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**ANNOUNCEMENT OF RESULTS OF THE EXCHANGE FACILITY MADE
AVAILABLE TO SHAREHOLDERS IN GEORGIA HEALTHCARE GROUP PLC
FOR SHARES IN GEORGIA CAPITAL PLC**

Georgia Capital PLC (“GCAP”) today announces that the 0.192⁽¹⁾ GCAP share for every one share in Georgia Healthcare PLC (“GHG”) exchange facility (the “Exchange Facility”), which was announced on 18 November 2019, closed for acceptances at 1:00 p.m. (London time) on 17 December 2019.

In accordance with the requirements of the UK Listing Rules, the number of GCAP shares that may be exchanged 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. In determining GHG’s free float in accordance with the listing and index eligibility rules, GHG shares held by GHG’s employee benefit trust, GHG directors and connected persons and GHG’s subsidiaries’ directors and connected persons have been taken into account. In addition to this, GHG’s free float is expected to be impacted by future share awards to GHG’s management. Taking these factors into account after consultation with GHG, GCAP will exchange 17,892,911 existing GHG shares for 3,435,438 new GCAP shares.

Valid acceptances in respect of 40,894,166 GHG shares were received, which have been scaled back by 56.25%. On completion of the Exchange Facility, GCAP’s shareholding in GHG will increase from 57.0% to 70.6%.

The new ordinary GCAP shares will be credited to CREST accounts as soon as practicable, commencing on 19 December 2019.

Enquiries

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Note: (1) The announcement on 17 November 2019 stated that the share exchange ratio set at 0.192; 1 share in GCAP for every 5.22 shares in GHG. In determining final allocations, the 0.192 exchange ratio was applied.

Further information

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, GCAP's financial advisers 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.

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.