

<p style="text-align: center;">AKTI I THEMELIMIT I SHOQERISE ME PERGJEGJESI TE KUFIZUAR EXCELERATE ALBANIA HOLDING SH.P.K. Date 21/03/2022</p>	<p style="text-align: center;">ARTICLES OF INCORPORATION OF THE LIMITED LIABILITY COMPANY EXCELERATE ALBANIA HOLDING SH.P.K. As of 21/03/2022</p>
<p>NENI 1 KRIJIMI DHE EMRI</p> <p>1.1 Shoqeria me pergjegjesi te kufizuar Excelerate Albania Holding SH.P.K (ne vijim e quajtur “Shoqeria”) themelohet ne zbatim te Ligjit nr. 9901, date 14.04.2008 “<i>Per tregtaret dhe shoqerite tregtare</i>”, i ndryshuar.</p> <p>1.2 Shoqeria fiton personalitet juridik ne momentin e regjistrimit te saj ne Regjistrin Tregtar shqiptar prane Qendres Kombetare te Biznesit ne Tirane, Shqiperi.</p>	<p>ARTICLE 1 ESTABLISHMENT AND DENOMINATION</p> <p>1.1 The limited liability company Excelerate Albania Holding SH.P.K. (hereinafter referred to as the “Company”) is incorporated under Albanian law no. 9901, dated 14.04.2008 “<i>On Entrepreneurs and Commercial Companies</i>”, as amended.</p> <p>1.2 The Company acquires legal personality after its registration with the Commercial Register kept by the National Business Centre in Tirana, Albania.</p>
<p>NENI 2 SELIA</p> <p>2.1 Selia e Shoqerise ndodhet ne adresen: Prane Dega Renco SpA Albania, Autostrada Tirane Durres Km 2, Rruga Industriale, Zona Kadastrale 2679, objekt me numer pasurie 40/32, Tirane, Shqiperi.</p> <p>2.2 Shoqeria mund te hape dege ose zyra perfaqesimi ne vende te ndryshme brenda Republikes se Shqiperise dhe/ose jashte saj ne perputhje me legjislacionin shqiptar.</p>	<p>ARTICLE 2 REGISTERED OFFICE</p> <p>2.1 The registered office of the Company is at the address: c/o Renco SpA, Branch in Albania, Autostrada Tirana Durres Km 2, Cadastral Zone no. 2679, property no. 40/32, Tirana, Albania.</p> <p>2.2 The Company may open branches or representative offices at other locations within and/or out of the territory of the Republic of Albania in compliance with the requirements of the Albanian law.</p>
<p>NENI 3 OBJEKTI</p> <p>3.1 Shoqeria do te kete per objekt te aktivitetit kryerjen e çdo veprimtarie te lejuar nga ligji dhe/ose pjesemarrjen ne çdo veprimtari apo aktivitet te ligjshem qe mund te kryeje nje shoqeri me pergjegjesi te kufizuar, e krijuar ne baze te legjislacionit shqiptar, siç mund te ndryshohet here pas here.</p> <p>3.2 Aktiviteti i Shoqerise do te konsistoje kryesisht ne: realizimin e investimeve dhe ofrimin e sherbimeve te menaxhimit ne kompani te tjera te krijuara per projekte</p>	<p>ARTICLE 3 PURPOSE OF ACTIVITY</p> <p>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.</p> <p>3.2 The activity of the Company shall consist mainly on: investment in and provision of management services to project companies and other activities as</p>

