REPUBLIKA E CEKISE
DHOMA E NOTEREVE

AKT THEMELIMI DHE STATUT
I
SHOQERISE ME PERGJEGJESI TE KUFIZUAR

MG STUDIO SHPK

Sot me daten 07.08.2020 (dymije e njezete) ne Prage, Republika Ceke, jane prezent:

Zt. Joachim Sauter, djali i Ilse dhe Siegbert Sauter, shtetas gjerman, lindur ne Ludwigsburg Gjermani, me 27/11/1964, mbajtes i pasaportes C8FYVZPCP, banues ne U milosrdnych 804/14, 110 00 Prage 1- Stare Mesto, Republika Ceke,

dhe
Znj. Kateryna Tiunina, vajza e Nataliya dhe Oleksander Tiunina, shtetase ukrainese, lindur ne Teplodar, Ukraine, me 09/06/1986, mbajtes i pasaportes PU265049, banuese ne Pod Harfou 943/46, 190 00 Prage 9- Vysocany, Republika Ceke,

te cilet veprojne ne cilesine e themeluesve ligjore te Shoqerise me pergjegjesi te kufizuar, me zotesi te plote per te vepruar dhe kuptuar, te cilet kerkojne themelimin e nje Shoqerie me pergjegjesi te kufizuar, ne perputhje me ligjin shqiptar dhe miratojne sot dispozitat e ketij statuti dhe Akti Themelimi te Shoqerise me Pergjegjesi te Kufizuar.

Neni 1

Themelimi i Shoqerise

Sot ne daten 07/08/2020, Ne Themeluesit, themelojme nje shoqeri me pergjegjesi te kufizuar , te quajtur MG Studio shpk (qe ketej e me tutje te quajtur "Shoqeria").

Neni 2

Emertimi i Shoqerise

1.1 Shoqeria e emertuar MG Studio Shpk, eshte nje Shoqeri me pergjegjesi te kufizuar e themeluar dhe qe ekziston ne perputhje me legjislacionin e Republikes se Shqiperise.

1.2 Shoqeria eshte themeluar sipas ligjit nr. 9901, date 14.04.2008 " Per tregtaret dhe Shoqerite Tregtare" dhe fiton personalitet juridik pas rregjistrimit te saj ne Rregjistrin Tregtar Shqiptar te mbajtur prane Qendres Kombetare te Bisnesit (QKB).

1.3 Shoqeria e zhvillon aktivitetin e saj ne perputhje me legjislacionin shqiptar dhe kete Statut.

Neni 3

Selia

2.1 Selia e Shoqerise ndodhet ne adresen : Rruga Abdyl Frasheri, P. Teknoprojekt 2, No 6/21, Tirane Shqiperi.

2.2 Shoqeria mund te hape zyra perfaqesimi, dege dhe/ose filiale dhe/ose te marre pjese ne Shoqeri te tjera, te kryeje aktivitet ne vende te tjera, brenda ose jashte territorit te Republikes se Shqiperise, ne perputhje me vendimet e Asamblese se Pergjithshme te Ortakeve, qe mund te miratohen here pas here.

Neni 4

Kohezgjatja

Shoqeria do te ushtroje aktivitetin e saj per nje periudhe kohore te pacaktuar, duke filluar nga data e rregjistrimit te Shoqerise ne Rregjistrin Tregtar te mbajtur prane QKB.

Neni 5

Objekti

Objekti i aktivitetit te Shoqerise do te jete: Agjent Shitje dhe Ndermjetesimi per cdo lloj sherbimi, si dhe cdo lloj tjeter aktiviteti te lejuar dhe ne perputhje me ligjin shqiptar.

Neni 6

Kapitali

6.1 Kapitali i nenshkruar dhe teresisht i shlyer eshte 100 Leke.

6.2 Kapitali fillestar do te jete i ndare ne 2 kuota, me vlere te barabarte nominale prej 50 leke secila. Kapitali i nenshkruar dhe i shlyer teresisht eshte i ndare ne perputhje me kontributin e themeluesve si me poshte vijon:

1. Themeluesi Zt. Joachim Sauter, djali i Ilse dhe Siegbert Sauter, shtetas gjerman, lindur ne Ludwigsburg Gjermani, me 27/11/1964, mbajtes i pasaportes C8FYVZPCP, banues ne U milosrdnych 804/14, 110 00 Prage 1- Stare Mesto, Republika Ceke,

zoterues i 1 kuote, te cilat perfaqesojne 50% te kapitalit te Shoqerise

2. Znj. Kateryna Tiunina, vajza e Nataliya dhe Oleksander Tiunina, shtetase ukrainese, lindur ne Teplodar, Ukraine, me 09/06/1986, mbajtes i pasaportes PU265049, banuese ne Pod Harfou 943/46, 190 00 Prage 9- Vysocany, Republika Ceke,

zoteruese e 1 kuote, te cilat perfaqesojne 50% te kapitalit te Shoqerise.

