

# **Annual Report 2014**

# CENTRAL REGISTRY

OF SECURITIES Banja Luka



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### **INTRODUCTORY WORD**

In 2014, the Company has achieved the planned level of business results, in market conditions that have been additionally burdened by floods. In addition to the regular annual activities we are actively working on the implementation of the strategic objectives as a prerequisite for maintaining the quality of service and stability in the short and long term.

Regular annual activities were related to improving and updating the Register of legislative activities in the area of capital markets. The Rulebook on Clearing, settlement and transfer of securities, Regulation on the implementation of the law on protection of personal data and plan for the security of personal data. Also, in January adopted procedures of work with money market instruments, which is a complete set of laws that regulate the money market which enables efficient operation.

In 2014, we registered 54 issues of securities of which 29 issue of equity and 25 issues of debt securities. The rights and obligations of the securities listed on the 1,253,277 equity account. Registered securities by category owners accounted for 60% of domestic corporations, 18% domestic natural persons 16% foreign legal entities and 2% foreign individuals. According to the category of issuers of registered securities 73% were domestic non-financial organizations, financial institutions 18% and 9% state and local administration.

The total turnover of clearing the 223,87 mil. KM and 45% percent higher than in 2013. The number of transactions was 22,693, a decrease of 26% compared to 2013. Of the total value saldiranog traffic 81.1% accounted for turnover in regular trading, 9.7% of the turnover of clearing block trades and 9.2% of the turnover in the money market. It should be noted that on 24 February 2014, concluded the first repo transactions in the money and certainly expected significant share of this market segment in the total netted transactions.

Strategic projects are prepared and implemented from 01 January 2015 were the transition to the new settlement cycle T + 2 settlement cycle from T + 3, and the execution of monetary obligations between participants in block transactions on DVP principle. This significantly reduced risks and costs of investing in and sent a positive image of our capital markets capabilities to adapt to positive change legislation and practice in EU and world capital markets. Also, in addition to earlier services from principal and interest to our clients the service of keeping records of completed or pending payments. Similarly, the release of the production of software for the calculation of dividends and conditions have been made for simultaneous payment of dividends to all shareholders by the company through the Central Registry.

Through daily improvement and automation of business processes we ensure maximum protection of data as well as raising safety information system. Preparing to migrate the system to a new operating system as well as the establishment of a backup location will further raise the quality of our services as well as operational and security of Central Registry.

In mid-2014 the decision of the Shareholders Assembly set aside significant funds for strategically important acquisition of new software as a necessary precondition of realization of one of the key tasks of continuous improvement of the performance of business processes. After conducting a cost-benefit analysis of the options of designing software with its own forces, or by software on the market prevailed

option purchase software on the market because of the price but also other advantages. At the end of the year are to begin negotiations for the new software and licenses.

We have successfully performed depository for 12 closed and 2 open investment funds

As a member of the European Association of Central Securities Depository we have actively participated in the work group WG-, whose main goal is the development, monitoring and implementation of essential standards of harmonization of the market. Also, we have actively participated in the project Association of Global Custodians Information-Gathering Project, by providing updated information on the ownership structure, corporate governance, work procedures and the audit of the financial statements.

Through a partnership with the Statistical Office and the Banja Luka Stock Exchange implemented a joint project of listing statistics on securities that produces stock market and register in the Statistical Yearbook for 2014.

As one of the initiators of the Council of stockbrokers, of the Stock Exchange, PREF in the RS Chamber of Commerce are trying to access an active and constructive proposals influence the improvement of the investment environment, increasing the stability and reputation of the capital market.

Plans for 2015 are: Move to T + 2 settlement cycle

- Implementation DVP principle in cash execution block trades
- Migration of the system to a new operating system
- Activate a back up location
- Development and implementation of business continuity plan and recovery plan-Disaster Recovery Plan
- Continue the process of improving the business in line with CPSS-IOSCO principles of financial market infrastructure

Central registry of Securities JSC Bratoljub Radulović Director

# 2014

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www.crhovrs.org

May 2015

# Management board

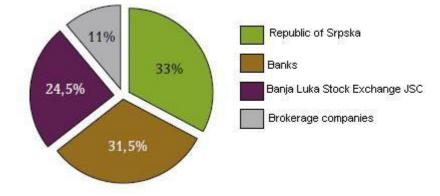
- Dejan Guzijan, Chairman
- Dragan Džinić, Deputy chairman
- Božidar Plavljanin, Member
- Saša Tanasić, Member
- Jovan Tegeltija, Member

### Supervisory Board

- Jovo Radukić, Chairman
- Nebojša Vuković, Deputy chairman
- Boris Kačavenda, Member

# **OWNERSHIP STRUCTURE**

Chart 1. Central Registry ownership structure as of 31 December 2014



### **DEVELOPMENT STRATEGY 2013-2018**

#### **Mission**

• Reach the highest possible standards in performing registry operations and operations of registration and keeping the data on securities and their holders, as well as in the operations related to clearing, settlement and transfer of securities.

