

BE IT KNOWN THAT I, Hesham Sharkawi, Notary Public of 4 Palace Court, 250 Finchley Road, London NW3 6DN, duly authorised, admitted and sworn, practising in London and elsewhere in England,

DO HEREBY CERTIFY AND ATTEST:

THAT the signatures set and subscribed at foot of the annexed Authorization and Written Resolutions are genuine, the same having been duly subscribed thereto by ALEXANDRE NATHANEL EPHRAIM BOUAZIZ and SHUO WANG who appeared before me and whose identities I attest, a directors of the company styled "DEEL INC." a company duly organised and existing in accordance with the laws of the State of Delaware, USA under File Number 6465099 and having its registered office at 425 1st Street, San Francisco, CA 94107, USA the details of which I have today verified with the Division of Corporations, State of Delaware, USA.

AND THAT the said ALEXANDRE NATHANEL EPHRAIM BOUAZIZ and SHUO WANG are duly authorised to sign the said documents, on behalf of the said company and that the said documents being so signed, as a deed, in my presence, are duly executed by and binding on the said company.

IN FAITH AND TESTIMONY WHEREOF I have subscribed my hand and affixed my seal in London, this 20th day of May 2021.



Hesham Sharkawi
Notary Public



Hesham Sharkawi, Notary Public
4 Palace Court, 250 Finchley Road
London, NW3 6DN, England
Tel: +44 (0) 207 433 3338

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. **Country:** United Kingdom of Great Britain and Northern Ireland
Pays / País:

This public document

Le présent acte public / El presente documento público

2. **Has been signed by** Hesham Sharkawi
a été signé par
ha sido firmado por

3. **Acting in the capacity of** Notary Public
agissant en qualité de
quien actúa en calidad de

4. **Bears the seal / stamp of** The Said Notary Public
est revêtu du sceau / timbre de
y está revestido del sello / timbre de

Certified
Attesté / Certificado

5. **at** London
à / en

6. **the** 28 May 2021
le / el día

7. **by** Her Majesty's Principal Secretary of State for
par / por Foreign, Commonwealth and Development Affairs

8. **Number** APO-2405636
sous no / bajo el numero

9. **Seal / stamp**
Sceau / timbre
Sello / timbre



10. **Signature** T. Batchelor
Signature
Firma

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Tirane on 20.05.2021

A U T H O R I Z A T I O N

I, the undersigned, Alexandre Nathanel Ephraim Boauziz, son of Philippe Bouaziz, born on 29 April 1993, holder of passport with no. 14DR65362, in the capacity of the CEO of the Company "DEEL, INC", registered in the state of Delaware, United States of America authorise:

Mrs. Sonila Shtaro, Albanian citizen, born on Tiranë, holder of identity card no: 036471466, and **Mrs. Xhilberta Selamaj**, Albanian citizen, born on Kuçovë, holder of identity card no: 037008042;

being part of the law firm Wolf Theiss shpk, to jointly or separately take all necessary actions, including signing the documents that may be needed or required, to complete the application to the NBC, regarding the registration of the Company "DEEL ALBANIA "and to submit any necessary documents related to this application

The Administrator



Mr. Alexandre Nathanel Ephraim Boauziz

DEEL INC

Written resolutions of the Board of Directors of DEEL INC

dated as of 20 May, 2021

Mr. Alexandre Nathanel Ephraim Bouaziz
Ms. Shuo Wang

Having the authority to resolve on the matters addressed in the resolution, and in compliance with the corporate acts of DEEL INC, hereby, unconditionally and irrevocably consent to the adoption in writing of the following matters and resolves as follows:

A. To establish a limited liability company in the Republic of Albania (the "Company"), entirely owned by DEEL INC. The Company shall have the following basic corporate data as per its Articles of Association:

1. Name of the Company:

The name of the Company is "DEEL Albania" sh.p.k.

2. Sole Shareholder:

DEEL Inc, a US company, registered under unique tax identification no 61-1852855, and having the legal seat at 1013 Centre Road, Suite 403-B, in the City of Wilmington, County of New Castle, State of Delaware, is the founder and the sole shareholder of the Company, (the "Sole Shareholder").

3. Legal Seat:

The legal seat of the Company is WOLF THEISS Tirana, Eurocol Business Center, Murat Toptani Street, 4th Floor, 1001 Tirana, Albania " Tirana, Albania".

4. Legal form:

The Company is formed as an Albanian legal person having the legal form of a limited liability company pursuant to the Albanian law.

5. Duration of activity:

The term of the Company's activity is for an unlimited period.

6. Scope of Activity:

6.1 The scope of the activity of the Company is:

Provision of human resources and payroll software services.

6.2 In addition, in compliance with Albanian legislation, the Company may carry out any activity directly or indirectly related, consequent or connected with the objectives listed above. To achieve the above purpose, the Company may carry out any transactions such as commercial, financial, rental or mortgage activity, which may be considered useful or necessary in order to pursue the Company's object

7. Initial Capital:

The initial Capital of the Company is ALL 1000 (One Thousand Leke), composed by one quota which represents 100% of the capital

The initial share capital will be entirely owned by the Sole Shareholder, and shall be contributed in cash.

8. Administrator:

The first administrator of the Company, for a term of 5 years shall be:

Mr. Alexandre Nathanel Ephraim Bouaziz, French citizen born on 29 April 1993, in France and resident at 126 Avenue Simon Bolivar 75019 Paris bearer of passport no 14DR65362

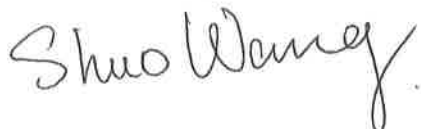
B. To approve any and all the terms and the provisions of the Founding Act and Articles of Association of the Company.

C. To authorize the administrator of the company to follow up the registration procedures of the company with the National Business Centre as well as other relevant authorities.

The Board of Directors of Deel, Inc.



Mr. Alexandre Nathanel Ephraim Bouaziz
Ms. Shuo Wang



Based on Article 28 paragraph 3 of the Law 9723/2007 On the National Registration Center this document constitutes the:

FOUNDATION ACT

AND

ARTICLES OF ASSOCIATION

Of

“DEEL ALBANIA” SHPK

CHAPTER I

Date of establishment, Name, Legal Form, Headquarters, Duration

Article 1. Date of Establishment and Name

1.1 The Company " **DEEL ALBANIA**" (hereinafter referred to as the "Company") followed inseparably by the abbreviation Sh.p.k., which represents its legal form as a limited liability company, is incorporated on 20.05. 2021.

1.2 In all the documents, invoices, advertisements and publications issued by the Company, regardless of the means for transmission, the name of the Company should be preceded or followed by the following:

- (i) the words "Shoqëri me përgjegjësi të kufizuar" or "Sh.p.k.",
- (ii) its unique identification number (NIPT),
- (iii) its registered seat, and
- (iv) the fact that the Company is under liquidation procedure, if applicable.

Article 2. Legal Form of Company

2.1 The Company is an Albanian legal entity, having the legal form of a limited liability Company (*shoqeri me pergjegjesi te kufizuar*), as provided in the Law No. 9901, date 14.04.2008, "On Entrepreneurs and Commercial Companies" (the "Companies Law").

Article 3. Company Headquarters

3.1 At the moment of adoption of the Articles of Association, the legal seat of the Company is at "WOLF THEISS, Tirana Eurocol Business Center Murat Toptani Street, 4th Floor, 1001 Tirana, Albania". The Company reserves the right to move its headquarters to another address and/or town in Albania. The Company may open branches and representative offices anywhere within or outside the Republic of Albania.

Article 4. Company Duration

4.1. The duration of the Company is for an unlimited period of time.

CHAPTER II

Article 5. The Scope of activities

5.1 At the moment of adoption of the Articles of Association, the scope of activity of the company is:

To provide human resources and payroll software services.

5.2 In addition in compliance with the Albanian legislation, the Company may carry on any activity directly or indirectly related, consequent or connected with the objectives listed above. To achieve the above purpose, the Company may carry out any transactions concerning moveable or real estate, and other commercial, financial, rental or mortgage activity, which may be considered useful or necessary in order to pursue the Company's object.

Article 6. Modification

6.1. The Company reserves the right to modify its scope of activity at any time as provided by this Article of Association.

