

**STATUTI I SHOQERISE**  
**"GVC GLOBAL MARKETING OF EUROPE" Sh.p.k**

Ne kete statut

- "Ligji" eshte Ligji Nr. 9901, dt. 14.04.2008 "Per Tregtaret dhe Shoqerite tregtare";
- "Statuti" eshte Statuti i shoqerise;

**Kreu I**

**Themelimi, Emri, Objekti, Kohezgjatja, Selia**

**Neni 1**

**Data e Themelimit, Emri dhe Themeluesit**

(1) Sot, me 27.05.2021 ne, themeluesit, kam krijuar nje shoqeri me pergjegjesi te kufizuar me emrin **"GVC GLOBAL MARKETING OF EUROPE" SH.P.K.**

(2) Themeluesit e shoqërisë jane:

- Z. Andre Tafner Caria, shtetas i Shteteve te Bashkuara te Amerikes, lindur më 08.11.1968 në Brazil, identifikuar me pasaportë USA nr. 644037134, madhor e me zotësi të plotë për të vepruar.
- Znj. Sandra Crespi Victor Caria, shtetase Braziliane, lindur më 02.07.1970, në Brazil, identifikuar me pasaportë nr. YD121192, madhore e me zotësi të plotë për të vepruar.

**Neni 2**  
**Objekti**

Shoqeria do te kryeje aktivitetin e meposhtem:

2.1 Sherbime Marketingu dhe këshillimi mbi shitjet ne fushen e verërave, të ullinjve, turizmit mjekësor dhe dentar.

2.2 Gjithashtu shoqëria mund te kryeje cdo lloj veprimtarie tjetër që është në përputhje me legjislacionin shqiptar dhe që siguron fitime dhe të ardhura të ligjshme brenda kufijve të parashikuar nga legjislacioni në fuqi, si dhe mund të kryejë cdo operacion prodhimi, tregtar dhe financiar, që lidhet drejtpërdrejtë ose tërthorazi me objektin e saj.

2.3 Shoqëria, me vendim të Administratorit, mund të lidhë marrëveshje tregtare apo bashkëpunimi me shoqëri apo sipërmarrje të tjera, si dhe të kryejë cdo veprim tregtar që konsiderohet i nevojshëm me qëllim arritjen e objektit të veprimtarisë së saj.

**Neni 3**  
**Kohezgjatja**

Kohezgjatja e shoqerise do te jete pa afat.



#### **Neni 4 Selia**

Selia e shoqerise ndodhet ne adresen: Tiranë Rr.Fadil Rada, Pall "Gener 2", Hyrja B, Ap.2.

#### **Kreu II Kapitali**

##### **Neni 5 Kapitali themeltar**

(1) Kapitali themeltar fillestar i shoqerise eshte 1000 (nje mije) leke dhe nuk eshte paguar. Pjesemarrja e themeluesve ne kapitalin e shoqerise eshte si me poshte:

- Z. Andre Tafner Caria: Zoterues i 1 (nje) kuote me vlere të përgjithshme 500 (pesëqind) leke qe perben 50 % te kapitalit themeltar te shoqerise.
- Znj. Sandra Crespi Victor Caria: Zoteruese e 1 (nje) kuote me vlere të përgjithshme 500 (pesëqind) leke qe perben 50 % te kapitalit themeltar te shoqerise.

##### **Neni 6**

##### **Zmadhimi dhe zvogelimi i kapitalit**

Kapitali i shoqerise mund te zmadhohet nepermjet nenshkrimeve te pjeseve te kapitalit themeltar per kontributet ne para dhe me ane te kontributeve ne natyre, nepermjet emerimit nga gjykata kompetente e nje eksperti te autorizuar per keto kontribute sipas kerkeses se administratorit.

Ne asnje rast shumica nuk mund te detyroje nje ortak per te rritur angazhimin e tij ne kapitalin themeltar te shoqerise.

Zvogelimi i kapitalit lejohet nga asambleja e ortakeve, e cila merr vendim ne te njejtat kushte qe kerkohen per ndryshimin e statutit.

