

**ASSEMBLY OF SHAREHOLDERS**

Prishtinë,

2020

In accordance with the provisions of the Law on Business Organizations in Kosovo, the Law on Higher Education in the Republic of Kosovo and the Statute of BPrAL College Globus sh.a., the Shareholders Assembly of BPrAL College Globus sh.p.k. at the Extraordinary General Meeting of Shareholders, held in Prishtina on November 16, 2020, approved the following:

**RULES OF PROCEDURE OF THE ASSEMBLY OF SHAREHOLDERS**

**CHAPTER I - GENERAL PROVISIONSNeni 1**

**Purpose**

1. The purpose of this Regulation is to determine the manner and procedures of work of the Shareholders Assembly (hereinafter the Assembly) of BPrAL Kolegji Globus sh.p.k. (hereinafter the Company or the College), in accordance with the provisions and obligations set forth. in the Statute of the Company and in the applicable laws.
2. This Regulation defines the provisions regarding:

a) Preparation and convening of meetings (sessions) of the Shareholders Assembly,

b) Chairing the meetings of the Shareholders Assembly,

c) The manner of approving the decisions and conclusions of the Shareholders Assembly, and

d) Keeping the documentation prepared by the Shareholders Assembly.

3. In the event that any provision of this Regulation conflicts with the Law on Business Organizations in Kosovo, other applicable laws of the College or the Statute of the Company, its provisions shall be invalid and the provisions of the other acts listed in this Regulation shall apply. paragraph.

4.In case the General Meeting of Shareholders is held as a result of the decision of the competent Court, its proceedings shall be regulated on the basis of applicable laws and specific instructions in the decision of the Court.

**Article 2**

**Meetings of the Assembly**

1. The Assembly carries out its work in plenary meeting of all shareholders registered in the List of Shareholders 30 days before the planned holding of the Shareholders Assembly. This List of Shareholders must contain the name and address of each current shareholder as well as the number and type of defective shares currently available, and other information to be entered into it in accordance with the laws applicable in Kosovo.
2. Meetings of the Shareholders Assembly may be regular (Ordinary Assembly) and extraordinary (Extraordinary Assembly).
3. The Shareholders' Assembly shall hold a Regular Meeting annually, no later than the end of the third month following the end of each calendar year, and no later than two months after the receipt of the Company's audit report.
4. Extraordinary Assemblies may be convened in any case when such a thing is deemed necessary.
5. The quorum of the Shareholders Assembly is considered to be fulfilled in any case when in the meetings of the Assembly that are convened in accordance with the legal provisions and acts of the Company are present the shareholders or the authorized persons of the shareholders who are owners of at least 50.01%. of shares of the Company. Exceptions to this provision, in cases when on the agenda of the Assembly are placed issues for which decision-making is required under Article 12.5 of the Statute of the Company, then the quorum in the meetings of the Shareholders Assembly is considered reached when at least 2 are present in the Assembly. / 3 two thirds of all shares of the Company.
6. In the Assembly, the shareholders participate in person or may appoint a representative to vote on behalf of their shares, with written authorization. The power of attorney must explicitly state that the representative has the right to vote for the shareholder who has given the power of attorney. A copy of this Authorization must be sent to the President of the Assembly and the Secretary General of the Company, prior to the commencement of the meeting. Such authorization may be for a certain Assembly, for a certain period or without time limit.

7. Shareholders' Meetings will be held at the headquarters of the College in Prishtina, or in any other place in Kosovo that may be determined by the Board of Directors in the invitation to the Shareholders Assembly.

**CHAPTER II - CONVOCATION OF THE ASSEMBLY OF SHAREHOLDERS**

**Article 3**

**Convocation of the Regular Assembly**

1. The Regular Meetings are convened by the Board of Directors, by decision. In case of failure of the convening and organization of the Regular Assembly by the Board of Directors, the right to convene it has the shareholders who own at least 10% of the all shares of the Company.
2. Non-convocation and non-holding of the Regular Assembly by the Board of Directors in the time specified in this Regulation may be considered a failure of the Board of Directors in fulfilling its obligations, but does not affect the valid and lawful activity of the company. However, this failure immediately gives the shareholders the right, which may be exercised by one or more shareholders holding at least 10% of the voting rights in the annual meeting, to convene and hold the annual meeting of shareholders. In such event, invitations to the Regular Assembly shall be addressed by the Secretary-General of the College.
3. In Regular Meetings, decisions may be taken only on issues that fall within the scope of the notice and agenda that has been sent in advance, or in the scope of proposals submitted to the Board of Directors according to the procedure set out in Article 5 of this Regulation. However, this restriction is not applicable to the discussion of other issues during the Regular Assembly.

