

## **OFFER UNCONDITIONAL AS TO ACCEPTANCES**

OFFER FOR GEORGIA HEALTHCARE GROUP PLC

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

FOR IMMEDIATE RELEASE.

**2 July 2020**

### **RECOMMENDED FINAL SHARE EXCHANGE OFFER**

**for**

**GEORGIA HEALTHCARE GROUP PLC**

**by**

**GEORGIA CAPITAL PLC**

### **OFFER DECLARED UNCONDITIONAL AS TO ACCEPTANCES**

On 19 May 2020 the board of directors of Georgia Capital PLC (**GCAP**) and the Independent Directors of Georgia Healthcare Group PLC (**GHG**) announced that they had reached agreement on the terms of a recommended share exchange offer to be made by GCAP for the entire issued or to be issued share capital of GHG not already owned by GCAP (the **Offer**). The full terms and conditions of the Offer and the procedures for acceptance were set out in the offer document published by GCAP on 11 June 2020 (the **Offer Document**).

GCAP is pleased to announce that the Offer has become unconditional as to acceptances. Further details are set out below.

Terms defined in the Offer Document have the same meaning in this announcement.

#### **Level of acceptances from independent shareholders**

As at 1.00 p.m. on 2 July 2020 (being the acceptance deadline for the First Closing Date), valid acceptances had been received from independent shareholders of GHG in respect of a total of 30,238,699 GHG Shares, representing approximately 22.96% of the issued share capital of GHG, being more than 50% in nominal value of the GHG Shares held by independent shareholders of GHG on 19 May 2020.

This total includes acceptances received in respect of:

- 1,646,602 GHG Shares (representing approximately 1.25% of the issued share capital of GHG) from the Independent Directors of GHG and certain members of GHG's senior management which were subject to an irrevocable commitment; and

- Sanne Fiduciary Services Limited as trustee of the JSC Georgia Healthcare Group Employee Benefit Trust (the *Trust*) in respect of 2,211,449 GHG Shares held by the Trust, representing approximately 1.68% of the existing issued ordinary share capital of GHG.

**Accordingly, as at 1.00 p.m. on 2 July 2020, GCAP may count 30,238,699 GHG Shares (representing 22.96% of the issued share capital of GHG) towards satisfaction of the acceptance condition to its Offer.**

The Offer has therefore become unconditional as to acceptances.

#### **GCAP interests in securities and acceptances from GCAP concert parties**

On 29 June 2020, GCAP and persons acting in concert with GCAP had interests in or rights to subscribe for GHG relevant securities as follows:

<b>Name</b>	<b>Nature of interest</b>	<b>Number of GHG shares</b>	<b>Percentage of GHG issued share capital</b>
Georgia Capital PLC	GHG Shares	93,011,414	70.63
Kim Bradley	GHG Shares	10,687	0.01
Irakli Gilauri	GHG Shares	231,566	0.18
David Morrison	GHG Shares	65,583	0.05
<b>TOTAL</b>		<b>93,319,250</b>	<b>70.87</b>

None of (i) GCAP, (ii) any director of GCAP or any close relatives, related trusts or connected person of any such director or (iii) any other person acting in concert with GCAP, have any short positions including under any derivative, any agreements to sell or any delivery obligations in respect of GHG relevant securities and any rights to require another person to purchase or take delivery of GHG relevant securities.

As at 1.00 p.m. on 2 July 2020, valid acceptances had been received from Irakli Gilauri and David Morrison in respect of 297,149 GHG Shares, representing approximately 0.23% of the existing issued ordinary share capital of GHG which were subject to an irrevocable commitment and from Kim Bradley in respect of 10,687 GHG Shares, representing approximately 0.01% of the existing issued ordinary share capital of GHG.

**Accordingly, as of 1.00 p.m. on 2 July 2020, GCAP has received, in aggregate, valid acceptances in respect of 30,546,535 GHG Shares (representing 23.19% of the issued share capital of GHG). These acceptances, when aggregated with GCAP's existing interest in GHG, will result in GCAP holding 123,557,949 GHG Shares (representing 93.83% of the issued share capital of GHG).**

The percentages of GHG Shares referred to in this announcement are based upon a figure of 131,681,820 GHG Shares in issue at close of business on 29 June 2020.