Ne te gjitha rastet zvogelimi i prek ortaket ne te njejtën mase ndaj pjeseve te kapitalit qe perfaqesojne.

##### **Neni 7**

##### **Transferimi i kapitalit**

Kuotat e kapitalit te nje shoqerie me pergjegjesi te kufizuar e te drejtat qe rrjedhin prej tyre mund te fitohen apo kalohen nepermjet:

- a) kontributit ne kapitalin e shoqerise;
- b) shitblerjes;
- c) trashegimise;
- 5) dhurimit;
- d) cdo menyre tjeter te parashikuar me ligj.

Pjeset e kapitalit themeltar jane lirisht te transferueshme ndermjet ortakeve, per sa nuk parashikohet ndryshe ne statut.

Pjeset e kapitalit themeltar jane lirisht te transferueshme me rruge trashegimie.

#### **KREU III**



## ORGANET VENDIMMARRESE DHE DREJTUESE

### Neni 8 Organi Vendimmarres

Asambleja e Ortakeve eshte organi i vetem vendimmarres i shoqerise.

Asambleja e Ortakeve eshte organi i vetem vendimmarres i shoqerise qe miraton cdo ndryshim te statutit sipas modaliteteve te percaktuara ne ligj.

Asambleja e pergjithshme e ortakeve eshte pergjegjese per marrjen e vendimeve per shoqerine per ceshtjet e meposhtme: a) percaktimin e politikave tregtare te shoqerise;

b) ndryshimet e statutit;

c) emerimin e shkarkimin e administratoreve;

5) emerimin e shkarkimin i likuiduesve dhe te eksperteve kontabel te autorizuar;

d) percaktimin e shperblimeve per personat e permendur ne shkronjat "c" dhe "5" te kesaj pike;

dh) mbikeqyrjen e zbatimit te politikave tregtare nga administratoret, perfshire pergatitjen e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise;

e) miratimin e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise;

e) zmadhimin dhe zvogelimin e kapitalit;

f) pjesetimin e kuotave dhe anulimin e tyre;

g) perfaqesimin e shoqerise ne gjykate dhe ne procedimet e tjera ndaj administratoreve;

gj) riorganizimin dhe prishjen e shoqerise;

h) miratimin e rregullave procedurale te mbledhjeve te asamblese;

i) ceshtje te tjera te parashikuara nga ligji apo statuti.

Ortaku mund te perfaqesohet ne asamblene e pergjithshme, ne baze te nje autorizimi nga nje ortak tjetër apo nga nje person i trete.

Administratori i shoqerise nuk mund te veprojne si perfaqesues i ortakeve ne asamblene e pergjithshme.

Autorizimi mund te jepet vetem per nje mbledhje te asamblese se pergjithshme, e cila perfshin edhe mbledhjet vijuese me te njeitin rend dite.

### Neni 9 Menyra e thirrjes se mbledhjes se Asamblese se Pergjithshme

Asambleja e pergjithshme thirret nepermjet nje njoftimi me shkrese ose, me njoftim nepermjet postes elektronike. Njoftimi me shkrese apo me mesazh elektronik duhet te permbaje vendin, daten, oren e mbledhjes dhe rendin e dites e t'u dergohet te gjithe ortakeve, jo me vonë se 7 dite perpara dates se parashikuar per mbledhjen e asamblese.

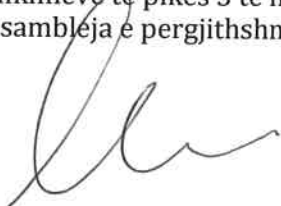
Kur asambleja e pergjithshme nuk eshte thirrur si me siper, ajo mund te marre vendime te vlefshme vetem nese te gjithe ortakët jane dakord, per te marre vendime, pavaresisht parregullsise.

### Neni10 Kuorumi

Ne rastin e marrjes se vendimeve, qe kerkojne nje shumice te zakonshme, asambleja e pergjithshme mund te marre vendime te vlefshme vetem nese marrin pjese ortakët me te drejte vote, qe zoterojne me shume se 30 per qind te kuotave.

