

Standard Statute of a Joint-Stock Company

Article 1 – General provisions

1. A joint-stock company (JSC) is a company (legal person) established in accordance with the Law of Georgia on Entrepreneurs, whose capital is divided into shares.
2. A joint-stock company shall be deemed established and shall obtain the status of a legal person from the moment of its registration with the Registry of Entrepreneurial and Non-entrepreneurial (Non-commercial) Legal Entities.
3. The legal status of a joint-stock company shall be determined by the legislation of Georgia and this Statute. The issues that are not regulated by this Statute shall be governed by the applicable legislation.
4. This Statute is a part of the instrument of incorporation concluded between the shareholders, that expresses their mutual will and is binding on them. The provisions of this Statute shall be binding not only on the founders of a joint-stock company who signed the Statute, but also on those who will become shareholders of the entity in the future, despite not having signed the Statute.
5. A partners' agreement shall be based on general principles of good faith and mutual respect between the shareholders, and of making decisions lawfully and with diligence. The shareholders shall observe the basic principles of business activities determined by the applicable legislation.
6. The purpose of establishing a joint-stock company is to earn profit on the basis of legitimate, repeated and independent business activities. In order to earn profit, a joint-stock company shall have the right to carry out any business activity that is not prohibited by law. An activity that may be carried out under law only on the basis of a special licence/permit/authorisation, shall be permitted only from the moment of obtaining the relevant licence/permit/authorisation.
7. In order to achieve its goals, a joint-stock company may own property, acquire property rights and personal non-property rights, and undertake obligations. It may also act in legal relations on its own behalf, enter into transactions both in Georgia and abroad in accordance with law, determine the contents of such transactions, enter into transactions that are not provided for by law, although do not contradict law, as well as acquire property and non-property rights and undertake obligations, and be a plaintiff (claimant) and/or defendant before a court.
8. A joint-stock company shall be liable to the creditors with all its assets, which means that the shareholders and managers of the joint-stock company shall not be liable for the obligations of the joint-stock company. A joint-stock company shall not be liable for the obligations of its shareholders.
9. A joint-stock company shall be independent in its activities. It shall make decisions on the matters that are important to it by itself. A joint-stock company shall consist of relevant bodies that manage and represent it. The management bodies of a joint-

stock company and their powers are determined by this Statute. Moreover, such bodies shall carry out activities only within the scope of powers granted to them.

10. A joint-stock company shall have an independent balance. It may also have an account in banking institutions in Georgia or abroad, as well as an electronic seal or stamp, a headed paper and an emblem. A joint-stock company shall have the right to open accounts at any bank in both national and foreign currencies.

11. A joint-stock company shall have the right, according to the established procedure, to establish its undertakings, branches and representations both in the territory of Georgia and abroad, also to participate in the establishment of other organisations and undertakings. A joint-stock company shall have the right to join different types of associations.

Article 2 – Shareholders of a joint-stock company and their rights and obligations

1. A partner of a joint-stock company is a person who holds shares in the joint-stock company (a shareholder). A shareholder of a joint-stock company may be both a natural person and a legal person, as well as a registered independent organisational form with no status of a legal person, which can acquire rights and undertake obligations on its own behalf.

2. A shareholder's title to shares shall be certified by the records in the shareholders' register or the records of a nominee holder. A shareholder shall be provided with an extract from the shareholders' register or an extract of a nominee holder.

3. A joint-stock company with more than 50 shareholders shall keep the shareholders' register through an independent registrar. A joint-stock company with less than 50 shareholders may keep the shareholders' register by itself or through an independent registrar, except for an accountable undertaking determined by the Law of Georgia on Securities Market, the shareholders' register of which shall be kept by an independent registrar. A person/body authorised to keep the shareholders' register shall be responsible for keeping the shareholders' register and issuing an extract.

4. The shareholders of a joint-stock company shall have the rights and shall undertake the obligations determined by this Statute and the legislation of Georgia.

5. When exercising their rights, shareholders shall take into consideration the legal interests and rights of the joint-stock company and the other shareholders. A shareholder of a joint-stock company shall not be liable to creditors for the obligations of the joint-stock company. In exceptional cases, a shareholder of a joint-stock company shall be personally liable to the creditors of the joint-stock company, if such shareholder abuses the legal form of limited liability and if the joint-stock company cannot satisfy the creditors' claims.

6. In equal circumstances, shareholders shall have equal rights and obligations. An exception may be made only if expressly provided for by law or this Statute, and necessary in the interests of a joint-stock company.

7. An agreement on transferring shares shall be concluded in writing. A shareholder shall notify a joint-stock company immediately upon the conclusion of an agreement on transferring shares.

8. Shareholders shall have the right to participate in the management of a joint-stock company in accordance with the rules and procedures established by this Statute and the applicable legislation.

9. Liability for the obligations undertaken on behalf of a joint-stock company before its registration shall be assumed, directly and with no limitation, by the founding partners of the joint-stock company and the persons performing the actions which led to the origination of such obligations, as joint and several debtors, unless otherwise agreed with a creditor.

10. The rights acquired and the obligations undertaken on behalf of a joint-stock company before its registration, if approved by the joint-stock company, shall become the rights and obligations of the joint-stock company. In such case, the founding shareholders of the joint-stock company and those persons whose actions led to the origination of such rights and/or obligations shall be exempted from such obligations, unless otherwise agreed with a creditor.

11. One or more shareholders shall have the right to file a lawsuit on their behalf but for the benefit of a joint-stock company for the satisfaction of a claim of the joint-stock company, including against the officials of the joint-stock company, requiring compensation from them for damage inflicted on the joint-stock company as a result of their failure to fulfil their obligations, or instead of compensation for the damage, requiring the transfer of any earned profit to the joint-stock company or the cession of the right to earn such profit.

12. The payment of dividends in a joint-stock company shall not be generally prohibited.

13. Paid dividends shall not be claimed back, unless the recipients of the dividends knew or ought to have known, at the moment of receiving the dividends, that they had been distributed in violation of rules established by law or this Statute. A joint-stock company shall not have the right to pay dividends if it causes the insolvency of the joint-stock company.

14. A shareholder shall have the right to:

a) participate in the general meeting;

b) look through the issues on the agenda of the general meeting;

c) have access, as provided for by law and this Statute, to the documents of the joint-stock company and receive their printed or electronic copies, if the shareholder has

given prior consent to receiving the information through electronic means of communication;

d) receive dividends;

e) be free to dispose of his/her/its shares;

f) request the joint-stock company to redeem his/her/its shares in the cases provided for by law;

g) receive the assets remaining after the liquidation of the joint-stock company;

h) exercise other rights provided for by law, or this Statute, as provided for by law.