#### **Extension of Offer**

The Offer has been extended to 1:00 pm (London Time) on 16 July 2020.

The Offer remains subject to the other conditions set out in Part A of Appendix 1 of the Offer Document from GCAP dated 11 June 2020, which include, amongst others, the GCAP Resolutions to approve and implement the Offer being duly passed at a general meeting of GCAP, which is being held on 6 July 2020 (or at any adjournment of that meeting) and acknowledgment from the FCA that the application for the admission of the New GCAP Shares to the Official List with a premium listing has been approved.

GHG Shareholders who have not yet accepted the Offer are urged to do so as soon as possible in accordance with the following procedures:

- acceptances of the Offer in respect of certificated GHG Shares should be made by completing and returning the Form of Acceptance as soon as possible; and
- acceptances in respect of uncertificated GHG Shares should be made electronically through CREST. If you are a CREST sponsored member, you should refer to your CREST sponsor as only your CREST sponsor will be able to send the necessary TTE instruction to Euroclear.

The Offer Document and the Form of Acceptance are available on GCAP's website at [www.georgiacapital.ge](http://www.georgiacapital.ge) and GHG's website at [www.ghg.com.ge](http://www.ghg.com.ge). Further copies of the Offer Document and the Form of Acceptance are available from Computershare at the address set out in paragraph 3(a) of Part C of Appendix I of the Offer Document.

### **Cancellation of GHG's listing**

If the Offer becomes or is declared unconditional in all respects, with sufficient acceptances having been received, GCAP intends to make an application for the cancellation of the listing of the GHG Shares on the Official List and for the cancellation of trading of the GHG Shares on the London Stock Exchange's main market for listed securities.

Delisting would significantly reduce the liquidity and marketability of any GHG Shares not assented to the Offer.

It is also intended that, following the Offer becoming or being declared unconditional in all respects and GHG having been delisted, GHG will be re-registered as a private company under the relevant provisions of the Companies Act.

### **Compulsory acquisition**

If GCAP receives acceptances under the Offer in respect of, or otherwise acquires, 90% or more of the GHG Shares to which the Offer relates, GCAP will exercise its rights pursuant to the provisions of Chapter 3 of Part 28 of the Companies Act to acquire compulsorily the remaining GHG Shares in respect of which the Offer has not been accepted.

### **Enquiries**

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Freshfields Bruckhaus Deringer LLP is acting as legal adviser to Georgia Capital PLC in connection with the Offer. Baker & McKenzie LLP is acting as legal adviser to Georgia Healthcare Group PLC in connection with the Offer.

***Important notices relating to financial advisers***

*Numis Securities Limited, which is authorised and regulated in the United Kingdom by the FCA, is acting as Financial Adviser exclusively for GCAP and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement and will not be responsible to anyone other than GCAP for providing the protections afforded to clients of Numis, nor for providing advice in relation to any matter referred to herein.*

***Further information***

*This announcement is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of securities of GHG in any jurisdiction in contravention of applicable law. The Offer is being made solely by means of the Offer Document and (in respect of GHG Shares held in certificated form) the acceptance forms accompanying the Offer Document, which, together, contain the full terms and conditions of the Offer including details of how it may be accepted.*

*This announcement does not constitute a prospectus or a prospectus equivalent document.*

***Overseas jurisdictions***

*The availability of the Offer to GHG Shareholders who are not resident in and citizens of the UK may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the UK should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. Further details in relation to Overseas Shareholders are contained in the Offer Document.*

*The release, publication or distribution of this announcement in or into jurisdictions other than the UK, including the US, may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the UK should inform themselves about, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person. This announcement has been prepared for the purposes of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of England.*

*The Offer is not being made, directly or indirectly, in, into or from any Restricted Jurisdiction, including the US, or any other jurisdiction where to do so would violate the laws in that jurisdiction. Accordingly, copies of this announcement and formal documentation relating to the Offer have not be and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction (including the US) or any other jurisdiction where to do so would violate the laws of that jurisdiction.*

*Further details in relation to GHG Shareholders in overseas jurisdictions are contained in the Offer Document.*

