

STATUTI

I

**SHOQERISE ME PERGJEGJESI TE
KUFIZUAR**

BE MOBILE SHPK

**KAPITULLI I – DISPOZITA TE
PERGJITHSHME**

NENI 1

Themelimi dhe Emri

- 1.1 Shoqeria me pergjegjesi te kufizuar **Be Mobile Shpk.** (ne vijim referuar si “**Shoqeria**”) themelohet sipas Ligjit shqiptar nr. 9901, date 14.04.2008 “*Per Tregtaret dhe Shoqerite Tregtare*”, i ndryshuar.
- 1.2 Shoqeria e fiton personalitetin juridik pas regjistrimit te saj ne Regjistrin Tregtar qe mbahet nga Qendra Kombetare e Biznesit ne Tirane, Shqiperi.

NENI 2

Selia

- 2.1 Selia e Shoqerise eshte ne adresen: Njesia Bashkiake nr. 2, Rruga Fadil Rada, Nd. 2, H. 5, Ap. 4, Tirane, Shqiperi.
- 2.2 Shoqeria mund te hape dhe te mbaje dege, zyra dhe/ose te ushtroje aktivitet tregtar ne vende te tjera, brenda apo jashte Republikes se Shqiperise ne perputhje me kerkesat e legjislacionit shqiptar.

NENI 3

Objekti i Aktivitetit

- 3.1 Shoqeria do te kete per objekt te aktivitetit kryerjen e çdo veprimtarie te lejuar nga ligji dhe/ose pjesemarrjen ne çdo veprimtari apo aktivitet te ligjshem qe mund te kryeje nje shoqeri me pergjegjesi te kufizuar, e krijuar

BYLAWS

OF THE LIMITED LIABILITY COMPANY

BE MOBILE SHPK

CHAPTER I - GENERAL PROVISIONS

ARTICLE 1

Establishment and Denomination

- 1.1 The limited liability company **Be Mobile Shpk.** (hereinafter referred to as the “**Company**”) is incorporated under Albanian law no. 9901, dated 14.04.2008 “*On Entrepreneurs and Commercial Companies*”, as amended.
- 1.2 The Company acquires legal personality after its registration with the Commercial Register kept by the National Business Centre in Tirana, Albania.

ARTICLE 2

Registered Office

- 2.1 The registered office of the Company is at the address Njesia Bashkiake nr. 2, Rruga Fadil Rada, Nd. 2, H. 5, Ap. 4, Tirana, Albania.
- 2.2 The Company may open and transact business at other locations within the territory of the Republic of Albania in compliance with the requirements of the Albanian law.

ARTICLE 3

Business Activity

- 3.1 The purpose of the Company shall be to transact any and all lawful business and/or to engage in any lawful act or activity for which a limited liability company may be organized under the laws of Albania, as they may be amended from time to time.

<p>ne baze te legjislacionit shqiptar, siç mund te ndryshohet here pas here.</p>	<p>under the laws of Albania, as they may be amended from time to time.</p>
<p>3.2 Aktiviteti i Shoqerise do te kete ne veçanti objektin e meposhtem:</p> <ul style="list-style-type: none"> i. te ndertoje, zoteroje dhe ofroje rrjete publike te telekomunikacionit te levizshem GSM. ii. te ofroje sherbime te telekomunikacionit te levizshem nepermjet rrjetit te saj. iii. te ofroje sherbime te telekomunikacionit te levizshem ne cilesine e nje operatori te nje rrjeti virtual, ne masen e lejuar nga ligji i zbatueshem. iv. te ofroje sherbime te telekomunikacionit te levizshem ne rrjete lokale bazuar mbi kanalet radio, rrjetin nder-qytetar qe jane te lidhura me transmetimin radio. v. te ofroje sherbime nderkombetare te <i>roaming</i> dhe sherbime nderkombetare te komunikimeve te çdo transmetimi. vi. te ofroje komunikim kombetar apo nderkombetar te te dhenave. vii. te ofroje sherbime te mbledhjes se pagesave te paleve te treta ne emer dhe per llogari te tyre. viii. te ushtroje çdo aktivitet audiovizual ne perputhje me legjislacionin e zbatueshem ne fuqi. ix. te ofroje implementimin dhe sistemet e komunikimeve elektronike, perfshire edhe rrjetet e internetit dhe zgjidhje ICT per konsumatoret. x. te hape filiale te zoteruara teresisht nga Shoqeria apo ne pjesemarrje me entitete apo individe te tjere, te marre pjese ne shoqeri ekzistuese apo shoqeri te perbashketa, hape dege dhe zyra perfaqesie, adresa sekondare ne Shqiperi dhe jashte saj. xi. te kryeje te gjitha veprimet tregtare, industriale, te luajtshme dhe te paluajtshme dhe financiare (keto te fundit ne nje menyre jo mbizoteruese dhe jo per publikun) qe do 	<p>3.2 In particular, the Company shall:</p> <ul style="list-style-type: none"> i. build, own and provide GSM mobile telecommunication public network. ii. provide mobile telecommunication services through its own network. iii. provide mobile telecommunication services as a mobile virtual network operator, to the extent allowed by the applicable law. iv. provide mobile telecommunication services in the local network based on radio channels, inter-city network that are connected with the radio transmission. v. provide international roaming services and international communication of any transmission. vi. provide national and international communication of data. vii. provide services of collection of payments of third parties in their name and behalf. viii. conduct any audiovisual activity in pursuance with the applicable law in force. ix. provide implementation and offering of electronic communications systems, including internet networks and ICT solutions for consumers. x. establish subsidiaries either wholly owned by the Company or in partnership with other entities or individuals, participate in existing companies or joint ventures, opening branch offices, representative offices, secondary addresses in Albania and abroad. xi. carry out all the other commercial, industrial, movable, real estate and also financial operations (the latter, however, in not prevalent way and not to the public) that will be considered necessary solely for the purpose of achievement of the above main activity, including the provision of

te konsiderohen te nevojshme vetem per qellim te arritjes se aktivitetit te lartpermendur, perfshire dhenien e garancive, edhe te paluajtshme, per kedo, per detyrime edhe te paleve te treta.

Ne pergjithesi, Shoqeria mund te zhvilloje te gjithë aktivitetet e nevojshme qe lejohen me ligj, me qellim realizimin e objektit te veprimtarise se saj.

NENI 4

Kohezgjatja

- 4.1 Shoqeria do te kete nje kohezgjatje te papercaktuar.

