

**STATUT I SHOQERISE
"CLINRES FARMACIJA" Sh.P.K.**

Ky Statut do te konsiderohet se inkorporon dhe/ose perfshin Aktin e Themelimit te Shoqerise organizimi dhe funksionimi i te ciles rregullohet ketu.

Sot, me 15. 09. 2022, personat e meposhtem:

Znj. Romana Kajfez, shtetase Kroate, lindur ne Zagreb me 07.10.1965, mbajtese e dokumentit te identitetit Pasaporte me nr. 056275710, madhore e me zotesi te plote per te vepruar, njohese shume e mire i gjuhes Angleze, dhe

Znj. Tanja Novak Kajfez, shtetase Kroate, lindur ne Zagreb me 20.05.1972, mbajtese e dokumentit te identitetit Pasaporte me nr. 272404633, madhore e me zotesi te plote per te vepruar, njohes shume i mire i gjuhes Angleze,

ne perputhje me Ligjin Nr. 9901, date 14.04.2008, "Per Tregtaret dhe Shoqerite Tregtare", te ndryshuar, dhe me legjislacionin e zbatueshem ne Republiken e Shqiperise, kane miratuar kete Statut si vijon:

**KAPITULLI I
THEMELIMI – EMRI – FORMA – SELIA –
OBJEKTI – KOHEZGJATJA**

**Neni 1
Themelimi, Emri dhe Forma**

Emri dhe emertimi tregtar i Shoqerise eshte "**CLINRES FARMACIJA**" Sh.P.K.

Shoqeria "**CLINRES FARMACIJA**" Sh.P.K. eshte nje person juridik privat, e themeluar ne baze te Ligjit Nr. 9901, date 14.04.2008, "Per Tregtaret dhe Shoqerite Tregtare" (me pas referuar si "**Ligji Tregtar**") ne formen e Shoqerise me Pergjegjesi te Kufizuar (Sh.P.K.).

Shoqeria fiton personalitetin juridik me regjistrimin e saj ne regjistrin tregtar qe mbahet nga Qendra Kombetare e Regjistrimit (me pas referuar si "**QKR**") ne perputhje me kushtet dhe procedurat e parashikuara nga ligji.

Me fitimin e personalitetit juridik, Shoqeria behet pergjegjese kundrejt paleve te treta, per detyrimet dhe demet qe shkakton gjate veprimtarise se saj.

Ortaket e Shoqerise do te jene pergjegjes kundrejt paleve te treta deri ne shumen e kontributit te derdhur ne kapitalin themeltar te Shoqerise.

**ARTICLES OF ASSOCIATION OF
"CLINRES FARMACIJA" L.L.C.**

These Articles shall be construed as incorporating the Act of Incorporation of the Company, the organization and functioning of which is regulated herein.

Today, this 15. 09. 2022, the following persons:

Mrs. Romana Kajfez, Croatian citizen, born in Zagreb on 07.10.1965, holder of the identification document Passport with no. 056275710, adult of full legal capacity to act, having a very good knowledge of the English language, and

Mrs. Tanja Novak Kajfez, Croatian citizen, born in Zagreb on 20.05.1972, holder of the identification document Passport with no. 272404633, adult of full legal capacity to act, having a very good knowledge of the English language,

in accordance with Law no. 9901, dated 14.4.2008, "On Entrepreneurs and Commercial Companies", as amended, and with the applicable legislation of the Republic of Albania, have adopted this Articles as follows:

**CHAPTER I
ESTABLISHMENT – NAME – FORM – HEAD
OFFICE – SCOPE – DURATION**

**Article 1
Establishment, Name and Form**

The name and the trade name of the Company is "**CLINRES FARMACIJA**" L.L.C.

The company "**CLINRES FARMACIJA**" L.L.C. is a legal entity of private law, established according to the Law no. 9901, dated 14.4.2008, "On Commercial Companies" (hereinafter referred to as the "**Companies' Law**") organized as a Limited Liability Company (L.L.C.).

The company acquires legal personality upon its registration in the commercial register held by the National Centre of Registration (hereinafter referred to as the "**NCR**") in accordance with the terms and procedures provided for by law.

Once it acquires its legal personality, the Company becomes liable, before third parties, for the obligations and damages arising from the exercise of its activities.

The Partners of the Company shall be liable toward third parties up to the amount of their contribution in the Company's registered capital.



Neni 2 Selia

Shoqeria do ta kete seline e saj ne adresen e meposhtme: **Rruga Xhanfize Keko Nr. 56, Njesia Administrative 12, H 2, Z. 505**, Tirane, Shqiperi.

Me vendim te Administratorit, Shoqeria mund te çele dege dhe/ose zyra perfaqesimi brenda ose jashte Republikes se Shqiperise.