15. Shareholders shall be free to dispose of their shares without the consent of a joint-stock company or other shareholders, unless otherwise provided for by law.

16. In addition to the rights determined by paragraphs 14 and 15 of this article, shareholders holding 5 % of voting rights shall have the following rights:

a) to request from the relevant management body of a joint-stock company copies of the transactions entered into on behalf of the joint-stock company. The management body of the joint-stock company may refuse to provide such copies/information in the interests of the joint-stock company;

b) to request the holding of an extraordinary meeting of the supervisory board of the joint-stock company;

c) to convene an extraordinary general meeting in the cases provided for by law;

d) to request items to be put on the agenda of the general meeting according to the procedure established by the Law of Georgia on Entrepreneurs.

17. Based on an application of shareholders holding at least 5 % of the shares and a decision of the general meeting, a joint-stock company shall conduct a special inspection of a business transaction or an annual financial report of the joint-stock company, if they are not subject to statutory audit under law. For that purpose, the joint-stock company shall appoint a special auditor. A shareholder whose interests are concerned by a special inspection of a business transaction of a joint-stock company shall not have a voting right.

18. A shareholder shall have the following obligations:

a) to make contributions for his/her/its shares;

b) to provide information to a joint-stock company or a registrar of shares on any change in the data of the shareholder that is registered with the shareholders' register;

c) to perform other duties determined by law and/or this Statute.

19. Shareholders shall have the right to require from a joint-stock company, as provided for by law, that they evaluate and redeem their shares if, at the general meeting, the shareholders did not vote for a decision that unjustifiably and substantially impairs their rights, or concerns the reorganisation of the joint-stock company.

Article 3 – A right of a shareholder of a joint-stock company to obtain information and to look through documents

1. Upon the request of a shareholder, the management body of a joint-stock company shall provide to the shareholder, within a reasonable period, information on the activities of the joint-stock company and allow the shareholder to look through the business documents of the joint-stock company.

2. During a general meeting, every attending shareholder shall have the right to ask questions to the management body/manager of a joint-stock company in relation to the items on the agenda of the general meeting, and to request any information necessary for a proper examination and evaluation of such items.

3. The management body of a joint-stock company shall answer the questions put to it by shareholders and provide them with the requested information in full.

4. The management body of a joint-stock company may refuse to provide the requested information to shareholders if:

a) the provision of such information may cause substantial damage to the joint-stock company;

b) by providing the requested information, confidential information will be disclosed;

c) an answer to the question asked is available on the website of the joint-stock company in the section of questions and answers, before the beginning and during the general meeting.

5. A refusal of the management body of a joint-stock company to provide information may be appealed to a court within 15 days after the minutes of the general meeting have been drawn up. If a court grants a shareholder's request, the requested information shall be provided to the shareholder without a general meeting. A joint-stock company shall make the same information available to all other interested shareholders.

6. If, before the beginning of a general meeting, a joint-stock company had provided information to any shareholder on its own initiative, based on the qualifications of the shareholder, the same information shall be provided to all shareholders participating in the general meeting, even if such information is not necessary to discuss the items on the agenda of the general meeting.

Article 4 – Abuse of dominant influence by a shareholder of a joint-stock company

1. A dominant shareholder shall be a shareholder or a group of shareholders acting together, who are in a position to have a decisive influence on the results of the voting cast at the general meeting. Such shareholder/group of shareholders shall, in addition to the damage inflicted on a joint-stock company, compensate for the damage inflicted on a shareholder as well, except for damage inflicted on the

shareholder as a result of the damage inflicted on the joint-stock company, including by reducing the value of the shares.

2. If a dominant shareholder of a joint-stock company abuses a dominant influence to the detriment of the joint-stock company, such shareholder shall compensate for the damage thus inflicted.

3. A person who deliberately exercised powers to the detriment of a joint-stock company, or influenced a member of the management body of the joint-stock company in order for that member to act to the detriment of the joint-stock company, shall compensate for such damage to the joint-stock company. Such person shall, in addition to the damage inflicted on a joint-stock company, compensate for the damage inflicted on a shareholder as well, except for the damage inflicted on the shareholder as a result of the damage inflicted on the joint-stock company, including by reducing the value of shares.

4. Members of the management body of a joint-stock company who failed to fulfil their obligations shall be jointly and severally liable together with a person determined by paragraph 3 of this article. The approval of such action by the supervisory board or the management body shall not exempt the members of the management body of a joint-stock company from the obligation to compensate for damage. Managers are not obliged to compensate for damage if their actions were based on a decision of the general meeting adopted in accordance with law.

5. A person who benefited from a detrimental action and deliberately influenced a person determined by paragraph 3 of this article shall also be jointly and severally liable for the damage inflicted on the joint-stock company.

6. The obligation for compensation of damage to creditors shall not be annulled either by the refusal of claims by a joint-stock company or the fact that the detrimental action was based on the decision of the general meeting.

Article 5 – Contributions

1. A contribution is an asset transferred into the ownership of a joint-stock company, the economic value of which is entered into the balance sheet of the joint-stock company.

2. The obligation to make a contribution to the capital of a joint-stock company may be fulfilled by making a payment (monetary contribution) or by transferring other tangible or intangible material goods (contribution in kind). The performance of works or the provision of services may not be the subject of a contribution in kind in a joint-stock company.

3. Monetary contributions shall be considered made from the moment of depositing money in the bank account opened by a joint-stock company.

4. Contributions in kind shall be considered made from the moment of performing the actions determined by the legislation of Georgia that are necessary for transferring ownership rights.
5. If, in the case of a contribution in kind, its value is less than the amount of the agreed contribution, the shareholder shall pay the outstanding value of the agreed contribution in cash.
6. The body of a joint-stock company with management powers shall assess the compliance of the value of a contribution in kind with the amount of the contribution, and organise the fulfilment of the obligation to make contributions.
7. Upon the request of a partner, the body of a joint-stock company with management powers shall issue a written certificate in respect of making a contribution, namely of the complete or partial fulfilment of an obligation to make a contribution, and of the timeframe and conditions for the fulfilment of such obligation.
8. Liability for the culpable inaccuracy of a certificate in respect of making a contribution shall be imposed on the body of a joint-stock company with management powers.
9. A shareholder shall not be exempted from the obligation to make contributions, except for the cases provided for by law.
10. Before the registration of a joint-stock company, an independent auditor selected by the shareholders shall draw up a report on any contribution in kind, which shall be published on the authorised user's page of the electronic platform of the Legal Entity under Public Law called the National Agency of Public Registry operating under the governance of the Ministry of Justice of Georgia (hereinafter 'the registration authority'). An independent auditor may be a natural person or a legal person.