Pergjegjesia e Ortakut shtrihet deri ne vleren e kontributit te tij ne kapitalin e Shoqerise.

6.3 Rritja apo zvogelimi i kapitalit fillestar behet vetem me vendim te Asamblese se Pergjithshme te Ortakeve dhe vetem ne perputhje me ligjet ne fuqi.

Neni 7

Asambleja e Pergjithshme e Ortakeve

7.1 Administratori(et), sipas gjykimit te tyre te lire ose me kerkesen Ortakeve, dhe/ose eksperti kontabel i miratuar, dhe/ose likujduesit (nese ka) mund te therrasin mbledhjen e Asamblese se Ortakeve, por te pakten nje here ne vit. Ortakeve ju dergohet nje njoftim me shkrim per mbledhjen me ane te postes se rregjistruar apo postes elektronike, jo me pak se 7 dite perpare dates se mbledhjes, qe permban te dhenat per arsyen e mbledhjes, vendin, daten dhe oren e saj.

7.2 Verifikimi i njoftimit te mbledhjes nuk eshte i nevojshem nese te gjithe Ortaket jane te pranishem apo te perfaqesuar ne perputhje me kete nen.

7.3 Nese nuk parashikohet ndryshe nga ligji apo nga ky Statut, cdo veprim i cili ndermerret nga Asambleja e Ortakeve mund te merret pa mbledhje, pa njoftim ose pa votim, nese per kete veprim do te behet nje konsultim me shkrim i cili duhet te percaktoje veprimet e ndermarra dhe do te nenshkruhet nga te gjithe Ortaket e Shoqerise.

7.4 Ne perputhje me legjislacionin shqiptar, Asambleja e Pergjithshme e Ortakeve e thirrur rregullisht, perfaqeson te gjithe Ortaket e Shoqerise dhe eshte organi me i larte vendimarres i Shoqerise. Ne perputhje me legjislacionin shqiptar, Asambleja e Pergjithshme e Ortakeve mund te marre vendimet e meposhtme, por pa u kufizuar vetem ne to:

(a) Percaktimin e politikave te biznesit;
(b) Emerimin dhe shkarkimin e Administratori(et)t(eve);
(c) Emerimin dhe shkarkimin e eksperteve kontabel dhe likujduesve;
(d) Rritjen dhe zvogelimin e kapitalit te Shoqerise;
(e) Miratimin dhe zbatimin e pasqyrave financiare per llogarite vjetore, te administrimit dhe te raporteve te mbikqyrjes;
(f) Miratimin e rregullave proceduriale ne lidhje me mbledhjen e Asambleja e Pergjithshme e Ortakeve;
(g) Miratimin dhe shperndarjen e fitimit vjetor;

(h) Miratimin e skemes se kompesimit per Administratori(et)n(et), likujduesin (it) dhe ekspertet kontabel;
(i) Ristrukturimin, prishjen, transformimin, bashkimin, likujdimin e Shoqerise ose riorganizimin e Shoqerise ne ndonje forme tjeter;
(j) Marrja e te gjitha masave me qellim qe Shoqeria te kete kapital dhe asete te mjaftueshme per ushtrimin e aktivitetit dhe permbushjen e detyrimeve kundrejt te treteve;
(k) Te hipotekoje, lere peng dhe vendose barre mbi asetet e veta dhe te lidhe cdo marreveshje financiare me cdo pale financuese, me kusht qe hipoteka, pengu apo barra tjeter, po ashtu si dhe marreveshjet perkatese financiare, te sherbejne per permbushjen e detyrimeve;
(l) Krijimin, mbylljen dhe/ose prishjen e degeve, zyrave te perfaqesimit dhe filialeve;
(m) Investime me vlere mbi 10,000 Euro;
(n) Transferimin e aseteve te Shoqerise;
(o) Cdo ceshtje tjeter qe percaktohet nga ligji i zbatueshem apo nga ky Statut.