- Continuously provide support to the development of the Republic of Srpska capital markets.
- Preserve safe and reliable framework for operations with securities.

#### Vision

Become one of the leading capital markets institutions in the Republic of Srpska, while ensuring the integrity of the securities market.

### **Strategic goals**

- Achieving long-term sustainable stability of operations and development of the CR.
- Continuous improvement of performing business processes.
- Contribution to creation of a better investment ambiance in the capital markets.
- International affirmation of the Republic of Srpska capital markets.
- Partner relations with capital markets institutions and participants.

The strategic goals of the Central Registry of Securities in the period 2013-2018 will be accomplished through continuous improvement of business processes, openness to new ideas, while ensuring objectivity and professionalism in performing operations.

Long-term sustainable stability of operations and development will be accomplished through: • ensuring a reliable and efficient service for registration and keeping of the data on securities and their holders, on securities transfers, change of status and registration of rights inherent in securities,

• improving the quality and versatility of services offered to issuers and securities holders, with efficient technical and operating support to Registry members,

• development of new commercial services, thus overcoming crisis situations, all in accordance with the trends in the surroundings and in order to ensure additional income sources,

• preserving and strengthening the position of the Central Registry.

Continuous improvement of operating processes will be carried out through:

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- improving the efficiency and effectiveness of business operations,
- ensuring objectivity and professionalism in business operations,
- openness for new ideas,
- continuous investment in human and material resources.

Contribution to creation of a better investment ambiance in the capital market will be made through:

• support to the reform projects necessary for capital markets development and improvement of investment climate,

• promotion of capital markets, by spreading the positive image of the Republic of Srpska capital markets,

• system approach to education through participation in joint projects of capital markets institutions,

• partner relations with the legislative framework creators.

International affirmation of the Republic of Srpska capital markets will be accomplished through:

- improvement of the Central Registry rating,
- cooperation with the registries of the region and Europe, i
- participation in the work of international associations in the field of financial markets.

Partner relations with the capital markets institutions and participants with regards to reaching the strategic goals will be realized through the cooperation with:

- Republic of Srpska Government,
- Republic of Srpska Securities Commission,
- Republic of Srpska Financial Sector Coordination Committee,
- BiH Central Bank,

• Banja Luka Stock Exchange, association of funds, association of brokerage firms and Central Registry members,

- Republic of Srpska Chamber of Commerce,
- other relevant institutions.

# **IMPORTANT ACTIVITIES**

- In January 2014, adopted the procedures of working with money market instruments, which is a complete set of laws that regulate the money market and enable its functioning
- In April 2014, adopted the policies and procedures of risk management for money laundering and financing of terrorist activities, and determined the proposal of list of indicators for identifying suspicious transactions and customers
- In June 2014, the Ordinance on the Implementation of the Law on Protection of Personal Data and the plan for the security of personal data, and by the end of 2014 and completed the process of registration in the Central Registry at the Agency for Protection of Personal Data
- In October 2014, adopted Rules on Clearing, settlement and transfer of securities in which it implemented the shortened cycle of settlement (settlement) from T + 3 to T + 2.
- In December 2014, adopted Decision on the implementation of measures of rationalization and optimization of business, which, in terms of the expected decline in operating income, to implement measures of rationalizing work processes, more efficient use of resources and reduce expenditures in terms of the expected trend of decrease in operating income
- In 2014, the planned activities were carried out in connection with the preparation for the implementation of backup location

#### **SUPPORT ORGANS**

In 2014 prepared the materials for the 20 Meeting of the Board, four Supervisory Board meetings and one meeting of shareholders.

# **INTERNATIONAL COOPERATION**

- an update of the questionnaire for the Association of Global Depository Castodian's Gathering Project;
- an update report for rating agency Thomas Murray
- there was a meeting (due diligence) with global custody bank State Street and global custody bank Northern Trust;
- there was a meeting with the IMF in connection with the Financial Sector Assessment Program;
- an update reports for ECSDA and tracking information and the content of their sites and participation in the work of the Group WG-5 whose main goal is to control the development, monitoring and implementation of the relevant standards harmonization markets of importance to the (I) CSDs.