CHAPTER III

Capital and Shares

Article 7. Capital

AB

7.1 The initial Capital of the Company is ALL 1000 (Leke), composed by one quota which represents 100% of the capital.

Article 8. The Shareholders and their Quotas

8.1 At the moment of adoption of the Articles of Association, the share capital is entirely owned by the Sole Shareholder:

DEEL Inc, a US company, registered under unique tax identification no 611852855, and having the legal seat at 1013 Centre Road, Suite 403-B, in the City of Wilmington, County of New Castle, State of Delaware.

Article 9. Increase and Decrease of the Capital

9.1 The capital can be increased or decreased according to the decisions made by the Shareholders Assembly, in accordance with Chapter IV herein and the compulsory requirements of the Company Law.

9.2 The capital will be increased by contributions in cash or in kind, as well as by including reserves (if any) or profits or converting debt into equity.

9.3 The capital increase may take place by issuing new quotas or increasing the par value of the existing quotas.

Article 10. Rights and Obligations of the Shareholders

10.1 All the shareholders' decisions shall be recorded in the decision's register. A decision not registered at the decision's register shall be considered null and void. In a Sole Shareholder Company the Sole shareholder shall have all the right granted by the Company Law to the General Assembly.

10.2 Each quota grants the right in the general assembly of the Shareholders ("General Assembly"), of a number of votes equal to the percentage of capital owned by the Shareholder holding such quota, as well as the right to participate in the distribution of the company's profits, where declared by the Shareholders of the company.

10.3 The Shareholders shall have full access to all, information and data concerning the Company's activity at any time, including the right to inspect the Company's records and documents.

10.4 The rights and obligations resulting from the ownership of Shares are transferred to any new owners of such Shares.

Article 11. Transfer of Shares

11.1. Where a Shareholder proposes at any time to transfer Quotas (the "**Transferor**") or any rights or interests therein, it shall notify the administrators in writing that it proposes to do so. Such notification (the "**Transfer Notice**") shall contain the number of quotas to be sold, (the "**Relevant Quotas**") at the price specified in the Transfer Notice. (the "**Specified Price**")

11.2 Within ten (10) Business Days after the receipt of any Transfer Notice, the administrators shall procure that the other Shareholders (the "**Other Shareholders**") are informed by notice in writing of the number of Relevant Quotas and of the Specified Price and invite the Other Shareholders to apply in writing irrevocably to the Company within twenty (20) Business Days from the date of dispatch of such notice to purchase some or all the Relevant Quotas at the Specified Price. If the Other Shareholders applies to purchase all of the Relevant Quotas, the Transferor and the Other Shareholders shall be obliged to complete such sale and purchase at the registered office of the Company within ten (10) Business Days of the receipt by the Company of such application. If the Other Shareholders applies to purchase only some of the Relevant Quotas the provisions of Article 11.3 shall apply.

11.3 If some but not all of the relevant Quotas are applied for in accordance with the terms of Article 11.2 the Company shall forthwith inform the Transferor who may within the next five (5) Business Days withdraw the Transfer Notice. The Transferor and the Other Shareholders shall be obliged to complete the sale and purchase of these Relevant Quotas applied for pursuant to Article 11.2 at the registered office of the Company within the next ten (10) Business Days following expiry of the five (5) Business Days referred to above.

11.4 If following the operation of Article 11.1 and Article 11.2 the Other Shareholders has either

(a) Not applied to purchase any of the Relevant Quotas; or

(b) Applied to purchase some but not all of the Relevant Quotas and the Transfer Notice has not been withdrawn by the Transferor;

The Transferor shall be at liberty during the next ninety (90) days to transfer those Relevant Quotas not applied for by the Other Shareholders to any person (other than a material competitor of the Company) on a bona fide sale at any price equal to or greater than the Specified Price.

CHAPTER IV

General Assembly

Article 12. Powers

- i.12.1. The General Assembly of Shareholders is the controlling and decision making body of the Company which makes decisions upon its activity and upon its economic and commercial policy.
- ii.12.2. The General Assembly of Shareholders shall resolve by majority of $\frac{3}{4}$ of the shareholders present in the meeting, once the quorum specified in article 86/1 of the company Law is met. ("Qualified Majority") on the following Company matters:
- iii.(i) approval of the Company's strategy, Business Plan, financial plans and the budget;
 - iv.(ii) approval on any subsequent changes to the Company Business Plan and the financial plans.
 - v.(iii) distribution of profits;
 - vi.(iv) suspension of the Company's operation and/or termination, dissolution or liquidation of the Company;
 - (v) changes, amendments and replacement to the founding act and the articles of association of the Company;
 - (vi) change in the legal form of the Company;
 - (vii) presentation of any petition for liquidation or bankruptcy;
 - (viii) establishment of subsidiaries;
 - (ix) internal and organizational structure of the Company;
 - (x) merger with any other Company, or split or division of the Company;

(xi) evaluation of the contributions in kind, in absence of the appointed experts, in compliance with art. 68/6 of the Company Law;

(xii) increase and/or decrease of the Capital of the Company;

vii.12.3. The General Assembly of Shareholders shall resolve by a simple majority of 51 % of the votes of the Shareholders present in the meeting, once the quorum specified in article 86/1 of the company Law is met, on the rest of the Company matters, such as:

viii.(i) Election and dismissal of the independent auditors and liquidators;

ix.(ii) Establishment of remuneration for the auditors and the liquidators;

x.(iii) Monitoring and supervision of the performance of the Administrators in the implementation of the Company's business policies, the annual statement of accounts and performance reports;

xi.(iv) Adoption of the annual statements of accounts and performance reports;

xii.(v) Representation of the Company in court and in other proceedings against the Administrators; and

xiii.(vi) Election and dismissal of the Administrators.

xiv.(vii) Other issues that the Shareholders will provide for from time to time.

Article 13. Convocation

xv.13.1 The General Assembly shall be convened at least once a year.

xvi.13.2 The General Assembly has to be convened, in the event on the basis of the annual or interim accounts it results or there is a risk of resulting that the Company's assets will not cover its liabilities within the next 3 months.

xvii.13.3 The General Assembly shall be convened where there is a proposal to sell or otherwise dispose of assets having a value that exceeds 5% of the Company's total assets, as shown in its latest audited financial statements.

xviii.13.4 The General Assembly will be convened when the Company, within the first 2 years after its registration, proposes to purchase assets which belong to a Shareholder and which value exceeds 5% of the Company's assets, as shown in its latest audited financial statements.

xix.13.5 In circumstances set out in section 13.3. and 13.4. above the General Assembly shall decide on the basis of a certified auditor's report submitted to such assembly, unless the acquisition is made in a stock exchange or form part of the ordinary business of the Company.

xx.13.6 The Shareholders shall meet quarterly with the Administrators to review the actions of the Administrators between the quarterly meetings, discuss on issues related to the Company administration and resolve on matters that are subject to the Shareholders approval, including the matters on which the Administrators fail to unanimously agree.

xxi.13.7 In circumstances set out in sections 13.3. to 13.6. above, the General Assembly may pass an advisory resolution approving or condemning the conduct of the Administrators.