**Article** **4**

Convocation of the Extraordinary Assembly

1. The Extraordinary Assembly may be convened by the Board of Directors, by decision, whenever it considers that the need has arisen or the conditions have been met for the Shareholders Assembly to address or decide on any issue that is within its competence.

2. The Extraordinary Assembly may also be convened by the owners of at least 10% of the shares of the Company, who submit the request for holding the Extraordinary Assembly to the President of the Assembly and the Board of Directors. and at least 10% of all votes have the right to propose the purpose, issue or issues to be discussed and the agenda for the Extraordinary Assembly. The request for an Extraordinary Assembly is made in writing and must contain the names and addresses of the shareholders, the number of shares they own, the date and signatures of all the shareholders who submit the request. Within fifteen (15) days after receiving the request from the Board of Directors, it must approve the decision to schedule or reject the meeting. Within five days after the approval of this decision, the Board of Directors must send a notice of holding the meeting to the persons who have submitted the request to the address indicated in the request, together with a copy of the decision. If the request for the appointment of an extraordinary meeting is rejected, then the decision of refusal must also state the reasons for the refusal of the meeting.

3. The decision of the Board of Directors to refuse the meeting may be approved only if the procedures set out in paragraph 2 of this Article are not met, or if the shareholders who have submitted the request do not possess the sufficient number of votes required under this paragraph, or if none of the issues proposed in the meeting request is within the competence of the shareholders' meeting.

4. In the Extraordinary Assemblies may vote only on the issues for which it is convened according to the agenda sent to the shareholders, but this restriction is not applicable for the discussion of other issues during them.

**Article 5**

Invitations to the Assembly and the Agenda of the Assembly

1. The written notice for holding the Ordinary General Meeting of Shareholders must be submitted not less than thirty (30) days and not more than sixty (60) days before the date of holding, while the written notice on holding the Extraordinary General Meeting of the Shareholders must be submitted not less than twenty (20) days and not more than thirty (30) days before the date of the extraordinary meeting. The notification to the Assembly, except in cases regulated by Article 3 of this Regulation, is sent by the Chairman of the Board of Directors, or by his instruction, or by the Board of Directors, and is sent to all voting shareholders.

2. Notice of the convening of the Assembly Must contain the date, time and place of the meeting, the proposed agenda and a list of issues to be voted on (including the list of candidates proposed for appointment), and all issues other to be included in the notice under the Statute and this Regulation. The notice must also include the company's annual report, annual account, annual profit and loss statement and audit report. The Board of Directors is obliged to ensure that all these documents are either sent or available to the shareholders at least thirty (30) days before the meeting.

3. The agenda of the Assembly will be determined by the Board of Directors, by decision, and will be sent to the shareholders along with the notification for its holding. Shareholders holding at least 10% of the shares may request the inclusion of no more than two new items on the agenda, requesting such a thing in writing from the Board of Directors no later than 14 days before the holding date. of the Assembly. The request from this paragraph must contain the name and number of shares of each proposer, as well as the date of its submission. For the purposes of this paragraph, no shareholder may be counted more than in a group of shareholders holding at least 10% of the votes.

**CHAPTER III - LEADERSHIP, WORKS AND ASSEMBLY DOCUMENTATION**

**Article 6**

**Leadership of the Assembly**

1. The work of the Assembly is led by the President of the Assembly. In the absence of the President of the Assembly, for any reason, the meetings of the Assembly are chaired by the oldest member of the Shareholders Assembly, who carries all the competencies of the President of the Assembly regarding the work of the Assembly.

2. The meeting is opened by the President of the Assembly who also proposes the working bodies of the Assembly. The working bodies of the Assembly can be the Presidency of Labor, the Verification Commission and the registrar. The election of the working bodies of the Assembly must precede the work of the Assembly.

3. The Presidency of the Assembly shall be appointed in case the Assembly of Shareholders consists of more than 50 shareholders with the right to vote in it.

4. The Verification Commission must certify that the meeting is attended by a sufficient number of delegates to fill the quorum necessary to take decisions in the Assembly, in accordance with the Statute of the Association, and is constituted only in cases where the Chairman is unable to confirm that

5. After the establishment of the working bodies of the Assembly and the ascertainment that there is a quorum, the President of the Assembly proposes the approval of the agenda of the meeting of the Assembly. The approval of the agenda is done by a majority of votes, while each shareholder has the right to propose the change or completion of the agenda of the Regular Assembly.

6. The first item on the agenda of each Assembly of the Company will be the approval of the minutes by the previous Assembly, which must be sent to all shareholders along with other preparatory documentation of the Assembly.

