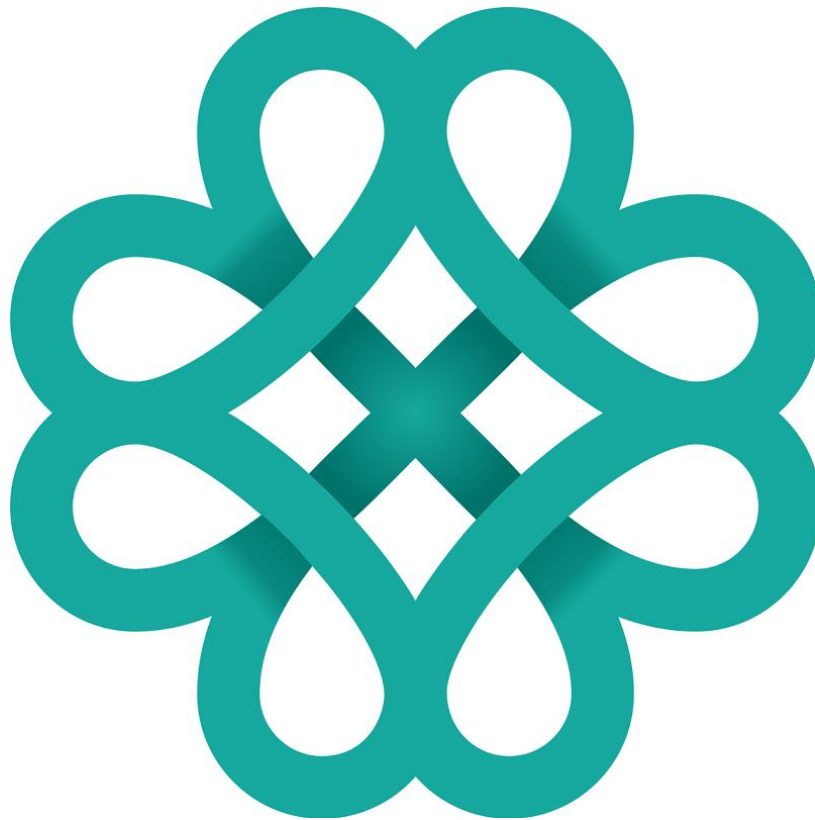


Internal Audit Department Bylaws



1. General Provisions

1.1. These Bylaws constitute an internal normative document of JSC "Georgia Healthcare Group" (hereinafter the "Company") and define the purpose, objectives, functions, rights, duties, responsibilities, and structure of its structural unit — the Internal Audit Department (hereinafter the "Department").

1.2. The Department conducts its activities in accordance with the legislation and normative acts of Georgia, the Company's Charter, internal regulations, these Bylaws, and the International Professional Practices Framework (IPPF) for internal auditing, provided they do not conflict with Georgian legislation.

1.3. The Department is an independent structural unit of the Company, accountable to the Company's Audit Committee and the Supervisory Board.

1.4. The Director of the Department is appointed and dismissed by the Company's Supervisory Board based on the nomination and consent of the Audit Committee.

1.5. The Audit Committee determines, and the Supervisory Board approves, the remuneration and material incentives for the Department Director and other employees, as well as other expenses related to the Department's operations.

1.6. Decisions regarding changes in the Department's personnel (appointment, promotion, demotion, dismissal) are made by the Company's Audit Committee upon the recommendation of the Department Director.

1.7. Proposals for amendments and additions to these Department Bylaws are reviewed and approved by the Audit Committee.

2. Goals and Objectives

2.1. The goal of the Department is to assist the Company in achieving its objectives by providing a systematic evaluation of the internal control, risk management, and corporate governance processes of the Company and its subsidiaries and by developing recommendations for their improvement.

2.2. The Department's objective is to determine the adequacy and effectiveness of the risk management, control, and corporate governance processes developed and implemented by the Company's management to ensure:

- Timely identification and management of risks facing the Company;
- Accuracy and timeliness of financial, managerial, and operational information;
- Compliance of the Company's activities with effective legislative requirements;
- Efficient and effective use of resources.