Article 6 – Capital

1. A joint-stock company shall have subscribed capital.
2. The initial amount of the subscribed capital shall be determined by the instrument of incorporation. The minimum amount of the subscribed capital at the moment of registration of a joint-stock company shall be GEL 100 000.
3. The subscribed capital of a joint-stock company shall be denominated in the national currency.
4. If a joint-stock company has only shares with nominal value, the amount of the subscribed capital shall be the sum of the shares with nominal value. If a joint-stock company has subscribed both shares with nominal value and shares without nominal value, the amount of the subscribed capital shall exceed the sum of the shares with nominal value. If a joint-stock company has subscribed only shares without nominal value, the amount of the subscribed capital shall be at least the amount determined by paragraph 2 of this article.

5. The capital of a joint-stock company may be increased by issuing additional shares of the joint-stock company, that shall be carried out according to the procedure established by law and this Statute.
6. In the case of the incorporation of a joint-stock company or an increase in its capital, a shareholder shall make contributions within five years from the moment of registration of the joint-stock company, or the increase in its capital.
7. The amount of the subscribed capital shall be indicated in the balance sheet of a joint-stock company.
8. The information on the amount of the subscribed capital of a joint-stock company shall be published at least once a year.
9. The subscribed capital of a joint-stock company may be altered as provided for by law and this Statute.

Article 7 – Shares/classes of shares

1. A share is a registered intangible security that determines the participation of a person in the capital of a joint-stock company.
2. Shareholders may determine the nominal value of shares in the instrument of incorporation. A joint-stock company may issue shares without nominal value.
3. Each share of the same class shall have the same nominal value. All shares of the same class shall provide equal rights to their holders.
4. Shares may be common and/or preferred. One common share shall provide one voting right at the general meeting. Preferred shares shall not provide voting rights, except for the cases provided for by law. The number of preferred shares shall not exceed half of the number of subscribed shares.
5. Classes of shares shall be determined by the instrument of incorporation.
6. A preferred share shall provide its holder with a preference under the shareholders' decision with regard to the rate of a dividend and order of receiving dividends. The same preference shall apply to the distribution of assets of a wound up company among its shareholders.
7. A joint-stock company may issue other securities convertible into shares as provided for by law.

Article 8 – Managing bodies of a joint-stock company

1. The bodies of a joint-stock company are:
 - a) the general meeting;
 - b) the supervisory board;
 - c) the management body.
2. The bodies of a joint-stock company and their members shall carry out their activities and make decisions only within the scope of authority determined by law and/or this Statute.

Article 9 – General meeting

1. A general meeting shall be held according to the procedure established by law and this Statute.
2. All shareholders of a joint-stock company shall have the right to participate in the general meeting, save the exceptions provided for by law.
3. If a joint-stock company has a sole shareholder, such shareholder shall exercise the powers of the meeting of shareholders. A decision made within the scope of such powers shall be documented in a written form.
4. A decision may be adopted in the case of a violation of the procedure established by law and/or this Statute for convening the meeting of shareholders, if all the shareholders attend the meeting and give their consent to convene the meeting and adopt a decision. If a shareholder does not require the meeting to be held at another time due to the violation of the procedure established for convening it, it shall be considered as consent from the shareholder.
5. The body convening the general meeting shall be responsible for properly convening and holding the meeting.
6. The decisions made by the general meeting within its scope of authority shall be binding for the shareholders and bodies of the joint-stock company.
7. A general meeting shall be convened in the cases provided for by law and this Statute.
8. An annual general meeting of a joint-stock company shall be held not later than three months after the end of the business year.
9. The general meeting shall be convened by the management body.
10. If the management body of a joint-stock company fails to fulfil its obligation to convene the general meeting, the supervisory board of the joint-stock company is obliged to convene the general meeting.
11. A decision to convene the general meeting shall be made by a majority of votes of the participants in the voting, regarding which the minutes of the meeting shall be drawn up. The minutes of the meeting shall specify whether the general meeting has been convened on the shareholders' initiative or not.
12. If necessary, upon the written request of a shareholder/shareholders (group of shareholders) holding at least 5 % of the capital, the management body of a joint-stock company shall publish a decision on convening a general meeting within 10 days after receiving such request.
13. A written request of a shareholder/shareholders on convening a general meeting shall specify the necessity, purpose and reasons for convening the meeting, as well as the agenda of the meeting, which shall include all items requested by the shareholder/shareholders. The management body of a joint-stock company may add items to the agenda of the meeting.

14. If a request from a shareholder/shareholders to convene a general meeting is not granted, on the basis of an application a court may grant the applicant shareholder/shareholders the power to convene a meeting, and to appoint the chairperson of the meeting.

15. The management body of a joint-stock company shall convene the general meeting according to the procedure established by law and this Statute, and shall decide on all organisational issues for holding the general meeting.

16. A decision on convening the general meeting shall be published on the authorised user's page of the electronic platform of the registration authority not later than on the 21st day before the day of the general meeting. A decision on convening the general meeting shall also be published on the website (if any) of the joint-stock company.

17. Each subsequent general meeting may be convened earlier than the minimum period referred to in paragraph 16 of this article, if the general meeting is convened for lack of a quorum required for convening the first general meeting, provided that the first general meeting has been convened according to the procedure established by law and no new item is added to the agenda. In such case, at least 10 days shall elapse between the last general meeting and the following general meeting.

18. The management body of a joint-stock company shall be responsible for the accuracy and availability of the published information on convening the general meeting.

19. The published information on convening the general meeting shall include at least the following data:

- a) the brand name and legal address of the joint-stock company;
- b) the place, date and time of holding the general meeting;
- c) an indication as to whether it is a regular or an extraordinary general meeting;
- d) the record date of the general meeting and an indication that only the persons who are shareholders on that date shall have the right to participate and vote in the general meeting;
- e) the agenda of the general meeting;
- f) other information provided for by law (where necessary).

20. The materials of the agenda of the general meeting shall contain all necessary information for the purposes of adopting a decision.

21. If the agenda of the general meeting provides for adopting a new version of the Statute, the new version of the Statute shall be published together with the information about convening the general meeting, unless such documents have been sent personally to all shareholders.

