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**ANNOUNCEMENT OF OPPORTUNITY TO EXCHANGE SHARES IN
GEORGIA HEALTHCARE GROUP PLC
FOR SHARES IN
GEORGIA CAPITAL PLC**

1. HIGHLIGHTS

- Opportunity for shareholders of Georgia Healthcare Group PLC (*GHG*) to exchange their shares in GHG for shares in Georgia Capital PLC (*GCAP*);
- Share exchange ratio set at 0.192; 1 share in GCAP for every 5.22 shares in GHG;
- The Exchange Facility will be limited to a maximum of 4.5m shares in GCAP, equivalent to 23.6m shares in GHG. If exercised in full, GCAP's shareholding in GHG would increase from 57% to almost 75%;
- The Exchange Facility will be open from 18 November 2019, 7.00 a.m. London time until 17 December 2019, 1.00 p.m. London time;
- It has been agreed with the Takeover Panel Executive that the Exchange Facility is not an offer subject to the Takeover Code; and
- Citigroup and BNP Paribas are acting as financial advisers to GCAP in relation to the Exchange Facility.

2. BACKGROUND

GHG completed an IPO in 2015 with GCAP (when still part of Bank of Georgia Holdings PLC) selling part of its existing shareholding and retaining a majority shareholding. Whilst the Directors of GCAP remain confident in the strategy, management and board of GHG, which has overseen a positive increase in the share price since listing, the GCAP Directors believe there is significant incremental value available for both sets of shareholders through the proposed exchange of shares in GHG for shares in GCAP. In particular, the Directors of GCAP believe that as GHG represents a significant investment for GCAP, investors in GHG can retain their exposure to GHG while participating in a larger, more liquid investment and a broader exposure to the attractive prospects of the Georgian economy by becoming shareholders in GCAP. Furthermore, the issue of new GCAP shares will further increase the volume of GCAP shares in circulation, leading to an increase in trading volumes to the benefit of all of GCAP's shareholders.

GCAP, as GHG's largest shareholder, continues to believe in the prospects of both GHG and the Georgian economy, with this confidence reflected in the Directors' desire to further their

investment in a company the business of which is consistent with GCAP's strategy and objectives. GCAP also continues to support GHG as a listed, independent company.

In accordance with the terms of the relationship agreement between GCAP and GHG of 29 May 2018 and the requirements of the UK Listing Rules, the number of shares that may be acquired by GCAP pursuant to this Exchange Facility has been limited in order to avoid an adverse impact on GHG's public listing or index eligibility, such that GCAP's holding remains less than 75%.

3. QUOTES

Commenting on the Exchange Facility, Irakli Gilauri, Chairman and CEO of GCAP said "We believe GHG represents an attractive and unique opportunity to participate in the continued growth and consolidation of the healthcare sector in Georgia. We believe that at current levels the GHG shares fail to reflect the value of the company's strategy and management's demonstrated ability to execute. We continue to support GHG as a listed, independent company. At the same time, we believe an investment in GCAP is an attractive way for GHG investors to retain exposure to the Georgian healthcare sector while also gaining exposure to the Georgian economy more broadly. Accordingly, both as an expression of our support for GHG but also as a way of allowing GHG shareholders to choose how they wish to manage their exposures, we are pleased to make this Exchange Facility available."

4. DETAILS OF THE EXCHANGE FACILITY

The Exchange Facility will be open from 18 November 2019, 7.00 a.m. London time until 17 December 2019, 1.00 p.m. London time. A timetable for the Exchange Facility is set out at Appendix I of this announcement.

Under the Exchange Facility shares in GHG can be exchanged for shares in GCAP in the ratio 1:0.192, which is equal to the average GHG/GCAP ratio for the past 30 days based on closing price. Fractions of GCAP shares will not be allotted or issued pursuant to the Exchange Facility and no provision will otherwise be made in respect of any such fractional entitlements.

In the event that expressions of interest in participating in the Exchange Facility are made in excess of 23.6m GHG shares, exchanges will be scaled back pro rata.

