

VENDIM
I ASAMBLESE SE ORTAKEVE
AGREKAL BALKAN SH.P.K.

Me date 31.12.2021 eshte mbajtur rregullisht asambleja e shoqerise AGREKAL BALKAN SH.P.K., nje shoqeri e regjistruar ne Regjistrin Tregtar shqiptar me numer biznesi (NIPT) M03806402U, me seli ne adresen: Krutje, Pushimi Shoferit, Fier, Shqiperi (ketu e me poshte referuar si “**Shoqeria**”) per te diskutuar dhe vendosur mbi rendin e dites si me poshte:

Rendi i Dites:

1. Zmadhimi i kapitalit;
2. Ndryshimi i Statutit te Shoqerise, si rrjedhoje e zmadhimit te kapitalit themeltar;
3. Ndryshimi i bankes per kryerje te veprimeve ne emer te shoqerise;
4. Autorizim per depozitim e ketij vendimi prane Qendres Kombetare te Biznesit.

Jane te pranishme ne mbledhje sipas njoftimit te kryer rregullisht:

- Ortaku **AGREKAL HA'BONIM ACS LTD**, nje shoqeri e organizuar dhe qe ekziston sipas ligjeve te Izraelit, me numer biznesi 57-003746-5, me seli ne adresen: P.O. Hof Hacarmel Habonim 3084500, Izrael, zoteruese e 1 kuote (te barazvlefshem me 51%) te kapitalit te regjistruar te Shoqerise, perfaqesuar rregullisht nga Z. David Bar-Yosef, mbajtes i pasaportes me nr. 31087734;
- Ortaku **A.E.I. SH.P.K.**, nje shoqeri e organizuar dhe qe ekziston sipas ligjeve te Shqiperise, me numer NIPT K34210403K, me seli ne adresen Krutje, Pushimi Shoferit, Fier, Shqiperi, zoteruese e 1 kuote (e barazvlefshme me 49%) te kapitalit te regjistruar te Shoqerise, perfaqesuar rregullisht nga Z. Mr Enis Kola, mbajtes i pasaportes me nr. H90711079G.

Z. David Bar-Yosef emerohet ne detyren e Kryetarit te Asamblese.

Kryetari deklaroi se Asambleja eshte e mbledhur rregullisht dhe marrin pjese ortaket e Shoqerise, te cilet perfaqesojne 100% te kapitalit te regjistruar. Per rrjedhoje, Asambleja e Ortakeve mund te marre vendime te vlefshme.

Kryetari e deklaroi Asamblene e Ortakeve te hapur.



Agrekal Ha'Bonim Industries ACS LTD.
Israeli Corporate Number 570037465

Ne lidhje me piken e pare te rendit te dites: Pas shqyrtimit te dokumentave te dorezuara ne Asamble, perfshire dhe aktin e ekspertimit mbi rritjen e kapitalit date 11.12.2021 te kryer nga Andi Pacani, me license nr. 1085 asambleja e ortakeve me unanimitet vendosi:

VENDIM NR. 1

Zmadhimin e kapitalit duke konvertuar ne kuota kapitali detyrimet qe Shoqeria ka ndaj ortakeve ne lidhje me kontributet dhe detyrime/kontribute te tjera qe ortaket i kane dhene Shoqerise, si vijon:

Nr.	Ortaket e shoqerise	Kontributi	Detyrime te tjera	Total
1	AGREKAL HA'BONIM ACS LTD	3,068,000	185,000	3,253,000
2	A.E.I. SH.P.K.	3,075,000	51,000	3,126,000
	Total	6,143,000	236,000	6,379,000

Per rrjedhoje, vlera e kuotave te ortakeve ne Shoqeri jane si me poshte vijon:

Nr.	Ortaket e shoqerise	Numri i kuotave	Vlera nominale ne leke	Perqindja e pjesemarrjes ne kapital
1	AGREKAL HA'BONIM ACS LTD	1	3,253,510.00	51%
2	A.E.I. SH.P.K.	1	3,126,490.00	49%
	Totali	2	6,380,000.00	100%

Ne lidhje me piken e dyte e rendit te dites:

Pas diskutimit, asambleja e ortakeve me unanimitet vendosi:

VENDIM NR. 2

Si pasoje e zmadhimit te kapitali, te miratoje ndryshimet e meposhtme te Statutit te Shoqerise:

- Paragrafi i pare i nenit 5 te Statutit ndryshon si me poshte vijon:

“Kapitali i Shoqerise eshte i barabarte me 6,380,000.00 leke i perbere nga dy kuota ku AGREKAL HA'BONIM ACS LTD zoteron 51% (pesedhete e nje per qind) te kapitalit dhe A.E.I. SH.P.K. zoteron 49% (dyzet e nente per qind) te kapitalit”.

