**COMPANY NUMBER: 10852406**

**GEORGIA CAPITAL PLC**

**ANNUAL GENERAL MEETING**

At the Annual General Meeting of the shareholders of Georgia Capital PLC (“the **Company”**) convened and held on 20 May 2024, resolutions 10, 11, 12, 13, 14, 15 and 16 were duly passed as special business of the Company. The full text of each of these resolutions is presented below.

**ORDINARY RESOLUTIONS**

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| **10.**  | **Political Donations**  |
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|  | THAT, in accordance with sections 366 and 367 of the Companies Act 2006 (the Act), theCompany and any subsidiary of the Company, during the period beginning with the date ofthe passing of this resolution and expiring at the conclusion of the Company’s AGM in 2025(unless this authority has been renewed, revoked or varied by the Company in a generalmeeting), be authorised to:1. make donations to political parties or independent election candidates, notexceeding £100,000 in total;
2. make donations to political organisations other than political parties, not exceeding£100,000 in total; and
3. incur political expenditure, not exceeding £50,000 in total.

The above amounts may be comprised of one or more amounts in different currencies, as the Board may determine. Any terms used in this resolution that are defined in Part 14 of the Act shall bear the same meaning for the purposes of this resolution 10. |
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| **11.** | **Authority to Allot Shares** |
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|  | THAT, in substitution of all existing authorities, the Board be generally and unconditionally authorised for the purposes of section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:1. up to an aggregate nominal value of £142,246.66 (representing 14,224,666Ordinary Shares, which represents approximately one-third of the Company'sissued ordinary share capital as at 21 March 2024, being the latest practicable dateprior to publication of this Notice of AGM); and
2. in addition to the amount referred to in paragraph (a) above, up to a furtheraggregate nominal value of £142,246.66 (representing 14,224,666 OrdinaryShares, which represents approximately one-third of the Company’s issuedordinary share capital as at 21 March 2024, being the latest practicable date priorto publication of this Notice of AGM) in relation to an allotment of equity securities(as defined in section 560(1) of the Act) in connection with an offer by way of arights issue:
	1. to holders of shares in proportion (as nearly as may be practicable) to theirexisting holdings; and
	2. to holders of other equity securities as required by the rights of thosesecurities or as the Board consider it necessary, as permitted by the rightsof those securities,

subject to the Board having a right to make such exclusions or otherarrangements as they may deem necessary or expedient in relation to treasuryshares, fractional entitlements, record dates or legal, regulatory or practicalproblems in, or under the laws of, any territory or any other matter,such authorities to apply (unless previously renewed, varied or revoked by the Company in general meeting) until the conclusion of the Company’s AGM in 2025 or, if earlier, at the close of business on 20 August 2025 (being 15 months after the date of the forthcoming AGM) save that the Company may, before the authority expires, make offers and/or enter into agreements which would, or might, require equity securities to be allotted, or rights to be granted, after the authority expires and the Board may allot shares or grant rights to subscribe for or to convert any security into shares under any such offer or agreement as if the authority conferred by this resolution 11 had not expired. |

 **SPECIAL RESOLUTIONS**

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| **12.** | **Disapplication of Pre-emption Rights** |
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|  | THAT, subject to the passing of resolution 11 the Board be and are generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by resolution 11 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority be limited:1. to the allotment of equity securities for cash and/or sale of treasury shares inconnection with an offer of, or invitation to apply for, equity securities:
	1. to ordinary shareholders in proportion (as nearly as practicable to theirrespective existing holdings of Ordinary Shares held by them on the recorddate); and
	2. to holders of other equity securities, as required by the rights attaching tothose securities, or if the Board otherwise considers it necessary, aspermitted by the rights attaching to those securities,

but subject to the Board having the right to impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practicalproblems in, or under the laws of, any territory or any other matter whatsoever; 1. to the allotment of equity securities for cash and/or sale of treasury shares(otherwise than pursuant to paragraph (a) above) having, in the case of OrdinaryShares, a nominal amount or, in the case of other equity securities, giving the rightto subscribe for or convert into Ordinary Shares having a nominal amount notexceeding, an aggregate amount of £21,336.99 (being 2,133,699 Ordinary Shares,which represents approximately 5% of the Company’s issued ordinary share capitalas at 21 March 2024, being the latest practicable date prior to publication of thisNotice of AGM),

