

AKT THEMELIMI DHE STATUTI I SHOQERISE

“AGGREGA INVESTMENTS SH.P.K”

Sot me date 28/10/2022,

- **Tarja Irma Anneli Wiklund**, atesia Penhi Sihala, shtetase finlandese, lindur ne Padasjoki me 02.07.1973 dhe banues ne Alppikylänkuja 13 c 32, Finland, madhor me zotesi te plote juridike per te vepruar, e identifikuar me karten e identitetit europiane me Nr. 548956506.
- **Giampaolo Parigi**, atesia Piero, shtetas italian, lindur ne Rome me 25.01.1964 dhe banues ne Alppikylänkuja 13 c 32, Finland, madhor me zotesi te plote juridike per te vepruar, e identifikuar me karten e identitetit europiane me Nr. 622370778.

bazuar, ne legjislacionin ne fuqi vecanerisht, bazuar ne nenet 68 e vijues te ligjit nr. 9901 dt.14.04.2008 «Per Shoqerite Tregtare» i ndryshuar me ligjin nr. 129/2014 , Ligjit nr. 9723, dt. 03.05.2007 "Për Qendrën Kombëtare të Regjistrimit", LIGJ Nr. 131/2015 PER QENDRËN KOMBËTARE TË BIZNESIT, ne dispozitat e Kodit Civil ne cilesine e ortakut themelues si dhe ne vullnetin tone te lire te shprehur dhe ne nenshkrimin e akteve te themelimit te shoqerise kam hartuar aktin e themelimit dhe statutin e nje Shoqerie me Pergjegjesi te Kufizuar (me poshte shoqeria):

KREU I

THEMELIMI , EMRI, OBJEKTI, KOHEZGJATJA, SELIA
NENI. 1

DATA E THEMELIT, EMRI I THEMELUESIT

1. Sot ne date 28/10/2022, u themelua shoqeria me pergjegjesi te kufizuar me emrin

“AGGREGA INVESTMENTS”SH.P.K

2. Themeluesit e shoqerise jane:

- **Tarja Irma Anneli Wiklund**, atesia Penhi Sihala, shtetase finlandese, lindur ne Padasjoki me 02.07.1973 dhe banues ne Alppikylänkuja 13 c 32, Finland, madhor me zotesi te plote juridike per te vepruar, e identifikuar me karten e identitetit europiane me Nr. 548956506.
- **Giampaolo Parigi**, atesia Piero, shtetas italian, lindur ne Rome me 25.01.1964 dhe banues ne Alppikylänkuja 13 c 32, Finland, madhor me zotesi te plote juridike per te vepruar, e identifikuar me karten e identitetit europiane me Nr. 622370778.



NENI. 2
OBJEKTI I SHOQERISE

Objekt i kesaj shoqerie do te jete:

1. Shoqeria do te kete si objekt ushtrimin e aktivitetit ne organizmin dhe menaxhimin e konferencave, trajnimeve, kurseve arsimore, informative dhe profesionale, edhe nepermjet kanaleve elektronike online (webcam dhe skype), pergjithesisht ne fushen e finances dhe ne fusha te tjera te ngjashme, aktivitete si dhe per interesat e tregtareve te ndryshem, analizen dhe studimin e tregjeve financiare dhe ne qasjen ne te njejten sasi, ne teknikat tregtare (blerje / shitje te produkteve financiare)
2. Konsulence financiare, fiskale, kontabile e ligjore per shoqerite tregtare dhe te trete, administrate publike e ente private.
3. Konsulence per aktivitete/veprimtari tregtare,realizim i biznes planeve, nderkombetare dhe konsulence biznesi ne pergjithesi.
4. Ne funksion te qellimeve te saj,shoqeria mund te hyje ne tregje dhe operacione te ndryshme,te zoteroje pasuri te luajtshme e te paluajtshme dhe/ose pjesemarrje ne shoqeri te tjera tregtare.
5. Ofrimi i sherbimeve te konsulences per zhvillimin e strategjive financiare duke perfshire te gjitha aktivitetet profesionale te parashikuara nga legjislacioni ne fuqi;
6. Shoqeria mund te ushtroje aktivitetin e dhenies se garancive financiare, letrave me vlere, dorezanive per pale te treta.
7. Shoqeria mund te ushtroje aktivitetin e negocimit dhe brokerimit per blerjen dhe shitjen e instrumenteve financiare ne tregjet e rregulluara dhe jo.
8. Keshillimin per investime duke dhene udhezime te pershtatura per investime ne instrumente financiare qe marrin parasysh pervojen dhe njohurite e klientit, gjendjen e tij financiare dhe objektivat e tij financiare, vecanerisht ne lidhje me kohen dhe marrjen parasysh te riskut. Keshillim dhe ndermjetesim te kredive.
9. Aktivitete ne fushen e ndermjetesimit per rekrutim dhe punesim brenda dhe jashte Shqiperise.
10. Perfshirja ose bashkepunimi ne shoqeri te tjera qe ushtrojne aktivitet te ngjashem me aktivitetin e shoqerise.
11. Përvetësimi i pjesëmarrjeve në shoqëri shqiptare dhe të huaja dhe persona të tjerë juridikë.
12. Cdo aktivitet tjetër të lidhur me aktivitetin kryesor.

