

AKT THEMELIMI DHE STATUT
I
SHOQERISE ME PERGJEGJESI TE KUFIZUAR
“ATAY TEA” shpk

Ne Tirane, sot ne date 8 Shkurt 2022:

MOHAMED SAYED ABDOULFATTAH TAWFEEQ, i dtl. 23/10/1985, lindur ne BHR dhe banues aktualisht me vendqendrim ne shtetin Shqiptar ne Rr. Bardhyl, shtetas Egjiptian, madhor, me zotesi te plote juridike per te vepruar, mbajtes i pasaportes se shtetit te Egjiptit Nr. A16834485;

Me cilesine e ortakut te vetem redakton këtë akt themelimi dhe statut, per krijimin e shoqërise me pergjegjesi te kufizuar me emertimin “ATAY TEA” shpk, në respektim te Kodit Civil, Ligjit Nr. 9901, date 14.04.2008, “Per Tregtaret dhe shoqerite tregtare”, i ndryshuar dhe Ligjit Nr. 9723, datë 3.5.2007 “Per Qendrën Kombëtare te Regjistrimit”, i ndryshuar

Neni 1/ Emertimi i Shoqerise

- 1.1 Shoqeria e emertuar **ATAY TEA shpk** (me poshte e quajtur “Shoqeria”), eshte nje shoqeri me pergjegjesi te kufizuar, themeluar ne perputhje me legjislacionin e Republikes se Shqiperise.
- 1.2 Shoqeria eshte themeluar sipas ligjit 9901, date 14.04.2008 “Per tregtaret dhe shoqerite tregtare”, i ndryshuar dhe fiton personalitet juridik pas regjistrimit te saj ne Regjistrin Tregtar Shqiptar prane Qendres Kombetare te Regjistrimit.

Neni 2 / Selia

- 2.1 Selia e Shoqerise ndodhet ne adresen: Tirane, Zona Kadastrale 8270, Pasuria me N.2/355+1-N81, ne Rr. Abdyl Frasheri;
- 2.2 Shoqeria mund te hape zyra perfaqesimi, dege dhe/ose filiale dhe/ose te marre pjese ne shoqeri te tjera, te kryeje aktivitetet ne vende te tjera, qofte brenda apo jashte territorit te Republikes se Shqiperise, ne perputhje me vendimet e Asamblese se Pergjithshme te Ortakeve.

Neni 3 / Kohezgjatja

Shoqeria do te zhvilloje aktivitetin e saj per nje periudhe kohore te pacaktuar duke filluar nga data e regjistrimit te shoqerise ne Regjistrin Tregtar prane Qendres Kombetare te Regjistrimit.



Neni 4 / Objekti

Objekti i veprimtarise se Shoqerise do te perfshije, por nuk do te kufizohet vetem ne:

- Tregtim me shumice dhe pakice, import-eksport te mallrave ushqimore, lende te pare per industrine ushqimore, materiale dhe paisje te ndryshme. Blerjen me qellim te furnizoje me mallra, dhe lende te pare per industrine ushqimore, pijeve jo alkalike dhe Çajrave te ndryshem, ne bashkepunim me shoqeri vendase dhe te huaja. Transport kombetar dhe nderkombetar, per nevoja te vete shoqerise dhe per te trete. Te kryeje publikime dhe aktivitete reklamuese ne lidhje me objektin e veprimtarise. Pjesemarrjen dhe organizimin e ekspozitave, panairove dhe /ose aktiviteteve te ngjashme, brenda dhe jashte vendit. Snack – Bar, Kafeteri;

Ne pergjithesi, Shoqeria mund te kryeje çdo veprimtari te nevojshme e te dobishme, te lejuar nga ligji per realizimin e objektit te aktivitetit te saj.

Neni 5 / Kapitali

- 5.1 Kapitali i Shoqerise eshte 100 Lek, i ndare ne 1 kuota, vlera e te cilave zoterohet nga Ortaku i vetem:
- **MOHAMED SAYED ABDULFATTAH TAWFEEQ**, mbajtes i 1 (nje) kuote, e cila perfaqeson 100% te kapitalit te shoqerise me vleren 100 (njqinde) leke;
- 5.2 Kuotat jane te transferueshme dhe mund te transferohen ne çdo kohe ne perputhje me kushtet dhe afatet qe percaktohen ne ligjin shqiptar. Pergjegjesia e Ortakut shtrihet deri ne vleren e kontributit te tij ne kapitalin e Shoqerise.