Neni 3 Objekti

Objekti i veprimtarise se Shoqerise do te perfshije sa vijon:

- Veprimtarite e zyrave qendrore; aktivitetet e menaxhimit dhe konsulencen e menaxhimit,
- Aktivitete konsulence biznesi dhe menaxheriale
- Agjentet te perfshire ne shitjen e lendeve te para bujqesore, kafsheve te gjalla, lendeve te para te tekstitit dhe produkteve gjysem te gatshme,
- Agjente te perfshire ne shitjen e karburanteve, xeheroreve, metarialeve dhe kimikateve industriale.
- Agjente te perfshire ne shitjen e lendes drusore dhe materialeve te ndertimit
- Agjente te perfshire ne shitjen e makinerive, pajisjeve industriale, anijeve dhe avioneve
- Agjente te perfshire ne shitjen e mobiljeve, mallrave shtepiake, harduereve dhe nenprodukteve te hekurit,
- Agjente te perfshire ne shitjen e tekstileve, veshjeve, leshit, kepuceve dhe artikujve prej lekure
- Agjente te perfshire ne shitjen e ushqimeve, pijeve dhe duhanit
- Agjente te specializuar ne shitjen e produkteve te tjera te veçanta
- Agjente te perfshire ne shitjen e nje sere mallrash
- Perpunimi i te dhenave, hostimi/ruajtjen dhe aktivitetet e nderlidhura
- Web Portal
- Marredheniet me publikun dhe aktivitetet e komunikimit
- Agjenci reklamash
- Hulumtimi i tregut dhe sondazhi i opinionit publik
- Aktivitete te kombinuara te sherbimit administrativ te zyres
- Fotokopjimi, pergatitja e dokumenteve dhe aktivitete te tjera te specializuara mbeshtetese ne zyre
- Veprimtarite e qendrave te thirrjeve
- Organizimi i konventave dhe ekspozitave tregtare
- Arsimi ne fusha te ndryshme

Article 2 Head Office

The Company's head office shall be located at the following address: **Rruga Xhanfize Keko Nr. 56, Njesia Administrative 12, H 2, Z. 505**, Tirana, Albania.

Upon resolution of the Managing Director, the Company may establish branches and/or representative offices within or outside the Republic of Albania.

Article 3 Scope of Activity

The activity of the Company shall comprise the following:

- Activities of head offices; management activities and management consulting,
- Business and other management consultancy activities
- Agents involved in the sale of agricultural raw materials, live animals, textile raw materials and semi-finished goods,
- Agents involved in the sale of fuels, ores, metals and industrial chemicals.
- Agents involved in the sale of timber and building materials
- Agents involved in the sale of machinery, industrial equipment, ships and aircraft
- Agents involved in the sale of furniture, household goods, hardware and ironmongery,
- Agents involved in the sale of textiles, clothing, fur, footwear and leather goods
- Agents involved in the sale of food, beverages and tobacco
- Agents specialised in the sale of other particular products
- Agents involved in the sale of a variety of goods
- Data processing, hosting and related activities
- Web portals
- Public relations and communication activities
- Advertising agencies
- Market research and public opinion polling
- Combined office administrative service activities
- Photocopying, document preparation and other specialised office support activities
- Activities of call centres
- Organisation of conventions and trade shows
- Other education n.e.c
- Advice and / or legal representation in public and / or private entities,
- Mediation with public and or private entities

- Keshilla dhe ose perfaqesime ligjore ne ente publike dhe ose private,
- Ndermjetesim me ente publike dhe ose private.

Sidoqofte, asgje nuk do te interpretohet ketu si kufizim i mundesise se shoqerise per te hyre ne tregje apo aktivitete dhe operacione te tjera tregtare qe jane te lidhura me apo ne funksion te objektit te mesiperm.

Objekti i aktivitetit te Shoqerise mund te ndryshohet dhe/ose zgjerohet me vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me legjislacionin shqiptar ne fuqi dhe kete Statut.

Neni 4 Kohezgjatja

Kohezgjatja e Shoqerise eshte e pakufizuar. Shoqeria mund te priset ne cdo kohe me nje vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me legjislacionin shqiptar ne fuqi.

KAPITULLI II KAPITALI – KUOTAT

Neni 5 Kapitali Themeltar

Kapitali themeltar i Shoqerise eshte 60.000 ALL (gjashtedhete mije Leke). Kapitali themeltar perbehet nga 2 (dy) kuota qe jane paguar e zoterohen teresisht nga ortaket themelues si vijon:

- Ortaku **Romana Kajfez** zoteron 1 (nje) kuote me vlere nominale 42.000 leke, qe perfaqeson 70 % te kuotave te kapitalit themeltar te Shoqerise.
- Ortaku **Tanja Novak Kajfez** zoteron 1 (nje) kuote me vlere nominale 18.000 leke, qe perfaqeson 30 % te kuotave te kapitalit themeltar te Shoqerise.