Per te gjitha aktivitetet qe kerkojne licenca te vecanta shoqeria do te angazhohet qe tani per te plotesuar kerkesat e ligjeve te posacme.

NENI. 3
KOHEZGJATJA

Kohezgjatja e shoqerise do te jete deri ne nje afat te papercaktuar
Shoqeria mund te prishet perpara ketij afati me vendim te asamblese se Ortakeve.

NENI. 4
SELIA E SHOQERISE

Selia e Shoqerise .eshte ne adresen: Bulevardi Deshmoret e Kombit, Qendra e Biznesit "Kullat Binjake" kati 2, Tirane.

KREU II
KAPITALI
NENI. 5
KAPITALI I REGJISTRUAR

Kapitali i regjistruar i shoqerise do te jete 100.000 leke (njeqind mije) i perbere nga 2 kuota.



Pjesemarrja e ortakut themelues ne kapitalin e shoqerise eshte:

Kontributi ne kapitalin e shoqerise zoterohet si me poshte nga Ortaket:

- **Tarja Irma Anneli Wiklund**, atesia Penhi Sihala, shtetase finlandese, lindur ne Padasjoki me 02.07.1973 dhe banues ne Alppikylänkuja 13 c 32, Finland, madhor me zotesi te plote juridike per te vepruar, e identifikuar me karten e identitetit europiane me Nr. 548956506 **zoteron 50% te kuotave te shoqerise.**
- **Giampaolo Parigi**, atesia Piero, shtetas italian, lindur ne Rome me 25.01.1964 dhe banues ne Alppikylänkuja 13 c 32, Finland, madhor me zotesi te plote juridike per te vepruar, e identifikuar me karten e identitetit europiane me Nr. 622370778, **zoteron 50% te kuotave te shoqerise.**

Kontributi i ortakut mund te jete ne para ose ne natyre (pasuri te luajtshme/te paluajtshme, apo te drejta).

NENI. 6

ZMADHIMI DHE ZVOGELIMI I KAPITALIT

Kapitali i shoqerise mund te zmadhohet nepermjet nenskrimeve te pjeseve te kapitalit te regjistruar per kontribute ne para dhe me ane te kontributeve ne natyre, nepermjet emerimit nga gjykata kompetente e nje eksperti te autorizuar per keto kontribute.

Ne asnje rast shumica nuk mund te detyroje nje ortak per te rritur angazhimin e tij ne kapitalin e regjistruar te shoqerise.

Zvogelimi i kapitalit lejohet nga asambleja e ortakeve, e cila merr vendim ne te njejtat kushte qe kerkohet per ndryshimin e statutit.

Ne te gjitha rastet zvogelimi prek ne te njejten mase ndaj pjeseve te kapitalit qe perfaqsojne.

