

ANNOUNCEMENT OF AGREEMENT TO SELL A MAJORITY STAKE IN THE ISSUER

Reference is made to the U.S.\$250,000,000 7.750% Notes due 2025 (ISIN: XS2208644059 and Common Code: 220864405) (the "**Notes**") issued by Georgia Global Utilities JSC (the "**Issuer**") and constituted by a trust deed dated 30 July 2020 (the "**Trust Deed**") among the Issuer, the guarantors named therein and Citibank, N.A., London Branch (the "**Trustee**") containing the terms and conditions of the Notes (the "**Conditions**"), as amended, restated and/or supplemented from time to time. Terms not otherwise defined herein shall have the meaning given to them in the Trust Deed.

The Issuer's ultimate holding company, Georgia Capital PLC, a company listed on the London Stock Exchange, has announced today that its subsidiary company, JSC Georgia Capital (the "**Seller**") has entered into a share purchase agreement and will, on the First Completion (as defined below) enter into a shareholders' agreement (the form of which is attached to the share purchase agreement), with FCC Aqualia (the "**Purchaser**") with the intention of selling up to 100% of its interest in the Issuer's water utility business to the Purchaser by way of a two-stage transaction.

Stage One and potential Change of Control

The Seller has agreed initially to sell shares amounting to 65% of the Capital Stock of the Issuer to the Purchaser (which the Seller and Purchaser agree represents an 80% economic interest in the water utility business), subject to certain terms and conditions (the "**First Completion**"). If such sale were to be consummated, it would constitute a Change of Control Event pursuant to Condition 7(d) of the Notes with respect to the Issuer and accordingly each Noteholder would have the right to require the Issuer to purchase such Noteholder's Notes for cash at 101% of the principal amount plus accrued and unpaid interest (a "**Change of Control Offer**").

Stage Two and potential early redemption

The Seller and the Purchaser have also granted each other a put and call option over such portion of the Seller's shares in the Issuer's Capital Stock as represents the remaining 20% economic interest in the water utility business and to procure that the Issuer transfers its renewable energy business to the Seller by way of statutory demerger under Georgian law.

In order to complete the transactions described above, the Seller and the Purchaser have agreed to procure that the Issuer will exercise its option to redeem all (but not part only) of any of the Notes that remain outstanding following the Change of Control Offer for cash at 103.875% of the principal amount (plus accrued and unpaid interest) on or as soon as reasonably practicable after 30 July 2022 pursuant to Condition 7(e) of the Notes, subject to certain conditions (the "**Planned Bond Redemption**"), following which it is intended to spin off the assets of the Issuer's renewable energy business and adjust the Issuer's share capital so that the Purchaser will hold an 80% interest in the Issuer's Capital Stock (conditional upon completion of the Planned Bond Redemption in full).

The Issuer expects that the timing of the Planned Bond Redemption will not be known at the time of the Change of Control Offer and there can be no assurance that the Planned Bond Redemption will occur.

Summary and Contact Information

For the avoidance of doubt, this announcement does not constitute notice of the occurrence of a Change of Control, or a Change of Control Offer, nor does it constitute a notice of redemption. Further notices will follow in due course subject to (and conditional upon) successful completion of the First Completion and to the Seller and Purchaser obtaining funding for the Planned Bond Redemption on satisfactory terms. Noteholders should not consider this notice as providing any representation, warranty or other assurance that the First Completion, Change of Control Offer or Planned Bond Redemption shall occur at any time.

This notice is given by the Issuer and, to the extent that any Noteholder has queries relating to this notice, such Noteholder may contact the Issuer using the details below. The Trustee has not been requested and is not required to consider the accuracy of the statements made by the Issuer in this notice, such statements being attributable to the Issuer only.

Name of authorised official of issuer responsible for making notification: Ana Akubardia, Head of Investor Relations and Funding

About Georgia Global Utilities JSC

Georgia Global Utilities is the water utility and renewable energy holding company in Georgia, which supplies potable water and provides wastewater collection and processing services as well as generates electricity through its portfolio of hydro and wind power plants with an aggregate installed capacity of 240 MW. GGU's water supply and sanitation business is a natural monopoly through full asset ownership of water and wastewater infrastructure, providing water utility and sanitation services to c. 1.4 million residential and c. 36,000 commercial customers in Tbilisi, the capital city of Georgia and surrounding areas. GGU's renewable energy business owns and operates eight hydro power plants with 219 MW installed capacity and one wind power plant with 21 MW installed capacity.

JSC Georgia Global Utilities has, as of the date hereof, the following credit ratings:

S&P Global	'B'/LT Issuer Credit Rating
Fitch Ratings	'B+ '/LT Issuer Default Rating

For further information, please visit www.ggu.ge or contact:

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