#### ***Notice to US Offeree Shareholders***

*This announcement is not intended to, and does not, constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the offer or otherwise. The Offer is made solely through the Offer Document, which contains the full terms and conditions of the Offer, including details of how the Offer may be accepted. Any acceptance or other response to the Offer should be made only on the basis of the information in the Offer Document.*

*The Offer relates to the shares of a UK company and is subject to UK procedural and disclosure requirements that are different from certain of those of the US. Any financial statements or other financial information included in this announcement may have been prepared in accordance with non-US accounting standards that may not be comparable to the financial statements of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US. It may be difficult for US holders of shares to enforce their rights and any claims they may have arising under the US federal securities laws in connection with the Offer, since GCAP and GHG are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the United States. US holders of shares in GCAP or GHG may not be able to sue GCAP, GHG or their respective officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel GCAP, GHG and their respective affiliates to subject themselves to the jurisdiction or judgment of a US court.*

*The Offer is being implemented by way of a takeover offer under English law. Accordingly, the Offer is being made in the US pursuant to Section 14(e) and Regulation 14E under the US Exchange Act as a "Tier II" tender offer, and otherwise in accordance with the requirements of the Code. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing*

*of payments that may be different from those applicable under US domestic tender offer procedures and law. A person who receives New GCAP Shares pursuant to the Offer may not resell such securities without registration under the US Securities Act or without an applicable exemption from registration or unless in a transaction not subject to registration (including a transaction that satisfies the applicable requirements of Regulation S under the US Securities Act).*

*This announcement does not constitute an offer of securities for sale in the US. Securities may not be offered or sold in the United States absent registration or an exemption from registration. GCAP does not intend to make a public offering of securities in the US, but if undertaken any such public offering would need to be made by means of a prospectus that would contain detailed information about the company and management, as well as financial statements. No offer to acquire securities or to exchange securities for other securities has been made, or will be made, directly or indirectly, in or into, or by use of the mails, any means or instrumentality of interstate or foreign commerce or any facilities of a national securities exchange of, the US or any other country in which such offer may not be made other than (i) in accordance with the US Securities Act, as amended, or the securities laws of such other country, as the case may be, or (ii) pursuant to an available exemption from such requirements. In particular, New GCAP Shares will only be made available in the United States to qualified institutional buyers (as defined in Rule 144A under the US Securities Act) or accredited investors (as defined in Rule 501(a) under the US Securities Act) in transactions that are exempt from the registration requirements of the US Securities Act. Such shareholders will be required to make such acknowledgements and representations to, and agreements with, GCAP as GCAP may require to establish that they are entitled to receive New GCAP Shares.*

*Nothing in this announcement shall be deemed an acknowledgement that any SEC filing is required or that an offer requiring registration under the US Securities Act may ever occur in connection with the Offer.*

*The New GCAP Shares have not been, and will not be, registered under the securities laws of any state or jurisdiction in the United States and, accordingly, will only be issued to the extent that exemptions from the registration or qualification requirements of state “blue sky” securities laws are available, or such registration or qualification requirements have been complied with.*

*US investors should closely read paragraph 12 of Part II, as well as paragraphs 7 and 8 of Part C of Appendix I, of the Offer Document, for further details. In particular, US investors should note that once the Offer is declared unconditional in all respects, GCAP will accept all GHG Shares that have by that time been validly tendered in acceptance of the Offer and will, in accordance with the City Code, settle the relevant consideration for all such accepted GHG Shares within 14 calendar days of such date, rather than the three trading days that US investors may be accustomed to in US domestic tender offers. Similarly, if the Offer is terminated or withdrawn, all documents of title will be returned to shareholders within 14 calendar days of such termination or withdrawal.*

*The receipt of GCAP Shares pursuant to the Offer by a US GHG Shareholder should qualify as a tax-free reorganization under section 368(a)(1)(B) of the US Internal Revenue Code of 1986, as amended provided that (i) following completion of the Offer, GCAP owns at least 80% of the voting power of all voting equity securities of GHG and at least 80% of each other class of equity security of GHG and (ii) GCAP has not and does not, in connection with the Offer, acquire any equity security for consideration other than GCAP voting stock. Assuming the*

