

The order №181/04

Of the President of the National Bank of Georgia

October 7, 2020

City Tbilisi

On the approval of the rule of transparency of information about the issuer and the appointment of a securities registrar for the issuer

Pursuant to the subparagraph “g” of the first paragraph of the article 15th of the Organic Law of Georgia “On National Bank of Georgia”, subparagraphs “a” and “g” of the article 52nd of the same Organic Law, the article 9th, paragraph 4th of the article 10, 11th, 14th, 141, 15th and 32nd of the Law of Georgia „On Securities Market” and subparagraph “b” of the paragraph 1st of the article 25th of the Organic Law of Georgia “On Normative Acts”, I hereby order:

Article 1

1. The rule of transparency of information about the issuer and the appointment of a securities registrar for the issuer shall be approved with attachments.

2. The following shall be declared invalid.

a) The order N78/04 of the President of the National Bank of Georgia “on the approval of the rule “On determining periodic reporting requirements towards accountable enterprises, exemption from reporting requirements, the confidentiality of accountable enterprises’ information and appointment of securities registrar for the issuer.

b) Order No. 21/01 of the President of the National Bank of Georgia of February 22, 2010 “On the approval of the submission of a report by a member of the managing body of the reporting enterprise on the possession of the securities of this enterprise existing in his/her possession and the publicity of the significant acquisition of the securities of the accountable enterprise and its changes.

Article 2

This order shall take effect immediately upon publication.

The president of the National Bank

Koba Gvenetadze

The rule of transparency of information about the issuer and the appointment of a securities registrar for the issuer

Chapter

General Provisions

Article 1. Scope of action

1. The rule of transparency of information about the issuer and the appointment of a securities registrar for the issuer (Hereinafter referred to as the “Rule”) determines the requirements for the transparency of periodic information about the issuer of public securities (hereinafter referred to as the “Issuer”), current information,

including the publicity of significant acquisitions of equity securities, and the appointment of a securities registrar for the issuer.

2. The rule does not apply to:

a) The international financial institutions and development organizations created with equity participation of a foreign state provided for by the rule of the "list of recognized stock exchanges of foreign country, the issuer of securities admitted to trading on the Public Offer of Securities in Georgia issued by International Financial Institutions, and Development Organizations with State Participation in Shareholding created with the equity participation of a foreign state"

b) Recognized stock exchanges of foreign country, issuers of securities admitted to trading and holders of public equity securities issued by these issuers provided for by the rule of the "list of recognized stock exchanges of foreign country, the issuer of securities admitted to trading on the Public Offer of Securities in Georgia issued by International Financial Institutions, and Development Organizations with State Participation in Shareholding created with the equity participation of a foreign state", if the information equivalent to the relevant information defined by this rule is prepared, submitted to the relevant persons (including the regulatory body) and, if necessary, made public in the form and within the time limits, as determined by the legislation of the foreign state where the recognized stock exchange is located.

c) On enterprises whose securities are publicly offered to existing shareholders as a dividend payment, comprising the same class of shares owned by them and on these securities, if the said enterprise has not become an issuer of public securities in another way .

d) On enterprises that whose securities are publicly offered or distributed to existing employees or existing and former management members as part of employee compensation schemes, and on these securities, if the abovementioned enterprise has not become an issuer of public securities in another way.

3. The requirements specified in this rule apply to both natural and legal persons and entities that do not have the status of a legal person.

Article 2. Definition of terms

1. For the purposes of this rule, the terms used therein shall have the following meanings:

a) Regulated information - all the information, the disclosure of which is required by the issuer and any other person conducting a public offering of securities in accordance with Articles 11, 14, 141, Chapter VII of the Law of Georgia "On the Securities Market" (including without the issuer's consent);

b) International Financial Reporting Standards (IFRS) – complete standards adopted and issued by the International Accounting Standards Board (IASB) or its successor body, which include International Financial Reporting Standards (IFRS), International Accounting Standards (IAS) and interpretations adopted by the International Financial Reporting Interpretations Council (IFRIC) or the Standing Interpretations Committee (SIC);

c) Control – control defined in accordance with International Financial Reporting Standards (IFRS);

d) Significant influence – significant influence defined in accordance with International Financial Reporting Standards (IFRS);

e) Controlled entity (entity subject to control) – one of the following entities:

e.a) Entity in which a person has the majority of votes;

e.b) An entity in which a person is a shareholder or a member of the governing body and he/she or another entity under his/her control has the right to appoint or dismiss the majority of the members of the governing body of the

entity (including if he/she exercises this right on behalf of another person, but for his/her own interests or those of another subject under his/her control);

e.c) An entity in which a person is the owner of a share or a member of the governing body and he/she independently controls the majority of the voting rights of the entity based on an agreement with other members of the governing body/other owners of the share;

e.d) An entity over which a person can exercise or exercises significant influence or control;

f) Disclosure of information (publication) – publication of information using the website of the issuer, the stock exchange or the National Bank of Georgia, the Legislative Herald of Georgia, or other means that ensure the availability of information for investors;

g) Securities market intermediary (intermediary) – brokerage company, commercial bank, licensed asset management company, whose activities are supervised by the National Bank of Georgia in accordance with the rules established by it;

h) Indirect ownership of a public equity security or financial instrument with voting rights (indirect ownership) – cases determined by the first paragraph of Article 7 of this rule.

I) Issuer - a person defined by the paragraph 16 of the 2nd article of the law. In the case of Depository Receipts, the issuer shall be the entity that issues the securities represented by those receipts.

