



REPUBLIKA E SHQIPËRISË
DHOMA KOMBËTARE E NOTERISË
DEGA VENDORE TIRANË

NOTER DONIKA A. GJINI
ADRESA Rruga "Emin Duraku",
P.Av.Vjeter, Nr.6
TEL: 692070532

REDAKTIM DHE VËRTETIM I AKTEVE TË SH.P.K-VE

Nr. repertori: 9448

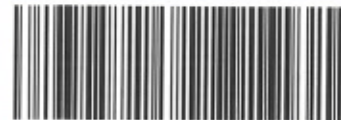
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Tirane më 30/12/2021

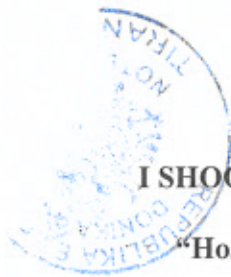
Ligjet referuese:

- 1.Ligji nr. 7850, datë 29/07/1994 "Kodi Civil i Republikës së Shqipërisë", i ndryshuar
- 2.Ligji nr. 9887, date 10/03/2008 "Për mbrojtjen e të dhënave personale", i ndryshuar
- 3.Ligji nr. 110, datë 20/12/2018 "Për Noterinë"

*Akti noterial përbëhet nga 15 fletë



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**AKT THEMELIMI
I SHOQERISE ME PERGJEGJESI TE
KUFIZUAR
"Hospitality Invest Group" Sh.p.k**

Sot me date 28 Dhjetor (dymije e njezete e nje, perpara meje Noteres Donika A. Gjini, u paraqit pala e meposhtme:

Shoqeria "INFINITY INVESTMENT" Sha, shoqeri tregtare e regjistruar prane Qendres Kombetare te Biznesit ne date 16.05.2013 me NUIS nr L61716024F, me seli ne adresen Njesia Administrative Nr. 5, Rruga Brigada VIII, Ndertesa Nr. 6, Hyrja 7, Apartamenti 1, 1019, Tirane, Shqiperi e perfaqsuar sipas Vendimit te Asamblese se Ortakut date 28/12/2021 nga Administratori i Shoqerise **Zj.ROVENA ZAHIRI**, shtetase shqiptare, lindur ne Durres, ne 12.08.1983, banuese ne Tirana, identifikuar me leternjoftimin shqiptar me nr.personal I35812175C,

e cila ka vendosur te nenshkruaje Aktin e Themelimit te meposhtem te nje shoqerie me pergjegjesi te kufizuar (me poshte "Shoqeria"), aktiviteti i se ciles rregullohet nga legjislacioni shqiptar ne fuqi dhe Statuti i saj, i cili eshte pjese perberese e ketij akti.

Neni 1 - Emertimi

Emertimi i Shoqerise eshte "**Hospitality Invest Group**" Sh.p.k.

Neni 2 - Selia

Selia e Shoqerise eshte ne Njesia Bashkiake Nr. 5, Rruga Emin Duraku, Pallati Binjaket Nr. 5, Kati 1 teknik, Ap. 1&2, Tirane, Shqiperi.

Neni 3 - Kohezgjatja

Kohezgjatja e veprimtarise se Shoqerise do te jete do te jete me nje afat te pacaktuar.

Neni 4 - Objekti i shoqerise



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**MEMORANDUM OF INCORPORATION
OF THE LIMITED LIABILITY
COMPANY
"Hospitality Invest Group" Ltd**

Today, on 28 December (two thousand twenty-one), before me Donika A. Gjini, Notary Public, the following party appears:

The company " INFINITY INVESTMENT " joint stock company, an Albanian company registered in the National Registration Center on date 16.05.2016 with NUIS no. L61716024F, with legal address in Njesia Administrative Nr. 5, Rruga Brigada VIII, Ndertesa Nr. 6, Hyrja 7, Apartamenti 1, 1019, Tirana, Albania, represented according to the Shareholder Decision date 28/12/2021 by Administrator of the Company **Mrs.ROVENA ZAHIRI**, Albanian citizen, born in Durres, on 12.08.1983, identified with Albanian identity card personal number I35812175C,

who, decide to sign this Memorandum of Incorporation of a Limited Liability Company (hereinafter the "Company"), whose activity will be performed pursuant to the Albanian legislation in force and its Articles of Association, which constitutes an integral part of this act.

Article 1 - Company's Name

The denomination of the Company is "**Hospitality Invest Group**" Ltd.

Article 2 – Registered Office

The registered office of the Company is in: Njesia Bashkiake Nr. 5, Rruga Emin Duraku, Pallati Binjaket Nr. 5, Kati 1 teknik, Ap. 1&2 Tirana, Albania.

Article 3 – Duration

The duration of the Company is infinite.

Article 4 – Object of Activity



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Shoqeria ka per objekt kryerjen e te gjitha aktiviteteteve tregtare ne perputhje me dispozitat ligjore shqiptare ne fuqi, qe lidhen me fushen e hotelierise, resort, bar, restorant, etj.

The object of activity of the Company is performing all commercial activities in accordance with the Albanian legal provisions in force, which are linked up in hotel activity, resort, bar, restaurant, etc.

Gjithashtu, ne perputhje me legjislacionin shqiptar, shoqeria mund te kryeje dhe te realizoje cdo aktivitet qe lidhet direkt apo indirekt, eshte si rrjedhim apo ka te beje me fushat e veprimtarise te permendura me siper. Shoqeria mund te kryeje cdo aktivitet tjeter biznesi, i cili eshte i lejuar nga ligji i zbatueshem ne Republiken e Shqiperise.

Also, in accordance with the Albanian legislation, the company may perform and realize any activity directly or indirectly related to, or is, or has to do with the objectives listed above.

The company can perform any other business activity, which is not prohibited by the law applicable in the Republic of Albania.

