



**REPUBLIKA E SHQIPËRISË
DHOMA KOMBËTARE E NOTERISË
DEGA VENDORE TIRANË**

**NOTER DONIKA A. GJINI
ADRESA Rruga "Emin Duraku",
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REDAKTIM DHE VËRTETIM I AKTEVE TË SH.P.K-VE

Nr. reportori: 4902

Nr. koleksioni: 649

Tirane më 12/07/2021

Ligjet referuese:

- 1.Liqji nr. 7850, datë 29/07/1994 "Kodi Civil i Republikës së Shqipërisë", i ndryshuar
- 2.Liqji nr. 9887, date 10/03/2008 "Për mbrojtjen e të dhënave personale", i ndryshuar
- 3.Liqji nr. 110, datë 20/12/2018 "Për Noterinë"





AKT THEMELIMI

I SHOQERISE ME PERGJEGJESI TE KUFIZUAR “W HOLDING AL” Sh.p.k

Sot me date 12 Korrik 2021 (dymije e njezete e nje, perpara meje Noteres Donika A. Gjini, u paraqit pala e meposhtme:

Z. Ing.Johannes Weissengruber, shtetas Austriak, lindur në Lasberg, Austria, më 06.08.1965, me pasaportë nr. P 6847701, banues ne Austri ne adresen Weissengruber, Tannbach 1, 4293 Gutau, Austria, i perfaqesuar me Prokure te Posacme nga Bernard Çumashi, biri i Aleksandrit, i lindur më 20.12.1988 në Tiranë, Shqipëri dhe banues në Tiranë, Shqipëri, mbajtësi i letërnjoftimit nr. I81220053W.

i cili ka vendosur te nenshkruaje Aktin e Themelimit te meposhtem te nje shoqerie me pergjegjesi te kufizuar (me poshte “Shoqeria”), aktiviteti i se ciles tregullohet nga legjislacioni shqiptar ne fuqi dhe Statut i saj, i cili eshte pjese perberese e ketij akti.

Neni 1 - Emertimi

Emertimi i Shoqerise eshte “W HOLDING AL” Sh.p.k.

Neni 2 - Selia

Selia e Shoqerise eshte ne Njesia Bashkiake Nr. 5, Rruga Emin Duraku, Pallati Binjaket Nr. 5, Kati 1 teknik, Ap. 1&2, Tirane, Shqiperi.

Neni 3 - Kohezgjatja

MEMORANDUM OF INCORPORATION OF THE LIMITED LIABILITY COMPANY “W HOLDING AL” Sh.p.k

Today, on July 12, 2021 (two thousand twenty-one), before me Donika A. Gjini, Notary Public, the following party appears:

Mr.Ing.Johannes Weissengruber, Austrian Citizen, born in Lasberg, Austria, on 06.08.1965, passport no. P 6847701, resident in Austria, living address adresen Weissengruber, Tannbach 1, 4293 Gutau, Austria, represented as per the Power of Attorney by Bernard Çumashi, son of Aleksander, born on 20.12.1988 in Tirana, Albania and resident in Tirana, Albania, holder of identity card no. I81220053W.

who, decide to sign this Memorandum of Incorporation of a Limited Liability Company (hereinafter the “Company”), whose activity will be performed pursuant to the Albanian legislation in force and its Articles of Association, which constitutes an integral part of this act.

Article 1 - Company’s Name

The denomination of the Company is “W HOLDING AL” Sh.p.k.

Article 2 – Registered Office

The registered office of the Company is in: Njesia Bashkiake Nr. 5, Rruga Emin Duraku, Pallati Binjaket Nr. 5, Kati 1 teknik, Ap. 1&2 Tirana, Albania.

Article 3 – Duration



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Kohezgjatja e veprimtarise se Shoqerise do te jete do te jete me nje afat te pacaktuar.

Neni 4 – Objekti i shoqerise

Shoqeria ka per objekt kryerjen e te gjitha aktivitetave tregtare ne përputhje me dispozitat ligjore shqiptare ne fuqi. Me specifisht:

- 4.1 Zhvillimi i pasurive te paluajtshme, te zoteroje dhe menaxhoje pasuri te paluajtshme e te luajtshme si dhe gjithe te drejtat e tjera shtese qe lidhen me keto pasuri.
- 4.2 Te kryje operacione ekonomike, juridike e financiare si dhe cdo operacion biznesi qe lidhet drejteperdrejte ose terthorazi me realizimin e objektit te veprimtarise se shoqerise, brenda kuadrit te dispozitave ligjore.
- 4.3 Te kryeje cdo operacioni tregtar, financier, blerje, shitje ose marrje me qera te objekteve te ndryshme te luajtshme e te paluajtshme apo edhe titujt.
- 4.4 Konsulence financiare, ndermarrje ndermjetesimi, imobiliare, ne fushen e turizimit, energjitetik, ndertimit, etj.
- 4.5 Marrja pjese ne shoqeri e bashkime shoqerish te themeluara apo ne themelim e siper qe kane objekt te njejtë ose te ngjashem me te vetic, apo jane ne funksion per arritjen e qellimeve te shoqerise.
- 4.6 Themelimi dhe krijimi i shoqerive dhe sipermarrjeve shqiptare dhe te huaja si dhe pjesemarrja ne to, administrimi dhe drejtimi i shoqerive tregtare dhe sipermarrjeve vendase

The duration of the Company is unlimited.

Article 4 – Object of Activity

The object of activity of the Company is performing all commercial activities in accordance with the Albanian legal provisions in force. More specifically:

- 4.1 Development of real estate, owning and management of real estate and movable property as well as all other additional rights related to these properties.
- 4.2 To perform economic, legal and financial operations as well as any business operation that is directly or indirectly related to the implementation of the company's object activity, within the framework of legal provisions.
- 4.3 To perform any commercial, financial operation, purchase, sale or rent of various movable and immovable objects or even securities.
- 4.4 Financial, consulting, intermediation companies, real estate companies, activity in the field of tourism, energy, construction, etc.
- 4.5 Participation in society and mergers of established or above-established companies that have the same or similar object with the company, or are in function to achieve the goals of the company.
- 4.6 Foundation and establishment of Albanian and foreign companies and enterprises as well as participation in them, administration and management of domestic and foreign companies and



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apo te huaja;

- 4.7 Blerja, barresimi, hipotekimi apo transferimi i pasurive te paluajtshme dhe atyre te luajtshme si dhe tituje;
- 4.8 Gjithashtu, ne perputhje me legjislacionin shqiptar, shoqeria mund te kryeje dhe te realizoje cdo aktivitet qe lidhet direkt apo indirekt, eshte si rrjedhim apo ka te beje me objektivat e renditura me siper.
- 4.9 Shoqeria mund te kryeje cdo aktivitet tjeter biznesi, i cili nuk eshte i ndaluar nga ligji i zbatueshem ne Republiken e Shqiperise.