22. The management body and the supervisory board of a joint-stock company shall publish on the authorised user's page of the electronic platform draft decisions on the

issues covered by the agenda of the general meeting, and indicate the grounds for such decisions.

23. A shareholder/group of shareholders holding at least 5 % of the capital shall have the right to apply in writing to the management body of a joint-stock company 14 days before the date of a general meeting and:

- a) request the addition of items to the agenda of the general meeting, provided that each such item is accompanied by a justification or a draft decision to be adopted;
- b) submit draft decisions for items included or to be included on the agenda of the general meeting, and justification for such draft decisions.

24. Where the request referred to in paragraph 23(a) of this article entails a modification of the agenda of the general meeting already communicated to shareholders, a joint-stock company shall make available to the shareholders a revised agenda in advance of the applicable record date of the general meeting as provided for by paragraph 16 of this article. If the obligation to make available to the shareholders a revised agenda of the general meeting arises after the record date, it shall be made available sufficiently in advance of the date of the general meeting so as to enable the shareholders to appoint proxy holders or to vote by correspondence.

25. A shareholder/group of shareholders holding at least 5 % of voting shares shall have the right to nominate candidates for a member of the supervisory board of a joint-stock company, if the shareholder/group of shareholders submits/submit an appropriate application/proposal to the management body not later than on the 14th day before the date of the extraordinary general meeting. The proposal shall contain the identification data of the candidates as provided for by law.

26. When exercising the right to nominate candidates for a member of the supervisory board by a shareholder/group of shareholders holding at least 5 % of voting shares, the procedure for adding items on the agenda of the general meeting and for adopting respective decisions shall be regulated by the Law of Georgia on Entrepreneurs.

27. The rejection by the management body of a joint-stock company of the shareholders' application to add an item to the agenda of the general meeting may be appealed in court. A court may grant the applicant shareholders the right to add items to the agenda by publishing the respective information. If the lawsuit is granted, the court expenses shall be borne by the joint-stock company.

28. The agenda of a general meeting may be modified at the general meeting only if all shareholders attend the general meeting. Any decision made regarding the items added to the agenda of the general meeting in violation of the above requirements shall be invalid.

29. Only shareholders with title to shares at the record date shall have the right to participate in a general meeting and to vote.

30. The record date shall not be more than 30 days before the date of the general meeting to which it applies. In the case provided for by paragraph 17 of this article, at least six days shall elapse between the date of the general meeting and the record date/day.

31. A list of persons authorised to participate in a general meeting shall include data necessary for the identification of authorised persons, the classes of shares and partners, the number of votes, and the addresses to which notifications of adding to the list of participants of the general meeting shall be sent.

32. Shareholders shall have the right to make a request to a joint-stock company to issue a confirmation of their addition to the list of participants in a general meeting, and the number of their shares and votes. Failure to fulfil the shareholders' request shall be considered as a serious violation of the procedure for convening the general meeting. Proof of qualification as a shareholder may be made subject only to such requirements as are necessary to ensure the identification of shareholders and only to the extent that they are proportionate to achieving that objective.

33. The shareholders' right to sell or otherwise alienate their shares during the period between the record date/day, as defined in the Law of Georgia on Entrepreneurs, and the general meeting to which it applies, shall not be subject to any restriction to which they are not subject at other times.

34. A body convening a general meeting shall be responsible for the accuracy of the list of participants in the general meeting.

Article 10 – Holding a general meeting

1. Shareholders may exercise their right to participate in and vote at a general meeting both personally and through a proxy holder.

2. A proxy holder may be appointed and a notification of such appointment shall be made either in writing or in an electronic form. In addition, if a joint-stock company is an accountable undertaking under the Law of Georgia on Securities Market, whose securities are admitted for trading on the stock exchange, it shall personally or through a third party offer the shareholders at least one effective method of notification by electronic means. The above procedure shall also apply to the revocation of the appointment of a proxy holder.

3. A manager and a member of the supervisory board of a joint-stock company shall not have the right to participate in a general meeting as proxy holders.

4. The exercise of a shareholder's rights through a proxy holder may not be restricted, unless there is a potential conflict of interest between the proxy holder and the shareholder, in whose interest the proxy holder is bound to act.

5. A proxy holder shall cast votes in accordance with the instructions issued by the shareholder thus represented.

6. Where a proxy holder holds proxies from several shareholders, the proxy holder shall have the right to cast votes for a certain shareholder differently from votes cast for another shareholder.
7. The management body and the supervisory board shall participate in the work of the general meeting.
8. A shareholder or a proxy holder shall not exercise a voting right if a general meeting is discussing the issue of bringing a claim against or concluding an agreement with the shareholder by the joint-stock company, or the shareholder has a conflict of interest with the issue being discussed, or that issue is otherwise directly related to the shareholder.
9. At least one member of the management body and the supervisory board of a joint-stock company shall have the opportunity to speak at a general meeting.
10. Pursuant to a decision of the management body of a joint-stock company, the participants of a general meeting may not only attend the general meeting personally, but together with or instead of such form of participation, electronic means of communication may also be used.
11. Pursuant to a decision of the management body of a joint-stock company, a shareholder may be permitted to vote at a general meeting without attending the general meeting, including by electronic means. Pursuant to a decision of the management body of a joint-stock company, a shareholder may vote by correspondence/by electronic means in advance of or during a general meeting.
12. In the case of voting by electronic means, the possibility to identify a person and the safety of the electronic communication system shall be ensured, for which the management body of a joint-stock company shall be responsible.
13. Pursuant to a decision of the management body of a joint-stock company, a real-time video and audio transmission of a general meeting, as well as a real-time two-way communication, may be ensured, enabling the shareholders to address the general meeting from a remote location.
14. The general meeting is authorised to adopt decisions if attended by the shareholders having a majority of votes.
15. A general meeting shall adopt a decision by a majority of votes of the participants in the voting, unless a greater number of votes is required by law or this Statute for the adoption of decisions.
16. A new version of the Statute, the amendments to the instrument of incorporation, or a decision on increasing the capital by issuing additional shares, shall be adopted by a majority of three quarters of the votes of participants in the voting.
17. The voting right of a shareholder shall be determined according to the number of shares.
18. The voting right of a shareholder shall arise from the moment the contributions for shares are fully paid up.

19. A general meeting shall be chaired by the chairperson of the supervisory board. In the case of his/her/its absence, the chairperson of a general meeting shall be elected by the general meeting by a majority of votes.

20. The form of voting during the general meeting shall be determined by the general meeting by a majority of votes of the participants in the voting.

