

AKT THEMELIMI
I SHOQERISE
"ICARE Energji" (Sh.A)

(Shoqeria Aksionare me Aksionar te Vetem)

Sot me date 04 Tetor, 2022 (dymije e njezet e dy),
pala e meposhtme:

Shoqeria "ICARE Holding" SA, shoqeri e se drejtes zviceriane, e regjistruar prane Dhomes se Tregtise se Kantonit te Vaud, Zvicer me 04 Prill 2011, me Nr.doss.2018/08126, Nr.ref. CH-660-0838011-7, IDE/IUD CHE-378.836.492, me seli ligjore ne Route de Suisse 5, FIBA Building, Zvicer, e perfaqesuar nga Administratori **Zj.Dominique, Marcelle Obadia ep.Abitbol**, shtetase Franceze, e lindur ne Boulogne-Billancourt me 26.11.1950, mbajtese e pasaportes me nr.14DF08844.

I. Themelimi

Aksionari Themelues deklaron themelimin e shoqerise **"ICARE Energji" Sh.a.**, nje shoqeri shqiptare aksionare, me Aksionar te Vetem ("**Shoqeria**").

Selia e Shoqerise eshte ne adresen: Rr. "Papa Gjon Pali II", ABA Business Center, kati I 7, 1000, Tirane, Shqiperi.

Shoqeria eshte themeluar per nje kohezgjatje te pacaktuar.

MEMORANDUM OF INCORPORATION
OF THE COMPANY
"ICARE Energji" (Sh.A.)

(A Joint-Stock Company with Sole Shareholder)

Today, on 04 October , 2022 (two thousand twenty two), the following party:

The company "ICARE Holding" SA, a company incorporated and existing under the laws of Swiss, registered by the Registrar of Companies of Canton Neuchatel, Swiss on April 04, 2011 with company no.Ref.2018/08126, No.Fed. CH-660-0838011-7, IDE/IUD CHE-378.836.492, with registered address at Route de Suisse 5, FIBA Building, Switzerland, represented by **Mrs. Dominique, Marcelle Obadia ep.Abitbol**, French citizen, born on 26.11.1950 in Boulogne-Billancourt, holder of identity card no.14DF08844.

I. Establishment

The Founding Shareholder declares the establishment of the Company **"ICARE Energji" Sh.a.**, an Albanian Joint-Stock Company, with Sole Shareholder ("**The Company**").

The company is headquartered in the address: St Papa Gjon Pali II ABA Business Center, 7th Floor, 1000, Tirana Albania.

The company is established for an indefinite term.

II. Objekti I Shoqerise

Objekti i Shoqerise kryen te gjitha aktivitetet ne perputhje me dispozitat ligjore shqiptare ne fuqi.

Me saktesisht, blerje, shitje, tregtim, tregti (import-eksport), shkembim, furnizim, menaxhim, transportim, magazinim, shperndarja ose disponimin ne çfaredo menyre, qofshin si kryesor ose agent, te naftes bruto, nenprodukteve te naftes, qymyrit, gaz natyror, energji te rinovueshme, energji alternative, energji elektrike, emetimet dhe energjine, dhe te gjitha produktet dhe gjysmëprodukte e tjera petrokimike, produkte të rrezikshme, apo lendet e para dhe te gjitha aktivitetet dhe sherbimet e lidhura me to, duke perfshire sherbimet administrative dhe financiare, konsulence teknike, ekonomike ose menaxhimi ne lidhje me keto aktivite.Gjithashtu shoqeria mund te kryej aktivite si shitja dhe blerja e aksioneve.Shoqeria mund te kryeje cdo transakcion qe lidhet me pasurite e luajtshme ose te paluajtshme, si dhe cdo aktivitet tregtar, financiar, me qira ose hipoteke, per te dhene garanci per palet e treta dhe per te marre ose dhene me qira ndermarrjet, deget dhe te marri pjese ne kompani, konzorciume, te themeluara ose ne themelim e siper, qe kane objekt te njejte ose te ngjashem me ate te shoqerise ose qe eshte pasoje per qellimin e arritjes se objektit te veprimtarise se shoqerise. Ne pergjithesi, shoqeria mund te kryeje cdo veprimtari qe eshte e domosdoshme dhe e dobishme per arritjen e qellimeve te kompanise. Shoqeria mund te ndertoje dhe operoje rafineri, duke ushtruar aktivitetin e perpunimit te naftes bruto dhe prodhimit te nenprodukteve te saj. Shoqeria mund te ndertoje dhe operoje si central elektrik, terminal portual.

