

AKT THEMELIMI DHE STATUTI
I SHOQERISE ME PERGJEGJESI TE KUFIZUAR
"TECHNICAL EDUCATION OF WESTERN EUROPE"
Sh.p.k.

DEED OF CONSTITUTION AND STATUTE
OF THE LIMITED LIABILITY COMPANY
"TECHNICAL EDUCATION OF WESTERN EUROPE" LTD.

Z. Budish Nanda, shtetas Indian, lindur me date 05.03.1975, ne Ludhiana, Punjab, Indi, mbajtes i pashaportes Indiane me Nr. Z5925285

Mr. Budish Nanda, Indian citizen, born on 05.03.1975, in Ludhiana, Punjab, India, holder of Indian passport No. Z5925285

I cili sot me date 10 Nentor 2021 (dymijë e njëzete e një), ka vendosur te nenshkruaje Aktin e meposhtem te nje shoqerie me pergjegjesi te kufizuar (me poshte "Shoqeria"), aktiviteti i se ciles rregullohet nga legjislacioni shqiptar ne fuqi dhe Statuti i saj, i cili eshte pjese perberese e ketij akti.

Which today, on November 10, 2021 (two thousand and twenty-one), has decided to sign the following Act of a limited liability company (hereinafter "the Company"), whose activity is regulated by the Albanian legislation in force and the Statute of it, which is an integral part of this act.

Akti i Themelimit dhe Statuti jane ne perputhje me legjislacionin shqiptar qe ka karakter te detyrueshem, ndersa çeshtjet qe nuk jane shprehimisht te parashikuara ne to, plotesohen nga legjislacioni shqiptar.

The Act of Establishment and the Statute are in accordance with the Albanian legislation that has a mandatory character, while the issues that are not expressly provided in them, are supplemented by the Albanian legislation.

Neni 1 - Emertimi

Art. 1 - Designation

Emertimi i Shoqerise eshte "TECHNICAL EDUCATION OF WESTERN EUROPE" Sh.p.k.

The name of the Company is "TECHNICAL EDUCATION OF WESTERN EUROPE" L.t.d

Neni 2 - Selia

Art. 2 – Seat

Selia e Shoqerise eshte ne Njesia Bashkiake nr.9, Rruga Barrikadave, Galeria Tirana, Kati II, Nr. 3, Tirane, Shqiperi.

The headquarters of the Company is in the Municipal Unit no.9, Rruga Barrikadave, Galeria Tirana, Kati II, Nr. 3, Tirana, Albania.

Transferimi i selise se Shoqerise ne nje vend tjetër behet me vendimin e Asamblese se Ortakeve.

The transfer of the Company's headquarters to another country is done by the decision of the Assembly of Shareholders.

Asambleja e Ortakeve mund te vendose hapjen e filialeve, degeve dhe perfaqesive te Shoqerise ne qytete te tjera te Shqiperise.

The Assembly of Shareholders may decide to open branches, branches and representative offices of the Company in other cities of Albania.

Neni 3 - Kohezgjatja

Art. 3 - Duration

Kohezgjatja e veprimtarise se Shoqerise do te jete per nje periudhe te papercaktuar.

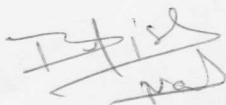
The duration of the Company's activity will be for an indefinite period.

Shoqeria mund te prishet perpara ketij afati ose mund te zgjase kohezgjatjen e saj me vendim te Asamblese se Ortakeve.

The company may be dissolved before this deadline or it may be extended by a decision of the Assembly of Shareholders.