Ne rastin kur asambleja e pergjithshme duhet te vendose per ceshtje, te cilat kerkojne shumice te kualifikuar sipas nenit 87 te ligjit " Per Tregtaret dhe Shoqerite Tregtare ", ajo mund te marre vendime te vlefshme vetem, nese ortakët qe zoterojne me shume se gjysmen e numrit total te votave, jane te pranishem personalisht, votojne me shkrese, apo mjete elektronike, sipas parashikimeve te pikes 3 te nenit 88 te ketij ligji.

Nese asambleja e pergjithshme nuk mund te mblidhet per shkak te mungeses se kuoromit te



permendur me lart, asambleja mblidhet perseri jo me vone se 30 dite, me te njejin rend dite.

### **Neni 11 Marrja e vendimeve**

Asambleja e pergjithshme vendos me tri te katertat e votave te zoteruesve te kapitalit, te ortakeve pjesemarres, per ndryshimin e statutit, zmadhimin ose zvogelimin e kapitalit te regjistruar, shperndajen e fitimeve, riorganizimin dhe prishjen e shoqerise.

Asambleja e pergjithshme vendos me shumicen e votave te ortakeve pjesemarres, per ceshtje te tjera si:

- a) percaktimi i politikave tregtare te shoqerise;
  - b) emerimin dhe shkarkimin e administratoreve;
  - c) emerimin e shkarkimin i likuiduesve dhe te eksperteve kontabel te autorizuar;
  - d) mbiqerqyrjen e zbatimit te politikave tregtare nga administratoret, perfshire pergatitjen e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise;
  - e) perfaqesimin e shoqerise ne gjykate dhe ne procedimet e tjera ndaj administratoreve;
  - f) miratimin e rregullave procedurale te mbledhjeve te asamblese;
- Cdo ndryshim statuti duhet te depozitohet prane QKR per te pasqyruar ndryshimet ne skeden e shoqerise.

### **Neni 12 Perjashtimi nga e drejta e votes**

Ortaku nuk mund te ushtroje te drejten e votes nese asambleja e pergjithshme merr vendim per:

- a) vleresimin e veprimtarise se tij;
- b) shuarjen e ndonje detyrimi ne ngarkim te tij;
- c) ngritjen e nje padie ndaj tij nga shoqeria;
- d) dhenien ose jo te perfitimeve te reja.


Kur ortaku perfaqesohet nga nje perfaqesues i autorizuar, i autorizuari vleresohet te jete ne te njejin konflikt interesi, ashtu si dhe ortaku, te cilin perfaqeson.

### **Neni 13 Administrimi**

13.1 Personi i meposhtem caktohet si Administrator i pare i shoqerise:

- Znj. Sandra Crespi Victor Caria, shtetase Braziliane, me 02.07.1970, ne Brazil, identifikuar me pasaportë nr. YD121192, madhore e me zotësi të plotë për të vepruar, e cila emerohet per nje periudhe 5 (pese) vjecare.

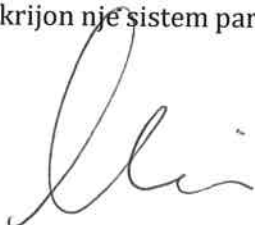
Nenshkrimi I administratorit \_\_\_\_\_

SANDRA CRESPI VICTOR CARIA 

### **Neni 14 Kompetencat e Administratoreve**

Administratori kane te drejte e detyrohet te:

- a) kryeje te gjitha veprimet e administrimit te veprimtarise tregtare te shoqerise, duke zbatuar politikat tregtare, te vendosura nga asambleja e pergjithshme;
- b) perfaqesoje shoqerine tregtare;
- c) kujdeset per mbajtjen e sakte e te rregullt te dokumenteve dhe te librave kontabel te shoqerise;
- ç) pergatit dhe nenshkruan bilancin vjetor, bilancin e konsoliduar dhe raportin e ecurise se veprimtarise dhe, se bashku me propozimet per shperndarjen e fitimeve, i paraqesin keto dokumente perpara asamblese se pergjithshme per miratim;
- d) krijoj nje sistem paralajmerimi ne kohen e duhur per rrethanat, qe kercenojne mbarevajtjen