Per te arritur qellimin e mesiper shoqeria mund te ndermarre veprime me pasurite e luajtshme apo te paluajtshme dhe cdo aktivitet tregtar, bashkepunim, aktiviteti financiar, per dhenie, marrje me qira apo hipotekim qe mund te konsiderohet i dobishem apo i nevojshem ne menyre qe te arrihet objektivi i shoqerise.

To achieve the above goal the company may undertake movable or immovable property and any commercial activity, cooperation, financial activity, leasing, renting or mortgage activity that may be considered useful or necessary to achieve the company's objective.

Neni 5 – Kapitali themeltar

Article 5 – Capital

5.1 Kapitali themeltar i shoqerise eshte 1,000 Leke (nje mije) leke.

5.1 The capital of the Company is 1,000 ALL (a thousand Albanian Lek).

5.2. Kapitali themeltar i shoqerise perbehet nga 1 (nje) kuote, e gjitha e nenshkruar dhe e shlyer, me vlere nominale 1,000 leke.

5.2 The capital of the Company consists of 1 (one) quota, totally subscribed and paid, with a par value of 1,000 Leke.

5.3 Ortaku i vetem i Shoqerise eshte:

5.3 Sole quota holder of this Company is:

Shoqeria "INFINITY INVESTMENT" Sha, shoqeri tregtare e regjistruar prane Qendres Kombetare te Biznesit me NUIS nr L61716024F, me seli ne adresen Tirane Njesia Administrative Nr. 5, Rruga Brigada VIII, Ndertesa Nr. 6, Hyrja 7, Apartamenti 1, 1019, Tirane, Shqiperi, zoteruese i 1 (nje) kuote me vlere 1,000 Leke (njemije leke) qe perben 100% te kapitalit te Shoqerise.

The company "INFINITY INVESTMENT" joint stock company, an Albanian company registered in the National Registration Center on date 16.05.2016 with NUIS no. L61716024F, with legal address in Njesia Administrative Nr. 5, Rruga Brigada VIII, Ndertesa Nr. 6, Hyrja 7, Apartamenti 1, 1019, Tirana, Albania, owner of 1 (one) quota with nominal value 1,000 Leke (one thousand leke), which constitutes 100% of the Company's share.



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Neni 6 – Transferimi i kuotave

Kuotat i transferohen te treteve sipas parashikimeve te Statutit.

Neni 7 – Administrimi

7.1 Me kete akt emerohet 1 (nje) Administrator i Shoqerise personi si me poshte:

- **Z.Petrit Salla**, shtetas shqiptar, atesia Rustem lindur me 04.11.1952 ne Plangaricë, Elbasan dhe banues ne Tirane, mbajtes i dokumentit te identifikimit me numer personal F21104035B;

7.2 Administratori do te ushtroje te gjitha kompetencat e administrimit te zakonshem, ne perputhje me parashikimet e nenit 95 te ligjit nr. 9901, date 14 prill 2008 “Per tregtaret dhe Shoqerite tregtare” dhe nenit 14 te Statutit.

7.3 Administratorit i jepet te gjitha kompetencat e nevojshme per te kryer te formalitetet e permbushjen e detyrimeve te parashikuara per themelimin e Shoqerise sipas legjislacionit ne fuqi. Per kete qellim, Administratoret, mund t’u drejtohen per ndihme te treteve ose konsulenteve te cileve mund te delegojne ne teresi ose pjeserisht kryrjen e aktivitetit te siperpermendur.

7.4 Administratori eshte gjithashtu i autorizuar te veproje ne emer te Shoqerise ne formim e siper deri ne regjistrimin e saj prane Qendres Kombetare te Regjistrimit. Ai eshte gjithashtu i autorizuar, te firmosi te gjitha aktet dhe te marre persiper detyrime ne emer te Shoqerise qe rrjedhin prej momentit te regjistrimit te saj si edhe ka te drejte t’i delegoje kompetencat e tyre personave te tjere.

Neni 8– Gjuha

Article 6 – Transfer of Quotas

The Company’s quotas may be transferred pursuant to the provisions set forth in the Articles of Association.

Article 7 – Administration

7.1 With the present act is appointed 1 (one) Administrator of the Company who is the following person:

- **Mr.Petrit Salla**, Albanian citizen, father’s name Rustem, born on 04.11.1952, in Plangaricë, Elbasan and resident in Tirana, holder of identification document with personal number F21104035B.

7.2 The Administrator shall exercise all the powers concerning ordinary management of the Company, in accordance to the provisions under article 95 of the Law no. 9901 “On Entrepreneurs and Commercial Companies” dated 14.04.2008 and article 14 of the Articles of Association.

7.3 The Administrator is granted all necessary powers to perform all the formalities and procedures required for the incorporation of the Company under the legislation in force. To this purpose, the Administrator may address for assistance to third parties and consultants and may delegate to them some or all of the conduct of such activities.

7.4 The Administrator is also empowered to act on behalf of the new Company for the purpose of its registration with the National Center of Registration. The Administrator is also empowered to sign all documents and to contract on behalf of the Company obligations arising from its registration with the National Registration Centre itself and to delegate its powers to other special prosecutors.

Article 8 – Language



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8.1 Ky Akt Themelimi eshte hartuar ne 3 (tre) kopje ne gjuhen shqipe dhe ne gjuhen angleze.

8.1 This Memorandum of Incorporation is drafted in 3 (three) copies in Albanian and English language.

8.2 Per te gjitha mosmarreshjet qe mund te lindin ne lidhje me interpretimin e akteve si me larte, versioni ne gjuhen shqipe do te jete i vetmi version ligjerisht detyrues.

8.2 For every dispute arising from the application and/or interpretation of this act, the Albanian version will be binding and the sole having legal effect.