# NORMATIVE ACTIVITY THE FIELD OF OF FUNCTIONING OF THE COMPANY

The most important acts in 2014 the Ordinance on the organization and job classification procedures and keeping records, filing lawsuits, execution of final judgments and final reversal of accounts receivable from business assets.

### **GENERAL AND OTHER ACTIVITIES**

The most significant activities in 2014 relate to:

- there was a meeting with representatives of the Chamber of Commerce in conjunction with the establishment of the Association of market participants a security;

- In the field of personnel affairs procedures were carried out for the termination of three workers, one of which is the worker meet the conditions of retirement, and two workers were terminated their jobs;

- Meetings with stakeholders concerning the establishment of a contractual relationship in which the company appears as the lessor of the business area;

- Activities related to the collection of receivables;

- The collection and submission of data relating to the ownership of securities and the data that are performed by the Company for the purposes of the Statistical Bulletin

### **ACTIVITY OF LEGAL AFFAIRS**

### **REGISTRY MAINTENANCE SECURITIES**

The rights and obligations from securities shall be acquired by registration in the CompanyAs of 31 December 2014, the securities with the total nominal value of 12.910.664.227 KM were registered. Securities are held on 1.253.277 holders' accounts.

#### Accounts issuers - registration and deletion of securities

In 2014, the total number of registered securities of the 54, of which 29 were proprietary programs, and 25 programs of debt securities. In 2014, the Republic of Srpska, the Brcko District and the local communities had 19, financial organizations 14, and 21 companies issue.

TYPE OF APPLICATION AND ORDER	POSITIVELY RESOLVED
The first issue of shares	2
The issue of shares based on the reduction of capital	9
The issue of shares arising from the capital increase	18
The issue of shares on other bases	/
The bond issue	15
T-bills issue	10
Issues of other types of securities	/

Deleting a registered securities shall be made at maturity or in case of replacement of one securities to another, and if the issuer of the shares changing legal form and enters Ltd. or ceases to exist, the Company shall be deleted and the issuer itself. In 2014 was carried out and delete 5 bonds due to early maturity.

TYPE OF APPLICATION AND ORDER	POSITIVELY RESOLVED
Deleting securities for maturity	16
Deleting the issuer	34

#### Account owner

The Company in 2014 opened more than 2,800 new accounts owner, of which 274 opened at the request of the owner, and the remaining procedures in the issuance of securities.

TYPE OF APPLICATION AND ORDER	POSITIVELY RESOLVED
Opening of proprietary account	274
Correction data owners	3.840
Merging accounts due to the correction data	792
Return of securities from an account in a member of the owner account	7.307

#### **Issuing documents**

The documents issued by the company to authorized persons have great significance in legal transactions, considering it to carry data from a unique database on securities of issuers and their owners.

TYPE OF APPLICATION AND ORDER	POSITIVELY RESOLVED
Issuance of reports for issuers	571
Issuance the book of shareholders	410
Certification authority	1.610
Issuing of the invoice	1.093

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#### Transfer of securities outside the stock exchange

The specific basis for the transfer of shares outside the stock exchange procedures takeover of companies and procedures of transfer of shares of minority shareholders in the controlling shareholder.

TYPE OF APPLICATION AND ORDER	POSITIVELY RESOLVED
Number of companies - takeover	15
Number of transfer - takeover	125
Number of companies to transfer the controlling shareholder	7
Number of transfer - the controlling shareholder	1.304

In addition to the above types of transfer, and in 2014 were conducted transfered by conventional legal grounds, and the continued and tax payment republican bonds.

TYPE OF APPLICATION AND ORDER	POSITIVELY RESOLVED
Transfer based on inheriting	1.394
Transfer based on the contract on gift	11
Transfer based on a contract of sale	57
Transfer based on court decision and others. Competent authorities	264
Transfer on other basis	49

#### **Rights of third persons**

The role of the Company in securing creditors' claims from commercial contracts, on the basis of decision of the court or other competent authority and statutory lien is a continuing significant.

TYPE OF APPLICATION AND ORDER	POSITIVELY RESOLVED
Registration of a lien	116
Registration of change in lien	16
Deleting lien	72
Forced sale of collateral securities, the CR	10

### Restrictions on the right to dispose of the rights from securities

The subscription and deleting prohibition of disposal or restrictions on the exercise of a right to the securities in the system is to be made based on the decision of the court or other competent authority.