21. The chairperson of a general meeting shall allow all shareholders participating in the general meeting to speak during the discussion of the items on the agenda.

22. Voting results shall be announced at a general meeting.

23. By a decision of the general meeting, a member of the supervisory board and a manager of a joint-stock company may be elected by cumulative voting, which entails the following:

a) a shareholder distributes all of his/her/its votes to any number of candidates so that the sum of votes cast by that shareholder during the voting does not exceed the total number of votes that he/she/it has;

b) a shareholder may use his/her/its votes only to vote for a candidate;

c) if the number of candidates is less than or equal to the number of members/persons to be elected, all candidates who receive at least one vote shall be considered elected. If the number of candidates is more than the number of members/persons to be elected, the candidates who receive a majority of the votes of participants in the voting shall be considered elected.

24. Within 15 days after the completion of a general meeting, the minutes of the general meeting shall be drawn up, which shall be signed by the chairperson of the general meeting. If a notary public attends the general meeting, the minutes of the general meeting shall be drawn up and signed by the notary public as well. If a joint-stock company is an accountable undertaking under the Law of Georgia on Securities Market, whose securities are admitted for trading on the stock exchange, the minutes of the general meeting shall be drawn up by a notary public and signed by the notary public and the chairperson of the general meeting.

25. The minutes of a general meeting shall include the following:

a) the brand name of the joint-stock company;

b) the place and date of holding the general meeting;

c) the total number of voting shares;

d) the number of voting shares participating in or represented at the general meeting;

e) the form of the general meeting, the form of voting, and decisions adopted according to the order of items on the agenda of the general meeting;

f) for each decision: the number of shares based on which the votes were rightfully cast, the portion in the subscribed capital represented by such votes, the total number of votes, the number of votes cast both for and against the decision, and the number of shareholders who abstained from casting a vote.

26. The minutes of a general meeting shall be accompanied by all documents certifying that the general meeting has been convened according to the established procedure.

Article 11 – Scope of authority of the general meeting

1. The general meeting shall make decisions on the issues falling within the scope of authority of the general meeting under law and this Statute, including on the following:

- a) amending the instrument of incorporation, adopting a new version of the Statute;
- b) issues provided for by Article 5(6) of the Law of Georgia on Entrepreneurs;
- c) changing the management system of a joint-stock company;
- d) the reorganisation of a joint-stock company;
- e) the winding-up of a joint-stock company, the appointment of a liquidator, and the approval of interim and final liquidation balance sheets;
- f) the authorisation of the redemption of shares by a joint-stock company;
- g) the alteration of the subscribed capital;
- h) determining the composition of the supervisory board, the number, election and recall, and the amount of remuneration of their members, and their structure;
- i) the approval of the audit report of a joint-stock company and the selection of a person to conduct an audit;
- j) the approval of a financial report and distribution of dividends;
- k) determining the procedure for holding a general meeting, and electing a vote counting commission;
- l) participation in court proceedings against the members of the management body/managers and members of the supervisory board of a joint-stock company, including the appointment of a representative in such proceedings;
- m) the acquisition, alienation, exchange (interrelated transactions) or encumbrance otherwise of the assets of a joint-stock company, the value of which is more than half the book value of the assets of the joint-stock company, except for transactions that fall within the ordinary business activities;
- n) determining the number, nominal value and classes of shares, and the attaching rights;
- o) changing the nominal value of shares, or subscribing additional shares;
- p) determining the form and amount of remuneration of managers.

2. Under a decision of the general meeting, the power to adopt decisions on the issues determined by paragraph 1(n)-(p) of this article may be transferred to the supervisory board or the management body of a joint-stock company.

3. The general meeting shall not have the right to adopt decisions on the issues which fall within the scope of authority of other bodies, unless such bodies apply to the general meeting with a request to decide on the issues falling within their authority.

4. The decision/minutes of the general meeting shall be valid if:
- a) the general meeting has been convened by an authorised body/person according to the procedure established by law and this Statute;
 - b) the minutes of the general meeting have been certified according to the procedure established by law;
 - c) a written notice published on the authorised user's page of the electronic platform/an invitation sent to the partners on convening the general meeting contains the agenda of the general meeting, the brand name of the joint-stock company, and the place, date and time of the general meeting;
 - d) the procedure for serving upon the partners a notice on the decision to convene the general meeting has been observed;
 - e) the matter to be discussed at the general meeting falls within the scope of authority of the general meeting;
 - f) the decision to amend the instrument of incorporation/to adopt a new Statute does not contravene law;
 - g) the decision does not contravene provisions of law whose primary purpose is the protection of creditors' rights;
 - h) the decision does not contravene public order or moral standards.
5. The decision/minutes of the general meeting may be appealed in court.
6. Managers shall immediately submit to the registration authority a legally effective court decision on invalidating a decision of the general meeting, if registration has already been effected on the basis of an appealed decision of the general meeting.
7. Managers shall immediately publish information on the court decision concerning the invalidity of the decision of the general meeting, or a part of it, on the website of the joint-stock company, or otherwise inform the partners in this regard.

Article 12 – Management body

1. A joint-stock company shall be managed and represented as against third parties by the management body, which comprises one or more managers. A manager may be a legally competent natural person or a legal person. The representative powers of the management body may not be limited in relations with third parties.
2. The management body shall comply with the decisions adopted by the general meeting and the supervisory board within their authority.
3. The management body of a joint-stock company shall prepare issues, upon the request of the general meeting, which fall within the scope of authority of the general meeting.
4. The nature of the relationship with and the remuneration of a manager shall be determined by the Law of Georgia on Entrepreneurs and a service agreement, which is concluded with the manager by the chairperson of the supervisory board on behalf

of the joint-stock company once a person is appointed as the manager of the joint-stock company.

5. If, at the time of entering into an agreement, a contracting party knew of the limitation of the powers of the management body of a joint-stock company, the joint-stock company shall have the right to challenge the validity of the agreement. The same shall apply if a person with representative powers and a contracting party intentionally act jointly to cause damage to the company, to which end the person with representative powers acts.

6. If a joint-stock company has several managers, the supervisory board of the joint-stock company may appoint one of the members of the management body of the joint-stock company as the chairperson of the management body.

7. The term of office of the chairperson of the management body of a joint-stock company shall not exceed his/her/its term of office as a member of the management body.

8. The chairperson of the management body of a joint-stock company, as a representative of a collegiate body, shall coordinate the activities of the management body of the joint-stock company, chair the meetings of the management body, and control the proper fulfilment of their duties by the bodies accountable to the management body.