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- e veprimtarise dhe ekzistencen e shoqerise;
- dh) kryen regjistrimet dhe dergon te dhenat e detyrueshme te shoqerise, si parashikohet ne ligjin per Qendren Kombetare te Regjistrimit;
- e) raporton perpara asamblese se pergjithshme ne lidhje me zbatimin e politikave tregtare dhe me realizimin e veprimeve te posacme me rendesi te vecante per veprimtarine e shoqerise tregtare;
- e) kryen detyra te tjera te percaktuara ne ligj dhe ne statut.

### **Neni 15**

#### **Pergjegjesite e Administratorit**

Administratori eshte pergjegjes individualisht, ndaj shoqerise ose ndaj te treteve, per shkelje te ligjeve, per shkelje te statutit, apo per faje te kryera gjate administrimit te shoqerise.

Pasojat e marreveshjeve te pamiratuara nga asambleja qe i sjellin dem shoqerise, i ngarkohen administratorit dhe ortakut qe ka bere marreveshjen, per te perballuar ne menyre individuale ose solidarisht sipas rastit pasojat perkatese.

Pervec sa eshte parashikuar ne dispozitat e pergjithshme te detyrimit te besnikerise, sipas neneve 14, 15, 17 e 18 te ligjit "Per Tregtaret dhe Shoqerite Tregtare", administratori detyrohet:

- a) te kryeje detyrat e tij te percaktuara ne ligj dhe ne statut ne mirebesim e ne interesin me te mire te shoqerise ne teresi, duke i kushtuar vemendje te vecante ndikimit te veprimtarise se shoqerise ne mjedis;
- b) te ushtroje kompetencat qe i njihen ne ligj dhe ne statut vetem per arritjen e qellimeve te percaktuara ne keto dispozita;
- c) te vleresoje me pergjegjesi ceshtjet, per te cilat merret vendim;
- ç) te parandaloje dhe menjanoje rastet e konfliktit, prezent apo te mundshem, te interesave personale me ata te shoqerise;
- d) te ushtroje detyrat e tij me profesionalizmin dhe kujdesin e nevojshem.

### **Kreu IV**

#### **Viti financiar**

### **Neni 16**

#### **Viti Financiar**

Viti financiar i Shoqerise fillon me 1 Janar dhe perfundon me 31 Dhjetor. Perjashtimisht, viti i pare financiar fillon nga data e regjistrimit te shoqerise ne Qendren Kombetare te Biznesit dhe mbyllet me 31 Dhjetor.

### **Kreu V**

#### **Prishja-riorganizimi i shoqerise**

### **Neni 17**

#### **Prishja dhe likuidimi**

Shperndarja ose prishja e shoqerise mund te behet ne cdo kohe:

- a) me vendim te Asamblese se Ortakeve;
- b) me hapjen e procedurave te falimentimit;

### **Neni 18**

#### **Riorganizimi i shoqerise bashkimi-ndarja**

Shoqeria mund te ndahet, bashkohet sipas Vendimit te Mbledhjes se Pergjithshme te Asamblese se Ortakeve, ne perputhje me dispozitat ligjore te parashikuara ne Pjesen IX te Ligjit 9901 date 14.04.2008 "Per tregtaret dhe shoqerite tregtare."

**Neni 19**  
**Baza Ligjore**

Shoqeria do te zhvilloje aktivitetin e tij ne perputhje te plote me kete statut dhe dispozitat e legjislacionit shqiptar.

Per sa nuk parashikohet ne kete statut, do te zbatohen dispozitat e ligjit "Per tregtaret dhe shoqerite tregtare", Kodit Civil dhe cfaredo ligji tjeter specifik ne Republiken e Shqiperise.

