

**AKT THEMELIMI
I SHOQERISE
ME PERGJEGJESI TE KUFIZUAR
“MERCATUS GROUP” SHPK**

**ACT OF INCORPORATION
OF THE LIMITED LIABILITY
COMPANY
“MERCATUS GROUP” LTD**

Sot me date 11 Tetor 2021, i nenshkuari:

Today on 11 October 2021, the undersigned:

1. **Z. Zohaib Aziz**, shtetas Kanadez, i biri i Abdul, lindur dhe banues ne Toronto, Kanada, i datelindjes 15/09/1995, mbajtes i pashaportes me nr. AH637724, madhor dhe me aftesi te plote juridike per te vepruar.

1. **Mr. Zohaib Aziz**, Canadian citizen, son of Abdul, born and resident in Toronto, Canada, date of birth 15/09/1995, holder of the passport with no. AH637724, major and with full capacity to act.

Ne perputhje me ligjin nr. 9901, date 14.04.2008 “Per tregtaret dhe shoqerite tregtare”, i ndryshuar (“**Ligji per Shoqerite Tregtare**”) si dhe parashikime te tjera te zbatueshme te legjislacionit shqiptar kam vendosur te themeloj nje Shoqeri me Pergjegjesi te Kufizuar me emertimin “**MERCATUS GROUP**” SH.P.K (“**Shoqeria**”) duke nenshkuar kete akt themelimi. Aktiviteti i Shoqerise do te rregullohet nga Statuti i saj i cili eshte pjese perberese dhe i bashkelidhet ketij akti themelimi.

In accordance with the Law no. 9901, dated 14.04.2008 “On Entrepreneurs and Companies”, as amended (“**Law on Companies**”) and other applicable provisions of the Albanian legislation, I have resolved to incorporate a Limited Liability Company named “**MERCATUS GROUP**” L.T.D (“**The Company**”) by signing this act of incorporation. The activity of the Company shall be regulated by its Statute which forms integral part and is attached to the act of incorporation.

Neni 1 – Emri i Shoqerise

Article 1 – Company Name

1.1 Emri i shoqerise eshte “**MERCATUS GROUP**” Sh.P.K.

1.1 The name of the company is “**MERCATUS GROUP**” L.T.D.

Neni 2 - Selia / Adresa e regjistruar

Article 2 – Registered Office

2.1 Selia e pare zyrtare e shoqerise ndodhet ne adresen: Rr. “Murat Toptani”, Qendra e Biznesit “Eurocol”, Kati i 2-te, Tirane, Shqiperi.

2.1 The first official registered office of the Company is at: Rr. “Murat Toptani”, Qendra e Biznesit “Eurocol”, Kati i 2-te, Tirana, Albania.

Neni 3 – Kohezgjatja

Article 3 - Duration

3.1 Kohezgjatja e Shoqerise eshte per nje periudhe te pakufizuar.


3.1 The duration of the Company is unlimited.

Neni 4 – Objekti

Article 4 – Purpose

4.1. Objekti i veprimatrise se shoqerise konsiston ne ofrimin e sherbimeve mbeshtetese te biznesit per pale te treta qe ndodhen brenda dhe jashte territorit te Republikes se Shqiperise, perfshire por pa u

4.1 The activity purpose of the Company consists on the offering of supporting business services for third parties located within or outside the territory of the Republic of Albania, including but not



kufizuar ne: (i) aktivitete *Call Center*; (ii) telemarketing; (iii) studimi i tregut dhe anketime lidhur me opinionin publik; (iv) aktivitete per zhvillimin dhe publikimin e programeve te personalizuara *software*, aplikacione; (v) konsulente te teknologjise se informacionit; (vi) aktivitete te tjera konsulente biznesi ose manaxheriale; (vii) administrimin e faqeve te internetit dhe sherbime te tjera te lidhura me to; (viii) aktivitete te burimeve njerezore si dhe (ix) cdo aktivitet ose sherbim tjetër lidhur me sa me siper.

4.2. Per arritjen e qellimeve si me siper, Shoqeria gjithashtu mund:

- (a) Te kryeje çdo transakcion lidhur me pasurite e luajtshme ose te paluajtshme, si dhe çdo aktivitet tregtar, financiar, dhenie me qira ose lenie peng i cili mund te konsiderohet si i dobishem dhe i nevojshem per arritjen e qellimit te Shoqerise;
- (b) Te bleje, direkt ose indirekt, interesa ne shoqeri te tjera te cilat kane nje qellim te njejte me ate te Shoqerise, ne Shqiperi ose jashte; dhe
- (c) Te kryeje çdo gje qe Shoqerise i duket e nevojshme, e leverdisshme ose e rastesishme per te arritur qellimin e Shoqerise.

4.3 Gjithashtu, Shoqeria mund te kryeje çdo aktivitet tjetër biznesi i cili nuk eshte i ndaluar nga ligji i zbatueshem.

4.4 Objekti i Shoqerise mund te ndryshohet me vendim te Ortakut te Vetem.

Neni 5 – Kapitali

5.1 Kapitali i Shoqerise i nenshkruar eshte 1'000 (njemije) Leke, i përbërë nga 1 (një) kuotë që përfaqëson 100 % të kapitalit te Shoqërisë. Kapitali i nenshkruar zoterohet nga ortaku i vetem si me poshte:

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limited to: (i) *Call Center* activities; (ii) telemarketing; (iii) market research and public surveys; (iv) activity to develop and publish personalized software programs, applications; (v) information technology consultancy; (vi) other business or managerial consultancy activities; (vii) management of web pages and other services related to it; (viii) human resources activity and (ix) any other activity or services related to the above.

4.2 For the purpose of achieving the foregoing purposes, the Company may also:

- (a) Perform any transaction concerning moveable or real properties, as well as any commercial, financial, leasing or mortgage activity, which may be considered useful or necessary in order to achieve the Company's purpose;
- (b) Acquire, directly or indirectly, interests in other companies which have a purpose similar to the one of the Company, in Albania or abroad; and,
- (c) Carry out anything which appears to the Company to be requisite, advantageous or incidental to achieve the Company's purpose.

4.3 In addition, the Company may carry out any business activity which is not prohibited under applicable law.

4.4 The purpose of the Company may be amended by resolution of the Sole Shareholder.

Article 5 – Share capital

5.1 The subscribed capital of the Company is ALL 1'000 (one thousand), composed by 1 (one) share, which represents 100% of the issued capital of the Company. The subscribed share capital is owned by the following Sole Shareholder:

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the passport with no. AH637724, major and with full capacity to act.

Neni 6 – Organet Drejtuese

Article 6 – Governing Bodies

6.1 Organet Drejtuese te Shoqerise jane:

- 1) Ortaku i Vetem;
- 2) Administratori/et.

6.1 The governing bodies of the Company are:

- 1) the Sole Shareholder;
- 2) the Administrator/s.

6.2 Kompetencat e Ortakut te Vetem si dhe te Administratorit jane te parashikuara ne Statutin e Shoqerise.

6.2 The Powers of the Sole Shareholder and of the Administrator are provided in the Company Statute.

Neni 7 – Marredheniet e punes

Neni 7 – Marredheniet e punes

7.1 Marredheniet e punes rregullohen nepermjet kontrates se punes dhe legjislacionit te punes ne fuqi. Shoqeria merr persiper te respektoje rregullat ne fuqi te punesimit dhe te punesuarit jane te detyruar qe te respektojne Statutin e kesaj Shoqerie dhe rregullat e brendeshme te saj.

7.1 The employment relations are regulated through the employment contracts and labour legislation. The Company undertakes to abide by the rules of employment and employees are obliged to abide to the Statute of this Company and internal regulations.

