

**VENDIM PER REGJISTRIMIN E PERSONIT JURIDIK  
-Air BP ALBANIA SHA-**

Sot me 27.10.1999, une Zegjine Sollaku, Gjyqtare prane Gjykates se Rrethit Tirane, mora ne shqyrtim kerkesen e paraqitur nga shoqeria Shoqeria BP Holdings International B.V., e perfaqesuar rregullisht nga Genc Boga, aksionere e shoqerise Air BP Albania SHA, me seli ne adresen Rr. Ismail Qemali Nr. 27, Tirane, Shqiperi, per regjistrimin ne regjistrin tregtar te shoqerise anonime me emertimin Air BP Albania SHA, dhe depozitimin e dokumenteve perkatese nga te cilet:

**KONSTATOVA:**

- Shoqeria Air BP ALBANIA SHA eshte nje shoqeri anonime, e themeluar me 25.10.1999, sipas te drejtes shqiptare nga aksioneri i vetem: BP Holdings International B.V., shoqeri e regjistruar ne Hollande me nr. 24277622, me seli qendrore ne Westblaak 163, 3012KJ Rotterdam.
- Kapitali t hemeltar i shoqerise eshte 30.000.000 (tridhete milion) Leke shqiptare dhe eshte i ndare ne 30.000 (tridhete mije) kuota me vlere nominale 1.000 (njemije) Leke shqiptare secila. Kapitali i shoqerise nenshkruset dhe derdhet teresisht ne te holla nga aksioneri i vetem.
  - Selia e shoqerise ndodhet ne adresen: Rr. Ismail Qemali, Nr.27, Tirane, Shqiperi.
  - Objekti i aktivitetit te shoqerise eshte te ndermarre veprime biznesi ne fushen e tregtimit me shumice te lendeve djegese per mjetet e fluturimit ajror reaktive (kerozene) si dhe karburanteve per avione dhe mjete te tjera motorike, si dhe çdo veprimtari tjetër ekonomike qe do te konsiderohet e nevojshme dhe e dobishme per realizimin e qellimit te shoqerise anonime dhe qe nuk bie ndesh me legjislacionin shqiptar ne fuqi. Shoqeria brenda caqeve te parashikuara nga legjislacioni ne fuqi, do te kryeje çdo operacion tregtar dhe financiar qe lidhet drejtperdrejte ose terthorazi me objektin e saj.
  - Kohezgjatja e shoqerise do te jete 25 vjet, duke filluar nga momenti i regjistrimit ne Regjistrin Tregtar.
  - Shoqeria anonime Air BP ALBANIA SHA do te administrohet nga nje Drejtori e cila perbehet nga dy drejtores te cilet jane Z. Triptolemos Kanallopoulos dhe Z. Izet Loloçi si dhe nga nje Keshill Mbikqyres. Keshilli i pare Mbikqyres do te kete kete perberje:  
Z.Polychronis Ladonicolas - Kryetar  
Znj.Alison Jane O'Sullivan - Zv/Kryetare  
Z.Christian Bosenick - Anetar
  - Ekspertet kontabel te autorizuar jane Z. Peri Buzali dhe Znj. Irena Pulo.
- Gjithashtu konstatova se kerkesa e paraqitur nga aksioneri i vetem i shoqerise Air BP ALBANIA SHA. eshte e bazuar ne ligj, dhe

**PER KETO ARSYE**

Ne baze Ligjit nr.7638, date 19.11.1992 "Per Shoqerite Tregtare" dhe te Ligjit nr.7667, date 28.01.1993 "Per Regjistrin Tregtar dhe formalitetet qe duhen respektuar nga Shoqerite Tregtare",

**VENDOSA:**

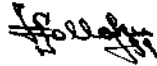
Pranimin e kerkxes.

Depozitimin prane regjistrin tregtar, te akteve perkatese per regjistrimin e shoqerise anonime Air BP  
ALBANIA SHA.

Kunder ketij vendimi mund te behet ankim ne gjykaten e shkalles se dyte.

**G J Y Q T A R E**

Zegjine Sollaku



**REPUBLIKA E SHQIPERISE**  
**GJYKATA E RRETHIT TIRANE**  
Vendimi nr.22194/1

**VENDIM I GJYQTARIT TE VETEM**  
**-PER DEPOZITIM AKTESH TE PERSONIT JURIDIK-**

Sot me 18.01.2000, une Pranica Capo, Gjyqtare prane Gjykates se Rrethit Tirane, mora ne shqyrtim kerkesen e paraqitur nga shoqeria Air Bp Albania Sh.A., per regjistrimin e ndryshimeve ne kollonat perkatese te regjistrit tregtar dhe depozitimim ne aneksin e tij te vendimit te Keshillit Mbikqyres te shoqerise date 22.11.2000 per emerimin e drejtorit te trete te Drejtorise, dhe dokumentet perkates nga te cilet:

**KONSTATOVA**

Se, shoqeria anonime Air Bp Albania Sh.A e themeluar nga aksioneri i vetem Bp Holding International B.V, me seli ne rruga Ismail Qemali, nr. 27 Tirane, me kapital prej 30.000.000 leke i ndare ne 30.000 kuota me vlere nominale 1.000 leke secila, eshte regjistruar me vendimin nr. 22194 date 27.10.1999.

Keshilli Mbikqyres i shoqerise ne mbledhjen e mbajtur me date 22.11.2000, me unanimitet ka vendosur te emeroje Z. Fiona Hayde shtetase britanike, e lindur ne Shrewsbury ne 17.04.1970 mbajtese e pasaportes nr.871304W me cilesine e drejtorit te trete te Drejtorise se shoqerise dhe si rrjedhim shoqeria Air Bp Albania Sh.A do te kete tre Drejtore te cilet jane anetare te Drejtorise si me poshte vijon:

- Z. Triptolemos Kanallopoulos
- Z. Izet Loloçi
- Znj. Fiona Hayde

Si pasoje e ketij ndryshimi, seksioni i 2 i nenit VIII te statutit te shoqerise Air BP Albania Sh.A ndryshohet si me poshte vijon:

**"Seksioni 2: Numri**

**Shoqeria do te kete tre Drejtore te cilet jane anetare te Drejtorise."**

Gjithashtu konstatova se kerkesa per regjistrimin e faktit te mesiperm dhe depozitimim e akteve perkatese ne regjistrin tregtar, eshte e bazuar ne ligj, dhe

**PER KETO ARSYE**

Ne baze te Ligjit nr. 7638, date 19.11.1992 "Per Shoqerite Tregtare" dhe Ligjit nr.7667, date 28.01.1993 "Per Regjistrin Tregtar dhe formalitetet qe duhen respektuar nga Shoqerite Tregtare"


**VENDOSA**

Pranimin e kerkeses.

Depozitimim ne aneksin e tij te vendimit te Keshillit Mbikqyres se shoqerise Air Bp Albania Sh.A. date 22.11.2000 per emerimin e anetarit te trete te Drejtorise te shoqerise, dhe depozitimim e akteve ne Gjykatën e Rrethit Tirane.

Urdherohet zyra e Regjistrit Tregtar te beje ndryshimet perkatese ne kollonen 4, germa S-si dhe te behet ndarja nga njeri-tjetri me vize te kuqe.

**GJYQTARE**

Pranica Capo  


**REPUBLIKA E SHQIPERISE**  
**GJYKATA E RRETHIT GJYQESOR TIRANE**  
Vendimi nr.22194/2

**VENDIM I GJYQTARIT TE VETEM**  
- Per Depozitimin e Akteve te Personit Juridik -

Sot me date 1/12/2004, une, M. Dogja, Gjyqtare prane Gjykates se Rrethit Gjyqesor Tirane, mora ne shqyrtim kerkesen e paraqitur nga shoqeria "Air BP Albania" Sh.A, per depozitimin ne Regjistrin Tregtar te vendimit te Ortakut te Vetem te shoqerise "Air BP Albania" Sh.A, date 06/07/2004 per ndryshimin e selise se shoqerise.

**KONSTATOVA**

Se shoqeria "Air BP Albania" Sh.A eshte nje shoqeri anonime e krijuar sipas te drejtes shqiptare dhe regjistruar ne Regjistrin Tregtar me vendimin nr.22194 date 24/05/2004 te Gjykates se Rrethit Gjyqesor Tirane me Ortak te Vetem shoqerine "BP Holdings International B.V" Sh.A, shoqeri e regjistruar ne Hollande me nr.24277622, me seli qendrore ne Westblaak 163,3012KJ Rotterdam.

Me vendimin e dates 06/07/2004, Ortaku i Vetem i shoqerise "Air BP Albania" Sh.A. ka vendosur:

Ndryshimin e selise se shoqerise nga adresa aktuale: 27, Rr. "Ismail Qemali", Tirane, Shqiperi ne adresen e re: "Gurten" Business Center, Rruga e Kavajes, nr.116, zyra nr.113, Tirane, Shqiperi.

Per kete arsye, paragrafi i pare i nenit 3 te statutit te shoqerise "Air BP Albania" Sh.A ndryshohet si me poshte:

" Shoqeria e ka seline e saj ne adresen: "Gurten" Business Center, Rruga e Kavajes, nr.116, zyra nr.113, Tirane, Shqiperi."

**PER KETO ARSYE**

Ne baze te Ligjit nr. 7638, date 19.11.1992 "Mbi Shoqerite Tregtare" dhe te Ligjit nr.7667, date 28.01.1993 "Per Regjistrin Tregtar dhe formalitetet qe duhen respektuar nga Shoqerite Tregtare",

**VENDOSA**

- Pranimin e kerkeses.
- Depozitimin ne aneksin e Regjistrin Tregtar te vendimit te Ortakut te Vetem te shoqerise "Air BP Albania » Sh.A. te dates 6/7/2004.
- Urdherohet Zyra e Regjistrin Tregtar te beje ndryshimet perkatese ne kollonen \_\_\_\_, germa \_\_\_\_, si dhe te behet ndarja nga njeri-tjetri me vize te kuqe.

GJYQTARE  
Meyhynda Dogja  
\_\_\_\_\_  
Dogja

URDHER REGJISTRIMI

Kolona 1	Kolona 2	Kolona 3	Kolona 4	Kolona 5
<p>Numri rendor i Regjistrimit Tregtar</p> <p>92194</p>	<p>a. Emri: "AIR BP ALBANIA" Sh.a.</p> <p>b. Selia: Rr "Ismaoil Qemali" nr 27, Tiranë Shqipëri</p> <p>c. Objekti: Ndërmarrja e veprimtari biznesi në fushën e tregëtimit me shumicë të lëndëve djepëse për mijetel e fluturimi ajrore reaktive (kerozene) si dhe korburotore për avion dhe mjete të fjetëmatore, si dhe ndërmarrja tjetër ekonomike për realizimin e qëllimit të specifikuar nën emër.</p> <p>ç. Kapitali: 30.000.000 (tri dhjetë mijë e 000) lekë.</p>	<p>Ortaket:</p> <p>1. BP- Holdings International BV, shpërndarë dhe regjistruar në Hollandë me nr 24277622, me seli qendrore në Westblaak 163, 3012 KJ Rotterdam</p> <p>6.</p> <p>7.</p> <p>Drejtoria:</p> <p>dy drejtorët e saj janë:</p> <p>1- Triptolemas Kamellapoulos</p> <p>2- Izet Solos</p> <p>Këshilli Administrativ</p> <p>1- Polychronis Ladomikos</p> <p>kyetar -</p> <p>2- Alison Jane O'sullivan</p> <p>kyetare -</p> <p>3- Christian Bosenick</p> <p>kyetare</p> <p>Ekipetë kontabil të autorizuar janë:</p> <p>1- Rex Buzol</p> <p>2- Irena Pula</p>	<p>Kohezgjatja: 25 - Gjet</p>	<p>Shenime mbi aktet e shoqërisë.</p> <p>Data e nënshkrimit</p> <p>25.10.1999</p> <p>Data e Regjistrimit</p> <p>27.10.1999</p>

gjetore  
Legjime Jon  
Holland

**REPUBLIKA E SHQIPERISE**  
**DHOMA E NOTEREVE TIRANE**

Nr. 779 Rep.

Nr. 404 Kol.

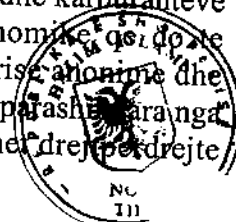
**AKTI I THEMELIMIT**  
**TE SHOQERISE ANONIME**  
**Air BP ALBANIA SHA**

Ne Tirane, sot me 25.10.1999, para meje Noterit te Dhomes se Notereve Tirane Halim ISLAMI, u paraqit personalisht:

- Z. Genc Boga, shtetas shqiptar, lindur ne Tirane – Shqiperi, me 26.08.1962, mbajtes i leternjofimit me nr. AZ.096117, perfaqesues me prokure i shoqerise BP Holdings International BV, me seli ne Rotterdam, Hollande, autorizuar per te vepruar si i tille ne baze te prokures date 18.10.1999, leshuar nga Keshilli Drejtues i shoqerise BP Holdings International B.V. Ai me vullnetin e tij te plote e te lire, duke qene rregullisht i autorizuar, ne emer te shoqerise BP Holdings International B.V., nenshkruan ne prezencen time Aktin e Themelimit te Shoqerise Anonime Air BP ALBANIA SHA.

Aksioneri i vetem, shoqeria BP Holdings International B.V. me seli ne Rotterdam, Hollande themelon nje Shoqeri Anonime me emertimin "Air BP ALBANIA SHA". Shoqeria do te zhvilloje aktivitetin e saj ne perputhje me legjislacionin shqiptar ne fuqi dhe me Aktin e Themelimit e Statutin e saj.

Objekti i aktivitetit te shoqerise eshte te ndermarre veprime biznesi ne fushen e tregtimit me shumice te lendeve djegese per mjetet e fluturimit ajror reaktive (kerozene) si dhe karburanteve per avione dhe mjete te tjera motorike, si dhe çdo veprimtari tjeter ekonomike qe do te konsiderohet e nevojshme dhe e dobishme per realizimin e qellimit te shoqerise anonime dhe qe nuk bie ndesh me legjislacionin shqiptar ne fuqi. Shoqeria brenda caqeve te parashikuara nga legjislacioni ne fuqi, do te kryeje çdo operacion tregtar dhe financiar qe lidhet drejtperdrejte ose terthorazi me objektin e saj.



Shoqeria "Air BP ALBANIA SHA". e ka seline e saj ne adresen: Rr. Ismail Qemali Nr.27, Tirane, Shqiperi.

Shoqeria mund te hape filiale, dege dhe zyra perfaqesimi ne qytete te tjera te Republikes se Shqiperise dhe/ose jashte saj.

Shoqeria do te zhvilloje aktivitetin e saj per nje afat prej 25 vjetesh, duke filluar nga data e regjistrimit ne Regjistrin Tregtar.

Ky afat mund te zgjatet dhe/ose mund te shkurtohet me vendim te Aksionerit te Vetem.

Kapitali Themeltar i Shoqerise eshte 30.000.000 (tridhjete milion) Leke shqiptare dhe eshte i ndare ne 30.000 (tridhjete mije) kuota me vlere nominale 1.000 (njemije) Leke shqiptare secila. Kapitali i shoqerise nenshkruhet dhe derdhet teresisht ne te holla nga aksioneri i vetem.



Shoqëria do të administrohet nga një Drejtori, e cila përbehet nga dy drejtore, dhe nga një Keshill Mbikqyres i cili përbehet nga tre anetare.

Anetaret e Keshillit Mbikqyres janë përgjegjës vetëm për gabimet personale të kryera gjatë ushtrimit të mandatit të tyre.

Drejtorët janë sipas rastit individualisht dhe kolektivisht përgjegjës ndaj Shoqërisë apo të tretëve për demet që kanë shkaktuar për shkak të keqadministrimit apo shkeljes së neneve të këtij statuti ose të Ligjit.

Viti financiar i shoqërisë fillon më 1 janar dhe përfundon më 31 dhjetor të çdo viti. Përfundimisht, viti i parë financiar fillon në ditën e regjistrimit të shoqërisë në Regjistrin Tregtar dhe përfundon më 31 dhjetor 1999.

Ky Akt i Themelimit të Shoqërisë Anonime Air BP ALBANIA SHA përpilohet në pesë kopje në gjuhën shqipe dhe pesë në gjuhën angleze me vlerë të njëjta, nënshkruhet rregullisht nga përfaqësuesi i Aksionerit të vetëm, dhe unë Noteri e vertetoj sipas ligjit.

**AKSIONERI I VETËM  
BP HOLDINGS INTERNATIONAL B.V**

(përfaqësuar me prokurë nga Z. Genc Boga )

*Genc Boga*  
*[Signature]*

**NOTER**



**STATUT I SHOQERISE ANONIME**  
**Air BP Albania SHA**

Neni 1  
Emertimi

Emri i shoqerise eshte Air BP Albania SHA, me poshte e quajtur "Shoqeria".

Neni 2  
Themelimi

Shoqeria fiton personalitet juridik pas regjistrimit ne Regjistrin Tregtar me vendim te Gjykates se Rrethit Tirane.

Neni 3  
Selia

Shoqeria e ka seline e saj ne adresen: Rruga Ismail Qemali Nr. 27, Tirane, Shqiperi. Shoqeria mund te hape dege e zyra perfaqesimi ne qytete te tjera te Republikes se Shqiperise dhe/ose jashte saj, me vendim te aksionerit te vetem te saj.

Neni 4  
Kapitali

Kapitali Themeltar i Shoqerise eshte 30.000.000 (tridhjete milion) Leke shqiptare dhe eshte i ndare ne 30.000 (tridhjete mije) kuota me vlere nominale 1.000 (njemije) Leke shqiptare secila. Kapitali i shoqerise nenshkruhet dhe derdhet teresisht ne te holla nga aksioneri i vetem.

Kuotat jane lirisht te transferueshme sipas ligjit shqiptar ne fuqi. Aksioneri i vetem pergjigjet per detyrimet karshi te treteve deri ne vleren e kapitalit te saj.

Neni 5  
Objekti

Objekti i aktivitetit te shoqerise eshte te ndermarre veprime biznesi ne fushen e tregtimit me shumice te lendeve djegese per mjetet e fluturimit ajror reaktive (kerozene) si dhe karburanteve per avione dhe mjete te tjera motorike, si dhe çdo veprimtari tjeter ekonomike qe do te konsiderohet e nevojshme dhe e dobishme per realizimin e qellimit te shoqerise anonime dhe qe nuk bie ndesh me legjislacionin shqiptar ne fuqi. Shoqeria brenda caqeve te parashikuara nga legjislacioni ne fuqi, do te kryeje çdo operacion tregtar dhe financiar qe lidhet drejtperdrejte ose terthorazi me objektin e saj.







Neni 6  
Kohezgjatja

Kohezgjatja e shoqerise do te jete 25 vjet, duke filluar nga momenti i regjistrimit ne Regjistrin Tregtar.

Neni 7  
Aksioneri i Vetem

Shoqeria BP Holdings International B.V., e regjistruar ne Hollande me nr. 24277622, me seli qendrore ne Westblaak 163, 3012KJ Rotterdam, eshte aksionerei i vetem i shoqerise. Aksioneri i vetem ne baze te legjislacionit shqiptar mund te ndermarre te gjitha ato vendime te cilat nuk jane ne kompetence te Drejtorise ose te Keshillit Mbikqyres, ne lidhje me ndryshimin e ketij statuti, bashkimin me shoqeri te tjera, rritjen ose zvogelimin e kapitalit, transferimin e pjesshem apo teresor te aksioneve, emerimin apo shkarkimin e dy te tretave te Keshillit Mbikqyres, emerimin e eksperteve kontabel, miratimin e raportit te administrimit dhe te bilancit si dhe te dhenave te tjera financiare brenda gjashte muajve nga perfundimi i vitit financiar (mbledhja vjetore), likujdimin e shoqerise, emerimin e likujdatoreve.

Neni 8  
Drejtoria

Seksioni 1. Funkcionet dhe Kompetencat

Pasurite, biznesi dhe aktivitetit i Shoqerise do te drejtohen nga Drejtoria e cila mund te ushtroje te gjitha kompetencat e te kryeje te gjitha veprimet, pervec atyre qe ligji nuk ia ngarkon Keshillit Mbikqyres apo Aksionerit te Vetem. Drejtora, te pakten nje here ne tre muaj duhet t'i paraqese Keshillit Mbikqyres me qellim kontrolli dhe verifikimi raportin mbi administrimin e pergatitur prej tij. Brenda tre muajve nga mbyllja e vitit financiar te Shoqerise, Drejtoria duhet t'i paraqese Keshillit Mbikqyres raportin financiar vjetor dhe bliancin vjetor te Shoqerise, me qellim kontrolli dhe verifikimi.

Drejtori perfaqeson Shoqerine karshi te tretteve dhe qdo transaksion qe lidhet ne emer te Shoqerise do te nenshkruset nga Drejtori.

Seksioni 2. Numri

Shoqeria do te kete dy Drejtore te cilet jane anetare te Drejtorise.

Seksioni 3. Emerimi dhe Kohezgjatja e Mandatit

Secili nga drejtoret emerohet nga Keshilli Mbikqyres me nje shumice votash, dhe do te do te qendroje ne detyre si i tille per nje periudhe prej 2 (dy) vite.

Secili nga drejtoret do te qendroje ne kete detyre deri ne momentin e emerimit te Zevendesit te tij, ose deri ne momentin e doreheqjes, shkarkimit ose vdekjes se tij

Seksioni 4. Vende bosh dhe Shkarkime.