III. Statuti

Aksionari Themelues deklaron pajisjen e Shoqerise me Statutin e Shoqerise.

II. The Object of the Company

The object of the Company is performing all activities in accordance with the Albanian legal provisions in force.

More precisely, purchase, sale, trading, trade (import – export), exchange, supply, management, transport, storage, distribution or disposal in any manner whatsoever, whether as primary or as agent, of crude oil, petroleum products, coal, natural gas, renewable energies, alternative energy, electricity, emissions and energy, and all other petrochemical products or raw materials and all related activities and services, including administrative and financial services, technical, economic or management consultancy in relation to these activities. The company can also carry out activities such as the sale and purchase of shares. The company can carry out any transaction related to movable or immovable property, as well as any commercial, financial, rental or mortgage activity, to provide guarantees for third parties. and to acquire or lease enterprises, branches and participate in companies, consortia, established or in the process of establishment above, which have the same or similar object as that of the company or which is a consequence for the purpose of achieving the object of the company's activity. In general, the company can perform any activity that is necessary and useful for achieving the company's goals. The company can build and operate refineries, exercising the activity of processing crude oil and producing its by-products. The company can build and operate as a power plant, port terminal.

III. Articles of Association

The founding shareholder declares that the Company has its own Articles of Association.

IV. Kapitali

Kapitali aksionar i nenshkuar i Shoqerise eshte 10,000,000.00 (dhjet milion) Leke, i ndare ne 1,000 (nje mije) aksione te zakonshme me vlere nominale 10,000.00 (dhjet mije) Leke secili.

Aksionari i Vetem Themelues i Shoqerise, Shoqeria "ICARE Holding" SA, zoteron 100% te aksioneve te kapitalit aksionart te nenshkuar te Shoqerise.

V. Organet e Shoqerise

Organet e Shoqerise jane:

- 1) Asambleja e Pergjithshme;
- 2) Keshilli i Administrimit;
- 3) Administrator/et; dhe
- 4) Eksperti/et Kontabel i Autorizuar.

VI. Asambleja e Pergjithshme

Organi vendimmarres i shoqerise eshte Asambleja e Pergjithshme e cila perbehet nga Aksionari i vetem i Shoqerise.

VII. Keshilli i Administrimit

Keshilli i Administrimit perbehet nga 3 (tre) anetare, te cilet emerohen nga Asambleja e Pergjithshme.

Anetaret e Keshillit te Administrimit emerohen per nje afat prej 3 (tre) vjetesh dhe mund te rizgjidhen.

Asambleja e Pergjithshme emeron Kryetarin e Keshillit te Administrimit midis anetareve te tij i cili ka gjithashtu te drejten e nje vote shtese.

Administratori i Shoqerise emerohet me shumice te thjeshte nga anetaret e Keshillit te Administrimit.

IV. Capital

The subscribed share capital of the company is ALL 10,000,000.00 (ten million) divided into 1,000 (a thousand) ordinary shares of value of ALL 10,000.00 (ten thousand) each .

The sole founding shareholder of the company, the company "ICARE Holding" SA, owns 100% of the shares of the subscribed capital of the Company.

V. Bodies of the Company

The Bodies of the Company are as follows:

- 1) The General Assembly;
- 2) The Supervisory Council;
- 3) Administrator/s ; and
- 4) The Chartered Accountant.

