Pursuant to Article 5, paragraph (1) item h) and Article 19, paragraph (1) item c) of the Law on the Banking Agency of the Federation of Bosnia and Herzegovina (Official Gazette of the Federation of BiH", No. 75/17), and Articles 161, 162 and 248 of the Banking Law (Official Gazette of the Federation of BiH, No. 27/17), the Management Board of the Banking Agency of the Federation of Bosnia and Herzegovina, at its session held on October 13, 2017 adopted

DECISION ON

REQUIREMENTS FOR CONSOLIDATED BANKING GROUP

Article 1 Subject of the Decision

- 1) This Decision lays down detailed conditions and the manner of consolidation of banking groups in the Federation of Bosnia and Herzegovina that have at least one member that is a bank with the headquarter in the Federation of Bosnia and Herzegovina and to which the Banking Agency of the FBiH (hereinafter referred to as: the Agency) had issued its banking license, prescribe the competencies of the supervisory boards, more detailed conditions and the manner of management of banking risks at the level of that group, as well as the manner of reporting to the Banking Agency of the FBiH.
- 2) Where the controlling holding or the holding company has, at the minimum, one subordinated company, i.e. at least one bank, requirements on consolidated basis shall apply to the bank that is the ultimate parent of the banking group or the company that has the characteristic of a subsidiary (hereinafter referred to as: the parent or subsidiary).
- 3) The parent or subsidiary shall apply, on consolidated basis, the provisions of the Banking Law of the FBiH, the Law on Accounting and Auditing of the FBiH, the provisions of this Decision, as well as other bylaws, and relevant international accounting regulations.
- 4) For issues not defined under this Decision, but defined under another legislation enactment or regulations, the provisions of that law or another regulation shall apply.
- 5) This Decision shall govern the requirements that the parent or subsidiary of the banking group shall apply on consolidated basis in compliance with the Banking Law of the FBiH for which the bank shall be responsible, and relating to the following:
 - a) capital adequacy indicators,
 - b) large exposures,
 - c) investments in other legal persons and in fixed assets,
 - d) open net foreign exchange positions,
 - e) liquidity of the banking group,
 - f) restrictions for crediting in the banking group,
 - g) exposures to related parties,
 - h) structure of the group.
- 6) For the purpose of calculation of large exposures on consolidated basis, as well as consolidated limits for investments to fixed assets, the bank shall calculate its recognized capital on consolidated basis in compliance with Article 2, Item kk) of the Banking Law.

Article 2 Definition of terms

- 1) The terms being used in this Decision shall have the following meanings:
 - a) Bank in compliance with Article 2, Item a) of the Banking Law of the FBiH;
 - b) Person in the financial sector in compliance with Article 2, Item dd) of the Banking Law of FBiH;
 - c) Financial institution shall have the same meaning as in the Decision on Calculation of Capital in Banks, Article 2, Item 26;
 - d) Significant participation in compliance with Article 2, Item j) of the Banking Law of FBiH:
 - e) Controlling participation in compliance with Article 2, Item k) of the Banking Law of FBiH;
 - f) Parent company of a legal person in compliance with Article 2, Item l) of the Banking Law of FBiH;
 - g) Subsidiary of a legal person in compliance with Article 2, Item m) of the Banking Law of FBiH;
 - h) Associated company of a legal person in compliance with Article 2, Item n) of the Banking Law of FBiH;
 - i) Subordinated company of a legal person in compliance with Article 2, Item o) of the Banking Law of FBiH;
 - j) Group of companies in compliance with Article 2, Item p) of the Banking Law;
 - k) Banking group in compliance with Article 2, Item r) of the Banking Law of FBiH;
 - l) Parent bank in the banking group in compliance with Article 2, Item t) of the Banking Law of FBiH;
 - m) Financial holding or holding company shall be a joint stock company or a limited liability company that holds a share in the capital or voting rights in banks or other persons that are dealing with the provision of financial services, if it is controlling the minimum of one bank;
 - n) Parent financial holding or holding company in a banking group shall be a financial holding or a holding company which:
 - Controls at least one bank;
 - controls or at least have 20% of the capital ownership or voting rights in each of the other members of the banking group.
 - is not at the same time under control of the ultimate parent company of the banking group or the company that has the characteristic of a subsidiary with headquarters registered in FBiH;
 - is not at the same time under control of the ultimate parent company of the banking group or the company that has the characteristic of a subsidiary that has a license to perform the banking activities in FBiH or abroad;
 - o) An ancillary banking services undertaking shall be a legal person that provides support services to business operations of a bank, such as, for example, asset management companies, services of data processing and storage, services of information technology management, as well as other services that the bank had outsourced.
 - p) Consolidated entity the entity in the financial sector including an ancillary banking services undertaking.