Une, Noterja ia lexova kete Akt Themelimi me ze te larte pales, e cila e deklaroi ate ne perputhje te plote me vullnetin e saj. Ky Akt Themelimi nenshkruhet lirisht nga pala ne pranine time, dhe une Noterja, vertetoj nenshkrimin e tij sipas ligjit.

IN WITNESS WHEREOF, the appearing Party declared, that he finds this Memorandum of Incorporation fully in compliance with his will, and thereafter signs it, as of the date first above written, by his full and free will, I, Notary Public do certify his signature in conformity with the law.

ORTAKU I VETEM/SOLE QUOTAHOLDER

Shoqeria/Company "INFINITY INVESTMENT" Sha
Perfaqsuar nga / Represented by

Rovena ZAHIRI



NOTERI PUBLIK/PUBLIC NOTARY

DONIKA A. GJINI





**STATUTI I
SHOQERISE ME PERGJEGJESI TE
KUFIZUAR**

“Hospitality Invest Group” Sh.p.k

Sot me date 28 Dhjetor (dymije e njezete e nje, perpara meje Noteres Donika A. Gjini, u paraqit pala e meposhtme:

- **Shoqeria “INFINITY INVESTMENT” Sha,** shoqeri tregtare e regjistruar prane Qendres Kombetare te Biznesit ne date 16.05.2013 me NUIS nr L61716024F, me seli ne adresen Njesia Administrative Nr. 5, Rruga Brigada VIII, Ndertesa Nr. 6, Hyrja 7, Apartamenti 1, 1019, Tirane, Shqiperi e perfaqsuar sipas Vendimit te Asamblese se Ortakut date 28/12/2021 nga Administratori i Shoqerise **Zj.ROVENA ZAHIRI**, shtetase shqiptare, lindur ne Durres, ne 12.08.1983, banuese ne Tirana, identifikuar me leternjoftimin shqiptar me nr.personal I35812175C,

e cila ka vendosur te nenshkruaje Statutin e meposhtem per krijimin e nje Shoqerie me Pergjegjesi te Kufizuar ne perputhje me legjislacionin shqiptar, mbeshtetur ne Ligjin nr 9901 date 14.04.2008, “Per shoqerite tregtare”, ndryshimet e tij, dhe ne legjislacionin shqiptar ne fuqi, per ushtrimin e veprimtarise sipas parashikimeve te bera nga ky Statut

**KAPITULLI I
FORMA, EMERTIMI, OBJEKTI, SELIA,
KOHEZGJATJA**

Neni 1 – Forma

- 1.1 Shoqeria **“Hospitality Invest Group” Sh.p.k** (ne vijim “Shoqeria”) krijohet ne formen e nje shoqerie me pergjegjesi te kufizuar, dhe veprimtaria e saj rregullohet me ane te ketij Statuti dhe Aktit te Themelimit.
- 1.2 Shoqeria vepron sipas legjislacionit shqiptar

**ARTICLES OF ASSOCIATION
OF THE LIMITED LIABILITY
COMPANY**

“Hospitality Invest Group” Ltd

Today, on 28 December (two thousand twenty-one), before me Donika A. Gjini, Notary Public, the following party appears:

- The company “ INFINITY INVESTMENT ” joint stock company,** an Albanian company registered in the National Registration Center on date 16.05.2016 with NUIS no. L61716024F, with legal address in Njesia Administrative Nr. 5, Rruga Brigada VIII, Ndertesa Nr. 6, Hyrja 7, Apartamenti 1, 1019, Tirana, Albania, represented according to the Shareholder Decision date 28/12/2021 by Administrator of the Company **Mrs. ROVENA ZAHIRI**, Albanian citizen, born in Durres, on 12.08.1983, identified with Albanian identity card personal number I35812175C,

who, decide to sign these Articles of Association of establishment of a Limited Liability Company, in accordance with Albanian legislation, based on Law no 9901 dated 14.04.2008, “On Commercial Companies”, amended, and on other Albanian legislation in force, for exercising the activity according to the provisions of this Statute.

**TITLE I
FORM - COMPANY’S NAME – OBJECT
OF ACTIVITY - REGISTERED OFFICE –
DURATION**

Article 1 - Form

- 1.1 The company named **“ Hospitality Invest Group”Ltd** (hereinafter the “Company”) is incorporated as a private limited liability company, and its activity will be performed pursuant to these Articles of Association and its Memorandum of incorporation.
- 1.2 The Company acts pursuant to the Albanian



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ne fuqi.

1.3 Akti i Themelimit dhe Statuti jane ne perputhje me legjislacionin shqiptar qe ka karakter te detyrueshem, ndersa çeshtjet qe nuk jane shprehimisht te parashikuara ne to, plotesohen nga legjislacioni shqiptar.

Neni 2 – Emertimi

2.1 Emertimi i Shoqerise eshte “**Hospitality Invest Group**” Sh.P.K.

Neni 3 – Personaliteti Juridik

3.1 Shoqeria fiton personalitetin juridik me regjistrimin e saj ne Regjistrin Tregtar prane Qendres Kombetare te Biznesit.

Neni 4 – Objekti

Shoqeria ka per objekt kryerjen e te gjitha aktiviteteve tregtare ne perputhje me dispozitat ligjore shqiptare ne fuqi, qe lidhen me fushen e hotelierise, resort, bar, restorant, etj.

Gjithashtu, ne perputhje me legjislacionin shqiptar, shoqeria mund te kryeje dhe te realizoje çdo aktivitet qe lidhet direkt apo indirekt, eshte si rrjedhim apo ka te beje me fushat e veprimtarise te permendura me sipër.

Shoqeria mund te kryeje çdo aktivitet tjeter biznesi, i cili eshte i lejuar nga ligji i zbatueshem ne Republikën e Shqiperise.