Cdo vend bosh i postit te Drejtorit dhe i hapur rishtas per shkak te doreheqjes, shkarkimit apo vdekjes se tij do te zevendesohet nga nje Drejtor i ri i emeruar me vendim te Keshillit Mbikqyres, i cili do te qendroje ne kete detyre deri ne perfundim te mandatit te Drejtorit qe zevendeson.

Cdo Drejtor apo e gjithë Drejtoria mund te shkarkohet per shkaqe te perligjura me shumice votash te Keshillit Mbikqyres.

Seksioni 5. Vendi i Mbledhjeve.

Drejtorja e Shoqerise mund t'i zhvilloje mbledhjet si brenda, ashtu edhe jashte Republikes se Shqiperise ne vendin e caktuar rast pas rasti nga Drejtoria. Ne qofte se vendi i mbledhjes nuk eshte caktuar, atehere ky vend do te jete selia e shoqerise (Neni III i ketij Statuti).

Seksioni 6. Njoftimi i Mbledhjeve.

Mbledhjet e Drejtorise do te zhvillohen pasi te jene njoftuar 14 (katërmbëdhjetë) dite perpara ne daten dhe oren e caktuar rast pas rasti nga Drejtoria. Mbledhjet e Drejtorise do te thirren nga Kryetari i saj duke njoftuar cdo drejtor nepermjet telefonit, postes, postes elektronike ose me telegram ku percaktohet koha, vendi dhe qellimi i mbledhjes.

Seksioni 7. Votimi.

Kuorumi per marrjen e vendimeve do te perbehet nga shumica e drejtove dhe vendimi i shumices se drejtove te pranishem ne cdo mbledhje ku plotesohet kuorumi do te konsiderohet vendim i Drejtorise. Ne qofte se kuorumi nuk eshte i pranishem, shumica e drejtove te pranishem mund ta shtyjne mbledhjen deri ne daten dhe oren e njoftuar.

Seksioni 8. Miratimi i supozuar.

Ne cdo mbledhje te Drejtorise ku merret vendim per nje ceshtje te rendit te dites, cdo Drejtor pjesemarrës do te supozohet se e miraton vendimin derisa mospajtimi i tij nuk eshte shenuar ne Procesverbalin e mbledhjes apo derisa ky mospajtim nuk eshte bashkengjitur me dokumentin.

Seksioni 9. Perjegjesite.

Drejtoret jane sipas rastit individuaisht dhe kolektivisht pergjegjes ndaj Shoqerise apo te treteve per demet qe kane shkaktuar per shkak te keqadministrimit apo shkeljes se neneve te ketij statuti ose te Ligjit.

Neni 9

Keshilli Mbikqyres

Seksioni 1. Funkzioni, Kompetencat dhe Shperblimi.

Keshilli Mbikqyres ushtron kontroll mbi Drejtorine ne lidhje me drejtimin e Shoqerise. Keshilli Mbikqyres verifikon dhe kontrollon raportin e administrimit, raportin financiar vjetor dhe bilancin e paraqitur nga Drejtoria perpara se ato te aprovohen nga Aksioneri i Vetem. Aksioneri i Vetem mund te caktojë nje shume fikse vjetore si shperblim per anetaret e Keshillit Mbikqyres per sherbimet e tij. Keshilli Mbikqyres do te kete kompetencen qe rast pas rasti te autorizojë pagimin e shpenzimeve te veçanta ne lidhje me sherbimet e tij.

Seksioni 2. Numri i anetareve.

Keshilli Mbikqyres do te kete 3 anetare.  
Keshilli i pare Mbikqyres do te kete kete perberje:



Z.Polychronis Ladonicolas - Kryetar  
Znj.Alison Jane O'Sullivan - Zv/Kryetare  
Z.Christian Bosenick - Anetar



**Seksioni 3. Emerimi, Zgjedhja dhe Kohezigjatja e Mandatit.**

Cdo person i caktuar si anetar i Keshillit te pare Mbikqyres ne seksionin e mesiperm 2 te statutit do te qendroje ne kete detyre per 3 vjet rresht.

Me perfundimin e kohezigjatjes se mandatit te caktuar ne paragrafin e mesiperm te ketij seksioni, Aksioneri i Vetem emerom dy te tretat te Keshillit te ri Mbikqyres.

Nje e treta e anetareve do te zgjidhen midis punonjesve te Shoqerise.

Cdo anetar i Keshillit Mbikqyres do te qendroje ne kete detyre per tre vjet rresht. Anetaret e Keshillit Mbikqyres do te zgjedhin mes tyre Kryetarin dhe Zv./Kryetarin e Keshillit Mbikqyres.

**Seksioni 4. Shkarkimi.**

Cdo anetar i emeruar i Keshillit Mbikqyres mund te shkarkohet ne çdo moment me vendim te Aksionerit te Vetem.

Anetaret e zgjedhur te Keshillit Mbikqyres mund te shkarkohen vetem per faje ne ushtrimin e detyrave te tyre dhe me vendim te gjykates.

**Seksioni 5. Vendi i Mbledhjeve.**

Keshilli Mbikqyres mund t'i zhvilloje mbledhjet si brenda, ashtu edhe jashte Republikes se Shqiperise ne vendin e caktuar rast pas rasti nga vete Keshilli. Ne qofte se vendi i mbledhjes nuk eshte caktuar, atehere ky vend do te jete selia e shoqerise (Neni III i ketij Statuti).

**Seksioni 6. Njoftimi i Mbledhjeve.**

Mbledhjet e Keshillit Mbikqyres do te zhvillohen pasi te jene njoftuar 14 (katërmbledhjet) dite perpara ne daten dhe oren e caktuar rast pas rasti nga Keshilli Mbikqyres. Mbledhjet e Keshillit Mbikqyres do te thirren nga Kryetari i tij duke njoftuar cdo anetar nepermjet telefonit, postes, postes elektronike ose me telegram ku percaktohet koha, vendi dhe qellimi i mbledhjes.

**Seksioni 7. Votimi.**

Kuorumi per marrjen e vendimeve do te perbehet te pakten nga gjysma e anetareve te Keshillit Mbikqyres dhe vendimi i shumices se anetareve apo te perfaqesuesve te tyre te emeruar sipas rregullit qe jane te pranishem ne nje mbledhje ku plotesohet kuorumi do te konsiderohet vendim i Keshillit Mbikqyres. Ne qofte se kuorumi nuk eshte i pranishem, shumica e anetareve apo te perfaqesuesve te tyre te emeruar sipas rregullit qe jane te pranishem mund ta shtyjne mbledhjen deri ne daten dhe oren e njoftuar.

**Seksioni 8. Miratimi i supozuar.**

Ne çdo mbledhje te Keshillit Mbikqyres ku merret vendim per nje çeshtje te rendit te dites, çdo anetar pjesemarres do te supozohet se e miraton vendimin derisa mospajtimi i tij nuk eshte shenuar ne Procesverbalin e mbledhjes apo derisa ky mospajtim nuk eshte bashkengjitur me dokumentin.

**Seksioni 9. Perjegjiesite.**

Anetaret e Keshillit Mbikqyres jane pergjegjes vetem per gabimet peersonale te kryera gjate ushtrimit te mandatit te tyre.

Ne rast se anetaret e Keshillit Mbikqyres kane dijeni per faje te bera nga anetaret e Drejtorise dhe nuk ia njoftojne ato Aksionerit te Vetem, konsiderohen pergjegjes per keto faje.



Neni 10

Ekspertet Kontabel te Autorizuar

Aksioneri i Vetem do te emeroje dy eksperte kontabel te autorizuar. Cdo ekspert kontabel i autorizuar do te qendroje ne kete detyre per nje vit financiar te shoqerise.

Ekspertet e pare kontabel te shoqerise do te jene:

Znj.Irena Pulaj

Z.Peri Buzali

Neni 11

Viti Financiar

Viti financiar i Shoqerise fillon me 1 Janar dhe perfundon me 31 Dhjetor.

Neni 12

Baza Ligjore

Shoqeria do te zhvilloje aktivitetin e saj ne perputhje te plote me kete statut dhe dispozitat e legjislacionit shqiptar.

Per sa nuk parashikohet ne kete statut, do te zbatohet ligji shqiptar "Per shoqerite tregtare".

Neni 13

Mosmarrevshjet

Mosmarrevshjet qe mund te lindin ne lidhje me zbatimin apo interpretimin e keqj statuti, si dhe çdo mosmarrevshje qe mund te linde midis Shoqerise dhe te treteve, do te zgjidhen nga Gjykatat shqiptare.

Neni 14

Shtesa dhe Ndryshime

Ky statut mund te shtohet, ndryshohet ose te zevendesohet me nje Statut te ri me vendim te Aksionerit te Vetem.

Nenshkruar sot, me 25.10.1999

Genc Boze  
Pf

MARRËVESHJE

MIDIS

DEGËS SË BANKËS KOMBËTARE TREGTARE TË SHQIPËRISË

DHE

PËRFAQËSUESIT TË *Air. B.P. Albanian S.H.P.K.* (në krijim sipër)

ME OBJEKT

Regjistrimin juridik të fondeve *30000.000* situarë për llogari të shoqërisë *Air. B.P. Albanian S.H.P.K.* (në krijim e sipër)

Palët bien dakort si më poshtë:

1. Përfaqësuesi depoziton pranë Degës së Bankës Kombëtare Tregtare të Shqipërisë shumën prej *30000.000* lekësh ose ..... USD për llogari të shoqërisë *Air. B.P. Albanian S.H.P.K.* (në krijim e sipër). Kjo shumë do të rrijë e bllokuar në këtë llogari jo më tepër se një muaj (afat brenda të cilit gjykata është e detyruar ligjërisht të vendosë në lidhje me kërkesën e aplikantit) deri sa nga ana e tij të paraqitet ndërmjet gjithë dokumentacionit të kërkuar nga Banka edhe vendimi i regjistrimit në gjykatë.
2. Dega e Bankës Kombëtare Tregtare Tiranë pranon depozitim të shumës së mësipërme duke i dhënë depozituesit (përfaqësuesit) çertifikatën e depozitimit të fondeve me qëllim që të paraqesë ato në gjykatën përkatëse.
3. Në rast se përfaqësuesi kërkon të tërheqë shumën e sipërpërmendur pa paraqitur dokumentacionin e kërkuar më sipër duhet të kthejë mbrapsht çertifikatën origjinale që i është dhënë atij për ta paraqitur në gjykatë.
4. Për shërbimin që banka do të kryejë do të zbatohen komisionet:
  - a) 500 lekë për sh.p.k me kapital tërësisht shqiptar dhe
  - b) 50 USD për shoqëritë e përbashkëta (Sh.p.k) me kapital të huaj pavarësisht nga raportet që kanë përqindjet e kapitalit ndaj partnerëve.**
5. Kjo marrëveshje nënshkruhet në dy kopje prej të cilave secila nga palët merr nga një.

PËRFAQËSUESIT

*Izet Fletaj*  
*Izet Fletaj*

(DEGA E BOK.T. SH. 25/10/199

DEGA TIRANA



### K E R K E S E

- Kerkuesi:** Shoqeria BP Holdings International B.V., e perfaqesuar nga Genc Boga aksionere e shoqerise Air BP Albania SHA, me seli ne adresen Rr. Ismail Qemali Nr. 27, Tirane, Shqiperi.
- Objekti:** Regjistrimi i shoqerise anonime Air BP Albania SHA. dhe depozitimi i dokumenteve perkatese ne regjistrin tregtar.
- Baza Ligjore:** Ligji nr.7638, date 19.11.1992 "Per shoqerite tregtare" dhe Ligji nr. 7667, date 08.01.1993 "Per regjistrin tregtar dhe formalitetet qe duhen respektuar nga shoqerite tregtare".

Tirane, me 22/10/1999

### GJYKATES SE RRETHIT TIRANE

Shoqeria Air BP Albania SHA eshte nje shoqeri anonime, e themeluar me 25.10.1999, sipas te drejtes shqiptare nga aksioneri i vetem: BP Holdings International B.V., shoqeri e regjistruar ne Hollande me nr. 24277622, me seli qendrore ne Westblaak 163, 3012KJ Rotterdam.

- Kapitali t hemeltar i shoqerise eshte 30.000.000 (tridhjetë milion) Leke shqiptare dhe eshte i ndare ne 30.000 (tridhjetë mije) kuota me vlere nominale 1.000 (njemije) Leke shqiptare secila.. Kapitali i shoqerise nenshkruhet dhe derdhet teresisht ne te holla nga aksioneri i vetem.
  - Selia e shoqerise ndodhet ne adresen: Rr. Ismail Qemali, Nr.27, Tirane, Shqiperi.
  - Objekti i aktivitetit te shoqerise eshte te ndermarre veprime biznesi ne fushen e tregtimit me shumice te lendeve djegese per mjetet e fluturimit ajror reaktive (kerozene) si dhe karburanteve per avione dhe ofsete tjera motorike, si dhe çdo veprimtari tjeter ekonomike qe do te konsiderohet e nevojshme dhe e dobishme per realizimin e qellimit te shoqerise anonime dhe qe nuk bie ndesh me legjislacionin shqiptar ne fuqi. Shoqeria brenda caqeve te parashikuara nga legjislacioni ne fuqi, do te kryeje çdo operacion tregtar dhe financiar qe lidhet drejtperdrejte ose terthorazi me objektin e saj.
  - Kohezgjatja e shoqerise do te jete 25 vjet, duke filluar nga momenti i regjistrimit ne Regjistrin Tregtar.
  - Shoqeria do te administrohet nga nje Drejtori e cila perbehet nga dy drejtore dhe nga nje Keshill Mbikqyres. Keshilli i pare Mbikqyres do te kete kete perberje:  
Z.Polychronis Ladonicolas - Kryetar  
Znj.Alison Jane O'Sullivan - Zv/Kryetare  
Z.Christian Bosenick - Anetar
- Ne mbeshtetje te Ligjit nr. 7638, date 19.11.1992 "Per shoqerite tregtare" dhe Ligjit nr. 7667, date 28.01.1993 "Per regjistrin tregtar dhe formalitetet qe duhen respektuar nga shoqerite tregtare", i kerkojme Gjykates suaj te regjistroje shoqerine Air BP Albania SHA. si person juridik dhe te depozitoje ne aneksin e regjistrin tregtar dokumentet perkatese, bashkengjitur kesaj kerkese.

Nderime,

Shoqeria anonime Air BP Albania SHA

(perfaqesuar rregullisht nga Genc Boga)

*Genc Boga*

*Te regjistruar kerkesa dhe  
aktet.  
Tirane me 27.10.1999  
Gjykatere Legjise Shqiptare  
Hollaku*

*Shenime: Kopjellat dardhur me B. H.  
Kryetare me Serifikatën 25.10.  
1999.  
Hollaku*

REPUBLIKA E SHQIPERISE  
DHOMA E NOTEREVE TIRANE

Nr. 792 Rep.

Nr. \_\_\_\_\_ Kol.

VERTETIM

Sot, në Tiranë, në datën 25.10.1999, përpara meje, Noterit, Halim ISLAMI, u paraqit personalisht:

Z. Genc Boga, shtetas shqiptar, lindur në Tirane-Shqiperi, më 26.08.1962, mbajtës i letenjoftimit nr. AZ 096117.

Personi i mësipërm është madhor, me zotësi të plotë për të vepruar dhe për identitetin e tij u sigurova nga dokumentet identifikuese që ai mbante. Pasi unë Noteri, ia lexova dhe ia shpjegova Aktin bashkëngjitur këtij vërtetimi, ai më deklaroi se e kupton, e pranon dhe se e ka hartuar atë në përputhje të plotë me vullnetin e tij të lirë, dhe e nënshkruan para meje rregullisht, gjë të cilën e vërtetoj sipas ligjit.

NOTERI  
Halim ISLAMI



REPUBLIKA E SHQIPERISE  
DHOMA E NOTERVE TIRANE

Nr. 781 Rep.

Nr. 406 Kol.

DEKLARATE

Ne Tirane, sot me date 25.10.1999, perpara meje Halim Islami, Noter i Dhomes se Notereve Tirane, u paraqiten personalisht:

- Znj. Irena Pulo, shtetase shqiptare, lindur ne Tirane me 27/04/1963, banuese ne Tirane, Rr. Kongresi i Manastirit, P. 55/1;
- Z. Peri Buzali, shtetas shqiptar, lindur ne Durres me 28/09/1948, me leternjoftim Nr. UG 037925, banues ne Tirane, Rr. e Durresit, P. 228, Ap. 10.

Personat e siperpermendur, per identitetin e te cileve mora dijeni nga dokumentet e tyre personale, jane madhore e me zotesi te plote juridike per te vepruar. Ata me vullnetin e tyre te plote e te lire deklarojne sa me poshte vijon:

**“ Ne te nenshkruarit, Irena Pulo dhe Peri Buzali, deklarojme se pranojme te kryejme detyren e Eksperteve Kontabel te Autorizuar te shoqerise anonime Air BP ALBANIA SHA, si dhe pranojme plotesisht e marrim persiper te gjitha pergjegjesite qe rrjedhin nga kjo detyre per secilin nga ne.”**

Une Noteri lexoj me ze te larte tekstin e ketij akti dhe Znj. Irena Pulo dhe Z. Peri Buzali e nenshkruajne rregullisht ne pranine time pasi binden qe permbajtja e ketij akti eshte ne perputhje te plote me theniet e tyre, dhe une Noteri vertetoje kete deklarate sipas ligjit shqiptar ne fuqi.

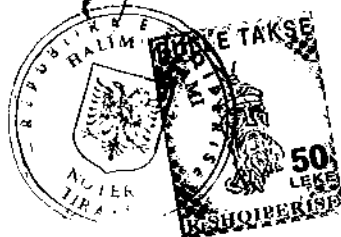
DEKLARUES

Irena Pulo  
Irena Pulo

Peri Buzali  
Peri Buzali

NOTER

Halim Islami







REPUBLIC OF ALBANIA  
NOTARIAL CHAMBER OF TIRANA  
NOTARY PUBLIC HALIM ISLAMI

No. 278 Rep.  
No. 404 Col.

**Constitutive Act of  
the Joint Stock Company  
Air BP ALBANIA SHA**

In Tirana, today, October 25.10.1999, in the presence of the Notary Public of the Tirana Notaries Chamber, Halim ISLAMI, Mr.Genc Boga, albanian citizen, born in Tirana, Albania, on 26.08.1962, resident in Tirana, Albania, holder of the ID Card no. AZ 096117, whose in the quality of the attorney of the Sole shareholder BP Holdings International B.V., duly authorized in basis of the Power of Attorney, dated 18.10.1999, released by the Board of Directors of BP Holdings International B.V., established in Rotterdam, the Netherlands, in full capacity to intend and to act, has duly signed in my presence, the following Constitutive Act of the Joint Stock Company Air BP ALBANIA SHA,

The Company BP Holdings International B.V., having its domicile Rotterdam, the Netherlands, establishes in Tirana, Albania, a Joint Stock Company, by the name of Air BP ALBANIA SHA. The company exercises its activity in compliance with the Albanian law and with the provisions of its Charter and Constitutive Act.

The scope of the company Air BP ALBANIA SHA is: to transact any and all lawful business and/or to engage in any lawful act or activity for which a joint stock corporation may be organized under the laws of Albania, as they may be amended from time to time, in the field of wholesale trading of kerosene for aircraft and other aircraft fuel.

The company Air BP ALBANIA SHA has its legal seat in the address: Rr. "Ismail Qemali", Nr. 27, Tirana, Albania.

The company may establish branches and/or representative offices in other parts of Albania and /or other countries.

The company will operate for a period of twenty five years, beginning from the date of its registration in the Albanian Commercial Register. The sole shareholder shall have the right to declare the liquidation of the company before the expiration of the above time period or extend the duration of the company.

The initial share capital of the Corporation is LEK 30.000.000( thirty million) divided in 30.000 (thirty thousand) shares as per value of LEK 1,000 (one thousand) each. The entire share capital is subscribed and paid "in cash" by the Sole Shareholder.

The company shall be managed by a Board of Directors, consisting of two Directors, and by a Supervisory Board consisting of three members.

The members of the Supervisory Board shall be responsible only for their own mistakes committed during the time they hold such office. The Directors are individually or collectively responsible as the case maybe, toward the Corporation or third parties for damages caused by mismanagement or breach of articles of these bylaws or the Law.



The fiscal year shall commence on the 1st of January and finish on the 31st of December. Exceptionally, the first fiscal year shall commence on the date of registration of the company in the Commercial Register and shall be finished on 31 December 1999.

The present Constitutive Act is drawn up in five copies in Albanian language and five in English language, each copy equally legally valid.

I the Notary Public, after reading the above text after Mr. Genc Boga signs it since he finds it compatible with his own sayings, certify this constitutive act according to the law.

**SOLE SHAREHOLDER**  
**BP HOLDINGS INTERNATIONAL B.V**  
(duly represented on basis of the Power of Attorney by Mr. Genc Boga)

*Genc Boga*

**NOTARY PUBLIC**  
**Halim ISLAMI**



Translated by  
Elona Rudko

*Elona Rudko*

REPUBLIKA E SHQIPERISE  
DHOMA E NOTEREVE TIRANE



Nr. 780 Rep.

405 Kol.

VERTETIM

Sot, në Tiranë, në datën 25.10.1999, përpara meje, Noterit, Halim ISLAMI, u paraqit personalisht:

Z. Genc Boga, shtetas shqiptar, lindur në Tirane-Shqiperi, më 26.08.1962, mbajtës i letenjoftimit nr. AZ 096117.

Personi i mësipërm është madhor, me zotësi të plotë për të vepruar dhe për identitetin e tij u sigurova nga dokumentet identifikuese që ai mbante. Pasi unë Noteri, ia lexova dhe ia shpjegova Aktin bashkëngjitur këtij vërtetimi, ai më deklaroi se e kupton, e pranon dhe se e ka hartuar atë në përputhje të plotë me vullnetin e tij të lirë, dhe e nënshkruan para meje rregullisht, gjë të cilën e vërtetoj sipas ligjit.