Article 3 Competencies of Supervisory Board

- 1) The supervisory board of the parent or subsidiary shall be in charge to ensure, for the banking group, establishment and maintenance of a clear framework for management and governance that is adequate for the structure, business operations, and risk of the group, and the character, scope, and complexity of activities of the parent and subsidiary, especially banks and financial institutions from that banking group.
- 2) Management of the parent or subsidiary should cover all the activities. If the activities are being performed by the ancillary banking services undertaking, and if certain activities are outsourced, the parent or subsidiary shall not be exempt from its obligations regulated under this Decision.
- 3) In order to meet the minimum requirements referred to in Article (1) of this Article, the supervisory board of the parent or subsidiary of the banking group shall:
 - a. to ensure policies, processes, and systems of governance and management on a consolidated basis of the group that would be implemented and mutually harmonized between the members of the banking group, and to assess them periodically, and at least annually;
 - b. to establish, monitor, develop, and control the structure of the banking group adjusted to the economy and the type of business operations of all the members of the banking group with clearly defined rules, obligations, and responsibilities, and depending on the complexity and significance of each member of the banking group;
 - c. to ensure adequate managerial and governance structure of the members of the banking group that shall be adequate for the risk to which the group, its business operations, and individual members are exposed;
 - d. to supervise business operations of the members of the banking group, activities of the managerial and governance authorities of the members of the group, as well as compliance with regulatory and legislated obligations of subordinated companies;
 - e. to supervise the risk management that affect or that could affect members of the banking group, and especially those risks that are identified as material for the banking group;
 - f. to adopt adequate policies and procedures, i.e. ensure efficient functioning of the system of internal control that would ensure adequate risk management in all the structures of business operations of the members of the banking group;
 - g. to ensure that the management and the holders of key functions have appropriate knowledge, ability, and professionalism so that they would fully understand and monitor the organizational structure of the banking group, the risk strategy and the risk appetite of the banking group, and adequately manage risks;
 - h. to ensure that an adequate system has been established for exchanging information between the members of the group, in order to manage the risks of the banking group and of each individual member adequately, and to ensure efficient and effective supervision over the banking group;
 - to ensure exchange of information in case of extraordinary situations between members of banking groups, as well as reporting to the competent regulatory authorities;

- j. to establish an adequate system of information of the supervisory board on the circumstances and changes from the internal and external environment that have or that may have a negative effect on the financial conditions of the parent or subsidiary and lead to overrunning the framework of minimum requirements for the management of credit, operating, market, liquidity, and other material risks;
- k. to ensure a framework for corporate governance of the banking group with the objective of identification, prevention, and resolution of potential and possible conflicts of interest within the group, inadequate transactions between group members, spillovers of risks etc.;
- 1. to ensure that the members of the banking group are submitting to the bank necessary data that are needed for the implementation of the process of consolidation, as well as to ensure the submitting of consolidated financial and other reports prescribed under the Banking Law and this Decision;
- m. to adopt a clear strategy and policy for new capital investments and expansion of the group, and, in the course of decision making on new capital investments to ensure clear and efficient criteria for decision making with the objective of avoiding disrupting the existing level of risk of the group and to retain the risk of the bank on an acceptable level;
- n. in the process of establishment or restructuring of the organizational structure of the banking group, to ensure compliance with regulatory requirements, requirements of financial reporting, requirements of internal policies, processes, and the system of internal controls etc.
- o. in case of production and/or commercial and/or financial transactions whose risk affects or may affect the banking group or its individual member, and especially a bank, to ensure adequate systems and processes of information with the objective of adequately managing the risk of the banking group;
- p. to ensure adequate procedures for risk management, procedures of internal audit and internal control that correspond to activities of the banking group, as well as their monitoring and updating.