NENI. 7

TRANSFERIMI I KAPITALIT

Kuotat e kapitalit te nje shoqerie me pergjegjesi te kufizuar e te drejttat qe rrjedhin prej tyre mund te fitohen apo te kalohen si me poshte:

- a) Kontributit ne kapitalin e shoqerise
- b) Shitblerjes
- c) Trashegimise
- d) Dhurimit
- e) Cdo menyre tjeter percaktuar ne ligj.

Pjeset e kapitalit jane lirisht te transferueshme midis ortakeve.

Pjeset e kapitalit te regjistruar jane te transferueshme me rruge trashegimije, sipas parashikimeve ligjore.

KREU III

ORGANET VENDIMARRESE DHE DREJTUESE

NENI. 8

ORGANET VENDIMARRESE

Asambleja e Ortakeve eshte organi i vetem vendimmares i shoqerise.

Asambleja e pergjithshme eshte kompetente per marrjen e vendimeve per shoqerine per ceshtjet si me poshte:

- a. Percaktimi i politikave tregtare te shoqerise
- b. Ndryshimet e statutit.

- c. Emerimin dhe shkarkimin e administratoreve.
- d. Emerimin dhe shkarkimin e likujdatoreve dhe eksperteve kontabel te autorizuar.
- e. Percaktimi i shperblimeve per personat e permendur ne shkronjat c) e d)
- f. Mbikqyrja e zbatimit te politikave tregetare nga administratorët perfshire pergatitjen e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise.
- g. Miratimi i bilanceve.
- h. Zmadhim dhe zvogelim kapitali.
- i. Pjestimin e kuotave dhe anulimin e tyre.
- j. Perfaqesimin ne gjykate dhe ne procedimet e tjera ndaj administratoreve.
- k. Riorganizimi dhe prishja e shoqerise.
- l. Miraton rregulla procedurale te mbledhjeve te asamblese.
- m. Ceshtje te tjera te parashikuara nga ligji apo statuti.

Ortaku mund te perfaqesohet ne asamblene e pergjithshme, ne baze te nje autorizimi nga nje ortak tjetër apo nga nje person i trete. Administratori i shoqerise nuk mund te veproje si perfaqesues i ortakeve ne asamblene e pergjithshme. Autorizimi mund te jepet vetem per nje mbledhje, e cila perfshin edhe mbledhjet vijuese me te njejtin rend dite.

NENI 9

THIRRJA E MBLEDHJES SE ASAMBLESE SE PERGJITHSHME

Asambleja e pergjithshme thirret nepermjet nje njoftimi me shkrese ose me njoftim nepermjet postes elektronike. Njoftimi duhet te permbaje vendin, daten, oren e mbledhjes dhe rendin e dites e t'u dergohet te gjithë ortakeve, jo me vone se 7 dite perpara dates se parashikuar per mbledhjen e asamblese

Kur asambleja e pergjithshme nuk eshte thirrur sipas pikes 1 te ketij neni, ajo mund te marre vendime te vlefshme vetem nese te gjithë ortaket jane dakort, per te marre vendime, pavaresisht parregullise.

NENI 10

KUORUMI

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 ortaket, qe zoterojne me shume se 30 % 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 tregetaret dhe Shoqerite tregetare", 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.

Nese kuorumi i permendur ne paragrafin e mesiperme nuk arrihet, asambleja e pergjithshme, mblidhet perseri jo me vone se 30 dite, me te njejtin rend dite.

NENI 11

MARRJA E VENDIMEVE

Asambleja e pergjithshme vendos me $\frac{3}{4}$ e votave te zoteruesve te kapitalit te ortakeve pjesmarres, per ndryshimin e statusit zmadhimin ose zvoglimin e kapitalit te regjistruar, shperndarjen e fitimeve, riorganizimin dhe prishjen e shoqerise.

Asambleja e pergjithshme vendos me shumicen e votave te ortakeve pjesmarres, per ceshtjen te tjera.

Cdo ndryshim duhet te depozitohet prane QKB per te pasqyruar ndryshimet ne regjistrin e shoqerise.

