

**Limited Liability Company**

**„Georgian Leasing Company“**

**(ID 204972155)**

Preliminary Term Sheet of the Prospectus

Term sheet lists down the offering terms of the prospectus. This document determines offering terms of bonds with 12,000,000 (twelve million) USD total nominal value and fixed coupon rate. The bonds mature in 24 months. Par value of the bond is 1,000 USD.

Name of the security	“Georgian Leasing Company” LLC bonds
Name of the Issuer, legal form, identification number and contact information	Limited Liability Company „Georgian Leasing Company“, ID 204972155, Address: 8a Petre Melikishvili Street / 1 Erekle Tatishvili Street, Tbilisi, Georgia. Tel: 995 532 444444; Website: <a href="http://www.leasing.ge">www.leasing.ge</a>
Name and contact information of the Placement Agent	JSC Galt & Taggart (Identification Code 211359206), Address: 3 Pushkini Street, Tbilisi 0179, Georgia, Tel: (995 32) 2444-132 (995 32) 24401-111; email: <a href="mailto:st@gt.ge">st@gt.ge</a> ; Web-page: <a href="http://www.galtandtaggart.com">www.galtandtaggart.com</a>
Name and contact information of the body responsible for approving the Prospectus	National Bank of Georgia - Address. Sanapiro str. N2, Tbilisi 0114, Georgia, Tel: 2 406 406. E-mail: <a href="mailto:info@nbg.gov.ge">info@nbg.gov.ge</a> . Website: <a href="http://www.nbg.gov.ge">www.nbg.gov.ge</a>
Prospectus Approval Date	[•]
Approval date of Term Sheet	
State registration number of the issuance	
ISIN	

Term Sheet represents the integral part of the Final Prospectus.

Approval of this Prospectus by the National Bank of Georgia relates to its form only and may not be viewed as a conclusion on the accuracy of the content of the Prospectus or value of the investment described herein.

## Information about the bonds

### Main characteristics of the bonds:

Interest (coupon)	Annual interest (coupon) rate for bonds is 5.75% on the nominal value of the Bonds.
Bond amortization terms	Principal amount of the bonds will be repaid on maturity date July 12, 2023.
Interest Accrual and Payment	The interest is accrued on the Bonds at the abovementioned rate from the date of issuance of Bonds until the maturity date. The interest will be accrued based on a 365-day year. The accrued interest will be payable semi-monthly on January 12 and July 12. The first payment of interest will be made on January 12, 2022.
Currency of the Bonds	Bonds are denominated in USD.
Rights and Restrictions related to the Bonds	There are no special and material rights and restrictions related to the Bonds presented in the prospectus.
Limitations to the free circulation of the Bonds	There are no special limitations to the free circulation of the Bonds.
Call option	Issuer has right to redeem any part (or all) of the bonds issued on each “call date” (For further information see “Offering Terms, Expected Schedule and Procedures Required to Participate in the Offering” subchapter in the prospectus)
Credit rating of the Bond	The Bonds have no credit rating
Maturity Date	The Bonds will be redeemed on July 12, 2023 at their nominal value together with accrued and unpaid interest (if any)
Contact Information of the Registrar	JSC United Securities Registrar of Georgia (Identification Code: 205156374); Address: 11 Mosashvili Str. 0162 Tbilisi, Georgia; Tel: (995 32) 225-1560; E-mail: info@usr.ge
Listing	<p>The issuer plans to list issued bonds in Georgian Stock Exchange after the placement.</p> <p>Under management assessment, the company meets every criteria to list the bonds on Georgian Stock Exchange (volume of equity, operating without losses, number of securities issued, etc.), Compliance with listing rules will be assessed by Georgian Stock Exchange. For the detailed information about listing rules, please visit: <a href="https://gse.ge/upload/_28.05.2020_6f4d6e87.pdf">https://gse.ge/upload/_28.05.2020_6f4d6e87.pdf</a></p>
Status and Ranking of the Bond	Bonds are unsecured, non-subordinated liabilities. Each bond has equal legal status, without any advantage over the other. Beside exceptions stated in the law, the bonds will have the same status in the terms of payment rights (priorities), as all the other unsecured, non-subordinated liabilities.
Limitations to the free circulation of the Bonds	There are no special limitations to the free circulation of the Bonds.
Dividend disbursement policy	The Company does not have a predefined dividend disbursement policy