Article 14. Method of Convening

xxii.14.1. The General Assembly of Shareholders can resolve on the matters set out in Section 12 and 13, above, through convocations in meeting.

xxiii.14.2. The General Assembly of Shareholders can be convoked by one of the Administrators, or by any of the Shareholders.

xxiv. 14.3. The General Assembly of Shareholders shall take place in the registered legal seat of the Company, in the seat of a branch in Tirana, Albania or at any city or province of the world that the Shareholders may agree. The selected location, date and time to hold such meeting as well as the agenda of the said meeting shall be notified to the Shareholders by means of written notice or electronic mail at least 7 days prior to the meeting. For any such decision taken outside the Republic of Albania a written evidence of such decision made shall be transmitted to the Administrator(s) who shall record them in the book of the decisions of the Shareholders of the Company, which shall be kept at the legal seat of the Company, under the care of the Administrators. Where the General Assembly has not been convened in conformity with this paragraph, the General Assembly may adopt decisions only if all the Shareholders agree.

xxv.14.4. Any Shareholder has the right to be represented by another person in compliance with article 85 of the Company Law

xxvi.14.5. The Shareholders recognize and agree to the right to resolve on the Company in written form. The proposed resolution together with the documentation that supports the resolutions shall be sent to the Shareholders by secure electronic means. The Shareholder(s) shall resolve on the resolution within 15 days from the date the written resolution has been delivered to the Shareholders. The Shareholder(s) approve the resolution by returning a signed copy of the written resolution to the Administrator(s) of the Company. The dissenting Shareholder shall express its objection to the resolution in writing and return it to the Administrator(s) of the Company. The written resolution is deemed to be passed if it has been approved by the required majority in compliance with Section 12, above.

xxvii.14.6. Each quota represents a number of votes equal to the percentage of capital owned by the Shareholder holding such quota.

xxviii.14.7. The Shareholders resolutions issued in compliance with the Company Law and these Articles of Association shall bind the Company. Any such decision may be taken also outside the Republic of Albania and written evidence of such decision made shall be transmitted to the Administrators who shall record them in the Registry of the Shareholder's Resolution.

xxix.14.8. There where the law requires so, certain Shareholder's resolution shall be notarized by an Albanian public notary. In case such resolutions are issued outside the Republic of Albania, they shall abide by the requirements of the Albanian law on the recognition of foreign documents in the Republic of Albania (i.e. undergo the super-legalization or apostilling procedures, depending on the country of issuance).

xxx.14.9. The Shareholders shall be notified on the General Assembly of Shareholders and the content of the meeting agenda.

xxxi.14.10. The Administrators shall keep the minutes of each General Assembly meeting in compliance with article 90 of the Company Law.

xxxii. Article 15. Exclusion of Voting Rights

15.1. A Shareholder is not allowed to vote in the event the General Assembly when resolving on:

- (i) Evaluating the performance of such Shareholder;
- (ii) Canceling the obligations of such Shareholder;
- (iii) The Company initiating a claim against such Shareholder;
- (iv) Granting or not any new benefit to such Shareholder.

15.2. Where such Shareholder is represented by a proxy, the proxy shall be deemed to be in the same position regarding conflicts of interest as the Shareholder it represents.

CHAPTER V

The Administrator/s

Article 16. The Administrator/s

16.1. The Company is managed by one Administrator. The Administrator of the Company can be of any nationality and need not be Albanian residents.

16.2. At the moment of adoption of this Articles of Association the Administrator of the Company is:

Mr. Alexandre Nathanel Ephraim Bouaziz, French citizen born on 29 April 1993, in France and resident at 126 Avenue Simon Bolivar 75019 Paris, bearer of passport no 14DR65362.

16.3 The duration of the appointment of the Administrator is for 5 years, from the moment these Articles of Association obtains legal effect (i.e. registration with the National Center for Registration) with the possibility for re-election.

16.4 Upon acceptance of their appointment, the Administrator(s) shall acknowledge that their relationship with the Company is on a fiduciary basis; in this respect the decision to remove them by means of a resolution of the Shareholders is deemed a legitimate reason for dismissal, in compliance with the applicable laws.

16.5 The Shareholders have the power to terminate by simple majority of votes the appointment of the Administrator/s.

16.6 There where allowed by and in compliance with the Albanian law or any other law where the acts of the Administrators shall take effect, the Administrators shall have the right to take decisions within the scope of its duty without being physically present in Albania or the Company's premises. The Company shall reimburse the Administrators for reasonable

avelling expenses related to the obligatory physical presence of the Administrators at a location which is not within the city of residence of the Administrators.

Article 17. The Powers and Duties

17.1. The powers of the Administrator(s) representing the Company shall for this purpose include the powers to:

- (i) Convoke the General Assembly in cases envisaged by Article 13;
- (ii) Manage the Company's business by implementing the policies and plans defined by the General Assembly;
- (iii) Represent the Company where the Administrators unanimously agree that it is in the best interests of the Company ;
- (iv) Ensure that the necessary accountancy books and documents are properly maintained;
- (v) Provide for and sign the annual statement of accounts and consolidated accounts and the performance report, together with the proposals to the General Assembly for the distribution of profits;
- (vi) Submit Company's data to be registered to the National Registration Centre where applicable;
- (vii) 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;
- (viii) Perform other duties set by law or the Shareholders from time to time.

17.2 The Administrator(s) shall supervise and ensure that the officers, agents, employees, the auditors and advisers of the Company act with due care and in the best interest of the Company. For those persons that are appointed by the Shareholders the Administrator(s) shall report to the Shareholder(s).

Article 18 The Fiduciary Duties and Liability

18.1. In addition to the general and fiduciary duties expressed by Articles 14, 15, 17 and 18 of the Company Law, the Administrators must:

- (i) Perform their duties established by law or these Articles of Association in good faith in the best interests of the Company as a whole which includes the environmental sustainability of its operations;
- (ii) Exercise powers granted to them by law or these Articles of Association only for the purposes established therein;
- (iii) Give adequate consideration to matters to be decided;
- (iv) Avoid actual and potential conflicts between their own personal interests and those of the Company;
- (v) Ensure that approval is given where contracts described in paragraph 3 of Art. 13 of the Company Law are concluded;
- (vi) Exercise reasonable care and skills in the performance of their functions.

18.2. The Administrators may be held liable for any action or failure to act unless the action or omission was made in good faith, based upon reasonable inquiry and information, and rationally related to the purposes of the Company.

18.3. In case of violation of duties and the standard of diligence referred to in section 18.1. and section 18.2, an Administrator has to compensate the Company for any damage which occurred due to the violation. He shall also pass over to the Company any personal profits made in violation of his duties. He has the burden of proving compliance with the duties and standards. In case the violation has been committed by more than one Administrator, all the Administrators in question are jointly and severally liable.

18.4. In particular, the Administrator is obliged to compensate the Company for damages, resulting for carrying out following actions in breach of the Company Law:

- (ii) Redistribute the contributions to the Shareholders;
- (iii) Pay interests or dividends to the Shareholders;
- (iv) Distribute the Company's assets;
- (v) Allow the Company to continue to do business when it should be foreseen that it will not be able to pay its debts;
- (vi) Grant loans.

CHAPTER VI

Company Financial Administration

Article 19. Certified public accountant

19.1. The Shareholders shall appoint the certified public accountant in the number and for the duration established by Albanian Law.

19.2. The auditors shall carry out the auditing functions in accordance with Albanian law.

CHAPTER VII

Company Activity

Article 20. Economic-Financial Year

20.1 The economic-financial year starts on the first day of January and ends on the 31st day of December of each year.

Article 21. Bookkeeping

21.1. The Company will carry out the bookkeeping in Albanian Lek and in foreign currency.

Article 22. Profit Computation and Distribution

22.1. The Company Profit is established on the basis of the balance sheet approved by the General Assembly. Distributions will be determined by the General Assembly in accordance with these Articles of Association and the applicable laws.

22.2. From the annual profit, a reserve fund is to be established according to the stipulations of Albanian law for compulsory reserve funds.

22.3. In compliance with the Company Law, the Company may make a distribution to the Shareholders only in the event after the payment of such distributions:

- (i) the Company's assets will fully cover its liabilities, and
- (ii) the Company will have sufficient liquid assets to make payments of its liabilities as they fall due in the next twelve months.

22.4. The Administrators shall issue a 'solvency certificate', which explicitly confirms that the proposed distribution meets the valuation as of section 22.3. above. Where the accounts of the Company indicate that the proposed distribution cannot meet the valuation of section 22.3 above, the Administrators may not issue the solvency certificate.

22.5. The Administrators are responsible to the Company for the correctness of the solvency certificate.

CHAPTER VIII

Modification of the Legal Form; Dissolution

Article 23. Modification of the Legal Form

23.1. The legal form of the Company can be changed upon a decision of the General Assembly as per Article 12 herein and in accordance with the respective provisions of the Albanian Law.

23.2. The new Company will fulfill all registration procedures legally required in Albania.

Article 24 Company Dissolution

24.1. The Company can be dissolved under the following circumstances:

- (i) As result of the expiration of the period for which it was established;
- (ii) By decision of the General Assembly;
- (iii) By opening of an insolvency/liquidation procedure;
- (iv) By court decision;
- (v) For other reasons to be provided for by the Shareholders from time to time.

