

“RODYNA” LLC FOUNDING ACT AND STATUTE

**FOUNDING ACT AND STATUTE
OF LIMITED LIABILITY COMPANY
“RODYNA” LLC**



“RODYNA” LLC FOUNDING ACT AND STATUTE

FOUNDING ACT AND STATUTE OF LIMITED LIABILITY COMPANY “RODYNA” LLC

CHAPTER 1

THE NAME OF THE COMPANY, THE HEADQUARTER, DURATION, SCOPE

ARTICLE 1

THE NAME OF THE COMPANY

1.1 The name of the company with limited liability is **“RODYNA” LLC** (referred below as **“The Company”**).

ARTICLE 2

THE HEADQUARTER

2.1 The headquarter of the company is located at: Tirana, Tirana, **“Konferenca e Pezes”** street, Municipality unit no.10, Cadastral Zone no 8220.

2.2 The general assembly can decide on transferring the headquarters of the company to another location. The governing body of the company can establish or close branches or/and represent offices, inside or outside of the Republic of Albania.

ARTICLE 3

DURATION

3.1 The company will be developing its activity for an unspecified period of time.

ARTICLE 4

THE SCOPE OF THE COMPANY

4.1 The scope of the company is to perform all the activities that a limited liability company can perform according to the Albanian Legislation, inside or outside of the Albanian territory, focusing mainly on:

- a) Travel Agency;
- b) Importing-exporting goods;
- c) Building contracting
- d) General trading
- e) Agricultural investment.



“RODYNA” LLC FOUNDING ACT AND STATUTE

4.2 The company in order to reach its scope:

- a) Can be interested and participate in local and foreign companies and takeovers, which perform the same or similar activities or that are connected with its activity or participating entities;
- b) Can enter into sales contracts, use contracts, exchange contracts, ventures or other agreements with investors, owners of land or facilities, operators and managers of tourist structures;
- c) Can perform useful or necessary activities or that have to do with (including but not limited to): providing real and/or personal guaranty for its own duties and that of third parties, transactions with movable, immovable, commercial, properties and every other activity that is related to its scope or that enables a better use of the structures and/or the resources through companies or enterprises with which the company participates or directly or indirectly controls them.

4.3 The company can perform its activities inside or outside of Albania and can perform any other ancillary activity that can help to reach its scope.

CHAPTER II THE CAPITAL, THE CROSSING OF QUOTES, CAPITAL INCREASE AND REDUCTION

ARTICLE 5 THE CAPITAL OF THE COMPANY

5.1 The capital of the company is 365,000 (three hundred sixty-five thousand) Leks, it is divided in two quotes. The capital of the company is signed immediately and will be paid by the partners that own 100% (one hundred percent) of the contributions to the capital of the company, respectively:

- Mr. Yaser Mohamed Hamed Eldalatouny, Egyptian citizen, born in Gharbeya, on 01.06.1970, identified with passport no. A16290002, who owns 60% (sixty percent) of the capital;
- Mr. Ibrahim Abdelhafiz Abdelazim, Elsayed, Egyptian citizen, born in Dakahliya , on 01.01.1977, identified with passport no. A23125232, who owns 40 (forty percent) of the capital;

5.2 In case of increase or decrease of the share capital of the Company, the partners will have the right to sign the increase or decrease of the capital in direct proportion to the participation that each holds in the capital of the Company.

ARTICLE 6



“RODYNA” LLC FOUNDING ACT AND STATUTE

CROSSING QUOTES WITH INHERITANCE OR AS A RESULT OF BANKRUPTCY

6.1 If one partner or co-hosting of one quota passes away, his successors will be the only persons who will be recognized the title above the quota by the company; but none of these provisions relieves the heirs of liability from any liability carried by the quota held. In the event of the continuation of the partnership with several heirs of the partner who has passed away, the heirs must appoint a joint representative.

6.2 The person who acquires the right over one quota as a consequence of passing away or bankruptcy of one partner may choose to become the owner of that quota or can ask for the registration of that quota on the name of another person designated by him as the quota beneficiary. If the above-mentioned person chooses to become the owner of the quota, he must notify the company about his choice. If the above-mentioned person chooses to ask for the registration of the quota on the name of another person, he must perform that through a valid act of quota transfer.

6.3 The person who acquires the rights over a quota as a result of the loss of life or bankruptcy of a partner shall have the rights enjoyed by the quota holder, excluding the right to participate or vote in any meeting of the General Assembly, until the moment of registration in the commercial register as a quota holder.

ARTICLE 7 CAPITAL INCREASE

7.1 The General Assembly may increase the capital of the company, with the quorum defined in article 9.12 of this Establishment Act and Statute. The decision of the General Assembly for the capital increase will be communicated in writing to the partners who were called but were not present at the meeting of the General Assembly that decided on the capital increase.

7.2 In case of capital increase, all partners will have the right to sign the capital increase, in cash or in kind contributions, in direct proportion to the shares held in the Company.

7.3 In case the partners waive the right to sign their share, the unsigned capital can be signed by the other partners. In this case, these partners can again exercise the right to subscribe to the capital, in direct proportion to the participation quotas in the Company.

ARTICLE 8 CAPITAL DECREASE

8.1 The general assembly may reduce the capital of the company, the quorum defined in article 9.12 of this Establishment Act and the Statute. in any case, the capital of the Company may not be reduced below the limit set by law.

8.2 The partners bear the reduction of the Company's capital, in direct proportion to their participation in the Company's capital

CHAPTER III



“RODYNA” LLC FOUNDING ACT AND STATUTE

THE GENERAL ASSEMBLY

ARTICLE 9

THE GENERAL ASSEMBLY

9.1 The general assembly is the decision-making body of the Company. The general assembly decides on all the issues for which it is competent according to the laws in force in the Republic of Albania, according to this Establishment Act and the Statute and/or any agreement between the partners of the Company.

9.2 Each partner has the right to attend the meetings of the General Assembly, to express his will and to vote in accordance with the shares of capital he owns in the company.

9.3 Each partner may be represented by another partner or by a delegated representative by written power of attorney.

9.4 The partner may delegate the right to vote for a part of his capital quotas, if he votes in person for the remaining part.

9.5 The meeting of the general assembly can be held inside or outside the territory of Albania. Partners or authorized representatives may participate in the meeting of the general assembly by electronic means, including teleconferencing (*conference call*) audio or video, in accordance with the legislation on companies and electronic communications, the meeting of the general assembly will be called held in the place where its chairman and the Secretary of the meeting are, in order to draft and write the relevant minutes.

9.6 The general meeting can be convened by the administrator/s or by the partners representing at least 5% of the company's capital. The convening of the meeting of the general assembly must be done through written notification or by electronic means, sent to each of the partners at the addresses notified to the company, at least 15 (fifteen) days before the date set for its meeting. The notice must contain the agenda, place, date and time of the meeting.

9.7 The general assembly will meet regularly, regardless of these formalities, in case all the partners or their representatives are present and agree on the agenda.

9.8 The meetings of the general assembly are chaired by the administrator/s. The general assembly appoints a secretary for each meeting among the persons present.

9.9 Decisions of the general assembly must be in writing and signed by the chairman and secretary. At the request of the partners, the decisions must include their statements or remarks.

9.10 The general assembly meets at least once a year, within 6 (six) months from the end of the financial year.

9.11 The General Assembly, in the case of decisions requiring an ordinary majority, takes valid decisions only if the partners with the right to vote or their representatives, who own more than 30% (thirty percent) of the company's capital, except in cases provided below in Article 9.12. In case this quorum is not reached, the general assembly is convened for a second meeting within 30 (thirty) days from the first meeting.

9.12 The general assembly decides by pro votes 3/4 of the participating or represented partners who own more than 50% of the company's capital to amend this Act of Establishment and Statute,



“RODYNA” LLC FOUNDING ACT AND STATUTE

increase or decrease the company's capital, distribution of profits, reorganization and dissolution of the Company.

CHAPTER IV COMPANY ADMINISTRATION

ARTICLE 10 COMPANY ADMINISTRATION

10.1 The company is administered by one or more administrators who are elected by the general assembly for a period of 5 (five) years. the administrator may be re-elected and dismissed at any time by the general assembly.

10.2 The administrator has full competencies regarding the administration of the company and can perform all the acts that he considers necessary for the realization of the object of the company, except those that the law or this act of establishment and statute reserves to the general assembly or other bodies of the company.

10.3 The administrator acts in accordance with the trade policies set by the general assembly. the administrator is responsible for the actions performed in the administration of the company. The administrator may delegate third parties to perform the actions and acts related to the administration of the company, bearing responsibility for all actions performed by third parties delegated for the administration of the company.

10.4 The administrator will act at all times only in the best interest of the company. In case of conflict of interest, the administrator will immediately notify the partners and will refrain from any action related to the object of the conflict of interest until receiving instructions from the general assembly.

10.5 The first administrator of the company will be:

- Mr. Ibrahim Abdelhafiz Abdelazim, Elsayed, Egyptian citizen, born in Dakahliya , on 01.01.1977, identified with passport no. A23125232

ARTICLE 11 ADMINISTRATOR REMUNERATION

11.1 The General Assembly determines the remuneration of the Administrator of the Company.

ARTICLE 12 TERMINATION OF THE TASK OF ADMINISTRATOR

12.1 The task of the administrator ends in the event that:

1. the task of administrator ends in the event that;
2. the mandate ends;
3. dismissed by the general assembly;
4. resigns by notifying the company;



“RODYNA” LLC FOUNDING ACT AND STATUTE

5. the person does not enjoy the quality of Administrator according to the provisions of the law;
6. absent without reason in office for more than 6 (six) months in a row and the general assembly decides to dismiss him.

CHAPTER V

THE FINANCIAL CONTROL OF THE COMPANY

THE FINANCIAL YEAR, THE ANNUAL BALANCE SHEET, THE DIVIDEND

ARTICLE 13

THE FINANCIAL CONTROL

13.1 The financial control of the company is performed in accordance with the Albanian legislation in force. The general assembly will appoint one or more Authorized Accounting Experts in those cases when their appointment is considered necessary and required by law.

ARTICLE 14

THE FINANCIAL YEAR

14.1 The financial year of the company starts on January 1st and ends on December 31st of every year.

ARTICLE 15

THE ANNUAL BALANCE SHEET

15.1 The annual balance sheet, financial statements, inventory, reports of the administrator and the authorized accounting expert (if appointed) are approved by the general assembly. The administrator submits for approval to the general assembly the report on the administration of the company as well as the annual accounts

15.2 The documents related to the financial year are approved by the general assembly within 6 (six) months from the end of the financial year.

ARTICLE 16

THE DIVIDEND

16.1 After the requirements set by the law on traders and companies have been met, the Company with a qualified majority of votes of the General Assembly may decide on the distribution of dividends in accordance with the respective rights of the partners.

16.2 All dividends must be declared and paid according to the amounts paid in the quotas at which the dividend is paid, unless otherwise provided by the rights attached to the quotas. All dividends must be distributed and paid in proportion to the amounts paid on the quotas during each part or parts of the period in which the dividend is paid.



“RODYNA” LLC FOUNDING ACT AND STATUTE

CHAPTER VI

DISMISSAL AND LIQUIDATION, APPLICABLE LAW, SETTLEMENT OF DISPUTES

ARTICLE 17

THE DISMISSAL AND LIQUIDATION OF THE COMPANY

17.1 In case of dissolution and liquidation of the company, the provisions provided in the law on traders and companies will be applied

ARTICLE 18

THE APPLICABLE LAW

18.1 The society will develop its activity in full compliance with this act of establishment of the Albanian statute and law. As long as it is not provided in this act, the provisions of Albanian Legislation in the field of trade societies will be applied.

ARTICLE 19

THE SETTLEMENT OF DISPUTES

19.1 Disputes may arise through the partnership and the partners, or between the partners and the heirs of the partners or other partners and /or the partnership who have as their object the rights related to the partnership, will be settled amicably between the interested parties. In case the parties do not reach an amicable settlement, the Tirana Judicial District Court will be competent to resolve the disputes.