Per te arritur qellimin e mesiper shoqeria mund te ndermarre veprime me pasurite e luajtshme apo te paluajtshme dhe çdo aktivitet tregtar, bashkepunim, aktiviteti financiar, per dhenie, marrje me qira apo hipotekim qe mund te konsiderohet i dobishem apo i nevojshem ne menyre qe te arrihet objektivi i shoqerise.

Neni 5 - Selia

5.1 Selia e Shoqerise eshte ne: Njesia Bashkiake Nr. 5, Rruga Emin Duraku, Pallati Binjaket Nr. 5, Kati 1 teknik, Ap. 1&2 Tirane, Shqiperi.

legislation in force.

1.3 The Memorandum of Incorporation and the Articles of Association are in accordance with the mandatory Albanian legislation, and the issues which are not expressly provided herein will be regulated by the Albanian legislation.

Article 2 - Company's Name

2.1 The denomination of the Company is “**Hospitality Invest Group**” Sh.p.k.

Article 3 – Legal Personality

3.1 The company attains legal personality by registering in the Commercial Register at the National Business Center.

Article 4 – Object of Activity

The object of activity of the Company is performing all commercial activities in accordance with the Albanian legal provisions in force, which are connected with hotel activity, resort, bar, restaurant, etc.

Also, in accordance with the Albanian legislation, the company may perform and realize any activity directly or indirectly related to, or is, or has to do with the objectives listed above.

The company can perform any other business activity, which is not prohibited by the law applicable in the Republic of Albania.

To achieve the above goal the company may undertake movable or immovable property and any commercial activity, cooperation, financial activity, leasing, renting or mortgage activity that may be considered useful or necessary to achieve the company's objective.

Article 5 – Registered Office

5.1 The registered office of the Company is in: Njesia Bashkiake Nr. 5, Rruga Emin Duraku, Pallati Binjaket Nr. 5, Kati 1 teknik,



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- 5.2 Transferimi i selise se Shoqerise ne nje vend tjetër behet me vendimin e Asamblese se Ortakeve.
- 5.2 The transfer of the registered office of the company will be made by resolution of the General Meeting.
- 5.3 Asambleja e Ortakeve mund te vendose hapjen e filialeve, degeve dhe perfaqesi te Shoqerise ne qytete te tjera te Shqiperise.
- 5.3 The General Meeting may open subsidiaries, branches, and representative offices inside the territory of Albania.

Neni 6 – Kohezgjatja e veprimtarise

Article 6 - Duration

- 6.1 Kohezgjatja e veprimtarise se Shoqerise do te jete me nje afat te pacaktuar.
- 6.1 The duration of the Company is infinite.
- 6.2 Shoqeria mund te prishet perpara ketij afati ose mund te zgjase kohezgjatjen e saj me vendim te Asamblese se Ortakeve.
- 6.2 The Company may be dissolved before this term or the duration of the company may be extended through a resolution of the General Meeting.

KAPITULLI II KAPITALI THEMELTAR, NDARJA DHE TRANSFERIMI I KUOTAVE

TITLE II CAPITAL – CONTRIBUTIONS AND TRANSFER OF QUOTAS

Neni 7 – Kapitali themeltar

Article 7 - Capital

- 7.1 Kapitali themeltar i shoqerise eshte 1,000 Leke (nje mije) leke.
- 7.1 The capital of the Company is 1,000 ALL (a thousand Albanian Lek).
- 7.2 Kapitali themeltar i shoqerise perbehet nga 1 (nje) kuote, e gjitha e nenshkruar dhe e shlyer, me vlere nominale 1,000 leke.
- 7.2 The capital of the Company consists of 1 (one) quota, totally subscribed and paid, with a par value of 1,000 Leke.
- 7.3 Ortaku i vetem i Shoqerise eshte:
- 7.3 Sole quota holder of this Company is:
- **Shoqeria "INFINITY INVESTMENT" Sha**, shoqeri tregtare e regjistruar prane Qendres Kombetare te Biznesit me NUIS nr L61716024F, me seli ne adresen Tirane Njesia Administrative Nr. 5, Rruga Brigada VIII, Ndertesa Nr. 6, Hyrja 7, Apartamenti 1, 1019, Tirane, Shqiperi, zoteruese i 1 (nje) kuote me vlere 1,000 Leke (njemije leke) qe perben 100% te kapitalit te Shoqerise.
- **The company "INFINITY INVESTMENT" joint stock company**, an Albanian company registered in the National Registration Center on date 16.05.2016 with NUIS no. L61716024F, with legal address in Njesia Administrative Nr. 5, Rruga Brigada VIII, Ndertesa Nr. 6, Hyrja 7, Apartamenti 1, 1019, Tirana, Albania, owner of 1 (one) quota with nominal value 1,000 Leke (one thousand leke), which constitutes 100% of the Company's share.
- 7.4 Kuotat, me vendim te ortakut te vetem, jane lirisht te transferueshme tek çdo individ ose
- 7.4 The quotas, by decision of the sole quota holder, are liberty transferrable to any private



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person juridik, nepermjet kontrates se shitblerjes, trashegimise, dhurimit ose ndermjet çdo menyre tjeter te parashikuar nga ligji.

entity or legal entity, through the selling contract, inheritance, donation or by any other means provided by law

Neni 8 – Rritja e kapitalit themeltar

Article 8 – Increase of share capital

- 8.1 Kapitali themeltar mund te rritet pa kufi ne çdo moment, nje ose disa here, me vendim te Asamblese se Ortakeve.
- 8.2 Ne rast rritjeje te kapitalit, te gjithë ortaket kane te drejten te nenshkruajne rritjen ne raport me pjeset e kapitalit te zoteruara. Ne rast se disa nga ortaket nuk e ushtrojne kete te drejte, pjeset e tyre mund te nenshkruhen nga ortaket e tjere proporcionalisht me pjeset e kapitalit te zoteruara prej tyre.