Article 4 Structure of Banking Groups

- 1) The parent or subsidiary shall meet the criteria of transparency of the structure of the banking group in compliance with Article 158 of the Banking Law.
- 2) With the objective of ensuring the provision of timely information necessary for efficient implementation of provisions of this Decision, of the Decision on Calculation of Capital in Banks, the Decision on Risk Management and other, the parent or subsidiary shall establish a reliable reporting system.
- 3) Banks that are members of banking groups shall submit to the Agency on the quarterly basis, and even more frequently if necessary, data in the form of reviews and schematic presentations of the structure of the banking group and the group.
- 4) Data on the structure of a banking group and group of companies within which the banks is operating should contain, at the minimum, the list of members of both groups, clear schematic presentations of their mutual connections on the basis of direct and indirect ownership and indirect or direct managerial relations, as well as

- on the basis of business relations between members of the group when that connection represents a risk.
- 5) Data on a member of a banking group and of a group of companies should contain, at the minimum, the name, the headquarters, the core activity, the names of members of the supervisory board and the management, the level of the balance sum, the amount of capital, the amount and the percentage share or other members of the banking group and/or group of companies in the capital and/or managerial rights, data on persons appointed into the management authorities of the member of the banking group and other data when and if necessary.
- 6) Data referred to in the preceding Item shall be submitted in the forms that shall represent an integral part of this Decision, through:
 - a) Form OKS 1. Report on Banking Group Structure,
 - b) Form OKS 2. Report on Structure of Group of Companies,
 - c) Form OKS 3. Data on Banking Group Member.

Article 5 Risk Management at Banking Group Level

- 1) The parent or subsidiary shall:
 - a. to have adequate governance and managerial structures, as well as a system of adequate risk management, adjusted to the scope, the structure, the business, and the risk profile of the banking group. Each member of the banking group shall have in place the policies and procedures harmonized with the policies and procedures of the parent company;
 - b. to ensure a comprehensive and reliable system of management of all the risks to which the banking group is exposed or could be exposed in its business operations in compliance with the Banking Law of FBiH and the Decision on Risk Management in Banks;
 - c. to ensure systems and implement the processes of adequate risk management even in case of certain business activities not being organized in the same member, but within more members, regardless of whether those are members of the banking group or not;
 - d. ensure such processes, systems, and required resources that would provide for unimpeded and timely information, flow of information and interaction between group members, in order to be able to assess the risk profile and manage it at the level of the entire group;
 - e. establish that each member of the banking group is harmonized with the requirements of all the provisions of this Decision, as well as that the members of the group to which this Decision does not apply are implementing systems and processes with the objective of ensuring adequate consolidation.

Article 6 Reporting on Consolidated Basis

 The parent or subsidiary of the banking group shall develop and submit to the Agency consolidated financial statements in compliance with subject decisions and in compliance with the applicable accounting framework.

- 2) The ultimate parent company of the banking group shall submit to the Agency the following on the consolidated basis:
 - a) consolidated audited annual financial statements of the banking group;
 - b) opinion of the external auditor on the consolidated financial statements;
 - c) consolidated regulatory reports (balance sheet and income statement), reports on capital and capital requirements of the banking group, large exposures, liquidity, quarterly or more frequently if requested by the Agency;
 - d) data necessary for the calculation of restrictions for the ownership share in a legal person, share in a person or persons that are not persons in the financial sector, total net value of all ownership shares of the bank in other legal persons;
 - e) other reports and data upon a request of the Agency, so that the financial condition and the business result of the banking group could be assessed fully and objectively.