Neni 6 / Asambleja e Pergjithshme e Ortakeve

- 6.1 Ne baze te ligjeve dhe dispozitave te ketij Statuti, asambleja e pergjithshme e ortakut te te vetem te Shoqerise eshte organi i vetem vendimmarres i Shoqerise.
- 6.2 Asambleja e pergjithshme e ortakut eshte pergjegjese per marrjen e vendimeve te meposhteme:
- a) percaktimi i politikave tregtare te Shoqerise;
 - b) miratimi i ndryshimeve te statutit;
 - c) emerimi e shkarkimi i anetareve te Keshillit Administrativ/Administratorit te Vetem si dhe percaktimi i kompetencave dhe shperblimit te tyre;
 - d) emerimi e shkarkimi i likuiduesve dhe eksperteve kontabel te autorizuar si dhe percaktimi i shperblimit te tyre;
 - e) mbikeqyrja e zbatimit te politikave tregtare nga Keshilli Administrativ/Administratori i Vetem, perfshire mbikeqyrjen e pergatitjes se pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise;
 - f) miratimi i pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise pas marrjes dhe shqyrtimit te dokumenteve perkates;

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- g) zmadhimi dhe zvogelimi i kapitalit te Shoqerise pas marrjes dhe shqyrtimit te dokumenteve perkates;
- h) pjesetimin e kuotave dhe anulimin e tyre;
- i) caktimin e perfaqesuesit te Shoqerise ne gjykate dhe ne procedimet e tjera ndaj anetareve te Keshillit Administrativ/Administratorit te Vetem;
- j) miratimin e riorganizimit te Shoqerise, perfshire bashkimin me shoqeri te tjera, ndarjen e Shoqerise, shnderrimin e Shoqerise si dhe prishjen e Shoqerise;
- k) miratimin e rregullave procedurale te mbledhjeve te asamblese se ortakeve.
- l) ceshtje te tjera te parashikuara nga Ligji apo statuti.

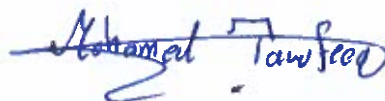
Çdo ortak ka te drejte te marre pjese ne mbledhjet dhe vendimet e Asamblese duke patur te drejten e votes ne raport me vleren nominale te kuotes se tij. Çdo ortak mund te perfaqesohet ne vendimarrje nga nje ortak tjetër, nga bashkeshorti(ja) ose nga çdo person tjetër, me kushtin qe perfaqesuesit te jene te pajisur me autorizimin per ate qellim. Administratoret e shoqerise nuk mund te jene perfaqesues te ortakeve ne mbledhjet e Asamblese se Ortakeve. Autorizimi mund te jepet vetem per nje mbledhje te asamblese se ortakeve, por perfshin edhe mbledhjet me te njejtin rend dite.

Neni 7 / Administrimi i Shoqerise

- 7.1 Administrimi i Shoqerise do te kryhet nga Adminstratori.
- 7.2 Administratori emerohet me vendim te Ortakeve dhe qendron ne kete detyre per nje afat jo me te gjate se 5 vjet. Administratori mund te rizgjidhet per te njejten periudhe me vendim te Ortakeve te shoqerise.
- 7.3 Administrator i Shoqerise do te jete:
MOHAMED SAYED ABULFATTAH TAWFEEQ, i dtl. 23/10/1985, lindur ne BHR dhe banues aktualisht me vendqendrim ne shtetin Shqiptar ne Rr. Bardhyl, shtetas Egjiptian, madhor, me zotesi te plote juridike per te vepruar, mbajtes i pasaportes se shtetit te Egjiptit Nr. A16834485;
Administratori mund te shkarkohen me vendim te ortakeve ne çdo moment per arsye te justifikuara.
- 7.4 Administratori eshte personalisht pergjegjes perpara Shoqerise dhe/ose paleve te treta per deme te shkaktuara nga shkelja e dispozitave te ketij Statuti ose te Ligjit.