NENI 12
PERJASHTIMI NGA E DREJTA E VOTES

Ortaku nuk mund te ushtroje te drejten e votes nese asambleja e pergjithshme merr vendimin pet:

- a) vleresmin e veprimtarise se tij
- b) shuarjen e ndonje detyrimi ne ngarkim te tij
- c) ngritjen e nje padije ndaj tij nga shoqeria
- d) dhenien ose jo te perfitimeve te reja

Kur ortaku perfaqesohet nga nje perfaqesues i autorizuar, i autorizuari vleresohet te jete ne te njejtin konfikt interesi, ashtu si dhe ortaku, te cilin perfaqeson.

NENI 13
ADMINISTRIMI

Asambleja e pergjithshme emerone nje ose me shume persona fizike si administratore te shoqerise. Afati i emerimit, eshte 5 vjet me te drejte ripertesitje. Emerimi i administratoreve prodhon efekte pas regjistrimit ne QKB.

Caktohet si Administrator i shoqerise, duke patur te drejta te pakufizuara administrimi:

- **Giampaolo Parigi**, atesia Piero, shtetas italian, lindur ne Rome me 25.01.1964 dhe banues ne Alppikylänkuja 13 c 32, Finland, madhor me zotesi te plote juridike per te vepruar, e identifikuar me karten e identitetit europiane me Nr. 622370778.

NENI 14
KOMPETENCAT E ADMINISTRATOREVE

Administratoret kane te drejte dhe detyrohen te:

- a) Kryejne te gjitha veprimet e administrimit te vendosura nga asambleja e pergjithshme duke zbatuar politikat tregetare
- b) Perfaqesojne shoqerine
- c) Kujdesen per mbajtjen e sakte e te rregullt te dokumentave dhe librave kontabel te shoqerise d) Pergatisin dhe nenshkruajne bilancin vjetor, bilancin e konsoliduar dhe raportin e ecurise se veprimtarise dhe se bashku me propozimet per shperndarjen e fitimeve, i paraqesin keto dokumente perpara Asamblese se Pergjithshme per miratim
- e) Krijojne nje sistem paralajmerimi ne kohen e duhur per rrethanat, qe kercenojne mbarevajtjen e veprimtarise dhe ekzistencen e shoqerise
- f) Kryejne regjistrimet dhe dergojne te dhena e detyrueshme te shoqerise, sic parashikohet ne ligjin per Qendren Kombetare te Regjistrimit.
- g) Raportoje para Asamblese se Pergjithshme nepermjet relacioneve mbi zbatimin e politikave tregetare dhe te veprimeve te posacme me rendesi te vecante per veprimtarine e shoqerise
- h) Kryejne detyra te tjera te parashikuara nga ligji dhe statuti.

Asambleja e pergjithshme mundet ne cdo moment, te shkarkoje administratorin me shumice te thjeshte te votave. Statuti ose rregullore te tjera nuk mund ta kufizojne ose heqin kete te drejte.

NENI 15
PERGJEGJESITE E ADMINISTRATORIT

1. Administratori eshte pergjegjes individualisht ndaj shoqerise ndaj te treteve, per shkelje te ligjeve, per shkelje te statutit, apo per faje te kryera gjate admInstrImIt te shoqerise. Administratoret te cilet kane kryer veprIme ose bere marreveshje te pa aprovuara nga asambleja, jane pergjegjes per demet e sjella shoqerise dhe pergjigjen personalisht ose solidarisht per pasojat.
2. Nese administratori vepron ne kundersiztim me detyrat dhe shkel standartet profesionale eshte i detyruar ti demshperbleje shoqerise demet qe rrjedhin nga kryerja e shkeljes si dhe ti kaloje cdo fitim personal qe ata apo personat e lidhur me ta kane realizuar nga keto veprime te parregulta.

KREU IV
VITI FINANCIAR -EKSPERTET
NENI 16
VITI FINANCIAR

Viti financiar i Shoqerise fillon me 1 janar dhe perfundon ne 31 Dhjetor, Perjashtimisht , viti i pare financiar fillon nga data e regjistrimit te shoqerise ne QKB dhe mbyllet me 31 dhjetor.