Neni 8

Administrimi i Shoqerise

8.1 Shoqeria do te administrohet nga 2 Administratore,

1. Zt. Joachim Sauter, djali i Ilse dhe Siegbert Sauter, shtetas gjerman, lindur ne Ludwigsburg Gjermani, me 27/11/1964, mbajtes i pasaportes C8FYVZPCP, banues ne U milosrdnych 804/14, 110 00 Prage 1- Stare Mesto, Republika Ceke,

2. Znj. Kateryna Tiunina, vajza e Nataliya dhe Oleksander Tiunina, shtetase ukrainese, lindur ne Teplodar, Ukraine, me 09/06/1986, mbajtes i pasaportes PU265049, banuese ne Pod Harfou 943/46, 190 00 Prage 9- Vysocany, Republika Ceke,

8.2 Administratori(et), pergjegjes ne menyre te barabarte vec e vec, emerohen per nje periudhe kohore prej 5(pese) vjetesh, me te drejte rizgjedhje. Administratori(et) mund te shkarkohet perpara perfundimit te mandatit me vendim te Asamblese se Pergjithshme te Ortakeve.

8.3 Administratori(et) do te jete pergjegjes per administrimin frytdhenes, te dobishem e te kujdesshem te Shoqerise dhe do te perfaqesoje Shoqerine kundrejt paleve te treta ne lidhje dhe ne perputhje me dispozitat e ketij Statuti dhe/ose te ligjit/eve te zbatueshem. Administratori(et) ka kompetenca te plota per administrimin e zakonshem ne perputhje me legjislacionin shqiptar ne fuqi dhe per administrimin e jashtezakonshem te Shoqerise, te cilat do te percaktohen me vendim te Ortakeve, pervec atyre kompetencave te cilat ushtrohen nga organe te tjera te Shoqerise sipas ketij Statuti ose ligjeve te zbatueshme.

8.4 Administratori(et) do te kete kompetencat dhe detyrat qe lidhen me administrimin dhe mbikqyrjen e aktivitetit te Shoqerise, si me poshte vijon:

(a) te mbikqyre dhe zbatoje politikat dhe veprimtarite tregtare te Shoqerise dhe vendimet e Asamblese se Ortakeve;
(b) me kerkese se Asamblese se Ortaketeve, te ndermarre masa te cilat jane kompetence e kesaj te fundit, te propozoje vendimet qe do te miratohen nga Asambleja e Ortakeve dhe ti zbatoje keto vendime;
(c) te siguroje qe Shoqeria respekton ligjin(et) e zbatueshem dhe standartet kontabel;
(d) te kryeje te gjitha veprimet ne lidhje me administrimin e aktivitetit tregtar te Shoqerise;
(e) te perfaqesoje Shoqerine kundrejt paleve te treta;
(f) te siguroje qe dokumentat dhe librat kontabel te Shoqerise te mbahen ne rregull dhe me saktesi;
(g) te therrasi mbledhjet e Asamblese se Pergjithshme kur e vlereson te nevojshem per mbrojtjen e interesave te Shoqerise;
(h) te pergatise dhe nenshkruaje pasqyrat financiare te Shoqerise, pasqyrat financiare te konsoliduara, te cilat bashke me propozimin e shperndarjes se fitimit i paraqiten per miratim Asamblese se Ortakeve;
(i) te kryeje te gjitha rregjistrimet dhe publikimet e detyrueshem ne lidhje me Shoqerine, sipas parashikimeve te ligjit te zbatueshem;
(j) ti raportoje Asamblese se Ortakeve mbi zbatimin e politikave tregtare dhe aktivitetet e Shoqerise;
(k) te miratoje hapjen e cdo procedure ligjore ose mbylljen e tyre.

8.5 Administratori(et) mund te ushtroje te gjitha kompetencat e Shoqerise si dhe te kryeje te gjitha veprimet qe me ligj ose per arsye te tjera nuk jane kompetence e Asamblese se Pergjithshme, ose nuk kufizohen nga ky Statut.

8.6 Administratori(et) eshte pergjegjes kundrejt Shoqerise dhe/ose paleve te treta per demet e shkaktuara nga shkelja e dispozitave te ketij Statuti ose te ligjeve te zbatueshme.

Neni 9

Njoftimet

Sa here kerkohet dhenia e nje njoftimi kundrejt cdonjerit prej perfaqesuesve te Ortakeve dhe Administratori(et)t ose anasjelltas, ky njoftim mund ti jepet personalisht ose duke derguar nje kopje me poste te rregjistruar, faks ose e-mail, ne adresen e tij qe rezulton ne librat e Shoqerise, ose qe ai vete i ka dhene Shoqerise per qellime njoftimi. Nese njoftimi dergohet me poste te rregjistruar apo faks, do te konsiderohet se i eshte dhene personit perkates 5(pese) dite pasi njoftimi eshte depozituar ne zyrat postare ose nga transmetimi i faksit apo sherbimi tek adresa e personit. Ky njoftim do te percatoje subjektin e njoftimit, sipas rastit.

