



(coat of arms)
MONTENEGRO
CAPITAL MARKET AUTHORITY
No: 03/2-3/4-19
Podgorica, 11 November 2019

Capital Market Authority (hereinafter: the Authority), pursuant to Article 26 of the Capital Market Law (Official Gazette of Montenegro, No. 01/18) (hereinafter: the Law) with reference to Article 218, paragraphs 1 and 2 of the Law, as per the request of the "SASA CAPITAL" a.d. Podgorica for the issuance of license for the provision of investment services and performance of investment activities No. 03/2-4/1-19 and the supplement to the request No. 03/2-3/2-19 at the 79nd Session on 11 October 2019, passed the following

DECISION

1. The "SASA CAPITAL" Joint Stock Company Podgorica, address: Vučedolska 3 is issued a license for providing investment services and performing investment activities.
2. "SASA CAPITAL" a.d. Podgorica may provide the following investment services and perform investment activities referred to in Article 206 paragraph 1 of the Law:
 - receipt and transfer of orders relating to one or more financial instruments,
 - execution of an order for the client.
3. "SASA CAPITAL" a.d. Podgorica may provide the following ancillary services under Article 206, paragraph 2 of the Law:
 - 1) safekeeping and administration of financial instruments for the account of clients, including custody services and related services, such as cash and collateral management;
 - 2) foreign currency business services with reference to the provision of investment services.
4. The ancillary service referred to in item 3 sub-item 1) of this Decision relates to:
 - 1) opening and keeping of securities account with the Central Depository and Clearing Company on behalf and for the account of legal holders (client's own account);
 - 2) opening a customer payment account with a credit institution;
 - 3) dealing with the execution of orders to buy and sell financial instruments of clients.
5. "SASA CAPITAL" a.d. Podgorica provides investment services and performs investment activities referred to in items 2, 3 and 4 of this Decision for financial instruments referred to in Article 3, paragraph 1, item 4 (f) of the Law - Financial Agreements on differences.
6. When providing investment services referred to in Article 206, paragraphs 1 and 2 of the Law relating to financial instruments referred to in Article 3, Paragraph 1, Item 4 (f) of the Law, "SASA CAPITAL" a.d. Podgorica shall ensure the protection against a negative balance if it uses the leverage.
7. This Decision shall enter into force on the day of its adoption.



Explanation

On 9 September 2019, SASA CAPITAL a.d. Podgorica, address Vučedolska 3, filed with the Authority the request for issuance of license for providing investment services and performing investment activities no. 03/2-3/1-19 and the supplement to the Request for issuance of a license for the provision of investment services and performance of investment activities no. 03/2-3/2-19 dated 13 September 2019, Request for giving approval to the Executive Director and members of the Board of Directors No. 03/7-1308/1-19 dated 9 September 2019, the supplement to the Request for giving approval to the Executive Director and members of the Board of Directors No. 03/7-1308/2-19 dated 7 October 2019, Request for providing prior approval to a natural person for obtaining a qualifying participation in an investment company and the Request for Issuance of a Broker's License in an Investment Company No. 04/5-1310/1-19 and No. 04/5-1309/1-19 of 9 September 2019 to which it enclosed the documentation stipulated by Art. 210, 211, 213 and 218 paragraphs 1 and 2 of the Law, as well as evidence of compliance with the requirements of Art. 205 and 209 of the Law.

In addition to the request for issuing a license for providing investment services and performing investment activities of an investment company, the applicant submitted the documentation prescribed by Article 218 of the Law and the Rules on more detailed content of the application for issuing a license for providing investment services and the documentation submitted with the request ("Official Gazette of Montenegro ", No. 070/18) as follows:

1. **The Contract**, that is, the **decision on incorporation** of 30 May 2019, signed by Ivan Jokanović on behalf of the founder Hasan Pak as per the special power of attorney (personal ID number 2006982210033);
2. **Articles of Association** of the investment company "SASA CAPITAL" a.d. Podgorica dated 30 May 2019 signed by Ivan Jokanović on behalf of the founder Hasan Pak as per the special power of attorney (personal ID number 2006982210033);
3. **Decision of the Capital Market Authority** No. 02/10e-12/8-19 dated 2 August 2019 on registering the issuance of shares issued at the simultaneous establishment of a joint stock company;
4. **Business plan** for the first three business years and foreseen types of services and/or activities dated 13 September 2019;
5. **Act on the Internal Organization and Job Scheme** of the Investment Company "SASA CAPITAL" a.d. Podgorica from 13 September 2019;
6. **List of Shareholders** of the Investment Company "SASA CAPITAL" a.d. Podgorica which constitutes an integral part of the request for issuance of license for providing investment services from 09 September 2019, the only shareholder of the investment company is **Hasan Pak** born on 10 April 1966, Passport number U01732000, at the following address: Poligon, Kaplicalar Cd. 4 Seba Vista Evleri 22/2 Sariyer, Istanbul - Turkey, which owns 130,000 ordinary shares with a nominal value of € 1 and a 100% stake in the company's share capital;
7. **Request for acquisition of qualifying participation** in an investment company dated 09 September 2019 **for the natural person Hasan Pak** who acquires 100% of shares in the newly established company "SASA CAPITAL" a.d. Podgorica with registered office at the following address: Vučedolska No. 3 Podgorica and the following documentation attached to the request pursuant to Art. 158 para 5, Article 210, paras. 1 and 3 of the Law and Article 3 of the Rules on the Content of Request for



Acquiring a Qualifying Share and Detailed Criteria for the Evaluation of a Qualifying Share in an Investment Company:

- certified copy of passport U01732000 of Hasan Pak, with the apostille;
- evidence of the experience and expertise for performing the business of investments and the reputation gained by Hasan Pak as an investor and the recommendations given by the President of Gedik Invest, Gedikyatirima in Istanbul on 24 January 2019 No 699 for which investment company Hasan Pak worked for ten years as the Advisor to the President and the Manager of GedikFx service as from June 2008 do January 2019; references to Hasan Pak given by the President of the Association of Stock Brokering Manager (www.bakyd.org.tr) the member of which he is as from the incorporation date and within the last four years he is the member of the Supervisory Board of the Association;
- evidence from the Tax Administration, Podgorica Regional Unit, Montenegro, No. 03/8-7108/1 dated 29 May 2019, in the proceedings at the request of Hasan Pak, personal ID number 1004966990049, issuing a Certificate that Hasan Pak, citizen of Turkey, passport number U01732000, based on the official records of this Regional Unit, is not registered with this Authority as a taxpayer and at the date of issuance of the certificate he has no outstanding debt on taxes, contributions, charges, fees and other duties managed by the Tax Administration;
- Universal Capital Bank statement on the turnover and balance of account in the period for the last 30 days from the date of submission of request for Hasan Pak 010190000144, address: Poligon, Kaplicar Cd. 4 Seba Vista Evleri 22/2 Sariyer, Istanbul - Turkey;
- confirmation of Universal Capital Bank on the payment of the initial capital dated 24 June 2019.

As per the records of the Universal Capital Bank ad Podgorica, Hasan Pak, passport number U01732000 effected the payment on 4 June 2019 in the amount of 130,000€ to the following account: 907-56001-24 for the purpose of payment of initial capital for the company "SASA CAPITAL" a.d. Podgorica;

- Statement (certified with the Notary OVP 4575/2019 in relation with the power of attorney OVP 470/2019) in which Hasan Pak, citizen of Turkey passport number U01732000, valid through 21 March 2021 declares under full penal and material responsibility that the funds invested in the investment company were acquired during 20 years of financial activity and that he is financially capable of financially supporting the investment company "SASA CAPITAL" a.d. Podgorica and that he has no outstanding debt for this purpose. The statement was signed by Ivan Jkanović as per special power of attorney and certified by a notary public;
- a business plan for an investment company;
- proof of payment of the fee to the Commission for deciding upon the request for acquisition of qualifying share for natural person in an investment company.