Article 7

Methods for prudential consolidation

- For the purpose of consolidated supervision, the bank that is the parent or subsidiary shall submit to the Agency financial and other reports for the banking group on consolidated basis.
- 2) The aforementioned financial and other reports of the banking group shall be prepared using the method of full consolidation, excluding the financial statements of insurance companies, companies for intermediation in insurance, and companies for management of voluntary pension funds.
- 3) The bank may use the method of proportional consolidation for a subordinated company of the banking group, and on the basis of documentation which proves that the responsibility of the parent or subsidiary is limited to the share of the capital that is in its ownership, taking into account the accountability and reliability of other shareholders of the subordinated company of the group whose solvency must be satisfactory
- 4) Financial statements of subordinated companies of the banking group in which the parent or subsidiary has a share in capital ranging from 20% to 50%, shall be included in consolidated financial statements of the banking group using the equity method of accounting.
- 5) In addition to the cases listed, the Agency may, on the basis of documentation, issue consent for implementation of consolidation of the banking group at the scope and in the manner in which it shall be implemented. In addition, the Agency may order consolidation in other cases as well, in compliance with Article 127 of the Banking Law of FBiH, including the concrete method and consolidation level, and provided that the bank:
 - a) exercise significant influence over one or more consolidation entities, where it has no equity interest or other equity related interest,
 - b) one or more consolidation entities have a unique management and governance structure
- 6) The required documentation referred to in paragraph (5) of this Article shall mean the documentation by which the ultimate parent company proves ownership in the capital of a subsidiary, other documentation that the Agency deems necessary, such as e.g.

- agreement on mutual rights and obligations of other shareholders or other members of subsidiaries, documentation on evidence for their solvency etc.
- 7) The ultimate parent company of the banking group shall not be under obligation to include in the consolidated financial statement a subordinate company of a legal person that is an entity of the financial sector in case the sum of the balance sheet of the subordinate company is below 1% of the balance sheet of the parent or subsidiary.
- 8) Notwithstanding to preceding paragraph, where more than one subordinate members of a banking group are meeting the preceding condition, and if the Agency assesses that the sum of their balance sheets is significant for the determination of the financial condition of the banking group, it may order the inclusion of those members in consolidated financial statements. Persons under obligation to report on consolidated basis may, pending prior consent of the Agency, exclude from consolidated financial statements data on a subordinate member of the banking group in compliance with Article 126, Paragraph 3 of the Law.
- 9) Pursuant to Article 14 of the Decision on calculation of bank capital for the purpose of calculation of the regulatory capital, a bank which is subject to reporting on a consolidated basis shall not deduct investments in regulatory capital instruments issued by financial sector entities involved in consolidation, unless these deductions are required for resolution planning.

Article 8 Requirements for Regulatory Capital on Consolidated Basis

- 1) The parent or subsidiary shall operate in compliance with capital requirements for banking groups on consolidated basis that are prescribed under Article 27, Paragraph (2) of the Banking Law of FBiH, as well as under Article 1, Paragraph 3, and Article 34 of the Decision on Calculation of Capital in Banks. The parent or subsidiary of the banking group shall have to meet the following minimum requirements, at any moment in time:
 - a) Common Equity Tier 1 Capital Ratio of 6.75%,
 - b) Tier 1 ratio of 9%,
 - c) Regulatory capital ratio of 12%.
- 2) Items deductible from regulatory capital of a banking group shall represent items deductible from regulatory capital in compliance with the Decision on Calculation of Capital in Banks.
- 3) The parent or subsidiary shall calculate capital requirements for credit, operating, and market risk on consolidated basis in compliance with Article 34, Paragraphs (3) and (4) of the Decision on Calculation of Capital in Banks.
- 4) The parent or subsidiary shall comply with the requirements for capital buffers on consolidated basis, including the capital buffers for capital preservation in compliance with Article 39 of the Decision on Calculation of Capital in Banks, and, if applicable, the combined buffer, in compliance with Article 40 of the Decision on Calculation of Capital in Banks. In case of violations of the requirements for capital buffers with the parent or subsidiary they shall be subject to restrictions on distributions and the preparation of capital conservation plan in compliance with Articles 41 and 42 of the Decision on Calculation of Capital in Banks.

- 5) The Agency may require higher capital requirements or higher than prescribed capital adequacy indicator for a banking group on consolidated basis, on the basis of the risk profile and/or systemic nature of the business model of the banking group, and if it assesses that the level of capital of the banking group poses a threat on stabile business operations, and it may order other supervisory measures relating to risks at the group level.
- 6) The minimum leverage ratio on consolidated basis in compliance with Article 37, Paragraphs (2) and (11) of the Decision on Calculation of Capital in Banks shall apply to the parent or subsidiary.

Article 9 Capital Requirement for Credit Risk on Consolidated Basis

- The parent and subsidiary shall use the standardized approach in compliance with the Decision on Calculation of Capital in Banks for calculating the amount of credit risk weighted exposures for the banking group.
- 2) When calculating the amount of exposure to the risk of settlement / delivery and the counterparty risk, the parent or subsidiary shall use the standardized approach in compliance with the Decision on Calculation of Capital in Banks.

