

To the Attention of JSC “Bank of Georgia’s” Shareholders!

On December 17 of the current year at 19 o’clock Extraordinary General Meeting (the “EGM”) of JSC “Bank of Georgia’s” Shareholders will be held. The agenda of the EGM is as follows:

1. About the changes in JSC “Bank of Georgia’s” Charter;
2. About the acquisition of the shares of JSC “TbilUniversalBank” by JSC “Bank of Georgia” and the merger of JSC “TbilUniversalBank” with JSC “Bank of Georgia”;
3. About the acquisition of shares of “British-Caucasian Insurance Company” by JSC “Bank of Georgia”;
4. Approval of the external audit company for auditing JSC “Bank of Georgia’s” 2004 financial results;
5. About the changes in the Supervisory Board of JSC “Bank of Georgia”;
6. About the compensation for the members of the Supervisory Board of JSC “Bank of Georgia”;
7. About the changes in the Audit Committee of JSC “Bank of Georgia”;
8. About the compensation for the members of the Audit Committee of JSC “Bank of Georgia”.

The Supervisory Board and the Management Board of JSC “Bank of Georgia” recommend the following about the agenda of December 17, 2004 EGM:

About the first item of the agenda:

The position of the Vice-Chairman of the Supervisory Board should be included in the Charter of JSC “Bank of Georgia”. Simultaneously, the additional title - the President - of the Chairman of the Supervisory Board included in the Charter should be abolished. For these purposes the proposed formulation of the relevant articles of the Charter is as follows:

1. “Article 11.8. The General Meeting of Shareholders is presided by the Chairman of the Supervisory Board (in case of his absence, the Vice-Chairman of the Supervisory Board). The minutes on the meetings and resolutions made by the General Meeting of Shareholders are prepared by the notary”.
2. “Article 12.3. The Chairman of the Supervisory Board (in case of his absence, the Vice-Chairman of the Supervisory Board) calls the meeting of the Supervisory Board, sets the meeting agenda. The minutes of the meetings are prepared by the Chairman (in case of his absence, the Vice-Chairman) or the Secretary of the Supervisory Board”.
3. “Article 12.5.8. Supervisory Board elects the Chairman of the Supervisory Board and the Vice-Chairman from its members.”
4. Other Articles of the Charter to remain unchanged.

About the second item of the agenda:

1. Note and approve the resolution of the Management Board about the acquisition of shares (100%) of JSC “TbilUniversalBank” by JSC “Bank of Georgia”;
2. Authorize the Management Board of JSC “Bank of Georgia” to timely merge JSC “TbilUniversal Bank” with JSC “Bank of Georgia” according to the rules provided by law and the terms and conditions provided in the draft merger agreement. Particularly:
 - JSC “TbilUniversal Bank” will merge (unite) with JSC “Bank of Georgia”;
 - As a result of the merger JSC “TbilUniversal Bank” will not exist any more and the name of the merged (united) stock company will be JSC “Bank of Georgia”;
 - Authorized Capital and other assets of JSC “TbilUniversal Bank” will be reflected in the balance sheet of JSC “Bank of Georgia” without the changes in the Authorized Capital of JSC “Bank of Georgia”;
 - After the merger, the equity share of the shareholders of JSC “Bank of Georgia” will remain the same;
 - The merger will be considered concluded simultaneously to the registration at the relevant district court;
 - As a result of the merger the management structure of JSC “Bank of Georgia” will remain the same;
 - After the merger the employees of JSC “TbilUniversal Bank” will continue to work at the merged (united) stock company; in addition, the further terms and conditions of the employment of the managers and other executives will be defined by the relevant authorities of JSC “Bank of Georgia”;
 - JSC “Bank of Georgia” will be the successor of JSC “TbilUniversal Bank”, which according to the law, will be reflected at the end of the text of Article 1.2 of the Charter of JSC “Bank of Georgia” and will be formulated as follows: “as a result of merging JSC “Tbiluniversal Bank” JSC “Bank of Georgia” is the successor of JSC “TbilUniversal Bank”.
3. The change provided by eighth sub-paragraph of second paragraph of second item of the agenda to be presented to the registering court after the parties sign the merger agreement.

About the third item of the agenda:

1. Note and approve the resolution of Management Board of JSC “Bank of Georgia” about the acquisition of 55% of shares of JSC “British-Caucasian Insurance Company”;
2. Note that JSC “Bank of Georgia” already owns 45% of shares of JSC “British-Caucasian Insurance Company”.

About the fourth item of the agenda:

Approve “Ernst & Young Audit” LLC as the auditor of 2004 financial results of JSC “Bank of Georgia”.

About the fifth item of the agenda:

1. Accept the resignation of Mr. Vladimer Pateishvili from the position of the Chairman and the member of the Supervisory Board of JSC “Bank of Georgia”;
2. Accept the resignation of Mr. Elguja Silagadze from the position of the member of the Supervisory Board;
3. Approve Mr. Tariel Gvalia as a member of the Supervisory Board;
4. Approve Mr. Ian Hague as a member of the Supervisory Board;

About the sixth item of the agenda:

According to Article 11.9 of the Charter of JSC “Bank of Georgia” the General Meeting of Shareholders resolves the issues regarding the compensation of the members of the Supervisory Board. On December 17 the Extraordinary General Meeting of Shareholders should make a decision about implementing the position of the Vice-Chairman of the Supervisory Board. Consequently, the issue of compensation for the Vice-Chairman of the Supervisory Board was put on agenda.

The project of the resolution of General Meeting of Shareholders:

1. The compensation for the Vice-Chairman of the Supervisory Board to equal to the amount recommended by the General Meeting of Shareholders.

About the seventh item of the agenda:

1. Accept the resignation of Mr. Jacob Meskhia from the position of the member of the Audit Committee of JSC “Bank of Georgia”;
2. Accept the resignation of Mr. Irakli Gilauri from the position of the member of the Audit Committee of JSC “Bank of Georgia”;
3. Approve Ms. Mariam Megvinetukhutsesi as a member of the Audit Committee of JSC “Bank of Georgia”;
4. Approve Mr. Irakli Rekhviashvili as a member of the Audit Committee of JSC “Bank of Georgia”.

About the eighth item of the agenda:

1. The compensation of the Chairman and the members of the Audit Committee of JSC “Bank of Georgia” to equal to the amount recommended by the General Meeting of Shareholders.



Those shareholders who are interested in further information and recommendations should contact the Management Board of JSC “Bank of Georgia” at the following address: 3 Pushkin Street, 0105, Tbilisi, Georgia.

The registration of the shareholders will start at 17 o'clock.

The EGM will be held at the Head Office of JSC “Bank of Georgia” at 3 Pushkin Street, 0105, Tbilisi, Georgia.

According to the rules of “About the procedures for declaration and publication of the General Shareholders’ Meeting of a publicly traded company and invitation of the shareholders to the General Shareholders’ Meeting” the record date of the General Shareholders’ Meeting is November 15, 2004.

The right for participation in the General Shareholders’ Meeting can be verified from December 6 of the current year at the registrar of JSC “Bank of Georgia” , “Register” Ltd at the following address: 74a Chavchavadze Avenue, Tbilisi.