



JSC Caucasus Energy & Infrastructure

Tbilisi, 4 May 2017

To the Attention of the Shareholders JSC Caucasus Energy and Infrastructure

The Supervisory Board and Directorate of JSC Caucasus Energy and Infrastructure (I/C: 205209059) (the “Company”) calls an Extraordinary General Meeting (EGM) of shareholders of the Company to be held on 31st May 2017, at 11:00 AM at Radissonblu Iveria Hotel, meeting room #2, 1 Rose Revolution Square, Tbilisi.

The agenda of the meeting is as follows:

1. Approve the consolidated audited financial results for the fiscal year 2016.
The audited financial statements for 2016 can be viewed on the company's website: www.cei.ge
2. Approve the auditor for the fiscal year 2017.
The CEO of the CEI Mr. Tamaz Mikadze to select companies financial auditor for 2017 among top ten audited.
3. Approval of resignation of Mr. Michele Fiumara from the supervisory board of the company.
4. Election of one member of the Supervisory Board.
For information purposes: Mr. Bidzina Bejuashvili, citizen of Great Britain, ID number 01017003399, born on 21 April 1971, residing at 7 Iv. Machabeli str. Tbilisi, Georgia is nominated as a new member of supervisory board. Any other nominations by the shareholders will be accepted by the Company if received before or on 21st May 2017.
5. Approval of the redemption (share buy-back) by the Company under the following terms and conditions:
 - i. The Company shall redeem (buy-back) the common shares and GDRs of all existing shareholders of the Company, willing to fully or partially exit the Company (the “**Share Buy-Back**”). The maximum amount of the common shares and shares denominated in GDRs to be redeemed constitutes 25% of the Company share capital, namely 4 759 710 common shares. In case shareholders submit redemption notices with regard to more than 4 759 710 common shares, the Company shall be obliged to purchase only 4 759 710 common shares on a *pro rata* basis from all shareholders, who have submitted redemption notices;
 - ii. Redemption shall be carried at the price of 0.42 USD per common share and 4.12 USD per GDR, which shall be payable to residents of Georgia in GEL at the currency rate of exchange set by the National Bank of Georgia on the payment date, while to non-residents of Georgia it shall be payable in USD. The purchase price includes the fixing fees to be borne by the Company but excludes any broker fees to be paid by each shareholder with respect to the shares redeemed by the Company;
 - iii. By 9th June 2017 shareholders willing to have their shares redeemed shall notify the Company about the number of ordinary shares and GDRs to be redeemed and bank account details, where the purchase price shall be paid. This notification shall also contain a waiver of any claims towards the Company and its management for any prior breaches, which shall become valid upon receipt of the full amount of the redemption price by the relevant shareholder;
 - iv. By 14th June 2017 the Company shall notify shareholders, who have submitted the redemption notice as per section (iii), about the number of the Company shares it is allowed to redeem pursuant to 25% rule defined in section (i) above;
 - v. By 21st June 2017 all shareholders, who have submitted the redemption notice, shall transfer to the Company such number of shares as notified to it by the Company pursuant to section (iv) above. The Company shall not be obliged to purchase any shares exceeding such number;

- vi. By 27th June 2017 the Company shall pay the purchase price to each of the shareholder, who has transferred its shares within the Share Buy-Back procedure.
6. Cancellation of GDRs following their redemption for the purpose of conversion into the common shares, at the expense of the Company.
7. Cancellation of all common treasury shares purchased by the Company in course of the Share Buy-Back upon redemption of common shares and cancellation of GDRs.
8. Approve amendments to the charter.

Make amendments to the paragraphs 3.1. and 3.2. of the charter, for the purpose of reflection of share capital amount as a result of redemption and cancellation of remaining shares.

Shareholders can receive detailed information regarding the issues on the EGM agenda from the Supervisory Board or the company management. The shareholders may request further clarifications regarding any item on the agenda from the management and the Supervisory Board during the meeting (orally) or in a written form. Shareholders will get a response to any written requests submitted to the management or Supervisory Board before 21st May 2017 or the applicable item will be added to the agenda.

The shareholders (or their representatives) holding the ordinary shares of the company as of 3rd May 2017 (the record date) at 18:00 in the public registrar, operated by the share registrar JSC Kavkasreestri are invited to participate in the Extraordinary General Meeting of Shareholders, scheduled on 31st May 2017. The rights of the shareholders to participate in the meeting may be checked from 21st May 2017 until 30th May 2017 with the share registrar of JSC Caucasus Energy and Infrastructure – JSC Kavkasreestri, at 74a Chavchavadze Avenue, Tbilisi, Georgia.