

**Order N73/04 of the  
President of the National Bank of Georgia  
Of September 7, 2011, Tbilisi**

**On Approving the Registration Rule for Requesting, Granting an Identification Number of Securities, Approved Emission Prospectus and Public Offer** *(title 1.05.2013N 45/04)*

According to Article 15, paragraph 1, subparagraph "g" and Article 52, paragraph "f" of the Organic Law of Georgia "On the National Bank of Georgia" and Article 4, paragraph 15 of the Law of Georgia "On the Securities Market", **I order:**

1. to approve "The Registration Rule for Requesting, Granting an Identification Number of Securities, Approved Emission Prospectus and Public Offer" *(1.05.2013 N45/04)*
2. The resolution N34 of the National Securities Commission of Georgia dated as of June 30, 2003 "Registration Rule for Requesting, Granting an Identification Number of Securities, Approved Emission Prospectus and Public Offer" be declared invalid.
3. This order shall enter into force immediately after publication.

*G. Kadagidze*

**On Approval of the Registration Rule for Requesting, Granting an Identification number of Securities, Approved Emission Prospectus and Public Offer** *(title 1.05.2013N 45/04)*

**Article 1. General provisions**

1. This rule defines:
  - a) registration procedure of the issuers' emission prospectus approved by the National Bank of Georgia (hereinafter - the National Bank), as well as the notification of the issuer whose securities are admitted to trading on a recognized stock exchange of a foreign country, an international financial institution and a development organization created with equity participation of a foreign state, and procedure of granting International Securities Identification Number ("ISIN") *(20.10.2015 N 99/04)*
  - b) the procedure for assigning the ISIN for securities intended for private offering;
  - c) Request form for international identification number of securities and information to the National Bank.
2. The identification number assigned to the security by the National Bank is both national and international at the same time.

**Article 2. Definition of terms**

- a) International securities identification number (ISIN) – an identification number assigned to a security by the National Bank, the structure and content of which is based on the requirements established by the International Organization for Standardization (ISO) and which allows unique identification of particular issuer's security being of the same class and having the same characteristics;
- b) Classification of Financial Instruments (CFI) – the code assigned to a security by the National Bank, the structure and content of which is based on standard N10962 established by the International Organization for Standardization;

- c) Applicant – a person who expresses will to grant ISIN for securities;
- d) Appropriate security - a security issued by the issuer in accordance with the legislation of Georgia or the relevant country; *(1.05.2013 N 45/04)*
- e) Registration – the procedure for entering the basic data of the approved prospectus of the issue, and the notification regarding the private offer and/or the notification regarding the public offer of the issuer whose securities are admitted to trading on the recognized stock exchange of a foreign country, as well as the international financial institution and the development organization created with the equity participation of a foreign state in the register produced by the National Bank; *(20.10.2015 N 99/04)*
- f) Development organization created with the equity participation of a foreign state - (hereinafter: development organization) an entity created by the equity participants of a developed country provided for by the order N16/01 of the President of the National Bank of Georgia dated as of February 19, 2010, the purpose of which is the financing and promoting of development projects. *(20.10.2015 N 99/04)*

### **Article 3. Granting ISIN**

1. The National Bank assigns the same class of eligible securities to the same securities and, vice-versa, to the same class of securities the same ISIN.
2. The National Bank may grant a ISIN with or without the applicant's request.
3. The National Bank assigns ISIN to securities upon approval of the issuer's emission prospectus, and upon receipt of a notification regarding the public offering of the issuer whose securities are admitted to trading on a recognized stock exchange of a foreign country, as well as by an international financial institution and a development organization, if securities of the same class have not been granted previously ISIN. In the event that the ISIN was already granted to the same class of securities, the already granted ISIN will be used for the securities provided by this prospectus or notification. *(20.10.2015 N 99/04)*
- 3<sup>1</sup>. The National Bank assigns ISIN to securities intended for private offering only if the issuer intends to make a private offer of securities in Georgia and applies to the National Bank in accordance with the present rule to grant the ISIN. Granting ISIN to the securities intended for private offering is carried out in accordance with the rules established for the securities intended for public offering. *(17.07.2013 N 75/04)*
4. Along with the assignment of the ISIN, the National Bank assigns the Classification of Financial Instruments to the securities, the said code will be forwarded to the Association of National Identification Number Agencies.