<p>specifike si dhe aktivitete te tjera siç do te jete e kerkuar apo e nevojshme per qellim te ushtrimit te aktiviteteve te siperpermendura.</p>	<p>shall be required or needed for purposes of conducting the above activities.</p>
<p>NENI 4 KOHEZGJATJA</p> <p>4.1 Shoqeria do te zhvilloje aktivitetin e saj per nje periudhe kohore te pakufizuar.</p>	<p>ARTICLE 4 DURATION</p> <p>4.1 The duration of the Company's activity shall be unlimited.</p>
<p>NENI 5 KAPITALI</p> <p>5.1 Kapitali themeltar i Shoqerise eshte 1 USD (nje dollar), i perbere nga 1 (nje) kuote. Kapitali do te shlyhet ne para sipas vendimit te administratorit te Shoqerise ne nje ose me shume keste brenda nje afati te percaktuar nga administratori i Shoqerise.</p> <p>5.2 Pergjegjesia e Ortakeve per detyrimet e Shoqerise shtrihet deri ne kufirin e vleres se kontributit te tyre ne kapitalin e Shoqerise.</p>	<p>ARTICLE 5 SHARE CAPITAL</p> <p>5.1 The initial share capital of the Company is USD 1.00 (one dollar), consisting of one (1) share. The share capital shall be paid-in in cash in pursuance with the decision of the administrator of the Company in one or more installments within a term fixed from the administrator of the Company.</p> <p>5.2 The Shareholders liability is extended up to the amount of their contribution in the share capital of the Company.</p>
<p>NENI 6 ORTAKU I VETEM</p> <p>6.1 Ortaku i Vetem i Shoqerise eshte:</p> <ul style="list-style-type: none"> - Exceletrate Energy Limited Partnership nje shoqeri e themeluar dhe ekzistuese sipas ligjeve te Delaware, Shtetet e Bashkuara te Amerikes, me numer biznesi 4536125 pronare e 1 (nje) kuote qe perfaqeson 100% (njeqind perqind) te kapitalit themeltar te Shoqerise. <p>6.2 Kontributi ne kapital i nenshkruar nga ortaku i vetem Exceletrate Energy Limited Partnership eshte ne vleren 1 USD (nje dollar) i barabarte me 100% te kapitalit te Shoqerise.</p>	<p>ARTICLE 6 SOLE SHAREHOLDER</p> <p>6.1 The Sole Shareholder of the Company is:</p> <p>Exceletrate Energy Limited Partnership, a company established and existing under the laws of the State of Delaware, United States of America, with file number 4536125, owner of 1 (one) share, representing 100% (one hundred percent) of the share capital of the Company.</p> <p>6.2 The contribution in the share capital by the sole shareholder Exceletrate Energy Limited Partnership is USD 1.00 (one dollar), equal to 100% of the share capital of the Company.</p>
<p>NENI 7 ADMINISTRIMI I SHOQERISE</p>	<p>ARTICLE 7 MANAGEMENT OF THE COMPANY</p> <p>7.1 The properties, business and affairs of the Company shall be managed by one Administrator and</p>

7.1 Pasuria, veprimtaria dhe aktiviteti i Shoqerise do te administrohet nga nje Administrator dhe nje Drejtor i Pergjithshem.

7.2 Shkarkimi apo zevendesimi i Administratorit do te kryhet me vendim te Asamblese se Pergjithshme dhe ky shkarkim apo zevendesim nuk do te konsiderohet si ndryshim i ketij Akti Themelimi apo Statutit dhe vendimi perkates i Asamblese nuk eshte i nevojshem te reflektohet ne Statut.

7.3 Administratori i pare i shoqerise eshte Z. Donald Hubbard, shtetas amerikan, lindur ne Tennessee, Shtetet e Bashkuara te Amerikes me 13 qershor 1957, banues ne United States, mbajtes i pasaportes me nr. 513162869.

7.4 Administratori do te ushtroje kompetencat e tij perkatese deri ne me te parin nga rastet e mepostme:

- largimi i tij; ose
- verifikimi i ngjarjeve te percaktuara ne Statutin te Shoqerise; ose
- perfundimi i afatit 5 vjeçar nga data e regjistrimit te Shoqerise me Regjistrin Tregtar, nese mandati nuk eshte rinovuar.