NOTERI  
Halim ISLAMI



Bylaws of Air BP Albania SHA

**BYLAWS  
OF  
Air BP Albania SHA**

**ARTICLE I  
NAME**

The name of the Corporation is Air BP Albania SHA, hereinafter referred to as the "Corporation".

**ARTICLE II  
INCORPORATION**

The Corporation acquires legal personality after its registration in the Albanian Commercial Register, by the decision of Tirana District Court.

**ARTICLE III  
REGISTERED OFFICE**

The registered office of the Corporation is at the address 27 Ismail Qemali, Tirane, Albania.

The Corporation may also have such other offices, and establish branches and/or affiliates within and/or without the State of Albania, as the Sole Shareholder may from time to time decide.

**ARTICLE IV  
SHARE CAPITAL**

The initial share capital of the Corporation is LEK 30,000,000 (Thirty million) divided in 30,000 (thirty thousand) shares as per value of LEK 1,000 (one thousand each). The entire share capital is subscribed and paid "in cash" by the Sole Shareholder.

The shares are transferable and may be transferred any time under the terms and conditions set forth by the laws of Albania.

The shareholder's liability is extended up to the amount of its contribution in the share capital.

**ARTICLE V  
PURPOSES**

The purpose of the Corporation is to transact any and all lawful business and/or to engage in any lawful act or activity for which a joint stock corporation may be organized under the laws of Albania, as they may be amended from time to time, in the field of wholesale trading of kerosene for aircraft and other aircraft fuel.





Bylaws of Air BP Albania SHA

ARTICLE VI  
DURATION

The duration of the Corporation shall be twenty five years.

ARTICLE VII  
SOLE SHAREHOLDER

BP Holdings International B.V., a corporation registered in The Netherlands, with no. 24277622, having its registered office in Westblaak163, 3012KJ Rotterdam, is the Sole Shareholder of the Corporation. The Sole Shareholder of the Corporation in respect of the laws of Albania might take, without being limited to, any of the following decisions which are not under the responsibility of the Board of Directors or Supervisory Board, regarding the amending of present bylaws, mergers with other corporations, increase or decrease of the share capital, transfer of the totality or part of the shares, appointment and removal of two-thirds the Supervisory Board, appointment of the auditors, approval of the management report and balance sheet and any further financial statement within six months by the end of the fiscal year (annual meeting), dissolution of the Corporation, winding up of the Corporation, appointment of liquidators.

ARTICLE VIII  
BOARD OF DIRECTORS

Section 1. Function and Authority

The property, business, and affairs of the Corporation shall be managed by a Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or otherwise required to be exercised by the Supervisory Board or the Sole Shareholder. At least once in three months, the management report prepared by the Board Directors shall be subject to inquiry and control of the Supervisory Board. Within three months by the end of the fiscal year Board of Directors shall submit to the Supervisory Board the annual financial statement and the balance sheet of the Corporation, subject to inquiry and control. Any transaction on behalf of the Corporation seconded by the Board of Directors resolution shall be performed upon signature of the Chairman of Board of Directors.

Section 2. Number.

The Corporation shall have two Directors serving on the Board of Directors.

Section 3. Appointment and Term.

Each Director shall be appointed by a majority vote of the Supervisory Board, and shall hold such office for two consecutive years.

Each Director shall hold such office until his or her successor shall have been appointed and qualified or until his or her resignation, removal or death.



Bylaws of Air BP Albania SHA

Section 4. Vacancies and Removal.

Any vacancies and newly created directorships resulting from any director's resignation, removal or death may be filled by the resolution of Supervisory Board appointing a new Director who shall hold such office for the unexpired portion of the term.

Any Director(s) or the entire Board of Directors may be removed, with justified cause, by a majority vote of the Supervisory Board.

Section 5. Place of Meetings.

The Board of Directors of the Corporation may hold meetings either within or without the State of Albania, at such place as may be designated from time to time by the Board of Directors. If no designation is made, the place of meetings shall be the registered offices of the Corporation (Art.III of the present).

Section 6. Notice of Meetings.

Meetings of the Board of Directors may be held with 14 (fourteen) days' notice on such dates and at such times as shall from time to time be determined by the Board of Directors. The meetings of the Board of Directors shall be called by the Chairman of the Board of Directors on notice to each director, by phone, mail, electronic mail or telegram, setting forth the time, place and purpose of the meeting.

Section 7. Voting.

A majority of directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum is not present, a majority of the directors present may adjourn the meeting until an announced date and time.

Section 8. Presumption of Assent.

At any meeting of the Board of Directors at which action is taken on a corporate matter, each Director in attendance shall be presumed to assent to the action unless such director's dissent is entered in the Minutes of the meeting or unless any such dissent is filed with the Corporation.

Section 9. Responsibilities.

The Directors are individually or collectively responsible as the case may be, toward the Corporation or third parties for damages caused by mismanagement or breach of articles of these bylaws or the Law.

ARTICLE IX  
SUPERVISORY BOARD

Section 1. Function, Authority and Compensation.

The Supervisory Board shall control the Board of Directors on the management of the Corporation. Management report, annual financial statement and balance sheet submitted by the Board of Directors shall be subject to inquiry and control of the

Bylaws of Air BP Albania SHA

Supervisory Board, before approval by the Sole Shareholder. The Sole Shareholder may determine a fixed annual amount of compensation to be paid to the Supervisory Board members relating to service on such Board.

The Supervisory Board shall have the authority from time to time to authorize the payment of special expenses relating to service on such Board.

Section 2. Number.

The Supervisory Board shall have 3 members.

The first Supervisory Board is composed as follows:

Mr. Polychronis Ladonicolas - Chairman

Mrs. Alison Jane O'Sullivan - Vice Chairman

Mr. Christian Bosenick - Member

Section 3. Appointment, Election and Term.

Each person named in the above Section 2 of the present as a member of the first Supervisory Board shall hold such office for 3 consecutive years.

Upon expiry of the term set forth in the above paragraph of the present section, the Sole Shareholder shall appoint two-thirds of the new Supervisory Board.

One-third of the members shall be elected among the employees of the Corporation.

Each member of the Supervisory Board shall hold such office for 3 consecutive years.

Members of the Supervisory Board shall elect among them the Chairman and the Vice Chairman of the Supervisory Board.

Section 4. Removal.

Any appointed members of the Supervisory Board may be removed, at any moment, by the Sole Shareholder decision.

The elected members of the Supervisory Board may be removed by the court decision, only for cause of defaults committed by them running their tasks.

Section 5. Place of Meetings

The Supervisory Board may hold meetings, either within or without the State of Albania, at such place as may be designated from time to time by the Supervisory Board. If no designation is made, the place of meetings shall be the registered offices of the Corporation (Art. III of the present).

Section 6. Notice of Meetings.

Meetings of the Supervisory Board may be held with 14 (fourteen) days' notice on such dates and at such times as shall from time to time be determined by the Supervisory Board. The meetings of the Supervisory Board shall be called by the Chairman of the Board on notice to each member, by phone, mail, electronic mail or telegram, setting forth the time, place and purpose of the meeting.





Bylaws of Air BP Albania SHA

Section 7. Voting.

At least half of members of the Supervisory Board shall constitute a quorum for the transaction of business and the act of a majority of the members or their duly appointed representatives present at any meeting at which there is a quorum shall be the act of the Supervisory Board. If a quorum is not present, a majority of the members or their duly appointed representatives present may adjourn the meeting until an announced date and time.

Section 8. Presumption of Assent.

At any meeting of the Supervisory Board at which action is taken on a corporate matter, each member in attendance shall be presumed to assent to the action unless such member's dissent is entered in the Minutes of the meeting or unless any such dissent is filed with the Corporation.

Section 9. Responsibilities.

The members of the Supervisory Board shall be responsible only for their own mistakes committed during the time they hold such office.

In case the members of the Supervisory Board become aware of any Director's default and do not disclose it to the Sole Shareholder, they shall be considered responsible for such defaults.

ARTICLE X  
AUDITORS

The Sole Shareholder shall appoint two auditors. Each auditor shall hold such office for one fiscal year of the corporation.

The first auditors of the Corporation shall be:

Mrs. Irena Pulaj

Mr. Peri Buzali

ARTICLE XI  
FISCAL YEAR

The fiscal year of the Corporation shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

ARTICLE XII  
APPLICABLE LAW

The corporation shall run its business in full compliance with these bylaws and the provision of Albanian Laws.

Albanian law "On Corporations" becomes applicable, regarding aspects that are not regulated by the present bylaws.



Bylaws of Air BP Albania SHA

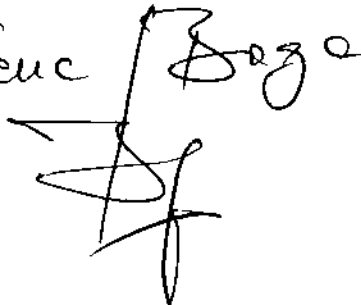
ARTICLE XIII  
DISPUTES

Disputes that may arise concerning application or interpretation of these bylaws, any disputes arising between the Corporation and third parties as well shall be brought for resolution before the Albanian Courts.

ARTICLE XIV  
AMENDMENTS

These bylaws may be amended, revised, or repealed or new bylaws may be adopted by the Sole Shareholder.

Signed this 25 day of October, 1999.

Genç Baza  


**VERTETIM I DHOMES SE TREGTISE DHE INDUSTRISE AMSTERDAM, HOLLANDE**

Numri i regjistrimit: 324277622      faqja 00001

Perkthimi ne Anlisht i Ekstraktit te Regjistrimit Tregtar te Dhomes se Tregtise dhe Industrise per Roterdamin

**PERSON JURIDIK:**

FORMA JURIDIKE : Shoqeri me pergjegjesi te kufizuar.....  
EMERIMI : BP HOLDINGS INTERNATIONAL B.V. ....  
SELIA QENDRORE : AMSTERDAM.....  
DATA E REGJISTRIMIT-  
SI PERSON JURIDIK NE  
REGJISTRIN TREGTAR : 04 - 05 - 1976.....  
AKTI I THEMELIMIT : 09 - 06 - 1993.....  
KAPITALI THEMELOR : 250.000.000,00 - - GULDEN (EUR 113.445.054,02).....  
KAPITALI I DERDHUR : 61.002.000,00 - - GULDEN (EUR 27.681.500,74).....  
KAPITLI I NENSHKRUAR : 61.002.000,00 - - GULDEN (EUR 27.681.500,74).....

**TE DHENAT E SHOQERISE:**

SHOQERIA : BP HOLDINGS INTERNATIONAL B. V.....  
ADRESA : WESTBLAAK 163, 3012KJ ROTTERDAM....  
ADRESA POSTARE : POSTBUS 1131, 3000BC ROTTERDAM.....  
DATA E THEMELIMIT : 14 - 03 - 1929.....  
SHOQERIA KRYEN : 04 - 05 - 1976  
AKTIVITETIN QE PREJ : TE MARRE PJESE APO TE SIGUROJE INTERESA  
OBJEKTI I SHOQERISE : REGJISTROJE, DREJTOJE, KESHILLOJE DHE FINANC  
SHOQERITE E TJERA .....  
PERSONA TE LIDHUR : 0.....



**ORTAK I VETEM :**

EMRI : BP HOLDINGS B.V. / 2.....  
NUMRI I REGJISTRIMIT NE  
REGJISTRIN TREGTAR : 24277268.....  
ORTAK I VETEM QE PREJ : 04 - 01 - 1993.....

**DREJTORET:**

EMRI : BP NEDERLAND B.V. / 3 .....  
ADRESA : WESTBLAAK 163, 3012KJ ROTTERDAM.....

24,98 19 - 10 - 1999 : FAQJA 00002 VAZHDON

DATA NE FUNKSION : 01-10-1996.....

TITULLI : DREJTOR ADMINISTRATIV.....  
MANDATI : ESHT E AKOMA NE FUQI.....  
DATA E MARRJES SE  
MANDATIT DHE E  
EMERIMIT : 01- 10 - 1996.....

EMRI : SHARMAN, COLIN MORVEN / 9.....  
DATE LINDJA DHE VENDI: 19-02-1943, SALISBURY WULSHIRE, VERENIGD.....  
KONINKRIJK.....  
25,64 04 - 01 - 1999 VAZHDON NE FAQEN 2

NUMRI I DOSJES: 24277622

FAQJA 00002

NUMRI I REGJISTRIMIT :  
NE REGJISTRIN TREGTAR : 24182934.....  
DATA NE FUNKSION : 13 - 06 - 1991.....  
TITULLI : DREJTOR .....  
KOMPETENCAT : I AUTORIZUAR I VETEM DHE I PAVARUAR.....

FIRMA TE AUTORIZUARA :

EMRI : PAAIJMANS, MARTINA JOHANNA MARIA / 4 .....  
DATA DHE VENDLINDJA : 11 - 04 - 1951, ARUBA, NETHERLANDS ANTILES.....  
ADRESA : HERENGRACHT 411, 1017BP AMSTERDAM .....  
HYRJA NE DETYRE : MBAJTESE E PROKURES SE POSAÇME DATE 25 - 10 - 1993....  
TITULLI : GEMACHTIGDE.....  
KOMPETENCAT : PROKURE E POSAÇME E KUFIZUAR .....  
FILLIMI (PRESENT) :  
PROKURA E POSAÇME : 01 - 08 - 1999.....

EMRI : MILDE, HARRY MARIA JULES / 5 .....  
DATELINDJA DHE VENDI : 12 - 10 - 1956, BRUKSEL, BELGIJE.....  
ADRESA : MEERWEG 23, 1980 ZEMST, BELGIUM.....  
DATA NE FUNKSION : 01 - 08 - 1999.....  
KOMPETENCAT : PROKURE E POSAÇME E KUFIZUAR.....

TE MARRA NGA DHOMA E TREGTISE DHE INDUSTRISE .

29, 64

ROTTERDAM, 19 - 10 - 1999

VULA/FIRMA

PERKTHYER NGA

*Clous Kude*

*Kude*



KAMER VAN KOOPHANDEL  
ROTTERDAM

FILE NUMBER: 24277622

PAGE 00001

ENGLISH TRANSLATION OF AN EXTRACT FROM THE COMMERCIAL REGISTER OF THE  
CHAMBER OF COMMERCE AND INDUSTRIES FOR ROTTERDAM

PARTICULARS IN RESPECT OF LEGAL PERSON:

LEGAL FORM : BESLOTEN VENNOOTSCHAP (PRIVATE LIMITED  
LIABILITY COMPANY) .....

NAME : BP HOLDINGS INTERNATIONAL B.V. ....

STATUTORY SEAT : AMSTERDAM .....

INCORPORATION DEED : 04-05-1976 .....

DEED OF LATEST AMENDMENT OF  
ARTICLES : 09-06-1993 .....

AUTHORIZED CAPITAL : NLG 250.000.000,00 .....

ISSUED CAPITAL : (EUR 113.445.054,02) .....

PAID UP CAPITAL : NLG 61.002.000,00 .....

: (EUR 27.681.500,74) .....

: NLG 61.002.000,00 .....

: (EUR 27.681.500,74) .....

PARTICULARS IN RESPECT OF UNDERTAKING:

TRADENAME(S) : BP HOLDINGS INTERNATIONAL B.V. ....

ADDRESS : WESTBLAAK 163, 3012KJ ROTTERDAM .....

MAILING ADDRESS : POSTBUS 1131, 3000BC ROTTERDAM .....

DATE OF ESTABLISHMENT : 14-03-1929 .....

THE PRIVATE COMPANY  
CONDUCTS THE UNDERTAKING  
SINCE : 04-05-1976 .....

DESCRIPTION OF BUSINESS  
CONDUCTED : TO PARTICIPATE IN OR IN ANY WAY OBTAIN INTEREST  
IN, ALSO TO INCORPORATE, MANAGE, ADVICE AND ...  
FINANCE OTHER COMPANIES AND ENTERPRISES .....

EMPLOYEES : 0 .....

SINGLE SHAREHOLDER:

NAME : BP HOLDINGS B.V. / 2 .....

REGISTRATION COMMERCIAL  
REGISTER UNDER NUMBER : 24277268 .....

SINGLE SHAREHOLDER SINCE : 04-01-1993 .....

DIRECTOR(S) :

NAME : BP NEDERLAND B.V. / 3 .....

ADDRESS : WESTBLAAK 163, 3012KJ ROTTERDAM .....

24,98 19-10-1999

PAGE 00002 FOLLOWS.



KAMER VAN KOOPHANDEL  
ROTTERDAM

FILE NUMBER: 24277622

PAGE 00002

REGISTRATION COMMERCIAL

REGISTER UNDER NUMBER	:24182934
DATE OF ENTRY INTO OFFICE	:13-06-1991
TITLE	:DIRECTRICE
POWERS	:SOLELY/INDEPENDENTLY AUTHORISED

AUTHORIZED SIGNATORY(SIGNATORIES):

NAME	:PAAIJMANS, MARTINA JOHANNA MARIA / 4
DATE AND PLACE OF BIRTH	:11-04-1951, ARUBA, NETHERLANDS ANTILLES
ADDRESS	:HERENGRACHT 411, 1017BP AMSTERDAM
FUNCTION AND ENTRY INTO OFFICE	:HOLDER OF POWER OF ATTORNEY FOR SIGNATURE, 25-10-1993
TITLE	:GEMACHTIGDE
POWERS	:RESTRICTED POWER OF ATTORNEY
COMMENCEMENT (PRESENT) POWER OF ATTORNEY	:01-08-1999

NAME	:MILDE, HARRY MARIA JULES / 5
DATE AND PLACE OF BIRTH	:12-10-1956, BRUSSEL, BELGIUM
ADDRESS	:MEERWEG 23, 1980 ZEMST, BELGIUM
DATE OF ENTRY INTO OFFICE	:01-08-1999
POWERS	:RESTRICTED POWER OF ATTORNEY

ISSUED BY THE CHAMBER OF COMMERCE

32,98

ROTTERDAM, 19-10-1999

C.A. van Hattem-Maackant



DOSSIERNUMMER: 24277622      BLAD 00001

UITTREKSEL UIT HET HANDELSREGISTER VAN DE KAMER VAN KOOPHANDEL EN FABRIEKEN VOOR ROTTERDAM

**RECHTSPERSONGEGEVENS:**

RECHTSVORM : BESLOTEN VENNOOTSCHAP .....

NAAM : BP HOLDINGS INTERNATIONAL B.V. ....

STATUTAIRE ZETEL : AMSTERDAM .....

AKTE VAN OPRICHTING : 04-05-1976 .....

AKTE LAATSTE STATUTEN-  
WIJZIGING : 09-06-1993 .....

MAATSCHAPPELIJK KAPITAAL : NLG 250.000.000,00 .....

(EUR 113.445.054,02) .....

GEPLAATST KAPITAAL : NLG 61.002.000,00 .....

(EUR 27.681.500,74) .....

GESTORT KAPITAAL : NLG 61.002.000,00 .....

(EUR 27.681.500,74) .....

**ONDERNEMINGSGEGEVENS:**

HANDELSNA (A)M(EN) : BP HOLDINGS INTERNATIONAL B.V. ....

ADRES : WESTBLAAK 163, 3012KJ ROTTERDAM .....

CORRESPONDENTIEADRES : POSTBUS 1131, 3000BC ROTTERDAM .....

DATUM VESTIGING : 14-03-1929 .....

DE BESLOTEN VENNOOTSCHAP  
DRIJFT DE ONDERNEMING SINDS : 04-05-1976 .....

BEDRIJFSOMSCHRIJVING : HET DEELNEMEN IN EN OP ANDERE WIJZE BELANG ....  
VERWERVEN IN, ALSMEDE HET OPRICHTEN, BESTUREN,  
ADVISEREN EN FINANCIEREN VAN ANDERE .....

VENNOOTSCHAPPEN EN ONDERNEMINGEN .....

WERKZAME PERSONEN : 0 .....

**ENIG AANDEELHOUDER:**

NAAM : BP HOLDINGS B.V. / 2 .....

INSCHRIJVING HANDELSREGISTER  
ONDER NUMMER : 24277268 .....

ENIG AANDEELHOUDER SEDERT : 04-01-1993 .....

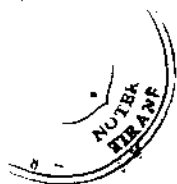
**BESTUURDER(S) :**

NAAM : BP NEDERLAND B.V. / 3 .....

ADRES : WESTBLAAK 163, 3012KJ ROTTERDAM .....

INSCHRIJVING HANDELSREGISTER  
ONDER NUMMER : 24182934 .....

24,64 19-10-1999      BLAD 00002 VOLGT.



KAMER VAN KOOPHANDEL  
ROTTERDAM

DOSSIERNUMMER: 24277622

BLAD 00002

INFUNCTIETREDING	:13-06-1991 .....
TITEL	:DIRECTRICE .....
BEVOEGDHEID	:ALLEEN/ZELFSTANDIG BEVOEGD .....

GEVOLMACHTIGDE (N) :

NAAM	:PAAIJMANS, MARTINA JOHANNA MARIA / 4 .....
GEBOORTEDATUM EN -PLAATS	:11-04-1951, ARUBA, NED. ANTILLEN .....
ADRES	:HERENGRACHT 411, 1017BP AMSTERDAM .....
FUNCTIE EN INFUNCTIETREDING	:PROCURATIEHOUDER, 125-10-1993 .....
TITEL	:GEMACHTIGDE .....
BEVOEGDHEID	:BEVOEGD TOT HET DOEN VAN OPGAVEN AAN DE HANDELSREGISTERS VAN DE KAMERS VAN KOOPHANDEL ONBEPERKTE VOLMACHT TEZAMEN MET H.M.J. MILDE ..
AANVANG (HUIDIGE) VOLMACHT	:01-08-1999 .....

