

**ARTICLES OF INCORPORATION
OF THE LIMITED LIABILITY COMPANY**

COEPTO SHPK

**ARTICLE 1
ESTABLISHMENT AND NAME**

- 1.1. This day of 09.02.2023 the limited liability company **coepto Sh.p.k** (hereinafter referred to as the “**Company**”) is incorporated under Albanian Law no. 9901, dated 14.04.2008 “*On Entrepreneurs and Commercial Companies*”, as amended.
- 1.2. The Company acquires legal personality after its registration with the Commercial Register maintained by the National Business Centre in Tirana, Albania.

**ARTICLE 2
REGISTERED OFFICE**

- 2.1. The registered office of the Company is at the address: Str. Ibrahim Rugova, Nd.40, H.2, Ap.3, 1019 Njesia Bashkiake Nr. 5, Tirana, Albania.
- 2.2. The Company may open and maintain offices and/or transact business at other locations within the territory of the Republic of Albania, upon decision of the Administrator(s) of the Company.

**ARTICLE 3
PURPOSE OF ACTIVITY**

- 3.1. The purpose of the Company shall be to transact any and all lawful business and/or to engage in any lawful act or activity for which a limited liability company may be organized under the laws of Albania, as they may be amended from time to time.

**AKT THEMELIMI
I SHOQERISE ME PERGJEGJESI TE
KUFIZUAR**

COEPTO SHPK

**NENI 1
THEMELIMI DHE EMRI**

- 1.1. Sot me 09.02.2023 themelohet shoqeria me pergjegjesi te kufizuar **coepto Sh.p.k** (ketu e me poshte referuar si “**Shoqeria**”) ne zbatim te ligjit nr. 9901, date 14.04.2008 “*Per tregtaret dhe shoqerite tregtare*”, i ndryshuar.
- 1.2. Shoqeria fiton personalitet juridik ne momentin e regjistrimit te saj ne Regjistrin Tregtar shqiptar prane Qendres Kombetare te Biznesit ne Tirane, Shqiperi.

**NENI 2
SELIA**

- 2.1. Selia e Shoqerise eshte ne adresen: Rruga Ibrahim Rugova, Nd.40, H.2, Ap.3, 1019 Njesia Bashkiake Nr. 5, Tirane, Shqiperi.
- 2.2. Shoqeria ka te drejte te hape dhe mbaje dege, zyra dhe/ose te kryeje veprimtari ne vendodhje te tjera brenda territorit te Shqiperise sipas vendimit te Administratorit(eve) te Shoqerise.

**NENI 3
OBJEKTI I VEPRIMTARISE**

- 3.1. Qellimi i Shoqerise eshte zhvillimi i çdo aktiviteti biznesi dhe/ose aktiviteti te ligjshem qe mund te ushtrohet nga nje shoqeri me pergjegjesi te kufizuar sipas ligjeve te Shqiperise, siç mund te ndryshohen here pas here.

3.2. In particular, the object of the Company includes: Paper converting, Production and finishing of Packaging, Promotional and POS materials etc. and other activities as shall be required or needed for purposes of conducting the above activities.

ARTICLE 4 DURATION

The duration of the Company's activity shall be unlimited.

ARTICLE 5 SHARE CAPITAL

5.1. The initial share capital of the Company is 3,000,000 ALL (three million Albanian leke), consisting of one (1) share with a value of 3,000,000 ALL.

5.2. The entire share capital will be paid by the Sole Shareholder, the company coepto GmbH, a limited liability company, organized and existing under the laws of Germany, owner of 100% of the share capital of the Company. The share capital will be paid in the bank account of the Company.

ARTICLE 6 SOLE SHAREHOLDER

6.1. The Sole Shareholder of the Company is the company **coepto GmbH**, a limited liability company, organized and existing under the laws of Germany, registered with the Trade Register upon business number HRB 69046, and with registered office located at the address: Oskar-Jaeger-Str. 173, 50825 Cologne, Germany.

ARTICLE 7

3.2. Ne veçanti, objekti i Shoqerise perfshin perpunimin e letres, prodhimin dhe realizimin e materialeve te paketimit, materialeve promocionale dhe materialeve ne pikat e shitjes etj. si dhe aktivitete te tjera siç do te jete e kerkuar apo e nevojshme per qellim te ushtrimit te aktiviteteve te siperpermendura.

NENI 4 KOHEZGJATJA

Kohezgjatja e aktivitetit te Shoqerise do te jete e pakufizuar.

NENI 5 KAPITALI THEMELTAR

5.1. Kapitali fillestar i Shoqerise eshte 3.000.000 Leke (tre milion leke), e ndare ne 1 (nje) kuote me vlere 3.000.000 Leke.

5.2. Kapitali themeltar do te paguhet plotesisht nga Ortaku i Vetem, shoqeria coepto GmbH, nje shoqeri me pergjegjesi te kufizuar, e themeluar dhe ekzistuese sipas ligjeve te Gjermanise, qe zoteron 100% te kapitalit te Shoqerise. Kapitali themeltar do te paguhet ne llogarine bankare te Shoqerise.