Ortaket jane pergjegjes kundrejt paleve te treta per humbjet qe peson Shoqeria, deri ne shumen e kontributit te tyre ne kapitalin themeltar.

Kapitali themeltar mund te zmadhohet ose te zvogelohet me vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me dispozitat ligjore.

Neni 6 Kuotat Te drejtat dhe detyrimet e lidhura

Secili ortak do te kete nje numer proporcional votash me vleren nominale te kuotes se tij.

However nothing herein shall be interpreted as limitation of the company's ability to enter into any other market and commercial activities and operations that are related to or in function of the hereinabove scope.

The Company's scope of activity may be modified and/or extended by resolution of General Meeting of Partners, in accordance with the Albanian legislation in force and this Articles of Association.

Article 4 Duration

The duration term of the Company is unlimited. The Company might be dissolved at any time upon decision of the General Partners' Meeting, in conformity with the Albanian legislation.

CHAPTER II REGISTERED CAPITAL – QUOTAS

Article 5 Registered capital

The registered capital of the company amounts to 60.000 ALL (sixty thousand Albanian Lek). The registered capital is composed by 2 (two) quotas fully paid and owned by the founding partners as follows:

- The Partner **Romana Kajfez** owns 1 (one) quota with a total value of 42.000 ALL, which represent 70 % of the company's registered capital and shares.
- The Partner **Tanja Novak Kajfez** owns 1 (one) quota with a total value of 18.000 ALL, which represent 30 % of the company's registered capital and shares.

The Partners are liable towards third parties for the losses of the Company, up to the amount of their participation in the registered capital.

By means of a resolution of the General Partners' Assembly, the registered capital may be increased or decreased in accordance with the law provisions.

Article 6 Quotas Rights and obligations attached

Each partner shall have a number of votes proportional to the par value of his quota.

Pronesia mbi kuotat do te regjistrohet ne regjistrin e ortakeve qe do te mbahet ne seline e Shoqerise nen pergjegjesine e Administratoreve (“Regjistri i Ortakeve”). Regjistri i Ortakeve do te pasqyroje informacionin e meposhtem: (i) identitetin e cdo Ortaku; (ii) numrin dhe vleren e kuotes qe zoterohet nga cdo Ortak; (iii) daten e fitimit te pronesise se secilit Ortak mbi kuotat; (iv) adresen apo seline e cdo Ortaku; (v) detaje per cdo peng apo barre te vendosur mbi kuotat.

Neni 7 Transferimi i Kuotave

- 7.1. Nese nje Ortak ka per qellim te transferoje ne cdo forme te gjithe apo nje pjese te kuotes se tij nje personi te ndryshem nga Ortaket, secili prej Ortakeve te tjere ka te drejten e parablerjes mbi te gjithe apo nje pjese te kuotes ne perpjestim me pjesemarrjen e tyre ne kapitalin themeltar, ne varesi te faktit se sa ortake do te ushtrojne te drejten e parablerjes ne rastin konkret. E drejta e parablerjes ushtrohet vetem ne perputhje me proceduren ne vijim.
- 7.2. Nese nje Ortak ka per qellim te transferoje te gjithe apo nje pjese te kuotes se tij, ai, perpara se te nenshkruaje marreveshje me persona te ndryshem nga Ortaket, do te njoftoje me shkrim Administratoret per transferimin e planifikuar, duke percaktuar edhe çmimin e transferimit, personin/at te cileve planifikon t'u transferoje kuoten dhe kushtet esenciale qe do te aplikohen per transferimin.
- 7.3. Administratoret, brenda 10 diteve duke filluar nga dita kur eshte njoftuar nga Ortaku per shitjen apo transferimin e planifikuar, do te informojne me shkrim Ortaket e tjere.
- 7.4. Secili prej Ortakeve qe ka te drejta parablerjeje, brenda 1 (nje) muaji nga njoftimi prej Administratoreve per shitjen apo transferimin e planifikuar, do te njoftoje me shkrim Administratoret nese ka qellim te ushtroje te drejten e tij te parablerjes.
- 7.5. Administratoret brenda 10 diteve nga marrja e ketij njoftimi do te njoftojne me shkrim Ortakun qe deshiron te transferoje kuotat e tij.
- 7.6. Nese me shume se nje Ortake ushtrojne te drejtat e parablerjes se kuotes, ata do te blejne kuoten ne perpjestim me pjesemarrjen e tyre aktuale ne kapitalin themeltar.
- 7.7. Nese asnje njoftim nuk eshte dhene nga ndonje Ortak si me siper, Ortaku qe ka per qellim te transferoje kuoten e tij do te jete i lire t'ia transferoje kete kuote personit/ave te percaktuar prej tij.

The ownership title to the quotas shall be registered in a Partners' book, to be kept at the legal seat of the Company under the responsibility of the Managing Directors (the “Partners' Book”).