Neni 8 / Detyrat dhe Kompetencat e Administratorit

- 8.1 Pasuria dhe aktiviteti tregtar i Shoqerise do te administrohen nga Administratori, i cili ka te drejte te ushtroje te gjitha kompetencat qe gjykon te nevojshme per realizimin e objektit te Shoqerise, me perjashtim te atyre qe ky statut dhe ligji i ka rezervuar Ortakeve te Shoqerise. Administratori mund te autorizojë apo emerojë me ane te prokures persona te treta per kryerjen e veprimtarive dhe/ose kompetencave qe i perkasin Administratoreve.



- 8.2 Kompetencat e Administratorit ne lidhje me administrimin dhe mbikeqyrjen e veprimtarise se Shoqerise percaktohen por pa u kufizuar, si me poshte vijon.
- (a) Te zbatoje politikat tregtare te Shoqerise dhe vendimet e Asamblese se Pergjithshme te Ortakeve;
 - (b) Te siguroje qe Shoqeria respekton ligjin(et) e zbatueshem dhe standardet kontabel;
 - (c) Te kryeje te gjitha veprimet ne lidhje me administrimin e veprimtarise tregtare te Shoqerise;
 - (d) Te perfaqesoj Shoqerine kundrejt paleve te treta, entiteve publike apo private, si dhe entiteve/ose autoriteteve vendase ose te huaja;
 - (e) Te pergatite dhe nenshkruaje pasqyrat financiare vjetore te Shoqerise te cilat do te miratohen nga Asambleja e Pergjithshme e Ortakeve.
 - (f) Te kryeje te gjitha regjistrimet dhe publikimet e detyrueshme ne lidhje me Shoqerine sipas parashikimeve te ligjit te ne fuqi;
 - (g) T'i raportoje Asamblese se Pergjithshme te Ortakeve ne lidhje me zbatimin e politikave tregtare dhe kryerjen e veprimtarive tregtare qe mund te konsiderohen me rendesi te vecante per Shoqerine;
 - (h) Te punesoje dhe te shkarkoje punonjes sipas politikave te shoqerise;
 - (i) Te hartoje dhe te nenshkruaje deklaratat tatimore dhe cdo akt tjetër qe ka lidhje me dokumentacionin qe duhet te dorezohet prane Qendres Kombetare te Regjistrimit ose autoriteteve te tjera.
 - (j) te kryeje detyra te tjera te percaktuara ne ligj dhe ne Statut.

Neni 9 / Ekspert(et) Kontabel te Regjistruar


Eksperti(et) kontabel te regjistruar do te emerohet(n) me vendim te Asamblese se Pergjithshme te Ortakeve ne rastet kur kjo eshte kerkese e legjislacionit shqiptar. Riemerimi e ekspertit(ve) kontabel te regjistruar do te behet ne perputhje me legjislacionin shqiptar ne fuqi. Eksperti(et) kontabel i regjistruar mund te shkarkohen me vendim te Asamblese se Pergjithshme te Ortakeve ne rast te shkeljeve te detyrave, gabimeve dhe sjelljes jo te mire profesionale.

Neni 10 /Viti Ushttrimor

Viti Ushttrimor fillon ne 1 Janar dhe mbaron me 31 Dhjetor te çdo viti. Perjashtimisht, viti i pare ushttrimor fillon me daten e regjistrimit te Shoqerise ne Regjistrin Tregtar Shqiptar dhe perfundon me date 31 Dhjetor 2022.

Neni 11 / Shperndarja dhe Prishja

- 11.1 Shoqeria mund te shperndahet me vendim te Asamblese se Pergjithshme. Shperndarja e shoqerise do te ndiqet nga prishja e saj.
- 11.2 Shoqeria do te ruaje personalitetin juridik, i cili do te sherbeje per qellimet e likuidimit dhe emrin e shoqerise do ta pasojne fjalet “ne proces likuidimi”



- 11.3 Likudatori(et) do te emerohet me vendim te Asamblese se Pergjithshme. Prishja e Shoqerise dhe emerimi i likuidatorit(ve) do te kryhet ne perputhje me legjislacionin shqiptar.

Neni 12 / Ligji i Zbatueshem

- 12.1 Shoqeria do te zhvilloje aktivitetin e saj ne perputhje te plote me kete Statut dhe me ligjin shqiptar.
- 12.2 Per sa nuk eshte parashikuar ne kete statut, do te aplikohen dispozitat e ligjit shqiptar per shoqerite tregtare.