2. Other terms used in this rule have the meaning defined by the Law of Georgia "On Securities Market", the Law of Georgia "On Accounting, Reporting and Auditing" and the legislation of Georgia.

Chapter II

Periodic Reporting Requirements

Article 3. Annual report

1. The issuer is obliged to prepare, submit and publish an annual report to the National Bank of Georgia, which includes:

a) Financial statement certified by the auditor, in accordance with paragraphs 2 and 3 of this article;

b) Management report, in accordance with paragraphs 4 and 5 of this article;

c) The statement of the issuer's responsible persons (with full and clear indication of their identity and duties/authorities) provided for in subparagraph "c" of the paragraph 3rd of the article 11 of the Law of Georgia "On the Securities Market" that:

c.a) Financial statements prepared in accordance with relevant International Financial Reporting Standards (IFRS) fully, correctly and fairly reflect the assets, liabilities, financial position and profit and loss of the issuer and, in the case of consolidation, all relevant entities;

c.b) Management report fairly and comprehensively reviews, in the case of the issuer and consolidation, the development, results and condition of the activities of all relevant entities, as well as a description of the main existing risks.

2. The issuer's annual financial statements are prepared and audited for the public interest entity (hereinafter - "PIE") in accordance with the requirements of Law of Georgia on "Accounting, Reporting and Auditing" for public interest entities (PIEs)".

3. If the issuer is a parent enterprise defined in accordance with the Law of Georgia "On Accounting, Reporting and Auditing", the issuer's annual financial statements are prepared on a consolidated and individual basis. If all subsidiaries of such issuer are not essential individually and collectively in accordance with International Financial Reporting Standards (IFRS), and this is confirmed by the responsible persons of the enterprise and the auditor, the annual financial statements are prepared individually, only for the parent enterprise.

4. The management report shall be prepared and reviewed by the auditor in accordance with the Law of Georgia on "Accounting, Reporting and Auditing" and complying with the requirements defined for PIE. Management report shall be prepared individually, unless the issuer is required to prepare consolidated financial statements in accordance with paragraph 3 of this article.

5. The management report, in addition to the issues stipulated by the legislation, shall include information on the equity participation of the members of the management body in the issuer's capital.

6. The issuer is obliged to submit and publish the annual report provided for in the first paragraph of this article to the National Bank of Georgia in accordance with Article 10 of this rule after the end of each business year, but no later than May 15. The issuer shall make the annual report publicly available for at least ten years. If the issuer's financial year differs from the business year, the annual report shall be submitted and published no later than 4 months after the end of the financial year.

7. The issuer, which became the issuer of public securities during the business year, submits and publishes the annual report in accordance with the deadlines specified in paragraph 6 of this article. If the issuer became an issuer of public securities after the reporting date specified in paragraph 6 of this article, the submission of the annual report is mandatory as soon as it becomes available, but no later than within 3 working days after the approval of the final term sheet.

Article 4. Semi-annual report

1. The issuer of public equity or public debt securities is obliged to prepare, submit and publish a semi-annual report to the National Bank of Georgia, which includes:

- a) Half-year financial statement, in accordance with paragraphs 2 and 3 of this article;
- b) Interim management report, in accordance with paragraph 4 of this article;
- c) The statement of the issuer's responsible persons (with a full and clear indication of their identity and duties/authorities) provided for in subparagraph "c" of the paragraph 6th of the article 11 of the Law of Georgia "On Securities":

C.a) Financial statements prepared according to the relevant International Financial Reporting Standards (IFRS) fully, correctly and fairly reflect the assets, liabilities, financial position and profit and loss of the issuer and in the case of consolidation of all the relevant entities;

C.b) The management report includes a fair review of the development and performance of the business and the position of the issuer and in case of consolidation, of all the relevant entities, together with a description of the principal risks that they face.

2. Semi-annual financial statements shall be prepared in accordance with the relevant international financial reporting standards (IFRS), namely IAS 34. If the last annual financial statements of the issuer were prepared in a consolidated and individual form, the semi-annual financial statements must also be prepared in both forms. In other cases, semi-annual financial statements are prepared individually, only for the parent enterprise.

3. If the semi-annual financial statements are audited or reviewed by an auditor, the issuer shall submit a complete audited or reviewed reports. Semi-annual financial statements shall indicate whether they are audited or reviewed.
4. The interim management report shall at least include a description and analysis of the significant events that occurred during the first 6 months of the business year, their impact on the semi-annual financial statements, as well as a comprehensive overview of the main risks and challenges facing the issuer for the remaining 6 months of the business year. Interim management statements shall be prepared individually, unless the issuer is required to prepare consolidated financial statements in accordance with paragraph 2 of this article.
5. The issuer of public equity or debt securities is obliged to submit and publish the semi-annual report provided for in the first paragraph of this article to the National Bank of Georgia in accordance with Article 10 of this rule by August 15 of the current year. The issuer shall ensure that the semi-annual report is publicly available for at least ten years. If the issuer's financial year is different from the business year, the submission and publication of the semi-annual report shall be made no later than 2 months after the end of the relevant half-year period. If the issuer's financial year is different from the business year, the submission and publication of the semi-annual report shall be made no later than 2 months after the end of the relevant half-year period.
6. The semi-annual report shall be submitted by the issuer who became the issuer of public equity or debt securities during the business year, in compliance with the submission deadlines mentioned in paragraph 5 of this article. If the issuer became an issuer of public securities after the reporting date specified in paragraph 5 of this article, the submission of the semi-annual report is mandatory as soon as it becomes available, but no later than within 3 working days after the approval of the offer terms document.