The Partners' Book shall include the following information: (i) the identity of each Partner; (ii) the number and value of the quota held by each Partner; (iii) the date on which each Partner acquired ownership; (iv) the address or registered office of each Partner; (v) details of any lien or encumbrance on the quotas.

Article 7 Transfer of Quotas

- 7.1. If a Partner intends to transfer in any form all or parts of his quota to a person other than a Partner, each of the remaining Partners shall have a pre-emptive right to purchase all or a part of the quota proportionate to their shareholding, depending on how many other Partners will exercise their pre-emptive rights in the particular case. Such pre-emptive rights may only be exercised in accordance with the following procedure.
- 7.2. If a Partner intends to transfer all or a part of his quota, such Partner, prior to entering into any agreement with persons other than Partners, shall notify the Managing Directors in writing of such intended transfer, by specifying also the price of transfer, the intended person/s to which the quota is to be transferred as well as any other essential term or condition applicable to the transfer.
- 7.3. The Managing Directors shall, within 10 days starting from the day in which it has been notified by the Partner of the intended sale or transfer, inform in writing the other Partners.
- 7.4. Each of the Partners holding pre-emptive rights, shall within 1 (one) month from notification by the Managing Directors on the intended sale/transfer, notify the Managing Directors in writing, if he intends to exercise his pre-emptive rights.
- 7.5. The Managing Directors must notify in writing within 10 days from receipt of such notification the Partner that is intending to transfer his quota.
- 7.6. If more than one Partner exercises the pre-emptive rights to purchase the quota, they shall purchase such quota proportionate to their respective present shareholdings.
- 7.7. If no notification has been served by any Partner as provided for herein above, the Partner intending to transfer his quota shall be free to transfer such quota to the designated person/s.

7.8. Nëse vetëm një Ortak ka dhënë njoftim për qëllimin e tij për të ushtruar të drejtën e parablerjes, ky Ortak do të ketë të drejtë të blejë kuotën objekt transferimi brenda 10 ditëve nga data e mbarimit të afatit 1 (një) mujor të përcaktuar më sipër.

7.9. Çdo transferim i kuotave që nuk kryhet në përputhje me parashikimet e këtij neni është i pavlefshëm dhe pa efekte për Shoqërinë.

Neni 8 Zmadhimi i Kapitalit

Kapitali themeltar mund të zmadhohet, me vendim të Asamblesë së Përgjithshme të Ortakëve, nëpërmjet emetimit të kuotave të reja ose rritjes së vlerës nominale të atyre ekzistuese ose në çdo formë tjetër të parashikuar nga Ligji. Për çdo zmadhim kapitali të Shoqërisë nëpërmjet emetimit të kuotave të reja, Ortaket do të kenë të drejtën e parablerjes për nënshkrimin e këtyre kuotave të reja të emetuara. Nëse me shumë se 1 (një) Ortak ushtrojnë të drejtat e tyre të parablerjes brenda 20 (njëzet) ditëve, atëherë ata do t'i blejnë këto kuota në përjestim me pjesëmarrjen e tyre aktuale në kapitalin themeltar. Çdo kuota e re që nuk është blerë nga Ortaket gjatë këtij procesi, i ofrohet çdo pale të tretë.

Kuotat e reja që do të shlyhen si më para në dorë, ashtu edhe në natyrë, do të paguheshin në përputhje me Vendimin përkatës për zmadhimin e kapitalit dhe Ligjin për Shoqëritë Tregtare.

Neni 9 Zvogelimi i Kapitalit

Kapitali mund të zvogelohet, me vendim të Asamblesë së Përgjithshme të Ortakëve, në përputhje me Ligjin për Shoqëritë Tregtare.

KAPITULLI III ORGANET E SHOQËRISË

Neni 10 Asambleja e Përgjithshme e Ortakëve

Asambleja e Përgjithshme do të jetë organi më i lartë i Shoqërisë, i cili, veç kompetencave të tjera sipas Ligjit për Shoqëritë Tregtare apo këtij Statuti, merr vendime për çështjet e mëposhtme të Shoqërisë:

- a. përcaktimi i politikave tregtare;
- b. ndryshime të Statutit;
- c. emërimi i Administratoreve;

7.8. If only one Partner has notified his intention to exercise his pre-emptive right, such Partner shall have the right to purchase the quota to be transferred within 10 days starting from the date of expiry of the 1 (one) month term established herein above.

7.9. Any transfer of quotas, which does not comply with the provisions of this article is invalid and has no effect for the Company.

Article 8 Registered Capital Increase

The registered capital may be increased, upon resolution of the General Meeting of Partners, by means of issuance of new quotas or by increasing the nominal value of existing quotas or in any other way provided by the Law.

