

SCHEDULE 2

FORM OF CERTIFICATE TO BE DELIVERED BY TRANSFEROR IN CONNECTION WITH TRANSFERS OF NOTES PURSUANT TO REGULATION S

JOINT STOCK COMPANY BANK OF GEORGIA (THE “ISSUER”) U.S.\$300,000,000 6.50% NOTES DUE 2031

Reference is hereby made to the agency agreement dated 3 June 2026 (the “**Agency Agreement**”) in relation to the issue of U.S.\$300,000,000 6.50% notes due 2031 (the “**Notes**”) by the Issuer. Terms used herein and defined in the Agency Agreement are used herein as so defined. Other terms have the meaning given to them in Regulation S (“**Regulation S**”) under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”).

[NOTE: INSERT (A) FOR TRANSFERS OF THE NOTES EVIDENCED BY DEFINITIVE CERTIFICATES BEARING THE RULE 144A LEGEND TO TRANSFEREES THAT TAKE DELIVERY IN DEFINITIVE CERTIFICATES NOT BEARING THE RULE 144A LEGEND. INSERT (B) FOR TRANSFERS OF INTERESTS IN THE NOTES EVIDENCED BY THE RULE 144A GLOBAL CERTIFICATE TO TRANSFEREES THAT TAKE DELIVERY IN DEFINITIVE CERTIFICATES NOT BEARING THE RULE 144A LEGEND. INSERT (C) FOR TRANSFERS OF INTERESTS IN THE NOTES EVIDENCED BY THE RULE 144A GLOBAL CERTIFICATE TO TRANSFEREES THAT TAKE DELIVERY IN INTERESTS IN THE NOTES EVIDENCED BY THE REGULATION S GLOBAL CERTIFICATE.]

- (a) [This certificate relates to U.S.\$[] principal amount of Notes registered in the name of [*Name of Transferor*] (the “**Transferor**”) and evidenced by individual definitive note certificates. The Transferor has requested a transfer or exchange of such Notes for individual definitive note certificates registered in the name of [*Name of Transferee*] (the “**Transferee**”).]
- (b) [This certificate relates to U.S.\$ [] principal amount of Notes which are held in the form of an interest in the Notes evidenced by the Rule 144A Global Certificate (CUSIP No. 062269AC9; ISIN No. US062269AC93) with The Depository Trust Company in the name of [*Name of Transferor*] (the “**Transferor**”). The Transferor has requested a transfer or exchange of such interest for individual definitive note certificates registered in the name of [*Name of Transferee*] (the “**Transferee**”).]
- (c) [This certificate relates to U.S.\$ [] principal amount of Notes which are held in the form of an interest in the Notes evidenced by the Rule 144A Global Certificate (CUSIP No. 062269AC9; ISIN No. US062269AC93) with The Depository Trust Company in the name of [*Name of Transferor*] (the “**Transferor**”). The Transferor has requested a transfer of such interest for an interest evidenced by the Regulation S Global Certificate to be held with [Euroclear][Clearstream, Luxembourg] (ISIN No. XS3391767103) in the name of [*Name of Transferee*] (the “**Transferee**”).]

In connection with such request and in respect of such Notes, the Transferor does hereby certify that (a) such transfer has been effected in accordance with the transfer restrictions set forth in the Agency Agreement and the Notes and in accordance with any applicable securities laws of

any state of the United States and any other jurisdiction, and (b) such transfer has been effected pursuant to and in accordance with Regulation S, for the purposes of which the Transferor certifies that:

1. the offer and sale of the Notes was made in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S and that the offer and sale of the Notes was made in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S;
2. no directed selling efforts have been made in the United States within the meaning of Rule 903(a)(2) or Rule 904(a)(2) of Regulation S, as applicable; and
3. the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.

In addition, if the undersigned is an officer or director of the Issuer, or a distributor or any affiliate of the Issuer, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S.

[Accordingly, the Transferor requests that you issue Notes which do not bear the Rule 144A Legend.]

Details of the relevant accounts at Euroclear Bank SA/NV or Clearstream Banking S.A., as the case may be, and The Depository Trust Company to be credited and debited, respectively, are as follows [*insert details*].