**Neni 20**  
**Mosmarreveshjet**

Per mosmarreveshjet qe mund te lindin ne lidhje me zbatimin apo interpretimin e ketij statuti, si dhe per cdo mosmarreveshje qe mund te linde midis Shoqerise dhe te treteve, do te jete kompetente Gjykata Shqiptare e Rrethit Gjyqesor Tirane.

**NENI 21**  
**Kopjet**


Ky dokument redaktohet ne 3 (tre) kopje origjinale.

Lexuar, kuptuar, aprovuar e nenshkruar nga ortaku themelues.

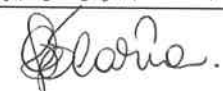
**ORTAKËT THEMELUES**

**GVC GLOBAL MARKETING OF EUROPE sh.p.k**

Z. Andre Tafner Caria

ANDRE TAFNER CARIA  


Znj. Sandra Crespi Victor Caria

SANDRA CRESPI VICTOR CARIA  


**STATUTE OF THE COMPANY  
GVC GLOBAL MARKETING OF EUROPE LLC**

In this Statute

- "Law" is the Law no. 9901, dated 14.04.2008 "On Entrepreneurs and Commercial Companies"
- "Statute" is the Statute of the company

**CHAPTER I  
FORMATION, NAME, OBJECT, DURATION AND LEGAL SEAT**

**ARTICLE 1  
Date Of Foundation, Name And Founders**

1. Today on 27/05/2021, we the founders, have founded a limited liability company with the name **GVC Global Marketing of Europe LLC**
2. The founders of the company are:
  - Mr. Andre Tafner Caria, USA Citizen, born in Brazil, on 08.11.1968 identified with passport no. 644037134, adult and with the full legal capacity.
  - Mrs. Sandra Crespi Victor Caria, Brazil Citizen, born in Brazil, on 02.07.1970, identified with passport no. YD121192, adult and with the full legal capacity.

**Article 2  
Object**

The company will carry out the activities as follows

2.1 Marketing and consultanting on the filed of Wines, Olives Sales and on Medical and Dental Tourism.

2.2 The Company may also perform any other activity that is in accordance with Albanian legislation and which provides legitimate earnings and income within the limits provided by the applicable legislation and may perform any production, trade and financial operations related directly or indirectly with its object.

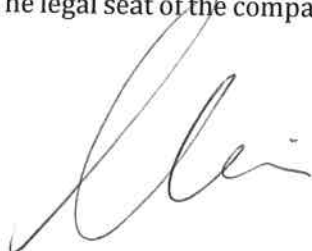
2.3 The company may, by decision of the Administrator, conclude trade or co-operation agreements with other companies and perform any commercial action deemed necessary in order to achieve the object of its activity.

**Article 3  
Duration**

The duration of the company will be without term limits.

**Article 4  
Legal Seat**

(1) The legal seat of the company is at the address: Tiranë Rr.Fadil Rada, Pall "Gener 2", Hyrja B, Ap.2.



**CHAPTER II  
CAPITAL**

**Article 5  
Basic Capital**

(1) The initial basic capital of the company is 1000 (one thousand) leke and its not been paid. The participation of the founders in the basic capital of the company is in accordance with their contributions as follows:

- Founding Partner Mr. Andre Tafner Caria, Owner of 1 (one) Share with the general value of 500 (five hundred) leke that constitutes 50% of the basic capital of the company.

-Founding Partner Mrs. Sandra Crespi Victor Caria, Owner of 1 (one) Share with the general value of 500 (five hundred) leke that constitutes 50% of the basic capital of the company.

**Article 6  
Increase and decrease of the Capital**

The capital of the company can be increased through the subscription of the parts of the basic capital for contribution in cash, and for the contribution in kind through the appointment from the competent court of an authorized expert for these contributions according to the requirements of the Administrator.

The majority cannot obligate a partner to increase his contribution in the basic capital of the company.

The decrease of the capital is allowed by the General Assembly, which will take the decision under the same conditions as for the amendment to the Statute.

In all case the decrease of the capital affects the partners to the same extent as their respective parts in the capital

**Article 7  
Transfer of Shares**

(1) Shares of a LLC company and the rights they confer shall be acquired or transfer through:

- Participation in the authorized share capital at the incorporation of the company;
- Purchase;
- Inheritance;
- Donation;
- Other ways provided by the Law.