Article 10 Capital Requirement for Market Risks on Consolidated Basis

- 1) The parent or subsidiary shall calculate the capital requirement for market risks in compliance with the Decision on Calculation of Capital in Banks.
- 2) The parent or subsidiary shall calculate the capital requirement for position risk using the standardized approach in compliance with the provisions of the Decision on Calculation of Capital in Banks.
- 3) Provided that members of the banking group meet the conditions referred to in Article 35, Paragraph 1 of the Decision on Calculation of Capital in Banks, then the calculation of capital requirements for the trading book operations, in compliance with the subject Decision, and in connection with the calculation of capital requirements for position risk, may be performed in compliance with capital requirements for credit risk from the subject Decision.
- 4) The parent or subsidiary shall calculate the capital requirement for foreign exchange risk using the standardized approach in compliance with the Decision on Calculation of Capital in Banks.
- 5) The parent or subsidiary shall calculate the capital requirement for commodity risk as the sum of individual capital requirements for that risk of all the members of the banking group calculated in compliance with the Decision on Calculation of Capital in Banks.

Article 11 Capital requirement for Operational Risk on Consolidated Basis

1) The parent or subsidiary shall calculate the capital requirement on consolidated basis for operational risk by applying the basic indicator approach / simple approach, the

- standardized approach, or a combination of aforementioned approaches in compliance with the Decision on Calculation of Capital in Banks.
- 2) Where the parent or subsidiary apply the basic indicator approach / simple approach in compliance with the Decision on Calculation of Capital in Banks, it shall calculate the indicator of exposure at the level of the banking group on the basis of data from the consolidated income statement.
- 3) When the parent or subsidiary apply the standardized approach, it shall meet the criteria in compliance with Articles 106 and 108 of the Decision on Calculation of Capital in Banks.
- 4) Where, at the level of the banking group, combined used of different approaches in compliance with Article 109 of the Decision on Calculation of Capital in Banks, is applied the parent or subsidiary shall ensure the fulfillment of conditions for application of combined approaches.

Article 12

Internal Capital Adequacy Assessment Process – ICAAP for Banking Groups

- 1) The parent or subsidiary shall establish, on a consolidated basis, a continuous internal capital adequacy assessment process, and to establish and implement appropriate, effective and comprehensive strategies and procedures for the ongoing assessment and maintenance of amounts, and the allocation of capital resulting from ICAAP, and at the banking group level.
- 2) When conducting the internal capital adequacy assessment process, the parent or subsidiary shall duly apply the provisions of the Decision on Internal Capital Adequacy Assessment Process in Banks.

Article 13 Requirements for Large Exposures on Consolidated Basis

The banking group shall comply with the requirements on consolidated basis defined under Articles 89 to 92 of the Law, as well as the Decision on Large Exposures.

Article 14

Exposure to related parties and entities in a special status with the bank on a consolidated basis

- 1) The banking group shall manage exposures to related parties in the context of Article 2, Item u) of the Banking Law and the Decision on Large Exposures.
- 2) The banking group shall be to manage exposures to persons in special relation with the bank in the context of Article 2, Item v) of the Banking Law, as well as the relevant decisions on the subject.
- 3) The supervisory board of the parent or subsidiary shall approve the transactions entered into by any of the members of the group with a person in special status with the bank in compliance with Article 93 of the Banking Law unless the transaction represents an exception in compliance with Article 93 Paragraph 7 of the Banking Law.

Article 15 Restrictions to Investments in Other Entities on Consolidated Basis

The banking group shall to apply the restrictions for ownership shares in legal persons that are prescribed under Article 94 of the Banking Law.

Article 16 Limits to Investment in Fixed Assets for Banking Groups

The banking group shall to apply the restrictions laid down by Article 94, Paragraphs 6 and 8 of the Banking Law.

Article 17 Lending Limits within Banking Groups

- 1) Each bank within a banking group shall to comply with the requirements laid down by Articles 89 to 92 of the Banking Law on an individual basis.
- 2) An individual bank, a member of a banking group, shall to manage groups of related parties in compliance with Article 2, Item u) Paragraph 4 of the Banking Law. In addition, related legal entities that are part of the group but not part of the banking group should be included.