Chapter III

Current information; Publicity of significant acquisitions of equity securities.

Article 5. Issuer and owner of public equity securities

1. For the purposes of this chapter, a person shall be considered the owner of an equity security, if person directly or indirectly owns:
 - (a) equity securities of the issuer in its own name and on its own account;
 - (b) equity securities of the issuer in its own name, but on behalf of another person;
 - (c) depository receipts, in which case the holder of the depository receipt shall be considered as the equity holder of the underlying shares represented by the depository receipts
2. The requirements set forth in Articles 6-8 of this rule apply only to the issuer whose equity securities with voting rights were placed through a public offering and/or admitted to trading on the stock exchange, as well as to the owners of public equity securities with voting rights of such issuer.

Article 6. Notification about significant acquisition

1. The owner of equity securities of the issuer, which has issued public equity securities with voting rights, is obliged to submit a notification to the National Bank of Georgia and the abovementioned issuer, If the share of voting securities of the issuer in his/her possession reaches, exceeds or falls below the following threshold amount: 5%, 10%, 15%, 20%, 25%, 30%, 50%, 75%. The obligation of the abovementioned notification is imposed on both the current owner and the former owner (in case of falling below the threshold amount) of the securities specified in this paragraph.
2. The obligation to submit the notification provided for in the first paragraph of this article is also imposed on a person or each member of a group of persons acting by mutual agreement, who:

- a) In accordance with the first paragraph of Article 7 of this rule, has the right to acquire, dispose of or exercise the right to vote;
 - b) In accordance with paragraph 2nd of Article 7 of this Rule, a directly or indirectly owned financial instrument gives the right to receive or purchase a public equity security with voting rights on the basis of an agreement, or grants a similar right.
3. The calculation of the share of voting rights in the cases provided for by Articles 6-8 of this rule shall be made taking into account all equity securities with voting rights, even if the right to dispose or exercise the vote is suspended (This does not include equity securities the voting rights of which are not taken into account for vote counting purposes). The information stipulated in this paragraph shall also be submitted according to the same class of equity securities with voting rights, in accordance with Appendix No. 1 of this rule.
 4. The obligation of notification provided for in the first paragraph of this article is imposed on the owner of public equity securities even in the case, if the share of securities with voting rights in his/her possession reaches, exceeds or falls below the threshold amounts determined by the first paragraph of this article as a result of redistribution of voting rights or on the basis of the information disclosed in accordance with subparagraph "a", paragraph 4 of the article 8th of this rule.
 5. The obligation to submit the notification provided for in the first paragraph of this article to the National Bank of Georgia also rests with the issuer of public equity securities, when the share of his/her own securities with voting rights in his/her possession reaches, exceeds or falls below the amounts specified in the first paragraph of this article (except for those equity securities the voting rights of which are also not taken into account for vote counting purposes).
 6. The requirements stipulated in the first paragraph of this article do not apply to:
 - a) The owner of equity securities, who owns the abovementioned securities only for clearing or settlement purposes, and/or the nominal holder of equity securities, if he/she can exercise the right to vote in relation to these equity securities only on the basis of instructions issued in written or electronic form;
 - b) Securities held by a commercial bank or brokerage company for trading purposes, if the following conditions are met:
 - b.a) share of voting rights of securities held for trading purpose does not exceed 5%;
 - bb) Voting rights of securities held for trading purposes are not exercised or used.

Article 7. Notification about significant acquisition in additional cases

1. The notification obligation specified in Article 6 of this rule also applies to a person, or to each member of a group of persons acting by mutual agreement, who has the right to acquire, dispose of or exercise voting rights, on one or more of the following grounds:
 - a) a person or an entity controlled by him/her has an agreement with another person with the right to vote, which obliges the parties to develop and implement a common policy of a continuous nature in relation to the management of the respective issuer based on the joint exercise of the right to vote;
 - b) A person or an entity controlled by him/her has an agreement with another person with the right to vote regarding the temporary transfer of the right to vote;
 - c) Securities with voting rights are legally encumbered in favor of the person or his/her controlled entity, on the basis of which he/she disposes, or declares his/her intention to exercise voting rights;
 - d) For the interests of the person, the right to vote is held by a third person in his/her name (including if the person has equity securities in nominal possession, the voting rights of which the person can exercise without receiving specific instructions from the owners of the equity securities);
 - e) A person, within the scope of representative powers, can exercise the right to vote at his/her discretion, without receiving specific instructions from the owners of the relevant equity securities.
2. The notification obligation specified in Article 6 of this rule also applies to the person who directly or indirectly owns:

- a) A financial instrument, which upon the arrival of the relevant term, on the basis of an agreement, grants the owner an unconditional or discretionary right to purchase public equity securities with voting rights; In such a case, the notification obligation arises upon the grant of an unconditional or discretionary right immediately, but no later than 4 business days;
- b) A financial instrument that gives the holder a right similar to a financial instrument defined in subparagraph "a" of this paragraph, whether or not it provides for settlement by actual delivery.
3. The notification specified in Article 6 of this Rule shall contain a division of directly and indirectly owned securities in accordance with Article 6 of this Rule and Paragraph 1 of this Article and division by types of financial instruments in accordance with paragraph 2 of this article.
4. The notification obligation provided for in Article 6 of this rule also applies in cases where the share of voting rights held in accordance with paragraphs 1st and 5th of Article 6 of this rule and paragraphs 1st and 2nd of this article reaches, exceeds or falls below the threshold of this rule - the threshold amount determined by the first paragraph of Article 6.
5. If a person receives public equity securities with voting rights through the financial instruments specified in paragraph 2 of this article, and as a result, the share of voting rights of public equity securities in his/her possession reaches, exceeds or falls below the amount specified in paragraph 1 of article 6 of this rule for a threshold amount, the voting rights notice must be submitted again.