TYPE OF APPLICATION AND ORDER	POSITIVELY RESOLVED
Prohibition of disposal entry	91
Deleting a Prohibition of disposal	16
Enrollment disenfranchisement	15

# NORMATIVE ACTIVITY COMPANIES IN THE FIELD OF CAPITAL MARKETS

Within this group, the most important tasks the act was passed in 2014. The procedures are working with money market instruments which among other things defines the procedure of opening a special account for the direct participants in the money market.

# **OTHER GROUP OPERATIONS**

In 2014, special attention was paid to the development of applications that enable automatic certification for owners of securities.

In order to increase the level of legal security, secured access IDEEA database for identifying information of individuals.

# **CLEARING, SETTLEMENT AND TRANSFER OF SECURITIES**

In January 2014, adopted Decision on amendments to the working procedures for the transfer of securities on the basis of transactions concluded on the money market.

The transfer of the securities that are the subject of the repo agreement was made at T + 0.

The program for the calculation of dividends. The company can now offer services from dividends as well as the service of collecting data on bank accounts of shareholders and other data needed for successful payment of dividends.

#### **Total turnover**

Total settled turnover in 2014 amounted to 223,9 million KM. Of total settled turnover:

- 181,6 million KM, i.e. 81% is a turnover realized in regular trades,
- 21,7 million KM or 9.7% represents a turnover realized in block trades,
- 20.6 million, or 9.2%, representing turnover on the money market

Table below presents an overview of indicators of total settled turnover in the years 2013 and 2014

DESCRIPTION	2014	2013	Index	
No. of transactions	22.693	30.464	74	
Value of settled trades	223.871.697	154.842.777	145	

Number of settled transactions in 2014 decreased by 26% than in the previous year, while for the same period the value of saldiranog traffic increased by 45%.

The following report provides a detailed overview and analysis saldiranog traffic by type for the following:

- Regular trading,
- Block trades and
- Turnover in the money market.

### **Regular Trading**

Receipted regular trade turnover in 2014 to 50% higher than the previous year and amounted to 181.6 million.

DESCRIPTION	2014	2013	Index
Number of settled transactions	22.613	30.445	74
Value of settled regular turnover	181.582.049	120.726.865	150
Average daily value of settled regular trades	732.186	488.773	150

Monthly turnover in the first half were consistently significantly lower than in the same period last year. A sudden increase in turnover in August and September when the only traffic Bobar Bank AD Bijeljina (BBRB-RA) amounted to 26.5 million, the bond of the Republic of Serbian (RSBD-OD) 11.5 million, while Bobar insurance AD Bijeljina (BROS-RC) 10.3 million.

In 2014, turnover increased by 104% and 48% of regular turnover, while bonds rose by 21% and represent 52% of regular traffic.

Type of security	Value of settled turnover	% of value of settled regular	Index (2014/ 2013)	No. of settled securities	% of total numb er of settled	Index (2014/ 2013)	No. of settled securities	% of total number of settled transactions	Index (2014/ 2013)
Share	87.012.457	48%	204	84.115.708	50%	100	11.635	51%	72
Bod	94.569.592	52%	121	85.183.538	50%	77	10.978	49%	77
Total	181.582.049	100%	150	169.299.246	100%	87	22.613	100%	74

# **Block trades**

In 2014, total block trades were settled with the total value of 21.5 million KM which represents an increase of 12% compared to the previous year. The share of block transactions in the total netted transactions is 9.7%.

### **Money market**

In 2014 settled 59 transactions concluded on the money market worth 20.6 million, which represents 9.2% of the total netted transactions.

### **Guarantee fund**

Guarantee fund represents the assets of members of the Company and is used for securing the performance of obligations arising from transactions on a regulated market for which the Company performs clearing and settlement of financial obligations.

# CALCULATION OF PRINCIPAL AND INTEREST ON DEBT SECURITIES

The Company in 2014 has committed a total of 101 bill due principal and interest on the bonds for the following:

- 17 bonds, issued by 13 municipalities,
- 17 bonds of BH District Brcko,
- 18 bonds issued by the Republic of Srpska,
- 1 corporate bond stock company

Completed eight of calculating at maturity of treasury bills of the Republic of Srpska.

# **IT ACTIVITIES**

Through their daily activities the main task for the sector of information technology is that by supporting other sectors and external customers with more efficient automation tasks and to provide maximum protection of the information system.