VI. The General Assembly

The decision-making body of the Company is the General Assembly which is composed of the sole shareholder of the Company.

VII. The Supervisory Council

The Supervisory Council is compounded by three (3) members who are appointed by the General Assembly.

The General Assembly appoints the members of the Supervisory Council for a period of three (3) years and they have the right of re-election.

The General Assembly appoints the Chairman of the Supervisory Council among its members who will also have an additional vote.

The company's administrator is appointed with a simple majority by the members of Administration Board.

Anetaret e pare te Keshillit te Administrimit te Shoqerise emerohen me ane te ketij Akti Themelimi dhe jane si me poshte:

- 1. Z.Joel Jacques Jean CHEVALLAZ**, shtetas zvicerian, lindur me 16.07.1969 ne Montherod VD Zvicer, mbajtes i pasaportes me nr X4454659;
- 2. Z.Blerim Hoxha**, shtetas Kosovare, I lindur ne Suhareke, Kosove me 12.04.1983, mbajtes i pasaportes me nr.P00682170; dhe
- 3. Z.Max Abitbol** shtetas Francez, lindur me 19.05.1950, ne Casablanca, France, mbajtes i pasaportes nr . 14FV06095

VIII. Administratori

Administratori i Shoqerise emerohet me shumice te thjeshte nga anetaret e Keshillit te Administrimit.

Administratori i pare i Shoqerise eshte **Zj.Marigona Metaj**, shtetase kosovare, e lindur ne Winterthur, Zvicer me 14.02.1992, me vendbanim ne Prishtine, Kosove mbajttese e pasaportes me nr. P00867890.

IX. Eksperti Kontabel

Eksperti Kontabel emerohet me vendim nga Aksionari i Vetem.

Eksperti kontabel per vitin financiar 2022 do te jete Z.Luan Kamberi.

Ky akt Themelimi u Hartua ne 4 (kater) kopje origjinale ne gjuhen shqipe dhe angleze. Ne rast mosperputhje variant ne anglisht do te mbizoteroje. Akti i Themelimit eshte hartuar ne perputhje me parashikimet e Ligjit Nr. 9901, date 14.04.2008 "Per Tregetaret dhe Shoqerite Tregtare", i ndryshuar.

The first members of the Supervisory Council of the Company are appointed by this Memorandum of Incorporation and they are as follows:

- 1. Mr. Joel Jacques Jean CHEVALLAZ**, Swiss citizen, born on 16.07.1969, in Montherod VD, Swiss, holder of Passport no. X4454659;
- 2. Mr.Blerim Hoxha**, Kosovar citizen, born on 12.04.1983, in Suahreke, Kosove, holder of ID no. P00682170; and
- 3. Mr.Max Abitbol**, French citizen, born on 19.05.1950, in Csablanca, France, holder of ID no. 14FV06095.

VIII. The Administrator

The Administrator is elected by a simple majority by members of the Supervisory Council.

The first Administrator of the company is **Mrs. Marigona Metaj**, Kosovan citizen, born on 14.02.1992, in Winterthur, Switzerland, resident in Pristina, Kosovo, holder of passport no: P00867890.

IX. The Chartered Accountant

The Chartered Accountant is appointed by decision of the Sole Shareholder.

The Chartered Accountant for the year 2017 will be Mr. Luan Kamberi.

The Founding Act, has been drafted in 4 (four) original copies in Albanian and English. In case of mismatch the English version shall prevail. The Memorandum of Incorporation was drafted in accordance with the provisions of the Law no. 9901, dated 14.04.2008 "On Entrepreneurs and Commercial Companies" as amended.

AKSIONARI I VETEM/SOLE SHAREHOLDER

SHOQERIA/COMPANY

"ICARE Holding" SA

Perfaqsuar nga: /Duly represented by:

Dominique, Marcelle Obadia ep. Abitbol

