

Statement

On the Mandatory Tender Offer

Tbilisi

03 August 2017

The following mandatory tender offer is made in regards with the share purchase of JSC Caucasus Energy and Infrastructure (Joint stock company registered according to Georgian legislation; Registration address: #74 Chavchavadze Ave., Tbilisi, Georgia; Reg.: 205209059) (hereinafter “Joint stock company”) in accordance with the Article 53² of the Entrepreneurial Law of Georgia the basis of which is the purchase of the 8,190,810 ordinary shares of the Joint stock company by LTD Sophie 2017 ((Joint stock company registered according to Georgian legislation; Registration address: 9th Floor, #74 Chavchavadze Ave., Tbilisi, Georgia; Reg.: 405194677) representative Ms. Natalia Mamiashvili (hereinafter “Bidder”), Director, that resulted in 57.36% of shares in the bidder's possession. In addition, we note that the bidder related persons own additional 6,016,242 common shares of the joint stock company that sum up, with shares owned by the bidder, 99.49% of the joint stock company issued shares.

Redemption terms and conditions:

- The bidder currently owns 8,190,810 (eight million, one hundred and ninety thousand, eight hundred and ten), ordinary shares issued by the joint stock company, which amounts to 57.36% of outstanding shares and wants to redeem all remaining 6,088,354 (six million, eighty-eight thousand, three hundred and fifty four) ordinary shares that is equal to 42.64% of outstanding shares of the joint stock company;
- The redemption price of ordinary shares of the joint stock company is 1.3 Georgian Lari (one Georgian Lari and thirty Tetri) (including income tax). The redemption price is determined by the brokerage firm JSC Galt & Taggart (Reg.: 211359206) for the purposes of mandatory tender offer and it is noteworthy that the proposed mandatory price is not less than the highest price that the redemption bidder has paid for within the last 6 months for the joint stock company common shares;
- Mandatory tender offer will be published no later than 10 August 2017;
- Mandatory tender offer will continue from 10th August, 2017, 10:00 pm to 20:00 pm October 20, 2012. Applications will be accepted within the same term;
- The issuer shall review the applications received within 10 (ten) working days from the expiration of the mandatory tender offer and make the decision on purchase at the same time;
- The bidder will buy the full amount of shares in case there is a consent for the sale of the remaining 42,64% or 6,088,354 (six million, eighty-eight thousand, three hundred and fifty four) of shares issued by the joint stock company;
- In case of change of any condition of the mandatory tender offer, a renewed version of the statement will be made and distributed according to the rule established by the Georgian legislation; Purchase will be realized within 15 (fifteen) working days after expiry of the mandatory tender offer;
- Collection of applications for the sale of shares from the shareholders is made by the JSC "Kavkasreestri" (Reg.: 211369115; License No. 70002). Factual Address: #71 Vazha-Pshavela Ave., 10th block, 7th floor, 0186 Tbilisi; Contact Tel: 2500 211
- In accordance with Article 53² of the Entrepreneurial Law of Georgia, the shareholders of the joint stock company can acquire the share price redemption valuation report of the Rate of Returns at the joint stock company office; Address: 9th Floor, #74 Chavchavadze Ave., Tbilisi, 0162, Georgia, Contact Tel: (995 32) 223 4994. Redemption price of the shares will also be posted on the official web-site of the joint stock company www.cei.ge

Bidder:

LTD „Sophie 2017“
Director,
Natalia Mamiashvili