24.2. The Administrators shall report the dissolution to the National Centre for Registration in accordance with Art. 43 of Law No. 9723 on the National Centre for Registration. In case of dissolution by court decision, the court shall transmit the decision to the National Centre for Registration for registration in accordance with Art. 45 of Law No. 9723 on the National Centre for Registration.

CHAPTER IX

Miscellaneous

Article 25. Other

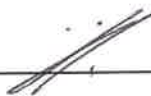
25.1 All other issues not specifically provided for in these Articles of Association shall be subject to the provisions of the Company Law.

AB

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For the Sole Shareholder :



Mr. Alexandre Boudaziz

REPUBLIK
VALDOW
NOT
TIRA



NOTER
H&S

TE BEHET E DITUR SE UNE, Hesham Sharkawi, Noteri Publik i 4 Palace Court 250 Finchley Road, London NW3 6DN, i autorizuar ne menyre te rregullt i njohur dhe i betuar, praktikon ne Londer dhe kudo ne Angli,

ME ANE TE KETIJ DOKUMENTI VERIFIKON DHE VERTETON:

QE, nenshkrimet e vendosura dhe te nenshkruara ne fund te Autorizimit dhe Vendimeve te Shkruara jane origjinale, te njejtat qe jane nenshkruar ne menyre te rregullt nga ALEXANDRE NATHANEL EPHRAIM BOUAZIZ dhe SHUO WANG qe u paraqiten para meje dhe identitetet e te cilave une i vertetoj, drejtoret e Shoqerise se quajtur " DEEL INC. " nje shoqeri e organizuar ne menyre te rregullt dhe ekzistuese ne perputhje me ligjet e Shtetit te Delaware, SHBA me Numrin e Dosjes 6465099 dhe qe ka seline e saj ne 425 1st Street, San Francisco, CA 94107, USA detajet e se ciles une i vertetova sot ne Sektorin e Korporatave, Shteti i Delaware, SHBA.

DHE SE ALEXANDRE NATHANEL EPHRAIM BOUAZIZ dhe SHUO WANG ne fjale, jane te autorizuar sic duhet per te nenshkruar dokumentet e permendura, ne emer te shoqerise ne fjale dhe qe dokumentet e permendura te nenshkruara ne kete menyre, si nje akt, ne pranine time, jane ekzekutuar sic duhet nga shoqeria ne fjale.

NE MIREBESIM DHE NE DESHMI TE KETIJ DOKUMENTI une kam nenshkruar me shkrim dore dhe e kam vulosur ne Londer, kete dite te 20 Majit 2021.

(nenshkrimi)

Hesham Sharkawi

Noter Publik

Vula

Hesham Sharkawi,
Noteri Publik
4 Palace Court 250 Finchley Road,
London NW3 6DN Angli
Tel: +44 (0) 207 433 3338

APOSTILLE

(Konventa e Hages, date 5 Tetor 1961)

1. Vendi: **Mbreteria e Bashkuar e Britanise se Madhe dhe Irlandes Veriore**
Ky dokument publik
2. eshte nenshkruar nga **Hesham Sharkawi**
3. i cili vepron me autoritetin e **Noterit Publik**
4. dhe mban vulen/stampen e **Noterit Publik**

VERTETOI

5. Ne **Londer**
 6. me date **28 Maj 2021**
 7. nga **Sekretari Kryesor i Shtetit i Madherise se Saj per Ceshtjet e Jashtme, te Komonuelthit dhe te Zhvillimit**
 8. Nr. **APO-2405636**
 9. Vula/Stampa
 10. Firma
- (vula) (nenshkrimi)
T.Batchelor

Kjo Apostile nuk do te perdoret ne Mbreterine e Bashkuar dhe konfirmon vetem vertetesine e nenshkrimin, vules ose stampes ne dokumentin publik bashkelidhur te MB. Nuk konfirmon vertetesine e dokumentit themelor. Apostilet e bashkangjitura dokumenteve qe jane fotokopjuar dhe certifikuar ne Mbreterine e Bashkuar konfirmojne nenshkrimin e zyrtarit te Mbreterise se Bashkuar i cili kreu vetem certifikimin. Ai nuk verteton as nenshkrimin ne dokumentin origjinal ose permbajtjen e dokumentit origjinal ne asnje menyre. Nese ky dokument do te perdoret ne nje vend qe nuk eshte pale ne Konventen e Hages te 5 tetorit 1961, ai duhet t'i paraqitet sektorit konsullor te misionit qe perfaqeson ate vend.

Per te verifikuar kete apostille shkoni ne www.verifyapostille.service.gov.uk



Tirane me 20.05.2021

Une i nenshkruari, Alexandre Nathanel Ephraim Boauziz, I biri I Philippe Bouaziz, lindur me 29 Prill 1993, mbajtes i pasaportes me nr: 14DR65362, ne cilesine e CEO (Drejtorit Ekzekutiv) te Shoqerise "DEEL, INC", e regjistruar ne shtetin e Delaware, Shtetet e Bashkuara te Amerikes autorizoj:

Znj. Sonila Shtar, qytetare Shqiptare, lindur ne Tirane, me leter njoftimin nr: 036471466, dhe **Znj. Xhilberta Selamaj**, qytetare Shqiptare, e lindur ne Kucove, me leter njoftim nr: 037008042;

duke qene pjese e studios ligjore Wolf Theiss shpk, qe sebashku ose vecmas te ndermarrin te gjitha veprimet e nevojshme, perfshire nenshkrimin e dokumentave te cilat mund te nevojiten ose kerkohen, per kryejen e aplikimit prane QKB-se, lidhur me regjistrimin e Shoqerise "DEEL ALBANIA" si dhe te dorezoje cdo dokument te nevojshem lidhur me kete aplikim

Administratori

(nenshkrimi)

Z. Alexandre Nathanel Ephraim Boauziz

DEEL INC

Vendim i shkruar i Bordit te Drejtoreve te DEEL INC

date 20 Maj 2021

Z. Alexandre Nathanel Ephraim Bouaziz;
Znj. Shuo Wang

Duke pasur autoritetin per te vendosur per ceshtjet e trajtuara ne vendim, dhe ne perputhje me aktet e themelimit te DEEL INC, me ane te ketij vendimi, pa kushte dhe ne menyre te pakthyeshme japin pelqimin per miratimin me shkrim te ceshtjeve te meposhtme dhe vendosin si me poshte:

- A. Te themelojne nje shoqeri me pergjegjesi te kufizuar ne Republiken e Shqiperise (Shoqeria), te zoteruar teresisht nga DEEL INC. Shoqeria do te kete te dhenat e meposhtme themelore te shoqerise sipas Statutit te saj:

1. Emri i Shoqerise

Emri i Shoqerise eshte "DEEL Albania" shpk

2. Ortaku i Vetem

DEEL Inc, nje shoqeri Amerikane, e regjistruar me numrin unik te identifikimit tatimor nr. 61-1852855, dhe ka seline ne 1013 Center Road, Suite 403-B, ne Qytetin Wilmington, Qarku i New Castle, Shteti i Delaware, eshte themeluesi dhe ortaku i vetem i Shoqerise, ("Ortaku i vetem").

3. Selia

Selia ligjore e Shoqerise eshte WOLF THEISS Tirana, Qendra e Biznesit Eurocol, Rruga Murat Toptani, kati i 4, 1001, Tirane, Shqiperi.

4. Forma ligjore

Shoqeria eshte formuar si nje person juridik Shqiptar qe ka formen ligjore te nje shoqerie me pergjegjesi te kufizuar ne perputhje me ligjin Shqiptar.

5. Kohezqatja e aktivitetit

Kohezgjatja e aktivitetit të Shoqërisë është për një periudhë të pakufizuar

6. Objekti i aktivitetit

6.1 Objekti i aktivitetit të Shoqërisë është:

Ofrimi i shërbimeve të burimeve njerëzore dhe shërbimet e programeve të pagave nëpërmjet softwarit.

6.2 Për më tepër, në përputhje me legjislacionin shqiptar, Shoqëria mund të kryejë çdo veprimtari që lidhet drejtëpërdrejt ose indirekt, si pasojë ose e lidhur me objektivat e renditura më sipër. Për të arritur qëllimin e mësipërm, Shoqëria mund të kryejë çdo transaksion të tillë si veprimtari tregtare, financiare, me qira ose hipoteke, të cilat mund të konsiderohen të dobishme ose të nevojshme për të ndjekur objektin e Shoqërisë.