Neni 8 – Ekspert kontabel i miratur

Article 8 – Certified Accountant Expert

8.1 Eksperti/et Kontabel i/te jashtem do te caktohen me vendim te Ortakut te Vetem nese eshte e nevojshme. Mandati i audituesit, nese caktohet nje i tille, duhet te rinovohet cdo vit.

8.1 The external Accountant Expert shall be appointed by resolution of the Sole Shareholder if deemed necessary. The audit term, if appointed, shall be renovated each year.

Neni 9 – Viti Financiar

Article 9 – Financial Year

9.1 Viti financiar fillon me 1 Janar e perfundon me 31 Dhjetor te çdo viti.

9.1 The financial year starts on January 1st and ends on December 31st of each year.

Neni 10 – Bilanci vjetor dhe Fitimet

Article 10 – Annual accounts and Profits

10.1 Administratori merr masat me qellim hartimin e bilanceve dhe rezultateve ekonomike te fitimeve apo humbjeve te cilat shqyrtohen nga Ortaku i Vetem.

10.1 The Administrator takes appropriate measures for the drafting of the annual accounts and of the yearly profit or loss results which are revised by the Shareholder.

10.2 Fitimet qe rezultojne nga bilancet vjetore, pas zbritjes se te gjitha shumave, me vendim te Ortakut te Vetem rezervohen ose shperndahen.

10.2 Profits resulting from the annual accounts, after deducting all the sums, by resolution of the Sole Shareholder are set aside or distributed.

Neni 11 Shperndarja – Likuidimi

Article 11 Dissolution – Liquidation

11.1 Shoqeria shperndahet ne rethanat e

11.1 The Company is dissolved in the

parashikuara nga ligji i zbatueshem me vendim te Ortakut te Vetem.

11.2 Shoqeria, gjithashtu mund te ndahet ose te shkrihet me vendim te Ortakut te Vetem.

11.3 Kur Shoqeria shperndahet ajo duhet te likuidohet. Per administrimin e kesaj procedure, Ortaku i Vetem emerone nje ose me shume likuidatore te cilet do te kene gjithë kompetencat dhe detyrat e parashikuara nga ligji i zbatueshem.

Neni 12 – Gjuha

Ky Akt Themelimi eshte hartuar ne 3 (tre) kopje origjinale ne gjuhen Shqipe dhe Angleze. Per çdo mosmarreveshje qe mund te lind nga zbatimi dhe/ose interpretimi, versioni ne Anglisht do te jete detyrues dhe i vetmi qe do te kete efekt ligjor.

Neni 13 – Dispozita te fundit

Per çdo çeshtje qe nuk rregullohet ne menyre specifike nga ky Akt Themelimi, do te zbatohen dispozitat e Ligjit per Shoqerite Tregtare dhe/ose Statutit te Shoqerise.

Nenshkruar me date 11 Tetor 2021 nga:

**ORTAKU I VETEM I SHOQERISE
“MERCATUS GROUP” Sh.p.k.**

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Z. Zohaib AZIZ

occurrence of the events provided by the applicable law upon resolution of the Sole Shareholder.

11.2 The Company may also be split-off or merged upon resolution of the Sole Shareholder.

11.3 When dissolved, the Company must be liquidated. To administrate this procedure, the Sole Shareholder appoints one or more liquidators, who will have all the powers and duties provided by applicable law.

Article 12 – Language

The present Act of Incorporation is drafted in 3 (three) original copies in Albanian and English language. For every controversy arising from the execution and/or interpretation, the English version will be binding and the sole having legal effect.

Article 13 – Final provision

For any matter not specifically regulated by these Act of Incorporation, the Law on Commercial Companies and/or Statute of the Company shall apply.

Signed on 11 October 2021 from:

**SOLE SHAREHOLDER OF THE
COMPANY
“MERCATUS GROUP” Sh.p.k.**

Zohaib Aziz

Mr. Zohaib AZIZ