### **Article 4. Information to be submitted to the National Bank for issuing the issuer's securities ISIN *(1.05.2013 N 45/04)***

1. The National Bank will determine whether the securities are appropriate or not before granting the ISIN. For this purpose, the issuer must provide the following information to the National Bank: *(20.10.2015 N 99/04)*
  - a) Founding documentation of the issuer, on the basis of which it was created (founded) and carries out its activities, as well as changes in the founding documentation of the issuer, if any. In the case of an international financial institution, as well as a development organization, it is possible to indicate the address of the website where the mentioned information is posted;
  - b) extract from the register of entrepreneurs and non-entrepreneurial (non-commercial) legal

entities, or a document confirming the registration determined by the legislation of the relevant country according to the issuer's legal address. In the case of an international financial institution, as well as a development organization, it is possible to indicate the address of the website where the mentioned information is posted;

- c) issuer's firm name;
- d) names, surnames and positions of persons authorized to represent the issuer;
- e) legal address and actual address of the issuer;
- f) any restrictions on securities, if any;
- g) total nominal value of issued securities;
- h) in the case of debt securities, the dates of issuance and expiration of the security;
- i) Pre-determined interest rate, if any.

2. If the issuer applies to the National Bank no later than 1 month after the approval of the final prospectus with an application for the assignment of the ISIN, and with the said application it requests to assign a number to the securities approved by the last prospectus, there is no need to additionally submit the information that is already given in the said final prospectus.

3. Depending on the objectives of the legislation on securities, the National Bank may refuse to grant the ISIN.

4. If the applicant is the person specified subparagraphs "b", "c", "d", "e", "f" and "g" of Article 5 of this rule, then such person must additionally submit a consent signed by a person authorized to represent the issuer, that the said person is given the right to request an identification number.

5. Securities intended for public offering in Georgia, which are issued by the issuer whose securities are admitted to trade on a recognized stock exchange of a foreign country, do not need to be reassigned a national identification number by the National Bank, if they already have an international identification number.

6. Securities intended for public offering in Georgia need to be assigned a national identification number by the National Bank, if their public offering is to be carried out by an issuer whose securities are admitted to a recognized stock exchange of a foreign country, but through a public offering in Georgia, issues a new class of securities that does not have an international identification number. In this case, the National Bank may request additional information about the owners of significant shares of the issuer (if any) and/or information about the securities to be issued, in particular, the class and number of securities to be issued.

6<sup>1</sup>. An international financial institution and a development organization may submit the documents provided for in this rule to the National Bank in English. *(20.10.2015 N 99/04)*

7. The National Bank assigns the ISIN to securities upon approval of the final prospectus. If the offer of securities does not require the approval of the issue prospectus, within 2 working days after submitting the application to the National Bank of Georgia, the National Bank of Georgia will review it and assign an identification number to the securities, if the submitted application meets the established requirements. *(5.07.2018 N 144/04)*

## **Article 5. Request of information by the National Bank**

1. The applicant for the granting of the ISIN shall submit to the National Bank the information provided for in Article 4 of this rule, if it is:

- a) the issuer, in relation to its securities;

- b) securities registrar, in relation to the securities whose registrar services he provides;
  - c) the registered owner of securities, in relation to the class of securities from which it owns as registered owner 1% or more;
  - d) a brokerage company that acts for the interests of the person mentioned in subsection "c" of this article;
  - e) central depository of securities;
  - f) stock exchange;
  - g) Member or partner organization of the Association of National Identification Number Agencies.
2. The documents and data provided by this rule can be submitted by the applicant in the form of both original and notarized copies.