For each increase of capital of the Company through the issuance of the new quotas, the Partners shall have a pre-emptive right to subscribe such newly issued quotas. In case more than 1 (one) Partner(s) do exercise their pre-emptive right within 20 (twenty) days, then they shall purchase such quotas proportionate to their respective present shareholdings. Any newly issued quotas not purchased by the Partners during this process, shall be offered to any third parties.

The newly issued quotas, either payable in cash or in kind, shall be paid in conformity with the respective Resolution for the capital increase and the Companies' Law.

Article 9 Registered Capital Decrease

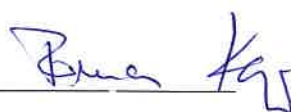
The capital may be decreased, upon resolution of the General Meeting of Partners, in accordance with Companies' Law.

CHAPTER III COMPANY'S BODIES

Article 10 General Meeting of Partners

The General Meeting of Partners shall be the supreme body of the Company, which, among other powers conferred by the Companies' Law or this Articles, decides on the following Company's matters:

- a. defining business policies;
- b. amendments to the Articles of Association;
- c. Managing Directors' election;



- d. emerimi dhe shkarkimi i likuiduesve dhe i eksperteve kontabel te autorizuar;
- e. miratimi i skemes se shperblimeve per personat e permendur ne shkronjat c. dhe d.;
- f. miratimi i pasqyrave financiare vjetore dhe i raporteve te ecurise se veprimtarise se Shoqerise;
- g. shperndarjen e fitimeve vjetore;
- i. zmadhimin ose zvogelimin e kapitalit themeltar te Shoqerise;
- j. pjesetimin dhe anulimin e kuotave;
- k. perfaqesimin e shoqerise ne gjykime;
- l. riorganizimin dhe prishjen e Shoqerise;
- m. miratimin e rregullave te zbatueshme procedurale te mbledhjeve te saj;
- n. çeshtje te tjera sipas parashikimeve te bera prej ketij Statuti.

Asambleja e Pergjithshme e Ortakeve mblidhet ne rastet e percaktuara nga ligjet e aplikueshme ose nga ky Statut dhe sa here qe eshte e nevojshme per te mbrojtur interesat e Shoqerise. Asambleja e Pergjithshme mblidhet te pakten nje here ne vit.

Njoftimi per thirrjen e Asamblese se Pergjithshme mund te dergohet me shkrim apo e-mail ne adresat qe secili Ortak do t'i njoftoje me shkrim Shoqerise me poste te regjistruar. Njoftimi do te konsiderohet se i eshte dorezuar Shoqerise me kalimin e dites se 10-te pas dergimit.

Njoftimi per thirrjen e Asamblese duhet te percaktoje qarte emrin e Shoqerise, seline, daten, kohen dhe vendin e mbledhjes, nje pershkrim te hollesishem te procedures qe duhet te ndiqet nga Ortaket per pjesemarrjen dhe votimin, informacion mbi vendin e menyren e marrjes se dokumenteve dhe projekt-vendimeve qe duhet tu vihen ne dispozicion te gjithe Ortakeve, po ashtu edhe rendin e dites, dhe duhet t'u njoftohet Ortakeve te pakten 14 (katërmbëdhjetë) dite para mbledhjes. Rendi i dites i njoftuar si me siper duhet te permbaje edhe vendimet e propozuara per çdo çeshtje. Nese Asambleja e Pergjithshme e Ortakeve duhet te vendose per ndryshime te Statutit, teksti perkates duhet te njoftohet se bashku me rendin e dites.

Asambleja e Pergjithshme e Ortakeve do te thirret nga Administratoret dhe, kur eshte e zbatueshme, nga Ortaket. Nje Ortak mund te perfaqesohet ne Asamblene e Pergjithshme te Ortakeve nga nje ortak tjetër apo nga nje person i trete i ndryshem nga Administratoret, duke paraqitur dokumentin perkates autorizues. Autorizimi mund te jepet vetem per nje mbledhje te Asamblese se Pergjithshme te Ortakeve, e cila perfshin edhe mbledhjet vijuese me te njejtin rend dite.

Ne rastin e marrjes se vendimeve, qe kerkojne nje shumice te zakonshme, asambleja e pergjithshme mund te marre vendime te vlefshme vetem nese marrin pjese

- d. election and dismissal of independent auditors and liquidators;
- e. establishment of remunerations' scheme for the persons mentioned under items c. and d.;
- f. approval of the annual financial statements and the reports of the ongoing of the Company's activity;
- g. distribution of annual profits;
- i. increase or decrease of the Company's registered capital;
- j. division and annulment of quotas;
- k. representation of Company in litigations;
- l. Company's reorganization and dissolution;
- m. approval of the applicable procedural rules of its meetings;
- n. other issues as provided by this Articles of Association.

The General Meeting of Partners is convened as provided by the applicable laws or this Articles of Association and at any time it is necessary to safeguard the Company's interests.