This founding act and statute is drafted and signed in 3 (three) copies in the English language.

SHAREHOLDERS

IBRAHIM ABDELHAFIZ ABDELAZIM ELSAYED

Ibrahim Elsayed



YASER MOHAMED HAMED ELDALATOUNY

Yasser El Dalatouny

El Dalatouny



AKT THEMELIMI DHE STATUT "RODYNA SHPK"

**AKTI I THEMELIMIT DHE STATUTI I SHOQERISE ME PERGJEGJESI TE
KUFIZUAR "RODYNA" SHPK AKT THEMELIMI DHE STATUT "RODYNA"
SHPK**

**AKTI I THEMELIMIT DHE STATUTI I SHOQERISE ME PERGJEGJESI TE
KUFIZUAR "RODYNA" SHPK**

**KREU I
EMRI I SHOQERISE, SELIA, KOHEZGJATJA, OBJEKTI**

**NENI 1
EMRI I SHOQERISE**

1.1 Emri i shoqerise me pergjegjesi te kufizuar eshte "RODYNA" SHPK (me poshte e quajtur "Shoqeria").

**NENI 2
SELIA**

2.1 Selia e Shoqerise ndodhet ne adresen: Tirane, Tirane, Rruga 'Konferenca e Pezes', Njesia Bashkiake nr.10, nr. kadastre 8/170-N1, Zona Kadastrale 8220.

2.2 Asambleja e Pergjithshme mund te vendose mbi transferimin e selise se Shoqerise ne nje adrese tjeter. Organi administrues i Shocierise mund te themeloje ose mbylle dege dhe/ose zyra perfaqesimi, brenda apo jashte Republikes se Shqiperise.

**NENI 3
KOHEZGJATJA**

3.1 Shoqeria do te zhvilloje aktivitetin e saj per nje periudhe kohore me afat te pacaktuar.

**NENI 4
OBJEKTI I SHOQERISE**

4.1 Shoqeria ka per objekt te saj kryerjen e te gjitha aktiviteteve qe nje shoqeri me pergjegjesi te kufizuar mund te ushtroje ne baze te legjislacionit shqiptar, brenda ose jashte territorit te Republikes se Shqiperise, duke u fokusuar kryesisht ne:

- Import dhe eksport mallrash

- Agjenci udhetimi
- Tregti te pergjithshme (materiale ushqimore, ndertimi, mjekesore, makina dhe pjese makinash, orendi shtepie dhe zyre).
- Investime Agro-kulturore
- Sherbime ne fushen e ndertimit, nen-kontraktive
- 4.2 Per permbushjen e objektit te saj Shoqeria:

AKT THEMELIMI DHE STATUT "RODYNA" SHPK

a) Mund te marre pjese dhe te jete e interesuar ne shoqeri dhe sipermarrje, shqiptare apo te huaja, qe kryejne aktivitete te njejta, te ngjashme apo te lidhura me aktivitetin e saj ose te subjekteve pjesemarrrese;

b) Mund te lidhe kontrata shitblerje, perdorimi, shkembimi, sipermarrje apo marreveshje te tjera me investitore, bashke investitore, pronard trualli apo objektesh, operatore dhe administrues te strukturave turistike;

c) Mund te kryeje te gjitha veprimet e nevojshme ose te dobishme ose qe kane te bejne, perfshire por pa u kufizuar ne: ofrimin e garancive reale dhe/ose personale per detyrimet e veta dhe se te treteve, veprime me pasuri te luajtshme, te paluajtshme, tregtare dhe cdo veprim tjetër qe ka te beje me objektin e saj ose qe mundeson nje perdorim me te mire te strukturave dhe/ose burimeve nepermjet shoqerive ose sipermarrjeve ne te cilat, direkt apo indirekt, Shoqeria ka pjesemarrje apo kontrollin e tyre.

4.3 Shoqeria mund te veproje ne Shqiperi dhe jashte saj dhe te kryeje cdo aktivitet tjetër të lidhur, ndihmes me qellim te permbushje ose te jete i dobishem per permbushjen e objektit te saj.