Article 8. The notification process about significant acquisition

1. The form of notification specified in Article 6 of this rule is determined by Appendix No. 1.
2. It is mandatory to send the notification provided for in Article 6 of this rule to the issuer and the National Bank of Georgia immediately, but no later than 4 working days after the owner of the equity security or the person specified in the first and second paragraphs of Article 7 of this rule learns:
 - a) About the fact of acquiring or disposing of the right to vote or about the possibility of exercising the right to vote;
 - b) About the fact provided by paragraph 4 of article 6 of this rule.
3. In the case defined by subparagraph "a" of paragraph 2 of this article, sending the notification is mandatory even if, taking into account the circumstances, the person should have known about the occurrence of the abovementioned fact, regardless of the date on which it became possible to purchase, dispose or exercise the right to vote. In the case established by the same subparagraph, it is considered that the person learned about the possibility of purchasing, disposing or exercising the right to vote no later than two working days after the transaction.
4. The issuer is obliged to:
 - a) In case of changes in the total amount of securities with voting rights or total voting rights, in accordance with Appendix No. 3 of this rule, as of the last day of the calendar month, on the next working day of the last day of the calendar month, make public the following information:
 - a.a) The amount of shares and votes aggregated by classes of public equity securities with voting rights;
 - a.b.) The total amount of shares and votes of public equity securities with voting rights;
 - a.c) Total amount of share capital;
 - b) Upon receipt of the notification specified in the first paragraph of this article, but no later than 3 working days, to publish the abovementioned notice. Without delaying the publication of the notice, the issuer is obliged to verify the compliance of the received information with the total amount of voting securities and total voting rights, and in case of inaccuracy, to notify the National Bank of Georgia.
5. The parent enterprise of a brokerage company or commercial bank is not obliged to aggregate the voting rights he/she owns according to Articles 6 and 7 of this rule with the voting rights that such brokerage company

or commercial bank disposes through client portfolios in accordance with the legislation on securities market, if all the following conditions are fulfilled:

a) A brokerage company or a commercial bank can exercise this right to vote only on the basis of instructions received in written or electronic form, or has implemented appropriate mechanisms that ensure the separation of individual portfolio management services from other services.

b) A brokerage company or a commercial bank disposes of the voting rights of equity securities independently from the parent enterprise or the entity subject to the control of the parent enterprise.

6. The parent enterprise of the licensed asset management company is not obliged to aggregate the voting rights he/she owns according to Articles 6 and 7 of this rule with the voting rights that such asset management company or investment company disposes independently of the parent enterprise or the entity under its control.

7. The parent enterprise of a securities market intermediary, which wishes to benefit from the exclusion established by paragraphs 5 and 6 of this article, shall submit to the National Bank of Georgia evidence that:

a) According to the organizational structure, the intermediary disposes or exercises voting rights of equity securities independently of the parent enterprise.

b) The person who makes a decision on the disposal or exercise of the right to vote acts independently;

c) If the parent enterprise or an enterprise controlled by the parent enterprise is a client of the intermediary or owns a share in the assets managed by the intermediary, there is a clearly stated mandate for an arm's length relationship between them.

8. Notification can be submitted by more than one person jointly, about which the National Bank of Georgia and the relevant issuer will be notified immediately. If the National Bank of Georgia is notified about the joint notification by more than one person, but the notification was not carried out, the persons will bear the responsibility stipulated by the legislation. In case of submitting a joint notification, each person is responsible for the correctness of the information submitted about him/her.

9. A person representing the owner of equity securities may not submit the notification specified in the first paragraph of this article if the notification was submitted by its parent enterprise, or if the parent enterprise itself is a controlled entity of the owner of equity securities and the notification was submitted by its parent enterprise.

Article 9. Additional requirements towards issuer

1. The issuer is obliged to provide equal treatment to all owners of public securities who are in equal conditions.

2. The issuer of public equity securities is obliged to:

(a) promptly disclose any change in the rights of the various classes of equity securities. The abovementioned requirement also applies to those derivatives that are issued by the issuer and give the owner the right to the equity securities of this issuer;

(b) publish information on the distribution and payment of dividends on equity securities, as well as the issuance of new equity securities, including information on the placement, acquisition, conversion, or cancellation of shares.

3. The issuer, except for the issuer of equity securities, is obliged to publicize:

a) any change in relation to the rights of the holder of a public security, including such changes in the terms of the security, which may indirectly affect the rights of the holder of the security or which result from changes in loan terms and interest rates;

- b) Information about the interest rate, periodic payments, conversion/exchange, right to buy or cancel, or repayment of the debt security.