NENI 17
EKSPERTET

Eksperti ka per detyre qe te kontrolloje te gjitha dokumentacionin kontabel te veprimtarise ekonomiko-tregtare te shoqerise, dhe ate ne lidhje me kontrollet periodike te ushtruara prej tij, per rastet kur ai eshte ngarkuar dhe ka kryer nje gje te tille i ngarkuar nga ana e ortakeve.
Ne permbushje te kesaj detyre eksperti kontabel i autorizuar pergatit raportin me shkrim per nxjerrjen e rezultatit te bilancit financiar vjetor si dhe ate per kontrollet periodike te ushtruara.

KREU 5
PRISHJA DHE RI-ORGANIZIMI I SHOQERISE
NENI 18

PRISHJA DHE LIKUJDIMI I SHOQERISE

Shoqeria konsiderohet e shperndare kur:

- a. Kur mbaron kohezgjatja e parashikuar e shoqerise
- b. Me vendimet e asamblese se Ortakeve
- c. Me hapjen e procedurave te falimentit
- d. Nese nuk zhvillon aktivitet tregetar per 2 vjet dhe nuk eshte njoftuar pezullimi i veprimtarise ne perputhje me piken 3 te nenit 43 te ligjit nr. 9723 date 03.05.2007 Per Qendren Kombetare te Regjistrimit,
- e. Me vendim gjykate.

NENI 19
RIORGANIZIMI I SHOQERISE

Shoqeria mund te ndahet, bashkohet sipas vendimit te Mbledhjes se Pergjithshme te Asamblese se Ortakeve, ne perputhje me dispozitat ligjore te ligjit mbi shoqerite tregtare.

Article 20
Clause on conflict of interest

The partners and administrators of the limited liability company cannot hold a management position or be employed in a company that carries out activity in the same field as the first one. The prohibition of point 1 can be canceled in the first general assembly with 3/4 of the votes in accordance with the provisions of articles 87 and 145 of the law on commercial companies.

Article 21
The legislation

The company will develop its activity in full compliance with the statute, Albanian legislation and law no. 9901 dated 14.04.2008 "For traders and trading companies".

Article 22
Disputes

For disputes between partners of the company, or the company with a third party, the competent court for their resolution will be the Albanian Court.

This act is compiled in 4 copies in the Albanian language and in the English language, with the same legal value.

FOUNDING PARTNERS

TARJA IRMA ANNELI WIKLUND

Tarja Wiklund
TARJA WIKLUND

GIAMPAOLO PARIGI

GIAMPAOLO PARIGI

Parigi

W

ART. 20

KLAUZOLA MBI KONFLIKTIN E INTERESIT

Ortakët dhe administratoret e shoqërisë me përgjegjësi të kufizuar, nuk mund të mbajnë pozicionin drejtues apo të jenë të punësuar në një shoqëri që ushtron aktivitet në të njëjtën fushë me të parën. Ndalimi i pikës 1 mund të anulohet në asamblenë e parë të përgjithshme me $\frac{3}{4}$ e votave në sipas dispozitave të nenëve 87 dhe 145 të ligjit për shoqëritë tregtare.

NENI 21

LEGJISLACIONI

Shoqëria do të zhvillojë aktivitetin e saj në përputhje të plotë me statutin, legjislacionin shqiptar dhe ligjin nr. 9901 datë 14.04.2008 "Për tregtarët dhe shoqëritë tregtare".

NENI 22

MOSMARRVESHJET

Për mosmarrvëshjet midis ortakëve të shoqërisë, ose shoqërisë me të tretet, gjykata kompetente për zgjidhjen e tyre do të jetë Gjykata Shqiptare.

Ky akt, u redaktua në 4 kopje në gjuhën shqipe dhe në gjuhën italyane, me vlerë të njëjtte ligjore.