NENI 5

Kapitali

- 5.1 Kapitali fillestar i Shoqerise eshte 2,500,000 Leke (dy milion e peseqind mije Leke), i perbere nga nje 1 kuote.
- 5.2 I gjithë kapitali eshte i nenshkruar nga ortakët dhe do te paguhet ne perputhje me vendimin e administratorit te Shoqerise ne nje ose me shume keste brenda nje periudhe qe percaktohet nga adminsitatori i Shoqerise.
- 5.3 Pergjegjesia e ortakeve shtrihet deri ne vleren e kontributit te tij ne kapitalin e Shoqerise.

NENI 6

Ortakët

- 6.1 Ortaku aktual i Shoqerise eshte si me poshte vijon:
- i) **Z. Gjergji Taho**, shtetas shqiptar, lindur me 22.08.1982, ne Tirane, Shqiperi, mbajtes i leternjoftimit me nr. 024409101, me adrese ne Kompleksi Sun Rise, Vila nr. 1, Zona nr, 1, prane TEG, Lunder, Tirane, ne cilesine e ortakut te vetem te Shoqerise.

sureties and guarantees, also real, to anyone, for obligations also of third parties.

In general, the Company may conduct all useful or necessary activities permitted by the law, in order to pursue the Company's object.

ARTICLE 4

Duration

- 4.1 The duration of the Company's activity shall be unlimited.

ARTICLE 5

Share Capital

- 5.1 The initial share capital of the Company is 2,500,000 Leke (two million five hundred thousand Albanian leke), consisting of 1 (one) share.
- 5.2 The entire share capital is subscribed by the shareholders and shall be paid-in in pursuance with the decision of the administrator of the Company in one or more installments within a term fixed from the administrator of the Company.
- 5.3 The liability of shareholders is extended up to the amount of their contribution in the share capital of the Company.

ARTICLE 6

Shareholders

- 6.1 The current shareholder of the Company is the following:
- i) **Mr. Gjergji Taho**, Albanian citizen, born on 22.08.1982, in Tirana, Albania, holder of the ID Card no. 024409101, with address at: Kompleksi Sun Rise, Vila nr. 1, Zona nr, 1, prane TEG, Lunder, Tirana, as the sole sole shareholder of the Company.

<p>6.2 Pjesemarrja e ortakeve te rinj ne Shoqeri per shkak te transferimit te kuotave tek pale te treta, ose per shkak te arsyeve te ndryshme, do te kryhet ne perputhje me parashikimet e ketij statuti, por nuk do te konsiderohet si ndryshim i statutit ne fjale.</p>	<p>6.2 The entry in the Company of new shareholders due to transfer of shares to third parties, or due to other reasons, shall comply with these bylaws, but it shall not constitute an amendment of the present bylaws.</p>
<p>6.3 Parashikimet e ketij statuti te cilat referojne tek ortaket si dhe te gjithe ceshtjet e tjera lidhur me to, sic eshte Asambleja e Pergjithshme perfshire llojet e vendimeve, kuorumin dhe shumicen e Asamblese se Pergjithshme, te drejten e para-blerjes se ortakeve ose parashikime te ngjashme, do te zbatohen ne rastin kur Shoqeria zoterohet nga me shume se nje ortak. Ne rast se Shoqeria do te zoterohet nga ortaku i vetem, referencat e ortakeve dhe Asamblese se Pergjithshme, llojet e vendimeve, kuorumi dhe shumica, do te zevendesohen me Ortakun e Vetem, aty ku zbatohet.</p>	<p>6.3 The clauses of these bylaws referring to shareholders and matters relating thereto, such as the general meeting of shareholders, including type of decisions, quorum and majority of the general meeting of shareholders, right of pre-emption of shareholders and similar, shall apply in the event that the Company shall be owned by more than one shareholder. In case the Company shall be owned by a sole shareholder, the reference to the shareholders and general meeting of shareholders, type of decisions, quorum and majority, shall be substituted with the Sole Shareholder, where applicable.</p>
<p>6.4 Per qellime te marrdhenies se tyre me Shoqerine, adresat e ortakeve do jene ato te shenuara ne regjistrin e ortakeve. Ortaket jane te detyruar te njoftojne çdo ndryshim ne adresat e tyre. Administratori/et e Shoqerise eshte/jane pergjegjes per mbajtjen dhe perditesimin e ketij regjistri.</p>	<p>6.4 For purposes of their relations with the Company the addresses of the shareholders shall be those recorded in the register of the shareholders. The shareholders are obliged to notify any change of their addresses. The Administrator/s of the Company is/are entitled to keep and maintain such register and update it accordingly.</p>
<p>6.5 Parashikimet e ketij neni kane per qellim mbrojtjen e interesave te Shoqerise, unitetin e ortakeve dhe qendrueshmerine e marredhenies se tyre dhe me kete qellim, per transferimin e kuotave do te zbatohen kufizimet si ne vijim:</p> <ul style="list-style-type: none"> i. Kuotat jane lirisht te transferueshme midis ortakeve dhe shoqerive kontrolluese te ortakeve dhe/ose te shoqerive te kontrolluara nga ortaket. ii. Çdo transferim kuotash (perfshire dhurimin) te persona te ndryshem nga ata te percaktuar me siper do te kushtezohet nga ushtrimi i se drejtes se parablerjes se ortakeve te tjere te Shoqerise mbi kuotat te cilat projektohen per transferim, ne perputhje 	<p>6.5 The provisions of the present clause aim to protect the interests of the Company, the unity of shareholders and the stability of their relationship and for this purpose, for the transfer of the shares, the following restrictions shall apply:</p> <ul style="list-style-type: none"> i. The shares are freely transferable among the shareholders and the companies controlling the shareholders and/or controlled by them. ii. Any transfer of shares (including a donation) to persons other than those defined above is subject to the pre-emption right of the existing shareholders of the Company over the shares projected to be transferred, in

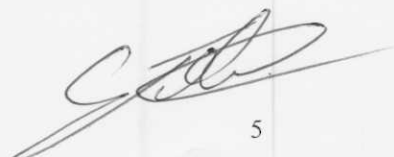


me rregullat e percaktuara ne dispozitat ne vijim.