- Paragrafi i pare i nenit 6 te Statutit ndryshon si me poshte vijon:

“Ortaket e Shoqerise jane si me poshte:



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- (a) **AGREKAL HA'BONIM ACS LTD**, nje shoqeri e organizuar dhe qe ekziston ne perputhje me legjislacionin e Izraelit, me numer biznesi 57-003746-5, me seli ne adresen: P.O. Hof Hacarmel Habonim 3084500, Izrael, zoterues i 1 (nje) kuote ne kapitalin e Shoqerise me vleren 3,253,510.00 leke, qe perfaqeson 51% (pesedhjet e nje per qind) te kapitalit te Shoqerise;
- (b) **A.E.I. SH.P.K.**, nje shoqeri e organizuar dhe qe ekziston ne perputhje me legjislacionin e Shqiperise, me NIPT K34210403K, me seli ne adresen Krutje, Pushimi i Shoferit, Fier, Shqiperi, zoterues i 1 (nje) kuote ne kapitalin e Shoqerise me vleren 3,126,490.00 leke qe perfaqeson 49% (dyzet e nente per qind) te kapitalit te Shoqerise.

Ne lidhje me piken e trete e rendit te dites:

Pas diskutimit, asambleja e ortakeve me unanimitet vendosi:

VENDIM NR. 3

Te caktohet si banka ku do te kryhen te gjitha veprimt bankare ne lidhje me Shoqerine: *First Investment Bank (Fibank)*.

Ne lidhje me piken e katert e rendit te dites:

Pas diskutimit, asambleja e ortakeve me unanimitet vendosi:

VENDIM NR. 4

Autorizimi i Boga & Associates ne personat e Znj. Gladiola Ago dhe Z. Trojan Pavllovski, si perfaqesues te vertete dhe te ligjshem te Shoqerise qe veç e veç ose se bashku te ndermarrin te gjitha procedurat e nevojshme per depozitimin e ketij vendimi prane Qendres Kombetare te Biznesit. Ata jane te autorizuar pa kufizim, te plotesojne, nenshkruajne dhe paraqesin cdo dokument te nevojshem lidhur me depozitimin e vendimit, si dhe te gjitha dokumentet e tjera mbeshtetese te cilat jane te nevojshme per kryerjen e procedurave te depozitimit ne Qendres Kombetare te Biznesit te ketij vendimi.

Duke mos patur çeshtje te tjera per te diskutuar Kryetari e deklaroi mbledhjen e asamblese te mbyllur.

ORTAKET

AGREKAL HA'BONIM ACS LTD

Perfaqesuar nga:

David Bar-Yosef

A. E. I. SH.P.K.

Perfaqesuar nga:

Enis Kola

Agrekal Ha'Bonim Industries ACS LTD.
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RESOLUTION
OF THE GENERAL MEETING OF SHAREHOLDERS
AGREKAL BALKAN SH.P.K.

This 31 day of December 2021, was duly held the shareholders meeting of the company AGREKAL BALKAN SH.P.K., a company registered with the Albanian Commercial Register with business number (NIPT) M03806402U, having its registered office at the address: Krutje, Pushimi i Shoferit, Fier, Albania (hereinafter referred to as the “Company”) in order to discuss and decide on the following agenda:

Agenda of the Meeting:

1. Share capital increase;
2. Amendment of the bylaws of the Company, as a result of the share capital increase;
3. Change of the bank to perform actions on behalf of the Company;
4. Authorization for the filing of this resolution with the National Business Center.