NAAM	:MILDE, HARRY MARIA JULES / 5 .....
GEBOORTEDATUM EN -PLAATS	:12-10-1956, BRUSSEL, BELGIE .....
ADRES	:MEERWEG 23, 1980 ZEMST, BELGIE .....
INFUNCTIETREDING	:01-08-1999 .....
BEVOEGDHEID	:ONBEPERKTE VOLMACHT TEZAMEN MET M.J.M. PAAIJMANS .....

ALLEEN GELDIG INDIEN DOOR DE KAMER VOORZIEN VAN EEN ONDERTEKENING.

35,94

ROTTERDAM, 19-10-1999

VOOR UITTREKSEL

MW. C.A. VAN HATTEM-MAASKANT

TEKST EN VERMERKINGEN  
 NR. 287  
 VERSTREKT  
 MOET NIET MET ORIGINALIEN  
 NOUWRE



21-10-99

KANTOOR ROTTERDAM  
 BEURSPLEIN 37  
 POSTBUS 30025, 3001 BA ROTTERDAM  
 T (010) 405 77 77



REPUBLIKA E SHQIPERISE  
NOTERIA

NR. 786 REP.

Tirane, me 25.10.1998

VERTETIM FIRME

Vertetoj firmen e perkthyesit Elvira Rudra, qe u paraqit personalisht duke me deklaruar se kete dokument e perkthou besnikerisht prej origjinalit, nga Anglishtja ne shqip, dhe une e vertetoj nenshkrimin e tij rregullisht.

N o t e r i



*[Handwritten signature]*



## VENDIM E Mbledhjes se Drejtorise se Shoqerise BP Holdings International B.V.

Sot me date 18 tetor 1999, u mbajt ne zyren e regjistruar te shoqerise ne Rotterdam, Hollande mbledhja Drejtorise se shoqerise BP Holdings International B.V.

Meqenese eshte i pranishen kuorumi i nevojshem, Kryetari i Drejtorise deklaroi te vlefshme mbledhjen ne lidhje me diskutimin e rendit te meposhtem te dites:

1. Themelimi i nje shoqerie anonime ne Shqiperi, e zoteruar 100% nga BP Holdings International B.V.:
  - Emerimi i anetareve te Keshillit Mbikqyres te shoqerise te re;
  - Emerimi i Drejtoreve te shoqerise se re;
  - Emerimin e Eksperteve Kontabel te shoqerise.
2. Emerimi i perfaqesuesit BP Holdings International B.V. ne Shqiperi.

Drejtoria VENDOSI:

1. Te themeloje ne Shqiperi, sipas ligjeve Shqiptare, nje shoqeri anonime me emertimin "Air BP Albania SHA", e zoteruar 100% nga BP Holdings International B.V.
  - Kapitalit fillestar i shoqerise do te jete 30 milion Lek te ndara ne 30,000 aksione me vlere 1,000 Lek secila;
  - Kapitali do te nenshkruhet dhe paguhet ne "cash" nga Aksioneri i Vetem BP Holdings International B.V.
  - Kohezgjatja e shoqerise do te jete 25 vjet.
  - Shoqeria do te kete seline ne adresen: Rruga Ismail Qemali 27, Tirane, Shqiperi.
  - Objekti i aktivitetit te shoqerise eshte te ndermarre veprime biznesi ne fushen e tregimit me shumice te karburanteve dhe nenprodukteve te tyre per avione dhe mjete te tjera motorike, si dhe çdo veprimtari tjeter ekonomike qe do te konsiderohet e nevojshme dhe e dobishme per realizimin e qellimit te shoqerise anonime dhe te mbledhjes bie ndesh me legjislacionin shqiptar ne fuqi. Shoqeria brenda caqeve te parashikuara nga legjislacioni ne fuqi, do te kryeje çdo operacion tregtar dhe financiar, qe lidhet drejtperdrejte ose terthorazi me objektin e saj.


- Te emeroje si anetare te Keshillit Mbikqyres te shoqerise Air BP Albania SHA, personat e meposhtme:

- |                              |                |
|------------------------------|----------------|
| - Z.Polychronis Ladonicolas  | - Kryetar      |
| - Znj Alison Jane O'Sullivan | - Nen Kryetare |
| - Z. Christian Bosenick      | - Antar        |

- Te emeroje si Drejtore te Air BP Albania SHA,

- Z. Triptolemos Kanallopoulos
- Z. Izet Loloçi

- Te emeroje si Eksperte Kontabel te Air BP Albania SHA, si vijon

- 
- Znj. IRENA PULAJ
  - Z. PERI BUZALI

2. Te emeroje Z. Genc Boga si perfaqesuesin e autorizuar ne menyre te rregullt BP Holdings International B.V. i cili ka te gjitha kompetencat per te hartuar dhe nenshkruar nenet e Aktit te Themelimit dhe te Statutit shoqerise se re, si edhe te gjitha dokumentet e tjere te nevojshem per themelimin, regjistrimin dhe legalizimin e shoqerise Air BP Albania SHA.
3. Te emeroje Z. Genc Boga, avokat ne Tirane, Shqiperi, shtetas shqiptar, lindur ne Tirane ne 26 Gusht 1962, mbajtes i leternjoftimit me nr.AZ096117, si perfaqesues ligjor, i cili do te kete autoritetein te veproje ne emer BP Holdings International B.V. dhe te shoqerise se re Air BP Albania SHA ne fazen e themelimit, duke kryer personalisht vete ose nepermjet personave te tretete emeruar prej tij te gjitha veprimet per hartimin e dokumentacionit te nevojshem per themelimin, regjistrimin dhe legalizimin e shoqerise se re Air BP Albania SHA dhe regjistrimin e dokumentave perkatese ne Gjykatën kompetente shqiptare dhe ne organet e tjera publike ne lidhje me realizimin e qellimit te mesiperm.

Duke mos patur asgje tjeter per te diskutuar dhe vendosur, mbledhja perfundoi.

#### **DREJTORI**

Per BP Holdings International B.V. Hollande

Firma

M.J.M Paajimans

*Perkthyer nga Anglishtja ne Shqip*

*Nga Elona Rudha*



**RESOLUTION OF THE MEETING OF BOARD OF DIRECTORS OF  
BP HOLDINGS INTERNATIONAL B.V.**

This 18<sup>th</sup> day of October, 1999, a meeting of the Board of Directors of BP Holdings International B.V., was held at the registered office of the corporation in Rotterdam, The Netherlands.

Whereas the required quorum was present, the Chairman of the Board declared the meeting duly held for the transaction of business according to the following agenda:

1. Establishment of a joint stock corporation in Albania, 100% owned by BP Holdings International B.V.;
  - Appointment of the members of the Supervisory Board of the new corporation;
  - Appointment of Directors of the new corporation;
  - Appointment of the Auditors of the new corporation.
  
2. Appointment of the representative of BP Holdings International B.V. in Albania.

The Board of Directors RESOLVED:

1. To establish in Albania, under Albanian laws, a joint stock corporation denominated "Air BP Albania SHA", 100% owned by BP Holdings International B.V.
  - The initial capital stock of the corporation shall be 30 millions Lek divided in 30,000 shares as per value of Lek, 1,000 each;
  - The whole capital stock shall be subscribed and paid in cash by the Sole Shareholder (BP Holdings International B.V.).
  - The duration of the corporation shall be 25 years.
  - The corporation shall have its registered office in address: 27 Ismail Qemali, Tirane, Albania.
  - The purpose of the corporation shall be to transact any and all lawful business and/or to engage in any lawful act or activity for which a joint stock corporation may be organized under the laws of Albania, as they may be amended from time to time, in the field of wholesale trading of kerosene for aircraft and other aircraft fuel.
  
- To appoint as members of the Supervisory Board of Air BP Albania SHA, the following:
 

- Mr. Polychronis Ladonicolas	- Chairman
- Mrs. Alison Jane O'Sullivan	- Vice Chairman
- Mr. Christian Bosenick	- Member
  
- To appoint as Directors of Air BP Albania SHA,
  - Mr. Triptolemos Kanellopoulos
  - Mr. Izet Loloci
  
- To appoint as Auditors of Air BP Albania SHA, the following:
  - Mrs. IRENA PULAJ
  - Mr. PERI BUZALI



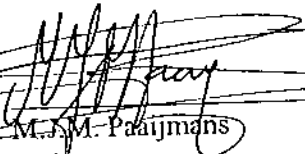
2. To appoint Mr. Genc Boga as duly authorized representative of BP Holdings International B.V. who shall have the authority to execute the Articles of Incorporation and Byelaws of the new corporation, as well as any further document necessary for the incorporation, registration and legalization of Air BP Albania SHA.

- To appoint Mr. Genc Boga, Attorney at law, practising in Tirana, Albania, Albanian citizen, born in Tirana on 26 August 1962, with identity card no. AZ096117, as duly authorized representative, who shall have the authority to act on behalf of BP Holdings International B.V. and of the new corporation Air BP Albania SHA under the process of incorporation, personally or through other people he may appoint, for the preparation of any document necessary for the incorporation, registration and legalization of the new corporation Air BP Albania SHA under the process of incorporation and filing of any relative instrument with the competent Albanian Court and public authorities concerning the achievement of the said aim.

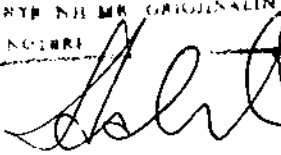
Since there was no further business to be transacted, the meeting adjourned.


**DIRECTOR**

For BP Nederland B.V.

  
M.J.M. Paaijmans  
as Attorney

TEKSTI I KËRSHËRËVE  
NR. 127  
VETËTIM  
PËRNYHËRIM ORIGINALIN  
NOTERI







REPUBLIKA E SHQIPERISE  
N O T E R I A

NR. 781 REP.

Tirane, me 25/10.1999

V E R T E T I M F I R M E

Vertetoj firmen e perkthyesit Elona Rudine, qe u paraqit personalisht duke me deklaruar se kete dokument e perktheu besnikerisht prej origjinalit, nga Anglishtja ne shqip, dhe une e vertetoj nenshkrimin e tij rregullisht.

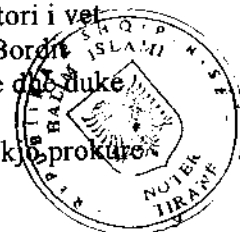
N o t a r i



**BP HOLDINGS INTERNATIONAL B.V.**

**PROKURE**

I poshtshenuari, BP Nederland B.V., i perfaqesuar ne menyre te rregullt nga Drejtori i vet Znj. F.M. Walworth-Wilson, duke vepruar me te drejten e saj si anetar i vetem i Bordit Drejtues te BP Holdings International B.V., e themeluar ne Amsterdam, Hollande dhe duke patur zyren e vet ne Rotterdam, Hollande ( "Shoqeria" ), i jep Prokure anetarit te poshtshenuar te Shoqerise te perfaqesoje Shoqerine pa kufizim, duke siguruar qe kjo prokure te veproje vetem gjate periudhes nga 1 Tetor, 1999 - 31 Tetor, 1999.



Drejtuasi i problemeve ligjore/ Sekretaria e Shoqerise - M. J. M. Paaijmans

Firmosur ne Roterdam, 22 Shtator 1999

per BP Holdings International V.V.  
BP Holland B.V.

F.M. Walworth-Wilson  
Drejtori Eksekutiv i BP Holland B.V.

*Perthyer nga Anglishtja ne Shqip*

*Nga Elona Rudha*



BP HOLDINGS INTERNATIONAL B.V.

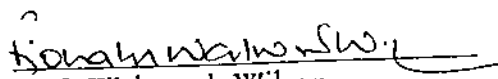
POWER OF ATTORNEY

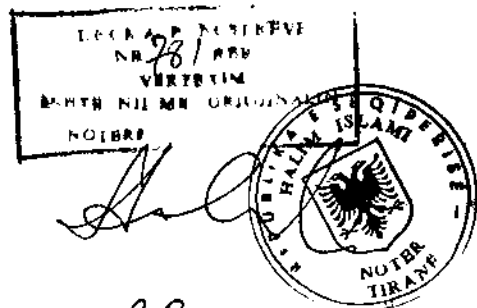
The undersigned, BP Nederland B.V., duly represented by its Managing Director Mrs. F.M. Walworth-Wilson, acting in its capacity of sole member of the Management Board of BP Holdings International B.V., established at Amsterdam, the Netherlands and having its office in Rotterdam, the Netherlands ("the Company"), grants Power of Attorney to the undermentioned staff member of the Company to represent the Company without any limitation, provided that this Power of Attorney applies only during the period from 1st October, 1999 - 31st October, 1999.

Manager Legal Affairs/Company Secretariat - M.J.M. Paaijmans

Signed in Rotterdam, 22nd September, 1999

for BP Holdings International B.V.  
BP Nederland B.V.

  
F.M. Walworth-Wilson  
Managing Director of BP Nederland B.V.



25.10.99



REPUBLIKA E SHQIPERISE  
NOTERIA

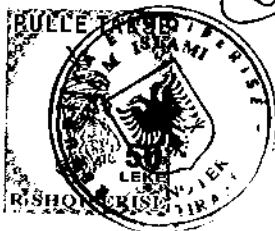
NR. 782 REP.

Tirane, me 25.10.1998

VERTETIM FIRME

Vortetoj firmen e perkthyesit Elona Ruzhica, qe u paraqit personalisht duke me deklaruar se kete dokument e perktheu besnikerisht prej origjinalit, nga Anglishtja ne shqip, dhe une e vertetoj nenshkrimin e tij rregullisht.

N o t e r i





## BEJ TE NJOHUR BOTERISHT QE

### BP Holdings International B.V.

nje shoqeri e themeluar ne Hollande selia e te ciles eshte ne Amsterdam, Hollande dhe zyre kyesore ne Westblaak 163, 3012 KJ Rotterdam, Hollande (me poshte e quajtur "BP") ne baze te te drejtave te dhena nga Statuti BP nepermjet ketij akti emerone:

- Z. Genc Boga, avokat ne Tirane, Shqiperi, shtetas shqiptar, lindur ne Tirane me 26 Gusht 1962, mbajtes i leternjoftimit nr. AZ096117,

(me poshte i quajtur "Avokati") te jete avokati i vet ligjor dhe i besuar i cili ne emer te BP te kryeje te gjitha ose disa veprime te renditura si me poshte vijon:

1. te veproje ne emer te BP dhe shoqerise te re Air BP Albania SHA gjate procesit te themelimit, personalisht vete ose nepermjet personave te trete te emeruar prej tij per hartimin e te gjitha akteve te nevojshme per themelimin, regjistrimin dhe legalizimin e shoqerise se re Air BP Albania SHA dhe regjistrimin e dokumentave perkatase te Gjykaten kompetente shqiptare dhe ne organet e tjera publike ne lidhje me realizimin e qellimit te mesiperm.
2. te hartoje dhe te nenshkruaje te gjitha aktet e tjera te cilat Avokati i konsideron te nevojshme dhe te pershtatshme per arritjen e qellimeve te percaktuara ketu;
3. te regjistroje keto akte dhe te hartoje te gjitha aktet e tjera te nevojshme te kryeje te gjitha veprimet qe mund te jene te nevojshme per ta bere kete prokure te vlefshme dhe efektive ne te gjitha permbajtjen dhe qellimet.

DEKLAROHET SE Avokati ne ushtrimin e kompetencave te deleguara me siper pranon se do te veproje ne baze te rregullores dhe udhezimeve per kohen qe eshte angazhuar ose ka marre persiper ato nga BP me kusht qe asnje person qe ka te beje me avokatin do te kete te drejten te kontrolloje, ose te pyese nese ai eshte ose jo duke vepruar sipas rregullores ose udhezimeve te tilla dhe pavaresisht te ndonje shkelje te rregullores ose udhezimeve te kryer nga avokati ne lidhje me ndonje akt dokument ose instrumenti dhe njelloj do te veprohet midis BP dhe personit qe ka te beje me avokatin, do te konsiderohet e vlefshme ne perputhje me qellimin e ketij akti.

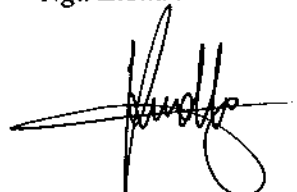
DHE BP ketu ratifikon dhe konfirmon dhe pranon te ratifikoje dhe te konfirmoje çdo gje qe avokati do te kryeje ne baze te te drejtave te deleguara nepermjet kesaj prokure duke perfshire ne kete konfirmim çdo gje qe do te kryhet ndermjet dates se revokimit te sa me siper dhe kohes ne te cilen ky revokim do t'i behet i ditur Avokatit.

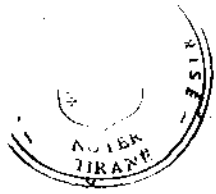
Hartuar ne Rotterdam ne 18 Tetor, 1999

Per BP Holdings International B.V.  
BP Nederlands B.V.

M.J.M. Paajimans  
Avokat  
Firma

Perkthyer nga Anglishtja ne Shqip  
Nga Elona Rudha





KNOW ALL MEN BY THESE PRESENTS that

**BP Holdings International B.V.**

a company incorporated in the Netherlands whose registered office is at Amsterdam, the Netherlands and whose principal office is situated at Westblaak 163, 3012 KJ Rotterdam, the Netherlands (hereinafter called "BP") in exercise of the powers conferred by BP's Articles of Association and of powers enabling BP in that behalf doth hereby constitute and appoint:

Mr. Genc Boga, Attorney at law, practising in Tirana, Albania, Albanian citizen, born in Tirana on 26 August 1962, with identity card no. AZ096117,

(hereinafter called "the Attorney") be its true and lawful Attorney for and in the name and on behalf of BP to do all or any of the acts and things following namely:

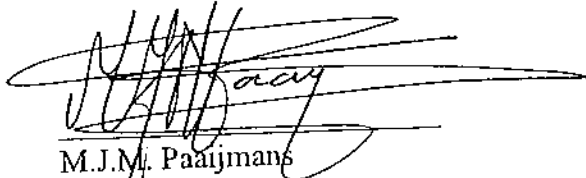
1. to act on behalf of BP and of the new corporation Air BP Albania SHA under the process of incorporation, personally or through other people the Attorney may appoint, for the preparation of any document necessary for the incorporation, registration and legalization of the new corporation Air BP Albania SHA under the process of incorporation and filing of any relative instrument with the competent Albanian Court and public authorities concerning the achievement of the said aim.
2. to execute and do all other acts deeds matters and things as in the opinion of the Attorneys shall be needful or expedient for any of the purposes hereof and to execute all necessary instruments containing all the clauses proper for the validity thereof.
3. to register these presents and to do all other acts deeds and things which may be necessary for rendering these presents valid and effectual to all intents and purposes.

AND IT IS HEREBY DECLARED that the Attorney in exercising the powers hereby conferred on them shall conform to the regulations and directions for the time being imposed on or given to them by BP PROVIDED ALWAYS that no person dealing with the Attorney shall be concerned to see or enquire whether he is or is not acting in accordance with such regulations or directions and notwithstanding any breach of such regulations or directions committed by the Attorney in respect of any deed or instrument the same shall as between BP and the person dealing with the Attorney be valid and binding on BP to all intents and purposes.

AND BP hereby ratifies and confirms and agrees to ratify and confirm whatsoever shall be lawfully done by the Attorney under or by virtue of this document including in such confirmation whatsoever shall be done between the date of revocation hereof and the time of such revocation becoming known to the Attorneys.

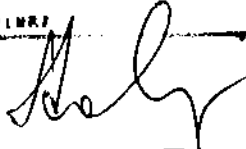
Done at Rotterdam on 18<sup>th</sup> October, 1999.

For BP Holdings International B.V.  
BP Nederland B.V.



M.J.M. Paaijmans  
as Attorney

TEKNA E KURRIEVE  
NR. 283  
VERSTIM  
PAGE NJUM ORIGINALIN  
NOIBRI



25.10.





REPUBLIKA E SHQIPERISE  
NOTERIA

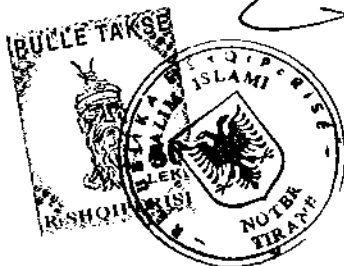
NR. 784 REP.

Tirane, me 25.10.1999

VERTETIM FIRME

Vertetoj firmen e perkthyesit Elona Rudis qe u paraqit personalisht duke me deklaruar se kete dokument e perktheu besnikerisht prej origjinalit, nga Anglishtja ne shqip, dhe une e vertetoj nenshkrimin e tij rregullisht.

N O T E R I A



Vula

I nenshkruari:

Paul Hubertus Nicolaas Quist, noter civil ne Amsterdam, deklaroi sa me poshte vijon:

- bashkengjitur ketij vertetimi eshte nje kopje e statutit te shoqerise BP Holdings International B.V., me seli ne Amsterdam, e nenshkruar perpara noterit Nelson Marie Joseph Damen, noter civil me seli ne Amsterdam, me date 9 Qershor 1993, se bashku me nje perkthim ne anglisht;
- perkthimi ne anglisht eshte literal;
- miratimi zyrtar i ministrise eshte dhene me date 4 qershor 1993, me nr. B.V. 39.175

Amsterdam, 28 Shtator 1999

Vula/ Firma

Vula e Dhomes se Tregtise dhe Industrise ne Amsterdam me date 29 Shtator 1999

Firma

TEKSTI i statutit te shoqerise BP HOLDINGS INTERNATIONAL B.V., me seli ne regjistruar ne Amsterdam, te cilat permbajne amendamentet e fundit nga aktet e nenshkruara ne 9 Qershor 1993 perpara N. M. J. Damen, noter civil ne Amsterdam, me nje draft ne baze te te cilit eshte dhene vertetimi i ministrise me 4 Qershor 1993 me numer B.V. 39.175.