Neni 13 / Mosmarreveshjet

Per çdo mosmarreveshje qe mund te linde ne lidhje me zbatimin dhe interpretimin e ketij statuti dhe per çdo mosmarreveshje qe mund te linde ndermjet Shoqerise dhe paleve te treta, kompetente per zgjidhjen e tyre do te jene gjykatat shqiptare.

Neni 14 / Ndryshimet

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

Ky statut i shoqerise me pergjegjesi te kufizuar **ATAY TEA** shpk hartohet ne 2 kopje ne gjuhen shqipe, dhe ne gjuhen angleze, nga perkthyesja e njohur e Ministrise se Drejtesise Znj. Esmira Fejzo, me kerkesen e **Z. MOHAMED SAYED ABDULFATTAH TAWFEEQ**, me vlere te njejte secila; pasi e lexoi ne gjuhen angleze kete statut dhe akt-themelimi dhe pasi e gjeti ne perputhje me vullnetin e tij te lire e te plote e nenshkroi ate.

ORTAKU I VETEM

MOHAMED SAYED ABDULFATTAH TAWFEEQ

Mohamed Tawfeeq

Mohamed Tawfeeq

**INCORPORATION ACT AND ARTICLES OF ASSOCIATION
OF LIMITED LIABILITY COMPANY
"ATAY TEA" LLC**

In Tirana, this day on 8 February 2022:

MOHAMED SAYED ABDULFATTAH TAWFEEQ, DOB on 23/10/1985, born in BHR and currently resident in the Albanian state in Str. Bardhyl, Egyptian citizen, of legal age, with full legal capacity to act, holder of the passport of the state of Egypt provided with no. A16834485;

Acting as the sole shareholder, he edits this Incorporation act and the Articles of association, for the establishment of the limited liability company under the name "ATAY TEA" LLC, in compliance with the Civil Code, Law no. 9901, dated 14.04.2008, "On Traders and trading companies", as amended and Law no. 9723, dated 3.5.2007 "On National Registration Center", as amended.

Article 1 / Company Name

- 1.1 The company named **ATAY TEA LLC** (*hereinafter referred to as the "Company"*), is a limited liability company, established in accordance with the legislation of the Republic of Albania.
- 1.2 The company was established according to law 9901, dated 14.04.2008 "On traders and trading companies", as amended and acquires legal personality after its registration in the Albanian Commercial Register at the National Registration Center.

Article 2 / Headquarters

- 2.1 The headquarters of the Company are located at the address: Tirana, Cadastral Area 8270, with Property No.2 / 355 + 1-N81, in Str. Abdyl Frasheri;
- 2.2 The company may open representative offices, branches and / or subsidiaries and / or participate in other companies, carry out activities in other countries, whether inside or outside the territory of the Republic of Albania, in accordance with the decisions of the General Shareholders Assembly.





Article 3 / Duration

The company shall carry out its activity for an indefinite period of time starting from the date of registration of the company in the Commercial Register at the National Registration Center.

Article 4 / Object

The object of Company activity shall include, but shall not be limited to:

- Wholesale and retail trade, import-export of food goods, raw materials for the food industry, various materials and equipment. Purchase in order to supply goods, and raw materials for the food industry, non-alcoholic beverages and various teas, in cooperation with domestic and foreign companies. National and international transport, for the needs of the entity itself and for third parties thereto. To carry out publications and advertising activities related to the object of activity. Participation and organization of exhibitions, fairs and / or similar activities, inside and outside the country. Snack - Bar, Cafeteria;

In general, the Company may perform any necessary and useful activity, allowed by law for the realization of the object of its activity.

Article 5 / Capital

5.1 The capital of the Company is 100 ALL, divided into 1 quota, the value of which is owned by the sole shareholder:

- **MOHAMED SAYED ABDFATTAH TAWFEEQ**, holder of 1 (one) quota, which represents 100% of the capital of the company with the value of 100 (one hundred) ALL;

5.2 Quotas are transferable and may be transferred at any time in accordance with the terms and conditions set out in Albanian law. The liability of the shareholder extends to the value of his contribution to the capital of the Company.

Article 6 / General Shareholders Assembly

6.1 Pursuant to the laws and provisions of these Articles of association, the general assembly of the sole Shareholder of the Company is the sole decision-making body of the Company.

