

Akt Themelimi i shoqerise tregtare Arvial Green Energy sha

Sot me date 08/04/2022

- znj. Armida Hemeling, shtetase gjermane, lindur ne Tirane, me date 22.10.1978, dhe banuese ne Gjermani, madhore dhe me zotesi te plote juridike per te vepruar, mbajtese e pasaportes gjermane me nr. C9KRG9YTY;
- z. Alf Henryk Wulf, shtetas gjerman, lindur ne Kiel, me date 07.11.1962, dhe banues ne Stuttgart, Gjermani, madhor dhe me zotesi te plote juridike per te vepruar, mbajtes I pasaportes gjermane me nr. C86HFVTJO
- z. Viktor Tushaj, shtetas shqiptar, lindur me 01.01.1962, ne Gramsh dhe banues ne Tirane, madhor dhe me zotesi te plote juridike per te vepruar, mbajtes i leternjoftimit me nr. Personal G20101209I; ne cilesine e aksionareve themelues themelojne shoqerine tregtare aksionare "Arvial Green Energy" sha

Neni 1 Themelimi

Formohet shoqeria tregtare private e quajtur "Arvial Green Energy" sha. Shoqeria do ti nenshtrohet legjislacionit Shqiptar, ndersa deget qe mund te krijohen do ti nenshtrohen legjislacionit ku do te kete seline dega. Shoqeria do te ushtroje veprimtarine e saj ne baze te legjislacionit ne fuqi, aktit te themelimit dhe statutit te shoqerise.

Neni 2 Kapitali

Kapitali i regjistruar i shoqerise eshte 3 500 000 Lekë, i ndare ne 3 500 aksione te zakonshme me vlerë nominale 1000 leke secili. Aksionet e themeluesve ne kapitalin e shoqerise jane ne perputhje me kontributin e tyre te mëposhtem:

1. Aksionari themelues Armida Hemeling: zoteruese e 1750 aksioneve te zakonshme, te numertuara nga 1 ne 1750, te barabarta me 1 750 000 leke, e barabarte me 50% te pjesemarrjes ne kapital;
2. Aksionari themelues Alf Henryk Wulf: zoterues i 1050 aksioneve te zakonshme, te numertuara nga 1751 ne 2800, te barabarta me 1 050 000 leke, e barabarte me 30% te pjesemarrjes ne kapital;
3. Aksionari themelues Viktor Tushaj: zoterues e 700 aksioneve te zakonshme, te numertuara nga 2801 ne 3500, te barabarta me 700 000 leke, e barabarte me 20% te pjesemarrjes ne kapital;

Neni 3 Selia e shoqerise

Selia e Shoqerise ndodhet ne adresen: Bulevardi Gjergj Fishta, Pallati Jolly, hyrja 2, kati 4. Lezhe. Shoqeria mund te ndryshoje seline e saj, te hape zyra perfaqesie, dege, te krijojte filiale si brenda ashtu dhe jashte Republikes se Shqiperise, vetem me vendim te asamblese se pergjithshme ne mbledhjen e saj te zakonshme.

Neni 4 Objekti i Veprimtarise

Shoqeria do te zhvilloje aktivitetin e saj ne fushen e:

- Prodhim energjie nga burime te rinovueshme si panelet fotovoltaik, impiantet me ere, hidrogjeni dhe biogaz nga mbetjet organike dhe ujrata e zeza.
- Shitje me shumice dhe pakice te energjise elektrike te prodhuar nga energjia diellore, era, biogazi dhe hidrogjen.
- Organizim eventesh turistike me qellim rritjen e fluksit te turistev ne Shqiperi.
- Eksport – import materialesh te ndryshme industriale, ushqimore, makineri e pajise, etj.
- Konsulence ekonomiko – financiare.
- Investime ne fusha dhe sektore te ndryshem
- Te marre pjese ne tendera te ndryshem kombetare dhe nderkombetare

- Krijim shoqeri tregtare, dege lokale dhe kombetare

Neni 5

Kohezgjatja e shoqerise

Shoqeria do te zhvilloje aktivitetin e saj per nje periudhe kohore te pakufizuar

Neni 6

Organet e shoqerise

Organet e shoqerise aksionare jane:

- I. Asambleja e pergjithshme;
- II. Keshilli i Administrimit
- III. Administratori

I. Asambleja e Pergjithshme

Asambleja e pergjithshme merr vendime per ceshtjet e meposhtme te shoqerise:

- a) percaktimin e politikave tregtare;
 - b) ndryshime te statutit, aktit te themelimit;
 - c) emerimin e shkarkimin e anetareve te keshillit te administrimit
 - d) emerimin e shkarkimin e likuiduesve dhe te eksperteve kontabel te autorizuar;
 - e) miratimin e skemes se shperblimeve per personat e permendur ne shkronjat "c" e "d" te kesaj pike;
 - f) miratimin e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise;
 - g) shperndarjen e fitimeve vjetore;
 - h) zmadhimin ose zvogelimin e kapitalit te regjistruar;
 - i) pjesetimin e aksioneve dhe anulimin e tyre;
 - j) ndryshime ne te drejtat, qe lidhen me aksione te llojeve e kategorive te veçanta;
 - k) perfaqesimin e shoqerise ne gjykimet ndaj organeve te administrimit;
 - l) riorganizimin dhe prishjen e shoqerise;
 - m) miratimin e rregullave procedurale te mbledhjeve te saj;
 - n) ceshtje te tjera te parashikuara shprehimisht nga ligji apo statuti.
2. Asambleja e pergjithshme merr vendime pas shqyrtimit te dokumenteve perkatese, se bashku me raportin e keshillit te administrimit dhe raportin e ekspertit kontabel te autorizuar.

II. Keshilli i Administrimit

- (1) Asambleja e Pergjithshme cakton tre ose me shume, por jo me shume se 21, persona fizike si anetare te Keshillit te Administrimit, ne pajtim me shkronjen "c", pika 2 te nenit 135 dhe piken 2 te nenit 155 te Ligjit. Emerimet do te jene individuale dhe ne perputhje me vendimin e mbledhjes se Asamblese se Pergjithshme te marre me shumice votash, i cili, nese miratohet, sjell emerimin e personit te propozuar si anetar te Keshillit te Administrimit. Anetaret e Keshillit te Administrimit mund te shkarkohen nga detyra ne çdo kohe nga Asambleja e Pergjithshme, pa cenuar te drejtat qe burojne nga nje kontrate pune e lidhur me Shoqerine.
- (2) Shumica e anetareve te Keshillit te Administrimit do te jene te pavarur dhe nuk do te jene Administratore, ne perputhje me parashikimet e pikes 1 dhe 4 te nenit 155 te Ligjit.
- (3) Anetaret e Keshillit te Administrimit mund te caktojne nje person i cili deshiron te veproje ne cilesine e anetarit te Keshillit te Administrimit, duke pasur parasysh se emerimi nuk perben zmadhim te numrit te anetareve, te permendur ne piken 1 te ketij neni. Anetari i Keshillit te Administrimit i emeruar ne kete menyre do te jete ne detyre deri ne mbledhjen vjetore vijuese te Asamblese se Pergjithshme.
- (4) Personat e meposhtem emerohen si anetare te pare te Keshillit te Administrimit:
 - znj. Armida Hemeling, shtetase gjermane, lindur ne Tirane, me date 22.10.1978, dhe banuese ne Gjermani, madhore dhe me zotesi te plote juridike per te vepruar, mbajtese e pasaportes gjermane me nr. C9KRG9YTY;

- z. Alf Henryk Wulf, shtetas gjerman, lindur ne Kiel, me date 07.11.1962, dhe banues ne Stuttgart, Gjermani, madhor dhe me zotesi te plote juridike per te vepruar, mbajtes I pasaportes gjermane me nr. C86HFVTJO

- z. Viktor Tushaj, shtetas shqiptar, lindur me 01.01.1962, ne Gramsh dhe banues ne Tirane, madhor dhe me zotesi te plote juridike per te vepruar, mbajtes I leternjofimit me nr. Personal G20101209I;

III. Administratori / administratoret

(1) Keshilli i Administrimit zgjedh nje ose me shume persona fizike si Administratore dhe perfaqesues te Shoqerise per nje periudhe trevjeçare, ne pajtim me nenin 158 te Ligjit. Emerimet do te jene individuale dhe sipas nje vendimi te Keshillit te Administrimit, i cili, nese miratohet, sjell emerimin e personit te propozuar si Administrator. Administratoret mund te shkarkohen ne çdo kohe nga detyra, pa cenuar te drejtat qe burojne nga nje kontrate pune e lidhur me shoqerine.