7.5 Administratori ka kompetenca te plota per te marre vendime per administrimin e zakonshem te Shoqerise, perveç kompetencave qe do te ushtrohen nga Asambleja e Pergjithshme sipas Statutit ose ligjit te zbatueshem. Administratori do te kete kompetenca dhe detyra qe lidhen me administrimin dhe mbikeqyrjen e veprimtarise se Shoqerise sipas parashikimeve te Ligjit dhe te Statutit te Shoqerise.

7.6 Drejtori i Pergjithshem do te emerohet nga Administratori dhe mund te shkarkohet ne çdo kohe me vendim te Administratorit. Afati i emerimit te Drejtorit te Pergjithshem do te percaktohet ne momentin e emerimit te tij. Drejtori i Pergjithshem do te drejtojë aktivitetin e perditshem te Shoqerise, sipas rregullave te percaktuara ne Statut dhe sipas kompetencave te dhena nga Administratori ne momentin e emerimit.

a General Director.

7.2 Dismissal or substitution of the Administrator shall take place through a resolution of the General Assembly, which will not be considered as amendment of this Articles of Association or the Bylaws and the respective resolution of General Assembly is not necessary to be reflected in the Bylaws.

7.3 The first Administrator of the Company is Mr. Donald Hubbard, United States citizen, born in Tennessee, United States on June 13, 1957, resident in United States, holder of passport no. 513162869.

7.4 The Administrator of the Company shall exercise the respective competences, until the earlier of:

- his removal; or
- events set forth in the Bylaws; or
- 5 years from the date of registration of the Company with the Commercial Register, if the term of office of the administrator is not renewed.

7.5 The Administrator has full competences to take decisions for the ordinary administration of the Company, excluding the competences that shall be exercised by the General Assembly according to the applicable law and the Bylaws. The competences and duties of the Administrator regarding the administration and supervision of the activity are as provided by the law and by the Bylaws of the Company.

7.6 The General Director will be appointed by the Administrator and may be dismissed at any time upon resolution of the Administrator. The term of office of the General Director will be defined at the moment of appointment. The General Director will manage the daily business of the Company, as per the rules defined in the Bylaws and as per the powers granted by the Administrator at the moment of its appointment.

<p>NENI 8</p> <p>EKSPERTI KONTABEL I AUTORIZUAR</p> <p>8.1 Eksperti(et) kontabel i (te) autorizuar do te emerohet(n) me vendim te Asamblese se Pergjithshme ne çdo rast kur nje gje e tille kerkohet nga ligji shqiptar ose kur Asambleja e konsideron te nevojshme.</p>	<p>ARTICLE 8</p> <p>AUDITOR</p> <p>8.1 The auditor/s shall be appointed by the decision of the General Assembly in any such case when it becomes mandatory by the Albanian law or when the Assembly deems it necessary.</p>
<p>NENI 9</p> <p>VITI USHTRIMOR</p> <p>9.1 Viti ushtrimor i Shoqerise fillon me 1 Janar dhe mbaron me 31 Dhjetor te çdo viti.</p> <p>9.2 Perjashtimisht, viti i pare ushtrimor fillon ne daten e regjistrimit te Shoqerise ne Regjistrin Tregtar dhe perfundon me 31 Dhjetor te po atij viti.</p>	<p>ARTICLE 9</p> <p>ACCOUNTING YEAR</p> <p>9.1 The fiscal year of the Company shall be from January 1st to December 31st.</p> <p>9.2 By exception, the first financial year begins upon the Company's incorporation and ends on the 31st of December of the same year.</p>
<p>Ky Akt themelimi hartohet dhe nenshkruhet ne 2 (dy) kopje origjinale.</p>	<p>The present Articles of Association are drawn up and executed in 2 (two) original copies.</p>

ORTAKU I VETEM / THE SOLE SHAREHOLDER

Excelerate Energy Limited Partnership

Donald Hubbard

(Administrator/Director)/(Administrator/Drejtore)