

**AKTI I THEMELIMIT
I SHOQERISE ME PERGJEGJESI TE
KUFIZUAR**

KAPPA STAR RECYCLING AL SH.P.K.

05 . 10 .2021

NENI 1

KRIJIMI DHE EMERTIMI

1.1 Shoqeria me pergjegjesi te kufizuar Kappa Star Recycling AL SH.P.K. (ne vijim e quajtur "Shoqeria") themelohet ne zbatim te Ligjit nr. 9901, ~~date~~ 14.04.2008 "Per tregtaret dhe shoqerite tregtare", i ndryshuar.

1.2 Shoqeria fiton personalitet juridik ne momentin e regjistrimit te saj ne Regjistrin Tregtar shqiptar prane Qendres Kombetare te Biznesit ne Tirane, Shqiperi.

NENI 2

SELIA

2.1 Selia e Shoqerise ndodhet ne adresen: Durres, Xhafzotaj, Kapanon 1 katesh, numer pasurie 27/162, Zona Kadastrale 2574, ish Kompleksi S Z Xhafzotaj, Shqiperi.

2.2 Shoqeria mund te hape dege ose zyra perfaqesie ne vende te ndryshme brenda Republikes se Shqiperise dhe/ose jashte saj ne perputhje me legjislacionin shqiptar.

**ARTICLES OF ASSOCIATION
OF THE
LIMITED LIABILITY**

KAPPA STAR RECYCLING AL SH.P.K.

05 . 10 .2021

ARTICLE 1

ESTABLISHMENT AND DENOMINATION

1.1 The limited liability company Kappa Star Recycling AL SH.P.K. (hereinafter referred to as the "Company") is incorporated under Albanian law no. 9901, dated 14.04.2008 "On Entrepreneurs and Commercial Companies", as amended.

1.2 The Company acquires legal personality after its registration with the Commercial Register kept by the National Business Centre in Tirana, Albania.

ARTICLE 2

REGISTERED OFFICE

2.1 The registered office of the Company is at the address Durres, Xhafzotaj, Kapanon 1 katesh, numer pasurie 27/162, Zona Kadastrale 2574, ish Kompleksi, S Z Xhafzotaj, Albania.

2.2 The Company may open branches or representative offices at other locations within and/or out of the territory of the Republic of Albania in compliance with the Albanian law.



A.B

NENI 3

OBJEKTI

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.

3.2 Aktiviteti i Shoqerise do te jete kryesisht: Import, eksport te makinerive te prodhimit, mjeteve te transportimit, kryerjen e veprimtarive komisionere per llogari te te tretteve, transport kombetar dhe nderkombetar te mallrave per nevoja te vete shoqerise dhe per te trete, shitje me shumice te mbetjeve te letres, plastikes, drurit, xhamit, skrapit, grumbullim dhe pergatitje per nje stad te favorshem per riciklim te mbetjeve te ngurta dhe mbetjeve speciale, industriale dhe bio-gazit, blerje dhe marrje me qera te mjeteve apo makinerive per nevoja te veprimtarise se shoqerise, te kryeje veprimtari ekonomike si import-eksport, veprimtari financiare si shitje apo blerje te pasurive te luajtshme dhe paluajtshme, te cilat i sherbejne veprimtarise se shoqerise, te leshoje garanci apo dhe kolateral, blerja e kuotave/aksioneve ose perfaqesimi ne shoqeri te tjera te çfaredo forme, te cilat kane objekt te njejte, te ngjashem, apo te perafert me te.

NENI 4

KOHEZGJATJA

Shoqeria do te zhvilloje aktivitetin e saj per nje periudhe kohore te pakufizuar.

AB.

ARTICLE 3

PURPOSE OF ACTIVITY

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.

3.2 The activity of the Company shall consist mainly in: Import, export of production machinery, means of transport, conducting of commission activities on behalf of third parties, national and international transport of goods for the company's needs and for third parties, wholesale of paper, plastic, wood, glass and scrap wastes, the collection and the preparing of a favorable stage for the recycling of solid waste and special, industrial and bio-gas waste, purchase and rental of tools or machinery necessary for the activities of the company, conducting of economic activities such as import-export, financial activities such as sale or purchase of movable and immovable property, that serve for the company's activities, issuance of guarantees and/or collateral, purchase of shares or representation in other companies of any forms, which have the same, similar, or related object.

ARTICLE 4

DURATION

The duration of the Company's activity shall be unlimited.



NENI 5

KAPITALI

5.1 Kapitali themeltar i Shoqerise eshte 80.000 Euro ekuivalenti ne Leke ne daten e nenshkrimimit te ketij Akti Themelimi, nga te cilet 39,200 Euro jane kontribut ne te holla dhe 40,800 Euro jane kontribut ne natyre (makineri dhe pajisje) sipas listes bashkelidhur si Aneks 1 te vleresuara sipas aktit te vleresimit date 19.07.2021 i kryer nga Studio Load (ketu bashkelidhur si Aneks 2) i cili eshte pranuar pa asnje kundershtrim nga te dy ortaket e shoqerise. Ortaku Kappa Star Recycling d.o.o. do te zoteroje 1 (nje) kuote te kapitalit themeltar me vlere 39,200 Euro qe i korrespondon 49% te kapitali dhe Z. Alush Xhiani do te zoteroje 1 (nje) kuote te kapitalit themeltar me vlere 40,800 Euro qe i korrespondon 51% te kapitalit.

5.2 Pergjegjësia e Ortakeve per detyrimet e Shoqerise shtrihet deri ne kufirin e vleres se kontributit te tyre ne kapitalin e Shoqerise.

NENI 6

ORTAKET

6.1 Ortaket e Shoqerise jane:

- *Kappa Star Recycling d.o.o.* shoqeri me pergjegjesi te kufizuar, e themeluar dhe ekzistuese sipas ligjeve te Serbise, e regjistruar ne regjistrin tregtar te Serbise me numer biznesi 20599685, pronar i 1 (nje) kuote qe perfaqeson 49% te kapitalit themeltar te Shoqerise;
- *Z. Alush Xhiani*, shtetas shqiptar, lindur me Shijak ne daten 07.04.1964 mbajtes i pasaportes me numer BB5801374, pronar i 1 (nje) kuote qe perfaqeson 51% te kapitalit themeltar te Shoqerise;

NENI 7

ADMINISTRIMI I SHOQERISE

7.1 Pasuria, veprimtaria dhe aktiviteti i Shoqerise do te administrohet nga nje ose me

A.B.

ARTICLE 5

SHARE CAPITAL

5.1 The initial share capital of the Company is EUR 80.000 the equivalent in Leke at the date of the signature of these Article of Association, where EUR 39,200 are contribution in cash and EUR 40,800 contribution in kind (equipments) as per the list attached herein in Annex 1 evaluated as per the Evaluation Deed dated 19.07.2021 of Studio Load (herein in Annex 2) duly accepted by both shareholders. The shareholder Kappa Star Recycling d.o.o. will own 1 (one) share of the initial share capital with a value of EUR 39,200 corresponding to 49% of the share capital while initial share capital and Mr. Alush Xhiani will own 1 (one) share of the initial share capital with a value of EUR 40,800 corresponding to 51% of the share capital.

5.2 The Shareholders liability is extended up to the amount of their contribution in the share capital of the Company.

ARTICLE 6

SHAREHOLDERS

6.1 The Shareholders of the Company are:

- *Kappa Star Recycling d.o.o.* limited liability company, established and existing under the laws of Serbia, registered with the Commercial Register of Serbia with business number 20599685 owner of 1 (one) share, representing 49% of the share capital of the Company
- *Mr. Alush Xhiani* Albanian citizen, born in Shijak, on 07.04.1964, holder of the passport with number BB5801374, owner of 1 (one) share, representing 51% of the share capital of the Company

ARTICLE 7

MANAGEMENT OF THE COMPANY

7.1 The properties, business and affairs of the Company shall be managed by one or more

shume Administratore, sipas rregullave te percaktuara ne Statut.

7.2 Shkarkimi apo zevendesimi i Administratorit do te kryhet me vendim te Asamblese se Pergjithshme dhe ky shkarkim apo zevendesim nuk do te konsiderohet si ndryshim i ketij Akti Themelimi apo Statutit dhe vendimi perkates i Asamblese nuk eshte i nevojshem te reflektohet ne Statut.

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

- largimi i tij, me shumice te thjeshte nga ortaket (51%); ose
- verifikimi i ngjarjeve te percaktuara ne Statutin te Shoqerise; ose
- mbarimi i afatit te emerimit i cili nuk eshte rinovuar nga Asambleja e Pergjithshme, ne mbledhjen e saj vjetore.

7.4 Administratori ka kompetenca te plota per te marre vendime per administrimin e zakonshem te Shoqerise, pervec kompetencave qe do te ushtrohen nga Asambleja e Pergjithshme sipas Statutit ose ligjit te zbatueshem. Administratori do te kete keto kompetenca dhe detyra qe lidhen me administrimin e veprimtarise se Shoqerise sipas parashikimeve te ligjit dhe te Statutit te Shoqerise.

Administratori i pare i Shoqerise emerohet Z. Alush Xhiani per nje periudhe 2 vjeçare.

Alush Xhiani autorizohet gjithashtu te ndermarre vete ose nepermjet te treteve te gjitha veprimet e nevojshme per regjistrimin e Shoqerise prane Qendres Kombetare te Regjistrimit.

NENI 8

EKSPERTI KONTABEL I AUTORIZUAR

Eksperti(et) kontabel i (te) autorizuar do te emerohet(n) me vendim te Asamblese se Pergjithshme ne çdo rast kur nje gje e tille

Administrators, which operation is defined in the Bylaws.

7.2 Dismissal or substitution of the Administrator shall take place through a resolution of the General Assembly, which will not be considered as amendment of this Articles of Association or the Bylaws and the respective resolution of General Assembly is not necessary to be reflected in the Bylaws.

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

- his removal by a simple majority of shareholders (51%); or
- events set forth in the Bylaws; or
- expiration of appointment term and no re-appointment by the annual General Assembly, has taken place.

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

The first Administrator of the Company is appointed Mr. Alush Xhiani for a period of 2 years.

Alush Xhiani is authorized hereby to undertake personally or through third parties he may elect all procedures for the registration of the Company with the National Business Center.

ARTICLE 8

THE AUDITOR

The auditor/s shall be appointed by the decision of the General Assembly in any such case when

A.B.

kerkohet nga ligji shqiptar ose kur Asambleja e konsideron te nevojshme.

it becomes mandatory by the Albanian law or when the Assembly deems it necessary.

NENI 9

VITI USHTRIMOR

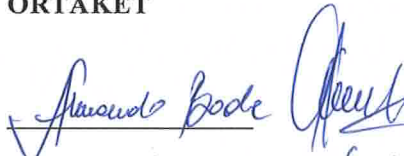
9.1 Viti ushtrimor i Shoqerise fillon me 1 Janar dhe mbaron me 31 Dhjetor te çdo viti.

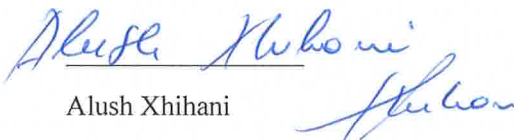
9.2 Perjashtimisht, viti i pare ushtrimor fillon ne daten e regjistrimit te Shoqerise ne Regjistrin Tregtar dhe perfundon me 31 Dhjetor te po atij viti.

Ky Akt themelimi hartohet dhe nenshkruhet ne 3 (tre) kopje ne gjuhen shqipe dhe 3 (tre) kopje ne gjuhen angleze, me te njejten vlere social dhe u nenshkrua rregullisht nga ortaket.

Ne rast mosperputhje midis versionit ne gjuhen shqipe dhe atij ne gjuhen angleze, versioni ne gjuhen angleze do te jete i zbatueshem.

ORTAKET


Kappa Star Recycling d.o.o. (resolution dt. 27/08/2021)


Alush Xhahani

ARTICLE 9

FISCAL YEAR

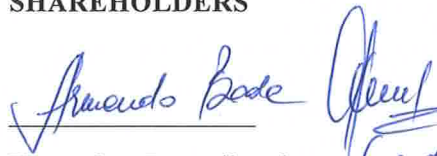
9.1 The fiscal year of the Company shall be from January 1st to December 31st of each year.

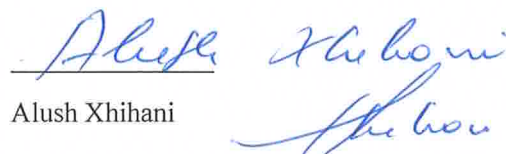
9.2 By exception, the first financial year begins upon the Company's incorporation and ends on the 31st of December of the same year.

The present Articles of Association are drawn up in 3 (three) copies in Albanian and 3 (three) copies in English language having the same value each and was signed by the shareholders.

In case of discrepancies between the Albanian and English version, the later version shall be binding.

SHAREHOLDERS


Kappa Star Recycling d.o.o. (vendimi dt. 27/08/2021)


Alush Xhahani