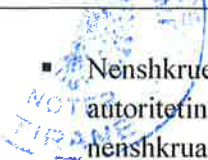
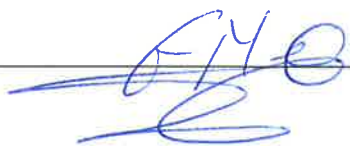



<p style="text-align: center;">Vendim</p> <p style="text-align: center;">i Asamblese se Pergjithshme te Ortakeve te</p> <p style="text-align: center;">Alb Magnesium sh.p.k.</p> <p style="text-align: center;">(“Shoqeria”)</p>	<p style="text-align: center;">Resolution</p> <p style="text-align: center;">of the General Shareholders</p> <p style="text-align: center;">Assembly of Alb Magnesium sh.p.k.,</p> <p style="text-align: center;">(“the Company”)</p>
<p>Sot me date 23.12.2016, ne perputhje me Statutin e Shoqerise Alb Magnesium sh.p.k, nje shoqeri me pergjegjesi te kufizuar e themeluar ne menyre te rregullt dhe ekzistuese ne perputhje me ligjin Shqiptar, e regjistruar ne Rregjistrin Tregtar Shqiptar me Nr. Unik Identifikimi (NIPT) L51908006S, me seli ne adresen: Rruga e Barikadave, Qendra Tregtare Galeria, Hyrja nr.1, Kati.3, Ap.8, Tirana, Shqiperi, dhe ne perputhje me Ligjin Nr. 9901, date 14.04.2008 "Per Tregtaret dhe Shoqerite Tregtare", Asambleja e Pergjithshme e Ortakeve te Shoqerise e perbere nga:</p> <ol style="list-style-type: none"> De Oude Poel Holding BV, shoqeri e regjistruar sipas ligjeve te Hollandes, e regjistruar ne regjistrin tregtar me nr. TVSH 854998974, e perfaqesuar me prokure no. 21600987ng / ng 63704 date 20.12.2016 nga Znj. Sonila Shtaró, e bija e Arjanit, lindur me 04.09.1994 ne Tirane, banuese ne Tirane, me pasaporte nr. BR0672689; me nr. personal. J45904056P; Z. Erion Nikolli, i biri i Prenges, lindur me 23.03.1970, in Mashterkor, Mirdite, banues ne Bul. Zogu i Pare, Tirane, mbajtes i leternjoftimit no. 030155716; dhe me nr personal H00323031W; 	<p>On this 23.12.2016, pursuant to the Articles of Association of the company Alb Magnesium sh.p.k. (the "Company") a limited liability company established under the laws of the Republic of Albania registered with the commercial register held by National Business Centre with no. L51908006S, with its legal seat at: Rruga e Barikadave, Qendra Tregtare Galeria, Hyrja nr.1, Kati.3, Ap.8, Tirana, Albania, and Law No. 9901, date 14.04.2008 "Law on Entrepreneurs and Companies", the General Assembly of the Shareholders of the company:</p> <ol style="list-style-type: none"> De Oude Poel Holding BV, a company incorporated according to the laws of Netherland, registered with the companies register with VAT no. 854998974, duly represented with power of attorney no. 21600987ng / ng 63704 date 20.12.2016, by Ms. Sonila Shtaró, the daughter of Arjan, born on 04.09.1994 in Tirana, resident in Tirana, holder of passport no. BR0672689; and personal no. J45904056P; Mr. Erion Nikolli, son of Preng, born on 23.03.1970, in Mashterkor, Mirdite, holder of ID card no. 030155716; and personal no. H00323031W;
<p>PASI:</p> <ul style="list-style-type: none"> ▪ Deklarojne se heqin dore nga cdo pretendim lidhur me njoftimin e mbajtjes se mbledhjes; ▪ Asambleja e Ortakeve do te vendos per ceshjet e meposhtme ne perputhje me Statutin; 	<p>NOTED that:</p> <ul style="list-style-type: none"> ▪ Waive any objections in respect to the notification of the general assembly meeting; ▪ The Shareholders Assembly shall resolve on the following matters pursuant with the

