

SRG REAL ESTATE LLC

THE CHARTER

OF

**THE ENVIRONMENT, SOCIAL,
GOVERNANCE AND COMPENSATION
(ESGC) COMMITTEE**

OF

THE SUPERVISORY BOARD

1. Purpose and Authority of the Environment, Social, Governance and Compensation (ESGC) Committee

The purpose of the Environment, Social, Governance and Compensation (ESGC) Committee (the “Committee”) is to assist the Supervisory Board of SRG Real Estate LLC (the "Company") and its subsidiaries in establishing and pursuing its Environment, Social, Governance and Compensation Strategies (the “ESGC Strategy”).

The Committee is established and authorized by the Supervisory Board. The Committee decisions are of an advisory nature and the final decision authority rests with the Supervisory Board. The Supervisory Board provides all necessary resourcing and support to the Committee.

2. Committee Membership

The Supervisory Board appoints a Committee of at least three members, consisting entirely of Supervisory Board Members, and designates one member, who is the Independent Member of the Supervisory Board (in accordance with the Georgian Legislation) as chairperson.

Each member of the Committee must be literate either in legal, financial, social or environmental matters, as determined by the Supervisory Board.

The members of the Committee will split the functions within the Committee.

Each member of the Committee is obliged to participate in the meetings and act in a good faith.

3. Functioning of the Committee

The Committee shall meet at least four times per year, either in person or telephonically/electronically, and at such times and places as the Committee shall determine. The majority of the members of the Committee shall constitute a quorum. The decisions of the Committee are made by the majority of votes of the total members of the Committee.

The Committee shall meet separately in executive session, at least once a year, with the management of the Company.

With the consent of the Supervisory Board, the Committee shall have the authority to retain such outside advisors as it determines appropriate to assist it in the performance of its functions and shall receive appropriate funding, as determined by the Supervisory Board, from the Company for payment of compensation to any such advisors.

The Committee may invite to its meetings other members of the Supervisory Board, members of the Company's management and such other persons as the Committee deems appropriate. The Committee may exclude any person (other than a member of the Committee and Supervisory Board) from a meeting as the Committee deems appropriate.

The Committee meetings are documented by the secretary in the relevant minutes. The draft minutes are circulated among members of the Committee and after confirmation is executed by the chairman of the Committee.

The Committee shall report regularly to the full Supervisory Board with respect to its activities.

4. Committee Authority and Responsibilities

Among its specific duties and responsibilities, the Committee shall approve and recommend to the Supervisory Board:

- Compensation & benefits awards related to the Company's CEO and executive team;
- Personal and financial targets and their achievement for the Company's CEO and executive team (related to annual incentive plans);
- Compensation / package proposed to any new hire at executive level;
- Annual compensation strategy changes.

Among its specific duties and responsibilities, the Committee shall:

- Oversee how the Company's ESGC Strategy aligns with the business strategy;
- Review progress against commonly adopted ESGC standards and monitor progress against Company's ESGC objectives and KPIs;
- Oversee annual ESGC related reporting and disclosure, ensure that robust processes and controls are in place;
- Perform any other activities consistent with this Charter, the Company's by- laws and governing law, as the Committee or the Supervisory Board deems necessary or appropriate.

5. Limitation of Committee's Responsibilities

Although the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to be engaged in day to day business of the Company and/or implement the ESGC Strategies of the Company.