GCAP shares exchanged under the Exchange Facility will be satisfied by issuing new shares in GCAP, pursuant to its existing shareholder authorities. If the Exchange Facility is exercised in full then it is expected that a total of 4.5m new shares in GCAP will be issued.

Copies of the announcement will be sent to shareholders of GHG as soon as reasonably practicable.

5. HOW TO PARTICIPATE IN THE EXCHANGE FACILITY

If you hold Ordinary Shares in uncertificated form, that is in CREST, you should submit a transfer to escrow instruction (*TTE Instruction*) within the CREST system to take part in the Facility. A properly authenticated TTE Instruction must be sent with the following details:

- (a) the number of Ordinary Shares to be transferred to an escrow balance;
- (b) your Member Account ID;
- (c) your Participant ID;

(d) the Participant ID of Computershare (the *Receiving Agent*), in its capacity as a CREST receiving agent – this is 3RA31;

(e) the Member Account ID of Computershare for the Facility – this is GEORGIA1;

(f) the Corporate Action Number – this is allocated by Euroclear UK & Ireland Limited and can be found by viewing the relevant corporate action details in CREST;

(g) the intended settlement date for the transfer to escrow – this should be by no later than 1.00 p.m. on the 17 December 2019;

(h) the ISIN number for the Ordinary Shares – this is GB00BYSS4K11;

(i) the standard TTE instruction of priority 80; and

(j) a contact name and telephone number to be inserted in the shared note field.

The Exchange Facility is not capable of being accepted by GHG shareholders who are, subject to certain exceptions, located or resident in the United States or any other jurisdiction in which the exchange of GHG shares for GCAP shares pursuant to the Exchange Facility is contrary to local law or regulation (each, a *Restricted Jurisdiction*). Applications to participate in the Exchange Facility from such jurisdictions, or which, at the sole discretion of GCAP, appear to be made in respect of GHG shares beneficially held by persons located or resident, subject to certain exceptions, in such jurisdictions will not be accepted.

By submitting a TTE Instruction in order to participate in the Exchange Facility, GHG shareholders, unless participating pursuant to the exceptions referred to above, will be deemed to represent and warrant, on behalf of themselves and any person on whose behalf they beneficially hold GHG shares, that, they are not resident or located in the United States or any other Restricted Jurisdiction.

All TTE Instructions must be submitted by no later than 1 p.m. on 17 December 2019.

GHG shares held in certificated form

To participate in the Exchange Facility, Shareholders holding GHG shares in certificated form must complete, sign, have witnessed and return the Exchange Facility Form in accordance with these instructions and the instructions on the Exchange Facility Participation Form.

The following instructions should be read together with the notes on the Exchange Facility Participation Form.

To participate in the Exchange Facility in respect of GHG shares held in certificated form, you must sign and have witnessed Box 3 of the accompanying Exchange Facility Participation Form in accordance with the instructions thereon.

You should complete separate Exchange Facility Participation Forms for GHG shares held in certificated form but under different designations. Additional copies of the Exchange Facility Participation Form can be obtained from the Receiving Agent.

Completed, signed and witnessed Exchange Facility Participation Forms, together with your valid share certificates and/or other documents of title, should be sent by post in the accompanying reply-paid envelope (for use in the UK only) or (during normal business hours only) delivered by hand to the Receiving Agent at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE as soon as possible and, in any event, so as to be received no later than 1.00 p.m. on 17 December 2019.

The completed and signed Exchange Facility Participation Form should be accompanied by the relevant share certificate(s) and/or other document(s) of title.

If you have lost your share certificate and/or other document of title, you should write to the Registrar at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY for a letter of indemnity in respect of the lost share certificate and/or other document of title. When completed in accordance with the instructions given, such indemnity should be returned by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or (during normal business hours only) by hand to the Receiving Agent at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE so as to be received as soon as possible and, in any event, no later than 1.00 p.m. on 17 December 2019. A fee may be payable by the Shareholder in respect of each letter of indemnity.

