

# **RULEBOOK**

**Governing the relations  
between the company  
and its shareholders**



# **RULEBOOK**

## **Governing the Relations Between the Company and Its Shareholders**

---



**ALKALOID**  
**SKOPJE**

*Health above all*

Pursuant to Article 119 of the Statute, the Management Board of ALKALOID AD Skopje, under Articles 27 and 155 of the Statute, at its meeting on 22.12.2022, passed the following:

## **RULEBOOK**

### **Governing the Relations Between the Company and Its Shareholders**

#### **INTRODUCTORY PROVISIONS**

##### **Article 1**

This Rulebook shall govern communication methods between the Company and its shareholders, the exercise of shareholder rights, and cooperation between the Company, its bodies, and authorized persons with the shareholders, to enable the full exercise of shareholder rights in the interest of the Company and shareholders.

The provisions of the Rulebook shall comply with applicable legislation, Company Statute, and other internal acts.

##### **Article 2**

This Rulebook shall apply to all shareholders, potential shareholders (investors), the Management Board, the Supervisory Board, the Corporate Secretary, and all organizational units, executives, or employees who fulfil obligations related to shareholding and communicate with shareholders.

##### **Article 3**

The Company shall acknowledge and respect all legally guaranteed shareholder rights and implement effective mechanisms for protecting those rights in accordance with legislation, Company Statute, and other internal acts.

##### **Article 4**

Supervisory and Management Board members shall act in the Company's and shareholders' best interest.

The Company shall maintain transparent operations and relationships with shareholders in compliance with legislation, Company Statute, internal acts, and good business practices.

The Company shall uphold corporate social responsibility principles and accept responsibility to shareholders for its corporate activities.

##### **Article 5**

All provisions of this Rulebook pertaining to shareholders, particularly regarding the Company's communication and interaction with shareholders, shall also apply to all potential shareholders (investors) interested in investing unless said provisions exclusively pertain to shareholders.

#### **DEFINITION OF SHAREHOLDER**

##### **Article 6**

A shareholder is someone who owns one or more shares in the Company and is not responsible for the Company's obligations.

Any person registered in the Shareholder's Book, in accordance with the law, shall be considered a shareholder.

Any natural or legal person, domestic or foreign, may become a shareholder.

A foreign person may acquire shares under the same conditions as citizens of the Republic of North Macedonia and legal entities registered in the commercial register of the territory of the Republic of North Macedonia unless the law states otherwise.

## SHAREHOLDER RIGHTS

### Article 7

The Company commits to efficiently exercising shareholder rights, avoiding unnecessary complications or costs in exercising said rights in accordance with legislation, Company Statute, and other internal acts.

Information describing the rights for each class and type of shares shall be published on the Company's website in a dedicated section.

All shareholder rights not addressed in these regulations, especially decision-making powers via the Assembly of Shareholders and shareholder participation in the Assembly of Shareholders, are governed in detail in the applicable legislation, the Statute, and the Rules of Procedure for the Assembly of Shareholders of ALKALOID.

### Right to profit

### Article 8

Shareholders shall have the right to share the profits unless otherwise excluded by a decision of the Assembly of Shareholders regarding the use of the profit.

The share of profits that shareholders are entitled to receive is proportional to the nominal amount of their shares.

The Assembly of Shareholders may decide to withhold profit distribution from certain types of shares and instead allocate the profit towards a different use.

### The right to participate in the Assembly

### Article 9

All shareholders owning the same type and class of shares must be treated equally under the applicable legislation.

Shareholders shall exercise their rights in the Company at the Assembly of Shareholders, as well as through other means in accordance with legislation, Company Statute, and other internal acts.

Upon registration in the book of shareholders, each shareholder shall have the right to participate and vote in the Assembly of Shareholders, either in person or via proxy.

### Article 10

The Company shall not impose additional requirements or conditions for participation and voting at the Assembly of Shareholders beyond those mandated by law.

The Company shall undertake all reasonable measures to ensure that all shareholders are treated equally in the proceedings of the Assembly without causing unnecessary complications or expenses for exercising shareholder voting rights.

The Assembly of Shareholders shall take place at a time and place that minimizes the costs and difficulties shareholders may face in attending the meeting.

### Article 11

The Company may publish information regarding the Assembly of Shareholders in English.