Per te arritur qellimin e mesiperm shoqeria mund te ndermarre veprime me pasurite e luajtshme apo te paluajtshme dhe cdo aktivitet tregtar, financiar, per dhenie me qira apo hipotekim qe mund te konsiderohet i dobishem apo i nevojshem ne menyre qe te arrihet objektivi i shoqerise.

enterprises;

- 4.7 Purchase, pledging, mortgaging or transfer of movable and immovable properties and as well as titles;
- 4.8 Also, in accordance with the Albanian legislation, the company may perform and realize any activity directly or indirectly related to, or is, or has to do with the objectives listed above.
- 4.9 The company can perform any other business activity, which is not prohibited by the law applicable in the Republic of Albania.

To achieve the above goal the company may undertake movable or immovable property and any commercial, financial, leasing or mortgage activity that may be considered useful or necessary in order to achieve the company's objective.

Neni 5 – Kapitali themeltar

5.1 Kapitali themeltar i shoqerise eshte 1,000 Leke (nje mijë) leke.

5.2.Kapitali themeltar i shoqerise perbehet nga 1 (nje) kuote, e gjitha e nenshkruar dhe e shlyer, me vlore nominale 1,000 leke.

Neni 6 – Transferimi i kuotave

Kuotat i transferohen te treteve sipas parashikimeve te Statutit.

Neni 7 – Administrimi

Article 5 – Capital

5.1 The capital of the Company is 1,000 ALL (a thousand Albanian Lek).

5.2 The capital of the Company consists of 1 (one) quota, totally subscribed and paid, with a par value of 1,000 Leke.

Article 6 – Transfer of Quotas

The Company's quotas may be transferred pursuant to the provisions set forth in the Articles of Association.

Article 7 – Administration



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7.1 Me kete akt emerohet 1 (nje) Administrator i Shoqerise personi si me poshte:

- **Zj. ROVENA ZAHIRI**, shtetase shqiptare, lindur ne Durres, ne 12.08.1983, banuese ne Tirane, identifikuar me leternjoftimin shqiptar me nr.personal I35812175C.

7.2 Administratori do te ushtroje te gjitha kompetencat e administrimit te zakonshem, ne perputhje me parashikimet e nenit 95 te ligjit nr. 9901, date 14 prill 2008 "Per tregtaret dhe Shoqerite tregtare" dhe nenit 14 te Statutit.

7.3 Administratorit i jepet te gjitha kompetencat e nevojshme per te kryer te formalitetet e permbugjen e detyrimeve te parashikuara per themelimin e Shoqerise sipas legjislacionit ne fuqi. Per kete qellim, Administratoret, mund tu drejtohen per ndihme te treteve ose konsulenteve te cileve mund te delegojne ne teresi ose pjeserisht kryrjen e aktivitetit te siperpermendor.

7.4 Administratori eshte gjithashtu i autorizuar te veproje ne emer te Shoqerise ne formim e siper deri ne regjistrimin e saj prane Qendres Kombetare te Regjistrimit. Ai eshte gjithashtu i autorizuar, te firmosi te gjitha aktet dhe te marre persiper detyrime ne emer te Shoqerise qe rrjedhin prej momentit te regjistrimit te saj si edhe ka te drejte t'i delegoje kompetencat e tyre personave te tjere.

Neni 8– Gjuha

7.1 With the present act is appointed 1 (one) Administrator of the Company who is the following person:

- **Mrs. ROVENA ZAHIRI**, Albanian citizen, born in Durres, on 12.08.1983, identified with Albanian identity card personal number I35812175C.

7.2 The Administrator shall exercise all the powers concerning ordinary management of the Company, in accordance to the provisions under article 95 of the Law no. 9901 "*On Entrepreneurs and Commercial Companies*" dated 14.04.2008 and article 14 of the Articles of Association.

7.3 The Administrator is granted all necessary powers to perform all the formalities and procedures required for the incorporation of the Company under the legislation in force. To this purpose, the Administrator may address for assistance to third parties and consultants and may delegate to them some or all of the conduct of such activities.

7.4 The Administrator is also empowered to act on behalf of the new Company for the purpose of its registration with the National Center of Registration. The Administrator is also empowered to sign all documents and to contract on behalf of the Company obligations arising from its registration with the National Registration Centre itself and to delegate its powers to other special prosecutors.

Article 8 – Language



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- 8.1 Ky Akt Themelimi eshte hartuar ne 3 (tre) kopje ne gjuhen shqipe me shtojce perkthimin ne gjuhen angleze.
- 8.2 Per te gjitha mosmarreveshet qe mund te lindin ne lidhje me interpretimin e akteve si me larte, versioni ne anglisht do te jetet i vetmi version ligjerisht detyrues.

* * *

Une, Noterja ia lexova kete Akt Themelimi me ze te larte pales, e cila e deklaroj ate ne perputhje te plote me vullnetin e saj. Ky Akt Themelimi nenshkruhet lirisht nga pala ne pranine time, dhe une Noterja, vertetof nenshkrimin e tij sipas ligjit.

- 8.1 This Memorandum of Incorporation is drafted in 3 (three) copies in Albanian with annexed the English translation.
- 8.2 For every dispute arising from the application and/or interpretation of this act, the English version will be binding and the sole having legal effect.

* * *

IN WITNESS WHEREOF, the appearing Party declared, that he finds this Memorandum of Incorporation fully in compliance with his will, and thereafter signs it, as of the date first above written, by his full and free will, I, Notary Public do certify his signature in conformity with the law.

ORTAKU I VETEM/SOLE QUOTAHOLDER

ING.JOHANNES WEISSENGRUBER

Represented by Bernard Cumashi

Bernard Cumashi


NOTERI PUBLIK/PUBLIC NOTARY
DONIKAA GJINI





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**STATUTI
I SHOQERISE ME PERGJEGJESI TE
KUFIZUAR
“W HOLDING AL” Sh.p.k**

Sot me date 12 Korrik 2021 (dymije e njezete e nje, perpara meje Noteres Donika A. Gjini, u paraqit pala e meposhtme:

Z.Ing.Johannes Weissengruber, shtetas Austriak, lindur ne Lasberg, Austria, me 06.08.1965, me pasaporte nr. P 6847701, banues ne Austri ne adresen Weissengruber, Tannbach 1, 4293 Gutau, Austria, i perfaqesuar me Prokure te Posacme nga Bernard Çumashi, biri i Aleksandrit, i lindur me 20.12.1988 ne Tirane, Shqiperi dhe banues ne Tirane, Shqiperi, mbajtesi i leternjoftimit nr. I81220053W.

i cilit ka vendosur te nenshkrue Statutin e meposhtem per krijimin e nje Shoqerie me Pergjegjesi te Kufizuar ne perputhje me legjislacionin shqiptar, mbeshtetur ne Ligjin nr 9901 date 14.04.2008, “Per shoqerite tregtare”, ndryshimet e tij, dhe ne legjislacionin shqiptar ne fuqi, per ushtrimin e veprimtarise sipas parashikimeve te bera nga ky Statut

**KAPITULLI I
FORMA, EMERTIMI, OBJEKTI,
SELIA, KOHEZGJATJA**

Neni 1 – Forma

1.1 Shoqeria “W HOLDING AL” Sh.p.k. (ne vijim “Shoqeria”) krijohet ne formen e nje shoqerie me pergjegjesi te kufizuar, dhe veprimtaria e saj rregullohet me ane te ketij Statuti dhe Aktit te Themelimit.

