,227	1.11	29,226,050	78.96	2,309,274
4 To elect Irakli Gilauri, as an Executive Director	28,710,280	94.07	1,810,994	5.93	30,521,274	82.46	1,014,050
5 To elect Kim Bradley, as a Non-Executive Director **	30,418,454	99.66	102,820	0.34	30,521,274	82.46	1,014,050
6 To elect Caroline Brown, as a Non-Executive Director **	31,271,399	99.16	263,925	0.84	31,535,324	85.20	0
7 To elect Massimo Gesua’ sive Salvadori, as a Non-Executive Director **	31,385,989	99.53	149,335	0.47	31,535,324	85.20	0
8 To elect William Huyett, as a Non-Executive Director **	30,305,609	99.29	215,665	0.71	30,521,274	82.46	1,014,050
9 To elect David Morrison, as a Non-Executive Director **	31,362,894	99.45	172,430	0.55	31,535,324	85.20	0
10 To elect Jyrki Talvitie, as a Non-Executive Director **	30,273,219	99.19	248,055	0.81	30,521,274	82.46	1,014,050
11 To appoint Ernst & Young LLP as Auditor to the Company	31,373,196	99.49	162,078	0.51	31,535,274	85.20	50
12 To authorise the Audit Committee to set the remuneration of the Auditor	31,455,075	99.75	80,249	0.25	31,535,324	85.20	0
13 To authorise political donations and political expenditure	30,625,105	98.30	529,371	1.70	31,154,476	84.17	380,848
14 To authorise the Board to allot shares	29,620,925	95.08	1,533,551	4.92	31,154,476	84.17	380,848
15 To authorise the disapplication of pre-emption rights	28,358,111	91.03	2,795,820	8.97	31,153,931	84.17	381,393
16 To authorise the disapplication of pre-emption rights for the purposes of acquisitions or capital investments	28,483,279	91.43	2,670,652	8.57	31,153,931	84.17	381,393
17 To authorise the Company to purchase its own shares	31,464,450	99.79	66,200	0.21	31,530,650	85.19	4,674

*Issued share capital (excluding treasury shares)

**Independent Director

Notes:

- As at the date of the AGM, the Company had 39,384,712 ordinary shares in issue. As at the date of the AGM, the Company held 2,372,468 shares in treasury and therefore the number of total voting rights as at the date of the AGM was 37,012,244. 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 9.6.2, copies of the resolutions which constitute special business at the AGM (being resolutions 3 and 13 to 17) will be submitted to the National Storage Mechanism and will shortly be available for inspection at www.morningstar.co.uk/uk/nsm.

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

Name of authorised official of issuer responsible for making notification:

Link Company Matters Limited
Company Secretary

About Georgia Capital PLC

Georgia Capital is the holding company of a diversified group focused on investing in 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 opening of the Georgian economy to Europe and economic development in the wider region. The Group seeks to capture growth in the sectors in which it currently operates and drive the development of new high-growth businesses in Georgia, which it intends to add either by acquiring businesses in their early development stage or by establishing greenfield businesses, often consolidating fragmented or underdeveloped markets. The Group currently has four key portfolio companies: (i) GGU, a water utility and renewable energy business; (ii) m², a residential and commercial property developer; (iii) Aldagi, the foremost provider of property and casualty insurance products in Georgia; and (iv) Teliani, a leading wine and beer producer in Georgia. In addition to its portfolio companies, the Group holds investments in two London Stock Exchange premium-listed Georgian businesses: GHG, (57% stake), the parent company of the largest and diversified healthcare provider in Georgia, which operates in the healthcare services, pharmacy and medical insurance sectors; and Bank of Georgia Group PLC, (19.9% stake), 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

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

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