ORTAKET THEMELUES

TARJA IRMA ANNELI WIKLUND

Tarja Wiklund
TARJA WIKLUND

GIAMPAOLO PARIGI

GIAMPAOLO PARIGI

Giampi

ACT OF CONSTITUTION AND STATUTE
of
“AGGREGA INVESTMENTS” LTD

Today, on 28/10/2022

- **Tarja Irma Anneli Wiklund**, Finnish citizen, born on 02.07.1973 in Padasjoki, Finland, resident at Alppikylänkuja 13 c 32, Finland, holder of EUID: 548956506, major with full legal capacity to act;
- **Giampaolo Parigi**, Italian citizen, born on 25.01.1964 in Roma, Italy, resident at Alppikylänkuja 13 c 32, Finland, holder of EUID: 622370778, major with full legal capacity to act;

In accordance with the law No.9901 date 14.04.2008, “For trade and trade companies”, Law no. 9723, dt. 03.05.2007 “On the National Registration Center”, Law No. 131/2015 “FOR THE NATIONAL BUSINESS CENTER”, in the provisions of the Civil Code, in the capacity of a founding partner as well as in our expressed free will and in the signing of the founding acts of the company, and with applicable legislation in the Republic of Albania, approved the statute as follows:

Chapter 1
Establishment, Name, Object, Duration, Seat
Article 1
Date of foundation, Name and Founders

Today, on 28/10/2022, was founded a limited liability company with the name:

“AGGREGA INVESTMENTS” LTD

The founders of the company are:

- **Tarja Irma Anneli Wiklund**, Finnish citizen, born on 02.07.1973 in Padasjoki, Finland, resident at Alppikylänkuja 13 c 32, Finland, holder of EUID: 548956506, major with full legal capacity to act;
- **Giampaolo Parigi**, Italian citizen, born on 25.01.1964 in Roma, Italy, resident at Alppikylänkuja 13 c 32, Finland, holder of EUID: 622370778, major with full legal capacity to act;



Article 2
The Object of the activity

The company will carry out the activity as follows:

- 1) The object of the company will be the exercise of activities in the organization and management of conferences, training courses, educational, information and professional courses, also through online telematic channels (webcam and skype), generally in the field of finance and other similar fields, activities as well as for the interests of different traders, analysis and study of financial markets and access to the same amount, in trading techniques (purchase / sale of financial products)
- 2) Financial, fiscal, accounting and legal advice to companies and third parties, public administration and private entities.
- 3) Consultancy for commercial activities, realization of business plans, international and business consultancy in general.
- 4) In consideration of its purposes, the company may enter various markets and operations, own movable and immovable property and / or participate in other companies.
- 5) Provide consultancy services for the development of financial strategies including all professional activities required by applicable law;
- 6) The company may also carry out all commercial, industrial and real estate activities necessary or useful for achieving the corporate purpose.
- 7) The company may carry out trading and intermediation activities for the purchase and sale of financial instruments on regulated and non-regulated markets.
- 8) Investment advice providing guidelines for investing in financial instruments that take into account the client's experience and knowledge, his financial situation and his financial objectives, particularly in relation to time and risk consideration. Credit consultancy and brokerage.
- 9) Activities in the field of mediation for recruitment and work inside and outside Albania.
- 10) Involvement or collaboration in other companies that carry out activities similar to the company's business.
- 11) Acquisition of participations in Albanian and foreign companies and other legal entities.
- 12) Any other activity related to the main business.

For all activities that require special licenses, the company will be committed from now on to fulfill the requirements of the special laws.

Article 3
Duration of the Company

The duration of the company is unlimited, beginning from the date of its registration at the National Registration Centre.

The change of the abovementioned term is set only by decision of the Company's General Assembly.

Article 4
Company headquarters

The Company has its residence at the address: Deshmoret e Kombit Boulevard "Twin Towers" Business Center-Floor 2°



The Company may expand its activity throughout the territory of the Republic of Albania. It may establish its branches or representative offices within and outside the territory of the Republic of Albania.

The Residency of the Company may be transferred anywhere within the territory of the Republic of Albania, based on a decision of the Company's General Assembly.

CHAPTER II

Capital

Article 5

Share capital

The founding capital of the company is 100.000 LEKE, owned by the shareholder, divided in 2 quote.