- 8.1 The General Meeting may increase without any limit, one or few times, and the Company's share capital.
- 8.2 In case of increase of share capital, all quota holders have the right to subscribe the increase in proportion to their quotas in the capital. In case some of the quota holders waive their right to subscribe for their portion, the unsubscribed capital may be subscribed by the other quota holders in proportion to their quotas in the share capital.

Neni 9 – Zvogelimi i kapitalit themeltar

Article 9 – Reduction of share capital

- 9.1 Shoqeria mund te zvogeloje kapitalin themeltar me vendimin e Asamblese se Ortakeve. Ne çdo rast kapitali themeltar nuk mund te zvogelohet nen kufijte e parashikuar nga ligji.
- 9.2 Zvogelimi i kapitalit perballohet nga secili prej ortakeve ne te njejten mase me pjeset e kapitalit te zoteruara prej tyre.

- 9.1 The General Meeting may resolve to reduce the Company's share capital. In any case the Company's share capital may not be reduced under the limit provided by the law.
- 9.2 The quota holders afford the reduction of the Company's share capital in proportion to their quotas in the share capital.

Neni 10 – Transferimi i kuotave

Article 10 – Transfer of Quotas

- 10.1 Kuotat jane lirisht te transferueshme ndermjet ortakeve.
- 10.2 Ne rast transferimi ne çdo lloj forme, si me shperblim ashtu edhe pa shperblim ne kuptimin me te gjere te fjales, duke perfshire ketu edhe dhurimin ne favor te subjekteve te tjere te ndryshem nga ortaket, kuotat duhet me pare t'i ofrohen ne parablerje ortakeve te tjere.
- 10.3 Ne nje rast te tille ortaku qe do te transferoje kuoten e tij duhet te njoftoj ortaket e tjere, me leter rekomande me kthim pergjigje, mbi synimin per shitje, duke percaktuar çmimin, kushtet, modalitetet, emrin e blesesit dhe

- 10.1 Quotas of the capital may be freely transferred between quota holders.
- 10.2 In case of transfer of any form, with as well without consideration, including donation in favor of other subjects different from quota holders, the quota should be offered in priority to other quota holders.
- 10.3 In such a case the quota holders that will transfer his quota should notify the other quota holders, with written notice by registered mail, on sale purpose, specifying the price, all terms and conditions of the



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afatet e transferimit. E drejta e parablerjes duhet t'i referohet te gjitha kuotave te ofruar per shitje.

transfer, indicating the name of the cessionary quota holder. The prior right for purchase should be referred to all quotas offered in sale.

10.4 Ortaket do te kene ne dispozicion 15 (pesembledhete) dite nga marrja e letres rekomande, per t'i komunikuar ortakut qe transferon kuotat, synimin e tyre per te ushtruar apo jo te drejten e parablerjes. Ne rast se ata nuk pergjigjen ne afatin e caktuar, prezumohet se kane hequr dore nga e drejta e tyre e parablerjes.

10.4 Within 15 (fifteen) days from the receiving of the written notice by mail registered, the quota holders inform the transferor on his purpose to exercise or not the prior right for purchase. Should the other quota holders not inform the transferor as per the above term, is presumed to have given up their rights of prior right for purchase.

10.5 Ne rast se nuk ushtrohet e drejta e parablerjes, kuotat mund t'u transferohen te treteve plotesisht apo pjeserisht, me vendimin pozitiv te Asamblese se Ortakeve.

10.5 In case the prior right for purchase is not exercised, the quotas can be transferred to third parties, in whole or partially, by positive resolution of the General Meeting.

KAPITULLI III ASAMBLEJA, ADMINISTRATORET DHE EKSPERTI KONTABEL

TITLE III GENERAL MEETING, ADMINISTRATORS AND PUBLIC CERTIFIED ACCOUNTANT

Neni 11 – Asambleja e ortakeve dhe kompetencat e saj

Article 11 – Powers of general meeting

11.1 Organi vendim-marres i Shoqerise eshte Asambleja e Ortakeve.

11.1 The decision-making body of the Company shall be the General Meeting.

11.2 Ne rastin kur Shoqeria zoterohet vetem nga 1 (nje) ortak, te gjithe vendimet merren nga ai, pa qene e nevojshme thirrja dhe mbledhja e Asamblese se ortakeve. Perjashtim do te behet vetem ne ato raste kur ligji parashikon te detyrueshme thirrjen e mbledhjes se Asamblese dhe marrjen e vendimeve.

11.2 When the Company is owned by only 1 (one) quota holder, all decisions are made by him, with no need to call and assemble a meeting of the quota holders. Exceptions will be made only in those cases when the law requires for the mandatory convening of the Assembly meeting and decision-making.

11.3 Asambleja e Ortakeve eshte pergjegjese per marrjen e vendimeve per ceshtjet vijuese: ndryshimet e statutit, emerimi e shkarkimi i administratoreve, eksperteve kontabel e likuidatoreve, zmadhimi dhe zvogelimi i kapitalit, transferimi i kuotave, shperndarja e fitimeve, riorganizimi dhe prishja e shoqerise, miratimi i bilancit dhe per çdo vendim tjeter parashikuar nga ky Statut apo

11.3 The general meeting is responsible for the decision making regarding the following issues: amendments to by-laws, nomination and dismissal of administrators, public certified accountant and liquidators, increase and decrease of capital, quota transfer, profit distribution, re-organization and resolve of the company, approval of the balance sheet and for any other decision provided from the



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present by laws or by the respective legislation.

Neni 12 – E drejta e pjesemarrjes dhe e votes

Article 12 – Participation and voting right

12.1 Çdo ortak ka te drejte te marre pjese ne Asamble, te paraqese mendimin e tij dhe te jape aq vota sa eshte numri i kuotave qe ai zoteron.

12.1 Each quota holder has the right to participate in the General Meeting, to present his opinion and cast his vote in proportion to his quotas.