#### **Equipment, licenses, conference**

As part of the planned activities was purchased equipment for the backup location, and part of the equipment according to plan for replacement. Implemented the first two phases of the Contract on sale and installation of network equipment for DR- Konektis. The final implementation is scheduled for next year. On an annual basis were settled liabilities of licenses for Oracle and Microsoft. Visited the conference to contribute to the improvement of business processes and technologies in the organization.

#### **SOFTWARE - new software**

In 2014, started operating software for the calculation of dividends. Negotiations started with the companies, Novita, Infrax and Market Evolution for the new software and license.

#### SOFTWARE - modernization and improvement of existing software

For the purposes of the accounting and financial operations carried out a series of dressing and sought to harmonize the program of personal income in the calculation of the tax, the program for the electronic submission of monthly income tax withholding, the program for invoicing.

# Preparations for the migration of systems to a new operating system, with emphasis on the needs of backup locations and improving existing labor

Completed the test for system migration to Windows Server 2012 R2 and SQL Server 2008 R2. Procurement of new servers and additional IT equipment is made in order to ensure adequate hardware / software platform for the new operating system and establishment of a backup location in accordance with the business plan for 2014.

Installing a new operating system is done within the organization. All actions are repeatedly tested in the test environment to ensure that safer implementation. As part of these activities were conducted and appropriate instructions and work procedures. As a result of implementation will ensure the smooth functioning of the system for a longer period.

### **DEPOSITORY OPERATIONS**

The year 2014 ended with the Central Registry as a depository for ten closed-end investment funds (CIFs) and two open investment funds (OIF).

In 2014 the Central Registry also performed the activities on establishing the net value of property of investment funds (IFs), for a total of nine IFs.

Depository operations sector also performs depository operations for the funds established under separate laws, i.e. the Republic of Srpska Share Fund and Republic of Srpska Restitution Fund. As of 2012 depository operations have been performed in the Central Registry for the Republic of Srpska Pension Reserve Fund too.

In 2014 completed a total of 11 procedures takeover of companies.

#### **Depository Business Investment Funds**

Affairs depositary bank are performed for 12 investment funds. The Company is the depositary bank for ten out of 14, of funds on the capital market of RS, and two open investment funds. The total net asset

value of investment funds in which the company conducts business on the day 31.12.2014 amounted to 267 million KM.

In 2014, the nine funds were carried out operations for determining the value of fund assets, and seven ZIF monthly net asset value calculation and in two open-end daily calculation of net value of their assets.

#### Takeover

In accordance with the Law on Takeovers The company performs activities related to the implementation of procedures takeover of companies. In 2014, completed a total of 11 procedures taking.

#### The transfer of funds from a special purpose

The Company and in 2014 he performed the activities in connection with the transfer of funds from special purpose accounts to shareholders whose shares have been compulsorily sold, as well as activities related to the transfer of funds from the account to a particular application to the accounts of minority shareholders whose actions has been transferred to otkupioca.

During 2014, payments were made to 294 shareholders. By the end of 2014, payments were made 29% of the total number of shareholders whose shares have been compulsorily sold. Also, have been carried out and payment of compensation to minority shareholders to account for the specific purpose to which otkupilac paid appropriate compensation for all the shares of minority shareholders plus default.

# ANNUAL STATEMENT OF ACCOUNTS

# The statement of income in 2014

DESCRITIPON	2014. (BAM)	2013. (BAM)
Operating income	2.079.473	2.441.178
Operating expense	1.907.737	1.912.114
Finance income	228.469	96.990
Finance expense	69.780	81.028
Other income	191.025	227.687
Other expenses	424.513	430.337
Expenses based on change of accounting policies and adjustment of errors from previous years	-	25.024
Total income	2.498.967	2.765.855
Total expenditures	2.402.030	2.448.503
Income before tax	96.937	317.352
Current and deferred income tax	17.397	52.308
NET PROFIT	79.540	265.044

Balance sheet as of 31 December 2014

DESCRIPTION	2014. (BAM)	2013. (BAM)
ASSETS		
Fixed assets	5.607.817	4.418.990
Current assets	491.277	1.911.342
OPERATING ASSETS	6.099.094	6.330.332
OFF-BALANCE ASSETS	3.847.012	4.063.386
TOTAL ASSETS	9.946.106	10.393.718
LIABILITIES		
Equity	3.841.662	3.713.296
Long-term provisions	978.684	958.452
Liabilities	1.278.748	1.658.584
OPERATING LIABILITIES	6.099.094	6.330.332
OFF-BALANCE LIABILITIES	3.847.012	4.063.386
TOTAL LIABILITIES	9.946.106	10.393.718