4. Issuer is obliged:

- a) to ensure the creation of all the conditions and the availability of the information necessary for the proper exercise of the rights of the owners of public securities, as well as to ensure the integrity and mutual compatibility of the data provided to them;
 - b) to publish and, in compliance with the requirements of the Law of Georgia "On Entrepreneurs", provide securities owners with information about the place, time, agenda of the general meeting and the right to participate in the general meeting, and to publish the notice of the invitation to the general meeting through the Legislative Herald of Georgia;
 - c) to enable the owners of equity securities to exercise voting rights through a representative in compliance with the requirements of the Law of Georgia "On Entrepreneurs", and the owners of debt securities to exercise the rights granted to them in accordance with the conditions of the abovementioned securities;
 - d) to appoint a financial institution as an agent, through which financial services necessary for the exercise of the rights of the owners of securities will be provided.
5. In order to provide information to the holders of securities, the issuer has the right to use electronic means, if the decision of the general meeting is made and at least the following requirements are met:
- a) The use of electronic means does not depend on the citizenship or place of residence of the owner of the security, his/her representative, or in the case of equity securities, the persons specified in subparagraphs "a"-"e" of the first paragraph of Article 7 of this rule;
 - b) The relevant identification measures have been implemented for the timely and efficient delivery of information to security holders or persons authorized to exercise/dispose of voting rights;
 - c) On the basis of appropriate communication with the issuer, the holders of securities should have the opportunity at any time to request the provision of information in writing.
6. The shareholder owning less than 1% of the share of the accountable enterprise will be informed about the convening of the general meeting in accordance with subparagraph "b" of paragraph 4 of this article through the notification published in the Legislative Herald of Georgia.
7. The requirements provided for in this article towards issuers of public securities apply only in relation to public securities.

Article 10. Presentation and disclosure of information

- 1. The issuer or any person carrying out a public offering of a security is obliged to submit the regulated information specified in this rule to the National Bank of Georgia in electronic form, to the following electronic address: cm.corporate@nbg.gov.ge (except for the annual and semi-annual reports specified by Articles 3 and 4 of this rule). The National Bank of Georgia is authorized to make public the regulated information submitted to it.
- 2. The issuer submits the annual and semi-annual reports defined by Articles 3 and 4 of this rule to the National Bank of Georgia on the website of reporting provided by the Law of Georgia "On Accounting, Reporting and Auditing" (www.reportal.ge):
 - a) The submission of the annual report on the website of the reporting defined by Article 3 of this rule is carried out according to the Order №5-6 of the head of the accounting, reporting and audit supervision service "On the approval of the rules for registration of users on the reporting website, submission of reports by entities and publication of submitted information".
 - b) Submission of the semi-annual report defined by Article 4 of this rule on the website of reporting is carried out in accordance with annex No. 5 of this rule.
- 3. The National Bank of Georgia shall publish the semi-annual report submitted by the issuer in accordance with this rule on the website of the issuer in electronic form - within 1 month from its submission. In the event that the National Bank of Georgia detects an error in the information submitted by the issuer, the

abovementioned period is suspended and recalculated within the period established by the National Bank upon elimination of the error and resubmission of the semi-annual report to the National Bank of Georgia.

4. The notification provided for in Article 6 of this rule, which is sent to the issuer, is simultaneously submitted to the National Bank of Georgia in electronic form, at the following electronic address: cm.corporate@nbg.gov.ge. The Issuer is not obliged to submit to the National Bank of Georgia the notification received from the holders of securities specified in Article 6 of this Rule.

Article 11. Tender offer

If a person or a group of persons decides to purchase a significant share of equity securities with voting rights through a tender offer in accordance with Article 15 of the Law of Georgia "On the Securities Market", the abovementioned person or group of persons shall immediately publicize the decision and inform the National Bank of Georgia about it in the form provided for in Appendix No. 4 of this rule.

Chapter 4.

Appointment of securities registrar for the issuer

Article 12. Appointment of securities registrar

1. Before publicly offering securities, the issuer is obliged to select a securities registrar in compliance with the requirements of the paragraphs 3, 5, 7, 9, 10 of the Article 10 of the Law of Georgia "On the Securities Market".
2. If the issuer does not select a securities registrar within the period specified by the legislation of Georgia, the National Bank of Georgia shall appoint the registrar in accordance with this article.
3. Securities registrars, who wish to keep the securities registry of issuers specified in paragraph 2 of this article, shall submit an application for the abovementioned within 30 calendar days after receiving the relevant notification from the National Bank of Georgia. The abovementioned notification shall contain all the necessary information, on the basis of which the registrar will be able to make a decision on the production of the registry. From the received applications, keeping of the issuer's securities register will be assigned to the registrar who submits the application first. If no registrar makes an application within the abovementioned period, the National Bank of Georgia will select the registrar itself on the principle of consecutive rotation.
4. Without the consent of the National Bank of Georgia, the registrar selected for the issuer specified in paragraph 2 of this article has no right to refuse to maintain its securities registry. In this case, the National Bank of Georgia will give consent based on a justified reason from the registrar's side.

Annex N1. The notification form on significant acquisition.