**ARTICLES OF ASSOCIATION
OF THE LIMITED LIABILITY
COMPANY
“W HOLDING AL” Sh.p.k**

Today, on July 12, 2021 (two thousand twenty-one), before me Donika A. Gjini, Notary Public, the following party appears:

Mr.Ing.Johannes Weissengruber, Austrian Citizen, born in Lasberg, Austria, on 06.08.1965, passport no. P 6847701, resident in Austria, living address adresen Weissengruber, Tannbach 1, 4293 Gutau, Austria, represented as per the Power of Attorney by Bernard Çumashi, son of Aleksander, born on 20.12.1988 in Tirana, Albania and resident in Tirana, Albania, holder of identity card no. I81220053W.

who, decide to sign these Articles of Association of establishment of a Limited Liability Company, in accordance with Albanian legislation, based on Law no 9901 dated 14.04.2008, “On Commercial Companies”, amended, and on other Albanian legislation in force, for exercising the activity according to the provisions of this Statute.

**TITLE I
FORM - COMPANY'S NAME – OBJECT
OF ACTIVITY - REGISTERED OFFICE –
DURATION**

Article 1 - Form

1.1 The company named " W HOLDING AL" Sh.p.k. (hereinafter the "Company") is incorporated as a private limited liability company, and its activity will be performed pursuant to these Articles of Association and its Memorandum of incorporation.



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- 1.2 Shoqeria vepron sipas legjislacionit shqiptar ne fuqi.
- 1.3 Akti i Themelimit dhe Statuti jane ne perputhje me legjislacionin shqiptar qe ka karakter te detyrueshem, ndersa ceshjet qe nuk jane shprehimisht te parashikuara ne to, plotesohen nga legjislacioni shqiptar.

Neni 2 – Emertimi

2.1 Emertimi i Shoqerise eshte “W HOLDING AL” Sh.P.K.

Neni 3 – Personaliteti Juridik

3.1 Shoqeria fiton personalitetin juridic me regjistrimin e saj ne Regjistrin Tregtar prane QEndres Kombetare te Biznesit.

Neni 4 – Objekti

Shoqeria ka per objekt kryerjen e te gjitha aktiviteteve tregtare ne perputhje me dispozitat ligjore shqiptare ne fuqi. Me specifisht:

- 4.10 Zhvillimi i pasurive te paluajtshme, te zoteroje dhe menaxhoje pasuri te paluajtshme e te luajtshme si dhe gjithe te drejtat e tjera shtese qe lidhen me keto pasuri.
- 4.11 Te kryje operacione ekonomike, juridike e financiare si dhe cdo operacion biznesi qe lidhet drejteperdrejte ose terthorazi me realizimin e objektit te veprimitarise se shoqerise, brenda kuadrit te dispozitave ligjore.
- 4.12 Te kryje cdo operacioni tregtar, finanziar, blerje, shitje ose marrje me qera te objekteve te ndryshme te luajtshme e te paluajtshme apo edhe titujt.

1.2 The Company acts pursuant to the Albanian legislation in force.

1.3 The Memorandum of Incorporation and the Articles of Association are in accordance with the mandatory Albanian legislation, and the issues which are not expressly provided herein will be regulated by the Albanian legislation.

Article 2 - Company's Name

2.1 The denomination of the Company is “W HOLDING AL” Sh.p.k.

Article 3 – Legal Personality

3.1 The company attains legal personality by registering in the Commercial Register at the National Business Center.

Article 4 – Object of Activity

The object of activity of the Company is performing all commercial activities in accordance with the Albanian legal provisions in force. More specifically:

4.1 Development of real estate, owning and management of real estate and movable property as well as all other additional rights related to these properties.

4.2 To perform economic, legal and financial operations as well as any business operation that is directly or indirectly related to the implementation of the company's object activity, within the framework of legal provisions.

4.3 To perform any commercial, financial operation, purchase, sale or rent of various movable and immovable objects or even securities.

4.10 Financial, consulting, intermediation companies, real estate companies, activity in



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- 4.13 Konsulence financiare, ndermarrje ndermjetesimi, imobiliare, ne fushen e turizimit, energjikës, ndertimit, etj.
- 4.14 Marrja pjese ne shoqeri e bashkime shoqerish te themeluara apo ne themelim e siper qe kane objekt te njezte ose te ngjashem me te vetin, apo jane ne funksion per arritjen e qellimeve te shoqerise.
- 4.15 Themeli i shoqerive dhe supermarrjeve shqiptare dhe te huaja si dhe pjesemarrja ne to, administrimi dhe drejtimi i shoqerive tregtare dhe supermarrjeve vendase apo te huaja;
- 4.16 Blerja, barresimi, hipotekimi apo transferimi i pasurive te paluajtshme dhe atyre te luajtshme si dhe tituje;
- 4.17 Gjithashtu, ne perputhje me legjislacionin shqiptar, shoqeria mund te kryeje dhe te realizoje cdo aktivitet qe lidhet direkt apo indirekt, eshte si rrjedhim apo ka te beje me objektivat e renditura me siper.
- 4.18 Shoqeria mund te kryeje cdo aktivitet tjeter biznesi, i cili nuk eshte i ndaluar nga ligji i zbatueshem ne Republiken e Shqiperise.

Per te arritur qellimin e mesiperm shoqeria mund te ndermarre veprime me pasurite e luajtshme apo te paluajtshme dhe cdo aktivitet tregtar, finanziar, per dhene me qira apo hipotekim qe mund te konsiderohet i dobishem apo i nevojshem ne menyre qe te arrihet objektivi i shoqerise.

Neni 5 - Selia

the field of tourism, energy, construction, etc.

- 4.11 Participation in society and mergers of established or above-established companies that have the same or similar object with the company, or are in function to achieve the goals of the company.
- 4.12 Foundation and establishment of Albanian and foreign companies and enterprises as well as participation in them, administration and management of domestic and foreign companies and enterprises;
- 4.13 Purchase, pledging, mortgaging or transfer of movable and immovable properties and as well as titles;
- 4.14 Also, in accordance with the Albanian legislation, the company may perform and realize any activity directly or indirectly related to, or is, or has to do with the objectives listed above.
- 4.9 The company can perform any other business activity, which is not prohibited by the law applicable in the Republic of Albania.

To achieve the above goal the company may undertake movable or immovable property and any commercial, financial, leasing or mortgage activity that may be considered useful or necessary in order to achieve the company's objective.

