



REPUBLIKA E SHQIPËRISË

AUDIOVISUAL MEDIA AUTHORITY

REGULATION

ON

“ON THE CRITERIA AND PROCEDURES FOR THE REVIEW OF CHANGES IN THE OWNERSHIP STRUCTURE AND THE TRANSPARENCY OF DATA RELATED TO THE OWNERSHIP OF OSHMA”

CHAPTER I GENERAL PROVISIONS

Article 1 Legal basis

1. This regulation is drafted pursuant to Articles 32.1/1, 62, 74 of Law no. 97/2013, dated 19.03.2013 “Për mediat audiovizive në Republikën e Shqipërisë”, as amended,
2. This regulation is in accordance with the provisions of Law no. 44/2015, dated 30.4.2015 “Kodi i Procedurave Administrative”, Law no. 9121, dated 28.07.2003 “Për mbrojtjen e konkurrencës”, as amended, Law no. 112/2020, dated 29.07.2020 “Për regjistrin e pronarëve përfitues”, as amended, and Law no. 9901, dated 14.04.2008 “Për tregtarët dhe shoqëritë tregtare”.

Article 2 Subject matter

1. The subject matter of this regulation is the determination of the rules, criteria, and procedures for:
 - a) The review of changes that have occurred in the ownership structure within the same private and natural person legal entity OSHMA holding the license or authorization issued by AMA, which do not result in the transfer or assignment of the rights arising from the license or authorization.
 - b) The review of changes in the ownership structure between private legal and natural persons OSHMA, in cases of entering into civil legal relations which result in the transfer or assignment of the rights arising from the license or authorization.
 - c) The declaration of information regarding the composition of the ownership structure of the legal person OSHMA holding the license or authorization from

- AMA, including the beneficial owner for the purpose of transparency of the ultimate controller of the legal person.
2. The provisions of this regulation do not apply to the Albanian public broadcaster (RTSH).
 3. This regulation shall apply in all cases when an OSHMA changes its ownership structure.

Article 3

Definitions

In this regulation, the following terms have the following meanings:

1. "AMA" is the Audiovisual Media Authority, the regulatory authority in the field of audio and audiovisual broadcasting services and other supporting services in the territory of the Republic of Albania.
2. "Private legal person" are the reporting entities under the jurisdiction of the Republic of Albania registered in the NBC in one of the following forms:
 - a) limited liability companies;
 - b) joint stock companies;
 - c) general partnerships;
 - c) limited partnerships;
 - d) representative offices and branches of foreign companies;
 - e) any other legal entity that by law is required to register with the NBC;
 - f) non-profit organizations, including foundations, associations, centers, as well as branches of foreign non-profit organizations, registered in the register of non-profit organizations in the Republic of Albania;
 - g) legal persons and undertakings, whose shareholders, apart from central and/or local institutions of the Republic of Albania, are also other Albanian and/or foreign natural persons/legal persons.
3. "Audiovisual media service provider (OSHMA)" is the natural or legal person who has editorial responsibility for the selection of the content of audiovisual transmission services and who determines the manner of their organization.
4. The regulation of the ownership of an OSHMA is carried out in accordance with the provisions of Article 62 of Law No. 97/2013, dated 19.03.2013 "Për mediat audiovizive në Republikën e Shqipërisë", as amended, which sets out the percentage of ownership of the shareholders/partners participating in the capital.
5. "Beneficial owner" is the natural person who ultimately owns or controls the legal person OSHMA, in whose name a transaction or activity is being conducted and includes at least:
 - a) The natural person who ultimately owns or controls a legal person, through direct or indirect ownership of a sufficient percentage of shares/quotas or voting rights or participation in the capital of that legal person, including through the holding of shares, or through control by other means, or benefits from transactions carried out by the legal person on their behalf.
 - b) The founder or administrator, or the natural person who exercises the ultimate effective control over the administration and control of non-profit organizations, including foundations, associations, centers, as well as branches of non-profit organizations.
6. "Direct ownership" is the ownership held by a natural or legal person, with 25% or more on the participation with shares/quotas of capital or ownership interests, in a legal person OSHMA that:

- a) is licensed for the provision of audio/audiovisual broadcasts,
- b) is authorized for the provision of audio program services and/or the provision of audiovisual program service supported on a satellite network.
- 6.1. Direct ownership will also be considered the ownership held by a natural or legal person through any share/quota of capital or ownership interests in a legal person OSHMA, holder of any kind of authorization provided by Law no. 97/2013, as amended.
7. "Indirect ownership" is the ownership held or control exercised by one or more natural persons, in one or more legal persons OSHMA, that:
- a) is/are licensed for the provision of audio/audiovisual broadcasts,
- b) is/are authorized for the provision of audio program services and/or the provision of audiovisual program service supported on a satellite network and who individually or jointly own 25% or more of the shares/quotas of capital or ownership interests in a legal person OSHMA.
- 7.1. Indirect ownership will also be considered the ownership held or control exercised by one or more natural persons, in one or more legal persons OSHMA, holders of any kind of authorization provided by Law no. 97/2013, as amended.
8. "The OSHMA Ownership Register" is an electronic database administered and published by the AMA, in which the declared data on the ownership structure are recorded according to Law no. 97/2013, dated 19.03.2013 "Për mediat audiovizive në Republikën e Shqipërisë", as amended, and their beneficial ownership, with the aim of ensuring transparency regarding the ownership of audio and audiovisual media companies.
9. "Audiovisual program service" is a set of audiovisual programs of any kind, which is transmitted or distributed directly or indirectly for reception by the general public.

CHAPTER II

OBLIGATIONS OF THE SUBJECTS FOR NOTIFICATION OF CHANGES TO THE OWNERSHIP STRUCTURE

Article 4

The rights and obligations of audio/audiovisual media service providers

1. Audio/audiovisual media service providers in the Republic of Albania have the right to carry out their economic activity without impediments, including making changes to the ownership structure of their legal person, in accordance with the applicable Albanian legislation on audiovisual media.
2. AMA respects the editorial freedom of audiovisual media service providers and does not carry out inspections in the physical premises of the offices of audiovisual media service providers or private premises, or, if applicable, in relation to their family members, their employees, or the family members of their employees, on the grounds that they refuse to disclose information regarding changes that have occurred in the ownership structure.
3. Notwithstanding the specification of point 2 of this article, AMA has the right to primarily and periodically monitor in the NBC Register any change that has occurred in the ownership structure or in other data of the license/authorization of the audiovisual media service provider. In the event that changes are identified in the license/authorization data for which the Authority has not been notified, according to the procedure and deadline provided in Article 6 of this regulation, the provisions of Article 9 thereof shall apply.

Article 5

Criteria and documentation

Faqe | 4

1. The natural or legal person (audiovisual media service provider) that has made changes in the ownership structure, or in the case of the merger of two or more legal persons, where at least one of them is an audiovisual media service provider, the authorized representative of each entity must submit to the AMA:

A. Written notification of the change in the ownership structure, where it shall be declared that the transaction is not in contradiction with the provisions of Law No. 97/2013 “Për mediat Audiovizive në Republikën e Shqipërisë”, as amended.

B. Data resulting from the changes made to the ownership of the audiovisual media service provider, to include:

1. Data on the natural and/or legal persons who are leaving the ownership structure of the audiovisual media service provider:

- i. The Simple and Historical Extract from the Commercial Register, for the company data, where the name/names of the natural persons or the trade name (if a legal person is leaving) shall be reflected;
- ii. The registered office (if a legal person is leaving);
- iii. Unique Identification Number (in case a natural person is leaving);
- iv. The percentage of shares/quotas removed from the capital.