Neni 4 – Objekti i shoqerise

Art. 4 – The object of the company



- | | |
|---|---|
| <p>4.1 Shoqeria ka per objekt kryerjen e aktiviteteve tregtare ne perputhje me legjislacionin Shqiptar ne fuqi.</p> <p>4.2 Ne menyre me specifike aktivite ne fushen arsimore dhe edukative, kurseve formuese, zhvillimin e website, shitjeve online dhe call center.</p> <p>4.3 Per permbushjen e objektivave te Shoqerise, kompania mund te kryeje te gjitha operacionet tregtare, industriale, financiare, te luajtshme dhe te paluajtshme qe perbejne nje gje te pershtatshme, mund te zoterojne aksione ne kompani te tjera, biznese, shoqata dhe konsorciume te cilat kane objekt aktiviteti te njejte apo te ngjashem.</p> <p>4.4 Shoqeria mund te marre hua dhe te pranoje garanci reale ose personale ne favor dhe ne interes te paleve te treta dhe mund te marrin financime falas dhe pa pagese nga anetaret e saj, te gjitha sipas afateve dhe menyrave te ligjit dhe pa karakter prevalence, por vetem ne lidhje me arrijten e objektit dhe me perjashtimin e çdo veprimtari qe sjell mbledhjen e kursimit te tregut ose te nderhyrjes ne ndermjetesimin imobiliar, apo organizimin e tregjeve te transferuara ose ne çdo drejtim ne lidhje me publikun.</p> | <p>4.1 The object of the company is to carry out commercial activities in accordance with the Albanian legislation in force.</p> <p>4.2 More specifically activities in the field of education, training courses, website development, online sales and call center.</p> <p>4.3 In order to fulfill the objectives of the Company, the company may carry out all commercial, industrial, financial, movable and immovable operations that constitute a suitable thing, may own shares in other companies, businesses, associations and consortia which have object of the same or similar activity.</p> <p>4.4 The Company may borrow and accept real or personal guarantees in favor and interest of third parties and may receive free and unpaid financing from its members, all according to the terms and means of the law and without prevalence, but only in connection with the achievement of the object and the exclusion of any activity that brings about the collection of market savings or intervention in real estate intermediation, or the organization of transferred markets or in any direction in relation to the public.</p> |
|---|---|

Neni 5 – Kapitali themeltar

Art. 5 – Founding Capital

- | | |
|--|---|
| <p>5.1 Kapitali themeltar i shoqërisë është 1,000 (nje mije) Leke.</p> <p>5.2. Kapitali themeltar i shoqerise perbehet nga 1 (nje) kuote, te gjitha e nenshkruara dhe te shlyer.</p> | <p>5.1 The share capital of the company is 1,000 (one thousand) Leke.</p> <p>5.2 The share capital of the company consists of 1 (one) quota, all signed and repaid.</p> |
|--|---|

Neni 6 - Kontributet

Art. 6 - Contributions

- | | |
|---|--|
| <p>6.1 Kontributi ne kapitalin e shoqerise eshte ofruar si me poshte:</p> <ul style="list-style-type: none"> • Ortaku i shoqerise, Z. Budish Nanda, ka ofruar nje kontribut ne para te barabarte me 1,000 Leke, nëpërmjet depozitimit prane nje banke ne Shqiperi. <p>6.2. Sipas kontributeve te mesiperme:</p> <ul style="list-style-type: none"> • Z. Budish Nanda i perket 1 (nje) kuote, qe i korrespondon me 100% (Njeqind perqind) te kapitalit te Shoqerise. | <p>6.1 The contribution to the capital of the company is provided as follows:</p> <ul style="list-style-type: none"> • The partner of the company, Mr. Budish Nanda, has offered a cash contribution equal to 1,000 Lekë, through deposit at a bank in Albania. <p>6.2. Sipas kontributeve te mesiperme:</p> <ul style="list-style-type: none"> • Mr. Budish Nanda belongs to 1 (one) quota, which corresponds to 100% (One hundred percent) of the Company's capital. |
|---|--|

Neni 7 – Rritja e kapitalit themeltar

Art. 7 – Increase of shared capital

Budish Nanda

- | | |
|--|--|
| <p>7.1. Kapitali themeltar mund te rritet pa kufi ne çdo moment, nje ose disa here, me vendim te Asamblese se Ortakeve.</p> | <p>7.1. The share capital can be increased without limit at any time, once or several times, by decision of the Assembly of Shareholders.</p> |
| <p>7.2 Ne rast rritjeje te kapitalit, te gjithë ortaket kane te drejten te nenshkruajne rritjen ne raport me pjeset e kapitalit te zoteruara. Ne rast se disa nga ortaket nuk e ushtrojne kete te drejte, pjeset e tyre mund te nenshkruhen nga ortaket e tjere proporcionalisht me pjeset e kapitalit te zoteruara prej tyre.</p> | <p>7.2 In case of capital increase, all partners have the right to sign the increase in relation to the shares of the owned capital. In case some of the partners do not exercise this right, their shares may be signed by the other partners in proportion to the shares of capital owned by them.</p> |