- iii. Ortaku qe ka per qellim te shese ose te transferoje kuoten e tij, duhet te njoftoje nepermjet nje letre derguar me poste te regjistruar Administratorin/et ne adresen e selise se Shoqerise. Njoftimi duhet te permbaje te dhena personale te transferuesit dhe te dhena identifikuese te pefituesit, kushtet e transferimit, perfshire çmimin dhe menyren e pageses.
- iv. Administratori/et do te njoftoje/ne ortaket e Shoqerise mbi transferimin brenda 7 (shtate) diteve nga marrja e njoftimit te transferimit nga transferuesi.
- v. Ortaket, te cileve u drejtohet njoftimi i transferimit duhet te ushtrojne te drejten e tyre te parablerjes, duke i derguar transferuesit dhe Administratorit/eve deklaraten me shkrim te ushtrimit te te drejtes se parablerjes, nepermjet postes se regjistruar, brenda nje periudhe prej 30 (tridhjetete) ditesh nga marrja e njoftimit mbi transferimin.
- vi. Ne rast se ortaket e tjere dhe transferuesi nuk bien dakord per çmimin e blerjes se kuotave te projektuar per t'u transferuar, sipas propozimit te transferuesit ose per vleren e tregut te kuotes se projektuar per transferim ne rast dhurimi, ata do te caktojne nje ekspert per vleresimin e çmimit, sipas vleresimit te shoqerise qe funksionon (nese vleresimi eshte i zbatueshem); vendimi i vleresimit do te jete perfundimtar. Pas njoftimit te çmimit te shitjes se kuotave te percaktuar nga eksperti, ortakiet brenda 15 (pesembedhjetete) ditesh kalendarike duhet t'i dergojne Administratorit/eve dhe transferuesit me poste te regjistruar nje deklarate me shkrim mbi interesimin

pursuance with the rules mentioned in the following provisions.

- iii. The shareholder intending to sell or transfer its share, should notify upon a registered letter the Administrator/s at the registered address of the Company. The notification should include the personal data of the transferor and identification data of the transferee, terms and conditions of transfer, including the price and modality of payment.
- iv. The Administrator/s shall notify the shareholders of the Company on the said transfer within 7 (seven) days from receipt of the notification of transfer by the transferor.
- v. The notified shareholders should exercise their pre-emption right, by sending to the transferor and to the Administrator/s the written declaration of exercise of the pre-emption right, through registered post, within a term of 30 (thirty days) from receipt of notification on the transfer.
- vi. In case the shareholders and the transferor do not agree on the price of the share projected to be transferred as proposed by the transferor or on the market value of the share projected to be transferred in case of donation, they shall appoint an expert for assessing the price, based on a going concern assessment (if applicable); the outcome of assessment shall be final. Following the announcement of the assessment of the expert on the price of the shares, the shareholders shall send to the Administrator/s and the transferor a written declaration/statement of the intention to purchase the share at the price determined by the expert, through registered post, within 15 (fifteen) calendar days.



e tyre per te blere kuoten/at me çmimin e percaktuar nga eksperti.

- vii. Ne rastin e ushtrimit te se drejtes se parablerjes nga ana e me shume se nje ortaku, pjesemarrja e ofruar do te ndahet midis ortakeve te interesuar ne perpjestim me pjesemarrjen qe zoteron secili ne kapitalin e Shoqerise.
- viii. Nese nje ose disa nga ortaket qe kane te drejten e parablerjes nuk deshirojne apo nuk mund te ushtrojne te drejten e tyre te parablerjes, e drejta e tyre e parablerjes u kalon automatikisht dhe ne perpjestim ortakeve te tjere.
- ix. Nese asnje nga ortaket nuk eshte i interesuar te bleje pjesemarrjen e ofruar, sipas menyrave dhe kushteve te parashikuara ne kete statut, transferuesi eshte i lire te transferoje pjesemarrjen e tij tek bleresi i percaktuar ne njoftimin e derguar tek ortaket. Transferimi i propozuar nga transferuesi konsiderohet i miratuar ne heshtje nese nuk eshte njoftuar asnje ushtrim i se drejtes se parablerjes brenda 30 (tridhjetë) diteve kalendarike nga data e njoftimit te transferimit ose nese nuk arrihet nje marreveshje brenda 60 (gjashtedhjetë) diteve kalendarike nga data e njoftimit te transferimit nga transferuesi.
- x. E drejta e parablerjes duhet te ushtrohet per te gjithë pjesemarrjen e ofruar.

KAPITULLI II – ASAMBLEJA E ORTAKEVE

NENI 7

Asambleja e Ortakeve dhe Kompetencat

- 7.1 Ne baze te ligjeve dhe dispozitave te ketij Statuti, asambleja e pergjithshme e ortakeve te Shoqerise eshte organi me i larte vendimmarres i Shoqerise. Ajo perfaqeson te gjithë ortaket dhe vendimet e saj, te marra ne perputhje me ligjin dhe kete Statut, jane

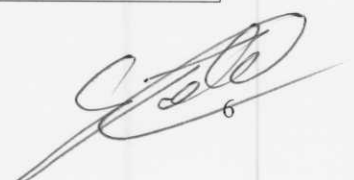
- vii. In case the pre-emption right shall be exercised by more than one shareholder, the offered participation shall be divided among the interested shareholders in proportion with the participation that each of them holds in the share capital of the Company.
- viii. In case one or several of the shareholders entitled to the pre-emption right refuse or are unable to exercise the pre-emption right, their pre-emption right shall be transferred automatically and proportionally to the other shareholders.
- ix. In case none of the shareholders intends to acquire the offered participation, according to the modalities and terms provided herein, the transferor shall be free to transfer his participation to the buyer defined in the notification sent to the shareholders. The transfer as proposed by the transferor is considered tacitly approved if no exercise of the pre-emption right is notified to the transferor within 30 (thirty) calendar days from the notification on transfer or if no agreement is reached within 60 (sixty) calendar days from the notification of the proposed transfer by the transferor.
- x. The pre-emption right should be exercised for the entire offered participation.

CHAPTER II – GENERAL MEETING OF SHAREHOLDERS

ARTICLE 7

General Meeting of Shareholders and its Powers

- 7.1 The general meeting of shareholders, in accordance with the Albanian legislation and these bylaws, is the highest decision-making body of the Company. The general meeting



detyruese per te gjithë ortaket, perfshire ata qe nuk marrin pjese ne votim apo qe kane votuar kunder ketyre vendimeve.