9. The chairperson of the management body of a joint-stock company shall provide information to the supervisory board on the operation of the management body and the bodies subordinated to it.

10. A meeting of the collegiate management body shall be authorised to adopt decisions if attended by a majority of its members. If the meeting is not attended by the chairperson of the management body, the attending members shall elect the chairperson of the meeting by a majority of votes. The management body of a joint-stock company shall make decisions by a majority of votes of the participants in the voting. If, in the decision-making process, the votes are equally divided, the vote of the chairperson of the management body/chairperson of the meeting shall be decisive, unless otherwise provided for by law.

11. The rules established by the Law of Georgia on Entrepreneurs and this Statute for convening and holding the meetings of the supervisory board shall apply to convening and holding the meetings of the management body.

12. A meeting or a part of it may be closed to a manager about whom an issue needs to be discussed at the meeting.

13. A manager of a joint-stock company shall be appointed and may be dismissed by the supervisory board. A manager shall be appointed for a maximum term of three years, with the right to reappointment. If, after the expiry of the said period, a new term of office of the manager or the replacement of the person with management and representative powers is not registered as provided for by law, the term of office

of the registered manager shall be considered extended for an unlimited period of time.

14. If the appointment of a manager of a joint-stock company is delayed, without whom the joint-stock company cannot carry out its activities, a manager may be appointed by a court based on a shareholder's or a creditor's application. A manager of a joint-stock company appointed by a court shall have the right to request from the joint-stock company remuneration for his/her/its work and the reimbursement of reasonable monetary expenses. If a manager appointed by a court and the joint-stock company fail to agree thereon, the court shall determine the amount of remuneration to be paid and expenses to be reimbursed.

15. The general meeting or the supervisory board, if any, shall be authorised to dismiss a manager at any time, without stating the reason therefor. Any agreement that contradicts this provision shall be void.

16. The management body of a joint-stock company shall prepare issues, upon the request of the general meeting, which fall within the scope of authority of the general meeting.

17. The management body of a joint-stock company shall make decisions on the issues that fall within the scope of its authority, including on giving consent to a transaction determined by law, and the incorporation of or shareholding in other legal persons.

18. The functions of the management body in the area of management of a joint-stock company may not be transferred to the supervisory board.

19. The management body of a joint-stock company shall publish on the authorised user's page of the electronic platform all information on any change in the composition of the supervisory board of the joint-stock company, the election of the chairperson of the supervisory board, and all related changes, as well as make such information available on the website (if any) of the joint-stock company.

20. All issues that do not fall within the scope of authority of the general meeting or the supervisory board of a joint-stock company under law or this Statute shall fall within the scope of authority of the management body of the joint-stock company.

Article 13 – Supervisory board

1. The supervisory board controls the activities of the management body/managers of a joint-stock company and cooperates with them in the process of preparing and deciding on the issues that are important for the joint-stock company.

2. The supervisory board shall comprise at least three members.

3. A member of the supervisory board may be both a natural person and a legal person.

4. A member of the supervisory board shall be elected by the general meeting by a majority of votes of the participants in the voting.

5. Each member of the supervisory board shall be elected for a term of not more than three years. The term of office of a member of the supervisory board shall be automatically extended, after its expiry, until a general meeting is held and new members are elected at that meeting. A member of the supervisory board may be re-elected.

6. A member of the supervisory board shall control the activities of the management body/managers of a joint-stock company in good faith, and in the cases provided for by law, represent the joint-stock company in relations with the management body/managers.

7. An elected member of the supervisory board may be recalled from membership of the supervisory board at any time, upon a decision of the general meeting. Such decision shall be made by a majority of votes of the participants in the voting.

8. A member of the supervisory board may withdraw from membership of the supervisory board at any time, provided that no harm is caused to the joint-stock company, unless such member has an excusable reason.

9. If a new member is not elected within six months after a member of the supervisory board withdraws from the membership of the supervisory board, a court may appoint a new member of the supervisory board based on an application of the management body. The same rule applies also when the number of the members of the supervisory board is less than the number determined by this Statute.

10. The authority of a member of the supervisory board appointed by a court shall be terminated immediately upon the election of a new member of the supervisory board according to the procedure established by law.

11. A member of the supervisory board may not be at the same time a member of the management body. The management body of a joint-stock company shall publish on the authorised user's page of the electronic platform the information on the composition of the supervisory board, the election of the chairperson of the supervisory board, and all related changes, as well as make such information available on the website (if any) of the joint-stock company.

12. The chairperson and the deputy chairperson of the supervisory board shall be elected by the supervisory board from among its members, by a majority of votes of the participants in the voting. If candidates receive an equal number of votes, the eldest candidate shall be appointed as the chairperson of the supervisory board.

13. The chairperson of the supervisory board shall coordinate the activities of the supervisory board, chair the meetings of the supervisory board, and represent the supervisory board in relations with other bodies, officials and employees of the joint-stock company. A deputy chairperson of the supervisory board shall perform the duties of the chairperson of the supervisory board when the chairperson is absent or unable to perform his/her/its functions.

14. Where relevant, Articles 50, 51, 53 and 55 of the Law of Georgia on Entrepreneurs regarding the liability of the managers of a joint-stock company shall apply to the members of the supervisory board of the joint-stock company.

Article 14 – Authority of the supervisory board

1. The supervisory board of a joint-stock company shall have the right:

a) to request, at any time, from the management body of the joint-stock company a report on the activities of the joint-stock company;

b) to request, review, inspect and examine the business documents of the joint-stock company, including the accounting documents, the property, and the cash office of the joint-stock company; to assign the above tasks to each member of the supervisory board or to engage experts to carry out such tasks;

c) to examine the annual accounts, proposals on profit distribution, and report on the activities of the joint-stock company, and to report to the general meeting in this regard;

d) to represent the joint-stock company in relations with a manager, including in a court;

e) to appeal the decisions of the general meeting in the cases provided for by law.

2. A member of the supervisory board shall have the right to look through the reports and information submitted by the management body/manager.

Article 15 – Meeting of the supervisory board

1. A meeting of the supervisory board shall be held at least once a year. The chairperson of the supervisory board shall hold the meetings of the supervisory board.

2. A member of the supervisory board or the management body shall have the right to request the chairperson of the supervisory board to convene a meeting of the supervisory board immediately. The reasons and purposes for holding the extraordinary meeting shall be included in such request. The chairperson of the supervisory board shall hold the meeting of the supervisory board within 10 days after such request. If a request to convene a meeting of the supervisory board is not granted, a member of the supervisory board or the management body may convene the meeting of the supervisory board.