Neni 10

Ekperti(et) Kontabel te Autorizuar

Ekperti(et) Kontabel te Autorizuar do te emerohen me vendim te Asamblese se Pergjithshme te Ortakeve, ne rastet kur parashikohet ne legjislacionin shqiptar. Riemerimi i Ekpertit(ve) Kontabel te Autorizuar do te behet ne perputhje me legjislacionin shqiptar ne fuqi. Ekperti(et) Kontabel te Autorizuar mund te shkarkohen me vendim te Asamblese se Pergjithshme te Ortakeve ne rast shkeljeje te detyrave, gabimeve dhe sjellje jo te mire profesionale.

Neni 11

Viti Ushtrimor

Viti ushtrimor fillon me 1 janar dhe mbaron me 31 dhjetor te cdo viti kalendarik, Perjashtimisht viti i pare ushtrimor fillon ne daten e rregjistrimit te Shoqerise ne Rregjistrin Tregtar Shqiptar dhe perfundon ne 31 dhjetor 2020.

Neni 12

Shperndarja dhe Prishja

12.1 Shoqeria mund te shperndahet me vendim te Asamblese se Pergjithshme. Shperndarja e Shoqerise do te ndiqet nga prishja e saj.

12.2 Shoqeria do te ruaje personalitetin juridik, vetem per qellime qe lidhen me likujdimin dhe emertimi i Shoqerise gjate fazes se likujdimit do te ndiqet nga fjalet "ne process likujdimi".

12.3 Likujdatori(et) do te emerohen me vendim te Asamblese se Pergjithshme te Ortakeve. Prishja e Shoqerise dhe emerimi i Likujdatori(ve) do te kryhet ne perputhje me legjislacionin shqiptar.

Neni 13

Ligji i Zbatueshem

13.1 Shoqeria do te zhvilloje aktivitetin e saj ne perputhje te plote me kete Statut dhe me dispozitat e ligjeve shqiptare te zbatueshme.

13.2 Ligji shqiptar per Shoqerite tregtare do te aplikohet per te gjitha aspektet te cilat nuk jane te rregulluara nga ky Statut.

Per cdo rast, aspekt apo ngjarje qe nuk parashikohet nga ky Statut, do te aplikohen dispozitat e ligjit shqiptar nr. 9901, date 14.04.2008, " Per Tregtaret dhe Shoqerite Tregtare" i ndryshuar.

Neni 14

Mosmarreveshjet

Cdo mosmarreveshje qe mund te linde ne lidhje me zbatimin ose interpretimin e ketij Statuti, si dhe cdo mosmarreveshje qe mund te linde midis Shoqerise dhe paleve te treta, do te zgjidhet nga gjykatat shqiptare kompetente.

Neni 15

Ndryshimet

Ky Statut mund te ndryshohet, rishikohet dhe/ose shfuqizohet pjeserisht ose teresisht dhe te zevendesohet me nje Statut te ri me Vendim te Asamblese se Ortakeve.

Ky Statut i Shoqerise me pergjegjesi te kufizuar MG Studio Shpk, hartohet ne tre kopje ne gjuhen angleze, qe do te kene te njejten vlere secila.

Te tjera:
"Autorizojme Znj. Sabina Shytaj, shtetase shqiptare, me Karte Identiteti 033229865, te ekzekutoje dhe dorezoje, si edhe te nenshkruaje, ekzekutimin dhe dorezimin ne emrin tone, te te gjitha dokumentave te nevojshme per te plotesuar dhe bere efektive rregjistrimin e Shoqerise me pergjegjesi te kufizuar MG Studio Shpk, ne Rregjistrin Tregtar te Republikes se Shqiperise, prane Qendres Kombetare te Bisnesit ne Tirane, Shqiperi, duke perfshire por pa u kufizuar ne nenshkrimin e Aplikimit perkates dhe te nenshkruaje dokumentat e kerkuara nga autoritetet kompetente".

ORTAKU I SHOQERISE

Joachim Sauter

ORTAKU I SHOQERISE

Kateryna Tiunina

Autentifikim-Legalizim
Numri serial i rregjistrit te
Verifikimit te firmave 0 3341/2020
Kjo verifikon qe personi i quajtur sa me poshte
Joachim Sauter, lindur me 27/11/1964,
banues ne U milosrdnych 804/14, 110 00
Prage 1- Stare Mesto,
manualisht firmosi kete dokument ne pranine time,
identiteti i personit sa me larte u verifikua nga une
personalisht.