12.2 Çdo ortak ka te drejte te perfaqesohet nga nje person tjetër jo-ortak, i pajisur me prokure me shkrim, me anen e se ciles mund te jape voten e tij.

12.2 Each quota holder has the right to be represented from one-person non-quota holder, provided by written special proxy, through which can cast his vote.

12.3 Ortaku nuk mund te leshoje prokure per votim per nje pjese te kapitalit qe zoteron, ne qofte se voton personalisht per pjesen e mbetur.

12.3 The quota holder cannot issue a power of attorney for a part of his quotas in event he shall exercise his voting powers for the remaining of his quotas.

Neni 13 – Thirrja e Asamblese se Ortakeve, Kuorumi dhe Vendimet

Article 13 – Convocation of General Assembly, Quorum and Resolution

13.1 Asambleja e Ortakeve thirret te pakten nje here ne vit, brenda 6 (gjashte) muajve nga mbyllja e vitit financiar per miratimin e bilancit, te raportit te Administratorit, ekspertit kontabel sidhe inventarit.

13.1 The General Meeting is called at least once a year, within 6 (six) months from the closing of the financial year in order to approve the balance sheet, report of the Administrator, chartered accountant as well as the inventory.

13.2 Asambleja mund te thirret ne çdo moment nga nje prej Administratoreve (ne rastet kur jane me shume se nje administrator) si dhe prej nje ose disa ortakeve qe perfaqesojne te pakten 5% (pese perqind) te kapitalit themeltar. Asambleja duhet te thirret nepermjet njoftimit me leter rekomande me kthim pergjigje qe duhet t'u dergohet ortakeve – ne adresen qe rezulton ne Librin e Ortakeve – dhe ekspertit kontabel (nese eshte emeruar), te pakten 15 (pesembedhete) dite perpara mbledhjes se Asamblese. Thirrja duhet te permbaje informacion mbi llojin e Asamblese, mbi çeshtjet qe do te trajtohen dhe per te cilat do te merret vendim, mbi vendin, oren dhe daten e thirrjes se pare dhe te dyte.

13.2 The General Meeting can be called in every moment from one of the Administrators (this is in case where the company has more than one administrator) as well as one or some quota holders which represent at least 5% (five percent) of the capital. The meeting should be called through written notice by registered mail which should be sent to the quota holders – at the address resulting at the quota holders register – and to the public certified accountant (if nominated) at least 15 (fifteen) calendar days before the meeting. The notice must contain the agenda to be discussed, venue, time and day of the first and second call.



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- 13.3 Asambleja mund të thirret edhe jashtë selisë së Shoqërisë.
- 13.4 Në rast se Asambleja e Ortakëve nuk mbledhet me thirrjen e parë për mungesën e kuorumit të parashikuar në pikën 13.7 të këtij Statuti, Asambleja e Ortakëve do të thirret brenda 30 (tridhjetë) ditësh me të njëjtin rend dite.
- 13.5 Mbledhjet e Asamblese mund të mbahen edhe nëpërmjet telekonferencës dhe videokonferencës, me kusht që të gjithë pjesëmarrësit të mund të identifikohen dhe t'u lejohet atyre të ndjekin diskutimin dhe të nderhyjnë në momentin e trajtimit të çështjeve në rend të ditës; pasi të jenë verifikuar këto kërkesa që duhet të rezultojnë në procesverbalin e mbledhjes, Asambleja konsiderohet e mbajtur në vendin ku ndodhet Kryetari në të cilin duhet të ndodhet edhe Sekretari i mbledhjes.
- 13.6 Asambleja do të thirret dhe mbahet rregullisht edhe pa respektimin e formaliteteve të njoftimit, në rast se janë të pranishëm ortakët që përfaqësojnë të paktën kapitalin themeltar.
- 13.7 Vendimet e Asamblese së Ortakëve, për të cilat kërkohet një shumicë e thjeshtë, janë të vlefshme nëse janë të pranishëm ortakët me të drejtë vote që zoterojnë më shumë se 30% (tridhjetë përqind) të kapitalit themeltar. Vendimet e Asamblese së Ortakëve që kërkojnë një shumicë të cilesuar, janë të vlefshme nëse janë të pranishëm ortakët me të drejtë vote që zoterojnë të paktën 51% (pesëdhjetë e një përqind) të kapitalit themeltar.
- 13.8 Asambleja e Ortakëve vendos ndryshimet e statutit, zmadhimin dhe zvogelimin e kapitalit, transferimin e kuotave, shpërndarjen e fitimeve, riorganizimin dhe prishjen e shoqërisë, me votën pro të 3/4 (të katërtat) e ortakëve të pranishëm që
- 13.3 Assembly can be called out of the Company headquarters.
- 13.4 In case the General Meeting is not called at first call due to default of provided quorum in the point 13.7 of the present Articles of association, the General Meeting will be called within 30 (thirty) days with the same agenda to be discussed.
- 13.5 The General Meeting may be held through the participation of the people present in different places, connected by telecommunication means, provided that all the participants can be identified and to be allowed to follow the discussion and to interfere at the moment of the issue treatment on the agenda; after those requirements have been verified which should result at the minutes of meeting, the Assembly is considered held where the Chairman stand where should be standing the Secretary of the meeting as well.
- 13.6 The meeting will be called and held regularly, disregarding these formalities, in case that are present the quota holders which represent all the share capital.
- 13.7 The resolutions of General Meeting, for which is requested a simple majority, are valid if there are present the quota holders representing more than 30% (thirty percent) of the share capital. The resolutions of the General Meeting requesting a specific majority, are valid if are present the quota holders representing at least 51% (fifty one percent) of the share capital.
- 13.8 The General Meeting resolves on the change of the Articles of Association. Increase and decrease of share capital, transfer of quotas, distribution of profits, reorganization and dissolving of the company, with the favorable vote of 3/4 (three fourth) of the



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zoterojne te pakten 51% (pesedhjetë e një për qind) të kapitalit themeltar. Në të gjitha rastet e tjera, Asambleja e Ortakëve merr vendime me shumicë të thjeshtë votash të ortakëve që zoterojne më shumë se 30% (tridhjetë për qind) të kapitalit themeltar.

present quota holders holding at least 51% (fifty-one percent) of the share capital. In all other cases, the General Meeting resolves on the majority of votes of the quota holders holding more than 30% (thirty percent) of the share capital.