The participation of the founding partner in the capital of the company is:

The contribution to the capital of the company is held as follows:

- **Tarja Irma Anneli Wiklund**, Finnish citizen, born on 02.07.1973 in Padasjoki, Finland, resident at Alppikylänkuja 13 c 32, Finland, holder of **EUID: EA0660390**, major with full legal capacity to act owns 50% of the company's capital;
- **Giampaolo Parigi**, Italian citizen, born on 25.01.1964 in Roma, Italy, resident at Alppikylänkuja 13 c 32, Finland, holder of **EUID: EA0660390**, major with full legal capacity to act owns 50% (percent) of the company's capital.

The partner's contribution can be in cash or in kind (movable/immovable assets, or rights).

Article 6

Capital increase and reduction

The capital of the company can be increased through the signatures of the registered capital parts for cash contributions and through contributions in kind, through the appointment by the competent court of an expert authorized for these contributions.

In no case the majority can force a partner to increase his commitment to the registered capital of the company. The reduction of the capital is allowed by the shareholders' assembly, which takes a decision under the same conditions as required for the change of the statute.

In all cases, the reduction affects to the same extent the parts of the capital they represent.

Article 7

Transfer of quotas

The capital quotas of a limited liability company and the rights derived from them can be acquired or transferred as follows:

- a) Contribution to the capital of the company
- b) Sale and purchase
- c) Inheritance
- d) Donation

e) Any other way defined by law.

Shares of capital are freely transferable between partners.

Parts of the registered capital are transferable through inheritance, according to legal provisions.

CHAPTER III

Decision-making and directing bodies

Article 8

Decision-making bodies

The Assembly of Partners is the sole decision-making body of the company.

The general assembly is competent for making decisions for the company on the following issues:

- a. Determination of the commercial policies of the company
- b. Amendments to the statute.
- c. Appointment and dismissal of administrators.
- d. Appointment and dismissal of authorized liquidators and accounting experts.
- e. Determining the rewards for the persons mentioned in letters c) and d)
- f. Supervision of the implementation of commercial policies by administrators, including the preparation of annual financial statements and activity progress reports.
- g. Approval of balance sheets.
- h. Capital increase and decrease.
- i. Distribution of quotas and their cancellation.
- j. Representation in court and in other proceedings against administrators.
- k. Reorganization and dissolution of society.
- l. Approves the procedural rules of the assembly meetings.
- m. Other issues provided by law or statute.

The partner can be represented in the general assembly, based on an authorization from another partner or from a third person. The administrator of the company cannot act as a representative of the partners in the general assembly.

Authorization can be given only for one meeting, which includes subsequent meetings with the same agenda.

Article 9

Call of the meeting of the general assembly

The general assembly is called by means of a written notification or by electronic mail. The notification must contain the place, date, time of the meeting and the agenda and be sent to all partners, no later than 7 days before the date scheduled for the meeting of the assembly

When the general assembly is not called according to point 1 of this article, it can make valid decisions only if all partners agree to make decisions, regardless of irregularities.



Article 10
Quorum

In the case of taking decisions that require a simple majority, the general assembly can take valid decisions only if the partners who own more than 30% of the quotas participate.

In the event that the general assembly has to decide on matters that require a qualified majority according to Article 87 of the Law "On Merchants and Commercial Companies", it can make valid decisions only if the partners owning more than half of the number total votes, are present in person, vote by paper or electronic means, according to the provisions of point 3 of article 88 of this law.

If the quorum mentioned in the above paragraph is not reached, the general assembly will convene again no later than 30 days, with the same agenda.

Article 11
Decision making

The general assembly decides with 3/4 of the votes of the capital owners of the participating partners, for the change of status, the increase or decrease of the registered capital, the distribution of profits, the reorganization and the dissolution of the company.

The general assembly decides with the majority of votes of the participating partners, for other issues.

Every change must be filed with the QKB to reflect the changes in the company register.

Article 12
Exemption from the right to vote

The partner cannot exercise the right to vote if the general assembly decides to:

- a) the evaluation of his activity
- b) extinguishing any obligation under his charge
- c) filing a lawsuit against him by the company
- d) the granting or not of new benefits

When the partner is represented by an authorized representative, the authorized representative is considered to be in the same conflict of interest as the partner he represents.