Article 5 – Registered Office



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5.1 Selia e Shoqerise eshte ne: Njesia Bashkiake Nr. 5, Rruga Emin Duraku, Pallati Binjaket Nr. 5, Kati 1 teknik, Ap. 1&2 Tirane, Shqiperi.

5.2 Transferimi i selise se Shoqerise ne nje vend tjeter behet me vendimin e Asamblese se Ortakeve.

5.3 Asambleja e Ortakeve mund te vendose hapjen e filialeve, degeve dhe perfaqesi te Shoqerise ne qytete te tjera te Shqiperise.

Neni 6 – Kohezgjatja e veprimtarise

6.1 Kohezgjatja e veprimtarise se Shoqerise do te jete me nje afat te pacaktuar.

6.2 Shoqeria mund te prishet perpara ketij afati ose mund te zgjase kohezgjatjen e saj me vendim te Asamblese se Ortakeve.

KAPITULLI II

KAPITALI THEMELTAR, NDARJA DHE TRANSFERIMI I KUOTAVE

Neni 7 – Kapitali themeltar

7.1 Kapitali themeltar i shoqerise eshte 1,000 Leke (nje mijë) leke.

7.2 Kapitali themeltar i shoqerise perbehet nga 1 (nje) kuote, e gjitha e nenshkuar dhe e shlyer, me vlore nominale 1,000 leke.

7.3 Ortaku i vetem i Shoqerise eshte:

Z.Ing.JOHANNES WEISSENGRUBER, shtetas Austriak, lindur ne Lasberg, Austria, me 06.08.1965, me pasaporte nr. P 6847701, banues ne Austri ne adresen Weissengruber, Tannbach 1, 4293 Gutau, Austria, zoteres i 1 (nje) kuote me vlore 1,000 Leke (njemije

5.1 The registered office of the Company is in: Njesia Bashakiake Nr. 5, Rruga Emin Duraku, Pallati Binjaket Nr. 5, Kati 1 teknik, Ap. 1&2, Tirana, Albania.

5.2 The transfer of the registered office of the company will be made by resolution of the General Meeting.

5.3 The General Meeting may open subsidiaries, branches, and representative offices inside the territory of Albania.

Article 6 - Duration

6.1 The duration of the Company is unlimited.

6.2 The Company may be dissolved before this term or the duration of the company may be extended through a resolution of the General Meeting.

TITLE II

CAPITAL – CONTRIBUTIONS AND TRANSFER OF QUOTAS

Article 7 - Capital

7.1 The capital of the Company is 1,000 ALL (a thousand Albanian Lek).

7.2 The capital of the Company consists of 1 (one) quota, totally subscribed and paid, with a par value of 1,000 Leke.

7.3 Sole quota holder of this Company is:

Mr.Ing.JOHANNES WEISSENGRUBER, Austrian Citizen, born in Lasberg, Austria, on 06.08.1965, passport no. P 6847701, resident in Austria, living address adresen Weissengruber, Tannbach 1, 4293 Gutau, Austria, owner of 1 (one) quota with nominal value 1,000 Leke (one



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leke) qe perben 100% te kapitalit te Shoqerise.

7.4 Kuotat, me vendim te ortakut te vetem, jane lirisht te transferueshme tek çdo individ ose person juridik, nepermjet kontrates se shitblerjes, trashegimise, dhurimit ose ndermjet çdo menyre tjeter te parashikuar nga ligji.

Neni 8 – Rritja e kapitalit themeltar

8.1 Kapitali themeltar mund te rritet pa kufi ne çdo moment, nje ose disa here, me vendim te Asamblese se Ortakeve.

8.2 Ne rast rritjeje te kapitalit, te gjithe ortaket kane te drejten te nenshkruejne ritjen ne report me pjeset e kapitalit te zoteruara. Ne rast se disa nga ortaket nuk e ushtrojne kete te drejtë, pjeset e tyre mund te nenshkruehen nga ortaket e tjere proporcionalisht me pjeset e kapitalit te zoteruara prej tyre.

Neni 9 – Zvogelimi i kapitalit themeltar

9.1 Shoqeria mund te zvogeloje kapitalin themeltar me vendimin e Asamblese se Ortakeve. Ne çdo rast kapitali themeltar nuk mund te zvogelohet nen kufijte e parashikuar nga ligji.

9.2 Zvogelimi i kapitalit perballohet nga secili prej ortakeve ne te njejtën mase me pjeset e kapitalit te zoteruara prej tyre.

Neni 10 – Transferimi i kuotave

10.1 Kuotat jane lirisht te transferueshme ndermjet ortakeve.

10.2 Ne rast transferimi ne çdo lloj forme, si me shperblim ashtu edhe pa shperblim ne kuptimin me te gjere te fjalet, duke perfshire ketu edhe dhurimin ne favor te

thousand leke), which constitutes 100% of the Company's share.

7.4 The quotas, by decision of the sole quota holder, are liberty transferrable to any private entity or legal entity, through the selling contract, inheritance, donation or by any other means provided by law

Article 8 – Increase of share capital

8.1 The General Meeting may increase without any limit, one or few times, and the Company's share capital.

8.2 In case of increase of share capital, all quota holders have the right to subscribe the increase in proportion to their quotas in the capital. In case some of the quota holders waive their right to subscribe for their portion, the unsubscribed capital may be subscribed by the other quota holders in proportion to their quotas in the share capital.

Article 9 – Reduction of share capital

9.1 The General Meeting may resolve to reduce the Company's share capital. In any case the Company's share capital may not be reduced under the limit provided by the law.

9.2 The quotaholders afford the reduction of the Company's share capital in proportion to their quotas in the share capital.

Article 10 – Transfer of Quotas

10.1 Quotas of the capital may be freely transferred between quota holders.

10.2 In case of transfer of any form, with as well without consideration, including donation in favor of other subjects different from



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subjekteve te tjere te ndryshem nga ortaket, kuotat duhet me pare t'i ofrohen ne parablerje ortakeve te tjere.

10.3 Ne nje rast te tille ortaku qe do te transferoje kuoten e tij duhet te njoftoj ortaket e tjere, me leter rekomande me kthim per gjigje, mbi synimin per shitje, duke percaktuar çmimin, kushtet, modalitetet, emrin e bleresit dhe afatet e transferimit. E drejta e parablerjes duhet t'i referohet te gjitha kuotave te ofruar per shitje.

10.4 Ortaket do te kene ne dispozicion 15 (pesembedhjete) dite nga marrja e letres rekomande, per t'i komunikuar ortakut qe transferon kuotat, synimin e tyre per te ushtruar apo jo te drejten e parablerjes. Ne rast se ata nuk per gjigjen ne afatin e caktuar, prezumohet se kane hequr dore nga e drejta e tyre e parablerjes.

