

BOSNIA AND HERZEGOVINA
FEDERATION OF BOSNIA AND HERZEGOVINA
SECURITIES COMMISSION OF THE FEDERATION
OF BOSNIA AND HERZEGOVINA

Pursuant to the provisions of Article 14, paragraph (6) and Article 110 of the Law on Voluntary Pension Funds (Official Gazette of FBH, 104/16), and Article 12 of the Law on Securities Commission (Official Gazette of FBH, 39/98, 36/99, 33/04, 92/13 and 6/17), the Securities Commission of the Federation of Bosnia and Herzegovina, at its 545th session held on November 23, 2017, adopted the following

**Rulebook
on the Issuing of the Operating License and Acquiring a Qualifying Stake of Voluntary
Pension Fund Management Companies**

Introductory provision

Article 1

This Rulebook regulates:

- a) Additional documents and information to be enclosed to the operating license application by voluntary pension fund management companies (hereinafter: management companies), and
- b) Documents to be enclosed to the application for the approval of acquiring a stake/qualifying stake in a management company.

Documents enclosed to operating license application

Article 2

- (1) In addition to documents prescribed by Article 11 of the Law on Voluntary Pension Funds (Official Gazette of FBH, 104/16 – hereinafter: the Law), the following shall be enclosed to the operating license application of a management company:
 - a) Request for issuing prior approval of serving as a management member, pursuant to the provisions of the Law and the Rulebook adopted in accordance with Article 23, paragraph (8) of the Law,
 - b) Request for issuing prior approval of serving as a supervisory board member, pursuant to the provisions of the Law and the Rulebook adopted in accordance with Article 23, paragraph (8) of the Law,
 - c) For founders – legal persons: financial statements for three previous years, or if the company was established within the three previous years, financial statements for each year since its establishment, and audit reports, if the financial statements are subject to audit,
 - d) If applicable, information on operations which the management company intends to delegate to third parties pursuant to the provisions of Article 38 of the Law,
 - e) Proof of payment of the Commission's fee.
- (2) The applicant shall also enclose to the operating license application the documents as set out in Articles 4 and 5 hereof, if they are not among the documents as set out in Paragraph (1) hereof.

Article 3

- (1) If the management company operating license application is filed by an existing company, the management of the management company shall enclose to the application the financial statements of the company for three previous years, or if the company was established within the three previous years, financial statements for each year since its establishment.
- (2) If the company referred to in Paragraph (1) hereof is obliged to draw up consolidated and/or audited financial statements, the management of the management company shall enclose to the application the consolidated and/or audited financial statements of the company for three previous years, or if the company was established within the three previous years, the consolidated and/or audited financial statements for each year since its establishment.

Documents enclosed to the application for an extended operating license

Article 4

The applicant shall enclose to the application for an extended operating license the following:

- a) Amended Statute with the document that served as the basis for its adoption,
- b) If applicable, the list of management members and the proof of meeting requirements to serve as management members pursuant to the provisions regulating the operations for which the extended application is filed,
- c) If applicable, a statement on meeting organizational requirements pursuant to the provisions regulating the operations for which the extended application is filed,
- d) If applicable, proof of source of funds for the payment of the initial capital pursuant to the provisions regulating the operations for which the extended application is filed,
- e) Proof of payment of the Commission's fee.

Documents enclosed to the application for the approval of acquiring or increasing a stake/qualifying stake in a management company

Article 5

- (1) Pursuant to Article 16 of the Law, the intended acquiror – a legal person, shall apply for the approval of acquiring or increasing a qualifying stake in a management company, and enclose the following:
 - a) A certified copy of the excerpt from the court registry or other appropriate registry for a foreign legal person,
 - b) Information on whether the intended acquiror has received a final conviction for a minor offence or a criminal offence constituting a violation of regulation within the scope of authority of the Commission or other supervisory authorities of Bosnia and Herzegovina or other countries, or the information whether the intended acquiror has received a final conviction for criminal offences referred to in Article 10, Paragraph (1), point f) of the Law, and whether against the intended acquiror protective measures have been taken pursuant to Article 10, Paragraph (1), point f) of the Law,
 - c) A list of persons related to the intended acquiror as defined by Law, and a description of the relationship,
 - d) Financial statements for three previous years, or if the company was established within the three previous years, financial statements for each year since its establishment, and audited financial statements if the said financial statements are subject to mandatory audit,

- e) Financial statements for the current year, if there have been more than nine months since the previous financial statement,
 - f) Proof of possessing sufficient funds for acquiring a qualifying stake and a description of the method or source of funding, pursuant to the regulations regulating money laundering prevention,
 - g) A statement that the bankruptcy or pre-bankruptcy procedure has not been initiated against the intended acquiror,
 - h) An opinion or approval of the competent authority of another country on the intended acquiror and the intended acquiring, if applicable,
 - i) A statement on meeting the requirements set out in Article 10 of the Law,
 - j) Proof of payment of the Commission's fee.
- (2) Foreign documents referred to herein shall be filed translated into one of the official languages of the Federation of Bosnia and Herzegovina, by a court-appointed translator, and the foreign documents referred to in Paragraph (1), points a) and g) hereof and Paragraph (2), point c) hereof shall be filed certified pursuant to law and international regulations.

Article 6

In the event that the intended acquiror is a senior member of a group, the documents referred to in Article 5, Paragraph (1), points d) and e) hereof shall be drawn up and filed in a consolidated form.

Article 7

In addition to the documents referred to herein, the Commission may, during the procedure of resolving the application, request that other documents be filed if deemed necessary to decide on issuing the approval, including the information prescribed by the law regulating the prevention of money laundering and terrorism financing, collected pursuant to the said law.

Final provision

Article 8

This Rulebook shall come into force on the eighth day from the day of its publication in the Official Gazette of the Federation of Bosnia and Herzegovina.

Ref. No.: 01-02-2486/17
In Sarajevo, November 23, 2017

President
of the Securities Commission
of the Federation of Bosnia and Herzegovina

Hasan Čelam, MSc