7. Kapitali themeltar

Kapitali fillestar i Shoqërisë është 1000 leke (një mijë leke), i përbërë nga një kuotë e cila përfaqëson 100% të kapitalit.

Kapitali fillestar do të jetë në pronësi të plotë të Ortakut të Vetëm, dhe i cili do të kontribuojë në të CASH.

8. Administrator

Administratori i parë i Shoqërisë, për një kohezgjatje prej 5 vjetësh do të jetë:

Z. Alexandre Nathanel Ephraim Bouaziz, një qytetar francez lindur më 29 Prill 1993, në Francë dhe banor në 126 Avenues Simon Bolivar 75019 Paris dhe mbajtës i pasaportës nr: 14DR65362

B. Të miratojë çdo dhe të gjitha kushtet dhe dispozitat e Aktit Themelues dhe të Statutit të Shoqërisë.

C. Të autorizojë administratorin e shoqërisë për të ndjekur procedurat e regjistrimit të shoqërisë në Qendrën Kombëtare të Biznesit, si dhe në autoritetet e tjera përkatëse.

Bordi i Drejtoreve të Deel, Inc.

(nenshkrimi)

Z. Alexandre Nathanel Ephraim Boauziz
Znj. Shuo Wang

Mbeshtetur ne Nenin 28 paragrafi 3 te Ligjit Nr 9723/2007 per Qendren Kombetare te Regjistrimit ky dokument perben:



AKTIN E

THEMELIMIT

DHE

STATUTIN

E

"DEEL ALBANIA" SHPK

KAPITULLI I

Data e Themelimit, Emri, Forma, Selia, Kohezgjatja

Neni 1. Data e Themelimit dhe Emri

- 1.1 Shoqeria "DEEL ALBANIA" (ne vijim "Shoqeria) e ndjekur ne menyre te pandashme nga shkurtimi Sh.p.k, cili perfaqeson formen ligjore te saj, si shoqeri me pergjegjesi te kufizuar, eshte themeluar ne date _____ 2021.
- 1.2 Ne te gjitha dokumentat, faturat, njoftimet dhe botimet te leshuara nga Shoqeria, pavaresisht nga menyra e dergimit, emri i saj do te ndiqet ose do te shoqerohet nga
- (I) fjalet "Shoqeri me Pergjegjesi te Kufizuar" ose "shpk"
 - (II) numn i Identifikimit Personal Tatimor (NIPT) te saj
 - (III) adresa e regjistruar ,dhe
 - (iv) pasqyrim e faktit qe shoqeria eshte ne procedura likuidimi, ne qoftese ky rast paraqitet.

Neni 2. Forma Ligjore e Shoqerise

- 2.1 Shoqeria eshte nje entitet ligjor Shqiptar, dhe ka formen ligjore e nje shoqerie me pergjegjesi te kufizuar ("shoqeri me pergjegjesi te kufizuar"), ne perputhje me Ligjin nr 9901, date 14 04 2008 "Per Tregtaret dhe Shoqerite Tregtare" ("Ligji i shoqerive"), i ndryshuar.

Neni 3. Selia Shoqerise

- 3.1 Ne momentin e miratimit te ketij Statuti, Selia e Shoqerise ndodhet ne adresen "WOLF THEISS Tirana, Qendra e Biznesit Eurocol, Rruga Murat Toptani, kati i 4, 1001, Tirane, Shqiperi. Shoqeria ka te drejte te ndryshoje seline e saj ne nje adrese dhe/ose ne nje qytet tjeter te Shqiperise. Shoqeria mund te hape dege te saj ose zyra perfaqesimi kudo brenda ose jashte territorit te Republikes se Shqiperise.

Neni 4. Kohezqjatja

4.1 Kohezqjatja e shoqerise eshte e pacaktuar.



KAPITULLI II

Neni 5. Objekti i aktivitetit

5.1 Ne momentin e miratimit te Statutit, objekti i aktivitetit te Shoqerise eshte:

Ofrimi i sherbimeve te burimeve njerezore dhe sherbimet e programeve te pagave nepermjet softwarit.

Per me teper, ne perputhje me legjislacionin Shqiptar, Shoqeria mund te kryeje cdo veprimtari qe lidhet drejtperdrejt ose indirekt, si pasoje ose e lidhur me objektivat e renditura me siper. Per te arritur qellimin e mesiper, Shoqeria mund te kryeje cdo transakcion te tille si veprimtari tregtare, financiare, me qira ose hipoteke, te cilat mund te konsiderohen te dobishme ose te nevojshme per te ndjekur objektin e Shoqerise.

Neni 6. Modifikimi

6.1 Shoqeria rezervon te drejten per te modifikuar objektin e saj te aktivitetit ne cdo kohe sic parashikohet nga ky Statut.

KAPITULLI III

Kapitali dhe Kuotat

Neni 7. Kapitali

7.1 Kapitali themeltar i Shoqerise eshte 1000 Leke i ndare ne 1 kuote e cila perfaqeson 100% te kapitalit.

Neni 8. Ortaket dhe Kuotat

- 8.1** Ne momentin e miratimit te ketij Statuti, kapitali i Shoqerise eshte i zoteruar plotesisht nga Ortaku i Vetem:

DEEL Inc, nje shoqeri Amerikane, e regjistruar me numer unik te identifikimit te taksave nr. 611852855, dhe ka seline ne 1013 Center Road, Suite 403-B, ne Qytetin Wilmington, Qarku i New Castle, Shteti i Delaware.

Neni 9. Zmadhimi dhe Zvogelimi i Kapitalit Themeltar

- 9.1** Kapitali mund te zmadhohet ose zvogelohet me vendime te Asamblese se Ortakeve, ne perputhje me Kapitullin IV te ketij Statuti, dhe kerkesave te detyrueshme te Ligjit te Shoqerive.
- 9.2** Zmadhimi i kapitalit mund te realizohet me ane te kontributeve ne para ose me ane te kontributeve ne natyre, si dhe me perfshirjen e rezervave (nese ka) ose fitimit apo kthimit te borxhit ne kapital.
- 9.3** Zmadhimi i kapitalit mund te behet duke emetuar kuota te reja apo duke rritur vleren nominale te kuotave ekzistuese.

Neni 10. Te drejtat dhe detyrimet e Ortakeve

- 10.1** Te gjithe vendimet e ortakeve do te regjistrohen ne regjistrin e vendimeve. Vendimet e pa regjistruara ne regjister do te konsiderohen te pavlefshme. Ne nje Shoqeri me Ortak te Vetem, Ortaku i Vetem do te kete te gjithe te drejten e dhene nga Ligji i Shoqerise per Asamblene e Pergjithshme.
- 10.2** Cdo kuote i jep te drejten, ne Asamblene e Pergjithshme te Ortakeve (Asambleja e Pergjithshme), Ortakut qe e zoteron, te nje numri votash te barabarte me perqindjen e kontributit te tij ne kapitalin e Shoqerise si dhe te drejten per te marre pjese ne shperndarjen e fitimeve te Shoqerise, kur deklarohet nga Ortaket e Shoqerise.
- 10.3** Ortaket do te kene akses te plote ne cdo informacion dhe te dhene qe ka lidhje me aktivitetin e Shoqerise ne cdo kohe, perfshire te drejten per te kontrolluar regjistrimet e Shoqerise dhe cdo dokument tjeter.

10.4 Te drejtat dhe detyrimet qe rezultojne nga zoterimi i Kuotave, transferohen tek cdo zoterues i ri i ketyre Kuotave.

Neni 11. Transferimi i Kuotave

11.1 Kur nje Ortak propozon ne cdo kohe per te transferuar Kuotat ("**Transferuesi**") ose ndonje te drejte ose interes ne te, ai do te njoftoje administratoret me shkrim se propozon ta beje kete gje. Njoftimi i tille ("**Njoftimi i Transferimit**") do te permbaje numrin e kuotave qe do te shiten, ("**Kuotat perkatese**") me cmimin e specifikuar ne Njoftimin e Transferimit, ("**Cmimi i specifikuar**").