10.5 Ne rast se nuk ushtrohet e drejta e parablerjes, kuotat mund t'u transferohen te treteve plotesisht apo pjeserisht, me vendimin pozitiv te Asamblese se Ortakeve.

KAPITULLI III ASAMBLEJA, ADMINISTRATORET DHE EKSPERTI KONTABEL

Neni 11 – Asambleja e ortakeve dhe kompetencat e saj

11.1 Organi vendim-marres i Shoqerise eshte Asambleja e Ortakeve.

11.2 Ne rastin kur Shoqeria zoterohet vetem nga 1 (nje) ortak, te gjithe vendimet merren nga ai, pa qene e nevojshme thirrja dhe mbledhja e Asamblese se ortakeve. Perjashtim do te behet vetem

quota holders, the quota should be offered in priority to other quota holders.

10.3 In such a case the quota holders that will transfer his quota should notify the other quota holders, with written notice by registered mail, on sale purpose, specifying the price, all terms and conditions of the transfer, indicating the name of the cessionary quota holder. The prior right for purchase should be referred to all quotas offered in sale.

10.4 Within 15 (fifteen) days from the receiving of the written notice by mail registered, the quota holders inform the transferor on his purpose to exercise or not the prior right for purchase. Should the other quota holders not inform the transferor as per the above term, is presumed to have given up their rights of prior right for purchase.

10.5 In case the prior right for purchase is not exercised, the quotas can be transferred to third parties, in whole or partially, by positive resolution of the General Meeting.

TITLE III GENERAL MEETING, ADMINISTRATORS AND PUBLIC CERTIFIED ACCOUNTANT

Article 11 – Powers of general meeting

11.1 The decision-making body of the Company shall be the General Meeting.

11.2 When the Company is owned by only 1 (one) quota holder, all decisions are made by him, with no need to call and assemble a meeting of the quota holders. Exceptions will be made only in those cases when the



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ne ato raste kur ligji parashikon te detyrueshme thirrjen e mbledhjes se Asamblese dhe marrjen e vendimeve.

11.3 Asambleja e Ortakeve eshte perjegjese per marrjen e vendimeve per çeshtjet vijuese: ndryshimet e satutit, emerimi e shkarkimi i administratoreve, eksperteve kontabel e likuidatoreve, zmadhimi dhe zvogëlimi i kapitalit, transferimi i kuotave, shperndarja e fitimeve, riorganizimi dhe prishja e shoqerise, miratimi i bilancit dhe per çdo vendim tjeter parashikuar nga ky Statut apo nga legjislacioni perkates.

Neni 12 – E drejta e pjesemarrjes dhe e votes

12.1 Çdo ortak ka te drejte te marre pjese ne Asamble, te paraqese mendimin e tij dhe te jape aq vota sa eshte numri i kuotave qe ai zoteron.

12.2 Çdo ortak ka te drejte te perfaqesoitet nga nje person tjeter jo-ortak, i pajisur me prokure me shkrin, me anen e se ciles mund te jape voten e tij.

12.3 Ortaku nuk mund te leshoje prokure per votim per nje pjese te kapitalit qe zoteron, ne qofte se voton personalisht per pjesen e mbetur.

Neni 13 – Thirrja e Asamblese se Ortakeve, Kuorumi dhe Vendimet

13.1 Asambleja e Ortakeve thirret te pakten nje here ne vit, brenda 6 (gjashte) muajve nga mbyllja e vittit finanziar per miratimin e bilancit, te raportit te Administratorit, ekspertit kontabel sidhe inventarit.

law requires for the mandatory convening of the Assembly meeting and decision-making.

11.3 The general meeting is responsible for the decision making regarding the following issues: amendments to by-laws, nomination and dismissal of administrators, public certified accountant and liquidators, increase and decrease of capital, quota transfer, profit distribution, re-organization and resolve of the company, approval of the balance sheet and for any other decision provided from the present by laws or by the respective legislation.

Article 12 – Participation and voting right

12.1 Each quota holder has the right to participate in the General Meeting, to present his opinion and cast his vote in proportion to his quotas.

12.2 Each quota holder has the right to be represented from one-person non-quota holder, provided by written special proxy, through which can cast his vote.

12.3 The quota holder cannot issue a power of attorney for a part of his quotas in event he shall exercise his voting powers for the remaining of his quotas.

Article 13 – Convocation of General Assembly, Quorum and Resolution

13.1 The General Meeting is called at least once a year, within 6 (six) months from the closing of the financial year in order to approve the balance sheet, report of the Administrator, chartered accountant as well as the inventory.



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13.2 Asambleja mund te thirret ne çdo moment nga nje prej Administratoreve (ne rastet kur jane me shume se nje administrator) si dhe prej nje ose disa ortakeve qe perfaqesojne te pakten 5% (pesë perqind) te kapitalit themeltar. Asambleja duhet te thirret nepermjet njoftimit me leter rekomande me kthim pergjigje qe duhet t'u dergohet ortakeve – ne adresen qe rezulton ne Librin e Ortakeve – dhe ekspertit kontabel (nese eshte emeruar), te pakten 15 (pesembedhjete) dite perpara mbledhjes se Asamblese. Thirrja duhet te permbaje informacion mbi llojin e Asamblese, mbi çeshtjet qe do te trajtohen dhe per te cilat do te merret vendim, mbi vendin, oren dhe daten e thirrjes se pare dhe te dyte.

13.3 Asambleja mund te thirret edhe jashte selise se Shoqerise.

13.4 Ne rast se Asambleja e Ortakeve nuk mblidhet me thirrjen e pare per mungesen e kuoromit te parashikuar ne piken 13.7 te ketij Statuti, Asambleja e Ortakeve do te thirret brenda 30 (tridhjete) ditesh me te njejtin rend dite.

13.5 Mbledhjet e Asamblese mund te mbahen edhe nepermjet telekonferences dhe videokonferences, me kusht qe te gjithe pjesemarresit te mund te identifikohen dhe t'u lejohet atyre te ndjekin diskutimin dhe te nderhyjne ne momentin e trajtimit te çeshtjeve ne rend te dites; pasi te jene verifikuar keto kerkesa qe duhet te rezultojne ne procesverbalin e mbledhjes, Asambleja konsiderohet e mbajtur ne vendin ku ndodhet Kryetari ne te cilin duhet te ndodhet edhe Sekretari i mbledhjes.

13.2 The General Meeting can be called in every moment from one of the Administrators (this is in case where the company has more than one administrator) as well as one or some quota holders which represent at least 5% (five percent) of the capital. The meeting should be called through written notice by registered mail which should be sent to the quotaholders – at the address resulting at the quotaholders register – and to the public certified accountant (if nominated) at least 15 (fifteen) calendar days before the meeting. The notice must contain the agenda to be discussed, venue, time and day of the first and second call.

13.3 Assembly can be called out of the Company headquarters.

13.4 In case the General Meeting is not called at first call due to default of provided quorum in the point 13.7 of the present Articles of association, the General Meeting will be called within 30 (thirty) days with the same agenda to be discussed.