Neni 8 – Zvogelimi i kapitalit themeltar

Art. 8 – Reduction of share capital

- | | |
|---|---|
| <p>8.1 Shoqeria mund te zvogeloje kapitalin themeltar me vendimin e Asamblese se Ortakeve. Ne çdo rast kapitali themeltar nuk mund te zvogelohet nen kufijte e parashikuar nga ligji.</p> | <p>8.1 The company may reduce the share capital by the decision of the Assembly of Partners. In any case, the share capital cannot be reduced below the limits provided by law.</p> |
| <p>8.2 Zvogelimi i kapitalit perballohet nga secili prej ortakeve ne te njejten mase me pjeset e kapitalit te zoteruara prej tyre.</p> | <p>8.2 The reduction of capital is borne by each of the partners to the same extent as the shares of capital owned by them.</p> |

Neni 9 – Transferimi i kuotave

Art. 9 – Quota transfer

- | | |
|---|--|
| <p>9.1 Kuotat jane lirisht te transferueshme ndermjet ortakeve.</p> | <p>9.1 Quotas are freely transferable between partners.</p> |
| <p>9.2 Ne rast transferimi ne çdo lloj forme, si me shperblim ashtu edhe pa shperblim ne kuptimin me te gjere te fjales, duke perfshire ketu edhe dhurimin ne favor te subjekteve te tjere te ndryshem nga ortaket, kuotat duhet me pare t'i ofrohen ne parablerje ortakeve te tjere.</p> | <p>9.2 In case of transfer in any form, both with remuneration and without remuneration in the broadest sense of the word, including the donation in favor of other entities other than the partners, the quotas must first be offered in advance to the partners. others.</p> |

Neni 10 – Asambleja e ortakeve dhe kompetencat e saj

Art. 10 – Assembly of partners and its competencies

- | | |
|---|--|
| <p>10.1 Organi vendim-marres i Shoqerise eshte Asambleja e Ortakeve.</p> | <p>10.1 The decision-making body of the Company is the Assembly of Shareholders.</p> |
| <p>10.2 Asambleja e Ortakeve eshte pergjegjese per marrjen e vendimeve per çeshtjet vijuese: ndryshimet e satutit, emerimi e shkarkimi i administratoreve, eksperteve kontabel e likuidatoreve, zmadhimi dhe zvogelimi i kapitalit, transferimi i kuotave, shperndarja e fitimeve, riorganizimi dhe prishja e shoqerise, miratimi i bilancit dhe per çdo vendim tjeter parashikuar nga ky akt apo nga legjislacioni perkates.</p> | <p>10.2 The Assembly of Shareholders is responsible for making decisions on the following issues: changes in the statute, appointment and dismissal of administrators, accounting experts of liquidators, increase and decrease of capital, transfer of quotas, distribution of profits, reorganization and dissolution of the company, balance sheet and for any other decision provided by this act or the relevant legislation.</p> |
| <p>10.3 Asambleja mund te thirret edhe jashte selise se Shoqerise, e cila mund te ndodhet dhe jashte</p> | <p>10.3 The Assembly can be convened outside the headquarters of the Society, which can be</p> |

[Handwritten signature]

territorit shqiptar.

10.4 Vendimet e zakonshme dhe te jashtezakonshme te Asamblese do te mbahen me numer regjistri dhe te protokolluar.

Neni 11 – Administrimi

11.1 Shoqeria do te administrohet nga nje Administrator i cili eshte **Z. Budish Nanda**, shtetas Indian, lindur me date 05.03.1975, ne Ludhiana, Punjab, Indi, mbajtes i pashaportes Indiane me Nr. Z5925285, i cili emerohet per nje periudhe prej 5 (pese), vitesh.

11.2 Administratori do te ushtrojne te gjitha kompetencat e administrimit te zakonshem, ne perputhje me parashikimet e nenit 95 te ligjit nr. 9901, date 14 prill 20010 "Per tregtaret dhe Shoqerite tregtare" dhe nenit 14 te Statutit.

11.3 Administratorit i jepen te gjitha kompetencat e nevojshme per te kryer te formalitetet e permbushjen e detyrimeve te parashikuara per themelimin e Shoqerise sipas legjislacionit ne fuqi. Per kete qellim, Administratori, mund ti drejtohet per ndihme te treteve ose konsulenteve te cileve mund te delegojne ne teresi ose pjeserisht kryrjen e aktivitetit te siperpermendur.