3. Functions

To achieve its goals and solve its objectives, the Department shall perform the following functions:

3.1. Establish the forms and methodology for internal audit activities;

3.2. Develop risk-based annual and quarterly internal audit plans and submit them to the Audit Committee for approval;

- 3.3. Conduct audit reviews to assess the adequacy of the internal control system, risk management system, and corporate governance;
- 3.4. Discuss audit results and recommendations during or after the audit with the persons whose activities were audited to ensure objective implementation;
- 3.5. Prepare conclusions based on the results of the performed reviews and submit them to the relevant management;
- 3.6. Develop recommendations to correct violations and deficiencies identified during the audit and submit them to the relevant management;
- 3.7. Verify the timely and adequate implementation of measures by the Company's Directorate based on the results and recommendations of internal and external audits;
- 3.8. Submit quarterly and annual reports to the Audit Committee on the work performed, including all significant decisions, recommendations, and corrective actions taken by the Company's Directorate;
- 3.9. Conduct targeted internal audit reviews at the request of the Supervisory Board and Management, in agreement with the Audit Committee;
- 3.10. Provide consulting services within its competence;
- 3.11. Participate as a consultant in the process of forming the Company's internal normative acts and procedures upon request.

4. Rights

For the effective implementation of assigned functions, the Department has the right to:

- 4.1. Make decisions regarding the forms and methodology of internal audit activities in agreement with the Audit Committee;
- 4.2. Request and receive any type and form of existing information, materials, and primary documentation from the Company, its subsidiaries, and any of their structural units;
- 4.3. Request and receive any necessary explanations related to the audit in oral or written form;
- 4.4. Fully audit the financial, economic, and administrative activities of the Company and its subsidiaries; verify accounting practices and procedures; and determine compliance with legislation and established norms;
- 4.5. Receive immediate and unimpeded information regarding any incident (violations of law/internal acts, material risks to assets, inefficient spending, or threats to reputation) upon identification;
- 4.6. Request information on amendments to normative acts from the relevant structural units responsible for their execution and control;
- 4.7. Fully audit and evaluate corporate governance practices and request all necessary policies, procedures, or decisions;
- 4.8. Study all operations between members of the Company's Directorate and related parties to eliminate conflicts of interest;

- 4.9. Communicate independently or together with external audit with the Company's clients, debtors, creditors, and other third parties to verify audited transactions;
- 4.10. Maintain direct and confidential communication with the Audit Committee, Supervisory Board, Directorate, structural units, and external auditors;
- 4.11. Meet with any employee or representative of the Directorate to discuss significant audit issues and, if necessary, request an extraordinary meeting of the Audit Committee;
- 4.12. Conduct surprise inspections of the Company's structural units without prior notice;
- 4.13. Review the status of implementation of internal/external audit recommendations and regulatory/supervisory body requirements;
- 4.14. Present reasoned proposals regarding changes in the risk management system, internal control system, and corporate governance;
- 4.15. Request necessary resources (personnel, informational, material-technical, financial, etc.) to achieve the goals defined by these Bylaws;
- 4.16. Request adequate support, including personnel resources, from other structural units for the effective implementation of its functions;
- 4.17. Involve personnel from other structural units in the audit team for qualified reviews;
- 4.18. Present its own opinions and proposals regarding the Department's activities;
- 4.19. Exercise all other rights granted by current legislation.

The Internal Audit Department is prohibited from:

- Directly participating in the operational activities of the Company or its subsidiaries;
- Initiating or authorizing any transactions (except those directly related to the Department);
- Managing the Company/subsidiaries or giving orders to employees, except when those employees are involved in specific Department projects/audits.

5. Duties

- 5.1. Provide adequate and qualified consulting support to other structural units within its competence;
- 5.2. Implement the functions, rights, and duties defined by these Bylaws and strictly adhere to regulatory standards, the Company's Charter, and international professional standards;
- 5.3. Provide explanations to Management, the Supervisory Board, and the Audit Committee regarding audit findings;
- 5.4. Immediately notify the Audit Committee and Supervisory Board of any factors hindering the Department's activities;
- 5.5. Strictly maintain the confidentiality of information regarding the Company's status;
- 5.6. Protect the confidentiality of information obtained during internal audit activities;

5.7. Assist the Company's security service in investigating and identifying misconduct;

5.8. Participate with the Directorate and external auditors in planning/conducting audits related to the purchase/sale of assets and similar proposals.

6. Responsibility

The Department is responsible for:

6.1. Incomplete or untimely reporting of identified violations and risks to the Audit Committee, Supervisory Board, and Executive Management;

6.2. Failure to achieve goals, solve objectives, or effectively implement the functions and duties defined by these Bylaws;

6.3. Violations of legislative acts, the Company's Charter, internal regulations, or international professional audit standards.

7. Structure

7.1. The Department is headed by the Department Director, who conducts activities based on these Bylaws and the relevant job description;

7.2. In the Director's absence, they are replaced by a Department employee to whom authority has been delegated in advance;

7.3. To achieve goals and solve objectives, the Department Director submits, and the Audit Committee approves, the Department's structure, staffing table, remuneration, and any changes therein.