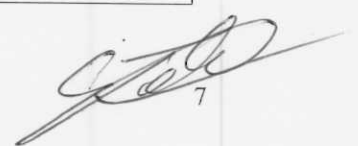
7.2 Asambleja e Ortakeve ne perputhje me legjislacionin shqiptar, mund te vendose, ne nje mbledhje ose nepermjet konsultimit me shkrim, per çeshtjet e meposhtme:

- a) percaktimin e politikave tregtare te Shoqerise;
- b) miratimin e ndryshimit te ketij Statuti;
- c) emerimin dhe shkarkimin e Administratorit dhe percaktimin e kompetencave te tij dhe shperblimin e tij;
- d) emerimin dhe shkarkimin e likuidatorit/eve dhe ekspertit(eve) kontabel te autorizuar dhe percaktimin e shperblimit te tyre;
- e) monitorimin dhe mbikeqyrjen e zbatimit te politikave tregtare nga ana e Administratorit/eve, perfshire mbikeqyrjen e pergatitjes se pasqyrave financiare dhe raporteve te administrimit;
- f) miratimin e pasqyrave financiare dhe raportit te administrimit, pas vleresimit te dokumentave perkatese, brenda gjashte muajve nga fundi i vitit financiar;
- g) zmadhimin dhe zvogelimin e kapitalit pas konsultimit me dokumentat perkatese;
- h) ndarjen e kuotave ne pjese dhe anullimin e kuotave;
- i) caktimin e perfaqesuesit te Shoqerise perpara gjykatave apo procedimeve te tjera kunder Administratorit/eve;
- j) miratimin e ristrukturimit te Shoqerise, perfshire miratimin e bashkimit me shoqeri te tjera, ndarjen e Shoqerise dhe

of shareholders represents all the shareholders and its resolutions, when taken in compliance with the law and the present bylaws, are binding for all the shareholders, including those that have not participated in the meeting or have voted against the said resolutions.

7.2 The resolutions regarding the following Company matters may be taken in a general meeting or through written consultation:

- a) setting the business policies of the Company;
- b) approving the amendment of the bylaws;
- c) appointment and dismissal of the Administrator and determine its powers and remuneration;
- d) appointment and dismissal of liquidator/s and authorized auditor/s and determine their remuneration;
- e) monitoring and supervising the implementation of business policies by the Administrator/s, including supervision of preparation of the annual financial statement and management report;
- f) approval of the annual financial statements and management reports, after reviewing the relevant documents, within six months from the end of the financial year;
- g) capital increase and reduction after reviewing the relevant documents;
- h) division of shares into parts and cancellation of shares;
- i) appointing the representative of the Company in court or other proceedings against Administrator/s;
- j) approving restructuring of the Company, including mergers with other companies, division of the Company and transformation of the



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transformimin e Shoqerise si dhe prishjen e Shoqerise;

- k) miratimin e rregullave procedurale te Asamblese se Ortakeve;
- l) miratimin e barreve/pengjeve mbi kuotat e Shoqerise;
- m) çeshtje te tjera te parashikuara nga ligji ose nga Statuti.

NENI 8

Perfaqesimi dhe Korumi

- 8.1 Çdo ortak ka te drejte te marre pjese ne asamblene e pergjithshme te ortakeve dhe te votoje ne perpjestim me kontributin e tij te nenshkruar dhe paguar perveç kur parashikohet ndryshe ne kete Statut.
- 8.2 Ortaket mund te perfaqesohen ne asamblene e pergjithshme nga nje ortak tjetër ose person i trete i autorizuar me shkrim.
- 8.3 Asambleja e pergjithshme e ortakeve merr vendime te natyre se zakonshme ne menyre te vlefshme me miratimin e ortakeve qe zoterojne me shume se 50% (pesedhjete perqind) te kapitalit themeltar.
- 8.4 Per te vendosur mbi ndryshimin e Statutit, zmadhimin ose zvogelimin e kapitalit te regjistruar, shperndarjen e fitimit, riorganizimin ose prishjen e Shoqerise, asambleja e pergjithshme e ortakeve konsiderohet e mbledhur rregullisht kur jane te pranishem ose te perfaqesuar ortaket qe perfaqesojne te pakten 50% (pesedhjete perqind) te kapitalit themeltar dhe vendimet merren me voten pro te te pakten 75% (shtatedhjete e pese) perqind te ortakeve te pranishem. Nese asambleja e pergjithshme nuk mund te vendose per shkak te mungeses se kuorumit, ajo mblidhet perseri jo me vone se 30 (tridhjete) dite, me te njejtin rend dite.

Company as well as dissolution of the Company;

- k) adoption of the rules of procedure of the general meeting of shareholders;
- l) approval of lien on shares of the Company;
- m) other matters set out by law or the bylaws.

ARTICLE 8

Representation and Quorum

- 8.1 All shareholders have the right to participate in the general meeting of shareholders and vote according to their participation in the subscribed and paid in share capital of the Company, save where these bylaws provide otherwise.
- 8.2 The shareholders may be represented in the general meeting of shareholders by another shareholder or a third person authorized in written.
- 8.3 The general meeting of shareholders may take valid decisions having an ordinary nature only with the favorable vote of shareholders owning more than 50% (fifty percent) of the share capital.
- 8.4 With regard to amendment of the bylaws, increase or reduction of the share capital, distribution of profit, reorganization or dissolution of the Company, the general meeting of shareholders is validly held when is present or represented the shareholders owning at least 50% (fifty percent) of the share capital and decisions are taken with the favorable vote of at least 75% (seventy five percent) of the present shareholders. In case the general meeting of shareholders cannot resolve due to the lack of the quorum, the meeting shall be convened not later than 30 (thirty) days with the same agenda.