provided that the authority conferred by this resolution 12 shall expire at the conclusion of the Company’s next AGM in 2025 or, if earlier, at the close of business on 20 August 2025, (being 15 months after the date of the forthcoming AGM), save that in each case, prior to its expiry, the Company may make offers, and/or enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after this authority expires and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority given by this resolution had not expired. |
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| **13.** | **Specific Authority to Dis-apply Pre-emption Rights in Connection with an Acquisition or Specified Capital Investment** |
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|  | That, subject to the passing of resolution 11, the Board be and are generally empoweredpursuant to sections 570 and 573 of the Act (in addition to the authority given by resolution 12) to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant tothe authority given by resolution 11 and/ or to sell Ordinary Shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale,provided that such authority be:1. limited to the allotment of equity securities and/or sale of treasury shares, up to anominal amount of £21,336.99 (being 2,133,699 Ordinary Shares, representingapproximately 5% of the Company’s issued ordinary share capital as at 21 March2024 being the latest practicable date prior to the publication of this Notice ofAGM); and
2. such authority to be used only for the purposes of financing (or refinancing, if theauthority is to be used within six months after the original transaction) a transactionwhich the Board determines to be an acquisition or a specified capital investmentof a kind contemplated by the Statement of Principles on Disapplying Pre-EmptionRights most recently published by the Pre-Emption Group prior to the date of thisNotice of AGM,

provided that such authority conferred by this resolution 13 shall expire at the conclusion of the Company’s AGM in 2025 or, if earlier, at the close of business on 20 August 2025 (being 15 months after the date of the forthcoming AGM), save that, in each case, prior to its expiry, the Company may make offers, and/or enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after this authority expires and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority given by this resolution had not expired. |
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|  **14.** | **Authority to Purchase Ordinary Shares (On-Market)** |
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|  | THAT the Company be generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of the Act) of Ordinary Shares, on such terms and in such manner as the Board may from time to time determine, provided that:1. the maximum aggregate number of Ordinary Shares which may be purchased is6,396,832 (representing approximately 14.99% of the Company’s issued ordinaryshare capital excluding treasury shares as at 21 March 2024, being the latest practicable date prior to the publication of this Notice of AGM);
2. the minimum price (exclusive of expenses) which may be paid for each OrdinaryShare is £0.01; and
3. the maximum price (exclusive of expenses) which may be paid for each OrdinaryShare is the higher of:
	1. 105% of the average of the middle-market price of an Ordinary Share asderived from the London Stock Exchange Daily Official List for the fivebusiness days immediately preceding the day on which such OrdinaryShare is contracted to be purchased; and
	2. an amount equal to the higher of the price of the last independent trade ofan Ordinary Share and the highest current independent purchase bid foran Ordinary Share as derived from the London Stock Exchange TradingSystem at the time the purchase is carried out,

provided that the authority conferred by this resolution 14 shall expire at the conclusion of the Company’s AGM in 2025 or, if earlier, at the close of business on 20 June 2025, being 13 months after the date of the 2024 AGM (except in relation to any purchase of Ordinary Shares for which the contract was concluded before such date and which would or might be executed wholly or partly after such date). |
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|  **15.** | **Authority to Purchase Ordinary Shares (Off-Market)** |
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|  | THAT:1. the terms of the form of contract produced to the meeting and initialled by theChairman to be entered into between the Company and certain financialintermediaries named in the form of contract (each a Dealer) (the Contract), forthe purchase by the Company of up to a maximum aggregate of 14,935,899Ordinary Shares be and hereby are approved for the purposes of section 694 ofthe Act; and
2. the Board of the Company, be and hereby are authorised to enter into Contract(s)with the Dealer(s) and to acquire such Ordinary Shares.

The authority conferred by this resolution 15 is in addition to the authority conferred by resolution 14, and shall, unless varied, revoked or renewed prior to such time, expire no later than the conclusion of the Company’s AGM in 2025, or, if earlier, the close of business on 20 June 2025, being 13 months after the date of the 2024 AGM (except in relation to any purchase of Ordinary Shares for which the Contract was concluded before such date and which would or might be executed wholly or partly after such date). |
|  **16.** | **General Meetings**THAT the Company be authorised to call General Meetings of the Company, other than Annual General Meetings, on not less than 14 clear days’ notice. |