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6.2 The General Shareholders Assembly is responsible for making the following decisions:

- a) determination of the commercial policies of the Company;
- b) approval of amendments to the Articles of association;
- c) appointment and dismissal of the members of the Administrative Council / Sole Administrator as well as the determination of their competencies and remuneration;
- d) appointment and dismissal of authorized liquidators and accounting experts as well as the determination of their remuneration;
- e) overseeing the implementation of trade policies by the Administrative Council / Sole Administrator, including overseeing the preparation of annual financial statements and performance reports;
- f) approval of the annual financial statements and performance reports after receiving and reviewing the relevant instruments;
- g) increase and decrease of the Company's capital after receiving and reviewing the relevant documents;
- h) division of quotas and their cancellation;
- i) the appointment of the Company's representative in court and in other proceedings against the members of the Administrative Council / Sole Administrator;
- j) approving the reorganization of the Company, including the merger with other companies, the division of the Company, the transformation of the Company and the dissolution of the Company;
- k) approval of the procedural rules of the meetings of the shareholder assembly.
- l) other issues provided by law or Articles of association

Each shareholder is entitled to participate in meetings and decisions of the Assembly therefore having the right to vote in relation to the nominal value of his quota. Each shareholder may be represented in the decision-making by another shareholder, by the spouse or by any other person, provided that the representatives are provided with the authorization for that purpose. The administrators of the company may not be representatives of the shareholders in the meetings of the Shareholders Assembly. The authorization may be given only for one meeting of the shareholders assembly, but also includes the meetings with the same agenda.

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Article 7 / Company Administration

- 7.1 The administration of the Company shall be performed by the Administrator.
- 7.2 The Administrator is appointed by decision of the Shareholders and remains in this position for a term not longer than 5 years. The administrator can be re-elected for the same period by decision of the shareholders of the company.
- 7.3 The Administrator of the Company shall be:
MOHAMED SAYED ABDULFATTAH TAWFEEQ, DOB on 23/10/1985, born in BHR and currently resident in the Albanian state in Str. Bardhyl, Egyptian citizen, of legal age, with full legal capacity to act, holder of the passport of the state of Egypt provided with no. A16834485;
- 7.4 The administrator may be dismissed by decision of shareholders at any time for justified reasons.
- 7.5 The Administrator is personally liable to the Company and / or third parties for damages caused by violation of the provisions of these Articles of association or the Law.

Article 8 / Duties and Competencies of Administrator

- 8.1 The property and commercial activity of the Company shall be administered by the Administrator, who has the right to exercise all the competencies that he deems necessary for the realization of the Company's object, except those that these Articles of association and law have reserved to the Shareholders of the Company. The Administrator may authorize or appoint by power of attorney third persons to perform the activities and / or competencies that belong to the Administrators.
- 8.2 The competencies of the Administrator in relation to the administration and supervision of the activity of the Company are defined, but not limited, as follows.
- (a) To implement the commercial policies of the Company and the decisions of the General Shareholders Assembly;
 - (b) Ensure that the Company complies with applicable law (s) and accounting standards;
 - (c) To perform all actions related to the administration of the Company's commercial activity;

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11.3 The Liquidator (s) shall be appointed by decision of the General Assembly. The dissolution of the Company and the appointment of the liquidator (s) shall be carried out in accordance with the Albanian legislation.

Article 12 / Applicable Law

12.1 The company shall conduct its activity in full compliance with these Articles of association and the Albanian law.

12.2 Unless provided under the Articles of association, the provisions of the Albanian company law shall apply.

Article 13 / Disputes

For any dispute that may arise regarding the implementation and interpretation of these Articles of association and for any dispute that may arise between the Company and third parties, competent for their resolution shall be the Albanian courts.

Article 14 / Amendments

These Articles of association may be amended, revised and / or repealed entirely or partly and replaced by a new Articles of association by decision of the Shareholders Assembly.

The said Articles of association of the limited liability company **ATAY TEA LLC** is drafted in 2 copy units in Albanian, and in English, by the recognized translator of the Ministry of Justice, Ms. Esmira Fejzo, upon the request of Mr. MOHAMED SAYED ABDULFATTAH TAWFEEQ, with the same value each unit; after reading these Articles of association and Incorporation act in English and after finding it in accordance with his free and full will, signed it duly.

SOLE SHAREHOLDER

MOHAMED SAYED ABDULFATTAH TAWFEEQ

Mohamed Tawfeeq

Mohamed Tawfeeq