## COMMUNICATION AND INTERACTION WITH SHAREHOLDERS

### Article 12

The Company shall facilitate ongoing communication and interaction with its shareholders.

### Article 13

The Company shall utilize various methods to communicate with shareholders for efficient and effective interaction, including personal and direct communication, telephone conversations, meetings, presentations, round tables, questionnaires and surveys, seminars, webinars, electronic mail, brochures, informational publications, promotional materials, and social networks.

To facilitate communication, interaction and information exchange via email, the Company provides the email address [investorrelations@alkaloid.com.mk](mailto:investorrelations@alkaloid.com.mk).

To ensure efficient communication via email, the Company shall maintain a database of email addresses of shareholders and investors. For this purpose, shareholders and investors shall provide a valid personal email address and give necessary approvals in compliance with personal data protection regulations.

Through these communication and interaction channels, the Company shall inform shareholders about its operations, enable processing of questions, answer questions and provide additional explanations regarding half-yearly and annual reports of the Company, inform shareholders about news related to the Company, and perform other essential activities to enable the exercise of shareholder rights.

### Direct interaction with shareholders

### Article 14

The Investor Relations Contact Person, in coordination with the Department for Shareholding and Property Issues, the Finance Department, and the Corporate Secretary, shall be responsible for direct and immediate interaction with shareholders to ensure they are fully informed and able to exercise their rights and interests.

The above persons and departments may request human resources to assist them in performing their tasks.

The Investor Relations Contact Person and the Corporate Secretary must inform the Management Board, and if necessary, the Supervisory Board and the Assembly of Shareholders, about communication with shareholders and activities they and other persons have undertaken to inform shareholders and assist in the exercise of their rights.

The Corporate Secretary shall prepare a report on the communication and content of interaction with shareholders during the calendar year and submits it to the ESG Board no later than 31 January of the following year to include it in the ESG report.

### Article 15

The purpose of the above interaction is to enable shareholders to ask questions and for the Company to answer these questions accordingly, provide corporate information about shareholder rights, and offer legally permissible support to shareholders regarding their shareholder rights.

The Company shall not respond or provide information if the requested information constitutes a trade secret.

### Article 16

Any natural or legal person, whether a shareholder or not, domestic or foreign, may contact the Investor Relations Contact Person and the Corporate Secretary for information about the Company, assistance exercising a shareholder right, or other areas of interest.

#### **Article 17**

The Investor Relations Contact Person and the Corporate Secretary shall provide the following information upon request from shareholders:

- Information on the Management and Supervisory Board members, and the corporate structure, which the Company publicly discloses;
- All mandatory notifications and reports to the Securities Commission, stock exchange, and other competent institutions that are publicly available as per applicable regulations;
- Information on the prices of shares listed on the stock exchange, and historical and statistical data and indicators related to the Company's shares;
- The prospectus for the Company's shares;
- Data from financial results and commercial operations that the Company, by decision of the Management Board, has decided to make publicly available;
- Other publicly available promotional materials and information about the Company and its scope of operation;

#### **Article 18**

The persons and departments listed in Article 14 of this Rulebook may assist in exercising shareholder rights within legally permitted possibilities, primarily by:

- informing shareholders about their rights, powers, and available opportunities in accordance with applicable legislation, Company Statute, other internal acts, and this Rulebook, and providing necessary documents or information to achieve that goal;
- registering for participation in the Assembly of Shareholders, authorizing a proxy, or submitting a power of attorney for attendance, and informing about methods of attendance, taking the floor, and voting;
- submitting a request for convening an Assembly;
- proposing items for the agenda and proposing decisions to the Assembly;
- asking questions at the Assembly or elsewhere, to the Management Board, the Supervisory Board, the Corporate Secretary, or the Company in general;
- facilitating dividend payment;

#### **Article 19**

The Corporate Secretary shall inform shareholders of their right to seek legal protection related to exercising their rights and report illegal, unethical, or unlawful conduct to authorized authorities and persons through the Company's channels or other permitted means.

During communication with shareholders, the Corporate Secretary shall not act as an independent legal, financial, or investment advisor or an authorized intermediary for securities transactions. The Corporate Secretary shall inform shareholders of this when establishing communication.