Article 18 Net Foreign Exchange Position on Consolidated Basis

The banking group shall to apply the restrictions on net foreign exchange position prescribed by the Decision on Minimum Standards for Managing Foreign Currency Risk of Banks.

Article 19 Liquidity of Banking Groups

The parent or subsidiary shall comply with the minimum liquidity ratios on a consolidated basis in compliance with the Decision on Liquidity Risk Management in Banks.

Article 20 Application of Accounting Policies

- 1) The parent or subsidiary shall ensure that the members of the banking group to which the method of full consolidation applies are applying accounting policies, i.e. the principles of valuation of positions applied by the parent bank, as well as that those members of the banking group are disclosing positions in individual financial statements uniformly.
- 2) Where the policies, i.e. principles referred to in Paragraph (1) of this Article are not applicable, the parent or subsidiary shall ensure that the members of the banking group ensure that individual financial statements, as a minimum, comply with IAS / IFRS.

Article 21 Interest rate risk in the banking book

The parent or subsidiary on a consolidated basis shall meet the minimum requirements related to interest rate risk in the banking book in accordance with the Decision on interest rate risk management in the banking book.

Article 22 Entry into force

This Decision shall enter into force on the eighth day after its publication in the Official Gazette of the Federation of Bosnia and Herzegovina.

No: U.O.-08-14/17 Sarajevo, 13.10.2017 CHAIRWOMAN
OF THE MANAGEMENT BOARD

Ljerka Marić, M.Sc, sgd

Name and headquarter of the bank		
Identification number of the bank		

REPORT ON THE STRUCTURE OF THE BANKING GROUP

Ordinal number (1)	Identification number (2)	Company name (3)	Headquarters (4)	Core activity (5)	Balance sum (6)	Amount of total capital (7)	Amount of investments in fixed assets (8)	Number of employees (9)

Ordinal number	Sum	Total recognized capital	%
(1)	(2)	(3)	(4)
1.	∑Col8		2/3*100

SCHEMATIC PRESENTATION OF THE BANKING GROUP

In	
(name and surname/ signature/ contact number of the authorized person) (name and surname/ signature/ contact number of the authorized person)	
	Form OKS – 2
Name and headquarters of the ultimate company of the legal person	
Identification number of the highest-level parent company of the legal person	

REPORT ON THE STRUCTURE OF THE GROUP OF COMPANIES

Ordinal number	Identification number	Company name	Headquarters	Core activity	Balance sum	Amount of total capital	Number of employees

SCHEMATIC PRESENTATION OF THE GROUP OF COMPANIES

In					
(name and s	surname/ signature/ contact i	— number of the a	authorized perso	n)	

Name and headquarters of the bank					
•					
Identification number of the bank					
Ordinal number of the member:					
Situation as of the date of:	20				

DATA ON THE BANKING GROUP MEMBER

Ordinal number	Description	Content
1.	Name of the member	
2.	Identification number of the member	
3.	Headquarters and address of the member	
4.	Contact data	Telephone, fax number, e-mail
5.	Legal form	Joint Stock Company
		Limited Liability Company
		Limited Partnership
		Company with Unlimited Solid Liability
6.	Type of legal person	Bank
		Microcredit Organization
		Leasing Company
		Factoring Company
		Investment Fund
		Brokerage and Dealership Company
		Insurance Company
		Other
7.	Connection with the	Controlling share
	ultimate parent or	Significant share
	subsidiary	Other
8.	Percentage share of the	
	banking group in the	
	capital of the member	
9.	Percentage share of the	
	banking group in the	
	voting rights of the	
	member	

10.	Exposure of the	Amount of credits and receivables on other
	banking group to the	bases, as well as of potential receivables of the
	member	banking group from the member
11.	List of shareholders	
	with more than 5% of	
	ownership share in the	
	banking group	
12.	Composition of the	
	supervisory board of the	
	member of the banking	
	group	
13.	Composition of the	
	management of the	
	member of the banking	
	group	

In _	 	, _, _	_ 20	

(name and surname/ signature/ contact number of the authorized person) (name and surname/ signature/ contact number of the authorized person)