Article 13
Administration

The general assembly appoints one or more natural persons as administrators of the company. The term of appointment is 5 years with the right of renewal. The appointment of administrators produces effects after registration in the QKB.

The administrators are specifically authorized to perform actions in all current accounts of the company without the presence of both administrators being necessary at the same time.

The following persons are appointed as Administrators of the company, having unlimited and equal administrative rights:





- *Giampaolo Parigi, Italian citizen, born on 25.01.1964 in Roma, Italy, resident at Alppikylänkuja 13 c 32, Finland, holder of EUID: 622370778, major with full legal capacity to act;*

Article 14

The Administrator's Competencies

The Administrator has full competence to act in any circumstance in the name of the company, acting always within the limits of the company object, being bound on the competencies that the Law or this Statute, attributes to the General Assembly.

The Company administrator has the following rights and obligations:

- a) Performs all the administrative acts of the company's trade activity, implementing the market policy imposed by the General Assembly;
- b) Attends the correct and regular maintenance of the documents and accounting books of the Company;
- c) Prepares and signs the annual balance (balance-sheet), the consolidated balance a report on the progress of the activity, and together with the proposals for the distribution of profits, he submits these documents to the General Assembly for approval;
- d) Sets a warning system in due time, concerning the circumstances that threaten the progress of the activity and the existence of the Company;
- e) Registers and sends the necessary data of the company, as stipulated by the Law on National Centre of Registration.
- f) Reports to the General Assembly on the implementation of the market (trades) policy, and with the special acts of high importance to the activity of the trade's company.

The Administrator is responsible for preservation and administration of the company documents, including the decisions and the minutes of the Assembly.

Article 15

The Administrator Liability

The Administrator is liable to the company and is obliged to:

- a) Fulfill the duties set by law or Statute in good faith and at the best interest of the company all in all, taking special care as to the effect the company's activity has in the environment ;
- b) To exert his competencies prescribed by law and the Statute only to achieve the objectives defined in these provisions;
- c) To evaluate attentively, issues settled by decision;
- d) To prevent and avoid the conflictual circumstances, actual or eventual, of the personal interests and the company interest;
- e) To fulfill his duties with due regard and professionalism.

The Administrator, in the fulfillment of his tasks, is responsible to the company for any act or omission to act, that is reasonably linked to the targets of the company, except for those cases when, based on inquiry and evaluation of the respective information, the act or omission to act was in good faith.

If administrator acts in conflict with his tasks duties, defying the professional standards, he is obliged to compensate the company for the loss deriving from his breach as well as to pass every personal profit that he or

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persons related to him have gained, from these irregular acts. The Administrator has the burden of proof to demonstrate the correct fulfillment of his duties, in line with the set (requisite) standards.

CHAPTER 4 FINANCIAL YEAR - EXPERTS

Article 16 FINANCIAL YEAR

The financial year of the Company begins on January 1 and ends on December 31. Except, the first financial year starts from the date of the company's registration in the QKB and ends on December 31.

Article 17 EXPERTS

The expert has the duty to check all the accounting documentation of the economic and commercial activity of the company, and that in relation to the periodic checks carried out by him, for the cases when he is charged and has carried out such a thing charged by the partners .

In fulfillment of this task, the authorized accounting expert prepares the written report for the output of the annual financial balance as well as for the periodical controls performed.

CHAPTER 5 DISRUPTION AND RE-ORGANIZATION OF THE COMPANY

Article 18 Causes of Company dissolution

The company will be dissolved:

- a) when the time limit has terminated, if a time limit will be set in future;
- b) by Assembly's decision;
- c) with the beginning of the bankruptcy procedures;
- ç) if it has not performed trade activities for two years and the suspension of the activity in accordance with paragraph 3 of Article 43 of the Law No. 9723, date 3.5.2007 "On National Center of Registration", has not been announced in NRC;
- d) by Court's decision;

Article 19 Reorganization of the company

The company can be divided, merged according to the decision of the General Meeting of the Assembly of Partners, in accordance with the legal provisions of the law on commercial companies.

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