The General Assembly shall meet at least once per year.

The notice of convocation of the General Assembly may be sent in writing or via e-mail at the addresses that each of the Partners shall notify in writing to the Company via registered mail. The notification shall be considered as sent to the Partners as of the 10th day after sending.

The notice of convocation of the Assembly shall clearly indicate Company's name, registered office, the date, time and place of the meeting, a detailed description of the participation and voting procedure to be followed by the Partners, information related to the place and way of receiving the documents and draft-resolutions that should be made available to the Partners, as well as the agenda, and shall be notified to all Partners at least 14 (fourteen) days prior to the meeting. The agenda, notified as stated hereinabove, should include the proposed resolution for each item. In case the General Meeting of Partners shall decide on changes to the Articles of Association, the respective content should be notified along with the agenda.

The General Meeting of Partners shall be convened by the Managing Directors and, when applicable, by the Partners.

A Partner may be represented in the General Meeting of Partners by another Partner or a third person other than the Managing Directors, upon submitting the relevant authorizing deed. The authorization can be issued only for one General Meeting of Partners, which includes also the following meetings to be held with the same agenda.

In case of matters requiring ordinary majority, the General Assembly Meeting may only take valid decisions if attended by partners holding more than 30% of the subscribed voting shares.

ortaket me te drejte vote, qe zoterojne me shume se 30 per qind te kuotave.

Ne rastin kur asambleja e pergjithshme duhet te vendose per ceshtje, te cilat kerkojne shumice te kualifikuar sipas nenit 87 te ligjit "Per Tregtaret dhe Shoqerite Tregtare", ajo mund te marre vendime te vlefshme vetem, nese ortaket qe zoterojne me shume se gjysmen e numrit total te votave, jane te pranishem personalisht, votojne me shkrese, apo mjete elektronike, sipas parashikimeve te pikes 3 te nenit 88 te ketij ligji.

Asambleja e pergjithshme vendos me tri te katertat e votave te zoteruesve te kapitalit, te ortakeve pjesemarres, per ndryshimin e statutit, zmadhimin ose zvogelimin e kapitalit te regjistruar, shperndarjen e fitimeve, riorganizimin dhe prishjen e shoqerise.

Asambleja e pergjithshme vendos me shumicen e votave te ortakeve pjesemarres, per ceshtje te tjera si: percaktimi i politikave tregtare te shoqerise; emerimin e administratoreve; emerimin e shkarkimin i likuiduesve dhe te eksperteve kontabel te autorizuar; percaktimin e shperblimeve; mbikeqyrjen e zbatimit te politikave tregtare nga administratoret, perfshire pergatitjen e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise; perfaqesimin e shoqerise ne gjykate dhe ne procedimet e tjera ndaj administratoreve; miratimin e rregullave procedurale te mbledhjeve te asamblese.

Cdo ndryshim statuti duhet te depozitohet prane QKR per te pasyruar ndryshimet ne skeden e shoqerise.

Nese asambleja e pergjithshme nuk mund te mblidhet per shkak te mungeses se kuorumit te permendur me lart, asambleja mblidhet perseri jo me vone se 30 dite, me te njejtin rend dite.

Me perjashtim te rasteve kur parashikohet ndryshe nga Ligji Tregtar, vlefshmeria e vendimeve qe percaktojne detyrime shtese ose kufizojne / zvogelojne te drejtat qe u jane njohur ortakeve nga Ligji Tregtar apo nga ky Statut, kushtezohet nga miratimi i Ortakut te interesuar / perkates.

Te gjitha vendimet e Asamblese duhet te regjistrohen ne procesverbal. Administratoret jane pergjegjes per mbajtjen e nje kopjeje te tij.

Neni 11

Organi Administrues / Administratoret

Organi Administrues perbehet nga 1 (nje) Administrator qe emerohet e shkarkohet nga Asambleja e Pergjithshme e Ortakeve. Kohezgjatja e mandatit te Administratorit eshte 5 (pese) vjet, me te drejte ri-emerimi.

In case of matters requiring qualified majority, as of Article 87, of the Law "On Entrepreneurs and Commercial Companies" the General Assembly Meeting may only take valid decisions if the partners having more than half of the total number of votes are participating in the voting in persona, by letter, or by electronic means in accordance with paragraph 3 of Article 88 of this Law.

The General Assembly shall decide by three-quarter majority of votes of partners participating in the voting on the amendment to the Articles, the increase or decrease of the registered capital, profit distribution, company restructuring and dissolution.

The General Assembly shall decide by majority of votes of participating partners for other issues such as: Defining business policies; Election of the Administrators; Election and dismissal of independent auditors and liquidators; Deciding on remunerations; Monitoring and supervising the implementation of business policies by the Managing Directors including preparation of the annual statement of accounts and performance report; Representation of the company in court and in other proceedings against the Managing Directors; Adoption of its own rules of procedure on convening the General Assembly Meeting.