NENI 6 ORTAKU I VETEM

6.1. Ortaku i Vetem i Shoqerise eshte shoqeria **coepto GmbH**, nje shoqeri me pergjegjesi te kufizuar, e themeluar dhe ekzistuese sipas ligjeve te Gjermanise, e regjistruar ne Regjistrin Tregtar te me numer biznesi HRB 69046, dhe me adrese ne: Oskar-Jaeger-Str. 173, 50825 Cologne, Gjermani.

NENI 7

MANAGEMENT OF THE COMPANY

- 7.1. The properties, business and affairs of the company shall be managed and performed by one or more Administrators who are authorized to act severally, unless otherwise indicated in the Bylaws or the resolution of the Sole Shareholder on their appointment.
- 7.2. The first Administrator of the Company is **Mrs. Stephanie Blum**, German citizen, born in Troisdorf, on 12.07.1987 resident in Cologne, holder of passport no. L754HFKC1. The administrator will have an office term of 5 years.

ARTICLE 8 AUDITOR

- 8.1. The auditor/s shall be appointed by the decision of the Sole Shareholder in any such case when it becomes mandatory by the Albanian law or when the Sole Shareholder deems it necessary.

ARTICLE 9 ACCOUNTING YEAR

- 9.1. The fiscal year of the Company shall be from January 1st to December 31st.
- 9.2. By exception, the first financial year begins upon the Company's incorporation and ends on the 31st of December of the same year.

ARTICLE 10 WINDING UP

- 10.1. The winding up and the appointment of the liquidator/s shall comply with the law no. 9901, dated 14.04.2008 "*On Entrepreneurs and Commercial Companies*", as amended, and any other applicable law.

ADMINISTRIMI I SHOQERISE

- 7.1. Pasurite, biznesi dhe veprimtaria e Shoqerise administrohet nga nje apo me shume Administratore, te cilet jane te autorizuar te veprojne veçmas, perveç nese parashikohet ndryshe ne Statut ose vendimin e emerimit te tyre nga Ortaku i Vetem.
- 7.2. Administratori i pare i shoqerise eshte Znj. **Stephanie Blum**, shtetase gjermane, lindur ne Troisdorf, me 12.07.1987, banuese ne Cologne, mbajtese e pasaportes me nr. L754HFKC1. Administratori do te qendroje ne detyre per nje afat 5 vjecar.

NENI 8 EKSPERTI KONTABEL

- 8.1. Eksperti/et kontabel te autorizuar emerohen me vendim te Ortakut te Vetem ne çdo rast kur eshte e detyrueshme nga legjislacioni shqiptar ose kur Ortaku i Vetem e konsideron te nevojshme.

NENI 9 VITI FINANCIAR

- 9.1. Viti financiar i Shoqerise do te jete nga 1 Janar deri ne 31 Dhjetor.
- 9.2. Perjashtimisht, viti i pare financiar fillon me daten e regjistrimit te Shoqerise dhe perfundon me 31 Dhjetor te te njejtit vit.

NENI 10 LIKUIDIMI

- 10.1. Likuidimi dhe emerimi i likuiduesit/ve, do te behet sipas ligjit nr. 9901, date 14.04.2008 "*Per tregtaret dhe shoqerite tregtare*", i ndryshuar dhe ligjeve te tjera te zbatueshme.

ARTICLE 11
APPLICABLE LAW

- 11.1. The Company shall run its business in full compliance with its Bylaws and the provisions of Albanian laws.
- 11.2. The law no. 9901, dated 14.04.2008 “*On Entrepreneurs and Commercial Companies*”, as amended, becomes applicable regarding aspects that are not covered and provided by the Bylaws.
- 11.3. Any disputes that may arise concerning the application or interpretation of these Articles of Association shall be brought for resolution before the Tirana District Court.

NENI 11
LIGJI I ZBATUESHEM

- 11.1. Shoqeria do te ushtroje aktivitetin e saj ne perputhje me Statutin dhe dispozitat e ligjit shqiptar.
- 11.2. Ligj nr. 9901, date 14.04.2008 “*Per tregtaret dhe shoqerite tregtare*”, i ndryshuar, do te zbatohet ne lidhje me sa nuk parashikohet nga Statuti.
- 11.3. Çdo mosmarreveshje qe mund te linde ne lidhje me zbatimin ose interpretimin te ketij Akti Themelimi do te zgjidhet nga gjykata e Rrethit Gjyqesor Tirane.

The present Articles of Incorporation are drawn up and signed by the shareholder, in 3 (three) copies in Albanian and in English languages, each having the same value.

In case of discrepancies between the Albanian and English version, the later version shall prevail.

Ky Akt Themelimi eshte hartuar dhe nenshkruar nga ortaku ne 3 (tre) kopje ne gjuhen shqipe dhe angleze, me te njejten vlere.

Ne rast mosperputhje midis versionit shqip dhe atij anglisht, do te mbizoteroje versioni anglisht.

SOLE SHAREHOLDER / ORTAKU I VETEM

coepto GmbH