NENI 9

Thirrja e Asamblese se Pergjithshme te Ortakeve

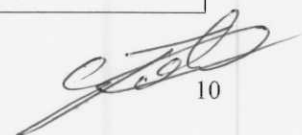
- 9.1 Asambleja e pergjithshme e ortakeve duhet te thirret te pakten nje here ne vit, brenda 6 (gjashte) muajve nga mbyllja e vitit financiar per miratimin e pasqyrave financiare te Shoqerise ose kur kjo kerkohej me shkrim nga nje ose disa ortake qe zoterojne te pakten 5% (pese perqind) te kapitalit te Shoqerise. Ne rastin e fundit nese Administratori nuk e therret asamblene brenda 15 (pesembedhete) ditesh nga paraqitja e kerkeses se ortakeve, keta te fundit kane te drejte ta therresin vete asamblene e pergjithshme te ortakeve, duke percaktuar rendin e dites, daten, kohen dhe vendin e takimit ne perputhje me procedurat e percaktuara ne dispozitat ne vijim.
- 9.2 Asambleja e pergjithshme e ortakeve mblidhet edhe kur:
- i. Llogarite vjetore ose te ndermjetme tregojne ose sugjerojne se ekziston rreziku qe asetet e Shoqerise nuk do te mbulojne pergjegjesite e Shoqerise brenda 3 (tre) muajve.
 - ii. Shoqeria propozon te shese ose perndryshe te disponoje asetet me vlere qe arrin me shume se 5% (pese perqind) te aseteteve te shoqerise sipas llogarive te fundit financiare te certifikuara.
- 9.3 Asambleja e pergjithshme e ortakeve mblidhet ne seline ligjore apo prane nje vendi tjeter brenda ose jashte Shqiperise me ane te nje njoftimi me shkrim te derguar me poste rekomande, faks ose nepermjet postes elektronike qe i drejtohet secilit prej ortakeve. Njoftimi duhet te tregojte rendin e dites, vendin, daten dhe oren e mbledhjes dhe do t'i dergohet secilit ortak, jo me vone se 7 (shtate) dite perpara dates se parashikuar per mbledhjen e asamblese. Gjithashtu, njoftimi duhet te permbaje edhe menyren e pjesemarrjes ne asamblene e ortakeve dhe/ose menyren e vendimmarrjes.

ARTICLE 9

Convocation of the General Meeting of Shareholders

- 9.1 The general meeting of shareholders should be convened at least once per year, within 6 (six) months from the end of the financial year, for the approval of the financial statement of the Company or when it is required in written by one or more shareholders holding at least 5% (five percent) of the share capital of the Company. In the latest case, if the Administrator does not convene the meeting within 15 (fifteen) days from the request of the shareholders, the said shareholders have the right to convene themselves the meeting of shareholders, by indicating the agenda, date, time and place of the meeting, in pursuance with the requirements and procedures mentioned in the following provisions.
- 9.2 The general shareholders meeting is also convened when:
- i. The annual or interim accounts suggest or indicate that there is a risk that the Company's assets will not cover its mature liabilities within the next 3 (three) months.
 - ii. The Company proposes to sell or otherwise dispose of assets amounting to more than 5% (five percent) of the Company's assets according to the last certified financial accounts.
- 9.3 The general meeting of shareholders is convened in the registered office of the Company or in another location within or outside Albania, upon a written notification to be sent by registered mail, fax or e-mail to each shareholder. The notification should indicate the agenda of the meeting, the place, date and hour of the meeting and should be sent to each shareholder not later than 7 (seven) days from the date of the meeting. Also, the notification should include the modalities of participation in the meeting and/or the modalities of decision-taking.
- 9.4 The meeting notification may indicate the second date for the general meeting of

<p>9.4 Njoftimi i mbledhjes mund te parashikoje edhe nje date te dyte per mbledhjen e asamblese ne rast se mbledhja e pare nuk zhvillohet sipas njoftimit ne fjale ne perputhje me kerkesat e parashikuara ne nenin 9.3 te ketij Statuti.</p> <p>9.5 Ne rastin kur njoftimi i mbledhjes behet nepermjet postes elektronike (e-mail), njoftimi konsiderohet i marre nga ortaket ne daten/oren e shenuar ne mesazhin e marrjes/dorezimit te njoftimit te postes elektronike.</p> <p>9.6 Ne rastin kur njoftimi i mbledhjes behet nepermjet faksit, njoftimi konsiderohet i marre nga ortaket ne daten/oren e shenuar ne mesazhin e gjeneruar nga aparatura e faksit.</p> <p>9.7 Ne rastin kur njoftimi nuk eshte kryer rregullisht, mbledhjet e asamblese se pergjithshme te ortakeve dhe vendimet e saj jane te vlefshme kur marrin pjese te gjithe ortaket qe perfaqesojne te gjithe kapitalin e Shoqerise.</p> <p>9.8 Asambleja e pergjithshme e ortakeve kryesohet nga personi i emeruar nga shumica e ortakeve pjesemarres (“Kryetari i Mbledhjes”). Kryetari i Mbledhjes emeron sekretarin, i cili harton procesverbalin e mbledhjes se asamblese.</p> <p>9.9 Ortaket mund te marrin pjese ne mbledhjen e asamblese nepermjet mjeteve elektronike si telekonferenca, video-konferenca, apo komunimit video-shkrues. Perdorimi i mjeteve elektronike do te kryhet duke marre te gjitha masat teknike te nevojshme per garantimin e identifikimit te ortakeve, si edhe sigurine e ketyre mjeteve elektronike. Ne vecanti eshte e nevojshme qe:</p> <ul style="list-style-type: none"> (i) Kryetari i Mbledhjes te kete mundesine te verifikoje dhe te identifikojte ortaket te cilet jane te pranishem, te kontrolloje mbarevajtjen e mbledhjes, te numeroje dhe te shpalle rezultatin e votimit; (ii) Sekretari dhe/ose mbajttesi i procesverbalit te kete mundesine per t’u njohur me faktet dhe 	<p>shareholders in case the first meeting does not take place as per the said notification pursuant to requirement mentioned in article 9.3 of these bylaws.</p> <p>9.5 The notification of the meeting sent by electronic mail shall be considered as received by the shareholders in the date/hour reflected in the delivery/read notification message of the electronic mail.</p> <p>9.6 The notification of the meeting sent by fax shall be considered as received by the shareholders in the date/hour reflected in the delivery notification message generated by the fax machine.</p> <p>9.7 The general meeting of shareholders and its resolutions shall be considered valid even in lack of the formal notification if in the meeting are present the shareholders representing the entire share capital of the Company.</p> <p>9.8 The general meeting of shareholders is chaired by the person appointed by the majority of the shareholders participating at the meeting (“Chairman of the Meeting”). The Chairman of the Meeting appoints the secretary of the meeting, which shall compile the minutes of the meetings.</p> <p>9.9 The shareholders may participate in the general meeting through electronic means such as teleconferences, video-conferences and video-writing communication. The electronic means shall be used by taking all the technical measures for guaranteeing the identification of the shareholders and the safety of the electronic means. In particular, it is necessary that:</p> <ul style="list-style-type: none"> (i) The Chairman of the Meeting has the possibility to verify and identify the participating shareholders, supervise the regularity of the meeting, to count the votes and to announce the voting results; (ii) The Secretary has the possibility to be informed on the facts and events of the meeting, subject of the minutes;
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ngjarjet e ndodhura ne mbledhjen, objekt te procesverbalit;

- (iii) Te mundesohet pjesemarrja e te gjithë te pranishmeve per te diskutuar mbi rendin e dites, ne shqyrtimin, marrjen dhe shperndarjen e te gjitha dokumentave te perdorura gjate mbledhjes si dhe ne procesin e votimit mbi rendin e dites.

9.10 Mbledhja e asamblese ne kushtet e permendura me lart konsiderohet rregullisht e mbajtur ne vendin ku eshte i pranishem Kryetari i Mbledhjes, Sekretari ose mbajtesi i procesverbalit, i cili ben te mundur pergatitjen dhe mbajtjen e procesverbalit te mbledhjes. Kryetari i Mbledhjes do te verifikojë identitetin e çdo ortaku pjesemarrës ose perfaqesuesve te tyre.

9.11 Ne rast se ortaket jane te ftuar te marrin vendime nepermjet konsultimit me shkrim, kuorumi do te quhet si i formuar bazuar ne numrin e ortakeve qe do te dergojne voten dhe vendimet e tyre me shkrim dhe kuotes se tyre. Çdo administrator ose Ortaku qe kerkon vendimarrjen duhet t'i dergoje çdo ortaku njoftimin per konsultimin me shkrim, i cili do te permbaje gjithë informacionet qe perfshihen ne letren e njoftimit/thirrjes te permendur ne piken 9.3 te ketij Statuti. Procedura e konsultimit me shkrim duhet te kryhet ne perputhje me permbytjen e ketij neni, ne rastet kur zbatohet. Çdo ortak duhet te shprehet me shkrim ne lidhje me projekt-vendimet duke votuar mbi dokumentin e projekt vendimeve ne formen e derguar nga administratori/et apo ortaku kur eshte rasti, nepermjet shenimit "pro" ose "kunder" ose duke shprehur komentet e tyre ne nje dokument tjeter. Ne rastin kur ortaket kane komente, duhet t'u bejne reference te qarte projekt-vendimeve. Secili ortak duhet t'i dergoje Administratorit/eve ose ortakut qe ka kerkuar marrjen e vendimit nepermjet keshillimit me shkrim, voten e tij/vendimet me shkrim brenda dates se percaktuar ne njoftimin e derguar per

- (iii) All present shareholders may participate in the discussion of the issues of the agenda, examination, receipt and distribution of all the documents used during the meeting and also in the voting of the issues of the agenda.

9.10 The meeting held under the above conditions is considered as duly convened in the place where is present the Chairman of the meeting and the secretary or the keeper of the minutes, who reflects the contents of the meeting in the minutes. The Chairman of the Meeting shall verify the identity of each shareholder or representatives of the shareholders.

9.11 In case the shareholders are invited to resolve through written consultation, the quorum will be considered attained based on the number of shareholders sending their written votes and resolutions and their share. The Administrator/s or any shareholder requesting the adoption of the resolution should send to each shareholder a notification on the written consultation, which shall contain all and any of the information to be indicated in the call/notification letter as mentioned in article 9.3 of these bylaws. The written consultation procedure shall comply with the paragraphs of the present article, whenever appropriate. Each shareholder should express in writing his opinion in relation to the draft resolution and vote on the draft resolution in the form provided by the administrator/s or shareholder, as the case may be, by noting "in favor" or "against" or by expressing their comments in another document. If any shareholder has other comments, he/she should make a clear reference to the draft resolution. Each shareholder should send to the Administrator/s, or to the shareholder requesting adoption of the written resolutions, his vote/resolution in writing within the date defined in the notification sent for the written resolution.

9.12 The votes of the shareholders as well as discussions and comments of the shareholders shall be in English or Italian language

marrjen e vendimin nepermjet konsultimit me shkrim.

9.12 Votat e ortakeve si dhe diskutimet dhe komentet e ortakeve do te jene ne gjuhen angleze ose italiane te shoqeruara me perkthimin ne gjuhen shqipe dhe çdo material me shkrim i diskutuar ne Asamblene e Pergjithshme do te jete ne gjuhen angleze. Procesverbali dhe vendimet e marra te ortakeve duhet te pasqyrohen ne regjistrin e procesverbaleve. Nese vendimet ose dokumenta te tjera te lidhura kerkohen te jene ne gjuhen shqipe, atehere ato do te shoqerohen dhe me perkthimin ne gjuhen angleze. Gjithashtu ky procesverbal duhet te pasqyroje menyren e organizimit te mbledhjes se asamblese apo te konsultimit me shkrim nese eshte kryer ne perputhje me ligjin dhe dispozitat e Statutit, te identifikojë ortaket e pranishem dhe te perfaqesuar ose ortaket qe kane votuar me shkrim, nese kuorumi i ortakeve qe kane votuar me shkrim eshte respektuar sipas Statutit dhe ligjeve te zbatueshme, si dhe nese vendimet konsiderohen te miratuara sipas votave te marra. Procesverbali do te nenshkruhet nga Kryetari dhe Sekretari i mbledhjes ose nga Administratori ose ortaku kerkues ne rastin e procedures se konsultimit me shkrim. Procesverbalit i bashkengjitet gjithashtu lista e ortakeve qe kane votuar (pervec rastit kur procesverbali eshte nenshkruar nga gjithe ortaket) dhe do te mbahet ne seline e Shoqerise. Nese vendimet e marra nga ortaket duhet te depozitohen prane Regjistrin Tregtar, procesverbali i mbledhjes dhe votat e dhena (nepermjet konsultimit me shkrim nga ortaket) do te sherbejne si dokumentet qe provojne te dhenat qe do te depozitohen ne kete regjister.