#### **Article 20**

Through the Investor Relations Contact Person and the Corporate Secretary, shareholders can directly provide proposals and comments primarily in the area of shareholding, using various channels such as oral, written, electronic, telephone, answers to questionnaires, and participation in surveys. Shareholders may also give feedback on other areas of commercial and corporate operations.

To learn about the needs of shareholders, ensure successful interaction, and exercise shareholder rights, the Company may organize surveys, questionnaires, or other forms of interaction with shareholders.

These tools help the Company learn about shareholders' interests, needs, and attitudes. After processing the results, the Company can incorporate this information into its business policy.

#### **Article 21**

The Company may organize group presentations and Q&A sessions for the general public or specific groups if needed.

#### **Article 22**

The contact information of the Investor Relations Contact Person and the Corporate Secretary shall be published on the Company's website.

#### **Article 23**

For all issues for which the Corporate Secretary is not strictly competent and are referred to them or through them by any person, they shall immediately inform the organizational units or other authorities competent for the specific issue.

### **Corporate Compliance Officer**

#### **Article 24**

The Corporate Compliance Officer shall serve as the point of contact for shareholders concerning matters and actions pertaining to the Code of Ethics and Professional Conduct. The Corporate Compliance Officer shall also directly receive reports of any violations of the Code.

## **TRANSPARENCY, INFORMING AND NOTIFYING SHAREHOLDERS**

### **Transparency**

#### **Article 25**

Shareholders are entitled to receive information about the Company's activities and operations.

The Company must regularly and promptly provide shareholders with complete, relevant, and understandable information, ensuring it is easily accessible.

The Company shall also be legally bound to deliver notifications and information regarding changes in its shareholder structure and other important operational information transparently, according to the legislation.

### **Notification**

#### **Article 26**

Shareholders must be informed about the situation in the Company following the applicable regulations, the Statute, and other internal acts.

#### **Article 27**

The Management Board shall be responsible for supervising the information provided to shareholders.

#### **Article 28**

The Management Board shall determine which data and reports are significant for shareholders and shall be published.

The Company shall provide every shareholder with the right to inspect acts and other documents as required by law.

#### **Article 29**

All written correspondence with shareholders shall be kept at the Company headquarters.

#### **Article 30**

Shareholders may request information about minutes and decisions made at Management Board and Supervisory Board meetings through the Supervisory Board or the Corporate Secretary.

To request an inspection of the documentation, the shareholder must submit a written request at least three days before the desired inspection and bear the costs for requested copies. The request can be submitted in writing or via email to [investorrelations@alkaloid.com.mk](mailto:investorrelations@alkaloid.com.mk).

The inspection can be arranged at a mutually convenient time for the Company and the shareholder and can be conducted in person at the Company headquarters or via electronic correspondence, depending on the Company's direction.

If the Supervisory Board or Corporate Secretary is absent, another authorized employee may perform their duties during the shareholder inspection.

The Company may limit the shareholders' right to inspect acts and documents to protect the confidentiality of operations or business interests, and the shareholder requesting the inspection shall receive an explanation for the limitation.

#### **Article 31**

The official communication with shareholders, including notifications, delivery of materials, and reception, shall be conducted exclusively in the manner established by the applicable regulations, the Company's Statute, and the Rules of Procedure of the Assembly of Shareholders.

### **FINAL PROVISIONS**

#### **Article 32**

If any provision of this Rulebook conflicts with the applicable regulations or the Statute, Rulebook amendment will be initiated immediately, and until then, the requirements of the relevant regulations and the Statute shall be directly applied in the activities according to this Rulebook.

The Management Board, the Supervisory Board, the Investor Relations Contact Person, the Corporate Secretary, the Department for Shareholding and Property Issues, the Finance Department, and the Corporate Legal Department shall take care of the correct application of this Rulebook.

This Rulebook shall be amended in the same way and procedure as for its adoption.

#### **Article 33**

The Rulebook shall take effect on 01.01.2023.

---

<sup>1</sup>This version of the Rulebook Governing the Relations Between the Company and Its Shareholders of ALKALOID AD Skopje is formatted and designed to inform the public about it. The official version of the Rulebook is kept at the Company headquarters.





**ALKALOID AD Skopje**

Bld. Aleksandar Makedonski 12, 1000 Skopje,  
Republic of North Macedonia

[www.alkaloid.com.mk](http://www.alkaloid.com.mk)