<p>  ■ Nenshkruesit e ketij vendimi kane autoritetin dhe fuqine e nevojshme te nenshkruajne dhe te nxjerrin kete vendim te shkruar ne emer te Ortakeve. </p> <p>Asambleja e Pergjithshme e Ortakeve me vote unanime qe perfaqeson 100 % te te drejtave te votes ne Asablene e Pergjithshme te Ortakeve te Shoqerise:</p>	<p>Articles of Association;</p> <ul style="list-style-type: none"> ■ The signatories of this resolution have the necessary authority and power to sign and issue this written resolution on behalf of the Shareholders. <p>The General Shareholders Assembly by unanimous vote which represent 100% of the voting rights in the General Shareholders Assembly of the Company:</p>
<p>VENDOSEN:</p>	<p>RESOLVED:</p>
<p>Neni. 1 Te miratojne transferimin e:</p> <ul style="list-style-type: none"> a. 19,5% te kapitalit te Shoqerise te zoteruar nga De Oude Poel Holding BV tek Phoeniks I B.V., nje shoqeri e regjistruar sipas ligjeve te Hollandes; b. 19,5% te kapitalit te Shoqerise te zoteruar nga De Oude Poel Holding BV tek Phoeniks II B.V., nje shoqeri e regjistruar sipas ligjeve te Hollandes; dhe c. 51% te kapitalit te Shoqerise te zoteruar nga De Oude Poel Holding BV tek Ramphastos Real Estate Vijver B.V., nje shoqeri e regjistruar ne perputhje me ligjet e Hollandes. 	<p>Art. 1 To approve the sale and transfer of:</p> <ul style="list-style-type: none"> a. 19,5% of the capital of the Company owned by De Oude Poel Holding BV to Phoeniks I B.V., a company incorporated according to the laws of the Netherlands; b. 19,5% of the capital of the Company owned by De Oude Poel Holding BV to Phoeniks II B.V., a company incorporated according to the laws of the Netherlands; and c. 51% of the capital of the Company owned by De Oude Poel Holding BV to Ramphastos Real Estate Vijver B.V., a company incorporated according to the laws of the Netherlands.
<p>Neni. 2 Te miratojne Marreveshjen per Shitblerjen e Kuotave perkatese.</p>	<p>Art. 2 To approve the respective Share Purchase Agreement.</p>
<p>Art. 3 Kuota e Z. Erion Nikolli ne Shoqeri nuk ndryshon, duke ngelur ne vleren 10 perqind te kapitalit te Shoqerise.</p>	<p>Art. 3 The share of the Erion Nikolli in the Company does not change, and remains at 10 percent of the share capital of the Company.</p>
	

Ortakët

Ne emer të Shoqërisë

De Oude Poel Holding BV,

Sonila Shtaro

Znj. Sonila Shtaro



Erion Nikolli

Z. Erion Nikolli



The Shareholders

On Behalf of De Oude Poel Holding BV

Sonila Shtaro

Ms. Sonila Shtaro



Erion Nikolli

Mr. Erion Nikolli





VERTETIM NENSHKRIMI

Sot, me daten 23.12.2016, para meje noteres Valbona Selimi, anetare e Dhomes se Notereve Tirane, me zyre noteriale ne Rr. Hoxha Tahsim, Godina nr.292, kati i I-re, Tirane, u paraqiten personalisht:

- Znj. **Sonila Shtaro**, e bija e Arjanit, lindur me 04.09.1994 ne Tirana, banuese ne Tirane, me pasaporte nr. BR0672689; me nr. personal. J45904056P
- Z. **Erion Nikolli**, i biri i Prenges, lindur me 23.03.1970, in Mashterkor, Mirdite, banues ne Bul. Zogu i Pare, Tirane, mbajtes i leternjoftimit no. 030155716; dhe me nr personal H00323031W,

per identitetin e te cileve u sigurova, te cilet perpara meje noteres nenshkruan vendimin e ortakeve te shoqerise Alb Magnesium sh.p.k., bashklidhur ketij vertetimi. Ky vertetim leshohet nga une noterja ne baze te neneve 39/c e 55 te ligjit 'Per noterine' dhe udhezimit nr.7203 date 16.09.2009, pika 2 te Ministrit te Drejtesise.


VALBONA SELIMI / NOTERE

* * *



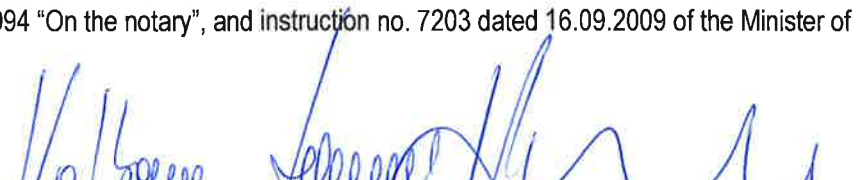
N. 4539 of Registry

AUTHENTICATION OF SIGNATURE

On this day of 23.12.2016 before me the notary Valbona Selimi with office at "Hoxha Tahsim" Str., building no. 292, Tirana, Albania appeared personally:

- Ms. **Sonila Shtaro**, the daughter of Arjan, born on 04.09.1994 in Tirana, resident in Tirana, holder of passport no. BR0672689; and personal no. J45904056P;
- Mr. **Erion Nikolli**, son of Preng, born on 23.03.1970, in Mashterkor, Mirdite, Albania, holder of ID card no. 030155716; and personal no. H00323031W,

of the identity of whom I the notary am certain, who in my presence signed the resolution of the general shareholders' assembly of Alb Magnesium sh.p.k., attached to this certification. This certification is issued on the basis of Art. 39/s and 65 of the Law no. 7828 dated 01.06.1994 "On the notary", and instruction no. 7203 dated 16.09.2009 of the Minister of Justice.


VALBONA SELIMI / NOTARY PUBLIC