Prage 10/08/2020

Firma ligjore
Dr, Sandra Tomanova
Notere kandidate
Perfaqesues i Dr. Lukas Valigura
Noter gjykate
Stampa e noterit

Autentifikim-Legalizim
Numri serial i rregjistrit te
Verifikimit te firmave 0 3331/2020
Kjo verifikon qe personi i quajtur sa me poshte
Kateryna Tiunina, lindur me 09/06/1986
Banuese ne Pod Harfou 943/46, 190 00 Prage 9-
Vysocany
manualisht firmosi kete dokument ne pranine time,
identiteti i personit sa me larte u verifikua nga une
Personalisht

Prage 07/08/2020

Firma ligjore
Dr, Sandra Tomanova
Notere
Perfaqesues i Dr. Lukas Valigura
Noter gjykate
Stampa e Noterit

Perkthyesi i vules se noterit
Si perkthyes dhe interpretues i gjuhes angleze miratuar me Vendim gjykate te qytetit te Brno me 12 prill 1996. Dosja 525, ref Nr. Spr 3695/95, deklaroj qe perkthimi im i korrespondon tekstit te vules bashkangjitur ne gjuhen ceke.
Perkthimi eshte 1 faqe
Kam bere kete perkthim te variantit te korrektuar Rregjistruar ne rregjistrin e perkthyesit 4985c/2020.
Ne Zlin 14/08/2020.

Firma e Perkthyesit.

REPUBLIKA E SHQIPËRISË
DHOMA KOMBËTARE E NOTERISË
DEGA VENDORE TIRANË
NOTER JULIAN ZHELEGU

V20200539502311398l6

DATE 08/09/2020
NR REP 4913

VËRTETIM PËRKTHIMI

Sot, më datë 08/09/2020, para meje Noter JULIAN ZHELEGU, anëtar në Dhomën Kombëtare të Noterisë, Dega Vendore TIRANË, me zyrë në adresën Njesia Bashkiake nr. 5, Rr. Pjeter Bogdani, Godina Nr. 13, Hyrja Nr. 2, u paraqit personalisht:

PËRKTHYES:
Sabina Shytaj, atësia Razip, amësia Aleme, shtetase Shqiptare, lindur në Vlorë, Vlorë, Shqipëri (ALB) dhe banues në TIRANË, me adresë Njesia 2 Th.Germenji; Njësia Administrative Nr. 2; Tiranë; 0000; Tiranë, lindur më 28/01/1968, gjendja civile "e divorcuar", madhore, me zotësi të plotë juridike për të vepruar, për identitetin e të ciles u garantova me Leternjoftim ID nr. 033229865 dhe nr. personal G85128087D, e cila më deklaroi se përktheu me përpikmëri dhe saktësi dokumentin bashkangjitur nga gjuha Angleze në gjuhën Shqipe dhe e nënshkroi rregullisht përpara meje Noterit.

Në referim të nenit 135, i ligjit nr. 110, datë 20.12.2018 "Për Noterinë";" në Republikën e Shqipërisë unë Noteri vërtetohet nënshkrimi i përkthyeses.

Në zbatim të ligjit nr. 9887, datë 10.03.2008 "Për mbrojtjen e të dhënave Personale", unë Noteri deklaroj se do të ruaj dhe përpunoj të dhënat personale të subjekteve të këtij veprimi, në mënyrë të drejtë dhe të ligjshme.

NOTER
JULIAN ZHELEGU

PULLE TARIFE
200 LEKE
R.SHQIPËRISË

REPUBLIKA E SHQIPËRISË
DHOMA KOMBËTARE E NOTERISË

DEGA VENDORE TIRANË

NOTER JULIAN ZHELEGU
ADRESA Njesia Bashkiake nr. 5, Rr. Pjeter Bogdani, Godina Nr. 13, Hyrja Nr. 2
TEL: 0682027818

VËRTETIM PËRKTHIMI

Nr. repertori: 4913

Tirane më 08/09/2020

Ligjet referuese:

1.Ligji nr. 7850, datë 29/07/1994 "Kodi Civil i Republikës së Shqipërisë", i ndryshuar

2.Ligji nr. 9887, date 10/03/2008 "Për mbrojtjen e të dhënave personale", i ndryshuar

3.Ligji nr. 110, datë 20/12/2018 "Për Noterinë"

V2020053950231139816

Czech Republic
CHAMBER OF NOTARIES

FOUNDATION ACT and BYLAWS

OF THE LIMITED LIABILITY COMPANY

MG Studio

Today on 07 August 2020 (two thousand and twenty) in **Praha Czech Republic are** presented:

Mr. Joachim Sauter, son of Ilse Sauter and Siegbert Sauter, German citizen, born in Ludwigsburg, Germany, on 27/11/1964, holder of the passport no C8FYVZPCP, living in U milosrdných 804/14, 110 00 Praha 1 – Staré Město, Czech Republic.