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#### INDEPENDENT AUDITOR'S REPORT To the shareholders and the Management Board of CRHOV a.d. Banja Luka

We have performed audit of enclosed financial statements (pp 6 through 42) of the "Central Registry of Securities" Joint Stock Company Banja Luka (hereinafter: the Central Registry) that comprise the balance sheet (statement on financial position) as of 31 December 2013, the related Income Statement (Report on Overall Performance), Report on Changes in Equity and Cash Flow Statement for the year then ended, as well as the overview of significant accounting policies and notes to financial statements.

#### **Responsibility of the management for financial statements**

Management of the Central Registry is responsible for compiling and objective presentation of these financial statements, in accordance with International Financial Reporting Standards and for those internal reviews determined by the management to be necessary to enable making of financial statements which should be free of material misstatements, due to fraud or error; as well as for selection and application of appropriate accounting policies and using the best possible accounting estimates.

#### **Auditor's responsibility**

It is our responsibility to, based on the audit performed, express our opinion on enclosed financial statements. We have performed audit in accordance with International Auditing Standards. These standards require that we act in accordance with ethical principles and to plan and perform audit to be reasonably assured that the financial statements do not contain material misstatements. Audit includes implementation of the procedures in order to procure audit proofs of the estimates and disclosures in financial reports. Selected procedures are based on auditor's judgment and on the assessment of the risk of materially significant errors contained in financial statements, occurring due to fraud or error. When assessing the risk, auditor considers internal reviews relevant for compiling and objective presentation of financial statements, in order to form the best possible audit procedures, but not for expressing the opinion on the efficiency of Company's internal reviews. Audit also include the assessment of application of accounting policies and evaluation of accounting estimates performed by the management as well as the evaluation of the general presentation of financial statements. We believe that the audit proofs that we have acquired are sufficient and appropriate and that they provide a solid basis for expressing our opinion.

#### Opinion

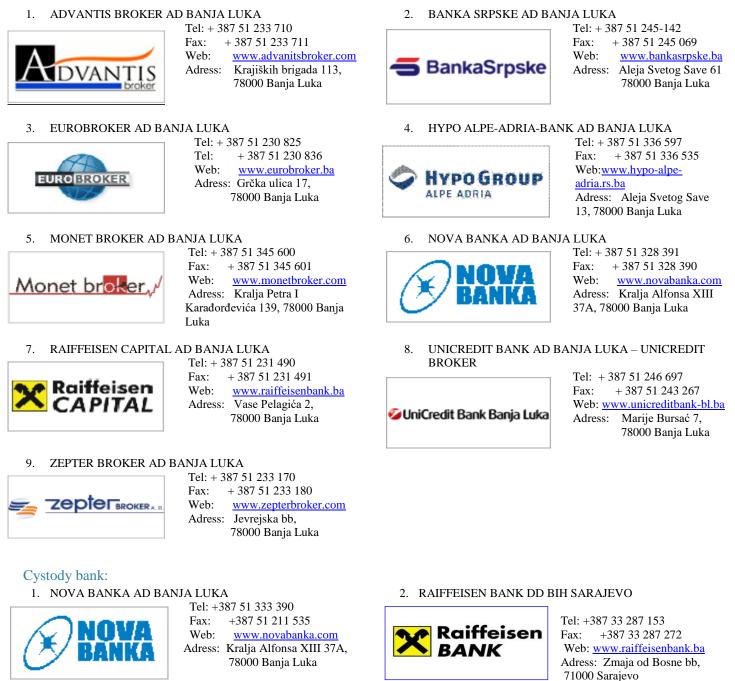
In our opinion, the enclosed financial reports, in reference to all materially significant aspects, provide a true and objective presentation of the financial position of "Central Registry of Securities" a.d. Banja Luka as of 31 December 2013, as well as the results of business operations and changes in cash flows for the year then ended, in accordance with International Financial Reporting Standards.

In Banja Luka, on 20 February 2014

Vralaudit d.o.o. Banja Luka Goran Drobnjak, authorized auditor



# **Central Registry members as of 31 December 2014 Brokerage companies**



3. UNICREDIT BANK DD MOSTAR



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CENTRAL REGISTRY OF SECURITIES BANJA LUKA

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