	Determined notification about a significant acquisition (it is sent to the issuer and the National Bank of Georgia)	
	1. The name of the issuer [1]:	
	2. Reason for submitting the notification (please tick the appropriate box/boxes): <input type="checkbox"/> Reaching, exceeding or falling down of a threshold amount; <input type="checkbox"/> Buying or selling a financial instrument; <input type="checkbox"/> Change in voting rights based on certain events; <input type="checkbox"/> Other (please specify)[2]:	
	3. Data about the person who has the obligation to notify [3]:	
	Name:	The country, where the person's legal address is:
	4..The full name/title of the owners of equity securities (if different from point 3):	
	5. Date of reaching, exceeding or falling down of the threshold amount[4]:	

	6. The total position of the person/persons with the obligation of notification (in case of a joint notification, the aggregated information shall be disclosed for all persons making the notification) [5]:				
		% Voting rights corresponding to equity securities (total 7.a)	% of voting rights existing in accordance with financial instruments (7.b.a. + 7b.b)	Total according to both columns % (7.a + 7.b)	Total number of voting rights of the issuer [6]
	The position existing on the date of reaching/exceeding/failing down the threshold amount (%)				
	Position according to previous notification (%)				
Information on the current situation as of the date of reaching, exceeding or falling down of the threshold amount (in case of a joint notification, the aggregated information shall be disclosed for all persons making the notification):					
a) Voting rights corresponding to equity securities					
Class/type of equity security "ISIN"-code (if any)	Number of voting rights [7]		Share of voting rights %		
	Direct	Indirect	Direct	Indirect	
Subtotal A					
b.a): Financial instruments in accordance with the subparagraph “a” of the paragraph 2 nd of the article 7 th					
Type of financial instrument	The date of fall due [8]	Period of exercise of right based on instrument[9]	The number of voting rights which can be acquired in case of right exercise based on the instrument	% of share of voting rights	
		Subtotal B.A.			
bb): Financial instruments that grant the owner a similar right in accordance with subparagraph “b” of the paragraph “b” of the article 7 of this rule.					
Type of Financial instrument	The date of fall due ⁸	The period of exercise of right	Cash or non-cash settlement	Number of voting right	% of voting right

			Subtotal b.b.		
<p>8. Information about the persons who have the obligation of notification (tick the relevant box) (in case of a joint notification, the information shall be disclosed individually, in terms of all the persons making the notification, whose percentage share of public equity securities in their possession exceeds the threshold amounts determined by this rule):</p> <p>[] The entity having the obligation of notification does not control any entity that directly or indirectly owns the share of the relevant issuer, in addition, the person with the obligation of notification is not an entity controlled by any natural or legal person[10];</p> <p>[] The overall scheme of controlled entities, according to which the ownership of voting rights and/or financial instruments is carried out; Please start the list with the final controlling natural or legal entity [11]:</p>					
Name [12]	% of share of voting right	% of Share of voting rights corresponding to financial instruments %	Total		
<p>9. In the case of disposal of voting rights through a representative: [% and number] of voting rights held by [name of holding representative] will cease on [date].</p>					
<p>10. Additional information [13]:</p>					
<p>11. Date of submission of the notification</p>					
<p>12. Signature</p>					

[1] Full name of the issuer, as well as other data necessary for identification, which must be accurate and unmistakable (e.g name, legal form, identification number, country of legal address, actual address). In the case of depository receipt acknowledgements with the status of public securities, the issuer of those securities, which are represented by the depository receipt acknowledgements, shall be considered the issuer.

[2] Another reason may be a voluntary notification, a change in the nature of the security (e.g a financial instrument that has expired).

[3] The full name of the following persons: (a) the holder of the equity security; (b) a person who has the right to acquire, dispose of or exercise voting rights in accordance with paragraph 1 of Article 7 of this rule, or (c) the owner of a financial instrument in accordance with paragraph 2 of Article 7 of this rule.

[4] The date of reaching or crossing the threshold amount is considered to be the date of purchase or sale (transaction date), or the place when any other event causing the change occurred. When the threshold amount is crossed passively, the date on which the relevant corporate action causing the change occurred.

5] The owner may not disclose the exact amount of the share when the owned share falls below the minimum threshold amount. In such a case, it should be indicated that the owned share is lower than 5%.

[6] The total amount of voting rights shall include all voting equity securities, including depository written acknowledgements representing such securities, even if the right of disposal is suspended or not taken into account for vote counting purposes.

[7] In case of direct or indirect ownership of equity securities, please indicate the number of voting rights and percentage share separately in the appropriate columns, otherwise, leave the appropriate box blank.

[8] The date on which a person's right to acquire voting rights through a financial instrument becomes exercisable.

[9] If the financial instrument has a similar period, please specify – e.g. every 3 months starting from [date].

[10] If the entity having the obligation of the notification controls another entity and/or is itself a controlled entity, it is appropriate to tick the second option.

[11] In order for the market to have full information about the ownership of the group, it is mandatory to disclose the scheme/structure of the controlled entities even when the threshold amount is reached or crossed only by the subsidiary and the subsidiary makes the notification itself. In case of ownership of voting rights and/or financial instruments in different schemes, each scheme/structure should be disclosed separately (by leaving one blank field between different structures).

[12] The name of all controlled entities through which voting rights and/or financial instruments are owned, regardless of the fact that they have reached or crossed the minimum threshold amount.

[13] Example: Correction of previous notification.

Annex N2: Annex to the notification about significant acquisition

(The abovementioned form shall be submitted only to the National Bank of Georgia)

1. The data of the entity having the obligation of the notification
In the case of a natural person: name, surname and personal number, in the case of a legal entity – legal form, name and identification code:
Contact address (legal and actual address):
Email:
Telephone/Fax:
Other required information (e.g. contact person of legal entity):
2. The identity of the person making the notification (if different from the person with the obligation to notify)
In the case of the natural person: Name, surname and personal number.
In the case of a legal entity - legal form, name and identification code
Contact address (legal and actual address):
Email:
Telephone/Fax:
Other additional information (e.g. functional relationship with the person who has the obligation to notify)
3.. Additional information

Signature:

Date:

Annex N3: Form for disclosure of total voting rights and capital by the issuer

1. The name of the issuer [1]

2. The identity of the person making the notification (if the notification is made by another person on behalf of the issuer)

3. Amount of public equity securities constituting the authorized capital of the issuer (According to classes and in total)

4. The total amount of voting rights of public equity securities constituent of the authorized capital of the issuer, including suspended voting rights (except for those equity securities the voting rights of which are not taken into account for the purposes of vote counting (According to classes and in total))[2].