11.4 Administratori i deleguar eshte gjithashtu i autorizuar te veproje ne emer te Shoqerise ne formim e siper deri ne regjistrimin e saj prane Qendres Kombetare te Regjistrimit. Ai eshte gjithashtu i autorizuar, te firmosi te gjitha aktet dhe te marre persiper detyrime ne emer te Shoqerise qe rrjedhin prej momentit te regjistrimit te saj si edhe ka te drejte t'i delegeje kompetencat e tyre personave te tjere.

11.5 Administratori i deleguar ka gjithashtu te drejte te hapi llogari bankare prane bankave te nivelit te dyte ne cdo monedhe, te ndermarri pa kufizime cdo lloj veprimi apo shuma monetare te mundshme dhe te kete drejta te pakufizuara te operoje ne aplikacionet online apo e-banking qe Shoqeria do te perdore ne funksion te llogarive bankare te saj.

Gjithashtu Administratori mund te zgjedhi te neshkruaj kontrata, te regjistrohet dhe te perdori sherbime financiare ne emer te shoqerise prane instuticioneve financiare jo

located outside the Albanian territory.

10.4 Ordinary and extraordinary decisions of the Assembly will be kept with a registered number and protocol.

Art. 11 – Administration

11.1 The company will be administered by an Administrator who is **Mr. Budish Nanda**, Indian citizen, born on 05.03.1975, in Ludhiana, Punjab, India, holder of Indian passport no. Z5925285, which is appointed for a period of 5 (five) years.

11.2 The administrator will exercise all the powers of ordinary administration, in accordance with the provisions of article 95 of law no. 9901, dated 14 April 20010 "On traders and companies" and Article 14 of the Statute.

11.3 The Administrator is given all the necessary competencies to perform the formalities and fulfillment of the obligations provided for the establishment of the Company according to the legislation in force. For this purpose, the Administrator may turn to third parties or consultants for assistance who may delegate in whole or in part the performance of the above activity.

11.4 The delegated administrator is also authorized to act on behalf of the Company in formation until its registration with the National Registration Center. He is also authorized to sign all acts and to assume obligations on behalf of the Company arising from the moment of its registration and has the right to delegate their competencies to other persons.

11.5 The delegated administrator also has the right to open bank accounts with commercial banks in any currency, to undertake without restrictions any kind of action or possible monetary amount and to have unlimited rights to operate in online or e-banking applications that the Company will use in function of its bank accounts.

The Administrator may also choose to sign contracts, register and use financial services on behalf of the company at non-bank financial institutions, microcredit, savings and loan associations, and

banke, mikrokredi, shoqeri kursim krediti, dhe platformave te ndryshme pagesash qe operojne ne territorin e Shqiperise.

various payment platforms operating in the territory of Albania.

Neni 12 – Eksperti kontabel i autorizuar

Art. 12- Nomination of CPA

12.1 Ne rast se kerkohet nga ligji apo vendoset nga Asambleja e Ortakeve, kontrolli i bilanceve dhe librave kontabel te Shoqerise mund t'i besohet ekspertit kontabel te autorizuar.

12.1 If required by law or decided by the Assembly of Partners, the control of the balance sheets and accounting books of the Company may be entrusted to an authorized accounting expert.

Neni 13 - Viti financiar dhe bilanci vjetor

Art. 13 - Financial year and annual balance sheet

13.1 Viti financiar fillon me 1 janar dhe mbaron me 31 dhjetor te secilit vit.

13.1 The financial year begins on January 1 and ends on December 31 of each year

13.2 Viti i pare financiar fillon ne daten e regjistrimit te Shoqerise ne Qendren Kombetare te Regjistrimit dhe perfundon me 31 dhjetor te te njejtit vit.

13.2 The first financial year begins on the date of registration of the Company in the National Registration Center and ends on December 31 of the same year.

13.3 Bilancet vjetore, inventari, raportet e Administratorit dhe ekspertit kontabel te autorizuar miratohen nga Asambleja me shumicen e kerkuar nga Ligjit n. 9901 te dates 14.04.2008 "Per tregtaret dhe Shoqerite tregtare".