If GHG shareholders require assistance, they should telephone Computershare, Receiving Agent for the Exchange Facility on 0370 707 1066 (from within the UK) or +44 370 707 1066 (from outside the UK).

Alternatively, GHG shareholders may contact Computershare in writing at Corporate Actions Projects, Bristol BS99 6AH. However, GHG shareholders should be aware that Computershare cannot provide advice on the merits of the Exchange Facility nor give any financial, legal or tax advice.

6. NO INTENTION TO MAKE AN OFFER FOR GHG

GCAP confirms that it is not intending to make a takeover offer for GHG. This is a statement to which Rule 2.8 of the Takeover Code applies. It has been agreed with the Takeover Panel Executive that the Exchange Facility is not an offer subject to the Takeover Code.

For the purpose of Rule 2.8 of the Takeover Code, GCAP reserves the right to set the restrictions in Rule 2.8 aside within the next six months following the date of this announcement in the following circumstances:

- (a) with the agreement of the board of GHG;
- (b) if a third party announces a firm intention to make an offer for GHG;
- (c) if GHG announces a “whitewash” proposal (see Note 1 of the Notes on Dispensations from Rule 9) or a reverse takeover (as defined in the Code); and
- (d) if there has been a material change of circumstances (as determined by the Takeover Panel).

Enquiries

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Irakli Gilauri, Chairman & CEO

Giorgi Alpaidze, CFO

If you are in any doubt about the Exchange Facility or the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser. The value of shares and any income from them can go down as well as up and you may not get back the amount or value of your investment. Past performance is no guide to future performance.

If you have sold or otherwise transferred all your GHG shares, please send this announcement and any related documentation as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, these documents should not be forwarded, distributed or transmitted in, into or from the United States or any Restricted Jurisdiction. If you have sold or otherwise transferred only part of your holding of GHG shares, you should retain this announcement and contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

Further information

The contents of this announcement, which have been prepared by and is the sole responsibility of GCAP, have been approved by Citigroup Global Markets Limited (Citi) solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000, as amended. Citi have consented to the issue of this announcement and the inclusion of its name, in the form and context which it appears.

Citi is authorised by the PRA and regulated by the PRA and the FCA in the UK. BNP Paribas (BNPP) is supervised by the European Central Bank (ECB) and the Autorité de Contrôle Prudentiel et de Résolution (ACPR) (and its London Branch is authorised by the ECB, the ACPR and the PRA and subject to limited regulation by the FCA and the PRA. Citi and BNPP acting through its London Branch, are acting exclusively as financial advisers to GCAP and no one else in connection with the Exchange Facility and the subject matter of this document, and shall not be responsible to anyone other than GCAP for providing the protections afforded to clients of Citi or BNPP, or for providing advice in connection with the Exchange Facility and the subject matter of this announcement. Save for Citi's approval of this announcement as a financial promotion, neither Citi, BNPP nor any of their respective subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person other than GCAP in connection with this document, any statement contained herein or otherwise.

Overseas jurisdictions

*The availability of the Exchange Facility to GHG Shareholders 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. In particular, the Exchange Facility is not capable of being accepted by GHG shareholders who are, subject to certain exceptions, located in the United States or any other jurisdiction in which the exchange of GHG shares for GCAP shares pursuant to the Exchange Facility is contrary to local law or regulation (each, a **Restricted Jurisdiction**). Applications to participate in the Exchange Facility from such jurisdictions, or which, at the sole discretion of GCAP, appear to be made in respect of GHG shares beneficially held by persons located or resident, subject to certain exceptions, in such jurisdictions will not be accepted.*

Any failure to comply with 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 Exchange Facility 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 UK regulations 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 Exchange Facility will not be made, directly or indirectly, in, into or from any jurisdiction where to do so would violate the laws in that jurisdiction. Accordingly, copies of this announcement and documentation relating to the Exchange Facility will not be and must not

be, mailed or otherwise forwarded, distributed or sent in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction.