2. Data on the natural and/or legal persons joining the ownership structure of the audiovisual media service provider:

- i. The Simple and Historical Extract from the Commercial Register, for the company data, where the name/names of the natural persons or the trade name (if a legal person is joining) shall be reflected, no later than 30 days from the date of issuance;
- ii. Tax Identification Number (in the case of the admission of the legal person as a new shareholder/partner);
- iii. The registered office (if a legal person is admitted as a new shareholder/partner);
- iv. The changed participation in the capital of the audiovisual media service provider, in the case of the admission of a natural person.

If the new ownership structure is supplemented with legal persons, the following shall be declared:

- i. trade name;
- ii. registered office;
- iii. Tax Identification Number of the legal person;
- iv. New partner/shareholder;
- v. The new participation of the legal person in the capital of the audiovisual media service provider;
- vi. Name/names of the beneficial owners (natural person) partner/shareholder in the new legal person shareholder/partner;
- vii. The Unique Identification Number of each beneficial owner;
- viii. The full participation of the beneficial owners in the share capital of the legal person.

3. Contract for the sale of quotas/shares, gift contract, or any other document certifying the transfer of ownership to the purchasing party (excluding confidential information), certified copy of the original.
4. If a foreign legal person joins the ownership structure of the entity, the audiovisual media service provider is obliged to submit a document for the registration of this legal person in the relevant register of the country of registration, which may provide information on the ownership structure and the administrator, no later than 3 months from the date of issuance, in the original and translated into Albanian by a legally authorized translator.

C. Data on legal and financial compliance:

- a. *In cases of sale and purchase of quotas/shares over 25% up to 50% of participation in the capital of the licensed or authorized legal person as audiovisual media service provider, the purchasing party must declare to AMA:*
 - i. The origin of the financial sources for carrying out the transaction, which, once verified, must correspond to the period during which the commercial transaction for the transfer of quotas is carried out;
 - ii. Certification of the criminal record of the shareholders/partners of the audiovisual media service provider, no later than 3 months from the date of issuance;
 - iii. Certification of the criminal record of the legal person audiovisual media service provider, no later than 3 months from the date of issuance;
 - iv. The structure of the Board of Directors (if the current board structure has changes);
 - v. Curriculum Vitae of the legal person audiovisual media service provider.
- b. *In cases of sale and purchase of quotas/shares in more than 51% of the capital of the licensed or authorized legal person as audiovisual media service provider, or in the case of a merger by absorption of two or more legal persons as audiovisual media service provider, or in the case of assignment of rights deriving from the license/authorization, the purchasing party must declare to AMA:*
 - i. The origin of the financial sources for carrying out the transaction, which, once verified, must correspond to the period during which the commercial transaction for the transfer of quotas is carried out;
 - ii. Certification of the criminal record of the shareholders/partners of the audiovisual media service provider, no later than 3 months from the date of issuance;
 - iii. Certification of the criminal record of the legal person audiovisual media service provider, no later than 3 months from the date of issuance;
 - iv. The structure of the new Board of Directors (if the structure of the current board has changes);
 - v. Curriculum Vitae of the legal person audiovisual media service provider.

D. Other data:

1. In all cases of changes to the ownership structure, the purchasing party shall declare whether there is a direct or indirect connection or conflict of interest in

other organizations or private companies, in cases of exercising audiovisual activity.

2. In cases that result in a complete change of the ownership structure of the legal person licensed/authorized as an audiovisual media service provider, the purchasing party must declare to the AMA the changes in the activity object of the new legal person audiovisual media service provider, in which the exclusive object must be reflected as the exercise of audio/audiovisual activity.
3. The documentation specified in point 1 of this Article shall be submitted in original or as a certified copy and shall not be returned to the applicant after its submission to the institution. Submission may be made by mail or in person, at the protocol office of the AMA.
4. The administrator of the legal person audiovisual media service provider, who has made changes to the ownership structure, or in the case of a merger of two or more legal persons, where at least one of them is an audiovisual media service provider, the administrator of each legal person shall also submit the separate application form, completed and signed in accordance with Annex no. 1, together with the accompanying documentation specified in point 1 of this Article.
5. The application form is an integral part of the application documentation and can be downloaded by the applicant from the official website of the AMA, or it can be obtained free of charge at the AMA offices. The AMA approves the content and form of the application forms, according to the Annex attached to this regulation.