Emri i meparshem :BP Nutrition Holdings B. V..



EMRI DHE SELIA. \_\_\_\_\_

NENI 1. \_\_\_\_\_

1. Emri i shoqerise eshte: \_\_\_\_\_  
BP Holdings International B. V.. \_\_\_\_\_
2. Shoqeria ka seline qendrore ne Amsterdam. \_\_\_\_\_

OBJEKTI \_\_\_\_\_

Neni 2

1. Objekti i shoqerise eshte:  
Te marre pjese ose te perfitoje interes, te themeloje dhe te kryeje administrimin, te financoje shoqeri ose sipermarrje te tjera.
2. Per me teper, objekt i shoqerise eshte te marre persiper çdo gje qe eshte e lidhur me çfare u tha me siper ne kuptimin me te gjere te fjaleve ose qe eshte ndihmese gjithashtu.

AFATI

NENI 3

Shoqeria eshte krijuar per nje afat te pacaktuar.

KAPITALI

NENI 4

1. Kapitali i shoqerise eshte ne shumen prej 250,000,000 (dyqind e pesedhete milion) Guilder Daneze, i ndare ne 250,000 (dyqind e pesedhete mije) aksione me vlere prej 1,000 Guilders Daneze secili.
2. Emetimi i aksioneve mund te behet vetem nga Keshilli Mbikqyres ne kohen dhe kushtet e percaktuara nga Keshilli Mbikqyres me miratimin e Asamblese se Aksionereve.

Ne lidhje me emetimin e aksioneve, aksioneret ekzistues kane te drejten e parablerjes ne perputhje me parashikimet e ligjit derisa Keshilli Mbikqyres nuk e ka kufizuar ose



perjashtuar kete te drejte parablerje me miratimin e vendimit qe te behet emetimi me aprovimin e Asamblese se Aksionereve.

3. Shoqeria mund te bleje aksione te paguar teresisht (perfshire dhe deftesat e depozites te emetuara per aksione) ne kapitalin e saj.

Blerja nga ana e shoqerise e aksioneve (perfshire deftesat e depozites te emetuara per aksione) ne kapitalin e saj, edhe me kalimin universal te titullit ose pa u shqyrtuar, eshte e mundur vetem brenda kufijve te ligjit.

Keshilli Mbikqyres i shoqerise eshte i autorizuar te bleje aksione (perfshire deftesat e depozites te emetuara per aksione) ne kapitalin e shoqerise ne emer te shoqerise vetem me miratimin e Mbledhjes se Aksionereve te shoqerise.

4. Aksionet (perfshire deftesat e depozites te emetuara si aksione) ne kapitalin e shoqerise, te perfituara nga vete shoqeria do te tjetersohen ne kohen dhe kushtet e percaktuara nga Keshilli Mbikqyres me miratimin e Mbledhjes se Aksionereve.

5. Shoqeria nuk mund ti jape ndonje te drejte vote, ndonje te drejte ose te drejta parablerjeje mbi dividendet ose pagesat likuiduese te aksioneve te cilat shoqeria mund te kete perfituar ne kapitalin e vet.

Per me teper, asnje e drejte vote nuk mund te ushtrohet mbi aksionet per te cilat, ndoshta, deftesat e depozitave te emetuara mund te jene mbajtur nga shoqeria ose mbi aksionet te cilat mund te jene mbajtur nga nje filial i shoqerise ose per te cilat, ndoshta, deftesat e depozitave te emetuara mund te jene mbajtur nga nje filial i shoqerise.

6. Numri i aksioneve qe nuk mund te ushtrojne te drejten e votes ne perputhje me dispozitat e paragrafit 5, nuk do te merret parasysh ne percaktimin e shumices, ashtu si dhe ne percaktimin e mases ne te cilen te gjitha aksionet e emetuara te kapitalit ose nje pjese e tyre, eshte perfaqesuar per çdo çeshtje ne mbledhje ose eshte perfaqesuar ne çdo drejtim tjeter.

7. Shoqeria, ne kuptimin ligjor, nuk do te bashkepunoje, per emetimin e Deftesave te Depozites si aksione ne kapitalin e vet.

8. Nje uzufukt mund te vendoset mbi nje aksion dhe aksionet mund te lihen peng, e drejta e dotes e lidhur me keto aksione nuk mund t'i kalohet uzufuktarit ose pengmarresit.

## AKSIONET

### NENI 5

1. Aksionet do te regjistrohen dhe do te numerohen rradhazi duke filluar nga nje.

2. Shoqeria nuk do te emetoje çertifikate aksionesh.

3. Shoqeria do te mbaje nje regjister te aksionereve ne perputhje me ligjin.

Regjistri do te mbahet ne dy ose me shume kopje.

Te pakten nje kopje do te mbahet ne zyrat e shoqerise dhe do te jete e gatshme per verifikim, ne perputhje me ligjin.

4. Te gjitha hyrjet dhe shenimet e bera ne regjistrin e aksionereve, do te nenshkruhen nga nje anetar i Keshilli Drejtues i shoqerise ose nga nje person i cili ka nje prokure te dhene nga Keshilli Drejtues.

## KUFIZIMET NE TRANSFERIMIN E AKSIONEVE

### NENI 6

Çdo transferim aksionesh, pa perjashtim, mund te behet vetem pasi keto aksione t'u jene ofruar te gjitha aksionereve, te cilet duhet te njoftojne ofruesin brenda dy muajve kur ata jane bleres te ardhshem te aksioneve te ofruara kundrejt pageses ne dore.

Ofruesi do te mbetet i autorizuar te terheqe oferten e tij, duke parashikuar qe kjo te behet brenda nje muaji pasi ai te jete njoftuar se cilit bleres te ardhshem ai mund t'i shese aksionet e ofruara dhe ne çfare çmimi.

Shoqeria mund te veproje vetem si bleres i ardhshem me miratimin e ofruesit.

Neqoftese eshte vendosur se midis aksionereve te tjere ka jo bleres te ardhshem ose bleres te ardhshem te pamjaftueshem per te gjitha aksionet e ofruar kundrejt pageses me te holla ne dore, ofruesi eshte i lire qe tre muaj pas kesaj te transferoje aksionet e ofruar atij qe e gjykon te pershtatshme.

Neqoftese nje apo me shume pale e kerkojne kete, çmimi i aksioneve do te vendoset nga nje ekspert i pavarur, i emeruar nga Gjykata e rrethit, nen juridiksim e se ciles eshte vendi ku ndodhet selia e shoqerise.

#### TRANSFERIMI I AKSIONEVE

##### NENI 7

Transferimi i aksioneve do te behet me anen e aktit te shperndarjes tek shoqeria ose me anen e nje pranimi te shkruar te shperndarjes nga shoqeria pasi akti i shperndarjes te jete pranuar nga shoqeria.

Nese shperndarja perfshin pagese jo te plote te aksioneve, pranimi mund te krijojte efekte neqoftese akti i shperndarjes ka nje date fikse.

#### DREJTIMI

##### NENI 8

1. Drejtimi i shoqerise do t'i besohet Keshilli Drejtues i cili perbehet nga nje apo disa Drejtore.
2. Drejtoret do te emerohen nga Mbledhja e Zakonshme e Aksionereve, e cila do te vendose edhe per numrin e Drejtoreve.
3. Drejtoret ne cdo kohe mund te pezullohen ose te pushohen nga Mbledhja e Aksionereve.  
Nje pezullim nuk mund te jete me teper se tre muaj gjithsej, edhe pasi eshte zgjatur nje apo disa here. Nese ne fund te ketij afati, Mbledhja e Aksionereve nuk ka vendosur akoma per heqjen e pezullimit ose per pushimin e personit te pezulluar, pezullimi do te pushoje me mbarimin e atij afati.
4. Mbledhja e Aksionereve mund t'i kaloje Keshilli Drejtues ose nje apo disa Drejtoreve respektivisht titullin "Kryetar".
5. Pagat dhe kushtet e tjere te punesimit te cdo Drejtori do te percaktohen nga Mbledhja e Aksionereve.
6. Keshilli Drejtues do te kerkoje miratimin e Asamblese se Aksionereve per vendimet ne lidhje me aktet ligjore te rradhitura ne nenin 274 te Volumit 2 te Kodit Civil Danez.

##### NENI 9

1. Shoqeria do te perfaqesohet brenda dhe jashte gjykates nga dy drejtore qe veprojne bashkerisht, per aq sa vetem njeri drejtor eshte ne zyre ne nje rast te tille, drejtori i vetem eshte i autorizuar te perfaqesoje shoqerine ne cdo drejtim.
2. Keshilli Drejtues do te jete e autorizuar te caktojte personat qe do te mbajne prokure me tituj te tille dhe me te drejte te perfaqesojne shoqerine, vetem ose se bashku me te tjere, sic do te percaktohet nga Keshilli Drejtues.

##### NENI 10

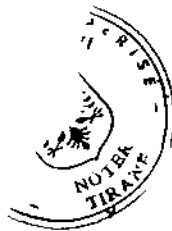
Ne rast se njeri ose me shume drejtore mungojne ose nuk mund te veprojne, respektivisht drejtoreve te tjere ose drejtorit te vetem te mbetur, do t'i besohet perkohesisht drejtimi i shoqerise.

Ne rast se te gjithë drejtoret mungojne ose nuk mund te veprojne, nje personi te emeruar cdo vit per kete qellim nga Asambleja e Aksionereve, do t'i besohet drejtimi i shoqerise.

#### ASAMBLEJA E AKSIONEREVE

##### NENI 11

1. Asambleja e Aksionereve do te mbahet ne vendin ku shoqeria ka seline ose ne Amsterdam.
2. Nese Asambleja eshte mbledhur kudoqofte ne Holande, ajo megjithate nuk do te jete ne gjendje te marre vendime te ligjshme nese i gjithë kapitali i nenshkruar eshte perfaqesuar ne mbledhje.
3. Asambleja e Aksionereve do te thirret nga Keshilli Drejtues, me shkrim dhe kjo mund te vendose ceshtjet per t'u diskutuar. Njoftimi duhet te dergohet jo me vone se 21 dite perpara dates se mbledhjes.
4. Neqoftese mbledhja nuk eshte thirrur sipas procedures se pershkruar me lart ose ndonje nga ceshtjet per diskutim nuk eshte perfshire ne njoftimin e mbledhjes, mbledhja nuk mund te marre vendime te vlefshme ose mund te marre nje vendim te





- vlefshem rreth ceshtjes per diskutim nese eshte rast kur eshte arritur unanimiteti ne nja mbledhje ne te cilen i gjithë kapitali i nenshkruar eshte perfaqesuar.
5. Nje njohje unanime e shkruar e te gjithë aksionereve te shoqerise do te kete te njejtat te drejta si nje vendim i marre unanimisht ne nje mbledhje.
  6. Mbledhja e Aksionereve do te zgjedhe çdo here kryetarin e saj.
  7. Proces verbali do te mbahet per diskutimet e mbledhjes se aksionereve nga nje person i cili do te caktohet nga kryetari mbledhjes, i cili do te pershtase dhe do t'a nenshkruaje ate se bashku me kryetarin, vetem ne rastin kur eshte nje raport zyrtar per diskutimet e mbledhjes eshte bere me kerkese te kryetarit.
  8. Çdo aksioner ka te nje te drejte vote.
  9. Aksioneret mund te perfaqesohen ne mbledhje me nje perfaqesues te pajisur me prokure te posaçme.
  10. Vendimet te vlefshme te mbledhjes se aksionereve merren kur mbi 75% te kapitalit themelues eshte e pranishme ose e perfaqesuar ne mbledhje, ne te kundert ato jane te pavlefshme, duke mos patur paragjykime ne dispozitat e nenit 15 ne lidhje me amendamentet e statutit dhe vendimeve te shoqerise si dhe te dispozitave te paragrafit tjetër te ketij statuti ne lidhje me pezullimin dhe shkarkimin e Drejtorit Ekzekutiv.
  11. Ne perjashtim te dispozitave te paragrafit 10 te ketij statuti do te jete gjithsesi e mundur te kalohet nje vendim per pezullimin apo pushimin e Drejtorit Ekzekutiv edhe ne qofte se nuk eshte i pranishem 75 % e kapitalit me nje shumice te pakten prej dy te tretash te vleres se votave, te cilat perfaqesojne me teper se 50% te kapitalit themeltar.
  12. Ne rast se ne nje mbledhje ne te cilen nje vendim per pezullim apo pushim i Drejtorit Ekzekutiv eshte diskutuar kuorumi i kerkuar prej 75 % e kapitalit nuk eshte i pranishem dhe ne rast se ne kete mbledhje asnje vendim per pezullim apo pushim eshte aprovuar me shumice prej dy te treta votash te vlefshmerise, duke perfaqesuar me teper se 50 % te te kapitalit themeltar, nje mbledhje e re do te mblidhet, e cila duhet te mbahet jo me vone se kater jave pas mbledhjes se pare, mbledhja e dyte ne te cilen vendimi i vlefshem mund te aprovohet me shumice absolute te vlere se votave, pa marre parasysh se cila pjese e kapitalit eshte e pranishme ne mbledhje.
  13. Votimi per personat do te kryhet me flete votimi, ndersa ai per çeshtjet do te kryhet i hapur. Votat e bardha dhe te pavlefshme do te quhen si te pa marra. Ne rastin kur votat jane te njejta per persona atehere hidhet ne short. Ne rast se votat jane barazim per çeshtjet, atehere ky propozim do te quhet si i kaluar.

#### NENI 12

1. Mbledhja vjetore e aksionereve do te mbahet brenda gjashte muajsh pas mbarimit te vitit financiar.
2. Gjithsesi, mbledhja e aksionereve do te mbahet aq here sa Keshilli Drejtues do ta quaje te arsyeshme, duke siguruar qe eshte detyrim te mblidhet mbledhja ne rast se njeri nga anetarët apo disa prej tyre, te cilet perfaqesojne se paku nje te dhjeten pjese te kapitali themeltar, dhe me subjekt te percaktuar per te diskutuar, i kerkojne Keshilli Drejtues me shkrim mbajtjen e mbledhjes.  
Ne rast se Keshilli Drejtues nuk eshte dakort me nje kerkese te tille ku mbledhja te mblidhet brenda kater javesh, aplikuesit jane te autorizuar te therrasin veten e tyre; Gjithshka pa paragjykim ndaj permbajtjes te nenit 220 deri 222 te Volumit 2 te Kodit Civil Hollandez.

#### VITI FINANCIAR, RAPORTI VJETOR.

#### NENI 13.

1. Viti financiar i shoqerise do te perputhet me vitin kalendarik.
2. Brenda pese muajve nga perfundimit i çdo viti financiar (me perjashtim te zgjatjes se kesaj periudhe nga mbledhja e aksionereve per shkak te rrethanave te veçanta me jo me shume se gjashte muaj) Keshilli Drejtues do te pergatise raportin vjetor (qe perbehet nga bilanci dhe llogaria e fitimeve dhe humbjeve dhe shenimet shpjeguese) dhe relacionin vjetor dhe do t'ia paraqese keto mbledhjes se aksionereve. Raporti





vjetor dhe relacioni vjetor do te nenshkruhen nga Drejtoret Ekzekutive. Nese mungojne nje apo me shume nenshkrime, duhet te paraqitet arsyeja. \_\_\_\_\_

Ne qofte se dhe per aq sa parashikon ligji qe aplikohet ndaj shoqerise, asambleja e pergjithshme e aksionereve do te ngarkoje nje ekspert apo nje grup ekspertesh, sic percaktohet ne seksionin 393, nenseksioni 1 i Vellimit 2 te Kodit Civil Gjerman, per te kontrolluar llogarite vjetore dhe relacionin vjetor te hartuar nga Drejtoret Ekzekutive n.q.s. eshte pergatitur, te pergatise ne vazhdim nje relacion dhe te leshoje nje deshmi revizioni. \_\_\_\_\_

4. Raporti vjetor do t'i paraqitet per miratim mbledhjes se aksionereve. \_\_\_\_\_
5. Miratimi pa rezerva i raportit vjetor nga mbledhja e aksionereve shkarkon Keshillin Drejtues per veprimet e kryera ne vitin financiar ne lidhje me paraqitjen e raportit vjetor; gjithcka pa cenuar parashikimet e ligjit. \_\_\_\_\_
6. Raporti vjetor, relacioni vjetor, deklarimi i llogaritarit te pajisur me deshmi siq percaktohet ne paragrafin 3 te ketij neni dhe informacione te tjera qe duhen shtuar ne perputhje me ligjin do te paraqiten ne seline e shoqerise qe nga data e thirrjes se mbledhjes se aksionereve se ciles duhet t'i paraqitet per miratim raporti vjetor dhe do te jene gati per inspektim nga aksioneret te cilet mund te marrin nje kopje falas. \_\_\_\_\_
7. Klauzolat e ketij neni rreth raportit vjetor, deklarates se llogaritave dhe informacione te tjera qe duhen shtuar nuk do te zbatohen n.q.s. ndaj shoqerise zbatohen neni 403 pjesa 5 Vellimi 2 i Kodit Civil Gjerman. \_\_\_\_\_

#### SHPERNDARJA E FITIMEVE.

##### NENI 14.

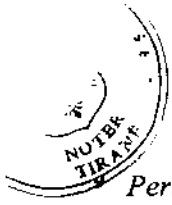
1. Shoqeria duhet t'iu shperndaje aksionereve dhe mbase personave te tjere titullare te fitimeve te ndashme vetem ne ate mase qe vlera e mbetur per aksioneret e shoqerise tejkalon shumen e pjeses se shlyer te kapitalit te shoqerise dhe te pagueshme ne cast te rritur me rezervat qe kerkohen te mbahen nga ligji. \_\_\_\_\_
2. Fitimi i paraqitur ne llogarine e fitimeve dhe humbjeve te miratuar nga mbledhja e aksionereve (si pjese e raportit vjetor) do te jete ne dispozicion te mbledhjes se aksionereve. \_\_\_\_\_
3. Mbledhja e aksionereve mund te beje shperndarje provizore vetem ne ate mase qe te permbushen kerkesat e paraqitura ne paragrafin 1 me siper. \_\_\_\_\_
4. N.q.s. duhet paguar nje dividend apo shperndarje tjeter, aksioneret dhe uzufuktaret e aksioneve njoftohen per kete me shkrim. \_\_\_\_\_

#### SHTESA DHE NDRYSHIME TE NENEVE TE SHOQERISE, PRISHJA, LIKUIDIMI.

##### NENI 15.

1. Vendimi per ndryshimin e ketyre neneve te shoqerise apo per prishjen e shoqerise mund te miratohet nga mbledhja e aksionereve me dy te tretat e votave te llogaritura. N.q.s. ne nje mbledhje ku vendimi per ndryshimin e ketyre neneve te shoqerise apo per prishjen e shoqerise behet i diskutueshem dhe nuk eshte e perfaqesuar te pakten shtatedhjetë e pese perqind e kapitalit te vendosur, atehere duhet thirrur nje mbledhje tjeter qe duhet zhvilluar jo me vone se kater jave pas mbledhjes se pare, ne kete mbledhje te dyte do te jete e mundur te shkohet ne nje rregullim rreth propozimit te mbetur pezull per ndryshimin e neneve te shoqerise apo per prishjen e shoqerise me nje shumice te pakten prej dy te tretave te votave te vlefshme te llogaritura, pavaresisht se cila pjese e kapitalit te vendosur perfaqesohet ne mbledhje. \_\_\_\_\_
2. N.q.s. ne nje mbledhje propozimi per ndryshimin e neneve te shoqerise behet i diskutueshem, ne seline e shoqerise duhet depozituar per inspektim nje kopje e propozimit ku ndryshimi i propozuar perfshihet shprehimisht dhe eshte i disponueshem gratis per aksioneret qe nga dita e dergimit te njoftimit per mbledhje deri ne fund te asaj mbledhje, e cila n.q.s. deshton atehere do te kalohet ne rregullim ligjor n.q.s. gjithe kapitali i vendosur perfaqesohet ne mbledhje dhe rregullimi miratohet unanimisht. \_\_\_\_\_
3. Ne rast se vendimi per prishjen e shoqerise miratohet, likuidimi do te rregullohet nga Keshilli Drejtues, me perjashtim kur mbledhja e aksionereve emerone likuidatore te tjere. \_\_\_\_\_

4. Gjate likuidimit nenet e shoqerise do te mbeten te vlefshme ne masen e mundur. \_\_\_\_\_
5. Likuidimi me bilanc pozitiv do t'u shperndahet aksionereve ne raport me numrin e aksioneve qe ata kane, per aq sa ka aksione jo plotesisht te paguara, ne raport me shumen e paguar per cdo aksion te tyre. \_\_\_\_\_



*Perkthyer nga Anglishtja ne Shqip*

*Nga Elona Rudha*

A handwritten signature in black ink, appearing to be "Elona Rudha". The signature is written in a cursive style with a long horizontal stroke at the end.