The following are present at the meeting after being duly notified:

- The shareholder **AGREKAL HA'BONIM ACS LTD**, a company organized and existing under the laws of Israel with business number 5 7-003746-5, having its legal seat at: P.O. Hof Hacarmel Habonim 3084500, Israel owner of 1 share (equivalent to 51%) of the share capital of the Company, duly represented by Mr. David N. Bar-Yosef holder of passport with no. 31087734;
- The shareholder **A. E. I. SH.P.K.**, a company organized and existing under the laws of Albania, with business number (NIPT) K34210403K, having its registered seat at: Krutje, Pushimi Shoferit, Fier, Albania, owner of 1 share (equivalent to 49%) of the share capital of the Company, duly represented by Mr. Enis Kola holder of passport with no. H90711079G.

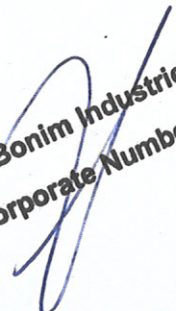
Mr. David Bar-Yosef is appointed Chairman of the Meeting.

The Chairman acknowledged that the Meeting is duly convoked and are present the shareholders of the Company, representing 100% of the share capital. Consequently, the Meeting may pass valid decisions.

The Chairman declared the Meeting opened.



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In relation with the first point of the agenda - After reviewing the documents submitted to the General Meeting, including the act of expertise on capital increase dated 11.12.2021 performed by Andi Pacani, with license no. 1085 the shareholders meeting unanimously resolved:

DECISION NO. 1

Share capital increase by converting the debts into capital that the Company has to the shareholders in relation to the financing contributions and other obligations that the shareholders have provided to the Company.

No.	Shareholders	Financing	Other obligations	Total
1	AGREKAL HA'BONIM ACS LTD	3,068,000	185,000	3,253,000
2	A.E.I SH.P.K.	3,075,000	51,000	3,126,000
	Total	6,143,000	236,000	6,379,000

Therefore, the value of shares of the shareholders in the Company is as follows:

No.	Shareholders	Number of quotas	Value	Participation % in capital
1	AGREKAL HA'BONIM ACS LTD	1	3,253,510	51%
2	A.E.I SH.P.K.	1	3,126,490	49%
	Totali	2	6,380,000	100%

In relation with the second point of the agenda:

After discussions, the shareholders meeting unanimously resolved:

DECISION NO. 2

To approve the following amendments to the Bylaws of the Company

- Paragraph 1 of article 5 of the Bylaws shall read as follows:

“The share capital of the Company is equal to Leke 6,380,000.00, consisting of two shares where AGREKAL HA'BONIM ACS LTD owns 51% (fifty-one percent) of the share capital and A. E. I. SH.P.K. owns 49% (forty-nine percent) of the share capital”.

- Paragraph 1 of article 6 shall read as follows:

“The shareholders of the Company are the following:



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- (a) The shareholder **AGREKAL HA'BONIM ACS LTD**, a company organized and existing under the laws of Israel with business number 57-003746-5, having its legal seat at: P.O. Hof Hacarmel Habonim 3084500, Israel owner of 1 share with a value of Leke 3,253,510.00, representing 51% (fifty-one percent) of the share capital of the Company;
- (b) The shareholder **A. E. I. SH.P.K.**, a company organized and existing under the laws of Albania, with business number (NIPT) K34210403K, having its registered seat at: Krutje, Pushimi Shoferit, Fier, Albania, owner of 1 share with a value of Leke 3,126,490.00 representing 49% (forty-nine percent) of the share capital of the Company.

In relation with the third point of the agenda:

After discussions, the shareholders meeting unanimously resolved:

DECISION NO. 3

To be designated as a bank where all banking activities will be performed in relation to the Company: *First Investment Bank (Fibank)*.

In relation with the fourth point of the agenda

After discussions, the shareholders meeting unanimously resolved:

DECISION NO. 4

To authorize Boga & Associates, in the persons of Ms. Gladiola Ago and Mr. Trojan Pavllovski, as the true and lawful representatives, to act jointly and/or severally to undertake respective filing of this resolution with the Albanian Commercial Register. The Representatives shall have without limitation the powers to complete, sign and submit the application form regarding the filing of this resolution, as well as any other supporting documents which are necessary for the completion of the filing procedures with the Albanian Commercial Register.

There being no further matters to discuss, the Chairman declared the session adjourned.

SHAREHOLDERS

AGREKAL HA'BONIM ACS LTD

Represented by:

David Bar Yosef

A. E. I. SH.P.K.

Represented by:

Enis Kola

Agrekal Ha'Bonim Industries ACS LTD.
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Enis Kola