KREU III

KAPITAL KALIMI I KUOTAVE, ZMADHIMI DHE ZVOGELIMI I KAPITALIT

NENI 5

KAPITALI I SHOQERISE

5.1 Kapitali i Shoqerise eshte 365,000 (Treqind e gjashtedhete e pese mije) Leke, i ndare ne 2 (dy) kuota. Kapitali i Shoqerise nenshkruhet menjehere dhe do te paguhet nga ortaket qe zoterojne 100 % (njqind per qind) te kontributeve ne kapitalin e shoqerise, perkatesisht:

- Z. Yaser Mohamed Hamed Eldalatouny shtetas egjiptian, i lindur ne Gharbeya, me 01.06.1970, identifikuar me pasaporten me nr. A16290002, i cili zoteron 60 % (gjashtedhete, perqind) te kapitalit;
- Z. Ibrahim Abdelhafiz Abdelazim Elsayed, shtetas egjiptian, i lindur ne Dakahliya, me 01.01.1977, identifikuar me pasaporten me nr. A23125232, i cili zoteron 40 % (dyzet perqind) te kapitalit;

5.2 Ne rast zmadhimi apo zvogelimi te kapitalit themeltar te Shoqerise, ortaket do te kene te drejten e nenshkrimimit te zmadhimit apo zvogelimit te kapitalit ne perpjesetim te drejte me pjeseinarrjen qe zoteron secili ne kapitalin e Shoqerise.

NENI 6

KALIMI I KUOTAVE ME TRASHEGIMI OSE SI PASOJE E FALIMENTIMIT

6.1 Ne rast se nje ortak apo nje bashkezoterues i nje kuote humb jeten, trashegimtaret e tij do te jene te vetmit persona qe do ti njihet titulli mbi kuoten nga Shoqeria; por asnje nga keto parashikime nuk gliron pergjegjesite e trashegimtareve nga cdo detyrim i mbartur nga kuota e zoteruar. Ne rastin e vazhdimit te Shoqerise me disa trashegimtare te ortakut qe ka humbur jeten, trashegimtaret duhet te caktojne nje perfaqesues te perbashket.

6.2 Personi qe fiton te drejten mbi nje kuote si pasoje e humbjes se jetes ose falimentimit te nje ortaku mund te zgjedhe te behet zoterues i kuotes ose te kerkoje regjistrimin e kuotes ne emer te nje personi tjetër te caktuar prej tij si perfitues i kuotes. Nese personi i mesiperm zgjedh te behet zoterues i kuotes, ai njofton Shoqerine ne lidhje me kete zgjedhje. Nese personi i mesiperm zgjedh te kerkoje regjistrimin e kuotes ne emer te nje personi tjetër atehere ai duhet ta kryeje ate nepermjet nje akti te vlefshem te transferimit te kuotes.

6.3 Personi qe fiton te drejttat mbi nje kuote si pasoje e humbjes se jetes ose falimentimit te nje ortaku do te kete te drejttat qe gezonte zoteruesi i kuotes duke perjashtuar te drejten e pjesemarrjes ose te votes ne cdo mbledhje te Asamblese se Pergjithshme, deri ne momentin e regjistrimit ne regjistri tregtar si zoterues i kuotes.

NENI 7

ZMADHIMI I KAPITALIT

7.1 Asambleja e Pergjithshme mund te zmadhoje kapitalin e Shoqerise, me kuotimin e percaktuar ne nenin 9.12 te ketij Akt Themelimi dhe Statuti. Vendimi i Asamblese se Pergjithshme per zmadhimin e kapitalit do t'i komunikohet me shkrim ortakeve qe jane thirrur por nuk ishin te pranishem ne mbledhjen e Asamblese se Pergjithshme qe vendosi per zmadhimin e kapitalit,

7.2 Ne rast zmadhimi te kapitalit, te gjithë ortaket do te kene te drejten te nenshkruajne zmadhimin e kapitalit, ne para ose me kontribute ne natyre, ne perpjesetim te drejte me kuotat qe zoterojne ne Shoqeri.

7.3 Ne rast se disa ortake heqin dore nga e drejta e nenshkrimimit te pjeses se tyre, kapitali i panenshkruar mund te nenshkruhet nga ortaket e tjere. Ne kete rast, keta ortake mund te ushtrojne serish te drejten per nenshkrimin e kapitalit, ne perpjesetim te drejte me kuotat e pjesemarrjes ne Shoqeri.

NENI 8

ZVOGELIMI I KAPITALIT

8.1 Asambleja e Pergjithshme mund te zvogeloje kapitalin e Shoqerise, me kuorumin e percaktuar ne nenin 9.12 te ketij Akti Themelimi dhe Statuti. Ne cdo rast, kapitali i Shoqerise nuk mund te zvogelohet nen kufirin e percaktuar me ligj.

8.2 Ortaket e perballojne zvogelimin e kapitalit te Shoqerise, ne perpjesetim te drejte me pjesemarrjen e tyre ne kapitalin e Shoqerise.

KREU III AKT THEMELIMI DHE STATUT "RODYNA" SHPK ASAMBLEJA E PERGJITHSHME

NENI 9 ASAMBLEJA E PERGJITHSHME

9.1 Asambleja e Pergjithshme eshte organi vendimmarres i Shoqerise. Asambleja e Pergjithshme vendos mbi te gjitha ceshtjet per te cilat eshte kompetente sipas ligjeve ne fuqi ne Republiken e Shqiperise, sipas ketij Akti Themelimi dhe Statuti dhe/ose cdo marreveshje midis ortakeve te Shoqerise.

9.2 Cdo ortak ka te drejte te marre pjese ne mbledhjet e Asamblese se Pergjithshme, te shprehe vullnetin e tij si dhe te votoje ne perputhje me pjeset e kapitalit qe ai zoteron ne Shoqeri.

9.3 Cdo ortak mund te perfaqesohet nga nje ortak tjetër ose nga nje perfaqesues i deleguar me prokure me shkrim.

9.4 Ortaku nuk mund te delegoje te drejten e votes per nje pjese te kuotave te tij te kapitalit, nese ai voton personalisht per pjesen e mbetur.

9.5 Mbledhja e Asamblese se Pergjithshme mund te mbahet brenda ose jashte territorit te Republikes se Shqiperise. Ortaket ose perfaqesuesit e autorizuar mund te marrin pjese ne mbledhjen e Asamblese se Pergjithshme nepermjet mjeteve elektronike, perfshire telekonferencen (conference call) audio ose video, ne perputhje me legjislacionin per shoqerite tregtare dhe komunikimet elektronike. Mbiedhja e Asamblese se Pergjithshme do te quhet e mbajtur ne vendin ku ndodhet Kryetari i saj dhe Sekretari i mbledhjes, me qellim qe te hartohet dhe te nenshkruhet procesverbali perkates.

9.6 Asambleja e Pergjithshme mund te thirret nga Administratori/et ose nga ortaket qe perfaqesojne te pakten 5% te kapitalit te Shoqerise. Thirrja e mbledhjes se Asamblese se Pergjithshme duhet te behet nepermjet njoftimit me shkrim ose me mjete elektronike, derguar secilit prej ortakeve ne adresat e njoftuara Shoqerise, te pakten 15 (pesembedhjete) dite perpara dates se caktuar per mbledhjen e saj. Njoftimi duhet te permbaje rendin e dites, vendin, daten dhe oren e mbledhjes.

9.7 Asambleja e Pergjithshme do te mblidhet rregullisht, pavaresisht nga keto formalitete, ne rast se te gjitha ortaket apo perfaqesuesit e tyre jane te pranishem dhe bien dakord per rendin e dites.

9.8 Mbledhjet e Asamblese se Pergjithshme kryesohen nga Administratori/et. Asambleja e Pergjithshme cakton nje sekretar per cdo mbledhje midis personave te pranishem.