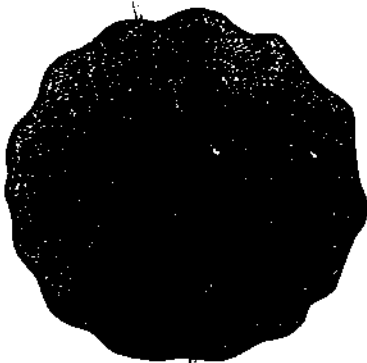


The undersigned:

Paul Hubertus Nicolaas Quist, prospective civil law notary, residing in Amsterdam, as legal substitute for Nelson Marie Joseph Damen, civil law notary, officiating in Amsterdam, herewith declares:

- that attached to this certificate is a copy of the consecutive text of the articles of association of BP Holdings International B.V., with registered office in Amsterdam, executed before Nelson Marie Joseph Damen, civil law notary, officiating in Amsterdam, on June 9, 1993, together with an unofficial English translation;
- that in the English translation an attempt has been made to be as literal as possible, inevitably differences may occur in translating and if so, the Dutch text will govern by law;
- that the ministerial statement of no objection has been granted on June 4, 1993, under number B.V. 39.175.

Amsterdam, September 28, 1999.



Handtekening gelegaliseerd  
Signature legalized / Signature légalisée  
Firma legalizada / Unterschrift beglaubigt

30899



KAMER VAN KOOPHANDEL  
AMSTERDAM

CHAMBER OF COMMERCE AND INDUSTRY  
KAMER VAN KOOPHANDEL EN FABRIEKEN  
VOOR AMSTERDAM (NEDERLAND)

28 SEP 1999

AMSTERDAM  
J.C. JACOBS



DOORLOPENDE TEKST

van de statuten van BP Holdings International B.V., gevestigd te Amsterdam, zoals deze luiden na de akte van statutenwijziging verleden op 9 juni 1993 voor notaris N.M.J. Damen te Amsterdam, op welk ontwerp van de akte de ministeriële verklaring van geen bezwaar werd verleend op 4 juni 1993, onder nummer B.V. 39.175.

NAAM EN ZETEL. -----

ARTIKEL 1. -----

1. De vennootschap draagt de naam: -----

BP Holdings Internacional B.V.. -----

2. De vennootschap heeft haar zetel te Amsterdam. -----

DOEL. -----

ARTIKEL 2. -----

1. De vennootschap heeft ten doel: -----

het deelnemen in- en op andere wijze belang verwerven in-,  
alsmede het oprichten van- en het besturen, adviseren en  
financieren van andere vennootschappen en ondernemingen. -

2. De vennootschap heeft mede ten doel het verrichten van al  
hetgeen met het vorenstaande in de ruimste zin verband  
houdt of daaraan bevorderlijk kan zijn. -----

DUUR. -----

ARTIKEL 3. -----

De vennootschap is aangegaan voor onbepaalde tijd. -----

KAPITAAL. -----

ARTIKEL 4. -----

1. Het maatschappelijk kapitaal van de vennootschap belooft  
tweehonderd vijftig miljoen gulden (f 250.000.000,—) en is  
verdeeld in tweehonderd vijftigduizend (250.000) aandelen  
van nominaal éénderduizend gulden (f 1.000,—) elk. -----

2. Uitgifte van niet geplaatste aandelen geschiedt door de di-  
rectie op de tijdstippen en onder de condities als door de  
directie, onder goedkeuring van de algemene vergadering  
van aandeelhouders van de vennootschap, te bepalen. -----

Bij uitgifte van aandelen genieten de bestaande aandeelhou-  
ders een recht van voorkeur overeenkomstig de Wet, tenzi  
de directie bij het besluit tot uitgifte dit voorkeursrecht  
met goedkeuring van de algemene vergadering van aandeel-  
houders, uitsluit of beperkt. -----

3. De vennootschap kan volgestorte aandelen in het eigen kapi-  
taal van de vennootschap (of daarvoor uitgegeven certifica-  
ten) verwerven. -----



Verwerving door de vennootschap van aandelen in het eigen kapitaal van de vennootschap (of daarvoor uitgegeven certificaten), anders dan onder algemene titel of om niet, is echter slechts mogelijk binnen de daarvoor door de Wet gestelde grenzen. -----

De directie van de vennootschap is slechts bevoegd aandelen in het eigen kapitaal van de vennootschap (of daarvoor uitgegeven certificaten) voor de vennootschap te verwerven met goedkeuring van de algemene vergadering van aandeelhouders van de vennootschap. -----

4. Door de vennootschap verworven aandelen in het eigen kapitaal van de vennootschap (of daarvoor uitgegeven certificaten) worden vervreemd op de tijdstippen en onder de condities als door de directie, onder goedkeuring van de algemene vergadering van aandeelhouders van de vennootschap, te bepalen. -----
5. De vennootschap kan aan aandelen, welke de vennootschap in het eigen kapitaal mocht hebben verworven, geen stemrecht, noch enig voorkeursrecht of enig recht op winst- en/of liquidatie-uitkeringen ontlenen. -----
- Geen stemrecht kan voorts worden uitgeoefend voor aandelen waarvan de vennootschap de eventueel daarvoor uitgegeven certificaten mocht houden, noch voor aandelen welke mochten worden gehouden door een dochtermaatschappij van de vennootschap of waarvan de eventueel daarvoor uitgegeven certificaten mochten worden gehouden door een dochtermaatschappij van de vennootschap. -----
6. Aandelen, waarvoor ingevolge het bepaalde in lid 5 geen stemrecht kan worden uitgeoefend, worden buiten beschouwing gelaten bij de berekening van een meerderheid, alsmede bij de vaststelling of het gehele geplaatste kapitaal, dan wel een bepaald gedeelte daarvan, in enig geval ter vergadering is vertegenwoordigd, of in enig ander opzicht wordt vertegenwoordigd. -----
7. Door de vennootschap kan geen medewerking, in de zin d



Wet, worden verleend aan de uitgifte van certificaten van aandelen in het kapitaal van de vennootschap. -----

8. Op aandelen in het kapitaal van de vennootschap kan een pandrecht of een recht van vruchtgebruik worden gevestigd, doch daarbij kan het aan de betreffende aandelen verbonden stemrecht niet aan de vruchtgebruiker of de pandhouder worden toegekend. -----

AANDELEN. -----

ARTIKEL 5. -----

1. De aandelen luiden op naam en zijn doorlopend genummerd van 1 af. -----
2. Door de vennootschap worden geen aandeebewijzen uitge-reikt. -----
3. Door de vennootschap wordt een register van aandeelhouders gehouden, overeenkomstig de Wet. -----  
Het register kan in twee of meer exemplaren worden aangehouden. -----  
Tenminste één exemplaar daarvan dient ten kantore van de vennootschap te berusten en aldaar ter inzage te liggen overeenkomstig de Wet. -----
4. Alle inschrijvingen en aantekeningen in het register van aandeelhouders dienen te worden gewaarmerkt door een lid van de directie van de vennootschap, danwel door een door de directie aangewezen gemachtigde. -----

OVERDRACHTSBEPERKINGEN. -----

ARTIKEL 6. -----

Eike overdracht van aandelen, geen enkele uitgezonderd, kan slechts geschieden, nadat die aandelen te koop zijn aangeboden aan alle overige aandeelhouders, die binnen twee maanden aan de aanbieder kennis dienen te geven of zij gegadigd zijn tot aankoop van de aangeboden aandelen tegen contante betaling. -----  
De aanbieder blijft bevoegd zijn aanbod in te trekken, mits dit geschiedt binnen één maand nadat hem bekend is aan welke gegadigden hij al de door hem aangeboden aandelen kan verkopen en tegen welke prijs. -----



De vennootschap kan uitsluitend als gegadigde voor overname optreden met instemming van de aanbieder. -----

Indien komt vast te staan, dat er onder de overige aandeelhouders geen of onvoldoende gegadigden zijn voor aankoop van alle aangeboden aandelen tegen contante betaling, is de aanbieder gedurende drie maanden nadien vrij de aangeboden aandelen over te dragen aan wie hem goedgevindt. -----

Indien één of meer van de partijen dit verlangt zal de prijs van de aandelen worden vastgesteld door een onafhankelijke deskundige, aan te wijzen door de Kantonrechter binnen wiens ressort de vennootschap haar statutaire zetel heeft. -----

#### LEVERING VAN AANDELEN. -----

#### ARTIKEL 7. -----

De levering van aandelen geschiedt door betekening van de akte van levering aan de vennootschap, dan wél door schriftelijke erkenning van de levering door de vennootschap nadat de akte van levering aan de vennootschap is overgelegd. -----

Indien de levering niet-volgestorte aandelen betreft kan de erkenning slechts geschieden indien de akte van levering een vaste dagtekening heeft. -----

#### BESTUUR. -----

#### ARTIKEL 8. -----

1. Het bestuur van de vennootschap is opgedragen aan een directie, bestaande uit één of meer directeuren. -----
2. Directeuren worden benoemd door de algemene vergadering van aandeelhouders, welke tevens het aantal directeuren bepaalt. -----
3. Directeuren kunnen te allen tijde door de algemene vergadering van aandeelhouders worden geschorst en ontslagen. Een schorsing kan, ook na een of meermalen verlengd zijn, in totaal niet langer duren dan drie maanden. -----  
Is na verloop van die periode nog niet door de algemene vergadering beslist over opheffing van de schorsing of ontslag van de geschorste, dan eindigt de schorsing per de loop van die periode. -----





4. De algemene vergadering van aandeelhouders kan aan de directeur, respectievelijk aan één van de directeuren, de persoonlijke titel van "Algemeen Directeur" toekennen. -----
5. De honorering en overige voorwaarden van aanstelling van iedere directeur worden vastgesteld door de algemene vergadering van aandeelhouders. -----
6. De directie behoeft de goedkeuring van de algemene vergadering van aandeelhouders voor besluiten omtrent de rechtshandelingen, opgesomd in artikel 274 van Boek 2 van het Burgerlijk Wetboek. -----

ARTIKEL 9. -----

1. De vennootschap wordt in en buiten rechte vertegenwoordigd door twee gezamenlijk handelende directeuren, tenzij ten enigertijd slechts één directeur in functie mocht zijn, in welk geval die enige directeur bevoegd is de vennootschap in elk opzicht te vertegenwoordigen. -----
2. De directie is bevoegd gemachtigden aan te stellen met zodanige titulatuur en met zodanige bevoegdheden om de vennootschap, hetzij alléén, hetzij tezamen met een ander, te vertegenwoordigen, als door de directie te bepalen. -----

ARTIKEL 10. -----

Ingeval van ontstentenis of belet van een of meer directeuren zullen de overige directeuren, respectievelijk zal de overblijvende directeur, tijdelijk met het bestuur van de vennootschap zwaar belast. -----

Ingeval van ontstentenis of belet van alle directeuren, zal het bestuur van de vennootschap tijdelijk worden waargenomen door de daartoe jaarlijks door de algemene vergadering van aandeelhouders aan te wijzen persoon. -----

ALGEMENE VERGADERINGEN VAN AANDEELHOUDERS. -----

ARTIKEL 11. -----

1. De algemene vergaderingen van aandeelhouders worden gehouden ter plaatse waar de vennootschap haar statutaire zetel heeft of te Amsterdam. -----
2. Indien een vergadering elders in Nederland wordt gehouden, kunnen niettemin wettige besluiten worden genomen, indien



het gehele geplaatste kapitaal ter vergadering is vertegenwoordigd. -----

3. De algemene vergaderingen van aandeelhouders worden bijeengeroepen door de directie, per brief, welke de punten van behandeling vermeldt en uiterlijk op de éérentwintigste dag vóór de vergadering wordt verzonden. -----
4. Indien een vergadering niet met inachtneming van de daarvoor geldende voorschriften mocht zijn bijeengeroepen, of enig punt van behandeling niet in de oproep is vermeld, kan de vergadering niettemin een geldig besluit nemen, casu quo niettemin over dat punt van behandeling een geldig besluit nemen, mits met algemene stemmen in een vergadering, waarin het gehele geplaatste kapitaal vertegenwoordigd is. -----
5. Een unanieme schriftelijke verklaring van de gezamenlijk aandeelhouders van de vennootschap heeft dezelfde rechtskracht als een besluit, genomen met algemene stemmen in een vergadering, waarin het gehele geplaatste kapitaal vertegenwoordigd is. -----
6. De algemene vergaderingen van aandeelhouders voorzien tekenmale zelf in het voorzitterschap. -----
7. Van het in de algemene vergaderingen van aandeelhouders verhandelde worden notulen gehouden door een daartoe door de voorzitter van de vergadering aan te wijzen persoon, door wie de notulen, tezamen met de voorzitter, worden vastgesteld en getekend, tenzij van het in de vergadering verhandelde op verzoek van de voorzitter notarieel procesverbaal wordt opgemaakt. -----
8. Elk aandeel geeft recht op het uitbrengen van één stem. -----
9. Aandeelhouders kunnen zich ter vergadering doen vertegenwoordigen door een schriftelijk gevolmachtigde. -----
10. In een algemene vergadering van aandeelhouders zullen geen geldige besluiten kunnen worden genomen, indien daarin niet tenminste vijfenzeventig procent (75%) van het geplaatste kapitaal aanwezig of vertegenwoordigd is, onve



minderd het bepaalde in artikel 15 omtrent statutenwijziging en ontbinding van de vennootschap en het bepaalde in het volgende lid van dit artikel omtrent schorsing en ontslag van directeuren.

11. In afwijking van het in lid 10 van dit artikel bepaalde, kan echter een besluit omtrent schorsing of ontslag van directeuren, indien niet vijfenzeventig procent (75%) van het geplaatste kapitaal ter vergadering is vertegenwoordigd, niettemin genomen kunnen worden met een meerderheid van tenminste twee/derde der geldig uitgebrachte stemmen, vertegenwoordigende meer dan vijftig procent (50%) van het geplaatste kapitaal.
12. Is in een vergadering, waarin een besluit omtrent schorsing of ontslag van directeuren aan de orde is, het vereiste quorum van vijfenzeventig procent (75%) van het geplaatste kapitaal niet aanwezig en is in die vergadering evenmin een besluit omtrent de schorsing of het ontslag genomen met een meerderheid van tenminste twee/derde der geldig uitgebrachte stemmen, vertegenwoordigende meer dan vijftig procent (50%) van het geplaatste kapitaal, dan wordt een nieuwe vergadering bijeengeroepen, te houden uiterlijk vier weken na de eerste vergadering, in welke tweede vergadering over dat ontslag of die schorsing rechtsgeldig besluiten kunnen worden genomen met volstrekte meerderheid van geldig uitgebrachte stemmen, ongeacht welk gedeelte van het geplaatste kapitaal ter vergadering is vertegenwoordigd.
13. De stemming omtrent personen geschiedt bij gesloten stemmingen, die over zaken mondeling. Blanco stemmen en ongeacht uitgebrachte stemmen worden geacht niet te zijn uitgebracht. Bij staking van stemmen over personen, besluiten worden lot. Bij staking van stemmen over zaken, wordt een besluit geacht te zijn verworpen.

#### ARTIKEL 12.

1. De jaarlijkse algemene vergadering van aandeelhouders wordt gehouden binnen zes maanden na de afloop van elk boekjaar.
2. Overigens worden algemene vergaderingen van aandeelhouders bijeengeroepen zo dikwijls de directie dit nodig acht.



met dien verstande, dat deze tot bijeenroeping van een vergadering verplicht is, indien een of meer aandeelhouders, die tezamen tenminste één/tiende gedeelte van het geplaatste kapitaal vertegenwoordigen, onder nauwkeurige opgave van de te behandelen onderwerpen, schriftelijk aan de directie verzoeken een vergadering te beleggen. \_\_\_\_\_

Indien de directie aan een dergelijk verzoek niet een zodanig gevolg geeft, dat de vergadering binnen vier weken plaatsvindt, zijn de verzoekers bevoegd zelf tot bijeenroeping over te gaan; \_\_\_\_\_

alles onverminderd het bepaalde in de artikelen 220 tot en met 222 van Boek 2 van het Burgerlijk Wetboek. \_\_\_\_\_

BOEKJAAR, JAARREKENING. \_\_\_\_\_

ARTIKEL 13. \_\_\_\_\_

1. Het boekjaar van de vennootschap loopt gelijk met het kalenderjaar. \_\_\_\_\_
2. Binnen vijf maanden na afloop van elk boekjaar (behoudens verlenging van die termijn door de algemene vergadering van aandeelhouders op grond van bijzondere omstandigheden met ten hoogste zes maanden) worden door de directie de jaarrekening (omvattende balans, winst- en verliesrekening en toelichting) en het jaarverslag opgemaakt en aan de algemene vergadering van aandeelhouders overgelegd. \_\_\_\_\_  
De jaarrekening en het jaarverslag dienen door alle directeurs getekend te zijn. \_\_\_\_\_  
Ontbreken één of meer handtekeningen dan dient de reden daarvan te worden vermeld. \_\_\_\_\_
3. Indien en voor zover het dienaangaande in de wet bepaalde op de vennootschap van toepassing is, zal de vennootschap aan een door de Algemene Vergadering van Aandeelhouders aan te wijzen register-accountant opdracht geven de door de directie opgestelde jaarrekening en het jaarverslag te onderzoeken overeenkomstig het dienaangaande in de wet bepaalde.



4. De jaarrekening wordt ter vaststelling voorgelegd aan de algemene vergadering van aandeelhouders. -----
5. Vaststelling zonder voorbehoud van de jaarrekening door de algemene vergadering van aandeelhouders strekt de directie tot décharge voor de handelingen in het betreffende boekjaar blijkens de jaarrekening verricht; -----  
alles onverminderd hetgeen in de Wet is bepaald. -----
6. De jaarrekening, het jaarverslag, de verklaring van de register-accountant als bedoeld in lid 3 van dit artikel en de overige ingevolge het in de Wet bepaalde toe te voegen gegevens zijn met ingang van de datum van oproep tot de algemene vergadering van aandeelhouders, aan welke de jaarrekening ter vaststelling wordt voorgelegd, ten kantore van de vennootschap aanwezig en liggen met ingang van die datum aldaar ter inzage voor aandeelhouders, die daarvan kosteloos afschrift kunnen verkrijgen. -----
7. Het in dit artikel omtrent het jaarverslag, de accountantsverklaring en de overige aan de jaarrekening toe te voegen gegevens bepaalde is niet van toepassing indien artikel 403 lid 5 Boek 2 van het Burgerlijk Wetboek op de vennootschap van toepassing is. -----

#### WINSTBESTEMMING. -----

#### ARTIKEL 14. -----

1. De vennootschap kan aan de aandeelhouders en eventueel andere gerechtigden tot de voor uitkering vatbare winst slechts uitkeringen doen voorzover het eigen vermogen van de vennootschap groter is dan het bedrag van het gestort en opgevraagde deel van het kapitaal van de vennootschap vermeerderd met de reserves die krachtens de Wet of de statuten moeten worden aangehouden. -----
2. De winst, blijkende uit de door de algemene vergadering van aandeelhouders (als onderdeel van de jaarrekening) vastgestelde winst- en verliesrekening, staat ter beschikking van



de algemene vergadering van aandeelhouders. -----

3. De algemene vergadering van aandeelhouders is bevoegd te besluiten tot tussentijdse uitkeringen, voorzover zulke uitkeringen, gezien het in lid 1 bepaalde, geoorloofd zijn. -----
4. Indien een dividend of andere uitkering betaalbaar wordt gesteld, wordt daarvan schriftelijk kennis gegeven aan aandeelhouders en vruchtgebruikers van aandelen. -----

STATUTENWIJZIGING, ONTBINDING, LIQUIDATIE. -----

ARTIKEL 15. -----

1. Een besluit tot wijziging van deze statuten of tot ontbinding der vennootschap kan door de algemene vergadering van aandeelhouders worden genomen met twee/derde der uitgebrachte stemmen. -----

Is in een vergadering, waarin een besluit omtrent wijziging der statuten of ontbinding van de vennootschap aan de orde komt, niet tenminste vijfenzeventig procent (75%) van het geplaatste kapitaal vertegenwoordigd, dan wordt een nieuwe vergadering bijeengeroepen, te houden uiterlijk vier weken na de eerste vergadering, in welke tweede vergadering over het aanhangige voorstel tot wijziging van de statuten, ca quo tot ontbinding van de vennootschap, rechtsgeldig besluiten kan worden met een meerderheid van tenminste twee/derde der geldig uitgebrachte stemmen, ongeacht welk gedeelte van het geplaatste kapitaal ter vergadering is vertegenwoordigd. -----

2. Indien in een vergadering een voorstel tot wijziging van de statuten aan de orde komt, dient een afschrift van het voorstel, waarin de voorgestelde wijziging woordelijk is opgenomen, ten kantore van de vennootschap ter visie te worden gelegd en kosteloos verkrijgbaar te worden gesteld voor aandeelhouders, met ingang van de dag van verzending van de oproep voor die vergadering tot de afloop van die vergadering, bij gebreke waarvan slechts rechtsgeldig besloten kan worden indien het gehele geplaatste kapitaal ter vergadering is vertegenwoordigd en het besluit met algemene stemmen wordt genomen. -----



3. Ingeval tot ontbinding van de vennootschap is besloten, geschiedt de liquidatie door de directie, tenzij de algemene vergadering van aandeelhouders andere liquidateuren benoemt. -----
4. Tijdens de liquidatie blijven de statuten voor zoveel mogelijk van kracht. -----
5. Het liquidatie-saldo wordt aan aandeelhouders uitgekeerd naar rato van het aantal aandelen, hetwelk ieder van hen bezit en, voorzover er niet volgestorte aandelen mochten zijn, naar rato van het op elk van hun aandelen verplicht gestorte bedrag. -----



CONSECUTIVE TEXT of the articles of association of BP HOLDINGS INTERNATIONAL B.V., with registered seat in Amsterdam, as these read as of the most recent amendment by deed executed on June 9, 1993, before N.M.J. Damen, civil law notary in Amsterdam, on a draft which deed the Ministerial Certificate of No-Objection was granted on June 4, 1993, under number B.V. 39.175. Former name: BP Nutrition Holdings B.V..