9.13 Ne rast se asambleja e pergjithshme e ortakeve nuk mund te shqyrtoje ne te njejten dite te gjitha çeshtjet qe duhen diskutuar, vazhdimi i mbledhjes do te behet te nesermen pa pasur nevojë per njoftim te metejshem.

accompanied with an Albanian language translation and any written material discussed at a General Meeting will be in English. The minutes and resolutions of each General Meeting will be prepared promptly after each meeting and shall be kept in the minutes' books. If resolutions or other related documents are required to be in Albanian, then an English translation will be provided. The said minutes should reflect the organization of the General Meeting, whether it is made in compliance with the applicable law and bylaws provisions, identity of the shareholders present or represented or having given their resolutions in writing, if the quorum of the shareholders participating and voting in writing has met the criteria of the bylaws and the applicable laws and if the resolutions are considered approved according to the voting results. The minutes shall be signed by the Chairman of the Meeting and Secretary of the Meeting or by the Administrator or requesting shareholder in case of the written consultation procedure. The list of the voting shareholders and the notification of the General Meeting are attached to the minutes (unless the minutes are signed by all shareholders) and shall be kept in the registered office of the Company. In case the resolutions of the Company's shareholders should be registered with the Commercial Register, the minutes of the meeting and votes expressed through written consultation shall serve as the document evidencing the data to be filed with such register.

9.13 In case the General Meeting of Shareholders cannot examine within the same day all the issues of the agenda to be discussed, the meeting shall continue the next day (if possible) without the need of sending any other notification.

**KAPITULLI III – ADMINISTRIMI I
SHOQERISE**

NENI 10

Administrimi i Shoqerise

10.1 Administrimi i Shoqerise do te kryhet nga nje ose me shume administratore, te emeruar dhe caktuar nga asambleja pergjithshme e ortakeve per nje kohezgjatje mandati fillestar prej 5 vitesh dhe mund te shkarkohet ne çdo moment me vendim te asamblese se pergjithshme te ortakeve. Kohezgjatja e mandatit eshte e rinovueshme.

10.2 Perveç se kur parashikohet ndryshe ne vendimin e asamblese se pergjithshme mbi emerimin ose mbi percaktimin e kompetencave te administratorit/eve, Administratori/et do te jete/ne pergjegjes per administrimin e Shoqerise dhe do te perfaqesoje/ne Shoqerine kundrejt paleve te treta ne perputhje me dispozitat e ketij Statuti dhe/ose te ligjit te zbatueshem. Administratori/et ka/ne kompetenca te plota per te marre vendime te zakonshme per administrimin e Shoqerise, si me poshte:

- a. te zbatoje politikat tregtare te Shoqerise dhe vendimet e asamblese se pergjithshme te ortakeve;
- b. te siguroje qe Shoqeria respekton ligjin(et) e zbatueshem dhe standartet kontabel;
- c. te kryeje te gjitha veprimet ne lidhje me administrimin e zakonshem te veprimtarise tregtare te Shoqerise perveç se kur parashikohet ndryshe ne statut;
- d. te siguroje qe dokumentet dhe librat kontabel te Shoqerise te mbahen rregullisht;
- e. te perfaqesoje Shoqerine kundrejt paleve te treta;
- f. te therrase mbledhjet e asamblese se pergjithshme te ortakeve, nese e

**CHAPTER III - MANAGEMENT OF THE
COMPANY**

ARTICLE 10

Management of the Company

10.1 The management of the Company shall be performed by one or more administrators, appointed by the general meeting of shareholders for a maximum initial term of 5 years and may be dismissed at any time upon resolution of the general meeting of shareholders. However, the duration of the term may be renewed.

10.2 Unless otherwise provided in the resolution of the general meeting of the shareholders on the appointment or on the determination of the powers of the administrator/s, the Administrator/s shall be responsible for the management of the Company and shall represent the Company towards third parties in accordance with the provisions of these bylaws and/or the applicable law. The Administrator/s has/have full competences to take ordinary management actions/decisions/acts, such as the following:

- a. to implement the business policies of the Company and the decisions of the general meeting of shareholders;
- b. to ensure the compliance of the laws and accounting standards by the Company;
- c. to carry out all actions regarding the ordinary administration of the business activity of the Company unless these bylaws provide otherwise;
- d. to ensure regular maintenance of the financial and accounting documents of the Company;
- e. to represent the Company in front of third parties;
- f. to convene the general meeting of shareholders when it is necessary for protecting the interests of the



vlereson te nevojshme per mbrojtjen e interesave te Shoqerise;

- g. te pergatise dhe nenshkruaje pasqyrat financiare vjetore te Shoqerise dhe raportin e ecurise se veprimtarise te cilat bashke me propozimin per shperndarjen e fitimit i paraqiten per miratim asamblese se pergjithshme te ortakeve.
- h. te kryeje te gjitha regjistrimet dhe publikimet e detyrueshme ne lidhje me Shoqerine sipas parashikimeve te ligjit te zbatueshem;
- i. t'i raportoje asamblese se pergjithshme te ortakeve ne lidhje me zbatimin e politikave tregtare dhe kryerjen e veprimtarive tregtare qe mund te konsiderohen me rendesi te vecante per Shoqerine;
- j. te punesoje ose te nderprese marredheniet e punes me punonjesit sipas politikave te Shoqerise.
- k. te kryeje detyra te tjera te percaktuara ne ligj dhe ne Statut.

10.3 Pervecse kur parashikohet ndryshe ne vendimin e asamblese se pergjithshme mbi emerimin ose mbi percaktimin e kompetencave te administratorit/eve, te gjitha veprimet e administrimit me natyre te jashtezakonshme, si keto ne vijim, do te jene te vlefshme nese miratohen nga ortaket qe zoterojne te pakten 51% te kapitalit te Shoqerise:

- a. marrja hua e parave nga pale te treta, perfshire bankat, institucionet financiare jobankare, shoqerite tregtare, ortaket;
- b. dhenia e huave, leshimi i garancive ne emer te Shoqerise;
- c. marrja e angazhimeve ose kryerja e transakcioneve, ne emer dhe per llogari te Shoqerise, me vlere te jashtezakonshme ose qe perfshijne shpenzime te nje natyre te jashtezakonshme nga ana e Shoqerise, te cilat nuk jane miratuar ne buxhetin vjetor te Shoqerise ose nepermjet nje mbledhjeje te

Company;

- g. to prepare for and sign the annual financial statement of accounts, and management report, and present it to the general meeting for approval, together with the proposals for the distribution of profits;
- h. to perform all mandatory registrations and publications regarding the Company as required under the legislation in force;
- i. to inform the general meeting of shareholders regarding the implementation of the business policies and the conduct of activities that may be of importance to the Company;
- j. to employ or terminate employees according to the business policies of the Company;
- k. to carry out other duties as provided in the law and these bylaws.

