

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

**ORBIT ALBANIA SHPK**

**ARTICLE 1  
ESTABLISHMENT AND NAME**

- 1.1. This day of 12.04 2023 the limited liability company **Orbit Albania Shpk** (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: Rruga “Ibrahim Rugova” 40/3, 1019 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**

**ORBIT ALBANIA SHPK**

**NENI 1  
THEMELIMI DHE EMRI**

- 1.1. Sot me 12.04 2023 themelohet shoqeria me pergjegjesi te kufizuar **Orbit Albania Shpk** (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” 40/3, 1019 Tirane, Shqiperi.
- 2.2. Shoqeria ka te drejte te hape dhe mbaje dege, zyra dhe/ose te kryeje veprimtari ne vendodhje te tjera brenda dhe jashte 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 shall include:

1. Removal services;
2. Freight transport by road;
3. Freight air transport;
4. Freight sea transport;
5. Warehousing and storage;
6. Cargo handling;
7. Other transportation support activities;
8. Real estate Agency;
9. Customs clearance;
10. Immigration service for executives or other foreign employees;
11. Other services that are related or necessary for performing the above activities.

The above activities will be conducted by the Company itself or by acting as intermediary using third-party licensed service providers.

#### **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 EUR 40,000 (forty thousand Euros), consisting of 1 (one) share with a value of EUR 40,000 (forty thousand Euros).

3.2. In particular, the object of the company shall include:

1. Sherbime zhvendosje;
2. Transport rrugor;
3. Transport ajror;
4. Transport detar;
5. Magazinim dhe depozitim;
6. te gjitha aktivitetet e lidhura me ngarkesat (cargo);
7. Sherbime te tjera ne mbeshtetje te transportit;
8. Agjenci pasuri e paluajtshme;
9. Zhdoganimi i mallrave;
10. Sherbime migracioni per drejtues dhe punonjes te tjere te huaj;
11. Sherbimeve te tjera te lidhura ose te nevojshme per te zhvilluar veprimtarite e mesiperme.

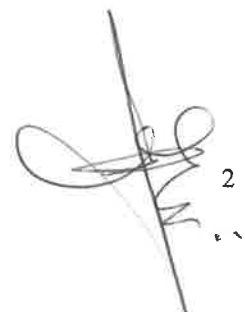
Aktivitetet e siperpermendura do te zhvillohen nga vete Shoqeria ose duke vepruar si ndermjetes duke perdorur sherbime nga pale te tret ate licensuara.

#### **NENI 4 KOHEZGJATJA**

Kohezgjatja e aktivitetit te Shoqerise do te jete e pakufizuar.

#### **NENI 5 KAPITALI THEMELTAR**

- 5.1. Kapitali fillestar i Shoqerise eshte EUR 40.000 (dyzet mije Euro) qe konsiston ne 1 (nje) kuote me vlere EUR 40.000 (dyzet mije Euro).



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5.2. The entire share capital will be paid by the Sole Shareholder, the company **Orphee Beinoglou International Forwarders S.A.** 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 **Orphee Beinoglou International Forwarders S.A.**, a company established and existing under the laws of Greece, registered with business identification number 123646201000, with legal seat at the address: LEOFOROS EIRINIS 85, PERAMA ATTIKIS, GREECE.

#### **ARTICLE 7 MANAGEMENT OF THE COMPANY**

7.1. The properties, business and affairs of the Company shall be managed and performed by 2 Administrators which are authorized to act severally, unless otherwise indicated by the resolution of the Sole Shareholder.

7.2. The first Administrators of the Company are:

- (i) Mr. Lefteris Regkos, Greece citizen, born in Amarousio on 20.01.1980, with address at: 27th km Old National Road Athens - Corinth GR-19200 Elefsina, Greece, identified with passport no. AT1971734.
- (ii) Ms. Edit Pop Gavrilova, North Macedonian citizen, born in Shtip on 04.03.1966, with business address: Pero Nakov 144 1040 Skopje, North Macedonia, identified with passport no. C0456348.

5.2. Kapitali themeltar do te paguhet plotesisht nga Ortaku i Vetem, shoqeria **Orphee Beinoglou International Forwarders S.A.** 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 **Orphee Beinoglou International Forwarders S.A.**, nje shoqeri e regjistruar dhe qe ekziston sipas ligjeve te Greqise, e regjistruar me numer identifikimi te biznesit 123646201000, me seli ne adresen: LEOFOROS EIRINIS 85, PERAMA ATTIKIS, GREECE.

#### **NENI 7 ADMINISTRIMI I SHOQERISE**

7.1. Pasurite, biznesi dhe veprimtaria e Shoqerise administrohet nga 2 Administratore, te cilet jane te autorizuar te veprojne vecmas, pervec nese parashikohet ndryshe ne vendimin e emerimit te tyre nga Ortaku i Vetem.

7.2. Administratoret e pare te Shoqerise jane:

- (i) Z. Lefteris Regkos, shtetas grek, lindur ne Amarousio, me 20.01.1980, me adrese ne: 27th km Old National Road Athens - Corinth GR-19200 Elefsina, Greqi identifikuar me pasaporten me nr. AT1971734.
- (ii) Znj. Edit Pop Gavrilova, shtetase e Maqedonise se Veriut, lindur ne Shtip, me 04.03.1966, me adrese biznesi ne: Pero Nakov 144 1040 Shkup, Maqedoni e Veriut, identifikuar me pasaporten me nr. C0456348.

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**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 1<sup>st</sup> to December 31<sup>st</sup>.

9.2. By exception, the first financial year begins upon the Company's incorporation and ends on the 31<sup>st</sup> 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.

**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 Incorporation shall be brought for resolution before the Tirana District Court.

**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**

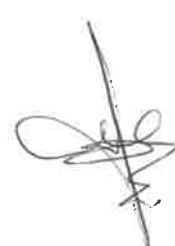
10.1. Likuidimi dhe emerimi i likuiduesit/ve, do te behet sipas ligjit nr. 9901, date 14.04.2008 "*Per tregtaret dhe shoqerite tregtare*", i ndryshuar dhe ligjeve te tjera te zbatueshme.

**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 mosmarveshje 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.*

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

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

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

**SOLE SHAREHOLDER / ORTAKU I VETEM**

**ORPHEE BEINOGLU INTERNATIONAL FORWARDERS S.A.**



The signature is written in black ink over a blue circular stamp. The stamp contains the text: "ORPHEE BEINOGLU INTERNATIONAL FORWARDERS AND LOGISTICS", "25th Km. Oin National Road Athens-K", and "GR - 192 00 Elefsina, Greece".

**ORFEAS MOSCHOPOULOS-VEINOGLU**

**President of Board of Directors & Managing Director**



A handwritten signature or mark in black ink, consisting of several overlapping loops and a vertical line extending downwards.

