

TO THE ATTENTION OF THE SHAREHOLDERS OF JSC BANK OF GEORGIA

The following amendments and modifications have been made to the draft of the charter of JSC Bank of Georgia to be discussed / voted at the general meeting of the shareholders to be held on 30 May 2008:

Article / clause	Nature of the amendment	Comment
3.1	The amount of authorized charter capital was changed (increased)	The amendment was made due to issuance of the new shares. The amendment will be included in the new draft of the charter if the general meeting of the shareholders (30 May, 2008) approves increase of the authorized capital.
3.2	The amount of the shares of the Bank was changed (increased)	The amendment was made due to issuance of the new shares. The amendment will be included in the new draft of the charter if the general meeting of the shareholders (30 May, 2008) approves increase of the authorized capital.
7.3.1-7.3.2	Liquidation of the bank has been moved from clause 7.3.1 to clause 7.3.2	The amendment has been made in light of the recently (March, 2008) adopted amendments to the Georgian law “on Entrepreneurs”
7.3.11	Clause 7.3.11 (regarding election of the audit committee members by the general meeting of the shareholders) has been deleted	According to the recent (March, 2008) amendments to the Georgian banking law the audit committee is formed and its members are elected by the supervisory board.
New 7.3.11 (former 7.3.12)	Reference to the “special controller” has been deleted	After the recent amendments the Georgian law “on Entrepreneurs” does not envisage the notion of the “special controller”
7.5	The new voting procedure provides that charter amendments, merger, de-merger, liquidation, as well as cancellation of the preemptive rights to the newly issued shares requires more than 75% of the votes attending or represented at the general meeting of the shareholders. All other decisions require simple majority of the votes.	The amendments have been made in line with the recently adopted amendments to the law “on Entrepreneurs”.
8.6	The amended clause allows management board members to be elected to the supervisory board, provided that management board members do not have majority of the supervisory board seats.	The amendments have been made in line with the recently adopted amendments to law “on Entrepreneurs” and the banking law
8.7	The fit and proper criteria has been amended for the supervisory board members	The new fit and proper criteria has been formed in accordance with the latest amendments to banking law
8.15.1	The new wording provides that the tasks of the supervisory board include supervision of the activities of each of the members of the management board	The amendments have been made in line with the recently adopted amendments to the law “on Entrepreneurs”.

8.18	The new clause 8.18 provides that at the request of any of the supervisory board members the annual report of the Bank shall include the information on refusal of the board to approve any issue within the competence of the board (except for the issues within the scope of routine economic activity of the Bank).	The amendments have been made in line with the recently adopted amendments to the law “on Entrepreneurs”.
9.2	The amended clause provides that the management board comprises of the CEO and at least 3 directors	Due to the growth of the Bank, it may be necessary to increase the number of the directors. Therefore, the upper limit (up to 5 members of the management board) for the management board members has been removed.
9.3	The fit and proper criteria has been amended for the management board members	The new fit and proper criteria has been formed in accordance with the latest amendments to banking law
9.7	The amendment provides that signatures of two directors are not required if the transaction is approved by the supervisory board.	The purpose of the article is to have double control over the material transaction – either two directors should sign the transaction documents, or the board shall approve the transaction terms and one of the directors will sign the necessary documents
Art. 10	The amendments have been made to reflect the recent amendments to the banking law, which provides that the audit committee has to be formed by and shall report to the supervisory board. The principles for the composition of the audit committee, as well as some new functions have been added to the relevant clauses	The amendments have been made in line with the recently adopted amendments to the banking law

Certain minor editorial changes have also been made to the text of the charter.

For further clarifications, please, contact in writing the Investor Relations Department at the head office of JSC Bank of Georgia until 20 May 2008.