8. Request for giving the approval on the appointment of the CEO and members of the board of directors of the investment company "SASA CAPITAL" a.d. Podgorica No. 03/7-1308/1-19 dated 09 September 2019 and the supplement to the Request No. 03/7-1308/2-19 with the accompanying documentation prescribed pursuant to Article 4 of the Rules on Approval of the Appointment of a Member of the Board of Directors, or the Executive Director of an Investment Company.

9. List of **relevant persons** in accordance with Article 208 of the Law in the investment company "SASA CAPITAL" a.d. Podgorica which forms an integral part of the request for issuance of license for providing investment services from 9 September 2019.

10. **Personnel and organizational capacity and technical equipment** of the investment company "SASA CAPITAL" a.d. Podgorica, pursuant to Article 209 of the Law and the Rules on Organizational Requirements and Rules of Business Conduct for the Performance of Investment Services and Activities, to have two employed persons with the approval of the **Commission for Performance of Brokering Affairs** for which the requirements and the supporting documents are attached to the



broker and investment advisor pursuant to Article 214 of the Law on Capital Market and the Rules on Conditions for Issuance of Approvals.

11. Has established rules and procedures for the operation of the investment company, that is, the management and other persons employed by the investment company.

12. Certificate of payment of the founding capital, issued at the request of Hasan Pak by Universal Capital Bank a.d. Podgorica 4 June 2019 that Hasan Pak passport number U01732000 has made on 4 June 2019 a payment in the amount of €130,000.00 to the account 907-56001-24 for the purpose of paying the initial capital for the company "SASA CAPITAL" a.d. Podgorica;

13. Rulebook on tariffs for providing investment services and performing investment activities;

14. Evidence of fees paid to the Commission.

Accordingly, it is concluded that "SASA CAPITAL" a.d. Podgorica complies with the requirements of Art. 209, 212, 213, 218 paragraphs 1 and 2 and Article 219 of the Law and the requirements referred to in the Rules on detailed content of the request for issuance of a license for providing investment services to an investment company and the documentation submitted with the request ("Official Gazette of Montenegro", No. 070/18), Rules on Organizational Requirements and Rules of Business Conduct for the Performance of Investment Services and Activities ("Official Gazette of Montenegro", No. 083/18), Rules on the Approval of the Appointment of a Member of the Board of Directors or the Executive Director of the Market Organizer, Investment Company and the Central Depository and Clearing Company ("Official Gazette of Montenegro", No. 070/18), Rules on Conditions for Issuing Licenses for Brokers and Investment Advisers ("Official Gazette of Montenegro", No. 070/18) and the Rules for the content of the request for acquisition of qualifying share and detailed criteria for the assessment of qualifying holdings in the market organizer, the investment company and the central clearing depository company ("Official Gazette of Montenegro", No. 044/18).

Article 205 of the Law stipulates that the investment services and ancillary services as a predominant activity may be provided by an investment company in the capacity of a legal entity established in Montenegro. Services referred to in paragraph 1 of Article 205 of the Law may be provided only on the grounds of a license issued by the Authority. The investment company shall be established as a joint stock company, in accordance with the law governing the organization of business activities, unless otherwise provided by this law. An investment company may not engage in any other activities, except for the activities referred to in paragraph 1 of Article 205 of the Law.

Article 209 of the Law provides that an investment company may provide investment services and ancillary services if it fulfills the requirements in terms of personnel and organizational qualifications and technical equipment, the more detailed content of which is prescribed by the Rules on Organizational Requirements and the Rules of Business Conduct for the Performance of Investment Services and Activities ("Official Gazette of Montenegro", No. 083/18 of 25 December 2018).

Article 210 of the Law provides that the provisions on qualifying share in the market organizer and control referred to in Art. 158 to 167 of the Law are also applicable to investment companies and the detailed content is prescribed by the Rules on the Content of Requirements for Acquiring Qualified Share and Detailed Criteria for Evaluation of Qualified Participation in a Market Organizer, Investment Company and Central Depository and Clearing Company.

