

**ARTICLES OF ASSOCIATION  
OF THE LIMITED LIABILITY COMPANY**

**H & M HENNES & MAURITZ ALBANIA  
SH.P.K.**

**ARTICLE 1  
ESTABLISHMENT AND NAME**

- 1.1. This day of 2021-10-11 the limited liability company **H & M Hennes & Mauritz Albania 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 maintained by the National Business Centre in Tirana, Albania.

**ARTICLE 2  
REGISTERED OFFICE**

- 2.1. The registered office of the Company is at the address: Str. Ibrahim Rugova, Nd.40, H.2, Ap.3, 1019 Njesia Bashkiake Nr. 5, Tirana, Albania.
- 2.2. The Company may open and maintain offices and/or transact business at other locations within the territory of the Republic of Albania, upon decision of the Administrator(s) of the Company.

**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.

**AKTI I THEMELIMIT  
TE SHOQERISE ME PERGJEGJESI TE  
KUFIZUAR  
H & M HENNES & MAURITZ ALBANIA  
SH.P.K.**

**NENI 1  
THEMELIMI DHE EMRI**

- 1.1. Sot me 2021-10-11 themelohet shoqeria me pergjegjesi te kufizuar **H & M Hennes & Mauritz Albania SH.P.K.**, (ketu e me poshte referuar si "**Shoqeria**") 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 eshte ne adresen: Rruga Ibrahim Rugova, Nd.40, H.2, Ap.3, 1019 Njesia Bashkiake Nr. 5, Tirane.
- 2.2. Shoqeria ka te drejte te hape dhe mbaje dege, zyra dhe/ose te kryeje veprimtari ne vendodhje te tjera brenda dhe jashte territorit te Shqiperise sipas vendimit te Administratorit te Shoqerise.

**NENI 3  
OBJEKTI I VEPRIMTARISE**

- 3.1. Qellimi i Shoqerise eshte zhvillimi i çdo aktiviteti biznesi dhe/ose aktiviteti te ligjshem qe mund te ushtrohet nga nje shoqeri me pergjegjesi te kufizuar sipas ligjeve te Shqiperise, siç mund te ndryshohen here pas here.

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3.2. In particular, the object of the company includes the operation of retail stores, both physical and online, for garments (women, men, kids etc.), accessories, bags, shoes, jewellery, cosmetics, homeware, kitchenware, furniture, interior, food and beverages etc. The company may perform all accessory activities which are needed for the above object, including, import and export.

#### **ARTICLE 4 DURATION**

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

#### **ARTICLE 5 SHARE CAPITAL**

The initial share capital of the Company is ALL 100, consisting of one (1) share with a value of ALL 100.

#### **ARTICLE 6 SOLE SHAREHOLDER**

The Sole Shareholder of the Company is H & M Hennes & Mauritz GBC AB, a company, established and existing under the laws of Sweden, registered with the Commercial Register of Sweden, with registration number 556070-1715.

#### **ARTICLE 7 MANAGEMENT OF THE COMPANY**

7.1. The properties, business and affairs of the Company shall be managed and performed by up to two Administrators which are authorized to act severally, unless otherwise indicated by the resolution of the Sole Shareholder.

3.2. Ne veçanti, objekti i shoqerise perfshin operimin e dyqaneve te shitjeve me pakice, fizikisht dhe online, per veshje (femra, meshkuj, femije etj.), aksesore, çante, kepuce, bizhuteri, kozmetike, pajisje shtepiake, pajisje kuzhine, mobilje, dekor te brendshem, ushqim dhe pije etj.. Shoqeria mund te ushtroje aktivitetete te tjera te nevojshme per objektin e mesiperem, perfshire, import dhe eksport.

#### **NENI 4 KOHEZGJATJA**

Kohezgjatja e aktivitetit te Shoqerise do te jete e pakufizuar.

#### **NENI 5 KAPITALI THEMELTAR**

Kapitali fillestar i Shoqerise eshte 100 Leke, qe konsiston ne 1 kuote me vleren 100 Leke.

#### **NENI 6 ORTAKU I VETEM**

Ortaku i Vetem i Shoqerise eshte H & M Hennes & Mauritz GBC AB, nje shoqeri e regjistruar dhe qe ekziston sipas ligjeve te Suedise, regjistruar prane Qendres Tregtare te Suedise, me numer regjistrimi 556070-1715.

#### **NENI 7 ADMINSITRIMI I SHOQERISE**

7.1. Pasurite, biznesi dhe veprimtaria e Shoqerise administrohet nga nje ose dy Administratore, te cilet jane te autorizuar te veprojne veçmas, perveç nese parashikohet ndryshe ne vendimin e emerimit te tyre nga Ortaku i Vetem.

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7.2. The first Administrators of the Company are: Mr. Fredrik Björkstедt, Swedish citizen, holder of the passport with number 97693310 and Mr. Nils Vinge Swedish citizen, holder of the passport with number 35137719.

7.2. Administratoret e pare te Shoqerise jane: Z. Fredrik Björkstедt, shtetas suedez, mbajtes i pasaportes me nr. 97693310 dhe Z. Nils Vinge shtetas suedez, mbajtes i pasaportes me nr. 35137719.

#### **ARTICLE 8 AUDITOR**

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.

#### **NENI 8 EKSPERTI KONTABEL**

Eksperti/et kontabel te autorizuar emerohen me vendim te Ortakut te Vetem ne çdo rast kur eshte e detyrueshme nga legjislacioni shqiptar ose kur Ortaku i Vetem e konsideron te nevojshme.

#### **ARTICLE 9 ACCOUNTING YEAR**

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

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

#### **NENI 9 VITI FINANCIAR**

9.1. Viti financiar i Shoqerise do te jete nga 1 Janar deri ne 31 Dhjetor.

9.2. Perjashtimisht, viti i pare financiar fillon me daten e regjistrimit te Shoqerise dhe perfundon me 31 Dhjetor te te njejtit vit.

#### **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.

*The present Articles of Association are drawn up and signed by the shareholder, in 3 (three) copies in Albanian and in English languages, each having the same value. In case of discrepancies between the Albanian and English version, the later version shall prevail.*

#### **NENI 10 LIKUIDIMI**

10.1. Likuidimi dhe emerimi i likuiduesit/ve, do te behet sipas ligjit nr. 9901, date 14.04.2008 "Per tregtaret dhe shoqerite tregtare", i ndryshuar dhe ligjeve te tjera te zbatueshme.

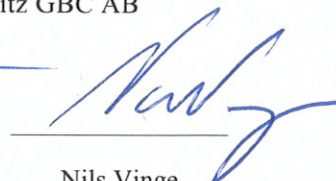
*Ky Akt Themelimi eshte hartuar dhe nenshkruar ne 3 (tre) kopje ne gjuhen shqipe dhe angleze, me te njejten vlere. Ne rast mosperputhje midis versionit shqip dhe atij anglisht, do te mbizoteroje versioni anglisht.*

#### **SOLE SHAREHOLDER / ORTAKU I VETEM**

H & M Hennes & Mauritz GBC AB



Fredrik Björkstедt



Nils Vinge

STOKHOLM 20211011