7. The second item on the agenda of each Assembly of the Company will be the reporting by the President of the Assembly, the Board of Directors, or another person authorized on the activity of the Company between the two Assemblies.

**Article 7**

**Discussions in the Shareholders Assembly**

1. The discussant in the Shareholders Assembly may speak only on the issue which is being considered according to the agenda.

If the discussion deviates from the agenda, the Chairperson of the meeting has the right to warn or interrupt the discussion.

2. No discussant in the Shareholders' Assembly can speak more immediately on a certain item on the agenda. The shareholders 'discussion in the Shareholders' Assembly may take more than five (5) minutes.

3. Each shareholder is entitled to a reply (which lasts no more than one minute) if his name is mentioned, or apostrophized directly or indirectly.

**Article 8**

**Assembly documentation.**

The minutes of each shareholders' meeting must be prepared immediately after the meeting and must be signed by the President of the Assembly and the Secretary General of the Company, who is responsible for the accuracy of the minutes.

The minutes are compiled within one week after the end of the Assembly and contain all the elements defined in this Regulation. The minutes shall include (i) the date, time and place of the meeting, (ii) the agenda, (iii) the quorum, (iv) ballots and other voting procedures, (v) the number of votes held by the shareholders; and their representatives at the meeting, (vi) the name of the chairperson of the meeting and each secretary of the meeting, (vii) the issues that have been voted on and the results of the voting, negative or abstention), and (ix) a list of decisions taken at the meeting. All decisions, normative acts and instructions approved by the Assembly will be kept in a special archive, which is maintained by the Secretary General of the Company, under the supervision of the President of the Assembly. They are available to all shareholders and the Board of Directors, at any time.

**CHAPTER IV - VOTING IN THE ASSEMBLY AND ELECTION OF BODIES**

**Article 9**

**Decision making of the Assembly**

1. The Assembly of Shareholders approves its decisions and conclusions by a majority of votes. The proposal for which it is voted, is considered approved only if to declare more than 50% of the shares present in the Assembly for which the quorum has been ascertained.

2. Except as provided in paragraph 1 of this Article, voting on matters referred to in Article 15.2 of the Articles of Association and voting on other matters for which a qualified majority of the shares is provided shall be approved by a qualified majority specified in relevant provisions.

3. Voting in the Shareholders Assembly is public, except in cases when the Assembly elects its own bodies, when the voting can be done secretly, openly or by acclamation.

4. Voting by secret ballot is coordinated by the Secretary General of the Company, under the leadership of the President of the Assembly.

**Article 10**

**Selection of organs**

1. The Shareholders Assembly is exclusively competent for the election of the Chairman of the Assembly and the Board of Directors of the Company, in accordance with the Statute of the Company.

2. The right to nominate candidates for President of the Company has a) the Board of Directors of the Company who can nominate a candidate, and b) holders of 10% of the shares of the Company, who can nominate a candidate for President . In case of election by open or secret ballot, the Chairman of the Company is considered the candidate who has won at least one vote and at least one share over the value of half of the shares of the Company. If none of the candidates nominated for President of the Assembly receives this number of votes, then in the district in the second round of voting the shareholders present in the Assembly vote only two candidates who in the first round of elections have enjoyed the most support. large shareholders present in the Assembly. After voting in the second round, the candidate who has won the support of the majority of the shares of the Company is elected President of the Assembly. The President of the Assembly, who is automatically the Chairman of the Board of Directors of the Company, will have a three-year term, with unlimited right to be re-elected.

3. In addition to the Chairman of the Board of Directors and after his election, the Assembly of Shareholders elects four other directors, with a three-year term and unlimited right of re-election. Board members can be elected by open ballot, secret ballot and acclamation. The mandate of the Board of Directors can be confirmed annually in the Regular Assembly of the Company. The right to nominate candidates for the Board of Directors will have: the Chairman of the Board, who proposes two candidates, and all shareholders who own more than 10% of the shares in the Company who have the right to nominate one candidate for director in Board of Directors. In the event of a ballot election, the four candidates who have won the most support of the shares that have voted in the Assembly are elected members of the Board of Directors.

4. The procedures for the election of bodies by secret ballot shall be coordinated by the Secretary General of the Company, under the chairmanship of the President of the Assembly.

**CHAPTER V - FINAL PROVISIONS**

**Article 11**

**Entry into force**

This Regulation is considered approved if approved by a majority of shares in the Assembly of Shareholders. Changes and amendments to this Regulation are made in the same way and based on the same procedure as its approval.

Chairman of the Shareholders Assembly Pristina

Dt: 16.11.2020

Ahmet ARIFI ecc.dipl.