In connection with such request, the Transferor hereby certifies that such transfer has been effected in accordance with the transfer restrictions set forth in the Notes.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer.

Yours faithfully,

[*Name of Transferor*]

By: _____ Date: _____

Authorised Signature

SCHEDULE 3

FORM OF CERTIFICATE TO BE DELIVERED BY TRANSFEROR IN CONNECTION WITH TRANSFERS OF NOTES PURSUANT TO RULE 144A

JOINT STOCK COMPANY BANK OF GEORGIA (THE “ISSUER”) U.S.\$300,000,000 6.50% NOTES DUE 2031

Reference is hereby made to the agency agreement dated 3 June 2026 (the “**Agency Agreement**”) in relation to the issue of U.S.\$300,000,000 6.50% notes due 2031 (the “**Notes**”) by the Issuer. Terms used herein and defined in the Agency Agreement are used herein as so defined. Other terms have the meaning given to them in Regulation S (“**Regulation S**”) under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”).

[NOTE: INSERT (A) FOR TRANSFERS OF INTERESTS IN THE NOTES EVIDENCED BY THE RULE 144A GLOBAL CERTIFICATE TO TRANSFEREES THAT TAKE DELIVERY IN DEFINITIVE CERTIFICATES BEARING THE RULE 144A LEGEND. INSERT (B) FOR TRANSFERS OF INTERESTS IN THE NOTES EVIDENCED BY THE REGULATION S GLOBAL CERTIFICATE TO TRANSFEREES THAT TAKE DELIVERY IN INTERESTS IN THE NOTES EVIDENCED BY THE RULE 144A GLOBAL CERTIFICATE.]

- (a) [This certificate relates to U.S.\$ [] principal amount of Notes which are held in the form of an interest in the Notes evidenced by the Rule 144A Global Certificate (CUSIP No. 062269AC9; ISIN No. US062269AC93) with The Depository Trust Company in the name of [*Name of Transferor*] (the “**Transferor**”). The Transferor has requested a transfer or exchange of such Notes for individual definitive note certificates registered in the name of [*Name of Transferee*] (the “**Transferee**”).]
- (b) [This certificate relates to U.S.\$ [] principal amount of Notes which are held in the form of an interest in the Notes evidenced by the Regulation S Global Certificate (ISIN No. XS3391767103) with [Euroclear][Clearstream, Luxembourg] in the name of [*Name of Transferor*] (the “**Transferor**”). The Transferor has requested a transfer of such interest for an interest evidenced by the Rule 144A Global Certificate (CUSIP No. 062269AC9; ISIN No. US062269AC93) held with The Depository Trust Company in the name of [*Name of Transferee*] (the “**Transferee**”).]

In connection with such request and in respect of such Notes, the Transferor does hereby certify that (a) such transfer has been effected in accordance with the transfer restrictions set forth in the Agency Agreement and the Notes and in accordance with any applicable securities laws of any state of the United States and any other jurisdiction, and (b) such transfer has been effected pursuant to and in accordance with Rule 144A under the Securities Act (“**Rule 144A**”), for the purposes of which the Transferor certifies that:

1. the Transferor reasonably believes the Transferee is purchasing for its own account or accounts as to which it exercises sole investment discretion; such person and each such account is a “qualified institutional buyer” as defined in Rule 144A;

2. the Transferee is aware that the sale to it is being made in reliance upon Rule 144A; and
3. such transaction meets the requirements of Rule 144A and is in accordance with any applicable securities laws of any state of the United States and any other relevant jurisdiction.

Details of the relevant accounts at Euroclear Bank SA/NV or Clearstream Banking S.A., as the case may be, and The Depository Trust Company to be credited and debited, respectively, are as follows [*insert details*].

[The Transferor hereby requests that you issue Notes which bear the Rule 144A Legend.]

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer.

The Transferor understands that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, the Transferor irrevocably authorises you to produce this certificate to any interested party in such proceedings.

Yours faithfully,

[*Name of Transferor*]

By: _____

Date: _____

Authorised Signature