

<p style="text-align: center;">STATUTI I SHOQERISE ME PERGJEGJESI TE KUFIZUAR GALENIKA ALBANIA SH.P.K.</p>	<p style="text-align: center;">BYLAWS OF THE LIMITED LIABILITY COMPANY GALENIKA ALBANIA SH.P.K.</p>
<p style="text-align: center;">Neni 1 Emertimi</p> <p>1.1 Shoqeria me pergjegjesi te kufizuar GALENIKA ALBANIA SH.P.K (ne vijim e quajtur "Shoqeria") themelohet ne zbatim te Ligjit nr. 9901, date 14.04.2008 "<i>Per tregtaret dhe shoqerite tregtare</i>", i ndryshuar.</p> <p>1.2 Shoqeria fiton personalitet juridik ne momentin e regjistrimit te saj ne Regjistrin Tregtar shqiptar prane Qendres Kombetare te Biznesit ne Tirane, Shqiperi.</p>	<p style="text-align: center;">Article 1 Denomination</p> <p>1.1 The limited liability company GALENIKA ALBANIA SH.P.K. (hereinafter referred to as the "Company") is incorporated under Albanian law no. 9901, dated 14.04.2008 "<i>On Entrepreneurs and Commercial Companies</i>", as amended.</p> <p>1.2 The Company acquires legal personality after its registration with the Commercial Register kept by the National Business Centre in Tirana, Albania.</p>
<p style="text-align: center;">Neni 2 Selia</p> <p>2.1 Selia e Shoqerise ndodhet ne adresen: Rr. Ibrahim Rugova, 40/3, 1019 Tirane, Shqiperi.</p> <p>2.2 Shoqeria mund te hape dege, zyra perfaqesimi dhe te krijojte filiale ne qytete te ndryshme te Republikes se Shqiperise dhe/ose jashte saj ne perputhje me legjislacionin shqiptar.</p>	<p style="text-align: center;">Article 2 Registered Office</p> <p>2.1 The registered office of the Company is at the address 40/3 Ibrahim Rugova Str, 1019 Tirana, Albania, Albania.</p> <p>2.2 The Company may open branches, representative offices and transact business at other locations within the territory of the Republic of Albania in compliance with the requirements of the Albanian law.</p>
<p style="text-align: center;">Neni 3 Objekti i Shoqerise</p> <p>3.1 Shoqeria do te kete per objekt te aktivitetit kryerjen e çdo veprimtarie te lejuar nga ligji dhe/ose pjesemarrjen ne çdo veprimtari apo aktivitet te ligjshem qe mund te kryeje nje shoqeri me pergjegjesi te kufizuar, e krijuar ne baze te legjislacionit shqiptar, siç mund te ndryshohet here pas here.</p> <p>3.2 Aktiviteti i Shoqerise do te konsistoje kryesisht ne: promovimin e produkteve, kerkim marketingu pune rregullatore, etj. si dhe aktivitete te tjera siç</p>	<p style="text-align: center;">Article 3 Object of the Company</p> <p>3.1 The purpose of the Company shall be to transact any and all lawful business and/or to engage in any lawful act or activity for which a limited liability company may be organized under the laws of Albania, as they may be amended from time to time.</p> <p>3.2 The activity of the Company shall consist mainly on: promote of the products, marketing research, regulatory affairs etc. and other activities as shall be required or needed for purposes of conducting the above activities.</p>

do te jete e kerkuar apo e nevojshme per qellim te ushtrimit te aktiviteve te siperpermendura.

Neni 4
Kohezgjatja

4.1 Shoqeria do te zhvilloje aktivitetin e saj per nje periudhe kohore te pakufizuar, duke filluar nga data e regjistrimit ne Regjistrin Tregtar Shqiptar.

Neni 5
Kapitali

5.1 Kapitali themeltar i Shoqerise eshte 100 Euro (njeqind euro), i perbere nga 1 (nje) kuote.

5.2 Kapitali ne para eshte nenshkruar nga Ortaku i Vetem zoterues i 100% te kapitalit te Shoqerise. Kapitali do te paguhet sipas vendimit te administratorit te Shoqerise ne nje ose me shume keste brenda nje afati te percaktuar nga administratori i Shoqerise.

5.3 Pergjegjesia e Ortakut te Vetem per detyrimet e Shoqerise shtrihet deri ne kufirin e vleres se kontributit te tij ne kapitalin e Shoqerise.

Neni 6
Ortaku i Vetem

6.1 Ortaku i Vetem i Shoqerise eshte:

- **GALENKA AD BELGRADE** nje shoqeri aksionare, e themeluar dhe ekzistuese sipas ligjeve te Serbise, e regjistruar ne regjistrin tregtar te Serbise, me numer biznesi 07726325 pronare e 1 (nje) kuote qe perfaqeson 100% (njeqind perqind) te kapitalit themeltar te Shoqerise.