Article 6

Deadline for submitting notification of ownership changes and payment

1. The subjects, pursuant to Law no. 97/2013 “Për mediat audiovizive në Republikën e Shqipërisë”, as amended, are obliged to submit the notification of changes in the ownership structure to the Audiovisual Media Authority no later than 30 days from the date the changes are made, together with the accompanying documentation according to Article 5.
2. The payment for the processing of documentation (PPD) for ownership changes is carried out in accordance with the provisions of the regulation in force regarding payments for licenses or authorizations and services performed by the AMA, within 3 working days from the moment the application is submitted to the institution and the invoice is collected.

CHAPTER III

PROCEDURE FOR REVIEW AND DECISION-MAKING

Article 7

Application review procedure

1. Requests for changes to the ownership structure are administered by the Legal Directorate and the Directorate of Finance and Services, and only application files that are complete and sealed are taken under review. The Directorate of Finance and Services verifies whether the subject has made the corresponding payment and, in case the subject has not made the payment, their application file is not subject to review and is archived.

2. After verifying the conditions set out in point 1 of this article, each directorate verifies and reviews, according to its area of responsibility, the compliance of the documentation submitted by the subject and, in case of deficiencies, requests the subject to complete the documentation within a reasonable 15-day deadline.
3. In case of non-compliance with this deadline, the Legal Directorate and the Directorate of Finance and Services propose to the AMA the rejection of the request for approval of changes in the ownership structure.
4. The application of the subject, whose documentation is found to be in compliance with the requirements of this regulation, is processed by the Legal Directorate and the Directorate of Finance and Services, which prepare the corresponding report and draft-decision to be forwarded to the AMA for decision-making.
5. If the AMA does not approve the transfer for reasons provided by law, the applicant shall notify the NRC within 15 days of the refusal to approve the changes in the ownership structure and request the restoration of the capital participation to its previous state.

CHAPTER IV

DECLARATION OF OWNERSHIP, BENEFICIAL OWNER AND SANCTIONS IN CASES OF NON-DECLARATION

Article 8

Publication of the ownership structure in the Ownership Register of audiovisual media service providers

1. Audiovisual media service providers shall make public the information regarding their ownership structure, including beneficial owners.
2. AMA administers, publishes, and updates the Ownership Register of audiovisual media service providers on the official website of the Authority, based on the data declared by the audiovisual media service provider.
3. The Register contains:
 - a. Data on the name of the legal person audiovisual media service provider;
 - b. The type and status of the legal person audiovisual media service provider;
 - c. The period of obtaining/renewing the license or authorization at AMA;
 - d. Names, details, and the ownership percentage of shareholders/partners participating in the capital;
 - e. Names, details, and the ownership percentage of beneficial owners;
 - f. The type of ownership of beneficial owners (direct or indirect).
4. AMA has the right to request information from the National Business Center or other responsible public institutions, in cases where the data registered in the Register do not match the data held by the respective institutions.
5. If AMA finds that the data registered in the Register do not match the data published in the Register of Beneficial Owners of the National Business Center, then:
 - a) AMA notifies the legal or natural person audiovisual media service provider and the National Business Center;

- b) The legal or natural person, within 15 days from the date of AMA's notification, must declare the accurate data regarding the ownership structure and beneficial owners, in accordance with Law No. 97/2013, as amended;
6. In addition to point 2, AMA publishes information on the ownership structure of the company and its shareholders, including beneficial owners, every six months, also in the periodic Bulletin of the Authority.