13.3 The annual balance sheets, inventory, reports of the Administrator and the authorized accounting expert are approved by the Assembly by the majority required by Law n. 9901 dated 14.04.2008 "On traders and companies".

Neni 14 – Fitimet dhe shperndarja e dividendeve

Art. 14 -- Profits and distribution of dividends

14.1 Fitimet qe rezultojne nga bilanci vjetor, u shperndahen ortakeve ne proporcion me pjeset e kapitalit themeltar te zoteruara.

14.1 The profits resulting from the annual balance sheet are distributed to the partners in proportion to the shares of the share capital owned.

14.2 Asambleja mund te vendose edhe zbritje te vecanta nga dividenti ne favor te rezervave te jashtezakonshme ose per qellime te tjera apo dhe shtyrjen e shperndarjes se fitimeve, plotesisht ose pjeserisht, per vitet financiare te ardhshme.

14.2 The Assembly may also decide on special dividend deductions in favor of extraordinary reserves or for other purposes or to postpone the distribution of profits, in whole or in part, for future financial years.

Neni 15 – Prishja

Art. 15 – Dissolvement

15.1 Shoqeria priset me perfundimin e afatit te parashikuar nga ky akti, ose perpara perfundimit ne rastet e parashikuara nga ligji, ose me ane te nje vendimi te Asamblese se Ortakeve, me shumicen e kerkuar per ndryshimet ne statut.

15.1 The company is dissolved upon the expiration of the term provided by this act, or before the expiration in the cases provided by law, or by a decision of the Assembly of Partners, with the majority required for changes in the statute.

Neni 16 – Likuidimi

Art. 16 – Liquidation

16.1 Ne rast prishje, Shoqeria duhet te likuidohet.

16.1 In case of dissolution, the Company must be liquidated.

16.2 Per te administruar kete procedure, Asambleja

16.2 To administer this procedure, the Assembly

emeron nje ose me shume likuidatore, te cilet paraqesin raportet perfundimtare mbi gjendjen e aktivitet dhe pasivitet te Shoqerise, mbi operacionet e likuidimit dhe mbi kohet e nevojshme per te perfunduar likuidimin.

16.3 Per te administruar kete procedure, Asambleja emerone nje ose me shume likuidatore, te cilet paraqesin raportet perfundimtare mbi gjendjen e aktivitet dhe pasivitet te Shoqerise, mbi operacionet e likuidimit dhe mbi kohet e nevojshme per te perfunduar likuidimin.

16.4 Pas pagimit te kreditorëve dhe mbledhjes se kredive, likuidatori do t'i shperndaje te ardhurat perfundimtare te likuidimit ortakeve, ne proporcione me pjeset e kapitalit te zoteruara prej tyre ne kapitalin themeltar

Neni 17 - Zgjidhja e mosmarreshjeve

17.1 Ne rast se nuk arrihet ne nje zgjidhje miqesore te mosmarreshjes, ato do t'i besohen Gjykeses se Rrethit Gjyqesor Tirane.

Neni 18- Gjuha

18.1 Ky dokument eshte hartuar ne 3 (tre) kopje ne gjuhen shqipe dhe ne gjuhen angleze.

18.2 Per te gjitha mosmarreshjet qe mund te lindin ne lidhje me interpretimin e akteve si me larte, versioni ne italisht do te jete i vetmi version ligjerisht detyruar.

appoints one or more liquidators, who submit final reports on the assets and liabilities of the Company, on liquidation operations and on the time required to complete the liquidation.

16.3 To administer this procedure, the Assembly appoints one or more liquidators, who submit final reports on the assets and liabilities of the Company, on liquidation operations and on the time required to complete the liquidation.

16.4 Upon payment of the creditors and collection of the credits, the liquidator will distribute the final liquidation proceeds to the partners, in proportion to the shares of capital owned by them in the share capital.

Art. 17- Dispute resolution

17.1 In the event that an amicable settlement of the dispute is not reached, they will be entrusted to the Tirana Judicial District Court.

Art. 18 – Language

18.1 This document is drafted in 3 (three) copies in Albanian and English.

18.2 For all disputes that may arise regarding the interpretation of the acts as above, the english version will be the only legally binding version.

* * *

* * *

Ortaku i shoqerise/ Shareholder
"TECHNICAL EDUCATION OF WESTERN EUROPE" SHPK

BUDISH NANDA

Z. Budish Nanda