6.2 Ortaku i Vetem, mund te marre çdo vendim, pa asnje kufizim sipas legjislacionit shqiptar. Te gjitha vendimet e marra ne kete menyre do te regjistrohen ne Regjistrin e Vendimeve te Ortakut te Vetem, te dhenat e te cilit nuk do te mund te ndryshohen apo fshihen.

6.3 Çdo vendim i cili nuk regjistrohet ne Regjistrin e Vendimeve te Ortakut te Vetem eshte i

Article 4

Duration

4.1 The Company shall perform its activity for an unlimited period, starting from the date of its registration with the Albanian Commercial Register.

Article 5

Share capital

5.1 The initial share capital of the Company is EUR 100 (one hundred euros), consisting of one (1) share.

5.2 The entire share capital is subscribed by the Sole Shareholder, owner of 100% of the share capital of the Company. The share capital shall be paid-in in pursuance with the decision of the administrator of the Company in one or more installments within a term fixed from the administrator of the Company.

5.3 The Sole Shareholder's liability is extended up to the amount of his contribution in the share capital of the Company.

Article 6

Sole Shareholder

6.1 The Sole Shareholder of the Company is:

GALENKA AD BELGRADE, a joint stock company, established and existing under the laws of Serbia, registered with the Commercial Register of Serbia with business number 07726325, owner of 1 (one) share, representing 100% (one hundred percent) of the share capital of the Company.

6.2 The Sole Shareholder may take, without being limited to, any decision as provided for in the Albanian legislation. All decisions taken in this capacity will be entered in the Sole Shareholder Decisions Register, the data of which may not be altered or deleted.

6.3 Any decision not registered in the Sole Shareholder Decisions Register is deemed null and void. It shall not affect the Company's liability to third parties unless the Company proves that the

pavlefshe. Kjo nuk do te ndikojë ne pergjegjesine e Shoqerise ndaj paleve te treta pervec rasteve kur Shoqeria do te vertetoje se pala e trete kishte dijeni per parregullsi ne apo ne baze te rrethanave nuk mund te mos kishte patur dijeni.

6.4 Çdo vendim i Ortakut te Vetem mund te merret jashte territorit te Republikes se Shqiperise dhe nje evidence me shkrim per çdo vendim te marre jashte do te regjistrohet ne Regjistrin e Vendimeve te Ortakut te Vetem.

NENI 7

ADMINISTRIMI I SHOQERISE

7.1 Pasuria, veprimtaria dhe aktiviteti i Shoqerise do te administrohet nga nje Administrator.

7.2 Shkarkimi apo zevendesimi i Administratorit do te kryhet me vendim te Ortakut te Vetem dhe ky shkarkim apo zevendesim nuk do te konsiderohet si ndryshim i ketij Statuti dhe vendimi perkates i Ortakut te Vetem nuk eshte i nevojshem te reflektohet ne Statut.

7.3 Administratori do te rimburohet per shpenzimet e kryera gjate ushtrimit te detyrave te tij/saj.

7.4 Administratori i pare i shoqerise eshte Znj. Alma Krilić – Hrapović, shtetase e Bosnjes dhe Hercegovines, lindur ne Foca, me 07.07.1978, banues ne rrugen Buka numer 2, Sarajevo, Bosnje dhe Hercegovine, mbajtese e pasaportes me nr. B2469255.

7.5 Administratori do te ushtroje kompetencat e tij perkatese deri ne me te parin nga rastet e meposhtme:

- largimi i tij; ose
- verifikimi i ngjarjeve te percaktuara ne kete Statut te Shoqerise; ose
- perfundimi i afatit 5 vjeçar nga data e regjistrimit te Shoqerise me Regjistrin Tregtar, nese mandati nuk eshte rinovuar.

third party had knowledge of the irregularity or, in view of evident circumstances, could not have been unaware of it.

6.4 Any decision of the Sole Shareholder may be taken outside the Republic of Albania and written evidence of such decision made shall be recorded in the Sole Shareholder Decisions Register.

ARTICLE 7

MANAGEMENT OF THE COMPANY

7.1 The properties, business and affairs of the Company shall be managed by one Administrator.

7.2 Dismissal or substitution of the Administrator shall take place through a resolution of the Sole Shareholder, which will not be considered as amendment of these Bylaws and the respective resolution of Sole Shareholder is not necessary to be reflected in the Bylaws.

7.3 The Administrator/s shall be reimbursed for expenses he/she/they have undertaken due to his/her/their duty.

7.4 The first Administrator of the Company is Mrs. Alma Krilić – Hrapović, Bosnia and Herzegovina citizen, born in Foca on 07.07.1978, resident in street Buka no. 2, Sarajevo, Bosnia and Herzegovina, holder of passport no. B2469255.