NAME AND SEAT. -----

ARTICLE 1. -----

1. The name of the company is: -----

BP Holdings International B.V.. -----

2. The company has its official seat in Amsterdam. -----

OBJECTS. -----

ARTICLE 2. -----

1. The objects of the company are: -----

to participate in and otherwise acquire interest in, incorporate and conduct the management of, to provide to and finance other companies and enterprises. -----

2. Furthermore, the objects of the company are to undertake all that which is connected to the foregoing in the widest sense of the words, or is conducive thereto.

TERM. -----

ARTICLE 3. -----

The company is incorporated for an indefinite period. -----

CAPITAL. -----

ARTICLE 4. -----

1. The company's authorized capital amounts to two hundred

fifty million Dutch Guilders (NLG 250,000,000.-) and

divided into two hundred fifty thousand shares with

par value of one thousand Dutch Guilders (NLG 1,000

each. -----





2. The issue of shares may be effected only by the Management Board at such times and conditions as to be determined by the Management Board with approval of the shareholders meeting. -----

With respect to an issue of shares, existing shareholders have a preemptive right in accordance with the legal provisions, unless the Management Board has limited or excluded said preemptive right at the adoption of the resolution to issue with approval of the shareholders meeting. -----

3. The company may acquire fully paid-up shares (including depository receipts issued for shares) in its own capital. -----

Acquisition by the company of shares (including depository receipts issued for shares) in its own capital other than by universal succession of title or without consideration, is only possible within the limits set forth by law. -----

The Management Board of the company is authorized to acquire shares (including depository receipts issued for shares) in the capital of the company on behalf of the company only with approval of the shareholders meeting of the company. -----

4. Shares (including depository receipts issued for shares) in the capital of the company acquired by the company itself shall be alienated at such times and conditions as to be determined by the Management Board with approval of the shareholders meeting of the company. -----

5. The company may not attribute any voting rights, any preemptive right or rights on dividends or liquidation payments to shares which the company may acquire in its own capital. -----

Furthermore, no voting rights can be exercised



shares of which possibly issued depositary receipt might be held by the company, nor on shares which might be held by a subsidiary of the company or of which possibly issued depositary receipts might be held by subsidiary of the company. -----

6. The number of shares that may not exercise the right to vote according to the provisions of paragraph 5, shall be disregarded in determining a majority, as well as in determining the extent to which the entire issued share capital, or a specific part thereof, is represented in any matter at a meeting or is represented in any other respect. -----

7. The company shall not in its legal sense cooperate with the issue of depositary receipts for shares in its own capital. -----

8. A usufruct may be imposed on a share and shares may be pledged, yet the right to vote attached to those shares can not be assigned to the usufructuary or the pledgee.

SHARES. -----

ARTICLE 5. -----

1. The shares shall be registered and numbered consecutively from 1 upwards. -----

2. The company shall not issue share certificates. -----

3. The company shall keep a register of shareholders in accordance with the law. -----

The register may be kept in two or more copies. -----

At least one copy should be kept at the office of the company and be there ready for inspection in accordance with the law. -----

4. All entries and notes in the shareholders' register shall be signed by a member of the Management Board of the company or by a person holding a power of attorney granted by the Management Board. -----

RESTRICTION ON THE TRANSFER OF SHARES. -----



ARTICLE 6. -----

Any transfer of shares, none excluded, may only be effected after those shares have been tendered to all other shareholders, who should inform the tenderer within two months whether they are prospective buyers for the tendered shares against payment in cash. -----

The tenderer shall remain authorized to withdraw his tender provided this is effected within one month after he has been informed to which prospective buyers he may sell all the shares tendered by him and at what price. -----

The company may solely act as prospective buyer with the consent of the tenderer. -----

If it is established that there are among the other shareholders none or insufficient prospective buyers for all tendered shares against payment in cash, the tenderer shall be free for three months thereafter to transfer the tendered shares to whom he deems fit. -----

If one or more of the parties requires this the price of the shares shall be fixed by an independent expert, to be appointed by the Subdistrict Court within whose jurisdiction the company has its official seat. -----

TRANSFER OF SHARES. -----

ARTICLE 7. -----

The transfer of shares shall be effected by means of serving the deed of delivery to the company, or by means of a written acknowledgement of the delivery by the company after the deed of delivery has been submitted to the company. -----

If the delivery concerns non fully paid-up shares the acknowledgement can only be effected if the deed of delivery has a fixed date. -----

MANAGEMENT. -----

ARTICLE 8. -----

1. The management of the company shall be entrusted to a



Management Board consisting of one or more Managing Directors. -----

2. Managing Directors shall be appointed by the general shareholders meeting, which shall also fix the number of Managing Directors. -----

3. Managing Directors may at any time be suspended or dismissed by the shareholders meeting. -----

A suspension may last not longer than three months in all, even after having been extended one or more times. If after the end of that period the shareholder meeting has not yet decided about lifting the suspension or dismissal of the suspended person, the suspension shall end as per the end of that period. -----

4. The shareholders meeting may assign to the Managing Director or to one of the Managing Directors respectively the personal title of "President". -----

5. The remuneration and other terms of employment of each Managing Director shall be determined by the shareholders meeting. -----

6. The Management Board shall require the approval of the shareholders meeting for decisions about the legal acts listed in article 274 of Volume 2 of the Dutch Civil Code. -----

ARTICLE 9. -----

1. The company shall be represented in and out of court by two jointly acting Managing Directors, unless at any time only one Managing Director is in office, in which case that sole Managing Director shall be authorized to represent the company in any respect. -----

2. The Management Board will be authorized to appoint persons holding a power of attorney with such title and with such powers to represent the company, either alone or jointly with another, as to be determined by the Management Board. -----



ARTICLE 10. -----

In the event that one or more Managing Directors are absent or prevented from acting, the remaining Managing Directors or the sole remaining Managing Director respectively shall be temporarily entrusted with the management of the company. -----

In the event that all Managing Directors are absent or prevented from acting, a person annually to be appointed for that purpose by the shareholders meeting, shall be temporarily entrusted with the management of the company.

SHAREHOLDERS MEETINGS. -----

ARTICLE 11. -----

1. The shareholders meetings shall be held in the place where the company has its official seat or in Amsterdam. -----

2. If a meeting is held elsewhere in the Netherlands it shall nevertheless be possible to pass legal resolutions if the entire placed capital is represented at the meeting. -----

3. The shareholders meetings shall be convened by the Management Board, by letter, which shall state the points to be discussed and which shall be sent not later than on the twenty-first day before the meeting.

4. If a meeting has not been convened with due observance of the prescription applicable thereto, or if a point to be discussed has not been included in the convening notice, the meeting can nevertheless pass a valid resolution or nevertheless pass a valid resolution about that point of discussion, as the case may be, provided unanimously at a meeting at which the entire placed capital is represented. -----

5. A unanimous written statement of the joint shareholders of the company shall have the same legal position as a resolution passed unanimously at a meeting.



which the entire placed capital is represented. -----

- 6. The shareholders meeting shall each time choose its own chairman. -----
- 7. Minutes shall be taken of the discussions at the shareholders meetings by a person to be appointed thereto by the chairman of the meeting, who will adopt and sign the minutes together with the chairman unless an official report is made of the discussion at the meeting on request of the chairman. -----
- 8. Every share entitles to cast one vote. -----
- 9. Shareholders may have themselves represented at meeting by a written proxy holder. -----
- 10. It shall not be possible to pass valid resolutions at a shareholders meeting if not at least seventy-five per cent (75 %) of the placed capital is present or represented, without prejudice to the provisions of article 15 with respect to amendment of the articles of association and dissolution of the company and the provisions of the next paragraph of this article with respect to suspension and dismissal of Managing Directors. -----
- 11. In deviation from the provisions of paragraph 10 of this article it shall nevertheless be possible to pass a resolution about suspension or dismissal of Managing Directors if not seventy-five per cent (75 %) of the placed capital is represented, with a majority of at least two-thirds of the validly cast votes, representing more than fifty per cent (50 %) of the placed capital. -----
- 12. If at a meeting at which a resolution about suspension or dismissal of Managing Directors is being discussed the required quorum of seventy-five per cent (75 %) of the placed capital is not present and if at the meeting neither a resolution about the suspension



the dismissal is passed with a majority of at least two-thirds of the validly cast votes, representing more than fifty per cent (50 %) of the placed capital, a new meeting will be convened, to be held not later than four weeks after the first meeting, at which second meeting valid resolution can be passed about that dismissal or that dissolution with an absolute majority of the validly cast votes, irrespective of what part of the placed capital is represented at the meeting.

13. Voting about persons shall be effected by closed ballot notes, those about matters orally. Blank votes and invalidly cast votes will be deemed not to have been cast. In case the votes are equal on persons lots shall be drawn. In case the votes are equal on matters, a proposal shall be deemed to have been rejected.

ARTICLE 12.

1. The annual shareholders meeting shall be held within six months after the end of every financial year.
2. Otherwise, shareholder meetings shall be held as often as the Management Board deems this necessary, provided that it is obliged to convene a meeting if one or more shareholders, jointly represented at least one/tenth part of the placed capital, while precisely stating the subjects to be discussed, requests the Management Board in writing to convene a meeting. If the Management Board does not comply with such a request in that the meeting takes place within four weeks, the applicants shall be authorized to convene themselves; everything without prejudice to the stipulations of articles 220 through 222 of Volume 2 of the Dutch Civil Code.



FINANCIAL YEAR, ANNUAL ACCOUNTS. -----

ARTICLE 13. -----

1. The company's financial year shall be concurrent with the calendar year. -----
2. Within five months after the end of every financial year (save for prolongation of that period by the shareholders meeting on the ground of special circumstances with not more than six months) the Management Board shall prepare the annual accounts (consisting of the balance sheet and profit and loss account and explanatory notes) and the annual report and submit these to the shareholders meeting. -----  
 The annual accounts and the annual report should be signed by all Managing Directors. If one or more signatures are missing, the reason therefor should be indicated. -----
3. If and insofar as the stipulations of the law with respect thereto apply to the company, the general meeting of shareholders will commission an expert or an organization of experts as meant in section 393, subsection 1 of Volume 2 of the Dutch Civil Code, to audit the annual account and, if prepared, the annual report drawn up by the Board of Management, to report thereon, and to issue an auditor's certificate. -----
4. The annual accounts shall be submitted to the shareholders meeting for confirmation. -----
5. Confirmation without reserve of the annual accounts by the shareholders meeting will constitute discharge to the Management Board for the acts performed in the financial year concerned appearing from the annual accounts; -----





everything without prejudice to the stipulations of the law. -----

6. The annual accounts, the annual report, the declaration of the certified accountant as meant in paragraph 3 of this article and the other information to be added pursuant to the law shall be present at the office of the company as from the date of convening the shareholders meeting, to which the annual accounts shall be submitted for confirmation, and shall be ready for inspection for the shareholders who may gratuitously obtain a copy thereof. -----
7. The provisions of this article about the annual accounts, the accountant's declaration and the other information to be added shall not apply if article 403 section 5 Volume 2 of the Dutch Civil Code applies to the company. -----

ALLOCATION OF PROFITS. -----

ARTICLE 14. -----

1. The company may make distributions to the shareholder and other persons possibly entitled to the distributable profits only to extent that the company's shareholders' equity exceeds the sum of the paid-in and called-up part of the company's capital increased with the reserves which it is legally required to maintain.
2. The profit appearing from the profit and loss account confirmed by the shareholders meeting (as part of the annual accounts) shall be at the disposal of the shareholders meeting. -----
3. The shareholders meeting may make interim distributions only to the extent that the requirements set forth in paragraph 1 above are satisfied. -----
4. If a dividend or other distribution has become due for payment, the shareholders and usufructuaries of shares shall be notified in writing about this. -----



AMENDMENTS OF THE ARTICLES OF ASSOCIATION, DISSOLUTION  
LIQUIDATION. -----

ARTICLE 15. -----

1. A resolution to amend these articles of association or to dissolve the company may be passed by the shareholders meeting with two-thirds of the votes cast. -----  
If at a meeting at which a resolution about amendment of these articles of association or dissolution of the company comes up for discussion, not at least seventy-five per cent (75 %) of the placed capital is represented, a new meeting shall be convened, to be held not later than four weeks after the first meeting, at which second meeting it will be possible to pass legal resolutions about the pending proposal to amend the articles of association or to dissolve the company with a majority of at least two-thirds of the validly cast votes, irrespective of what part of the placed capital is represented at the meeting. -----
2. If at a meeting a proposal to amend the articles of association comes up for discussion, a copy of the proposal, in which the proposed amendment is literally included should be deposited at the office of the company for inspection and be gratuitously made available to the shareholders, as from the day of dispatch of the convening notice for that meeting until the end of that meeting, failing which only legal resolutions can be passed if the entire placed capital is represented at the meeting and the resolution is passed unanimously. -----
3. In the event that a resolution to dissolve the company is passed, the liquidation shall be arranged by the Management Board, unless the shareholders meeting appoints other liquidators. -----
4. The articles of association shall remain effective, -----



the extent possible, during the liquidation. -----  
5. The liquidation surplus shall be distributed to share-  
holders in proportion to the number of shares each of  
them holds and, insofar as there are non fully paid-up  
shares, in proportion to the amount paid on each of  
their shares. -----

TEKNA E BENEFEVE  
NR. 238  
VPRITIM  
PUNR NJ ME ORIGINALIN  
NOTERE

*Handwritten signature*  
25.10.99



REPUBLIKA E SHQIPERISE  
N O T E R I A

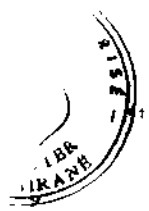
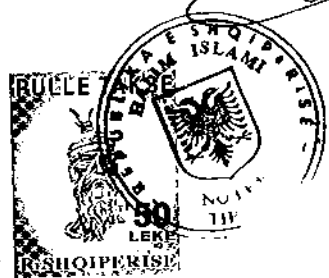

NR. 770 REP.

Tirane, me 27.10.1998

V E R T E T I M F I R M E

Vertetoj firmen e perkthyesit Elvire Rudis qe u paraqit personalisht duke me deklaruar se kete dokument e perktheu besnikerisht prej origjinalit, nga Anglishtja ne shqip, dhe une e vertetoj nenshkrimin e tij rregullisht.

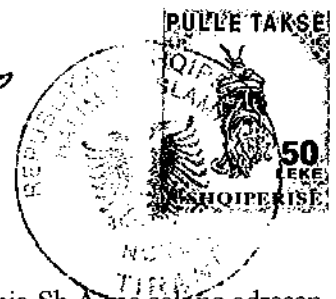
N o t e r i



(K)

22194/1  
18.01.2001

Zg. A. Cupa  
06.12.2000  
06 DIC. 2000



**KERKESE**

**Kerkuesi:** Izet Loloçi dhe Fiona Hayde drejtore te shoqerise Air Bp Albania Sh.A me seli ne adresen Rruga Ismail Qemali, nr. 27 Tirane, Shqiperi.

**Objekti:** Regjistrimi i ndryshimeve ne kollonat perkatese te regjistrin tregtar dhe depozitimi ne aneksin e tij i vendimit te Keshillit Mbikqyres te shoqerise date 22.11.2000 per emerimin e drejtorit te trete te shoqerise.

**Baza Ligjore:** Ligji nr. 7638, date 19.11.1992 "Per shoqerite tregtare" dhe Ligji nr. 7667, date 28.01.1993 "Per regjistrin tregtar dhe formalitetet qe duhen respektuar nga shoqerite tregtare".

**GJYKATES SE RRETHIT TIRANE**

Shoqeria anonime Air Bp Albania Sh.A e themeluar nga aksioneri i vetem Bp Holding International B.V, me seli ne rruga Ismail Qemali, nr. 27 Tirane, me kapital prej 30.000.000 leke i ndare ne 30.000 kuota me vlere nominale 1.000 leke secila, eshte regjistruar me vendimin nr. 22194, date 28.10.1999.

Me date 22.11.2000 eshte Keshilli Mbikqyres i shoqerise me unanimitet ka vendosur te emeroje Z. Fiona Hayde shtetase britanike, e lindur ne Shrewsbury ne 17.04.1970 mbajtese e pasaportes nr.871304W me cilesine e drejtorit te trete te Drejtorise se shoqerise dhe si rrjedhim shoqeria Air Bp Albania Sh.A do te kete tre Drejtore te cilet jane anetare te Drejtorise.

Si rrjedhim, seksioni i 2 i nenit VIII te statutit te shoqerise Air BP Albania Sh.A ndryshohet si vijon:  
**"Seksioni 2: Numri**

**Shoqeria do te kete tre Drejtore te cilet jane anetare te Drejtorise."**

Nga sa me siper dhe ne mbeshtetje te Ligjit nr.7638, date 19.11.1992 "Per shoqerite tregtare" dhe Ligjit nr.7667, date 28.01.1993 "Per regjistrin tregtar dhe formalitetet qe duhen respektuar nga shoqerite tregtare", i drejtohem Gjykates me kerkesen per pasqyrimin e ndryshimeve te mesiperme ne kollonat perkatese te regjistrin tregtar dhe depozitimn dokumentacionit perkates bashkengjitur.

Tirane, me 30.11.2000

Nderime,

Izet Loloçi

Fiona Hayde

Publikuar ne neni 22.11.2000  
Mbikqyres

**REPUBLIKA E SHQIPERISE**  
**DHOMA E NOTEREVE TIRANE**

Nr. 831 Rep.

Nr. \_\_\_\_\_ Kol.

**VERTETIM**

Sot, në Tiranë, në datën 01.12.2000, përpara meje, Noterit, Halim ISLAMI, u paraqit personalisht:

- Z. Izet Loloçi, shtetas shqiptar, lindur në Gjirokaster më 16.01.1960, mbajtës i letenjoftimit nr. UG 010974.
- Znj Fiona Hayde, shtetase britanike, e lindur ne Shrewsbury ne 17.04.1970 mbajtes i pasaportes nr..871304W.

Personat e mësipërm janë madhor, me zotësi të plotë për të vepruar dhe për identitetin e tyre u sigurova nga dokumentet identifikuese që ai mbante. Pasi unë Noteri, ia lexova dhe ia shpjegova Aktin bashkëngjitur këtij vërtetimi, ata më deklaruan se e kuptojne, e pranojne dhe se e kane hartuar atë në përputhje të plotë me vullnetin e tyer të lirë, dhe e nënshkruan para meje rregullisht, gjë të cilën e vërtetoj sipas ligjit.

**NOTERI**  
Halim ISLAMI



NOTERI PUBLIK  
24 STATION ROAD  
WATFORD  
HERTS WD1 1ER



**KUJT I INTERESON:**

Une, Christofer John Young, Noter Publik, i autorizuar, i pranuar dhe i betuar, me zyre ne adresen Stacioni 24, Watford, Hertford, ne Mbreterine e Bashkuar te Anglise se Madhe dhe Irlandes se Veriut, Vertetoj se isha i pranishem ne daten 17 nentor 1990 dhe pashe personat e permendur ne aktin ose ne dokumentin e bashkangjitur, te cilet nenshkruan rregullisht dhe se emrat e tyre jane shkruara jane me shkrimin autentik te tyre.

Ne prani te tyre kam vene vulen dhe firmen me 17 Nentor 2000.

Vula  
Firma

**VENDIM I Mbledhjes se Keshillit MBIKQYRES TE AIR BP ALBANIA Sh.A**

Me 22 nentor 2000, u mbajt ne Rotterdam, Hollande, mbledhja e Keshillit mbikqyres te shoqerise AIR BP Albania Sh.A, me seli ne Rruga: Ismail Qemali, nr. 27, Tirana, Albania, e regjistruar ne regjistrin tregtar me vendimin n.22194 te dates 27.10.1999.

Meqenese eshte i pranishem quorumi i nevojshem, Kryetari i Keshillit Drejtues, Z. Polychronis Ladonicolas e deklaroi mbledhjen te hapur per te diskutuar dhe per te caktuar mbi zgjedhjen e Drejtorit te ri te Shoqerise, Znj. Fiona Hayde.

Pas diskutimeve Keshilli Mbikqyres vendosi:

- Te emeroje nje Drejtor te trete te shoqerise Air BP Albania Sh.A , Znj. Fiona Hayde, shtetase britanike, e lindur ne Shrewsbury ne 17.04.1970 mbajtes i pasaportes nr..871304W.

Si rrjedhim, seksioni i 2 i nenit VIII te statutit te shoqerise Air BP Albania Sh.A ndryshohet si vijon:

***"Seksioni 2: Numri***

***Shoqeria do te kete tre Drejtore te cilet jane anetare te Drejtorise."***



Meqenese nuk pati asgje tjeter per t'u diskutuar, mbledhja deklarohet e mbyllur.

**ANETARET E KESHILLIT MBIKQYRES**

Polychronis Ladonicolas	Jane O'Sullivan	Christian Bosenick
Firma	firma	firma
Vula	vula	

Reg. No. 3776/2000.H

Une, i nenshkruari

Dr. jur. Horst Heiner Hellge

Noter Publik ne Hamburg, Republika Federale e Gjermanise, vertetoj se:

Z. Christian Bosenick,  
Me banim ne Uberseering 2, 22297 Hamburg,  
I njohur personalisht prej meje,

Nenshkroi dokumentin e mesiperm ne prezencen time.

Ne deshmi te te ciles une vura vulen dhe firmen ne Hamburg me 22 nentor 2000.