13.5 The General Meeting may be held through the participation of the people present in different places, connected by telecommunication means, provided that all the participants can be identified and to be allowed to follow the discussion and to interfere at the moment of the issue treatment on the agenda; after those requirements have been verified which should result at the minutes of meeting, the Assembly is considered held where the Chairman stand where should be standing the Secretary of the meeting as well.



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13.6 Asambleja do te thirret dhe mbahet rregullisht edhe pa respektimin e formaliteteteve te njoftimit, ne rast se jane te pranishem ortaket qe perfaqesojne te tere kapitalin themeltar.

13.7 Vendimet e Asamblese se Ortakeve, per te cilat kerkohet nje shumice e thjeshte, jane te vlefshme nese jane te pranishem ortaket me te drejte vote qe zoterojne me shume se 30% (tridhjete perqind) te kapitalit themeltar. Vendimet e Asamblese se Ortakeve qe kerkojne nje shumicë te cilesuar, jane te vlefshme nese Jane te pranishem ortaket me te drejte vote qe zoterojne te pakten 51% (pesedhjete e nje perqind) te kapitalit themeltar.

13.8 Asambleja e Ortakeve vendos ndryshimet e satutit, zmadhimin dhe zvogelin e kapitalit, transferimin e kuotave, shperndarjen e fitimeve, riorganizimin dhe prishjen e shoqerise, me voten pro te $\frac{3}{4}$ (tre te katertat) e ortakeve te pranishem qe zoterojne te pakten 51% (pesedhjete e nje perqind) te kapitalit themeltar. Ne te gjitha rastet e tjera, Asambleja e Ortakeve merr vendime me shumice te thjeshte votash te ortakeve qe zoterojne me shume se 30% (tridhjete perqind) te kapitalit themeltar.

13.9 Cdo Asamble drejtohet nga nje ortak ose ndonje person tjeter i caktuar nga vete Asambleja. Per pasqyrimin e vendimit Asambleja emeron nje Sekretar, qe mund te jete edhe jo-ortak.

13.10 Vendimet e Asamblese duhet te nenshkuhen nga Kryetari i Asamblese dhe nga Sekretari.

13.6 The meeting will be called and held regularly, disregarding these formalities, in case that are present the quota holders which represent all the share capital.

13.7 The resolutions of General Meeting, for which is requested a simple majority, are valid if there are present the quota holders representing more than 30% (thirty percent) of the share capital. The resolutions of the General Meeting requesting a specific majority, are valid if are present the quota holders representing at least 51% (fifty one percent) of the share capital.

13.8 The General Meeting resolves on the change of the Articles of Association. Increase and decrease of share capital, transfer of quotas, distribution of profits, reorganization and dissolving of the company, with the favorable vote of $\frac{3}{4}$ (three fourth) of the present quota holders holding at least 51% (fifty-one percent) of the share capital. In all other cases, the General Meeting resolves on the majority of votes of the quota holders holding more than 30% (thirty percent) of the share capital.

13.9 Every General Meeting is chaired by one quota holder or other person nominated by the meeting. The General Meeting appoints a secretary, which could be a non-quota holder, to record the resolution.

13.10 The resolutions of the General Meeting are signed by the Chairman and Secretary of the meeting.



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13.11 Kur shoqeria eshte e zotruar nga nje ortak i vetem, atehere te gjithe vendimet merren nga ai, edhe nese nuk respektohet procedura e thirrjes, mbledhjes, regjistrimit te Asamblese se Shoqerise, ato jane gjithmone te vlefshme.

Neni 14 – Administrimi

14.1 Shoqeria administrohet nga te pakten 1 (nje) Administrator i cili do te qendroje ne detyre deri ne shkarkim apo doreheqje ose per nje periudhe prej 5 (pese) vitesh.

14.2 Perfaqesimi ligjor i Shoqerise i besohet Administratorit. Administrator mund te ushtroj te gjitha fuqite konform me sa parashikohet ne nenin 95 te Ligjit n. 9901 te dates 14.04.2008 "Per tregtaret dhe Shoqerite tregtare".

14.3 Me kete akt emerohet 1 (nje) Administrator i Shoqerise per nje afat prej 5 (pese) vitesh personi si me poshte:

- **Zj. ROVENA ZAHIRI**, shtetase shqiptare, lindur ne Durres, ne 12.08.1983, banuese ne Tirane, identifikuar me leternjoftimin shqiptar me nr. personal I35812175C.

14.4 Administratoret mund te emerojn perfaqesues te posaçem per veprime apo kategori te caktuara veprimesh.

Neni 15 – Eksperti kontabel i autorizuar

15.1 Ne rast se kerkohet nga ligji apo vendoset nga Asambleja e Ortakeve, kontrolli i bilanceve dhe librave kontabel te Shoqerise mund t'i besohet nje ose disa eksperteve kontabel te autorizuar.

13.11 When the company is owned by a sole quota holder, then all decisions are made by him, even if the procedure of convening, meeting, registering the Assembly of the Company is not completed, they are always valid.

Article 14 – Administrator

14.1 The company is administered by at least 1 (one) Administrator who will remain in charge until resignation or removal or for a period of 5 (five) years.

14.2 The legal representation of the company is conferred to the Administrator. The Administrator may exercise all powers in conformity with the provisions in Article 95 of Law n. 9901, date 14.04.2008 "For traders and trading companies".

14.3 With the present act is appointed 1 (one) Administrator of the Company for a period of 5 (five) years who is the following person:

- **Mrs. ROVENA ZAHIRI**, Albanian citizen, born in Durres, on 12.08.1983, identified with Albanian identity card personal number I35812175C.

14.4 The Administrator can appoint a special representative for certain actions or categories of actions.

Article 15 – Certified Public Accountant

15.1 If necessary or requested by the law, the audit of the balance sheets and accounting books of the Company shall be performed by one or more certified public accountants.



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15.2 Eksperti kontabel i autorizuar mund te shkarkohet sipas menyres se parashikuar nga legjislacioni ne fuqi.

KAPITULLI IV VITI FINANCIAR, BILANSI VJETOR, SHPERNDARJA E FITIMEVE

Neni 16 - Viti finanziar dhe bilanci vjetor

16.1 Viti finanziar fillon me 1 janar dhe mbaron me 31 dhjetor te secilit vit.

16.2 Viti i pare finanziar fillon ne daten e regjistrimit te Shoqerise ne Qendren Kombetare te Regjistrimit dhe perfundon me 31 dhjetor te te njejtit vit.

16.3 Bilancet vjetore, inventari, raportet e Administratorit dhe ekspertit kontabel te autorizuar miratohen nga Asambleja me shumicen e kerkuar nga Ligji n. 9901 te dates 14.04.2008 "Per tregtaret dhe Shoqerite tregtare", i ndryshuar.