9.9 Vendimet e Asamblese se Pergjithshme duhet te jene me shkrim dhe te firmosen nga kryetari dhe sekretari. Me kerkese te ortakeve, vendimet duhet te perfshijne dhe deklaratat apo verejtjet e tyre.

9.10 Asambleja e Pergjithshme mblidhet te pakten nje here ne vit, brenda 6 (gjashte) muajve nga mbyllja e vitit financiar.

9.11 Asambleja e Pergjithshme, ne rastin e vendimeve qe kerkojne shumicen e zakonshme, merr vendime te vlefshme vetem nese marrin pjese ortaket me te drejte vote ose perfaqesuesit e tyre, qe zoterojne me shume se 30% (tridhjete per qind) te kapitalit te Shoqerise, pervec rasteve te parashikuara me poshte ne nenin 9.12. Ne rast se ky kuorum nuk arrihet, Asambleja e Pergjithshme thirret ne nje mbledhje te dyte brenda 30 (tridhjete) diteve nga mbledhja e pare.

9.12 Asambleja e Pergjithshme vendos me votat pro te 3/4 te ortakeve pjesemarres apo to perfaqesuar qe zoterojne me shume se 50% te kapitalit te Shoqerise per ndryshimin e ketij Akt Themelimi dhe Statuti, zmadhimin ose zvogelimin e kapitalit te Shoqerise, shperndarjen e fitimeve, riorganizimin dhe prishjen e Shoqerise.

KREU IV ADMINISTRIMI I SHOQERISE

NENI 10 ADMINISTRIMI I SHOQERISE

10.1 Shoqeria administrohet nga nje apo me shume Administratore te ciet zgjidhen nga Asambleja e Pergjithshme per nje periudhe prej 5 (pese) vjetesh. Administratori mund te rizgjidhet dhe shkarkohet ne cdo kohe nga Asambleja e Pergjithshme.

10.2 Administratori zoteron kompetenca te plota ne lidhje me administrimin e Shoqerise dhe mund te kryeje te gjitha aktet qe konsideron te nevojshme per realizimin e objektit te Shoqerise, pervec atyre qe ligji apo ky Akt Themelimi dhe Statut ia rezervon Asamblese se Pergjithshme apo organeve te tjera te Shoqerise.

10.3 Administratori vepron ne perputhje me politikat tregtare te vendosura nga Asambleja e Pergjithshme. Administratori eshte pergjegjes per veprimet e kryera ne administrimin e Shoqerise. Administratori mund te delegoje persona te trete per kryerjen e veprimeve dhe akteve qe kane te bejne me administrimin e Shoqerise, duke mbajtur pergjegjesi per te gjitha veprimet e kryera nga te tretet e deleguar per administrimin e Shoqerise.

10.4 Administratori do te veproje ne cdo kohe vetem ne interesin me te mire te Shoqerise. Ne rast konflikti interesi, Administratori do te njoftoje menjehere ortaket si dhe do te heqe dore nga cdo

veprim qe lidhet me objektin e konfliktit te interesit deri ne marrjen e udhezimeve nga Asambleja e Pergjithshme.

10.5 Administratori i pare i Shoqerise do te jete:

- **Z. Ibrahim Abdelhafiz Abdelazim Elsayed**, shtetas egjiptian, i lindur ne **Dakahliya**, me **01.01.1977**, identifikuar me pasaporten me nr. **A23125232**,

NENI 11

SHPERBLIMI I ADMINISTRATORIT

11.1 Asambleja e Pergjithshme percakton shperblimin e Administratorit te Shoqerise.

NENI

AKT THEMELIMI DHE STATUT "RODYNA" SHPK

PERFUNDIMI I DETYRES SE ADMINISTRATORIT

12.1 Detyra e Administratorit perfundon ne rast se:

- (a) i perfundon mandati;
- (b) shkarkohet nga Asambleja e Pergjithshme;
- (c) jep doreheqjen nga detyra duke njoftuar Shoqerine;
- (d) personi nuk gezon cilesine e Administratorit sipas parashikimeve te ligjit;
- (e) mungon pa arsye ne detyre per me shume se 6 (gjashte) muaj radhazi dhe Asambleja e Pergjithshme vendos ta shkarkoje nga detyra.

KREU V

KONTROLI FINANCIAR I SHOQERISE, VITI FINANCIAR, BILANCI VJETOR, DIVIDENDI

NENI 13

KONTRO LLI FINANCIAR

13.1 Kontrolli financiar i Shoqerise kryhet ne perputhje dhe sipas legjislacionit shqiptar ne fuqi. Asambleja e Pergjithshme do te emeruje nje apo me shume Eksperte Kontabel te Autorizuar ne ato raste kur emerimi i tyre konsiderohet i nevojshem ose kerkohet ne baze te ligjit.

NENI 14

VITI FINANCIAR

14.1 Viti Financiar i Shoqerise fillon me 1 Janar dhe mbaron me 31 Dhjetor te cdo viti.

NENI 15
BILANCI VJETOR

15.1 Bilanci vjetor, pasqyrat financiare, inventari, raportet e Administratorit dhe te Ekspertit Kontabel te Autorizuar (nese jane emeruar) miratohen nga Asambleja e Pergjithshme. Administratori i paraqet per miratim Asamblese se Pergjithshme raportin mbi administrimin e Shoqerise si edhe llogarite vjetore.

15.2 Dokumentet qe kane te bejne me vitin financiar miratohen nga Asambleja e Pergjithshme brenda 6 (gjashte) muajve nga mbyllja e vitit financiar.

NENI 16
DIVIDENDI

16.1 Pasi te jene permbushur kerkesat e percaktuara nga Ligji per Tregtaret dhe Shoqerite Tregtare, Shocieria, me shumice te kualifikuar te votave se Asamblese te

AKT THEMELIMI DHE STATUT "RODYNA" SHPK

Pergjithshme, mund te vendose shperndarjen e dividendeve ne perputhje me te drejtat perkatese te ortakeve.

16.2 Me perjashtim te rasteve kur parashikohet ndryshe nga te drejtat qe i bashkengjiten kuotave, te gjithe dividendet duhet te deklarohen dhe paguhen sipas shumave te paguara ne kuotat ne te cilat paguhet dividendi. Te gjitha dividendet do te shperndahen dhe paguhen ne menyre proporcionale me shumate e paguara mbi kuotat gjate cdo pjese ose pjeseve te periudhes ne te cilen paguhet dividendi.

KREU VI
PRISHJA DHE LIKUIDIMI, LIGJI 1 ZBATUESHEM,
ZGJIDHJA E MOSMARREVESHJEVE

NENI 17
PRISHJA DHE LIKUIDIMI I SHOQERISE

17.1 Ne rastin e prishjes dhe likuidimit te Shoqerise do te zbatohen dispozitat e parashikuara ne ligjin per Tregtaret dhe Shoqerite Tregtare.


NENI 18
LIGJI I ZBATUESHEM

18.1 Shoqeria do te zhvilloje aktivitetin e saj ne perputhje te plote me kete Akt Themelimi e Statut dhe ligjin shqiptar. Per sa nuk eshte parashikuar ne kete akt, do te zbatohen dispozitat e legjislacionit shqiptar ne fushen e shoqerive tregtare.

NENI 19
ZGJIDHJA E MOSMARREVESHJEVE

19.1 Mosmarreveshjet qe mund te lindin ndermjet Shoqerise dhe ortakeve, apo ndermjet ortakeve dhe trashegimtareve te ortakeve ose ortakeve te tjere dhe/ose Shoqerise, qe kane per objekt te drejta te lidhura me Shocierine, do te zgjidhen miqesisht ndermjet paleve te interesuara. Ne rast se palet nuk arrijne nje zgjidhje miqesore, Gjykata e Rrethit Gjyqesor Tirane do te jete kompetente per zgjidhjen e mosmarreveshjeve.

Ky Akt Themelimi dhe Statut hartohet dhe nenskruhet ne 3 (tre) kopje ne gjuhen shqipe.

 **ORTAKET**

Ibrahim Abdelhafiz Abdelazim Elsayed


Date 14 Dhjetor 2021

Yaser Mohamed Hamed Eldalatouny