5. Reason causing the change [3]

6. Date of Change

7. According to the previous notice (filling in is voluntary)

1. Total amount of equity securities
2. Total amount of voting rights
3. Total amount of disposable voting rights

Signature:

Date:

[1] Name and identification number of the issuer (in the case of depository written acknowledgements with the status of public securities, the issuer shall be considered the issuer of the securities represented by the depository written acknowledgements);

[2] In order to provide additional details about total voting rights, the issuer shall use the following rules:

- "Total amount of voting rights" means the total amount of voting rights of equity securities constituting the issuer's authorized capital, including suspended voting rights. "Total capital" is the issuer's joint-stock capital.
- The total number of voting rights shall also include the voting rights of the issuer's equity securities that the issuer owns himself/herself and the voting rights of which are suspended/which are not taken into account for the purposes of vote counting.

[3] For example, increase or decrease of the capital.

Annex No. 4: Notification about tender's offer of securities

1. The identity of the person making the notification (in the case of a natural person, first and last name, and personal number; in the case of a legal entity – legal form, name and identification number).
2. Details of the issuer, the securities issued by which the offeror wishes to purchase (name and identification number).
3. The class and quantity of securities that the offeror wishes to purchase ("ISIN" if any).
4. The price at which the offeror wishes to purchase the securities.
5. The class of each security issued by a given issuer and the number, both in percentage and number, whose registered owner is the offeror.
6. Dates of tender offer:
 - a) From what date does the acceptance of tender statements start?
 - b) Until what date does the offeror receive applications?
 - c) In what time frame will it give an answer to the application?
 - d) Dates and conditions of settlement.
7. I confirm that:
 - a) The tender offer will be made only if I receive approval for the sale of the number of securities mentioned in this statement;
 - b) If any conditions of the tender offer are changed, an updated version of the tender offer will be made and distributed again;

- c) If I receive approval to purchase more securities than provided for in this statement, the securities will be purchased equally, according to percentage or quantity.
- 8. The details of tender offerors agents;
- 9. Notes:

Signature:

Date:

Annex No. 5: Registration, submission and disclosure of submitted information on the semi-annual report on the reporting website (www.reportal.ge).

I. General requirements

- 1. The entity submits semi-annual financial statements to the National Bank of Georgia in electronic form, using the reporting website (www.reportal.ge).
- 2. In order to submit a reporting, the entity shall undergo initial authorization on the website in accordance with the order №5-6 of the head of the accounting, reporting and audit supervision of May 21, 2019. "On the approval of the rules for user registration on the reporting website, submission of reports by entities and disclosure of submitted information".

II. Adding a reporting

- 1. The authorized user starts submitting the reporting by clicking the "Add Reporting" button in the reporting tab on the subject page. After the abovementioned action, information is filled in about the entity's reporting period, the parent enterprise during the reporting period (including the date of creation of the group), the relevant status and type of the issuer of public securities (including information about the relevant type of PIE status).
- 2. Information about the subject's status as an issuer of public securities is reflected automatically.
- 3. The entity has the right to change the automatically indicated data provided for in paragraph 2, if this data is incorrect at the time of submission of the reporting.

III. Determining the measurement category of the subject and group

- 1. The information is automatically filled in according to the annual report panel of the previous year in the reporting panel, in the measurement category definition tab. In the absence of the annual report of the previous year, the entity is automatically assigned the fourth size category.
- 2. After defining the measurement category, the submission information tabs are automatically generated, each field of which the entity shall fill in completely before sending the reporting.

IV. General information about the entity

11. The tab of general information about the entity is filled in according to the order №5-6 of May 21, 2019 of the head of the accounting, reporting and audit supervision service "On the approval of the rules for user registration on the reporting website, submission of reports by entities and disclosure of submitted information".

2. In case of consolidated digital forms, the abovementioned tab is automatically filled from the filled tab of general information of individual digital forms.

V. Adding the Auditor

- 1. If the semi-annual financial statement or interim management statement defined by Article 4 of this rule is reviewed or audited by an auditor, filling in the auditor's addition tab is mandatory.

2. The auditor is added by the entity in accordance with the order №5-6 of May 21, 2019 of the head of the accounting, reporting and audit supervision service "on approving the rules for registration of users on the reporting website, submission of reports by entities, and disclosure of submitted information".

VI. Digital forms

1. The entity/group is obliged to indicate the standard it uses in the digital forms tab, which is defined by the International Financial Accounting and Reporting Standards (IFRS) for issuers of public securities.
2. The subject is obliged to choose one of the following digital forms suitable for him/her in the digital forms tab:

- a) Digital forms of financial institutions (except for insurers);
- b) Digital forms of insurers;
- c) Digital forms of non-financial institutions.

3. If the entity is the parent enterprise of the group and is required to submit a consolidated semi-annual report according to this rule, he/she is obliged to choose one of the consolidated digital forms suitable for him/her:

- a) Consolidated digital forms of financial institutions (except for insurers);
- b) Consolidated digital forms of insurers;
- c) Consolidated digital forms of non-financial institutions.