Notice to GHG shareholders in EEA Member States

*The Exchange Facility contemplated by this announcement will only be made available to the public in a Member State of the European Economic Area under the following exemptions under the Prospectus Regulation ((EU) 2017/1129)(the **Prospectus Regulation**): (a) to any legal entity which is a qualified investor as defined under the Prospectus Regulation; (b) to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Regulation); or (c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation. Therefore, GCAP will not be required to publish a prospectus pursuant to Article 3 of the Prospectus Regulation in connection with the Exchange Facility.*

Notice to US GHG shareholders

Subject to certain exceptions, GHG shareholders located in the United States will not be permitted to participate in the Exchange Facility and any application to participate in the Exchange Facility from the United States, or which, at the sole discretion of GCAP, appear to be made in respect of GHG shares beneficially held by persons located, subject to certain exceptions, in the United States will not be accepted.

This Announcement does not constitute an offer of securities for sale in the United States or an offer to acquire or exchange securities in the United States. The Exchange Facility is being operated in accordance with section 14(e) of the US Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. GCAP will take the actions necessary to comply with the applicable requirements of Regulation 14E. GCAP will take the actions necessary to ensure that the procedural requirements of Rule 14e-1(b)-(d) are satisfied. GCAP shares may not be offered or sold in the United States absent registration or an exemption from registration. No public offer of GCAP shares will be made in the United States. The GCAP shares have not been, and will not be, registered under the US Securities Act or under the relevant securities laws of any state or territory or other jurisdiction of the United States and will not be listed on any stock exchange in the United States. Accordingly, the GCAP shares may not be offered, sold or delivered, directly or indirectly, in, into or from the United States. Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved of the GCAP shares, or determined if this Announcement is accurate or complete. Any representation to the contrary is a criminal offence.

To the extent permissible under applicable securities laws, including Rule 14e-5 under the US Securities Exchange Act of 1934, as amended, GCAP and its affiliates, Citi and BNPP and their respective affiliates, any advisor to any such persons, and any person acting, directly or indirectly, in concert with any such persons, may from time to time make purchases of, or arrangements to purchase, GHG shares other than pursuant to the Exchange Facility, before or during the period in which the Exchange Facility is open, so long as those acquisitions or arrangements comply with applicable securities laws, including the provisions of the exemption provided under Rule 14e-5. Any of the purchases referred to in this paragraph may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Information about such purchases will be disclosed as and if required by applicable securities laws.

GHG and GCAP are public limited companies incorporated in England and they are subject to UK procedural and disclosure requirements, respectively, that are different from certain of those of the United States, including the US tender offer and proxy solicitation rules. 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 United States.

Notice to GHG shareholders in Georgia

The Exchange Facility contemplated by this announcement will be available to qualified investors (as defined under the Law of Georgia on Securities Market) in Georgia and made available to the general public in Georgia under the exemption provided in Article 4.6 of the Law of Georgia on Securities Market, subject to GCAP giving notice to the National Bank of Georgia of the proposed exchange. As a result, no prospectus will be published by GCAP in Georgia with respect to the GCAP shares.

Forward looking statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Exchange Facility, 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 Exchange Facility on GCAP and GHG, the expected timing and scope of the Exchange Facility 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. 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 and Transparency Rules of the FCA), GCAP is not under any obligation, and GCAP expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown in the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Publication on website

A copy of this announcement will be made available on request from the Receiving Agent, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, and is available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on GCAP's website at www.GCAP.ge. For the avoidance of doubt, the contents of that website are not incorporated into and do not form part of this announcement.

Appendix I

Timetable of the Exchange Facility

The timetable of the Exchange Facility is as follows:

<u>Event</u>	<u>Expected time/date</u>
Launch of the Exchange Facility	18 November 2019
Latest time for uncertificated shareholders to submit TTE Instruction	1 p.m. on 17 December 2019
Latest time for certificated shareholders to submit Exchange Facility Participation Form and letter of indemnity (if required)	1 p.m. on 17 December 2019
Settlement	19 December 2019