Article 211 of the Law prescribes conditions for governing bodies of an investment company, the content of which is prescribed by the Rules on the Approval of Appointment of a Member of the Board



of Directors, that is, the Executive Director of the Market Organizer, the Investment Company and the Central Depository and Clearing Company.

Article 212 of the Law stipulates that the Authority shall issue the approval for the appointment of a member of the board of directors, that is, the executive director of an investment company, if it determines that they comply with the conditions referred to in Article 211 of this Law.

The provisions of Article 213, paragraph 1 stipulate that the investment services referred to in Article 206, paragraph 1, items 1 and 2 of this Law, may be performed by a person employed by an investment company or by an authorized credit institution authorized by the Authority to carry out those activities (hereinafter referred to as: a broker).

The provisions of Article 214 provide that the Authorization for performance of activities of a broker, that is, the investment advisor shall be issued by the Authority at the request of persons who, in addition to passing the professional examination for the performance of activities of a broker or an investment advisor complies with the detailed requirements referred to in Article 213 paragraph 6 of this Law.

Article 219, paragraph 2 of the Law stipulates that the Commission will issue a license for the provision of investment services if it determines that:

- 1) the request and the documentation with the request are complete and valid in accordance with Articles 209 and 218 of the Law;
- 2) persons with qualifying share in the investment company and related persons thereof meet the requirements established 158 to 167 of the Law and in relation with Article 210 of the Law and
- 3) members of the board of directors and the executive director meet the requirements referred to in Article 211 of this Law.

The provisions of Article 220 para. 1 and 2 of the Law stipulate that the investment services approval shall specify the investment services authorized by the investment company, as well as ancillary services. For the provision of ancillary services or services not listed in the license, the investment company shall file a request for the issuance of license to perform these services.

Article 271 of the Law provides that an investment company shall open an account with a credit institution for the payment of a client, which must be separated from the account for the payment of the investment company. An investment company may use funds from a client's payment account to pay only for its obligations in connection with the investment services and operations it performs for the client, and may not use it to pay the other client's liabilities. The funds in the client's payment account shall not be funds of the investment company and shall not fall under the company's assets, they cannot be subject to the enforced collection or claims by creditors, cannot be included in the liquidation or bankruptcy estate, nor used for payment of liabilities of the investment company.

Having examined the documentation submitted, the Authority established that SASA CAPITAL a.d. Podgorica complies with the requirements for granting a license to provide investment services and perform investment activities as well as that the persons proposed to be members of the Board of Directors and the Executive Director meet the conditions prescribed in Articles 211 and 212, paragraph 5 of the Law, that a natural person fulfills the conditions for acquiring the qualifying share in an investment company pursuant to Article 210 of the Law, and that the conditions for issuing a work permit for conducting the activities of a broker referred to in Article 213 paragraph 3 and Article 214 of the Law have been complied with, therefore, it has decided as in the enacting terms of this Decision.



Legal Remedy:

An administrative dispute may be brought against this Decision by filing a lawsuit with the Administrative Court of Montenegro within 20 days from the day of receipt of this Decision.

PRESIDENT OF THE COMMISSION

Zoran Đikanović, PhD, sgd.

Round seal of the Capital Market Authority affixed

Alenka Mrdak

za engleski jezik postavljena u Crnoj Gori, rešenjem ministra pravde broj: CG-745-1980-17-1 od 31. jula 2017. godine, na vrijeme od pet godina, potvrđuje da je ovaj prevod vjeran originalu.

Troškovi ovog zapeša _____ €

U Podgorici, dana 25.11.2019.

Alenka Mrdak
Potpis

Alenka Mrdak
INTERPRETER/TRANSLATOR

for English appointed in Montenegro by the decision of the Minister of Justice number CG-745-1980-17-1 from 31 July 2017, for the period of five years certifies that this is the true translation of the original document.

Translation fee € _____

In Podgorica, on _____

Seal _____ Signature _____