Mrs. Kateryna Tiunina, daughter of Nataliya Tiunina and Oleksander Tiunina, Ukraine citizen, born in Teplodar, Ukraine, on 09/06/1986, holder of the passport no PU265049, living in Pod Harfou 943/46, 190 00 Praha 9 – Vysočany, Czech Republic,

acting in the quality of the legal founder of the Company, being in full capacity to act and understand, who hereby are founding a limited liability Company in accordance with the Republic of Albanian legislation and approve the present Bylaws and Foundation Act of the limited liability Company.

Article 1

Date of Incorporation and Founders

On this day 07/08/2020, WE, the founder, establish a Limited Liability Company denominated, MG Studio (hereinafter referred to as the "Company").

Article 2

Company Denomination

1.1 The company denominated, MG Studio is established as a limited liability Company and organized with the laws of the Republic of Albania.

1.2 The company is incorporated under the Law No.9901, date 14.04.2008 "On Entrepreneurs and Commercial Companies", changed, and acquired legal personality after its registration with the Albanian Commercial register near the National Registration Center (NRC).

1.3 The company conducts its activity in accordance with the Albanian Legislacion and these Bylaws.

Article 3

Seat

3.1 The legal seat of the Company is: Rruga Abdyl Frasheri, P. Teknoprojekt 2, 6/21, Tirane, Albania.

3.2 The Company can open representative office, branches and/or subsidiaries and/or participate in other companies, transact business at other locations, eitehr in or out the territory of the Republic of Albania, as the assembly of Shareholders may decide from time to time.

Article 4

Duration

The Company conduct its activity for an unlimited duration, starting from the date of registration in the Albanian Trade Register of the Republic of Albania, near the NRC.

Article 5

Objects

The Company pursues the following objects: Sales and Intermediary Agent for all kind of services, as well as any other legal activity based on Albanian law.

Article 6

Share Capital

6.1 The subscribed and totally paid in share capital of the Company is 100 Leke.

6.2 The initial share capital shall be divided into 2 shares, having a par value of 50 leke each. The Share Capital is entirely subscribed by the shareholders as follows:

1. Mr. Joachim Sauter, son of Ilse Sauter and Siegbert Sauter, German citizen, born in Ludwigsburg, Germany, on 27/11/1964, holder of the passport no C8FYVZPCP, living in U milosrdných 804/14, 110 00 Praha 1 – Staré Město, Czech Republic.

Holder of 1 share, corresponding to 50 % of the share capital of the Company.

2. Mrs. Kateryna Tiunina, daughter of Nataliya Tiunina and Oleksander Tiunina, Ukraine citizen, born in Teplodar, Ukraine, on 09/06/1986, holder of the passport no PU265049, living in Pod Harfou 943/46, 190 00 Praha 9 – Vysočany, Czech Republic.

Holder of 1 share, corresponding to 50 % of the share capital of the Company.

The Shareholder Liability is limited to the amount of its contribution in the share capital.

The increase or decrease of the initial capital is approved only by the General Assembly of the shareholders and only based on the legislation in force.

Article 7

General assembly of Shareholders

7.1 The administratorss at their own discretion or upon request of the Shareholder or by the authorized auditor if any, and/or liquidators are entitled to convoke the General assembly of Shareholders, but at least once a year. A written notice of meeting, stating the purpose, place, date and time of the meeting, shall be delivered by registered mail or email to each Shareholder not less than 7(seven) days before the date of the meeting.

7.2 The verification of the meeting notice is not necessary when all Shareholders are present or represented in accordance with this article.

7.3 Unless otherwise provided for by law or in bylaws, any action required to be taken at any of the Assembly of Shareholders may betaken without a meeting, without notice or without a vote, if a written consent, setting forth the action so taken shall be signed by all off the Company Shareholders.

7.4 In accordance with the Albanian Legislation, when duly convoked, the Shareholders Meeting represents all the Shareholders of the Company and is the highest decision making body of the latter. In respect of the laws of Albania, the Assembly of the shareholders may take, without being limited to, any of the following decisions:

- Setting of the business policies of the company;
- nomination and discharge of the administratorss;
- nomination and discharge of the liquidators and the authorized accountants;
- increase or decrease of the share capital;
- adoption and approval of the annual statement of accounts, of the administration and supervision reports;
- approval of procedural rules with regard to meetings of the Assembly of shareholders:
- approval of the distribution of annual profits;
- approval of the compensation scheme for Administratorss, liquidators and authorized accountants;
- restructuring, dissolution, transformation, merger, amalgamation, winding up or liquidation of the Company;
- taking any necessary actions to assure that the Company has sufficient capital and assets to permit it to conduct activities and perform its obligations toward third parties;

- Mortgage, pledge or give any other charge over its assets and to enter into any financing agreement with any financing party, provided the mortgage, pledge or any other changes serve for the fulfillment of the obligations.
- Establishment, closing and/or winding up of any branches offices, affiliates and subsidiaries;
- Investment for amounts exceeding 10,000 Euro;
- Transfer of assets of the Company;
- Any other matter set forth by the applicable laws or these Bylaws.

