

**Bank of Georgia Holdings PLC – Result of AGM**

The Board of Directors of Bank of Georgia Holdings PLC (the **Company**) announces the results of voting on the resolutions put to shareholders at its 3rd Annual General Meeting (the **AGM**) held on Wednesday, 28 May 2014. Details of the resolutions are set out in full in the Notice of AGM.

Resolutions 1 to 16 were passed as ordinary resolutions and resolutions 17 to 19 were passed as special resolutions.

The results of the poll were as follows:

	<b>RESOLUTION</b>	<b>VOTES FOR</b>	<b>%</b>	<b>VOTES AGAINST</b>	<b>%</b>	<b>VOTES TOTAL</b>	<b>% of ISC* VOTED</b>	<b>VOTES WITHHELD</b>
1	To receive and accept the Company's Annual Report and Accounts, together with the reports of the Directors and auditors for the financial year ended 31 December 2013.	28,507,594	100.00	0	0.00	28,507,594	79.39	43,202
2	To declare a final dividend as recommended by the Directors of the Company for the financial year ended 31 December 2013 of GEL 2.0 per ordinary of the Company payable on 18 June 2014 to those shareholders on the register at the close of business on 6 June 2014.	28,550,656	100.00	0	0.00	28,550,656	79.51	140
3	To receive and approve the Director's Remuneration Report, (including the annual statement of the Chairman of the Remuneration Committee, but excluding (a) the part containing the Director's Remuneration Policy referred to in Resolution 4 and (b) the part containing details of senior officers' remuneration, which is not subject to shareholders approval).	25,901,873	93.59	1,773,857	6.41	27,675,730	77.07	875,065
4	To receive and approve the Director's Remuneration Policy in the Director's Remuneration Report.	26,121,743	91.91	2,300,144	8.09	28,421,887	79.15	128,908
5	To re-elect Neil Janin, as Chairman.	28,436,087	99.60	114,569	0.40	28,550,656	79.51	140
6	To re-elect Irakli Gilauri, as an executive Director.	28,540,459	99.96	10,197	0.04	28,550,656	79.51	140
7	To re-elect David Morrison, as a non-executive Director.	28,470,359	99.93	21,016	0.07	28,491,375	79.34	59,421
8	To re-elect Alasdair Breach, as a non-executive Director.	28,526,449	99.92	24,207	0.08	28,550,656	79.51	140
9	To re-elect Kaha Kiknavelidze, as a non-executive Director.	28,540,459	99.96	10,197	0.04	28,550,656	79.51	140
10	To elect Kim Bradley, as a non-executive Director.	28,540,459	99.96	10,197	0.04	28,550,656	79.51	140
11	To elect Bozidar Djelic, as a non-executive Director Company.	28,255,618	99.96	10,197	0.04	28,265,815	78.71	284,981
12	To elect Tamaz Georgadze, as a non-executive Director.	28,540,459	99.96	10,197	0.04	28,550,656	79.51	140
13	To re-appoint Ernst & Young LLP as Auditor to the Company.	28,491,375	100.00	0	0.00	28,491,375	79.34	59,421
14	To authorise the Board to set Ernst & Young LLP's fees.	28,524,183	99.91	26,473	0.09	28,550,656	79.51	140
15	To authorise political donations.	25,714,370	90.25	2,777,005	9.75	28,491,375	79.34	59,421
16	To authorise the Directors to allot shares.	27,190,939	95.42	1,305,475	4.58	28,496,414	79.36	38,858
17	To dis-apply pre-emption rights.	26,714,619	93.62	1,820,513	6.38	28,535,132	79.46	140
18	To authorise the Company to purchase its own shares.	28,433,700	99.68	90,483	0.32	28,524,183	79.43	26,613
19	To authorise the Company to call general meetings on not less than 14 days' clear notice.	25,113,100	87.96	3,437,556	12.04	28,550,656	79.51	140

\*Issued Share Capital

As at the date of the AGM, the Company had 35,909,383 ordinary shares in issue. The Company did not hold any shares in treasury and therefore the number of total voting rights as at the date of the AGM was 35,909,383. In accordance with the Company's Articles of Association, on a poll every member who is present in person or by proxy has one vote for every share held. The scrutineer of the poll was Computershare Investor Services PLC, the Company's Share Registrar.

Note that a "vote withheld" is not a vote in law and 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.

In accordance with Listing Rule 9.6.2, copies of the resolutions which constitute special business at the AGM (being resolutions 16-19) will be submitted to the National Storage Mechanism and will be shortly be available for inspection at [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm).

Name of authorised official of issuer responsible for making notification:

Kate Bennett Rea, Company Secretary

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#### About Bank of Georgia Holdings PLC

Bank of Georgia Holdings PLC is a UK-incorporated holding company of Bank of Georgia. Bank of Georgia is the leading Georgian bank, based on total assets (with a 34.1% market share), total loans (with a 31.7% market share) and client deposits (with a 30.2% market share) as of 31 March 2014, all data based on standalone financial information filed by banks in Georgia with the National Bank of Georgia. The Bank offers a broad range of corporate banking, retail banking, wealth management, brokerage and insurance services to its clients.

Bank of Georgia has, as of the date hereof, the following credit ratings:

Standard & Poor's	'BB-/B'
FitchRatings	'BB-/B'
Moody's	'B1/NP' (FC) & 'Ba3/NP' (LC)

For further information, please visit [www.bgh.co.uk](http://www.bgh.co.uk), [www.bog.ge/ir](http://www.bog.ge/ir) or contact:

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