13.9 Cdo Asamble drejtohet nga një ortak ose ndonjë person tjetër i caktuar nga vete Asambleja. Për pasqyrimin e vendimit Asambleja emeron një Sekretar, që mund të jetë edhe jo-ortak.

13.9 Every General Meeting is chaired by one quota holder or other person nominated by the meeting. The General Meeting appoints a secretary, which could be a non-quota holder, to record the resolution.

13.10 Vendimet e Asamblese duhet të nënshkruhen nga Kryetari i Asamblese dhe nga Sekretari.

13.10 The resolutions of the General Meeting are signed by the Chairman and Secretary of the meeting.

13.11 Kur shoqëria është e zotëruar nga një ortak i vetëm, atëherë të gjithë vendimet merren nga ai, edhe nëse nuk respektohet procedura e thirrjes, mbledhjes, regjistrimit të Asamblese së Shoqërisë, ato janë gjithmone të vlefshme.

13.11 When the company is owned by a sole quota holder, then all decisions are made by him, even if the procedure of convening, meeting, registering the Assembly of the Company is not completed, they are always valid.

Neni 14 – Administrimi

Article 14 – Administrator

14.1 Shoqëria administrohet nga të pakten 1 (një) Administrator i cili do të qëndrojë në detyrë deri në shkarkim apo dorëheqje ose për një periudhë prej 5 (pese) vitesh.

14.1 The company is administered by at least 1 (one) Administrator who will remain in charge until resignation or removal or for a period of 5 (five) years.

14.2 Përfaqësimi ligjor i Shoqërisë i besohet Administratorit. Administratori mund të ushtroj të gjitha fuqitë konform me sa parashikohet në nenin 95 të Ligjit n. 9901 të datës 14.04.2008 "Për tregtarët dhe Shoqëritë tregtare".

14.2 The legal representation of the company is conferred to the Administrator. The Administrator may exercise all powers in conformity with the provisions in Article 95 of Law n. 9901, date 14.04.2008 "For traders and trading companies".

14.3 Me këtë akt emërohet 1 (një) Administrator i Shoqërisë për një afat prej 5 (pese) vitesh personi si më poshtë:

14.3 With the present act is appointed 1 (one) Administrator of the Company for a period of 5 (five) years who is the following person:

- **Z.Petrit Salla**, shtetas shqiptar, atesia Rustem lindur më 04.11.1952 në Plangaricë, Elbasan dhe banues në Tiranë, mbajtes i dokumentit të identifikimit me numër personal F21104035B;

- **Mr.Petrit Salla**, Albanian citizen, father's name Rustem, born on 04.11.1952, in Plangaricë, Elbasan and resident in Tirana, holder of identification document with personal number F21104035B

14.4 Administratori mund të emërojë përfaqësues të posaçëm për veprime apo

14.4 The Administrator can appoint a special representative for certain actions or



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kategori te caktuara veprimesh.

categories of actions.

Neni 15 – Eksperti kontabel i autorizuar

Article 15 – Certified Public Accountant

15.1 Ne rast se kerkohet nga ligji apo vendoset nga Asambleja e Ortakeve, kontrolli i bilanceve dhe librave kontabel te Shoqerise mund t'i besohet nje ose disa eksperteve kontabel te autorizuar.

15.1 If necessary or requested by the law, the audit of the balance sheets and accounting books of the Company shall be performed by one or more certified public accountants.

15.2 Eksperti kontabel i autorizuar mund te shkarkohet sipas menyres se parashikuar nga legjislacioni ne fuqi.

15.2 The certified public accountant may be dismissed in compliance with the procedure provided by applicable law.

KAPITULLI IV

VITI FINANCIAR, BILANCI VJETOR, SHPERNDARJA E FITIMEVE

TITLE V

FINANCIAL YEAR, ANNUAL BALANCE SHEET, DISTRIBUTION OF PROFITS

Neni 16 - Viti financiar dhe bilanci vjetor

Article 16 – Financial Year and Annual Balance Sheet

16.1 Viti financiar fillon me 1 janar dhe mbaron me 31 dhjetor te secilit vit.

16.1 The financial year commences on January 1st and closes on December 31st of each year.

16.2 Viti i pare financiar fillon ne daten e regjistrimit te Shoqerise ne Qendren Kombetare te Regjistrimit dhe perfundon me 31 dhjetor te te njejtit vit.

16.2 The financial fiscal year commences on the date of the registration of the Company with the National Registration Center and ends on December 31st of the same year.

16.3 Bilancet vjetore, inventari, raportet e Administratorit dhe ekspertit kontabel te autorizuar miratohen nga Asambleja me shumicen e kerkuar nga Ligjit nr. 9901 te dates 14.04.2008 "Per tregtaret dhe Shoqerite tregtare", i ndryshuar.

16.3 The annual balance sheet, financial statements, inventory, reports of the Administrator and certified public accountant are approved by the General Meeting with the majority requested as per Law no. 9901, dated April 14, 2008 "On entrepreneurs and commercial companies", amended.

16.4 Miratimi i dokumentave qe lidhen me vitin financiar duhet te behet brenda 6 (gjashte) muajve qe nga fundi i vitit financiar.

16.4 The documents related to the financial year must be approved within 6 (six) months from the closure of the financial year.