3. A meeting of the supervisory board shall be headed by the chairperson of the supervisory board, or in his/her/its absence, by the deputy chairperson of the supervisory board, or in his/her/its absence, by one of the members of the supervisory board. The minutes of the meeting of the supervisory board shall be drawn up regarding the progress of the meeting and the decisions adopted. The chairperson of the meeting of the supervisory board shall be responsible for the accuracy and comprehensiveness of the minutes of the meeting.

4. The supervisory board shall be authorised to adopt decisions if a meeting of the supervisory board is attended by at least half of the members of the supervisory board.
5. If the supervisory board is not authorised to adopt decisions, the chairperson of the meeting of the supervisory board shall convene a new meeting within not later than 10 days, which shall be authorised to adopt decisions irrespective of the number of members participating in the voting.
6. Unless otherwise provided for by law, the supervisory board shall make decisions by a majority of votes of the participants in the voting, and each member shall have one voting right. If votes are divided equally, the vote of the chairperson of the supervisory board, or in his/her/its absence, the vote of the chairperson of the meeting, shall be decisive.
7. A decision of the supervisory board shall be documented by a respective record in the minutes of the meeting of the supervisory board. The minutes of the meeting shall be drawn up by the chairperson. The chairperson of the meeting shall be responsible for the authenticity of the minutes of the meeting and for the accuracy of the facts specified therein.

Article 16 – General principles of managing a joint-stock company

1. A manager shall conduct the business of the joint-stock company legitimately and with the diligence of a manager in good faith, in particular, he/she/it shall take care as an ordinary person of sound mind under similar circumstances would take care/act, in the belief that his/her/its actions are in the best economic interests of the joint-stock company.
2. A manager shall be liable to the joint-stock company for any damage incurred as a result of his/her/its culpable failure to fulfil the duty of good faith. The manager's liability for intentional failure to fulfil the duty of good faith may not be limited.
3. The management body, another manager, or in the cases and according to the procedure provided for by law, each partner, shall have the right to claim compensation for any damage inflicted by a manager on the joint-stock company.
4. A manager shall be exempted from liability if he/she/it is carrying out a decision of the general meeting, unless he/she/it has contributed to the decision of the general meeting by providing incorrect information, or if he/she/it knew that such decision would result in damage, and failed to notify the general meeting thereof before making or carrying out the decision.
5. If a transaction value exceeds 50 % of the book value of the assets of the joint-stock company, the transaction shall be approved by the general meeting.
6. If a joint-stock company is insolvent or at the risk of insolvency, a manager shall, without culpable delay but not later than three weeks from the moment the joint-stock company becomes insolvent, file an application for insolvency according to the

procedure established by the Law of Georgia on Rehabilitation and the Collective Satisfaction of Creditors' Claims. The application for insolvency shall not be considered to be culpably delayed if the manager duly fulfils the duty of care.

7. There is no violation of the duty of care, and a manager is not obliged to compensate for any damage incurred by the joint-stock company as a result of his/her/its business decision, if the manager could have reasonably believed that he/she/it made the business decision on the basis of sufficient and reliable information, in the interests of the joint-stock company, independently, and without any conflict of interest or another person's influence. The above provision shall not apply if a business decision is made in violation of the duties provided for by law or this Statute.

8. Without the consent of a joint-stock company, a manager shall not have the right to carry out the same activities that are carried out by the joint-stock company, or to be a manager of another company operating in the same field. Under the service agreement concluded with a manager, the above obligation may remain in force even after the dismissal of the manager, but for not longer than three years. Compensation may be provided for the violation of the said obligation. The amount and the procedure for payment of the compensation shall be determined by the service agreement or an additional agreement between the parties. In the case of a violation of the rules on prohibition of competition, a joint-stock company may require from the violator, in addition to compensation for the damage incurred by the joint-stock company, that the violator pay an agreed penalty. Instead of the compensation for damage, a joint-stock company may require from a violator that he/she transfer to the joint-stock company any profit earned from the transactions conducted on behalf of the violator or a third party, or to cede the right to earn such profit. Such right may be exercised by the management body, another manager, or in the cases provided for by law, by each partner.

9. In the case of a joint-stock company, the consent to carry out the activities determined by paragraph 8 of this article may be given by the general meeting. The consent may be given for general as well as specific activities and/or types of transaction, and participation in the joint-stock company. Such consent shall not be unreasonably withheld. The consent for any activity shall be considered given if, at the time of the appointment of the manager of the joint-stock company, the partners knew that the manager of the joint-stock company was carrying out such activity but they did not require him/her to stop.

10. Without the prior consent of a joint-stock company, a manager shall not have the right to take advantage, for personal benefit or for the benefit of other persons than the joint-stock company, of business opportunities related to the field of activities of the joint-stock company, which he/she/it became aware of while performing his/her/its official duties or on account of his/her/its position, and which may

reasonably have been a subject of interest for the joint-stock company. The prior consent of a joint-stock company shall not be required if the general meeting has already discussed such opportunities and refused to take advantage of them. The above obligation shall remain in force for not more than three years after the dismissal of a manager. The service agreement concluded with the manager may provide for a shorter period. Prior consent to take advantage of the business opportunities may be given by the general meeting.

11. If the rule of prohibition of misappropriation of business opportunities is violated, a joint-stock company may require from the violator compensation for any damage (including lost profits) incurred by the joint-stock company as a result of such violation. Instead of the compensation for damage, a joint-stock company may require from a violator that he/she transfer to the joint-stock company any profit earned from the transactions conducted on behalf of the violator or a third party, or to cede the right to earn such profit. The right to such claim may be exercised by the management body, or in the cases provided for by law, by each partner.

12. If an obligation is not fulfilled as a result of any action or omission of more than one manager, they shall be jointly and severally liable to the joint-stock company.

13. The general meeting may decide to waive or settle a claim in respect of damage inflicted on the joint-stock company by a manager, unless such decision is objected to by shareholders holding at least 10 % of votes. A manager shall also be exempted from liability for the damage incurred by a joint-stock company if, by his/her/its actions, the manager was fulfilling a decision of the general meeting. A manager, whose exemption from liability for damage incurred by the joint-stock company is being discussed, shall not participate in the voting on that issue.

14. The liability of a manager for damage incurred by a joint-stock company as a result of his/her/its deliberate failure to perform his/her/its duties may not be excluded from a service agreement concluded with the manager.