receipt of GCAP Shares pursuant to the Offer by a US GHG Shareholder should qualify as a tax-free reorganization, for US federal income tax purposes, a US GHG Shareholder (i) should not recognise any income, gain or loss upon the receipt of GCAP Shares, (ii) should have an adjusted tax basis in the GCAP Shares equal to such US GHG Shareholder's adjusted tax basis of the GHG Shares surrendered in exchange for the GCAP Shares and (iii) should have a holding period for the GCAP Shares that includes the period during which the US GHG Shareholder held the GHG Shares in respect of which the GCAP Shares have been received. A US GHG Shareholder that acquired GHG Shares at different times and at different prices will be required to calculate a separate tax basis and holding period for each block of GHG Shares and then allocate that basis separately to the corresponding number of GCAP Shares received in the Offer. A US GHG Shareholder that will own at least 5% of the total voting power of all voting equity securities of GCAP or the total value of all equity securities of GCAP immediately after the receipt of GCAP Shares pursuant to the Offer (including any equity securities of GCAP owned previously) may be required to recognise gain unless such US GHG Shareholder enters into a gain recognition agreement with the US Internal Revenue Service. A US GHG Shareholder will recognise gain or loss on any fractional entitlements to New GCAP Shares. For the purpose of recognising such gain or loss, a US GHG Shareholder that receives foreign currency in lieu of any fractional entitlements to New GCAP Shares will realise an amount equal to the US dollar value of the foreign currency at the spot rate of exchange on the date the foreign currency is received. If no amount is received, because such US GHG Shareholder's individual entitlement is less than GBP5.00, the amount deemed realised will be nil. If the receipt of GCAP Shares pursuant to the Offer by a US GHG Shareholder does not qualify as a tax-free reorganization, a US GHG Shareholder generally would recognise gain or loss on the receipt of GCAP Shares. Each US GHG Shareholder is urged to consult his or her independent professional advisor immediately regarding the US federal income tax consequences of acceptance of the Offer.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) under the US Exchange Act, GCAP or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, GHG Shares outside the United States, other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance. Also, in accordance with Rule 14e5(b) under the US Exchange Act, Numis will continue to act as an exempt principal trader in GHG Shares on the London Stock Exchange. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the UK, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website, [www.londonstockexchange.com](http://www.londonstockexchange.com).

### **Forward looking statements**

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Offer, and other information published by GCAP and GHG contain statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of GCAP and GHG about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. The forward-looking statements contained in this announcement include statements relating to the expected effects of the Offer on GCAP and GHG, the expected timing and scope of the Offer and other statements other than historical facts. Often, but not always, forward-

looking statements can be identified by the use of forward-looking words such as “plans”, “expects” or “does not expect”, “is expected”, “is subject to”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved. Although GCAP and GHG believe that the expectations reflected in such forward-looking statements are reasonable, GCAP and GHG can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include the satisfaction of the Conditions, as well as additional factors, such as fluctuations in the capital markets; fluctuations in interest and exchange rates; increased regulation or regulatory scrutiny; the occurrence of unforeseen disasters or catastrophes; political or economic instability in principal markets; adverse outcomes in litigation; and general, local and global economic, political, business and market conditions. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Neither GCAP nor GHG, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. You are cautioned not to place undue reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations (including under the UK Listing Rules and the Disclosure Guidance and Transparency Rules of the FCA), neither GCAP or GHG is under any obligation, and GCAP and GHG expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### ***Dealing disclosure requirements***

*Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person’s interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the Offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10<sup>th</sup> business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10<sup>th</sup> business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the Offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the Offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing*

*concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the Offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an Offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the Offeree company and by any offeror and Dealing Disclosures must also be made by the Offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the GHG and GCAP companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

***Publication on website and hard copies***

*A copy of this announcement and the documents required to be published by Rule 26 of the Code will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on GCAP's website at [www.georgiacapital.ge](http://www.georgiacapital.ge) and GHG's website at [www.ghg.com.ge](http://www.ghg.com.ge). For the avoidance of doubt, the contents of those websites are not incorporated into and do not form part of this announcement.*

*Further copies of the Offer Document and the Form of Acceptance are available from Computershare at the address set out in paragraph 3(a) of Part C of Appendix I of the Offer Document. If you have received this announcement in electronic form, copies of this announcement and any document or information incorporated by reference into this announcement will not be provided unless such a request is made.*