(2) Administrator i shoqerise emerohet z. Viktor Tushaj, shtetas shqiptar, lindur me 01.01.1962, ne Gramsh dhe banues ne Tirane, madhor dhe me zotesi te plote juridike per te vepruar, mbajtes I leternjofimit me nr. Personal G20101209I, i cili do te ushtroje te gjitha kompetencat e administrimit te zakonshem dhe jashtezakonshem sipas percaktimeve te legjislacionit ne fuqi, per nje periudhe kohore 3 vjecare;

Neni 7

Viti Financiar

Viti financiar i shoqerise fillon me 01.01 te çdo viti dhe perfundon me 31.12 te çdo viti.

Perjashtimisht, viti i pare financiar fillon nga data e regjistrimit te shoqerise ne Regjistrin Tregtar dhe mbyllet me 31 dhjetor te po atij viti.

Shoqeria emeron ekspertin kontabel te saj Znj. Mirela Bushi, shtetase shqiptare, lindur me 19.01.1967, ne Korce dhe banuese ne Tirane, Rr. Vllazen Kondi, Nj. A. nr. 2, mbajtese e leternjofimit me nr. Personal G75119105G, per nje periudhe 3 vjecare nga themelimi i shoqerise.

Neni 8

Shperndarja, Prishja dhe Likuidimi i Shoqerise

Ne rast te likuidimit te Shoqerise, likuiduesi, ne perputhje me Ligjin dhe me vendimin e posaçem te Asamblese se Pergjithshme te marre me shumice te kualifikuar, mund te shperndaje ne dobi te aksionareve te gjitha ose nje pjese te vleres se pasurive te Shoqerise dhe per kete qellim, mund te vleresoje çdo pasuri dhe te percaktoje menyren e shperndarjes midis aksionareve ose atyre qe zoterojne aksione te klasave te ndryshme te Shoqerise.

Shperndarja e shoqerise mund te behet ne cdo kohe dhe cfaredo shkaku ose ne nje nga menytrat e parashikuara nga ligjit "Per Falimentimin e Shoqerive Tregtare" me vendim te asamblese se aksionareve.

Neni 9

Baza ligjore

Per sa nuk parashikohet ne kete akt themelimi, do te zbatohen dispozitat e ligjit "Per tregtaret dhe shoqerite tregtare", Kodit Civil dhe çfaredo ligji tjeter specifik ne Republiken e Shqiperise.

Neni 10

Dispozita perfundimtare

Akti i themelimit u perpilua ne 5 kopje ne gjuhen shqipe dhe angleze, per t'ju shperndare organeve kompetente dhe nje kopje do te mbetet ne dokumentacionin baze te shoqerise **Arvial Green Energy sha.**


Aksionarë Themelues të shoqërisë

Arvial Green Energy sha

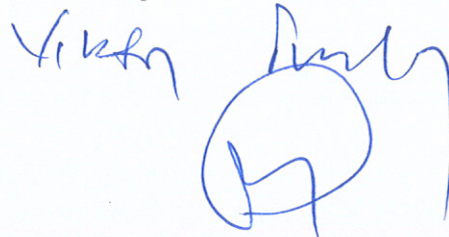
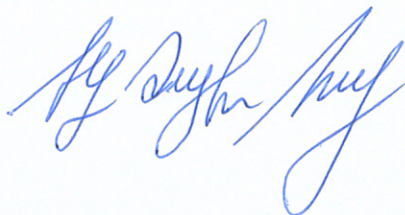
Alf Henryk Wulf

Viktor Tushaj

Armida Hemeling



Armida Hemeling



**Establishment act
Of the company “Arvial Green Energy”**

Today on 08.04.2022

- Mrs. Armida Hemeling, German citizen, born in Tirana, on 22.10.1978, and resident in Germany, adult and with complete juridical capacities to act, holder of the German passport with no. C9KRG9YTY;

- Mr. Alf Henryk Wulf, German citizen, born in Kiel, on 07.11.1962, and resident in Stuttgart, Germany, adult and with complete juridical capacities to act, holder of the German passport with no. C86HFVTJO

- Mr. Viktor Tushaj, Albanian citizen, born on 01.01.1962, in Gramsh and resident in Tirana, adult and with complete juridical capacities to act, holder of the Identity card with personal no. G20101209I;

In the quality of the founding shareholders have established the Joint-Stock Company “Arvial Green Energy”sha

**Article 1
Establishment**

It is established the private company named “Arvial Green Energy” sha. The Company will be subject of Albanian legislation, while branches that can be created will be subject to the legislation which will have the seat. The company will exercise its activities under this act and the statute of the company.

**Article 2
Capital**

The registered capital of the company is 3 500 000 ALL, divided into 3 500 ordinary shares each with a par value of 1000 leke / share. The shares of the founders in the capital of the company are in accordance with their contribution as follows:

1. Founding shareholder Armida Hemeling: holder of 1750 ordinary shares, equal to 1 750 000 leke, equal to 50% of the participation in the shares' capital;
2. Founding shareholder Alf Henryk Wulf: holder of 1050 ordinary shares, equal to 1 050 000 leke, equal to 30% of the participation in the shares' capital;
3. Founding shareholder Viktor Tushaj: holder of 700 ordinary shares, equal to 700 000 leke, equal to 20% of the participation in the shares' capital;

**Article 3
Company's Headquarters**

The company headquarters are located at Bulevardi Gjergj Fishta, Pallati Jolly, hyrja 2, kati 4. Lezhe.

The company may change its registered office, open representative offices, branches, creating both inside and outside the Republic of Albania, only with the decision of the general assembly in its ordinary meeting.

**Article 4
Scope of Activity**



The company will conduct the following activities:

- Production of energy from renewable sources as photovoltaic panels, wind, hydrogen and biogas from the organic waste and sewerage.
- Wholesale and retail of the electric energy produced from the sun energy, wind, biogas and hydrogen.
- Organization of tourism events aiming the increase of tourists in Albania.
- Export – import of different industrial and alimentary goods, machineries, devices, etc.
- Economic – financial consultancy.
- Investments in different fields and sectors.
- Participation in different national and international tenders
- Establishment of commercial companies and local or national branches

Article 5

Duration of the Company

The Company's duration shall be indefinite.

Article 6

Company Bodies

The bodies of a joint stock company are:

I. General Assembly;

II. Board of Directors

III. Administrator / administrators

I. General Assembly

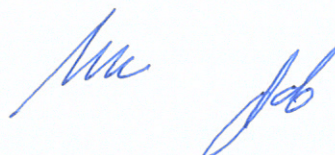
The General Assembly of the company shall decide on the following cases:

- a) Setting the business policies;
- b) Amendments to the Statute;
- c) Election and dismissal of the members of the Board of Directors;
- d) Election and dismissal of independent auditors and liquidators;
- e) Approval of remuneration schemes regarding the persons mentioned under numbers c and d;
- f) Adoption of the annual statement of accounts and performance reports;
- g) Distribution of annual profits;
- h) Increase or decrease of the basic capital;
- i) Dividing shares into parts and withdrawal of shares;
- j) Changes in the rights associated with individual classes and kinds of shares;
- k) Representation of the company in court and in other proceedings against directors;
- l) Company restructuring and dissolution;
- m) Adoption of its own rules of procedure;
- n) Other matters set by regulation or the Statute.

2. The General Assembly decides after having reviewed the relevant documents, together with the report of the Board of directors and the report of the statutory auditor.

II. Board of Directors

(1) The General Assembly appoints three or more, but not more than 21 natural persons as members of the Board of directors, in accordance with the letter "c" paragraph 2 of the Article 135 and paragraph 2 of the Article 155 of the Law. The appointments will be individual and in



accordance with the decision of the General Assembly meeting taken with the majority of votes, which, if approved, derives in the appointment of the proposed person as a member of the Board of directors. The members of the Board of Directors may be removed from office at any time by the General Assembly, without prejudice to the rights that derive from a contract of employment stipulated with the company.

(2) Most of the members of the Board of directors shall be independent and shall not be Administrators, in accordance with the provisions of the paragraphs 1 and 4 of the Article 155 of

(3) The members of the Board of directors may appoint a person who wishes to act as a member of the Council of Administration, given that this appointment does not include an increase of the number of members referred to the paragraph 1 of this Article. The member of the Board of Directors appointed in this way will be in office until the next annual meeting of the General Assembly.]

(4) The following persons are appointed as first member of the Board of Directors of the company

- Mrs. Armida Hemeling, German citizen, born in Tirana, on 22.10.1978, and resident in Germany, adult and with complete juridical capacities to act, holder of the German passport with no. C9KRG9YTY;

- Mr. Alf Henryk Wulf, German citizen, born in Kiel, on 07.11.1962, and resident in Stuttgart, Germany, adult and with complete juridical capacities to act, holder of the German passport with no. C86HFVTJO

- Mr. Viktor Tushaj, Albanian citizen, born on 01.01.1962, in Gramsh and resident in Tirana, adult and with complete juridical capacities to act, holder of the Identity card with personal no. G20101209I;

III. Administrators

(1) The Board of Directors shall select one or more natural persons as Administrators and representatives of the Company for a period of three years, in accordance with Article 158 of the Law. The appointments will be individual and by a decision of the Board of Directors, which, if approved, derives in the appointment of the proposed person as Administrator. The Administrators may be removed from office at any time, without prejudice to the rights and obligations arising from a contract of employment associated with the company.

(2) Mr. Viktor Tushaj, Albanian citizen, born on 01.01.1962, in Gramsh and resident in Tirana, adult and with complete juridical capacities to act, holder of the Identity card with personal no. G20101209I is appointed as administrator of the company, enabled to exercise the ordinary and extraordinary competences of the company's administration according the definitions of the legislation in force, for a period of 3 years;

Article 7

Financial year

The financial year of the company starts on 01.01. of each year and ends on 31.12 of each year. Exceptionally, the first financial year starts from the date of registration of the company in the NRC and closes on 31 December of the same year.

The fiscal expert for the audit of the company is appointed Mrs. Mirela Bushi, Albanian citizen, born on 19.01.1967, in Korce and resident in Tirana, Rr. Vllazen Kondi, Nj. A. nr. 2, holder of the ID with personal number G75119105G, for a period of 3 years from the constitution of the company.

Article 8
Distribution, Liquidation and Termination of the Company

If the company is wound up, the liquidator may, with the sanction of a qualified resolution of the General Meeting and in accordance with the Law, divide among the shareholders in specie the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the division shall be carried out as between the shareholders or different classes of shareholders.

The dissolution of the company may be realized at any time and any reason or in a manner provided by the law "On Bankruptcy of the Commercial Companies", by means of a decision of the shareholders' assembly.

Article 9
Legal Basis

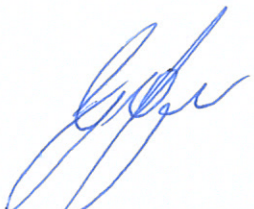
For what not provided in this establishment act, the provisions of the law "On entrepreneurs and Companies", the Civil Code, and any other specific law in the Republic of Albania shall apply.

Article 10
Final provisions

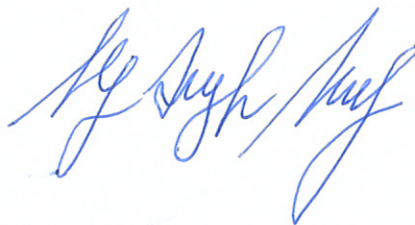
The Act of Establishment was compiled in 5 copies in Albanian and English, to be distributed to the competent authorities and a copy will remain in the basic documents of the company **Arvial Green Energy sha.**

Founding shareholder of the company
Arvial Green Energy sha

Armida Hemeling


Armida Hemeling

Alf Henryk Wulf



Viktor Tushaj