4. The main components of electronically filled individual consolidated digital forms are:

- a) Individual/consolidated financial situation;
- b) Results of individual/consolidated activities;
- c) Individual/consolidated cash flow;
- d) Individual/consolidated capital movement;
- e) Explanatory notes.

VII. Filling out digital forms

1. Before filling the digital forms, the entity indicates whether the reporting is done in units or thousands of GEL.
2. The subject is obliged to electronically fill in all the non-zero articles of the corresponding components in individual cases chosen by him/her and in cases determined by this rule, consolidated digital forms, according to the reporting prepared for the entity in accordance with the requirements established by Article 4 of this rule and uploaded in the tab "Uploading the reporting".
3. Amounts recorded in foreign currency shall be presented in national currency - in accordance with International Financial Reporting Standards (IFRS).

VIII. Uploading the reporting

1. The entity is obliged to upload the semi-annual financial statements specified in Article 4 of this rule in the reporting tab, the interim management report and, if applicable, the auditor's reporting in one document, and in the cases provided for by this rule, the consolidated financial and management statements of the parent enterprise (Except for the exception specified in Article 4 of the mentioned rule) and in cases of existence, the audit reporting in full, in one document.
2. The signing/stamping of the semi-annual report is carried out electronically in accordance with the Law of Georgia "On Electronic Documents and Electronic Trust Services". The entity is also entitled to perform a personal signature on the semi-annual report.
3. The entity shall upload the reporting provided for in Article 4 of this rule in "pdf" format, in which the text can be searched, marked and copied, and in the case of a personal signature, the pages, on which personal signatures are provided, they must additionally be presented in the same document, before or after the relevant unsigned pages, in scanned "pdf" format.
4. The entity shall submit the semi-annual report provided for in Article 4 of this rule in Georgian. If the reporting to be submitted is drawn up in a foreign language, the entity shall upload a notarized Georgian translation and a reporting drawn up in a foreign language.
5. Entity is authorized along with the reports provided for in this article, submit a notarized translation of the reports in a foreign language/languages.
6. The maximum permissible size of the document provided for in the first paragraph is 50 megabytes.

IX. Confirmation of information by the auditor

1. If the entity submits an audited or reviewed individual or consolidated statement and has added an auditor in accordance with this rule, a message and a link are automatically sent to the auditor's e-mail address by clicking the send button. The date of sending the notice specified in this paragraph to the auditor is indicated in the web-site.
2. The auditor is obliged to follow the link received via e-mail to undergo a one-time authorization on the reporting portal by specifying a personal number and password. After one-time authorization, the auditor is authorized to manage his/her page on the reporting website for one or more entities.
3. The auditor is obliged to confirm or identify errors in the following information within 5 working days after the entity sends the reporting to the auditor:
 - a) Semi-annual individual and/or consolidated digital forms filled out by the entity in accordance with this rule are substantially consistent with the work documentation provided by the entity to the auditor and the corresponding forms of audited or reviewed individual or consolidated financial statements signed by the auditor;
 - b) The individual and/or consolidated statements uploaded, signed, audited or reviewed by the entity in accordance with this rule are consistent with the corresponding statements signed by the auditor.
4. The auditor indicates the date of the audit reporting of the statements and/or consolidated statements.
5. If the auditor finds an error in the above-mentioned information sent to him/her by the entity, he/she is obliged to describe the essence of the discrepancy in the appropriate field. The information about the abovementioned will be reflected on the website and a message will be sent to the subject's e-mail address.

6. In case of discrepancy established by the auditor, the entity is obliged to eliminate the established discrepancy. In this case, the e-mail notification is resent to auditor regarding sending the reporting to the auditor by the entity. The auditor is obliged to confirm or identify an error in the above-mentioned information in the manner and within the period established by paragraph 3. The date of resending the notification to the auditor specified in this paragraph is indicated on the webpage.
7. The auditor is obliged to indicate one of the following opinions expressed in the audit reporting of the financial statements and/or consolidated financial statements signed by him/her:
 - a) Unmodified opinion;
 - b) Conditional opinion;
 - c) Negative opinion;
 - d) Refusal to express an opinion;
 - e) Unmodified opinion with a paragraph reflecting important circumstances;
 - f) Unmodified opinion with a paragraph reflecting other circumstances.
8. In case the auditor confirms the information specified in paragraph 3 of this article, the reports are sent to the National Bank of Georgia. The information about the abovementioned will be reflected on the website and a message will be sent to the entity's e-mail address.

X. Verification of reports submitted by the National Bank of Georgia

1. The National Bank of Georgia provides selective verification of the compliance of the statements submitted by the entities with the requirements established by the law and the normative acts adopted on its basis, based on a risk-based approach.
2. The National Bank of Georgia is authorized, on its own initiative or on the basis of a substantiated written request of the entity, to identify an error in the information submitted or published by the entity and to request the entity to eliminate the errors identified in the submitted or published reports. The subject will be notified of the error on the website and/or e-mail address. The National Bank of Georgia shall set a reasonable deadline for the subject to eliminate the error, taking into account the difficulty of eliminating the error, in the amount of no more than 10 working days. The entity will be notified of the error on the website and/or e-mail address. The National Bank of Georgia shall set a reasonable deadline for the entity to eliminate the error, taking into account the difficulty of eliminating the error, in the amount of no more than 10 working days.
3. The entity is obliged to eliminate the error established by paragraph 2 of this article on the website and resubmit the reporting.
4. In the event of an error in the submitted information, if the reporting submitted by the entity has already been published on the website, upon re-submission of the reporting, both the original and re-uploaded reports are available on the website.