16.4 Miratimi i dokumentave qe lidhen me vitin finanziar duhet te behet brenda 6 (gjashte) muajve qe nga fundi i vitit finanziar.

Neni 17 – Fitimet

17.1 Fitimet qe rezultojne nga bilanci vjetor, u shperndahan ortakeve ne proporcion me pjeset e kapitalit themeltar te zoteruara.

17.2 Asambleja mund te vendose edhe zbritje te veçanta ne favor te rezervave te jashtezakonshme ose per qellime te tjera apo dhe shtyrjen e shperndarjes se

15.2 The certified public accountant may be dismissed in compliance with the procedure provided by applicable law.

TITLE V FINANCIAL YEAR, ANNUAL BALANCE SHEET, DISTRIBUTION OF PROFITS

Article 16 – Financial Year and Annual Balance Sheet

16.1 The financial year commences on January 1st and closes on December 31st of each year.

16.2 The financial fiscal year commences on the date of the registration of the Company with the National Registration Center and ends on December 31st of the same year.

16.3 The annual balance sheet, financial statements, inventory, reports of the Administrator and certified public accountant are approved by the General Meeting with the majority requested as per Law no. 9901, dated April 14, 2008 "On entrepreneurs and commercial companies", amended.

16.4 The documents related to the financial year must be approved within 6 (six) months from the closure of the financial year.

Article 17 – Profits

17.1 Profits resulting from the annual balance sheet are distributed to the quota holders in proportion to their quotas.

17.2 The General Meeting may decide to create extraordinary or special reserves for specific purposes or even the postponement



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fitimeve, plotesisht ose pjeserisht, per vitet financiare te ardhshme.

KAPITULLI V SHPERNDARJA DHE LIKUIDIMI I SHOQERISE

Neni 18 – Prishja

18.1 Shoqeria prishet me perfundimin e afatit te parashikuar nga Statuti, ose perpara perfundimit ne rastet e parashikuara nga ligji, ose me ate te nje vendimi te Asamblese se Ortakeve, me shumicen e kerkuar per ndryshimet ne Statut.

18.2 Shoqeria nuk prishet ne rast te humbjes se zotesise per te vepruar, vdekjes, ose falimentimit te ortakeve.

Neni 19 – Likuidimi

19.1 Ne rast prishje, Shoqeria duhet te likuidohet.
19.2 Per te administruar kete procedure, Asambleja emeron nje ose me shume likuidatore, te cilet paraqesin raportet perfundimtare mbi gjendjen e aktivit dhe pasivit te Shoqerise, mbi operacionet e likuidimit dhe mbi kohen e nevojshme per te perfunduar likuidimin.

19.3 Me perfundimin e procedures se likuidimit, Asambleja do te vendose mbi bilancin finanziar perfundimtar, mbi punen e kryer nga likuiduesi dhe mbi perfundimin e procesit te likuidimit.
19.4 Pas pagimit te kreditoreve dhe mbledhjes se kredive, likuidatori do t'i shperndaje te ardhurat perfundimtare te likuidimit ortakeve, ne proporcion

of the distribution of the profits – totally or partially for the future financial years.

TITLE VI DISSOLUTION AND LIQUIDATION

Article 18 – Dissolution

18.1 The Company may be dissolved before the term provided in the Articles of Association or in other cases provided by law or through a resolution of the General Meeting, which should be adopted with the affirmative vote of the quota holders requested for the modification of the Articles of Association.

18.2 The Company is not dissolved in cases of inability to act, legal incapacity, death, liquidation or bankruptcy of the quota holders.

Article 19 – Liquidation

19.1 When dissolved, the company must be liquidated.

19.2 To administrate this procedure, the General Meeting appoints one or more liquidators, who will draft the final report on the assets and liabilities of the Company, and on the operations of the liquidation and necessary time for the liquidation.

19.3 At the end of the liquidation procedure, the General Meeting will decide upon the final balance sheet, the work performed by the liquidator/s and termination of the liquidation process.

19.4 Following the payment of the creditors and collection of the outstanding credits, liquidator/s will distribute the final income

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me pjeset e kapitalit te zoteraura prej tyre ne kapitalin themeltar.

Neni 20 - Zgjidhja e mosmarreveshjeve

20.1 Te gjitha mosmarreveshet qe mund te lindin ne lidhje me interpretimin dhe/ose zbatimin e ketij Statuti dhe aktit te themelimit, si edhe ato qe mund te lindin ne pergithesi midis ortakeve (perveç atyre personale apo jasht Shqerise) ose midis nje apo me shume ortakeve dhe Shqerise, do te zgjidhen ne menyre miquesore dhe do te diskutohen ne menyre te drejtperdrejte ndermjet paleve te interesuara.

20.2 Ne rast se nuk arrihet ne nje zgjidhje miquesore te mosmarreveshes, ato do t'i besohen Gjykates se Rrethit Gjyqesor Tirane.

Neni 21 – Gjuha

21.1 Ky Statut eshte hartuar ne 3 (tre) kopje ne gjuhen shqipe me shtojce perkthimin ne gjuhen angleze.

21.2 Per te gjitha mosmarreveshet qe mund te lindin ne lidhje me interpretimin dhe/ose zbatimin e ketij Statuti, versioni ne anglisht do te jete i vetmi dhe do te jete ligjerisht detyrues.

* * *

Une, Noterja ia lexova kete Statut me ze te larte pales, e cila e deklroi ate ne perputhje te plote me vullnetin e saj. Ky Statut nenshruhet lirisht nga pala ne pranine time, dhe une Noterja, vertetoj nenshkrimet e tij sipas ligjit.

of the liquidation to the quota holders, in proportion to their quotas.

Article 20 – Dispute Resolution

20.1 All disputes arising from or in any way connected or related to the interpretation and/or execution of these Articles of Association and Memorandum of Association, between the quota holders (except of those personal or out of the Company) or between one or more quota holders and the Company, will be solved in an amicable way and settled directly between the interested parties.

20.2 If an amicable settlement of the dispute is not reached, it shall be referred to the District Court of Tirana.

Article 21 – Language

21.1 These Articles of Association is drafted in 3 (three) copies in Albanian with annexed the English translation.

21.2 For every dispute arising from the application and/or interpretation of the present act, the English version will be binding and the sole having legal effect.

* * *

IN WITNESS WHEREOF, the appearing Party declared, he finds this Memorandum of Incorporation fully in compliance with his will, and thereafter signs it, as of the date first above written, by his full and free will, I, Notary Public do certify his signature in conformity with the law.