## Information about the offering:

The Offer	12,000,000 USD Debt securities (Bonds) due on July 12, 2023
Minimal placement lot	1 Bond
Security	Coupon bond (fixed interest bearing security)
Nominal value	1,000 (a thousand) USD
Quantity of bonds	12,000 (three thousand)
Total nominal value of the Issue	12,000,000 (three million) USD
Issue Price	100% of the principal amount (nominal value) of the Bonds
Indication of the minutes of the meeting of the partners (shareholders) and the decisions of the management on the approval of the issue;	The act of supervisory board meeting on June 17, 2021
Bond Issuance Date	The bonds will be issued on July 12, 2021.
Bond Deferred Placement Date	Any date after the Bond Initial Issuance Date until Offering Completion Date when the Bond is issued at the Deferred Placement Price
Bond Deferred Placement price	Bond nominal value plus accrued interest for the period between Bond issuance date and Bond deferred placement date
Offering Completion Date	January 12, 2022 when offering and issuance of the Bonds will be completed
Maturity Date	The Bonds will be redeemed on July 12, 2023 at their principal/nominal value together with accrued and unpaid interest (if any)
Currency of the Bonds	Bonds are denominated in USD
The ranking of securities in the capital structure in case of insolvency/bankruptcy	In the event of bankruptcy, the owners of the securities are unsecured creditors. The order provided by the Law on Rehabilitation and Collective Satisfaction of Creditors is as follows: a) Bankruptcy regime expenses (which in turn include the expenses of procedure provided for by Chapter V of the Civil Procedure Code of Georgia; the remuneration of a bankruptcy manager; expenses related to proceedings, including expenses deriving from labour relations during bankruptcy proceedings, the expenses of property management, as well as the expenses of various professional services purchased by a decision of a manager; b) debts arising with regard to a debtor after the delivery by a court of a ruling declaring an application for insolvency admissible and opening of a bankruptcy regime, including tax liabilities arising after the commencement of bankruptcy proceedings; c) preferential claims; d) preferential tax claims; e) non-secured claims, including the amounts of payables arising before the declaring of an application for insolvency admissible, which are not covered by other sub-paragraphs of Paragraph 104 (1) of the Law on Rehabilitation and Collective Satisfaction of Creditors – this category includes claims of Bondholders. For more information please see chapter “Risks Relating to the Bonds“ in the Prospectus.
Rights and Restrictions related to the Bonds	There are no special and material rights and restrictions related to the Bonds except for the ones presented in the Terms & Conditions part of the prospectus.
Limitations to the free circulation of the Bonds	There are no special limitations to the free circulation of the Bonds
Listing and Admission to Trading	The Issuer intends to make applications to the Georgian Stock Exchange for the Bonds to be admitted to listing on the official list and to the trading system of the Georgian Stock Exchange, as soon as practicable after the placement of the Bonds.
Calculation and Paying Agent	JSC Galt & Taggart (Identification Code: 211359206)

Default	If an "Event of Default" occurs, the Bond Representative (and in some cases the Bondholder(s) and/or Nominal Holders) may notify the Issuer of a request for an immediate payment of 100% principal amount of the Bond and the accrued interest (if any) (see chapter "Terms and Conditions of the Bonds", Subsection 10, "Events of Default")
Use of Proceeds	Net proceeds from issuance of the bonds will be invested in working capital of the company. In case of full placement net proceeds will be no less than 11,760,000 USD.
Selling Restrictions	The offer and sale of Bonds shall only be made within the jurisdiction of Georgia as allowed by the applicable laws of Georgia
Governing Law	Georgian law
Jurisdiction	Any disputes related to the Bonds shall be resolved by submission to the courts in Georgia, pursuant to the rules set out in the Prospectus
Placement Agent	JSC Galt & Taggart (Identification Code: 211359206); Address: 3 Pushkini Str.; Tel: (+995 32) 2401111 E-mail: <a href="mailto:gt@gt.ge">gt@gt.ge</a> web-page: <a href="http://ww.gt.ge">ww.gt.ge</a>
Main terms of Bond Placement Agreement	The agreement obliges JSC Galt & Taggart to provide underwriting of bonds only on a non-guaranteed basis. It is the duty of the placement agent to prepare the documentation required for the placement of the bonds (including the bond prospectus), to act as the placement agent, and to advise the company on the issuance, sale, and settlement of the bonds
Placement Fee	The placement fee does not exceed 2% of the placed bonds. The commission is fully covered by the issuer and no costs will be charged to investors.

### **Possible fees imposed onto investors**

Fees associated with placement of the bonds are reimbursed in full by the issuer and the investor will not incur any additional costs under the offer

### **Conflicts of interest connected with the offering**

The issuer, placement agent, the calculation and principal paying agent and the registrar are related parties: Placement and calculation and principal paying agent and registrar has the same parent company, which is also the parent company of the issuer. Member of governing bodies of these companies may also be members of governing parties of the other related parties. Despite all the agreements associated with this transaction are made according to existing legislation, and these agreements are made on commercial basis, conflict of interest can be additional risk factor for the investors.