15. A manager shall also comply with the requirements of Article 208 of the Law of Georgia on Entrepreneurs.

Article 17 – Winding-up and reorganisation of a joint-stock company

1. The following shall be the grounds for the winding-up of a joint-stock company:

a) a decision of the partners of the joint-stock company on the winding-up of the joint-stock company;

b) a violation of the requirements of law regarding the mandatory number of partners of the joint-stock company;

c) the entry into force of a court judgment in a criminal case concerning the liquidation of a legal person;

d) a court decision made on the winding-up of the joint-stock company based on an application/lawsuit of a partner of the joint-stock company.

2. The winding-up of a joint-stock company shall be carried out according to the procedure established by the Law of Georgia on Entrepreneurs.
3. Where there are significant grounds, a joint-stock company may be wound up by a court decision on the basis of a shareholder's application/lawsuit. Significant grounds exist if one of the shareholders has violated, intentionally or by gross negligence, any significant obligation imposed on him/her/it by law or this Statute, or if the shareholder no longer fulfils his/her/its duties and the goals of the joint-stock company can no longer be achieved.
4. A shareholder may redeem through a court, at a fair price, the shares of a shareholder who has filed to the court an application for the winding-up of a joint-stock company, within 30 days after such application has been filed. In that case, each shareholder shall be allowed to participate in the redemption of the shares in proportion to their shares, unless the other shareholders have agreed on a different procedure for distributing the shares.
5. A joint-stock company may be reorganised in the following forms:
 - a) the conversion of the joint-stock company;
 - b) the merger with another company (a merger by acquisition or a merger by the formation of a new company);
 - c) the division of the joint-stock company (division or separation).
6. The reorganisation of a joint-stock company shall be carried out according to the procedure established by the Law of Georgia on Entrepreneurs.
7. The rights and obligations of the shareholders as provided for by the Law of Georgia on Entrepreneurs shall be taken into consideration in the process of winding-up and reorganisation of a joint-stock company.
8. The liquidation of a joint-stock company shall be jointly administered by its managers, who shall be appointed as liquidators, unless a decision of the general meeting provides for the appointment of other persons as liquidators.
9. The liquidators shall immediately notify the creditors of the winding-up of a joint-stock company by publishing an appropriate announcement on the authorised user's page of the electronic platform (an electronic address) of the registration authority or on their websites, and invite them to submit their claims.
10. A liquidator shall meet the requirements set out for the managers of a company.
11. The general meeting shall be authorised to dismiss a liquidator at any time, unless the liquidator is appointed by a court.
12. A manager shall submit an application to the registration authority for the registration of liquidators with the Registry of Entrepreneurial and Non-entrepreneurial (Non-commercial) Legal Entities. A shareholder shall also have the right to submit such application to the registration authority. A document on the appointment or dismissal of a liquidator and on the liquidator's powers, certified in accordance with the legislation, a specimen signature of the liquidator, and if the

liquidator is not a manager, the consent of the liquidator, shall be attached to the application. In the case of any change of liquidators or their powers, the liquidators shall submit an application for the purpose of registration of the changes with the Registry of Entrepreneurial and Non-entrepreneurial (Non-commercial) Legal Entities.

13. When carrying out activities related to liquidation, liquidators shall have the same rights and obligations as managers, except for the prohibition of competition. The duty of care in special circumstances shall apply to liquidators. The liquidators are obliged to finish current operations, sell assets and cover the obligations of the joint-stock company. Liquidators shall have the right to enter into new transactions, if they are necessary for liquidation.

14. The assets of a joint-stock company that goes into liquidation shall be distributed among its shareholders based on the rights attached to their shares.

15. If contributions were not made in full, initially the contributions or their equivalent value shall be returned, and the remaining assets shall be distributed based on the rights attached to the shareholders' shares.

16. If the assets are not enough to return the contributions, the remaining assets shall be distributed based on the rights attached to the shares, or where the contributions were not made in full, in proportion to their paid-up portions.

17. The assets of a joint-stock company may be distributed only after five months from covering the liabilities of the joint-stock company and publishing an announcement on the winding-up of the joint-stock company. Based on a court decision, the assets of a joint-stock company may be distributed after three months from publishing an announcement on the winding-up of the joint-stock company, if there is an independent auditor's report to the effect that all liabilities have been covered, and in the current circumstances, the distribution of assets does not prejudice the rights of third parties.

18. If known creditors fail to submit their claims, the assets of a joint-stock company may be distributed only after depositing the equivalent value of their claims in the deposit account of a court or a notary public.

19. If a claim is disputable or has not matured, the assets may be distributed only if a creditor is offered a security equivalent to the claim.

20. A joint-stock company which is wound up on the basis of the shareholders' decision may continue to exist if so decided by the general meeting by a majority of three quarters of the votes of the participants in the voting, and if the distribution of the assets of the joint-stock company among the shareholders has not begun.

21. A decision on a wound up joint-stock company continuing its existence shall be submitted to the registration authority by the liquidators for registering with the Registry of Entrepreneurial and Non-entrepreneurial (Non-commercial) Legal

Entities. The liquidators shall also prove that the distribution of the assets of the joint-stock company among the shareholders has not begun.

22. A decision on a wound up joint-stock company continuing its existence shall enter into force only after its registration with the Registry of Entrepreneurial and Non-entrepreneurial (Non-commercial) Legal Entities.

23. Complete distribution of the assets of a joint-stock company shall result in the completion of its liquidation. The liquidation proceedings of a joint-stock company shall be completed not later than four months after the registration of the commencement of its liquidation, or if the timeframe for a tax audit has been extended, not later than one month after the registration authority receives information on the completion of the tax audit.

24. The liquidators shall apply to the registration authority with a request to register the liquidation, on the basis of which the registration authority shall revoke the registration of the joint-stock company.

Article 18 – Accounting, reporting and audit

1. Accounting, and the preparation, submission and audit of financial statements of a joint-stock company, shall be carried out in accordance with the Law of Georgia on Accounting, Reporting and Audit.

2. The participation of the shareholders, and the members of the management body and the supervisory board, of the joint-stock company in the audit shall not compromise an auditor's independence and objectivity.

3. The managers and the members of the supervisory board of a joint-stock company shall be jointly responsible for the preparation and submission of financial statements in accordance with the Law of Georgia on Accounting, Reporting and Audit.

Article 19 – Final provisions

1. This Statute may be amended by the Minister of Justice of Georgia. In the case of any discrepancy between the Law of Georgia on Entrepreneurs and this Statute, the former shall prevail.

2. The declaration of any provision of this Statute as invalid shall not affect the validity of other provisions of this Statute.