10.3 Unless provided otherwise in the resolution of the general meeting of the shareholders on the appointment or on the determination of the powers of the administrator/s, all management actions having an extraordinary nature, such as the following, shall be valid if approved by the shareholders owning at least 51% of the share capital of the Company:

- a. borrowing of money from third parties, including banks, non-banking financial institutions, commercial companies, shareholders;
- b. granting of loans, issuance of guarantees in the name of the Company;
- c. enter into commitments or perform transactions, on behalf of the Company, having an extraordinary value or involving an expenditure by the Company of an extraordinary nature, that are not approved in the annual budget of the Company or

meparshme te jashtezakonshme te asamblese se ortakeve.

10.4 Administratori/et mund te ushtroje/ne te gjitha kompetencat si dhe te kryeje/ne te gjitha veprimet, personalisht apo nepermjet personave te trete qe mund te emeruje/ne sipas diskrecionit te tij/tyre, perveç atyre qe me ligj ose me kete Statut i rezervohen nje asamblese se pergjithshme ose kufizohen nga ky Statut apo nga ligji i zbatueshem.

10.5 Administratori i pare i Shoqerise eshte Z. Gjergji Taho, shtetas shqiptar, lindur ne Tirane, Shqiperi, me 22.08.1982, mbajtes i leternjoftimit me nr. 024409101, banues ne adresen: Kompleksi Sun Rise, Vila nr. 1, Zona nr, 1, prane TEG, Lunder, Tirane, per nje kohezgjatje prej 5 vitesh.

KAPITULLI IV - TE NDRYSHME

NENI 11

EKSPERTET KONTABEL

11.1 Eksperti(et) kontabel emerohen me vendim te asamblese se pergjithshme te ortakeve ne çdo rast kur eshte e detyrueshme sipas legjislacionit shqiptar. Te njejtet ekspert/e kontabel mund te rizgjidhen me vendim te asamblese se pergjithshme. Eksperti/et kontabel mund te shkarkohen me vendim te asamblese se pergjithshme ne rast shkelje detyre, gabimesh dhe sjelljesh te pahijshme profesionale.

NENI 12

Viti Financiar

12.1 Viti financiar i Shoqerise fillon me date 1 janar dhe perfundon me date 31 dhjetor.

12.2 Perjashtimisht, viti i pare financiar fillon pas themelimit te Shoqerise dhe perfundon me date 31 dhjetor te po te njejtit vit.

through a prior extraordinary general meeting of the shareholders.

10.4 The Administrator/s may exercise all competences and actions, personally or through other individuals he/she/they may appoint at his/her/their discretion, except for those which by law and these bylaws are reserved to the general meeting of shareholders or are restricted by these bylaws or the applicable law.

10.5 The first administrator of the Company is Mr. Gjergji Taho, Albanian citizen, born in Tirana, Albania, on 22.08.1982, holder of ID card no. 024409101, resident in Kompleksi Sun Rise, Vila nr. 1, Zona nr, 1, prane TEG, Lunder, Tirana, for a term of 5 years.

CHAPTER IV – MISCELLANEOUS

ARTICLE 11

Auditor

11.1 The auditor/s shall be appointed upon resolution of the general meeting of shareholders in any such case when it becomes mandatory by the Albanian Law. The same auditor/s shall be able to be re-appointed, by resolution of the general meeting of shareholders. The auditor/s may be removed by resolution of general meeting of shareholders in case of breach of duty, mistakes and professional misconduct.

ARTICLE 12

Accounting Year

12.1 The fiscal year of the Company shall be from January 1st to December 31st.

12.2 By exception, the first financial year begins upon the Company's incorporation and ends on the 31st of December of the same year.



NENI 13

Prishja e Shoqerise

- 13.1 Shoqeria mund te likuidohet me vendim te asamblese se pergjithshme. Kur Shoqeria prishet ajo kalon ne likuidim.
- 13.2 Shoqeria do te ruaje personalitetin juridik vetem per qellime te likuidimit dhe ne kete rast emerimit te Shoqerise i shtohet shenimi "Shoqeri ne likuidim e siper".
- 13.3 Likuiduesi/t emerohet/n me vendim te asamblese se pergjithshme. Prishja e Shoqerise dhe emerimi i likuiduesit/ve duhet te behen ne perputhje me ligjin shqiptar.

NENI 14

Ligji i Zbatueshem

- 14.1 Shoqeria e ushtron aktivitetin e saj ne perputhje te plote me kete statut dhe me dispozitat e ligjeve shqiptare.
- 14.2 Ligji nr. 9901, date 14.4.2008 "Per Tregtaret dhe Shoqerite Tregtare" do te zbatohet per ato ceshtje te cilat nuk mbulohen apo nuk parashikohen ne kete statut.
- 14.3 Çdo mosmarreveshje qe mund te linde ne lidhje me zbatimin dhe interpretimin e ketij statuti do t'i drejtohet per zgjidhje gjykates se Rrethit Tirane.

Ky statut hartohet ne 2 kopje ne gjuhen angleze dhe shqipe (ne rast mosperputhjeje mes dy versioneve, do te mbizoteroje versioni ne gjuhen angleze) dhe nenshkruhet rregullisht nga ortaku themelues, sot me date 10.08.2018, ne Tirane.

ORTAKU THEMELUES

GJERGJI TAHO

Gjergji Taho

ARTICLE 13

Dissolution and Winding up

- 13.1 The Company may be dissolved by resolution of the general meeting of shareholders. Dissolution of the Company shall be followed by winding up.
- 13.2 The Company will retain its legal personality serving only for the purpose of liquidation and during liquidation the wording "under liquidation process" shall follow the denomination of the Company.
- 13.3 The liquidator/s shall be appointed upon resolution of the general meeting of shareholders. The winding up and the appointment of the liquidator/s shall comply with Albanian law.

ARTICLE 14

Applicable Law

- 14.1 The Company shall run its business in full compliance with these bylaws and the provisions of Albanian laws.
- 14.2 The law no. 9901, dated 14.04.2008 "On Entrepreneurs and Commercial Companies", as amended, becomes applicable regarding aspects that are not covered and provided by the present bylaws.
- 14.3 Any disputes that may arise concerning the application or interpretation of these bylaws shall be brought for resolution before the District Court of Tirana.

These bylaws are drawn up in two copies in English and Albanian language (in case of discrepancies between the two languages, the English version shall prevail) and are duly signed by the founding shareholder this day of 10.08.2018, in Tirana.

FOUNDING SHAREHOLDER

GJERGJI TAHO

Gjergji Taho