7.5 The Administrator of the Company shall exercise the respective competences, until the earlier of:

- his removal; or
- events set forth in these Bylaws; or
- 5 years from the date of registration of the Company with the Commercial Register, if the term of office of the administrator is not renewed.

7.6 Administratori ka kompetenca te plota per te marre vendime per administrimin e zakonshem te Shoqerise, pervec kompetencave qe do te ushtrohen nga organe te tjera te Shoqerise sipas ketij Statuti ose ligjit te zbatueshem. Administratori do te kete keto kompetenca dhe detyra qe lidhen me administrimin dhe mbikeqyrjen e veprimtarise se Shoqerise sipas parashikimeve te Ligjit.

7.7 Administratori i Shoqerise mund t'i transferoje çdo personi apo grupi personash te gjithë apo nje pjese te kompetencave te tij sipas ketij Statuti dhe me kushtet qe ai konsideron si te arsyeshme dhe ne çdo kohe mund te anulloje kete transferim kompetencash.

NENI 8

EKSPERTI KONTABEL I AUTORIZUAR

8.1 Eksperti(et) kontabel i (te) autorizuar do te emerohet(n) me vendim te Ortakut te Vetem ne çdo rast kur nje gje e tille kerkohet nga ligji shqiptar ose kur Ortaku i Vetem e konsideron te nevojshme.

NENI 9

VITI USHTRIMOR

9.1 Viti ushtrimor i Shoqerise fillon me 1 Janar dhe mbaron me 31 Dhjetor te çdo viti.

9.2 Perjashtimisht, viti i pare ushtrimor fillon ne daten e regjistrimit te Shoqerise ne Regjistrin Tregtar dhe perfundon me 31 Dhjetor te po atij viti.

NENI 10

LIKUIDIMI

10.1 Likuidimi e Shoqerise si dhe emerimi i likuidatorit(eve) behet ne perputhje me ligjin nr. 9901, date 14.04.2008 "*Per tregtaret dhe shoqerite tregtare*", i ndryshuar, dhe çdo ligj tjetër te zbatueshem.

7.6 The Administrator has full competences to take decisions for the ordinary administration of the Company, excluding the competences that shall be exercised by the Sole Shareholder according to the applicable law and these Bylaws. The competences and duties of the Administrator regarding the administration and supervision of the activity are as provided by the law.

7.7 The Administrator of the Company may transfer to any person or group of persons all or part of his authority endowed under these Bylaws on conditions which he considers reasonable, and at any time may cancel such transfer of authority.

ARTICLE 8

AUDITOR

8.1 The auditor/s shall be appointed by the decision of the Sole Shareholder in any such case when it becomes mandatory by the Albanian law or when the Sole Shareholder deems it necessary.

ARTICLE 9

ACCOUNTING YEAR

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

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

ARTICLE 10

WINDING UP

10.1 The winding up and the appointment of the liquidator/s shall comply with the law no. 9901, dated 14.04.2008 "*On Entrepreneurs and Commercial Companies*", as amended, and any other applicable law.

NENI 11

LIGJI I ZBATUESHEM

11.1 Shoqeria do te zhvilloje aktivitetin e saj ne perputhje te plote me kete Statut dhe me legjislacionin shqiptar.

11.2 Per sa nuk eshte parashikuar ne kete Statut, do te aplikohen dispozitat e ligjit nr. 9901, date 14.04.2008 "Per tregtaret dhe shoqerite tregtare", i ndryshuar.

11.3 Çdo mosmarreshje qe mund te linde ne lidhje me zbatimin dhe interpretimin e ketij Statuti, do te zgjidhet nga gjykata e Rrethit Gjyqesor Tirane.

NENI 12

NDRYSHIMET

12.1 Ky Statut mund te ndryshohet, rishikohet ose shfuqizohet,ose te zevendesohet me nje statut te ri me vendim te Ortakut te Vetem.

12.2 Ky Statut hartohet dhe nenskruhet ne 2 (dy) kopje origjinale.

ORTAKU I VETEM


GALENIKA AD BELGRADE
BEOGRAD
Ricardo Vian Marques

Administrator

01.09.2021.

ARTICLE 11

APPLICABLE LAW

11.1 The Company shall run its business in full compliance with these Bylaws and the provisions of Albanian laws.

11.2 The law no. 9901, dated 14.04.2008 "On Entrepreneurs and Commercial Companies", as amended, becomes applicable regarding aspects that are not covered and provided by the present Bylaws.

11.3 Any disputes that may arise concerning the application or interpretation of these Bylaws shall be brought for resolution before the District Court of Tirana.

ARTICLE 12

AMENDMENTS

12.1 These Bylaws may be amended, revised, or repealed or new Bylaws may be adopted by decision of the Sole Shareholder.

12.2 The present Bylaws are drawn up and executed in 2 (two) original copies.

SOLE SHAREHOLDER


GALENIKA AD BELGRADE
BEOGRAD
Ricardo Vian Marques
Administrator

01.09.2021.