Article 8

Management of the Company

8.1 The Company will be managed by 2 Administratorss,

1. Mr. Joachim Sauter, son of Ilse Sauter and Siegbert Sauter, German citizen, born in Ludwigsburg, Germany, on 27/11/1964, holder of the passport no C8FYVZPCP, living in U milosrdných 804/14, 110 00 Praha 1 – Staré Město, Czech Republic.

2. Mrs. Kateryna Tiunina, daughter of Nataliya Tiunina and Oleksander Tiunina, Ukraine citizen, born in Teplodar, Ukraine, on 09/06/1986, holder of the passport no PU265049, living in Pod Harfou 943/46, 190 00 Praha 9 – Vysočany, Czech Republic.

8.2 The Administratorss, equally responsible separately, are appointed respectively for 5 (five) years with the possibility of reappointment. The Administratorss may be dismissed before expiry of the term upon decision of the assembly of Shareholders.

The Administratorss shall be responsible, for the Company's efficient, effective and prudent management and shall represent the Company towards third parties subject to and in accordance with the provisions of these Bylaws and/or applicable laws. The Administratorss shall have all powers of ordinary management in accordance with the Albanian legislation in force, and extraordinary management of the Company, to be defined upon decision of the Shareholders, except for those powers that are reserved for other bodies of the Company as per these Bylaws, or applicable laws.

8.3 The Administratorss shall have the following powers and duties with regard to the Administration and supervising of the Company's activity:

(a) To supervise and implement the business activities and policies of the Company and decisions of the Assembly of Shareholders;
(b) On request of the Assembly of Shareholders, to adopt measures which fall within the competencies of the latter, to recommend the resolutions to be adopted by the Assembly of Shareholders and to execute such resolutions;

(c) To ensure that the Company observes the applicable laws and accounting standards;
(d) To perform all actions in relation to the administration of the commercial activity of the Company;
(e) To represent the Company toward third parties;
(f) To managed that the documents and the accounting books of the Company are properly and regularly held;
(g) To convoke a meeting of the Assembly of Shareholders when deemed necessary for the safeguard of the Company's interests;
(h) To prepare and sign the annual financial statements of the Company, the consolidated financial statements, which are submitted to the Assembly of Shareholders for approval together with the proposal on the distribution of profits;
(i) To perform all mandatory registrations and publications with regard to the Company, as may be required by the applicable law;
(j) To report to the Assembly of Shareholders with regard to the implementation off the commercial policies and, in case of operations of particular value, to report to the Assembly of Shareholders with regard to the Company's activity;
(k) To approve the commencement of any legal proceeding or the termination of the same.

8.3 The Administratorss may exercise all such powers of the Company and do all such
Lawful acts and things as are not by law or otherwise required to be exercised by the Assembly of Shareholders or limited by means of these Bylaws.

8.4 The Administratorss are responsible toward the Company and/or third parties for Damages caused by breach of these Bylaws or of the applicable Law.

Article 9

Notice

Whenever written notice is required to be given to any representative of shareholders or the administratorss or vice versa, it may be given to such person, either personally or by sending a copy thereof through registered mail, by fax, or by email, to his address appearing on the books off the Company, or supplied by him to the company for the purpose of notice. If the notice is sent by registered mail or by fax, it shall be deemed to have been given to the person entitled thereto 5 (five) days after deposited in the post office, or upon facsimile transmission or service to such person's address. Such notice shall specify the subject of the issue, as the case may be.

Article 10

Authorized Auditor

The authorized Auditor(s) shall be appointed upon resolution of the assembly of shareholders in any such case when it is required by the Albanian law. Reappointment of the authorized Auditor(s) shall be in compliance with the provisions of the Albanian legislation in Force. The authorized Auditor(s) may be removed upon resolution of assembly of Shareholders in case of breach of duty, mistakes and professional misconduct.

Article 11

Financial Year

The Financial year begins on 1-st January and expires on 31-st December of each calendar year. Exceptionally, the first year begins in the date of registration on the Company with Albanian Commercial Register and expires on 31-st December 2020.

Article 12

Dissolution and Winding up

12.1 The Company may be dissolved upon resolution of the assembly pf shareholders. Dissolution of the Company will be followed by winding up.

12.2 The Company will retain its legal personality serving only for the purpose of liquidation and during liquidation the wording "under liquidation" shall follow the denomination of the Company.