The parts of the basic capital are freely transferable between partners, unless otherwise provided in the Statute.

The parts of the basic capital are freely transferable through heritage.

**CHAPTER III  
DECISION-MAKING AND DIRECTING ORGANS**





**Article 8**  
**Decision - Making Organ**

The General Assembly of Partners is the only decision-making organ of the company

The General Assembly of Partners is the only decision-making organ of the company that approves any amendments to the Statute according to the modalities foreseen by the Law

The General Assembly shall decide on the following company matters:

- a) Setting the business policies;
- b) Amendments to the Statute;
- c) Election and dismissal of the Administrators ;
- ç) Election and dismissal of independent auditors and liquidators;
- d) Establishment of remunerations to persons mentioned under Numbers "c" and "ç";
- dh) Monitoring and supervising the implementation of business policies by Managing Directors, including preparation of the annual statement of accounts and the performance report;
- e) Adoption of the annual statement of accounts and performance reports;
- f) Increase and reduction of basic capital;
- g) Dividing shares into parts and withdrawal of shares;
- h) Representation of the company in court and in other proceedings against Managing Directors;
- i) Company restructuring and dissolution;
- j) Adoption of its own rules of procedure;
- k) Other matters set by law or the Statute.

A partner may be represented at the General Assembly by another partner authorized by him or another authorized third party

The Administrator of the company cannot act as a representative of another partner at the General Assembly Meeting

The letter of authorization shall be issued for only one General Assembly Meeting including the reconvened meeting.

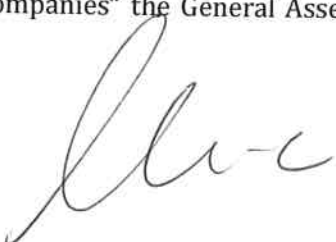
**Article 9**  
**Method of Convening the General Assembly Meeting**

The General Assembly Meeting shall be convened by letter or by electronic mail. The letter or mail shall contain the place, date and hour of the meeting and be delivered together with the agenda to all members not later than 7 days before the scheduled date of the meeting.

Where the General Assembly Meeting has not been convened in conformity with Paragraph 1, the General Assembly Meeting may adopt decisions only if all the partners of the company agree to take decisions despite the irregularity.

**Article 10**  
**Quorum**

In case of matters requiring ordinary majority, the General Assembly Meeting may only take valid decisions if attended by partners holding more than 30% of the subscribed voting shares. In case of matters requiring qualified majority, as of Article 87, of the Law "On Entrepreneurs and Commercial Companies" the General Assembly Meeting may only take valid decisions if the partners having



more than half of the total number of votes are participating in the voting in persona, by letter, or by electronic means in accordance with paragraph 3 of Article 88 of this Law. If the General Assembly Meeting could not be held due to lack of the quorum referred to in Paragraph 1, the meeting shall be reconvened with the same proposed agenda within 30 days.

#### Article 11

##### Decision-Making

The General Assembly shall decide by three-quarter majority of votes of partners participating in the voting on the amendment to the Statute, the increase or decrease of the basic capital, profit distribution, company restructuring and dissolution

The General Assembly shall decide by majority of votes of participating partners for other issues such as: Setting the business policies; Election and dismissal of the Administrators ;Election and dismissal of independent auditors and liquidators; Monitoring and supervising the implementation of business policies by the Administrators including preparation of the annual statement of accounts and the performance report; Representation of the company in court and in other proceedings against the Administrators; Adoption of its own rules of procedure on convening the General Assembly Meeting

Any amendment to the Statute must be submitted at the NBC in order to reflect the changes in the file of the company.

#### Article 12

##### Exclusion of Voting Right

A partner may not vote if the General Assembly decides on:

- a) Assessing his performance
- b) Releasing from any of his obligations
- c) Any claim against him on behalf of the company
- c) Granting or not of any new benefit

Where a partner is represented by a proxy, the proxy shall be deemed to be in the same position regarding conflicts of interest as the member he represents.