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ORTAKU I VETEM/SOLE QUOTAHOLDER

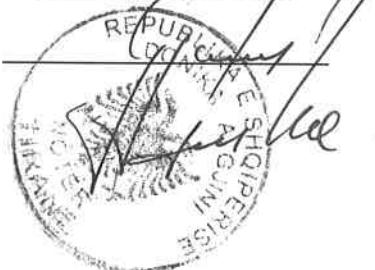
ING.JOHANNES WEISSENGRUBER

Represented by Bernard Cumashi

Bernard Cumashi

NOTERI PUBLIK/PUBLIC NOTARY

DONIKA A GJINI





**REPUBLIKA E SHQIPËRISË
DHOMA KOMBËTARE E NOTERISË
DEGA VENDORE TIRANË**

**NOTER DONIKA A. GJINI
ADRESA Rruga "Emin Duraku",
P.Av.Vjeter, Nr.6
TEL: 692070532**

PROKURË E POSAÇME

Nr. repertori: 4901

Nr. koleksioni: 648

Tirane më 12/07/2021

Ligjet referuese:

- 1.Ligi nr. 7850, datë 29/07/1994 "Kodi Civil i Republikës së Shqipërisë", i ndryshuar
- 2.Ligi nr. 9887, date 10/03/2008 "Për mbrojtjen e të dhënave personale", i ndryshuar
- 3.Ligi nr. 110, datë 20/12/2018 "Për Noterinë"

*Akti notarial përbëhet nga 2 fletë



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PROKURE E POSACME

I PERFAQSUARI:

Z. Ing.Johannes Weissengruber, qytetar Austriak, lindur në Lasberg, Austria, më 06.08.1965, me pasaportë nr. P 6847701.

Nepermjet kesaj Prokure te Posacme, une, Z.Ing.Johannes Weissengruber, emerjoj Perfaquesues te Posacem Z. Bernard Çumashi, i biri i Aleksandrit, i lindur me 20.12.1988 ne Tirane dhe banues ne Tirane, Shqiperi, mbajtes i leternjostimit me nr. personal I81220053W, (ketu e ne vijim "Perfaqsuesi"), për të qenë përfaqësuesi im i ligjshëm me fuqi dhe autoritet të plotë, në emer dhe per llogarine time për të bërë, nënshkruar dhe ekzekutuar të gjitha aktet, dokumentet ose veprimet siç mund të janë të nevojshme ose të domosdoshme në lidhje me:

- Te nenshkruejne emrin dhe per llogarine time, aktet e themelimit dhe dokumenta te tjere te nevojshem per krijimin e një shoqerie tregtare me seli ne Tirane, Shqiperi, ku une i perfaqsuar do te jem ortak i vetem i kesaj te fundit, dhe do te zoteroj 100% te kuotave te kapitalit te shoqerise, te caktoje vleren e kapitalit te shoqerise sipas parashikimeve te legjislacionit shqiptar ne fuqi.
- Te vendose mbi formen ligjore qe do te kete shoqeria dhe te percaktoje objektin e aktivitetit ne perputhje me parashikimet e legjislacionit shqiptar ne fuqi.
- Te me perfaqsoje prane te gjithe institucioneve shteterore, me qellim regjistrimin e Shoqerise prane organeve perkatese, pajisjen e saj me numer identifikimi tatimor, regjistrimin prane organeve tatimore dhe gjithe institucioneve

POWER OF ATTORNEY



REPRESENTED PARTY:

Mr.Ing.Johannes Weissengruber, Austrian Citizen, born in Lasberg, Austria, on 06.08.1965, passport no. P 6847701.

By this Power Of Attorney, I, Z.Ing.Johannes Weissengruber, hereby irrevocably appoint as my representative Mr.Bernard Çumashi, son of Aleksander, born on 20.12.1988 in Tirana and resident in Tirana, holder of ID with personal no. I81220053W (herein "Representative"), to be my true and lawful representative with full power and authority, in my name and in my behalf to do, sign and execute all acts, documents or deeds as may be necessary or desirable in connection with:

- To sign on my behalf the establishment acts and other documents necessary for the establishment of a company based in Tirana, Albania, where I, the representative, will be the sole partner of the latter, and will own 100% of the capital quotas of the company, to determine the value of the capital of the company according to the provisions of the Albanian legislation in force.
- To decide on the legal type that the company will have and to determine the object of activity in accordance with the provisions of the Albanian legislation in force. To represent me, in front of all state institutions, in order to register the Company near the relevant institutions, to provide it with a tax identification number, registration with the tax authorities and all other institutions and state bodies in order for the Company to be registered and to

dhe organeve te tjera shtetorore me qellim qe Shoqeria te jetë e regjistruar dhe te funksionoje konform te gjithe parashikimeve dhe detyrimeve ligjore ne fuqi per shoqerite tregtare.

- Te me perfaqsoje ne mbledhje te asamblese se shoqerise per marrjen e vendimeve qe kane te bejne me administrimin e shoqerise dhe vendime te tjera te natyre funksionale te shoqerise, (ndryshim selie, hapje / mbyllje adrese sekondare, etj)
- Gjithashtu, Perfaqsuesi im ka te drejte te nenshkruaje cdo dokument tjeter te nevojshem per realizimin e qellimeve sa me siper Jane shenuar.
- I Perfaqsuarit me ane te ketij akti miraton dhe konfirmon cdo veprim ose dokument që Përfaqësuesi do të bëjë ose do te nenshkruaje ne perputhje me tagrat e kesaj Prokurë te Posacme.

Autoriteti i Përfaqësuesit nën këtë prokurë
pas 12 (dymbedhjete) muajve nga data
e lëshimit të tij.

Të gjitha veprimet e kryera nga Përfaqësuesi
në emrin tim do të konsiderohen të vlefshme
dhe të përshtatshme pasi ato janë marrë nga
unë.

Si me siper eshte deklaruar me vullnetin tim te
lire e te plote dhe une nenshkruaj Prokuren e
Posacme rregullisht perpara Noterit ne tre
kopje origjinale.

function conform to all provisions and legal obligations in force for companies.

➤ Also, my Representative has the right to sign any other document necessary for the realization of the transaction.

➤ To represent me in the assemble meetings and to take decision dealing with the administration of the company and other decision as the functionality of the company (change of the legal seat of the company, opening/closing of other business addresses, etc.)

➤ Also, my representative has the right to sign any document necessary for the accomplishment of the purposes listed above.

➤ I hereby ratify and confirm any act or documents whatsoever that the Representative shall do or lawfully cause to be done by virtue of this Power of Attorney.

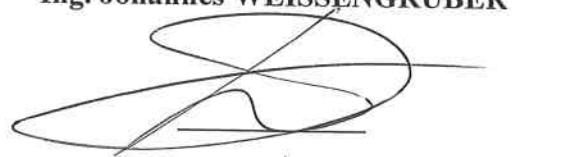
The authority of the Representative under this Power of Attorney shall cease after 12 (twelve) months from its issuing date.

All acts performed by the Representative in my behalf will be deemed valid and appropriate as they were taken by me.

As stated above is according to my free and complete will and I sign this Power of Attorney regularly in front of the notary in three original copies.

I PERFAQSUARI/ REPRESENTED PARTY

Ing. Johannes WEISSENGRUBER


JOHANNES WEISSENGRUBER