12.3 The Liquidator(s) shall be appointed upon resolution of the assembly of Shareholders. The winding up and the appointment of the liquidator(s) shall be performed in compliance with the Albanian legislation.

Article 13

Applicable Law

13.1 The Company shall run its business in full compliance with these Bylaws and the provisions off the applicable Albanian Laws.

13,2 Albanian Law on commercial companies becomes applicable, regarding aspects that are not regulated by the present bylaws.

For any event, aspects or occurrence not regulated through these bylaws, the applicable provisions of the Albanian Law no. 9901, "On Commercial Companies" dated 14.04.2008, and its amendments, shall be applicable.

Article 14

Disputes

All disputes that may arise concerning application or interpretation of these Bylaws, any disputes arising between the Corporation and third parties as well shall be brought for resolution before the Albanian Courts.

Article 15

Amendments

These Bylaws may be amended, revised and/or repealed or totally or new Bylaws may be adopted upon resolution of the assembly of Shareholders.

These Bylaws of the limited liability Company, MG Studio, is drawn 5 copies in English version, having the same value each.

Other:

"We authorize Sabina Shytaj, Albanian citizen, holder of ID card No 033229865, to execute and deliver without any limitation, as well as authorize signature, execution and delivery on behalf of ourselves, of any and all documents necessary to complete and make effective the registration of the limited liability Company, MG Studio, with the Trade Register of the Republic of Albania with the National Registration Centre in Tirana Albania, including but not limited to fill and sign the Application Form and submit the required documents to the competent authorities."

The Shareholder

Mr. Joachim Sauter

The Shareholder

Mrs. Kateryna Tiunina

OVĚŘENÍ - LEGALIZACE

Běžné číslo ověřovací knihy O 3341/2020----------
---------Ověřuji, že níže uvedená osoba:----------
Joachim Sauter, nar. 27.11.1964,----------
bydliště **U milosrdných 804/14, Staré Město, Praha-1,**----------
tuto listinu přede mnou vlastnoručně podepsala.---
Totožnost uvedené osoby byla prokázána.----------

V Praze dne 10.08.2020

Mgr. Sandra Tomanová
notářská kandidátka
zástupkyně Mgr. Lukáše Valigury
notáře jako soudního komisaře

OVĚŘENÍ - LEGALIZACE

Běžné číslo ověřovací knihy O 3331/2020----------
---------Ověřuji, že níže uvedená osoba:----------
Kateryna Tiunina, nar. 09.06.1986,----------
bydliště **Pod Harfou 943/36, Vysočany, Praha 9,**----
tuto listinu přede mnou vlastnoručně podepsala.---
Totožnost uvedené osoby byla prokázána.----------

V Praze dne 07.08.2020

Mgr. Sandra Tomanová
notářská kandidátka
zástupkyně Mgr. Lukáše Valigury
notáře jako soudního komisaře

Mgr. Lukáš Valigura
notář v Praze

Mgr. Lukáš Va

Translation from the Czech language

AUTHENTICATION – LEGALISATION

Serial number in the register of authenticated signatures O 3341/2020
This is to certify that the below named person:
Joachim Sauter, born on 27/11/1964,
residing at **U milosrdných 804/14, Staré Město, Praha-1,**
manually signed this document in my presence.
Identity of the above-named person has been established to me.

In Prague on 10/08/2020

illegible signature
Mgr. Sandra Tomanová
notarial candidate
representing Mgr. Lukáš Valigura
notary as a judicial commissioner
L.S. round stamp of notary

AUTHENTICATION – LEGALISATION

Serial number in the register of authenticated signatures O 3331/2020
This is to certify that the below named person:
Kateryna Tiunina, born on 09/06/1986,
residing at **Pod Harfou 943/36, Vysočany, Praha 9,**
manually signed this document in my presence.
Identity of the above-named person has been established to me.

In Prague on 07/08/2020

illegible signature
Mgr. Sandra Tomanová
notarial candidate
representing Mgr. Lukáš Valigura
notary as a judicial commissioner
L.S. round stamp of notary

INTERPRETER´S AND TRANSLATOR'S CLAUSE

As an interpreter and translator of English appointed by the decision of the Regional Court of the City of Brno of 12 April 1996, file no. 525, ref. no. Spr. 3695/95, I declare that my translation corresponds with the text of the attached document in Czech language.

The translation consists of 1 page(s).

I made the following amendments/corrections in my translation: 4985c/2020

The translation is recorded in the translator's journal under no.

In Zlín on 14.9. 2020

Mgr. Kateřina Novotná
Překladatelka anglického jazyka

Mgr. Kateřina Novotná
překladatelka anglického jazyka