11.2 Brenda dhjete (10) diteve te punes pas marrjes se cdo Njoftimi Transferimi, administratoret do te bejne te mundur qe Ortaket e tjere ("**Ortaket e tjere**") te informohen me shkrim per numrin e kuotave perkatese dhe Cmimin e Specifikuar dhe te ftojne Ortaket e tjere te aplikojne me shkrim ne menyre te pakthyeshme tek Shoqeria brenda njezet (20) Diteve te Punes nga data e dergimit te nje njoftimit te tille per te blere disa ose te gjitha Kuotat perkatese me Cmimin e Specifikuar. Nese Ortaket e tjere aplikojne per te blere te gjitha Kuotat Perkatese, Transferuesi dhe Ortaket e Tjere jane te detyruar ta perfundojne kete shit-blerje ne seline e Shoqerise brenda dhjete (10) Diteve te Punes nga marrja e nje kerkese te tille nga Shoqeria. Nese Ortaket e Tjere aplikojne per te blere vetem disa nga Kuotat Perkatese, do te zbatohen dispozitat e Nenit 11.3.

11.3 Nese disa por jo te gjitha Kuotat Perkatese jane aplikuar ne perputhje me kushtet e Nenit 11.2, Shoqeria do te informoje menjehere Transferuesin i cili mund te terheqe Njoftimin e Transferimit brenda pese (5) diteve te ardhshme te punes. Transferuesi dhe Ortaket e Tjere jane te detyruar te perfundojne shitjen dhe blerjen e ketyre Kuotave Perkatese te kerkuara ne perputhje me Nenin 11.2 ne seline e Shoqerise brenda dhjete (10) diteve te ardhshme te punes pas perfundimit te pese (5) diteve te punes te permendura me lart.

11.4 Nese pas veprimit te Nenit 11.1 dhe Nenit 11.2, Ortaket e Tjere kane ose:

- (a) Nuk kane aplikuar per te blere ndonje nga Kuotat Perkatese; ose
- (b) Kane aplikuar per te blere disa por jo te gjitha Kuotat perkatese dhe Njoftimi i Transferimit eshte terhequr nga Transferuesi

Transferuesi do te jete i lire gjate nentehjete (90) diteve te ardhshme per te transferuar keto Kuota Perkatese qe nuk jane kerkuar nga Ortaket e Tjere te ndonje person tjetër (pervec nje konkurenti material te Shoqerise) ne nje shitje te mirefillte me cdo cmim te barabarte me ose me te madhe se Cmimi i Specifikuar.

KAPITULLI IV

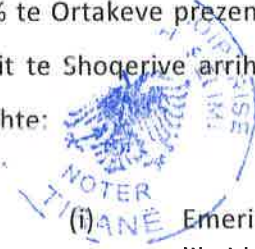
Asambleja e Pergjithshme

Neni 12. Kompetencat

- 12.1** Asambleja e Pergjithshme e Ortakeve është organi kontrollues dhe vendimmarres i Shoqerise i cili merr vendimet mbi aktivitetin dhe politikat e saj ekonomike dhe tregtare.
- 12.2** Asambleja e Pergjithshme e Ortakeve duhet te vendose me nje shumice prej $\frac{3}{4}$ e ortakeve pjesemarres ne mbledhje pasi te jete arritur kuorumi i kerkuar ne piken 86/1 te Ligjit per Shoqerite Tregtare ("Shumica e Kualifikuar") ne lidhje me ceshtjet e meposhtme te Shoqerise:
- (i) aprovimin e strategjise se Shoqerise, Planit te Biznesit, planeve financiare dhe buxhetit;
 - (ii) aprovimin e cdo ndryshimi ne vijim ne Planin e Biznesit te Shoqerise dhe ne planet financiare.
 - (iii) shperndarjen e fitimeve;
 - (iv) pezullimin e aktivitetit te Shoqerise dhe/ose perfundimin, shperberjen apo likuidimin e Shoqerise;
 - (v) ndryshimet, amendimet apo zevendesimet ne aktin e themelimit dhe statutin e Shoqerise;
 - (vi) ndryshimin e formes ligjore te Shoqerise;
 - (vii) prezantimin e cdo kerkese per likuidim apo falimentim;
 - (viii) krijimin e filialeve;

- (ix) struktura e brendshme dhe organizimin e Shoqerise;
- (x) bashkimin me Shoqeri te tjera, apo ndarjen dhe shkeputjen e Shoqerise;
- (xi) vleresimin e kontributeve ne natyre, ne mungese te eksperteve vleresues te emeruar, sipas Nenit 68/6 te Ligjit te Shoqerive;
- (xii) zmadhimin dhe/ose zvogelimin e kapitalit te Shoqerise;

12.3 Asambleja e Pergjithshme e Ortakeve do te vendose me shumice te thjeshte votash prej 51% te Ortakeve prezent ne mbledhjen e asamblese, sapo kuorumi sipas nenit 86/1 te Ligjit te Shoqerive arrihet, ne lidhje me te gjitha ceshtjet e tjera te Shoqerise, si me poshte:

- 
- (i) Emerimi dhe shkarkimi i eksperteve kontabel te autorizuar dhe likuidatoreve;
 - (ii) Percaktimi i shperblimit te auditoreve dhe likuidatoreve;
 - (iii) Monitorimin dhe mbikqyrjen e veprimtarise se Administratoreve ne zbatimin e politikave tregtare te Shoqerise, pergatitjes se pasqyrave financiare vjetore dhe raporteve te ecurise se veprimtarise;
 - (iv) Miratimin e pasqyrave financiare vjetore dhe raporteve te ecurise se veprimtarise;
 - (v) Perfaqesimin e Shoqerise perpara Gjykates si dhe ne ceshtjet gjyqesore kunder Administratoreve; dhe
 - (vi) Emerimin dhe shkarkimin e administratoreve;
 - (vii) Ceshtje te tjera te cilat do te parashikohen nga Ortaket kohe pas kohe.

Neni 13. Thirrja

13.1 Asambleja e Pergjithshme duhet te mbledhet te pakten 1 here ne vit.


13.2 Asambleja e Pergjithshme thirret nese, sipas bilancit vjetor apo raporteve te ndermjetme financiare rezulton ose ekziston rreziku qe aktivet e Shoqerise nuk i mbulojne detyrimet e kerkueshme brenda 3 muajve ne vazhdim.

13.3 Asambleja e Pergjithshme thirret kur shoqeria propozon te shese apo te disponoje ne menyre tjeter, asete te cilat kane nje vlere me te larte se 5% e te gjitha aseteteve te Shoqerise, sic rezultojne ne pasqyrat e fundit financiare te certifikuara.

- 13.4** Asambleja e Pergjithshme thirret kur Shoqeria, brenda 2 viteve te para pas regjistrimit te saj, propozon te bleje asetete qe i perkasin nje ortaku te Shoqerise, vlera e te cilave kalon 5% te aseteteve te Shoqerise, sic rezultojne ne pasqyrat e fundit financiare te certifikuara.
- 13.5** Ne rastet e parashikuara ne pikat e mesiperme 13.3 dhe 13.4, Asambleja e Pergjithshme do te vendose ne baze te nje raporti nga nje ekspert kontabel i autorizuar, qe paraqitet tek kjo Asamble, pervec rastit kur kjo blerje behet ne Burse ose ben pjese ne veprimtarine e zakonshme tregtare te Shoqerise.
- 13.6** Ortaket do te organizojne takime me Administratoret cdo tre muaj me qellim vleresimin e veprimeve te kryera nga Administratoret gjate atij tre mujori, diskutimin e ceshtjeve qe kane te bejne administrimin e Shoqerise dhe marrjen e vendimeve mbi ceshtjet qe jane objekt i aprovimit nga ana e Ortakeve, perfshire ceshtje per te cilat Administratoret nuk bien dakord ne menyre unanime.
- 13.7** Ne rastet e parashikuara ne pikat e mesiperme 13.3 dhe 13.6 Asambleja e Pergjithshme mund te miratoje nje rezolute keshilluese, duke miratuar apo bere verejtje per veprimtarine e administratoreve.