Article 9

Fines

1. Failure to notify AMA by the licensed/authorized audiovisual media service provider of changes in the ownership structure, within the 30-day deadline from the date the changes are made, constitutes an administrative offense and is punishable by a fine ranging from 120,000 to 2,000,000 ALL.
2. The fine is imposed by AMA ex officio.

CHAPTER V

COOPERATION WITH THIRD PARTIES FOR ENSURING OWNERSHIP TRANSPARENCY IN THE AUDIO/AUDIOVISUAL MARKET

Article 10

Cooperation with the Competition Authority

1. AMA may request cooperation or mutual assistance with the Competition Authority, for the purposes of exchanging information or taking significant measures, for the consistent and effective implementation of this regulation.
2. If AMA considers that there is a serious and grave risk that threatens the functioning of the internal market for audiovisual media services, it may request other national authorities or regulatory bodies to provide mutual cooperation, while at the same time ensuring the respect of fundamental rights, in particular freedom of expression.
3. Requests for mutual cooperation, including expedited cooperation or mutual assistance, shall contain all necessary information, together with the purpose and reasons for it.

Article 11

Cooperation with European peer regulatory authorities

AMA may exchange experiences and best practices with peer authorities of other countries, with the European Platform of Regulatory Authorities (EPRA), and with the European Regulators Group for Audiovisual Media Services (ERGA) within the framework of the implementation of the provisions of this regulation.

Article 12

Entry into force

1. This regulation enters into force immediately after its approval by the Audiovisual Media Authority (AMA).
2. This regulation shall be published on the official website of the Audiovisual Media Authority.

Annex no. 1
Application form

NOTICE OF CHANGE OF OWNERSHIP STRUCTURE:

Requesting _____ party:

(full name of the OSHMA)

NIPT (identification number): _____

Address and registered office:

Contact: _____

CURRENT OWNERSHIP STRUCTURE BEFORE THE CHANGE:

Name, _____ surname/trade
name _____

NIPT _____

Address and registered office:

Type of partner/shareholder: ☐ Natural Person ☐ Legal Person

Participation in the capital of the OSHMA: 1) _____ (in %)

2) _____ (in %)

3) _____ (in %)

PLANNED CHANGE OF OWNERSHIP STRUCTURE:

Removed party:

Name, _____ surname/trade
name _____
NIPT _____
Address and registered office: _____

Faqe | 10

Type of removed partner/shareholder: ☐ Natural Person ☐ Legal Person

Removed participation from the capital of the OSHMA: 1) _____ (in %)
2) _____ (in %)
3) _____ (in %)

New participating party:

Name, _____ surname/trade
name _____
NIPT _____
Address and registered office: _____

Type of new partner/shareholder: ☐ Natural Person ☐ Legal Person

New participation in the capital of the OSHMA: 1) _____ (in %)
2) _____ (in %)
3) _____ (in %)

Method of transfer of ownership: ☐ Sale-Purchase ☐ Gift ☐ Other (Please specify:
_____)

OWNERSHIP STRUCTURE RESULTING FROM THE REQUESTED CHANGE:

Name, _____ surname/trade
name _____
NIPT _____
Address and registered office: _____

Participation in the capital of the OSHMA: 1) _____ (in %)
2) _____ (in %)
3) _____ (in %)

**DATA ON THE BENEFICIAL OWNER OF THE LEGAL PERSON OSHMA
AFTER THE CHANGE:
(only for natural persons)**

Name, surname _____
NUIS _____

Address: _____

Contact: _____

Participation in the capital of OSHMA: 1) _____ (in %)

2) _____ (in %)

3) _____ (in %)

Faqe | 11

Type of ownership: ☐ Direct ☐ Indirect

OTHER DECLARATIONS BY THE PARTIES:

Information on direct or indirect conflict of interest in other organizations or private companies, in cases where this directly affects the exercise of audio/audiovisual activity

☐ **Yes (If yes, please specify below)**

☐ **No**

(Location), on _____ (date)

(space for the stamp)

(name, surname)
Administrator