Any amendment to the Articles must be submitted at the NRC in order to reflect the changes in the file of the company.

If the General Assembly Meeting could not be held due to lack of the quorum referred to in Paragraph 1, the meeting shall be reconvened with the same proposed agenda within 30 days.

Unless otherwise provided by the Companies' Law, the validity of any resolution assigning additional duties to or reducing / restricting the rights of the Partners affirmed by the Companies' Law or this Articles of Association, is subject to the consent of the concerned / interested Partner.

All Assembly's resolutions should be recorded in the minutes. The Managing Directors are responsible for keeping a copy of the same.

Article 11

Managing Body / Managing Directors

The Managing Body consists of 1 (one) Managing Director who is appointed and dismissed by the Partner's General Meeting. The office term of the Managing Director is 5 (five) years, with the right to be re-appointed.

The following person is appointed first Managing Director of the company for a 5 year term:



Personi i meposhtem caktohen si Administrator i pare i shoqerise me mandat 5 vjeçar:

- **Z. Betim Shkupi**, shtetas Shqiptar, lindur ne Vlore me 10.07.1984, mbajtes i dokumentit te identitetit Leternjofitim ID me nr. 033914576 dhe nr. civil/personal I40710088T.

Administratori perfaqeson Shoqerine sipas parashikimeve te Statutit.

Administratori do te:

- (i) administroje veprimtarine tregtare te Shoqerise duke zbatuar politikat tregtare te miratuara nga Asambleja e Pergjithshme e Ortakeve;
- (ii) perfaqesoje Shoqerine;
- (iii) kujdeset per mbajtjen e rregullt te librave dhe dokumenteve kontabel;
- (iv) pergatise dhe nenshkruaje bilancin vjetor, bilancin e konsoliduar dhe raportin e ecurise se veprimtarise, te cilat ia paraqet Asamblese se Pergjithshme te Ortakeve per miratim, se bashku me propozimet per shperndarjen e fitimeve;
- (v) krijoje nje sistem njoftimi te pershtatshem per rrethanat qe kercenojne ekzistencen e Shoqerise;
- (vi) kryeje regjistrimet e publikimet e detyrueshme te te dhenave te Shoqerise, sipas kerkesave te Ligjit Tregtar apo te ligjeve te tjera te zbatueshme;
- (vii) raportoje perpara Asamblese se Pergjithshme te Ortakeve mbi zbatimin e politikave tregtare si dhe per perfundimin e transaksioneve me rendesi te veçante per performancen e Shoqerise;
- (viii) kryeje detyra te tjera, te percaktuara ne Ligjin Tregtar dhe ne kete Statut;
- (ix) therrase mbledhjen e Asamblese se Ortakeve sa here qe kerkohet sipas Ligjit apo ketij Statuti.

Administratori mund te autorizojte persona te tjere per te vepruar ne emri dhe per llogarine e tij, duke specifikuar / percaktuar kategorine e akteve dhe veprimeve qe perfaqesuesi mund te kryeje.

Veç kufizimeve ligjore, nuk vendosen kufizime te kompetencave te administrimit.

Neni 12 Kontrolli i Shoqerise

Asambleja e Pergjithshme e Ortakeve mund te emeruje nje ose disa eksperte kontabel te autorizuar per kontrollin e llogarive te Shoqerise.

KAPITULLI IV VITI FINANCIAR, LLOGARITE VJETORE, FITIMET DHE REZERVAT LIGJORE

- **Mr. Betim Shkupi**, Albanian citizen, born in Vlora on 10.07.1984, holder of the identification document ID with no. 033914576 and civil/personal no. I40710088T. The Managing Director represents the Company in accordance with Statutory provisions.

The Managing Director shall:

- (i) manage the Company's business activities / operations by implementing the trade policies adopted by the General Meeting of Partners;
- (ii) represent the Company;
- (iii) ensure that the necessary accounting books and documents are duly kept;
- (iv) prepare and sign the balance sheet and consolidated balance sheet and the performance report and present it to the General Meeting of Partners for approval together with the proposals for the distribution of profits;
- (v) create an adequate warning system with respect to circumstances threatening Company's existence of;
- (vi) make the mandatory registration and publication of Company's data as requested by the Companies' law and any other applicable law;
- (vii) report to the General Meeting of Partners with respect to the implementation of business policies and to the conclusion of transactions of particular importance for Company's performance;
- (viii) perform other duties set by the Companies' Law or this Articles of Association;
- (ix) Convene the General Assembly of Partners when required by the Law or this Articles.

The Managing Director may authorize other persons to act in his name and on his behalf, specifying the category of acts and doings that such representative may carry out.

There are no further restrictions on managing powers to those imposed by the law.