Vula firma

Perkthyer nga Anglishtja ne shqip  
Nga Ina Deneku



# E. J. YOUNG

NOTARY PUBLIC

TEL: WATFORD (0923) 235921

FAX: (0923) 250787

OFFICE: 51502 Watford 2

24 STATION ROAD

WATFORD

HERTS WD1 1ER

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, Christopher John Young, Notary Public, duly authorised, admitted, and sworn, practising at 24 Station Road, Watford in the County of Hertford, in the United Kingdom of Great Britain and Northern Ireland, DO HEREBY CERTIFY that I

was present on the 17<sup>th</sup> day of *Nov.* <sup>two</sup> One thousand nine <sup>of</sup> hundred and ninety

and saw *Polycarpos Lazarides*  
*o Tame O'Sullivan two of.*

the persons named in the deed or paper writing hereto

annexed duly sign

the same and

that the names

subscribed thereto is in

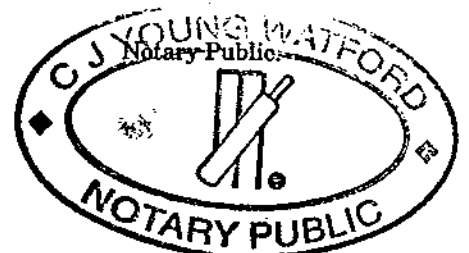
the proper handwriting of the said *Polycarpos Lazarides* *o Tame O'Sullivan*

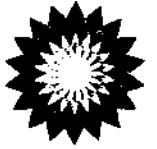
IN TESTIMONY where of I have hereunto set my hand and seal of office this

17<sup>th</sup> day of *Nov.*

<sup>two</sup> One thousand nine hundred and ninety-

*CJY*  
Testimonium veritati perhibeo.





**RESOLUTION OF THE MEETING OF THE SUPERVISORY BOARD OF AIR BP ALBANIS Sh.A**

This 22 th day of November, 2000, a meeting of the Supervisory Board of Air BP Albania Sh.A, with registered office in Rruga Ismail Qemali, nr. 27 Tirana, Albania, filed with the Commercial Register by decision n. 22194 dated 27.10.1999, was held in Rotterdam, The Netherlands.

Whereas, the required quorum was present, the Chairman of the Supervisory Board, Mr Polychronis Ladonicolas declared the meeting duly held to discuss and resolve the appointment of the new additional Director of the Company in the person of Ms. Fiona Hayde.

After discussions the Supervisory Board resolved:

To appoint as a new additional Director of Air BP Albania Sh.A Ms. Fiona Hayde, British citizen, born in Shrewsbury on 17.04.1970 holder of the passport number 871304W.

Therefore section 2 of the article VIII of the bylaws of Air BP Albania Sh.A is amended as follows:

***"Section 2: The corporation shall have three Directors serving on the Board of Directors"***

Since there was no further business to be transacted, the meeting adjourned.

**MEMBERS OF THE SUPERVISORY BOARD**

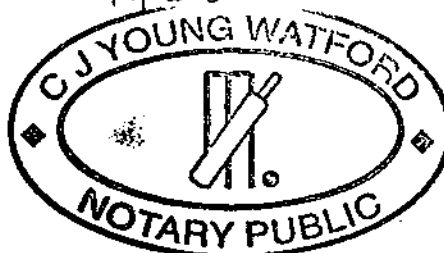
Polychronis Ladonicolas

Jane O'Sullivan

Christian Bosenick

*represent of CJY*  
*17/11/2000*

*CJY*  
*17/11/2000*



Req. No. 3776/2000 H

I, the undersigned

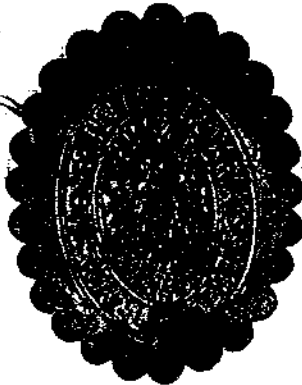
Dr. jur. Horst Heiner Hellge,

a Notary Public of this Free and Hansa City of Hamburg, Federal  
Republic of Germany, do hereby certify that

Mr. Christian Bosenick,  
residing Überseering 2, 22297 Hamburg,  
personally known by me,

signed the foregoing document in my presence.

IN WITNESS WHEREOF I have hereunto set my hand affixed my seal  
of office at Hamburg this 22nd day of November two-thousand.



*Handwritten signature of Horst Heiner Hellge*

11.11.2000	NOTAR
NR. 3776/2000 H	REP.
VERIUM	
ESSE NI ME ORIGINALI	
NOTARI	

*Handwritten signature of Christian Bosenick*

**REPUBLIKA E SHQIPERISE**  
**DHOMA E NOTEREVE TIRANE**

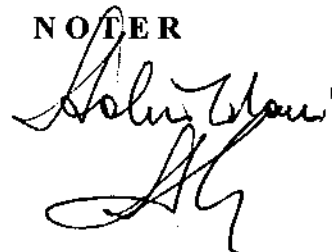
Nr. 823 Rep.

Tirane, me 11/12/2000

**VERTETIM**

Me ane te te cilit vertetohet firma e perkthyesit Ina Deneku banuese ne Tirane, i njohur personalisht prej meje, i cili u paraqit duke me deklaruar se e ka perkthyer dokumentin bashkengjitur ne perputhje me origjinalin nga Anglishtja ne Shqip dhe firmosi rregullisht ne pranine time.

**NOTER**





REPUBLIKA E SHQIPERISE  
DHOMA E NOTEREVE TIRANE  
Nr. 12737 Rep.  
Nr. — Kol.

### VERTETIM

Ne Tirane, sot me 22.10.2004, perpara meje Noterit te Dhomes se Notereve Tirane, u paraqit personalisht Z. Izet Loloçi, lindur me 16 janar 1964, ne Gjirokaster, Shqiperi, mbajtes i pasaportes nr. Z 0683784, madhor e me zotesi te plote juridike per te vepruar.

Pasi une Noteri, ia lexova dhe shpjegova aktin bashkengjitur ketij vertetimi, ai me deklaroi se e kupton, e pranon dhe se e ka hartuar ate ne perputhje te plote me vullnetin e tij te lire, dhe e nenshkruan para meje rregullisht, gje te cifen e vertetoj sipas ligjit.

NOTER

*Agim Robo*



R:SHQIPERISE



**DECISION OF THE BOARD OF DIRECTORS  
OF  
BP HOLDINGS INTERNATIONAL B.V**



This 6<sup>th</sup> day of July, 2004, the meeting of the Board of Directors of BP HOLDINGS INTERNATIONAL B.V, with registered office Westblaak 163, 3012KJ Rotterdam, The Netherlands, with registration no. 24277622, was held in Rotterdam, The Netherlands.

**Attendants:**

**Chairman:** M.J. Sharrock, Managing Director of BP Nederland B.V. (being the Managing Director of BP Holdings International B.V.)

**Minute-taker:** M.J.M. Paaijmans, Secretary of BP Holdings International B.V.

**Item of the Agenda:**

- Change of the registered office of the company Air BP Albania SH.A.

Whereas, the required quorum was present, the Chairman declared the meeting duly held to discuss and resolve the change of the registered office of the company Air BP Albania SH.A.

After discussions the it was RESOLVED:

“To change the registered office of the company Air BP Albania SH.A. from the address: 27 Ismail Qemali, Tirana, Albania to the new address: "Gurten" Business Center, Rruga e Kavajes nr. 116 zyra nr.113, Tirana, Albania.”

Since there is no further business to be transacted, the meeting was declared adjourned.

**Chairman:**

M.J. Sharrock

**For the minutes:**

M.J.M. Paaijmans

Seen by me, Mr Robrecht Anton Frits Timmermans, candidate civil-law notary, as deputy of Mr Hille Peter Christiaan van Dijk, civil-law notary at Rotterdam, the Netherlands, for the authentication of the signature of Mr M.J. Sharrock, residing at Wassenaar, bearer of United Kingdom passport number 740112680 and of the signature of Mrs M.J.M. Paaijmans, residing at Amsterdam, bearer of passport number ND5057447.

Signed in Rotterdam, the Netherlands on 9 July 2004.



A handwritten signature in black ink, appearing to be "R. Leke", written over a horizontal line.



REPUBLIKA SHQIPËRISE  
DHOMA E NOTEREVE TIRANË  
Nr 12348 Rep Dt 14/10/04  
VERTETIM

Vartëtorit dhe kopjësia është e  
niëre me origjinalin, Dokumenti  
U Paraut R. Leke  
Nr Pasap  
NOTER AGIM ROBO



**VENDIM I DREJTORISE SE SHOQERISE  
BP HOLDINGS INTERNATIONAL B.V**

Sot, më 06/07/2004, u mbajt ne Rotterdam, Hollande mbledhja e Drejtorise se shoqerise B.P HOLDINGS INTERNATIONAL B.V, me seli ne adresen: Westblaak 163, 3012KJ Rotterdam, Hollande, me regjistrim nr. 24277622.

**Te pranishem:**

**Kryetari:** M.J. Sharrock, Drejtor i Pergjithshem i BP Nederland B.V. (gjithashtu Drejtor i Pergjithshem i BP Holdings International B.V.)

**Sekretar:** M.J.M. Paaijmans, Sekretar i BP Holdings International B.V.

**Rendi i dites:**

- Ndryshimi i selise se shoqerise Air BP Albania SH.A.

Meqenese eshte i pranishem quorumi i nevojshem, Kryetari e deklaroi mbledhjen te thirrur rregullisht dhe te afte per te diskutuar dhe marre vendime te vlefshme mbi ndryshimin e selise se shoqerise Air BP Albania SH.A.

Pas diskutimesh, u vendos sa me poshte:

«Te miratoje ndryshimin e selise se shoqerise Air BP Albania SH.A nga adresa : 27, Rr."Ismail Qemali", Tirana, Shqiperi ne adresen: "Gurten" Business Center, Rruga e Kavajes nr.116, zyra nr.113, Tirana, Shqiperi. »

Meqenese nuk pati asgje tjeter per t'u diskutuar, mbledhja u deklarua e mbyllur.

**Kryetari i mbledhjes:**

M.J.Sharrock  
(firma).

**Mbajtesi i procesverbalit:**

M.J.M. Paaijmans  
(firma)

Perkthyesi:

Olivia Dismica





22194/2

3 M Depo  
15 NOV 2004



**KERKESE**

**Kerkuesi:** Shoqeria "Air BP ALBANIA" Sh.A e perfaqesuar nga Drejtoret Z. Izet Loloçi dhe Znj. Fiona Hayde, perfaqesuar me prokuren e dates 30 shtator 2004 nga Z. Izet Loloçi.

**Objekti:** Regjistrimi i ndryshimeve ne kollonat perkatese te Regjistrimit Tregtar dhe depozitimi i Vendimit te Ortakut te Vetem te shoqerise "Air BP ALBANIA" Sh.A date 06.07.2004 dhe te dokumentave te tjere perkates ne aneksin e tij.

**Baza Ligjore:** Ligji nr. 7638, date 19.11.1992 "Per shoqerite tregtare" dhe Ligji nr. 7667, date 28.01.1993 "Per regjistrimin tregtar dhe formalitetet qe duhen respektuar nga shoqerite tregtare".

*Je depozituar  
1/1 Prokuror B.P. Holdings  
Tirane, me 10.10.2004  
Publikuar ne B.V.  
dt 6.7.2004  
Prokuror dt 7.10.2004*

**GJYKATES SE RRETHIT GJYQESOR, TIRANE**

Shoqeria "Air BP Albania" Sh.A eshte nje shoqeri anonime e krijuar sipas te drejtes shqiptare me Ortak te Vetem shoqerine B.P Holdings International B.V, dhe regjistruar ne Regjistrimin Tregtar me vendim nr.22194 date 27/10/1999 te Gjykares se Rrethit Gjyqesor, Tirane.

Ortaku i Vetem i shoqerise "Air BP Albania" Sh.A me 06.07.2004 ka vendosur:

*Beniam me  
1.12.2004*

Ndryshimin e selise se shoqerise Air BP Albania Sh.A nga adresa aktuale: 27, Rr."Ismail Qemali", Tirana, Shqiperi ne adresen e re: "Gurten" Business Center, Rruga e Kavajes nr.116, zyra nr.113, Tirane, Shqiperi. »

Si rrjedhoje, paragrafi i pare i nenit 3 te statutit te shoqerise anonime Air BP Albania Sh.A ndryshon si me poshte:  
"Shoqeria e ka seline e saj ne adresen: "Gurten" Business Center, Rruga e Kavajes, nr.116, zyra nr.113, Tirane, Shqiperi."

*Prokuror  
1/1 Depo  
15 NOV 2004*

Ne mbeshtetje te Ligjit nr. 7638, date 19.11.1992 "Per shoqerite tregtare" dhe Ligjit nr. 7667, date 28.01.1993 "Per regjistrimin tregtar dhe formalitetet qe duhen respektuar nga shoqerite tregtare", i drejtohem Gjykares se Rrethit Gjyqesor, Tirane me kerkesen per regjistrimin e ndryshimit ne kollonen perkatese te regjistrimit tregtar dhe depozitimin ne aneksin e tij te Vendimit te Ortakut te Vetem te shoqerise "Air BP Albania" Sh.A te dates 24.05.2004.

**Drejtoret**

Izet Loloçi

Fiona Hayde  
(perfaqesuar me prokure nga Z. Izet Loloçi)

Nauta Dutilh

Une, noteri Robrecht Anton Frits Timmermans, zevendes i Noterit te Dhomes se Notereve te Rotterdamit, Z. Hille Peter Christiaan van Dijk, vertetoj autenticitetin e firmes se Z. M.J. Sharock, shtetas britanik, banues ne Wassenaar, mbajtes i pasaportes nr. 740112680 dhe Znj. M.J.M. Paaijmans, banues ne Amsterdam, mbajtes i pasaportes nr. ND5057447.

Nenshkuar me Rotterdam, Hollande, me 9 korrik 2004.

(Nenshkrimi dhe vula)

Perkthyesi: Oltiana Dirluica

*[Signature]*

REPUBLIKA E SHQIPERISE  
DHOMA E NOTEREVE TIRANE

Nr. 12349 Rep.

Nr. \_\_\_\_\_ Kol.



Tirane, me 14.10.2004

VERTETIM

Me ane te te cilit vertetohet firma e perkthyeses V. Dylh'ca, banuese ne Tirane, e njohur personalisht prej meje, e cila u paraqit duke me deklaruar se e ka perkthyer dokumentin bashkengjitur ne perputhje me origjinalin nga anglishtja ne shqip dhe firmosi rregullisht ne pranine time.

NOTER

H. Dylh'ca Robo





KNOW ALL MEN BY THESE PRESENTS that

BP HOLDINGS INTERNATIONAL B.V.

a company duly organised and existing under the laws of the Netherlands, established at Amsterdam, the Netherlands with offices at Rivium Boulevard 301, 2909 LK Capelle aan den IJssel, the Netherlands, (the "Company") hereby authorize:

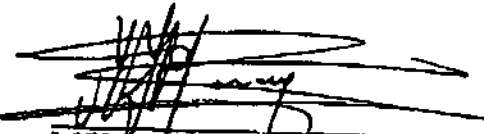
Mr. I. Loloçi

Born on 16<sup>th</sup> January, 2004, in Gjirokaster, Albania,  
holder of passport no. Z 0683784

to sign the request addressed to the First Instance Court of Tirana for the registration of the decision of the Board of Directors of BP Holdings International B.V. dated 6<sup>th</sup> July 2004 on the change of the registered office of the company Air BP Albania Sh.A from the address: "27, Rr. Ismail Qemali, Tirana, Albania" to the new address: "Gurten Business Center, Rr. e Kavajes, nr 116, zyra nr. 113, Tirana, Albania".

Done at Capelle aan den IJssel on 30<sup>th</sup> September, 2004.

for and on behalf of BP Holdings International B.V.  
BP Nederland B.V.

  
M.J.M. Paaijmans

Attorney of BP Nederland B.V.

# ● NautaDutilh

Seen by me, Mr Robrecht Anton Frits Timmermans, candidate civil law notary, as deputy of Jeroen Herman Joseph Preller, civil law notary, acting in his capacity as deputy of the vacant office of Hilde Peter Christiaan van Dijk, at that time civil law notary at Rotterdam, the Netherlands, for the authentication of the signature of Mrs M.J.M. Paaijmans as attorney of Mr M.J. Sharrock, according to the statement of the Commercial Register of the Rotterdam Chamber of Commerce and Industry dated 7 October 2004 managing director of the private company with limited liability BP Nederland B.V., having its corporate seat at Amsterdam (address: 2909 LK Capelle aan den IJssel, Rivium Boulevard 301, trade register number: 24182934), which company is acting as managing director of the private company with limited liability BP Holdings International B.V., having its corporate seat at Amsterdam (address: 2909 LK Capelle aan den IJssel, Rivium Boulevard 301, trade register number: 24277622) and as such authorized to represent the last mentioned company.

*This notarial certificate is strictly limited to the legalization of a signature and the matters stated therein as the same are on record with the above Trade Register. In this connection it should be noted however that the authority to represent the Company appearing from the Trade Register records and the aforementioned Power of Attorney may be limited by matters, such as conflict of interest, ultra vires and certain other legal matters, none of which I have investigated for the purpose of the present certificate.*

Signed in Rotterdam, the Netherlands on 7 October 2004.



REPUBLIKA SHQIPËRISE  
SHOMA E NOTEREVE TIRANË  
Nr 12350 Ep Dt 14/10/04  
VERTETIM

Vertetimi i kësaj kopjeje është e  
ngjashme me origjinalin. Deklarimonti  
U. P. Agim R. Robo  
Nr Pasap

NOTER AGIM ROBO





**NE VEMENDJE TE GJITHE TE INTERESUARVE se**

**BP HOLDINGS INTERNATIONAL B.V.**

nje shoqëri e themeluar sipas te drejtes hollandeze, me seli ne Amsterdam, Hollande ne Rivium Boulevard 301, 2909 LK Capelle aan den Ijssel, Hollande, (me poshte «Shoqeria») autorizon nepermjet ketij akti:

**Z. I. Loloçi**

Lindur me 16 janar 1964, ne Gjirokaster, Shqiperi,  
mbajtes i pasaportes nr. Z 0683784


te nenshkruaje kerkesen drejtuar Gjykates se Shkalles se Pare Tirane per regjistrimin e vendimit te Bordit te Drejtoreve te BP Holdings International B.V. me date 6 Korrik 2004 per ndryshimin e selise se shoqerise Air BP Albania Sh.A nga adresa e vjeter « 27, Rr. Ismail Qemali, Tirane, Shqiperi » ne adresen e re : « Gurten Business Center, Rr. E Kavajes, nr.116, zyra nr.113, Tirane, Shqiperi”.

Nenshkruar ne Capelle aan den Ijssel me 30 Shtator 2004,

per dhe ne emer te BP Holdings International B.V.

M. J. M. Paaijmans  
Perfaqesues i BP Nederlands B.V.  
(nenshkrimi)

▪ NautaDutilh

  
Pare prej meje, Z. Robrecht Anton Frits Timmermans, noter civil, zevendes i Jeroen Joseph Preller, noter civil, duke vepruar ne cilesine e zevendesit te Hille Peter Christiaan van Dijk, noter i se drejtes civile ne Rotterdam, Hollande, per vertetimin e nenshkrimt te Znj. M.J.M Paaijmans si perfaqesues i Z. M.J. Sharrock, ne perputhje me vertetimin e leshuar nga Regjistri Tregtar i Dhomes se Tregtise dhe Industrise se Roterdamit me date 7 tetor 2004, drejtor i pergjithshem i shoqerise tregtare me pergjegjesi te kufizuar BP Nederlands B.V., (me seli ne Amsterdam ne adresen 2909 Lk Capelle aan des Ijssel, Rivium Boulevard 301, nr.i regjistrimit ne Regjistrin Tregtar 24182934), e cila vepron ne cilesine e drejtorit te pergjithshem te shoqerise BP Holdings International B.V. me seli ne Amsterdam ne adresen 2909 Lk Capelle aan des Ijssel, Rivium Boulevard 301, nr. i regjistrimit ne Regjistrin Tregtar 24277622 dhe si i tille eshte i autorizuar te perfaqesoje shoqerine e lartpermendur.

*Vertetimi noterial jepet vetem per qellim te legalizimit te nenshkrimt dhe ceshtjet e permendura me siper jane te njejta me ato te regjistruara ne Regjistrin Tregtar. Megjithate, ne lidhje me sa me siper, duhet te permendet se autoriteti per te perfaqesuar Shoqerine, qe figuron ne skedaret e Regjistrin Tregtar dhe Prokuren e lartpermendur, mund te kufizohet per ceshtje te caktuara si konfliktet e interesave ultra vires dhe disa ceshtje te tjera ligjore, te cilat nuk u identifikuan prej meje per leshimin e ketij vertetimi.*

Nenshkruar ne Rotterdam, Hollande me 7 Tetor 2004

(nenshkrimi dhe vula)

Perkthyer nga:

Olivia D. Luira



REPUBLIKA E SHQIPERISE  
DHOMA E NOTEREVE TIRANE

Nr. 12351 Rep.

Nr. \_\_\_\_\_ Kol.

Tirane, me 14.10.2004

NOTER  
TIRANE

VERTETIM

Me ane te te cilit vertetohet firma e perkthyeses O. Dylha, banuese ne Tirane, e njohur personalisht prej meje, e cila u paraqit duke me deklaruar se e ka perkthyer dokumentin bashkengjitur ne perputhje me origjinalin nga anglishtja ne shqip dhe firmosi rregullisht ne pranine time.

NOTER

H. Gur Robo