Neni 17 – Fitimet

Article 17 – Profits

17.1 Fitimet qe rezultojne nga bilanci vjetor, u shperndahen ortakeve ne proporcion me pjeset e kapitalit themeltar te zoteruara.

17.1 Profits resulting from the annual balance sheet are distributed to the quota holders in proportion to their quotas.

17.2 Asambleja mund te vendose edhe zbritje te vecanta ne favor te rezervave te jashtezakonshme ose per qellime te tjera apo

17.2 The General Meeting may decide to create extraordinary or special reserves for specific purposes or even the postponement of the



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dhe shtyrjen e shperndarjes se fitimeve, plotesisht ose pjeserisht, per vitet financiare te ardhshme.

distribution of the profits – totally or partially for the future financial years.

KAPITULLI V SHPERNDARJA DHE LIKUIDIMI I SHOQERISE

TITLE VI DISSOLUTION AND LIQUIDATION

Neni 18 – Prishja

18.1 Shoqeria priset me perfundimin e afatit te parashikuar nga Statuti, ose perpara perfundimit ne rastet e parashikuara nga ligji, ose me ane te nje vendimi te Asamblese se Ortakeve, me shumicen e kerkuar per ndryshimet ne Statut.

18.2 Shoqeria nuk priset ne rast te humbjes se zotesise per te vepruar, vdekjes, ose falimentimit te ortakeve.

Article 18 – Dissolution

18.1 The Company may be dissolved before the term provided in the Articles of Association or in other cases provided by law or through a resolution of the General Meeting, which should be adopted with the affirmative vote of the quota holders requested for the modification of the Articles of Association.

18.2 The Company is not dissolved in cases of inability to act, legal incapacity, death, liquidation or bankruptcy of the quota holders.

Neni 19 – Likuidimi

19.1 Ne rast prishje, Shoqeria duhet te likuidohet.

19.2 Per te administruar kete procedure, Asambleja emeron nje ose me shume likuidatore, te cilet paraqesin raportet perfundimtare mbi gjendjen e aktivitetit dhe pasivit te Shoqerise, mbi operacionet e likuidimit dhe mbi kohen e nevojshme per te perfunduar likuidimin.

19.3 Me perfundimin e procedures se likuidimit, Asambleja do te vendose mbi bilancin financiar perfundimtar, mbi punen e kryer nga likuiduesi dhe mbi perfundimin e procesit te likuidimit.

19.4 Pas pagimit te kreditoreve dhe mbledhjes se kredive, likuidatori do t'i shperndaje te ardhurat perfundimtare te likuidimit ortakeve, ne proporcion me pjeset e kapitalit te zoteruara prej tyre ne kapitalin themeltar.

Article 19 – Liquidation

19.1 When dissolved, the company must be liquidated.

19.2 To administrate this procedure, the General Meeting appoints one or more liquidators, who will draft the final report on the assets and liabilities of the Company, and on the operations of the liquidation and necessary time for the liquidation.

19.3 At the end of the liquidation procedure, the General Meeting will decide upon the final balance sheet, the work performed by the liquidator/s and termination of the liquidation process.

19.4 Following the payment of the creditors and collection of the outstanding credits, liquidator/s will distribute the final income of the liquidation to the quota holders, in proportion to their quotas.

Neni 20 - Zgjidhja e mosmarreshjeve

20.1 Te gjitha mosmarreshjet qe mund te lindin ne lidhje me interpretimin dhe/ose zbatimin e ketij Statuti dhe aktit te themelimit, si edhe

Article 20 – Dispute Resolution

20.1. All disputes arising from or in any way connected or related to the interpretation and/or execution of these Articles of



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ato qe mund te lindin ne pergjithesi midis ortakeve (pervec atyre personale apo jashte Shoqerise) ose midis nje apo me shume ortakeve dhe Shoqerise, do te zgjidhen ne menyre miqesore dhe do te diskutohen ne menyre te drejtperdrejte ndermjet paleve te interesuara.

Association and Memorandum of Association, between the quota holders (except of those personal or out of the Company) or between one or more quota holders and the Company, will be solved in an amicable way and settled directly between the interested parties.

20.2 Ne rast se nuk arrihet ne nje zgjidhje miqesore te mosmarreveshjes, ato do t'i besohen Gjykates se Rrethit Gjyqesor Tirane.

20.2 If an amicable settlement of the dispute is not reached, it shall be referred to the District Court of Tirana.

Neni 21 – Gjuha

Article 21 – Language

21.1 Ky Statut eshte hartuar ne 3 (tre) kopje ne gjuhen shqipe dhe ne gjuhen angleze.

21.1 These Articles of Association is drafted in 3 (three) copies in Albanian and English language.

21.2 Per te gjitha mosmarreveshjet qe mund te lindin ne lidhje me interpretimin dhe/ose zbatimin e ketij Statuti, versioni ne gjuhen shqipe do te jete i vetmi dhe do te jete ligjerisht detyrues.

21.2 For every dispute arising from the application and/or interpretation of the present act, the Albanian version will be binding and the sole having legal effect.

Une, Noterja ia lexova kete Statut me ze te larte pales, e cila e deklaroi ate ne perputhje te plote me vullnetin e saj. Ky Statut nenshkruset lirisht nga pala ne pranine time, dhe une Noterja, vertetoj nenshkrimet e tij sipas ligjit.

IN WITNESS WHEREOF, the appearing Party declared, he finds this Memorandum of Incorporation fully in compliance with his will, and thereafter signs it, as of the date first above written, by his full and free will, I, Notary Public do certify his signature in conformity with the law.

ORTAKU I VETEM/SOLE QUOTAHOLDER

Shoqeria/Company “INFINITY INVESTMENT” Sha

Perfaqsuar nga / Represented by

Rovena ZAHIRI

Rovena Zahir



NOTERI PUBLIK/PUBLIC NOTARY

DONIKA A. GJINI

Donika Gjini