Article 12 Control of the Company

The General Meeting of Partners may appoint one or more certified chartered accountants to control the Company's accounts.

CHAPTER IV FINANCIAL YEAR, ANNUAL STATEMENTS OF ACCOUNT, PROFITS AND LEGAL RESERVE



Neni 13
Viti Financiar

Viti financiar ka nje kohezgjatje prej 12 (dymbedhjete) muajsh e cila fillon me 1 Janar dhe mbaron me 31 Dhjetor te cdo viti.

Ne menyre perjashtimore, viti i pare financiar fillon ne daten e regjistrimit te Shoqerise ne Regjistrin Tregtar.

Neni 14
Rezerva Ligjore

Shoqeria do te kaloje ne fondin rezerve te detyrueshem te pakten 5% (pese perqind) te fitimit vjetor neto derisa kjo rezerve te arrije vleren e barabarte me 10 per qind te kapitalit themeltar.

Neni 15
Dividendet

Pas miratimi te bilancit vletor dhe percaktimit te shumes qe do te ndahet, Asambleja e Pergjithshme e Ortakeve percakton shumen e fitimeve qe do t'i shperndahet secilit prej Ortakeve si dividend, ne perpjestim me pjesen perkatese ne kapitalin themeltar.

KAPITULLI V
PRISHJA - LIKUIDIMI

Neni 16
Prishja e Shoqerise

Shoqeria priset (i) me vendim te Asamblese se Pergjithshme te Ortakeve; ose (ii) ne rast falimentimi; ose (iii) kur Shoqeria nuk ka kryer veprimtari per 2 (dy) vjet dhe nuk eshte njoftuar pezullimi i veprimtarise ne QKR; ose (iv) me vendim gjykate; ose (v) per arsye te tjera te parashikuara ne ligj.

Neni 17
Likuidimi

Me perjashtim te rastit te fillimit te nje procedure falimentimi, prishja e Shoqerise shoqerohet me fillimin e procedures se likuidimit.

Neni 18
Dispozita Perfundimtare

Per te gjitha ceshtjet qe nuk jane parashikuar ne kete Statut, do te zbatohen parashikimet e Ligjit Tregtar.

Article 13
Financial Year

The financial year has a 12 (twelve) months' duration commencing from the 1st of January and ending on the 31st of December each year.

Exceptionally, the first financial year begins as of the date of registration of the Company in the Companies Register.

Article 14
Legal Reserve Fund

The Company shall allocate at least 5% (five percent) of the annual net profit as a mandatory reserve fund until it reaches a value equal to 10% (ten percent) of the registered capital.

Article 15
Dividends

After the annual balance sheet is approved, the General Meeting of Partners defines the amount of profit that will be distributed to each of the Partners as dividend, proportionally to the respective shareholdings.

CHAPTER V
DISSOLUTION – LIQUIDATION

Article 16
Dissolution

The Company will be dissolved (i) by resolution of the General Meeting of Partners; or (ii) in case of bankruptcy; or (iii) if it fails to be active for 2 (two) years and the suspension of activity has not been notified to NCR; or (iv) by a court decision; or (v) for any other reason provided by the law.

Article 17
Liquidation

Unless a bankruptcy procedure has been initiated, the dissolution of the Company brings about the commencement of the liquidation procedure.

Article 18
General provisions

As per the issues not provided herein, provisions of Companies' Law will apply.

Konfliktet ne lidhje me kete Statut do te zgjidhen nga gjykata e rrethit gjyqesor ne territorin e se ciles Shoqeria ka seline e saj.

Me qellim shmangien e cdo paqartesie, ndryshimi i ortakeve dhe/ose Administratorit, dhe/ose çdo funksionari tjeter nuk do te konsiderohen si ndryshime te ketij Statuti.

Ky Statut nenshkruset rregullisht ne 3 (tre) origjinale ne gjuhete Shqipe dhe Angleze.

ORTAKET THEMELUES

ROMANA KAJFEZ

TANJA KAJFEZ NOVAK

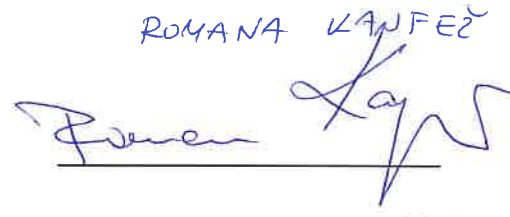


Perktheu:

Disputes arising out of this Articles shall be settled by the court of the place where the Company's` legal seat is located.

For the avoidance of doubt, changes of the Partners and/or Managing Director and/or any other official shall not be deemed as amendments in this Articles of Association.

This Articles are duly executed in 3 (three) originals in Albanian and English languages.

FOUNDING PARTNERS

ROMANA KAJFEZ

TANJA KAJFEZ NOVAK


Translated: