

ACT OF INCORPORATION OF
“Trawell Data Services Albania” Sh.p.k.
(a sole shareholder company)

Today, 20.11.2019, the company **Trawell Data Services Inc**, an American joint stock company, organized under the laws of Delaware, United States of America (“U.S.A”), with registration number 5908394 and registered address at Syosset, New York, U.S.A (the “**Sole Shareholder**”), by this Act of Incorporation establishes hereby a fully owned subsidiary in the Republic of Albania as follows:

I. INCORPORATION

- 1.1 The incorporation in the Republic of Albania of the company name “**Trawell Data Services Albania Sh.p.k.**” (the “**Company**”).
- 1.2 “**Trawell Data Services Albania Sh.p.k.**” is a commercial company and an Albanian legal entity, having the legal form of a company with limited liability (Ltd.), in compliance with Albanian laws and the provisions of its Articles of Association (“**AoA**”).
- 1.3 The Company headquarters are at Blv. “Deshmoret e Kombit”, Twin Towers, Commercial Center, 2nd Floor, 1019 Tirana, Albania. The Company reserves the right to move its headquarters to another address and/or town in Albania.
- 1.4 The duration of the Company is unlimited.

II. OBJECT OF THE COMPANY

- 2.1 The main object of the Company is as follows:
 - The provision of Electronic Communications services as a Mobile Virtual Network Operator, in accordance with the Albanian legal framework for electronic communications, as well as in accordance with the conditions of authorizations issued to the Company by the Authority on Electronic Communications and Postal Services, including, but not limited to, the provision of services such as mobile connectivity, data transmission.
- 2.2 In compliance with the Albanian Legislation, in order to achieve said purpose, the Company may:
 - (i) carry out any transaction concerning moveable or real estate, as well as any commercial, financial, renting, mortgage or pledge activity, which may be considered useful or necessary in order to achieve the Company’s purpose, provided that such activities are not carried out to a greater extent than those stated above;

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- (ii) acquire, directly or indirectly, interests in other companies which have an object similar to the Company, in Albania or abroad;
- (iii) perform publishing and advertising activities;
- (iv) perform any other activity which may be considered useful or necessary in order to achieve the Company's scope of activity.

2.3. The Company shall carry out any activity that falls within its scope, in relation and that favours it.

2.4. The Company shall observe all laws and relevant regulations. It embraces best ethical standards.

III. SHARE CAPITAL

3.1. The capital of the Company is ALL 100.00 (one hundred Albanian Lek), consisting of 1 (one) ordinary share, owned entirely by the sole shareholder, **the company Trawell Data Services Inc**, an American joint stock company, organized under the laws of Delaware, United States of America ("U.S.A"), with registration number 5908394 and registered address at Syosset, New York, U.S.A.

IV. DECISION-MAKING BODIES OF THE COMPANY

4.1 The decision-making bodies of the Company are:

- (i) General Assembly of the Sole Shareholder;
- (ii) Administrator.

V. GENERAL ASSEMBLY OF THE SOLE SHAREHOLDER

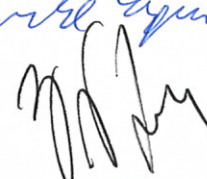
5.1. The General Assembly composed of the Sole Shareholder is the highest decision-making body of the Company which takes decisions upon its activity and upon its economic and commercial policy.

VI. ADMINISTRATOR

6.1. The Company is managed by 1 (one) Administrator who is the legal representative of the Company and represents it towards any third party and shall be responsible for the day-to-day affairs of the Company, subject to the limitations provided under Articles of Association and applicable law.

6.2. The first Administrator of the Company is as follows:

Mr. Ahmet Murat Akkemik, Turkish citizen, born on 17 April 1970, in Istanbul, Turkey, holding the passport no. U07453902, who has the right to

Carroll Equities


represent the Company with his sole individual signature (the "Administrator").

- 6.3. The term of the Administrator of the Company shall be 5 (five) years, from the date of the registration of the Company with the Albanian National Business Centre ("NBC") and he can be reappointed.

The present Act of Incorporation is executed in 4 (four) original identical copies in Albanian and English each. For every controversy arising from the execution and/or interpretation of this Act of Incorporation, the English version will be binding and the sole having legal effect.

FOR THE SOLE SHAREHOLDER

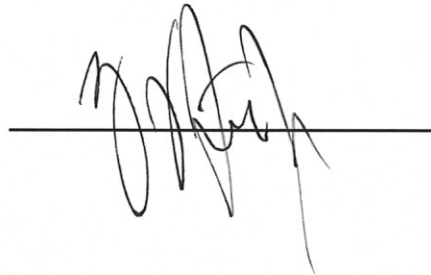
Trawell Data Services Inc.

Date 20 November 2019 Location Syosset

Ali Emre Erginler



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AKT THEMELIMI I
“TRAWELL DATA SERVICES ALBANIA” SH.P.K.
(shoqeri me ortak te vetem)

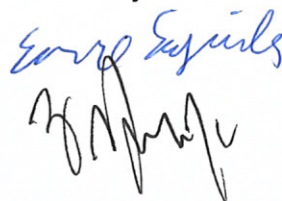
Sot, me 20.11.2019, shoqeria **Trawell Data Services Inc.**, nje shoqeri aksionare amerikane, e organizuar sipas ligjeve te Shtetit Delaware, Shtetet e Bashkuara te Amerikes (“**SH.B.A**”), me numer regjistrimi 5908394 dhe adrese te regjistruar ne Syosset, New York, SH.B.A (“**Ortaku i Vetem**”), me ane te ketij Akti Themelimi themelon nje shoqeri bije te zoteruar teresisht ne Republiken e Shqiperise si vijon:

I. THEMELIMI

- 1.1 Themelimi ne Republiken e Shqiperise te shoqerise me emer “Trawell Data Services Albania Sh.p.k.” (“**Shoqeria**”).
- 1.2 “Trawell Data Services Albania Sh.p.k.” eshte nje shoqeri tregtare dhe person juridik shqiptar, e organizuar ligjerisht si nje Shoqeri me Pergjegjesi te Kufizuar (Sh.p.k.), ne perputhje me ligjet e Shqiperise dhe dispozitat e statutit aktual te saj (“**Statuti**”).
- 1.3 Selia e regjistruar e Shoqerise eshte ne adresen: Blv. “Deshmoret e Kombit”, Kullat Binjake, Qendra Tregtare, Kati II, 1019 Tirane, Shqiperi. Shoqeria rezervon te drejten te transferoje seline e saj ne nje adrese dhe/apo ne nje qytet tjeter te Shqiperise.
- 1.4 Kohezgjatja e Shoqerise eshte me afat te pacaktuar.

II. OBJEKTI I SHOQERISE

- 2.1 Objekti kryesor i Shoqerise eshte si vijon:
 - Ofrimi i sherbimeve te komunikimeve elektronike si operator mobile i rrjetit virtual (MVNO), ne perputhje me kuadrin rregullator shqiptar te komunikimeve elektronike, si dhe ne perputhje me kushtet e autorizimeve qe i jane leshuar Shoqerise nga Autoritetit i Komunikimeve Elektronike dhe Postare, perfshire por pa u kufizuar ne, ofrimin e sherbimeve celulare, transmetimin e te dhenave.
- 2.2 Ne perputhje me legjislacionin shqiptar, ne menyre qe te arrihet qellimi i siperpermendur, Shoqeria mund:
 - (i) te kryeje cdo transaksion ne lidhje me pasurite e luajtshme dhe te paluajtshme, si dhe cdo aktivitet tregtar, financiar, dhenie-marrje me qera, te vendose pengje dhe barre hipotekore; aktivitete keto te konsideruara si te dobishme apo te nevojshme per te arritur qellimet e Shoqerise dhe qe nuk tejkalojne ne mase aktivitetet kryesore, te cituara me siper;
 - (ii) te bleje ne menyre direkte apo indirekte, aksione te shoqerive te tjera qe kane nje objekt te perafert me ate te Shoqerise, ne Shqiperi ose jashte shtetit;
 - (iii) te kryeje aktivitete publikimi dhe reklamimi;
 - (iv) te kryeje cdo aktivitet tjeter qe mund te konsiderohet i dobishem ose i domosdoshem per te arritur qellimin e aktivitetit te saj.
- 2.3 Shoqeria kryen cdo lloj aktiviteti qe ben pjese ne objektin e saj, qe lidhet me te dhe qe e mbeshtet ate.
- 2.4 Shoqeria zbaton te gjitha ligjet dhe aktet nenligjore te duhura. Ajo zbaton standartet me te larta te etikes.



III. KAPITALI THEMELTAR

- 3.1 Kapitali themeltar i Shoqerise eshte 100.00 (njqind) Leke, i perbere nga 1 (nje) kuote e vetme, e zoteruar teresisht nga Ortaku i Vetem, shoqeria shoqeria **Trawell Data Services Inc.**, nje shoqeri aksionare amerikane, e organizuar sipas ligjeve te Shtetit Delaware, Shtetet e Bashkuara te Amerikes ("**SH.B.A**"), me numer regjistrimi 5908394, me adrese te regjistruar ne Syosset, New York, SH.B.A.

IV. ORGANET VENDIMMARRESE TE SHOQERISE

- 4.1 Organet Vendimmarrese te Shoqerise jane:

- (i) Asambleja e Pergjithshme e Ortakut te Vetem;
- (ii) Administratori.

V. ASAMBLEJA E PERGJITHSHME E ORTAKUT TE VETEM

- 5.1 Asambleja e Pergjithshme, e cila perbehet nga Ortaku i Vetem, eshte organi me i larte vendimmarres i Shoqerise, i cili merr vendime mbi aktivitetin dhe politiken ekonomike dhe tregtare te saj.

VI. ADMINISTRATORI

- 6.1 Shoqeria do te administrohet nga 1 (nje) Administrator, i cili eshte perfaqesuesi ligjor i Shoqerise dhe perfaqeson ate kundrejt paleve te treta dhe do te jete pergjegjes per menaxhimin e ceshtjeve te perditshme te Shoqerise, duke iu nenshtruar kufizimeve te parashikuara ne Statut dhe ne ligjin e aplikueshem.

- 6.2 Administratori i pare i Shoqerise eshte:

Z. Ahmet Murat Akkemik, shtetas Turk, lindur me 17 Prill 1970, ne Stamboll, Turqi, mbajtes i pasaportes me nr. U07453902 ("**Administratori**").

- 6.3 Kohezgjatja e emerimit te Administratorit te Shoqerise do te jete 5 (pese) vjet, nga data e regjistrimit te Shoqerise prane Qendres Kombetare te Biznesit ("**QKB**"), me te drejte ripерteritje.

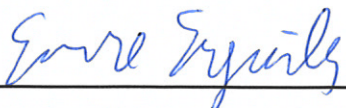
Ky Akt Themelimi eshte hartuar ne 4 (kater) kopje origjinale identike ne shqip dhe ne anglisht secila. Per çdo mosmarreveshje qe lind ne zbatimin dhe/ose interpretimin e ketij Akti Themelimi, versioni Anglisht do te jete i detyrueshem dhe i vetmi qe prodhon efekte ligjore.

PER ORTAKUN E VETEM

Trawell Data Services Inc.

Data 20.11.2019 Vendi Syosset

Ali Emre Erginler



Bulent Hakan Dulge