Neni 14. Menyra e Thirrjes

- 14.1** Asambleja e Pergjithshme vendos per ceshtjet e paraqitura ne nenet 12 dhe 13 me siper, nepermjet thirrjes se mbledhjeve.
- 14.2** Asambleja e pergjithshme mund te thirret nga nje prej Administratoreve ose nga cdonjeri prej Ortakeve.
- 14.3** Asambleja e Pergjithshme mblidhet ne seline e Shoqerise, ne seline e nje dege te Tiranes, Shqiperi ose ne cdo qytet apo province te botes sic bihet dakord midis Ortakeve. Vendi i zgjedhur, data dhe ora e ketyre takimeve si dhe rendi i dites perkates i mbledhjeve u njoftohet Ortakeve me njoftim me shkrim ose poste elektronike te pakten 7 dite para mbledhjes. Persa i perket vendimeve qe merren jashte Republikes se Shqiperise, nje kopje e shkruar e ketyre vendimeve u vihet te dispozicion Administratorit(eve), te cilet duhet ta ruajne ne librin e vendimeve te Ortakeve te Shoqerise, qe duhet mbahet ne seline e Shoqerise, nen kujdesin e Administratoreve. Ne rast se Asambleja e Pergjithshme nuk eshte thirrur ne perputhje me kerkesat e ketij paragrafi, Asambleja e Pergjithshme mund te marre vendime te vlefshme vetem ne rast se te gjitha Ortaket bien dakort.
- 14.4** Secili prej Ortakeve gezon te drejten te perfaqesohet nga nje person tjeter ne perputhje me nenin 85 te Ligjit te Shoqerive.
- 14.5** Ortaket pranojne dhe bien dakord me te drejten per te marre vendime ne lidhje me Shoqerine ne forme te shkruar. Vendimi i propozuar se bashku me dokumentacionin



mbeshtetes do t'u dergohet Ortakeve nepermjet mjeteve te sigurta elektronike. Ortaku(et) do te marrin vendim per vendimin perkates brenda nje periudhe prej 15 ditesh nga dita qe ju eshte dorezuar vendimi. Ortaku(et) miratojne vendimin duke i kthyer Administratorit(eve) te Shoqerise nje kopje te firmosur te vendimit me shkrim. Ortaket te cilet nuk jane dakord me vendimin shprehin me shkrim kundershite e tyre ne lidhje me vendimin dhe ia kthejne ate Administratorit(eve) te Shoqerise. Vendimi me shkrim konsiderohet i miratuar nese aprovohet nga shumica e kerkuar ne perputhje me Seksionin 12, me siper.

- 14.6** Cdo kuote perfaqeson nje numer te caktuar votash, qe eshte i barabarte me perqindjen e kapitalit qe ka Ortaku qe zoteron kete kuote.
- 14.7** Vendimet e Ortakeve te marra ne perputhje me Ligjin per Shoqerite si dhe me kete statut do te jene te detyrueshme per Shoqerine. Cdo vendim i tille mund te merret gjithashtu jashte territorit te Republikes se Shqiperise, dhe nje evidence me shkrim e ketij vendimi do t'i dorezohet Administratorit(ve) qe do ta regjistrojne ne librin e vendimeve te Ortakeve te Shoqerise.
- 14.8** Atehere kur ligji e kerkon kete, vendime te caktuara te Ortakeve duhet te noterizohen nga nje noter publik Shqiptar. Ne rast se keto vendime miratohen jashte Republikes se Shqiperise, ato duhet t'i nenshtrohen kerkesave te ligjit Shqiptar per njohjen e dokumenteve te huaja ne Republiken e Shqiperise (dmth duhet t'i nenshtrohen procedures se superlegalizimit ose apostillimit, ne varesi te vendit ku leshohen).
- 14.9** Ortaket do te njoftohen per Asamblene e Pergjithshme te Ortakeve dhe permbajtjen e axhendes se takimit.
- 14.10** Administratoret duhet te mbajne procesverbalet e cdo mbledhjeje te Asamblese se Pergjithshme te Ortakeve, ne perputhje me kerkesat e nenit 90 te Ligjit te Shoqerive.

Neni 15. Perjashtimi nga e Drejta e Votes

- 15.1** Nje ortak perjashtohet nga e drejta e votes ne rastin kur Asambleja e Pergjithshme eshte duke vendosur mbi:
- (i) Vleresimin e veprimtarise se ketij Ortaku;
 - (ii) Shuarjen e ndonje detyrimi te ketij Ortaku;
 - (iii) Ngritjen e nje padie nga Shoqeria ndaj ketij Ortaku;
 - (iv) Dhenien ose jo te perfitimeve te reja ketij Ortaku.

15.2 Kur ky Ortak eshte i perfaqesuar me prokure nga nje perfaqesues i autorizuar, i autorizuari vleresohet te jete ne te njejtin konflikt interesi sikunder Ortaku te cilin perfaqeson.

KAPITULLI V
Administratori/et

Neni 16. Administratori/et

16.1 Shoqeria drejtohet nga nje Administrator. Administratori mund te jete i cdo kombesie dhe nuk eshte e nevojshme te jete rezident ne Shqiperi.

16.2 Ne momentin e miratimit te ketij Statuti, Administrator i Shoqerise eshte:

Z. Alexandre Nathanel Ephraim Bouaziz, shtetas Francez, lindur me 29 Prill 1993, ne France, dhe banues ne adresen 126 Avenue Bolivar 75019 Paris, mbajtes i pasaportes nr 14DR65362.

16.3 Kohezgjatja e emerimit te Administratorit eshte per nje periudhe prej 5 vjetesh, duke filluar qe nga momenti qe ky statut merr fuqi ligjore (dmth regjistrimi prane Qendres Kombetare te Regjistrimit), me te drejte rizgjedhjeje.

16.4 Menjehere pas pranimit te emerimit te tyre, Administratori/et njohin se marredhenia e tij/tyre me Shoqerine ndertohet mbi baza mirebesimi; ne kete drejtim vendimi per heqjen e tyre nepermjet nje vendimi te Ortakeve gjykohet si arsye e ligjshme per shkarkimin e tyre, ne perputhje me ligjet perkatese.

16.5 Ortaket kane te drejten te shkarkojne Administratorin/et me shumice te thjeshte votash.

16.6 Per aq sa eshte e lejueshme nga dhe ne perputhje me legjislacionin Shqiptar ose me cdo legjislacion ku aktet e Administratoreve kane fuqi vepruese, Administratoret kane te drejten te marrin vendime ne lidhje me detyrat e tyre pa qene fizikisht prezent ne Shqiperi ose ne ambientet e Shoqerise. Shoqeria u rimbursen Administratoreve shpenzimet e arsyeshme gjate udhetimeve lidhur me prezencen e detyrueshme te Administratoreve ne vende qe nuk jane brenda qytetit te residences se Administratoreve.

Neni 17. Kompetencat dhe Detyrimet

17.1 Kompetencat e Administratorit/eve si perfaqesues i Shoqerise perfshijne per kete qellim kompetencat per:

(i)Thirrjen e Asamblese se Pergjithshme, ne rastet e parashikuara ne nenin 13;

(ii) Menaxhimin e aktivitetit tregtar te Shoqerise nepermjet implementimit te politikave dhe planeve te percaktuara nga Asambleja e Pergjithshme;

(iii) Perfaqesimin e Shoqerise kur Administratoret unanimisht bien dakort qe eshte ne te mire te Shoqerise;

(iv) Te sigurohen per mbajtjen ne menyre te pershtatshme te dokumentave dhe librave kontabel te Shoqerise;

(v) Pergatitjen dhe firmosjen e bilancit vjetor, bilancit te konsoliduar dhe raportit te ecurise se veprimtarise se bashku me propozimet per shperndarjen e fitimeve qe i propozohen Asamblese se Pergjithshme;

(vi) Kryejne regjistrimet dhe dergojne te dhenat e Shoqerise prane Qendres Kombetare te Biznesit, kur eshte e nevojshme;

(vii) Raportimin perpara Asamblese se Pergjithshme, lidhur me zbatimin e politikave tregtare dhe me realizimin e transakcioneve me rendesi te vecante per veprimtarine e Shoqerise;

(viii) Kryerjen e detyrave te tjera te caktuara ne ligj dhe nga Ortaket, here pas here.

17.2 Administratori/et mbikqyrin dhe sigurojne qe zyrtaret, agjentet, punemarresit, auditoret dhe keshilltaret e Shoqerise te veprojne me kujdesin e duhur dhe ne interesin me te mire te Shoqerise. Administratoret duhet te raportojne tek Ortaket ne lidhje me personat te cilet emerohen nga Ortaket.

Neni 18 The Fiduciary Duties and Liability

18.1 Pervec sa eshte parashikuar ne dispozitat e pergjithshme te detyrimit te besnikerise, sipas neneve 14,15,17 e 18 te Ligjit te Shoqerive, Administratori/et duhet:

(i) Te kryejne detyrat e tyre e percaktuara ne ligj ose ne kete Statut ne mirebesim e ne interesin me te mire te Shoqerise ne teresi, qe perfshin vemendje te vecante ndikimit te veprimtarise se Shoqerise ne mjedis;

(ii) Te ushtrojne kompetencat qe u njihen me ligj ose nga ky statut, vetem per arritjen e qellimeve te percaktuara ne keto dispozita;

(iii) Te japin vemendjen e duhur ceshtjeve per te cilat merret vendim;

(iv) Te shmangin dhe parandalojne rastet e konfliktit, prezent apo te mundshem, te interesave te tyre personale me ato te Shoqerise;

(v) Te garantoje miratimin e dhene per marreveshjet e pershkruara ne paragrafin 3 te Nenit 13 te Ligjit te Shoqerive.

(vi) Te ushtrojne detyrat e tyre me profesionalizem dhe kujdesin e nevojshem.

- 18.2** Administratoret mbajne pergjegjesi per cdo veprim apo mungese veprimi, me perjashtim te rasteve kur veprimi apo mosveprimi eshte kryer ne mirebesim, ne baze te hetimit dhe vleresimit te informacionit te lidhur ne menyre te drejteperdrejte me qellimet e Shoqerise.
- 18.3** Ne rast te shkeljes se detyres dhe standarteve profesionale, sipas pikave 18.1 dhe 18.2 te ketij neni, Administratori duhet te demshperbleje Shoqerine, per cdo dem qe rrjedh nga kryerja e shkeljes. Ai gjithashtu duhet ti kaloje Shoqerise cdo fitim personal qe ka realizuar gjate kryerjes se shkeljeve te detyrave te tij. Ai ka barren e proves per te vertetuar se kryen detyrat e tij ne rregull dhe sipas standarteve. Ne rast kur shkelja eshte kryer nga me shume se nje Administrator ata jane pergjegjes ndaj Shoqerise ne menyre solidare dhe vecmas.
- 18.4** Ne vecanti, Administratori eshte i detyruar te demshperbleje Shoqerine, per demet qe rezultojne, ne rast se kryen ne kundërshtim me Ligjin e Shoqerive veprimet e meposhtme:
- (i) Ju rishperndan kontributet Ortakeve;
 - (ii) Ju paguan interesa apo dividente Ortakeve;
 - (iii) Shperndan asetet e Shoqerise;
 - (iv) Lejon qe Shoqeria te vazhdoje aktivitetin e saj, kur duhet ta kishte parashikuar qe kjo e fundit nuk do te kishte aftesi pagueese per te shlyer detyrimet e saj;
 - (v) Jep hua.

KAPITULLI VI

Administrimi Financiar i Shoqerise

Neni 19. Eksperti Kontabel i Autorizuar

- 19.1** Ortaket duhet te caktojne ekspertin kontabel te autorizuar ne numrin dhe kohezgjatjen e percaktuar nga Legjislacioni Shqiptar.
- 19.2** Ekspertet duhet te kryejne funksionet audituese ne perputhje me Legjislacionin shqiptar.

KAPITULLI VI

Aktiviteti I Shoqerise

Neni 20. Viti ekonomiko-financiar

20.1 Viti ekonomiko-financiar fillon ne ditën e parë të muajit Janar dhe perfundon ne ditën e 31-te të muajit Dhjetor të secilit vit.

Neni 21. Mbajtja e Llogarive

21.1 Shoqeria do të mbajë llogarite në Leke dhe në monedhe të huaj.

Neni 22. Llogaritja dhe Shperndarja e Fitimit

22.1 Fitimi i Shoqerise percaktohet në baze të bilancit të aprovuar nga Asambleja e Pergjithshme. Shperndarja e fitimit do të caktohet nga Asambleja e Pergjithshme në perputhje me këtë Statut, dhe me ligjet e zbatueshme.

22.2 Nga fitimet vjetore, do të caktohet një fond rezerve në perputhje me kushtet e legjislacionit shqiptar për fondin rezerve të detyrueshem.

22.3 Në baze të Ligjit për Shoqerite, Shoqeria mund të shperndajë fitimin tek Ortaket vetem nëse pas kësaj shperndarje:

- (i) asetet e Shoqerise mbulojnë teresisht detyrimet e kësaj të fundit, dhe
- (ii) Shoqeria ka aktive likuide të mjaftueshme për të shlyer detyrimet që behen të kerkueshme brenda 12 muajve të ardhshem.

22.4 Administratoret leshojnë një "certifikate të aftësisë paguese", e cila konfirmon shprehimisht se shperndarja e propozuar përmbush kërkesat e pikës 22.3 me sipër. Nëse kur gjendja e Shoqerise tregon se shperndarja e propozuar nuk i përmbush kërkesat e pikës 22.3 me sipër, Administratoret nuk mund ta leshojnë certifikatën e aftësisë paguese.

22.5 Administratoret pergjigjen ndaj shoqerise për vertetesinë e certifikates së aftësisë paguese.

KAPITULLI VIII

Ndryshimi i Formes Ligjore; Prishja

Neni 23. Ndryshimi i Formes Ligjore

23.1 Forma ligjore e Shoqerise mund të ndryshojë me vendim të Asamblese së Pergjithshme sipas nenit 12 të percaktuara këtu dhe në perputhje me dispozitat respektive të Legjislacionit Shqiptar.

23.2 Shoqeria e re do te permbushe te gjitha procedurat ligjore te regjistrimit ne Shqiperi.

Neni 24 Prishja e Shoqerise

24.1 Shoqeria mund te priset ne rrethanat e meposhtme:

- (i) Si pasoje e perfundimit te kohezgjatjes per te cilin ishte themeluar;
- (ii) Me vendim te Asamblese se Pergjithshme;
- (iii) Me hapjen e procedurave te likujdimit/falimentimit;
- (iv) Me vendim te Gjykates;
- (v) Per arsye te tjera te parashikuara nga Ortaket ne cdo kohe.

24.2 Administratoret duhet te regjistrojne prishjen e Shoqerise prane Qendres Kombetare te Regjistrimit ne perputhje me Nenin 43 te Ligjit nr. 9723, Per Qendren Kombetare te Regjistrimit. Ne rast se prishja e Shoqerise behet me vendim gjykate, gjykata duhet tia dergoje vendimin per regjistrim Qendres Kombetare te Regjistrimit, ne perputhje me Nenin 45 te Ligjit nr.9723, "Per Qendren Kombetare te Regjistrimit".

KAPITULLI IX Te Ndryshme

Neni 25. Te tjera


25.1 Te gjitha ceshtjet e tjera, te cila nuk jane permendur ne kete statut, do te rregullohen nga dispozitat e Ligjit per Shoqerite Tregtare.

* * * * *

Per Ortakun e Vetem:

(nenshkrimi)

Z. Alexandre Bouaziz

Perktheu
Sombu Sntara


REPUBLIKA E SHQIPËRISË
DHOMA KOMBËTARE E NOTERISË
DEGA VENDORE TIRANË
NOTER VALBONA SH. SELIMI



V2021052730303535721

DATE 14/06/2021
NR REP 4134



VËRTETIM PËRKTHIMI

Sot, më datë 14/06/2021, para meje Notere VALBONA SH. SELIMI, anëtare në Dhomën Kombëtare të Noterisë, Dega Vendore TIRANË, me zyrë në adresën NR.3, HOXHA TASIM, NR.292, u paraqit personalisht:

PËRKTHYES:

Sonila Shtaro, shtetase Shqiptare, lindur në Tiranë dhe banues në Tiranë, madhore, me zotësi të plotë juridike për të vepruar, për identitetin e të ciles u garantova me Leternjoftim ID nr. 036471466 e cila më deklaroi se përktheu me përpikmëri dhe saktësi dokumentin bashkangjitur nga gjuha angleze në gjuhën shqipe dhe e nënshkroi rregullisht përpara meje Noteres.

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

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

NOTER

VALBONA SH. SELIMI