#### **Article 6. Formula of ISIN for securities issued by issuers**

1. The code is assigned according to the formula GE-S-CCC-T-nnnn-k, where:  
 GE= two alphabetic signs denoting "Georgia";  
 S= number from 0 to 9 (included), which defines the main types of securities;  
 CCC= digits from 0 to 9 (included), which determine the main features of the security;  
 T= digit from 0 to 9 (included), which determines the term or duration of the security;  
 nnnn= serial number assigned to each issuer by the National Bank;  
 k= check digit, calculated as "modulos 10 double-add-double" formula.
2. The letters given in this formula indicate the place where the letters and numbers will be placed according to the symbols of the securities to be numbered.
3. Two letters of the English alphabet "GE" will be written in place of the letters "GE", that denotes "Georgia".
4. Any digit from 0 to 9 shall be written in place of the letter "S", which indicates the main type of securities as follows:

type of securities	Digit in place of „S“
share	1
Corporate bond	2
Collective investment scheme security	3
Option contract	4
Futures contract	5
warrant	6
Deposit receipt	7
Indefinite type	8
Loans payable of local government	9
Indefinite sign	0

5. In each of the three places of "C", a digit from 0 to 9 is written, indicating the main sign of the security. Thus, up to three digits of the security may be indicated, taking into account the following:

Signs of securities	Digit in place of each "C"
Ordinary	1
Preference	2
Convertible	3
With capital guarantee	4
With income guarantee	5
With bank guarantee	6
With coupon	7
With discount	8
Security issued without approving prospectus	9
Indefinite sign	0

If a security has more than three marks of the characteristics listed in this paragraph, then the marks are assigned in order from one to zero.

6. One digit from 0 to 9 shall be written in place of "T" to indicate the term or duration of the security, taking into account the following:

Term of securities	Digit in place of „T“
1 month or less	1
More than 1 month, but up to 3 months	2
More than 3 months, but up to 6 months	3
More than 6 months, but up to 9 months	4
More than 9 months, but up to 1 year	5
More than 1 year, but up to 5 years	6
More than 5 years, but up to 10 years	7
More than 10 years	8
( not determined yet)	9
Indefinite term	0

7. In place of "nnnn", the serial number assigned to each issuer by the National Bank shall be written.

8. Instead of "k", a single-digit number is written, which is calculated using the standard check digit of the "modulos 10 double-plus-double" formula, which is defined in the technical list 1 of the International Organization for Standardization (ISO) standard 6166:1994.

**Article 7. Formula for registration of notification regarding issue prospectus, public and/or private offer (17.07.2013 N 75/04)**

The issue prospectus, public and/or private offer notice will be assigned a number according to the ISIN-R-EE formula, where:

a) ISIN: is the international security identification number;

b) R:

b.a) in the case of an issue registered by the National Bank of Georgia, is 1;

b.b) in the case of an issue registered by the National Securities Commission of Georgia, the Financial Monitoring Agency of Georgia and the Financial Supervision Agency of Georgia, is 0;

b.c) in the case of emissions registered by the Ministry of Property Management of Georgia before 2003, and by the relevant successor ministry after 2003, is 9;

b.d) in the case of emissions registered by the relevant regulatory bodies of other countries, is 5.

c) EE = is the serial number of the issue for a particular issuer.

#### **Article 8. Record and notification**

1. The National Bank shall immediately enter it into the official records of the National Bank upon granting the ISIN. In order to facilitate the administrative process, the National Bank may record the ISIN without the "GE" header, but the ISIN recorded in this way must be read as the ISIN "GE" header.

2. Within 3 days after granting ISIN, the National Bank shall notify the issuer of the given securities, the Georgian Stock Exchange and the applicant, if any.

#### **Article 9. Changing existing numbers**

In order to assign new numbers, the following is needed:

a) making changes to the official records of the National Bank to demonstrate the cancellation of the old number and the assignment of a new number instead;

b) sending a notification to the issuer of the given securities, the Georgian Stock Exchange and the registrar of those securities, which maintains the register of these securities.