#### Article 13

##### Administration

The following persons are appointed as the first Administrator of the company:

Mrs. Sandra Crespi Victor Caria, Brazil Citizen, born in Brazil, on 02.07.1970, identified with passport no. YD121192, adult and with the full legal capacity, for a period of 5 (five) years

Signature of the Administrator \_\_\_\_\_

> SANDRA CAESPI VICTOR CARIA  
Sandra

#### Article 14

##### Rights and obligations of the Administrators

The Administrator have the right and obligation to:

- a) Manage the company's business by implementing the policies defined by the General Assembly"

*[Handwritten signature]*

*[Handwritten signature]*

- b) Represent the company;
- c) Ensure that the necessary accountancy books and documents are kept;
- ç) Provide for and sign the annual statement of accounts and consolidated accounts and the performance report and present it to the General Assembly for approval together with the proposals for the distribution of profits;
- d) Create an early warning system with respect to developments threatening the existence of the company;
- dh) File for the registrations and submit the mandatory data of the company according to the Law on the National Business Center;
- e) Report to the General Assembly with respect to the implementation of business policies and to the realization of transactions of particular importance for company performance;
- ë) Perform other duties set by law or the Statute.

### **Article 15**

#### **Responsibilities of the Administrator**

The Administrator is liable towards the Company or third parties for damages caused by breach of the laws, of the Statute, or for faults committed during the administration of the society.

The consequences for any unapproved agreement from the Assembly, that brings damages to the company, are charged on the Administrator and the Partner that has made the agreement to face individually or jointly as the case maybe the respective consequences.

Apart from what is provided in the general provisions on the fiduciary duty, according to articles 14, 15, 17 and 18 of the Law "On the Entrepreneurs and Commercial Companies, the administrator is oblige to:

1. a) Perform his duties established by the law and the Statute in good faith in the best interests of the company as a whole which includes the environmental sustainability of its operations;
- b) Exercise powers granted to him by the law and the Statute only for the purposes established therein;
- c) Give adequate consideration to matters to be decided;
- ç) Avoid actual and potential conflicts between personal interests and those of the company;
- d) Perform his duties with professionalism and reasonable care.

### **Chapter IV Financial Year**

#### **Article 16 Financial Year**

The financial year commences on January 1<sup>st</sup> and ends on December 31<sup>st</sup>, of each calendar year. Except for the first financial year, that commences from the date of registration of the company in the National Registration Center, and is closed on December 31<sup>st</sup>.

### **Chapter V Dissolution- Restructuring of the Company**

#### **Article 17 Dissolution and Liquidation**

The Company can be dissolved at any time, under the following circumstances:




- By decision of the General Assembly;
- By opening of the bankruptcy procedures;

#### **Article 18**

##### **Restructuring the company Merger- Division**

The company can be divided, merged based on the Decision of the General Assembly of the Partners according to the legal provisions foreseen in Part IX of the Law no. 9901, dated 14.04.2012 "On the entrepreneurs and Commercial Companies"

#### **Article 19**

##### **Legal Basis**

The company will carry out its activity in conformity with this Statute and the legal provisions of the Albanian Legislation

Unless otherwise provided in this Statute, shall apply the provisions of the Law "On the entrepreneurs and Commercial Companies", Civil Code and any other specific law of the Republic of Albania

#### **Article 20**

##### **Disputes**

Any dispute arising out of or related with the implementation or interpretation of this Statute, as well as any dispute between the Company and third parties, shall be referred to the Albanian Court in Tirana District.

#### **Article 21**

##### **Copies**

This document is redacted in 3 (three) original copies.

Read, understood, approved and signed by the founding partner.

**PARTNERS OF THE  
LIMITED LIABILITY COMPANY  
GVC GLOBAL MARKETING OF EUROPE LLC**


Mr. Andre Tafner Caria



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ANDRE TAFNER CARIA

Mrs. Sandra Crespi Victor Caria



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SANDRA CRESPI VICTOR CARIA