

**STATUTE
OF A COMPANY WITH LIMITED
LIABILITY
HERA MINERALS SHPK**

In this Statute

- "Law" is the Law no. 9901, dated 14.04.2008 "On Entrepreneurs and Commercial Companies"
- "Statute" is the Statute of the company;

CHAPTER I

Formation, Name, Object, Duration and Legal Seat

Article 1

1. Date of foundation, Name and Founders

Today on 23.04.2023, we the founders, have founded a limited liability company with the name **HERA MINERALS L.L.C.**

2. The founders of the company are:

- **Henryk Gawrzol**, fatherhood Stanislaw birthday **31.05.1958**, born in Polkowice, Poland, **PASSAPORT No: FB2363479**, **PERSONAL No:58053111455.**, **PERSONAL No:58053111455.**
- **Rafael Badziag**, fatherhood Felix birthday **23.01.1973**, born in Choszczno/Arnswalde, Poland, **PASSAPORT No: C90PGXX13.**

**Article 2
Object**

The company will carry out the activity as follows:

In the field of minerals, natural resources, mining, production and sales. In the field of construction as an investor and builder. In the field of designing various projects. In the area of consulting, finance, construction techniques, economics, law.

Commercial and Real Estate Brokerage, Real Estate Agencies. Within the limits prescribed by law it may issue warranties, letters of indemnity and any other real warranties. Enterprise design and implementation of civil and industrial facilities. Manufacture of prefabricated, ready made elements, 2 pedestal scaffolds made as basic or auxiliary elements.



**STATUTI
I KOMPANISE ME PERGJEGJESI TE
KUFIZUAR
HERA MINERALS SHPK**

Në këtë statut

- "Ligji" është Ligji Nr. 9901, dt. 14.04.2008 "Per Tregtaret dhe Shoqerite tregtare";
- "Statuti" është Statuti i shoqerise;

Kreu I

Themelimi, Emri, Objekti, Kohezgjatja, Selia

Neni 1

1.Data e Themelimit, Emri dhe Themeluesit

1. Sot, me 23.04.2023, ne, themeluesit, kemi krijuar nje shoqeri me pergjegjesi te kufizuar me emrin **HERA MINERALS SH.P.K.**

2. Themeluesit e kompanisë jane:

- **Henryk Gawrzol** me atesi Stanislaw i datelindjes **31.05.1958**, lindur ne Polkowice, Poloni me Nr pasaporte: **FB2363479**, Numer personal: **58053111455.**
- **Rafael Badziag**, me atesi Felix I datelindjes **23.01.1973**, lindur ne Choszczno/Arnswalde, Poloni, **Nr pasaporte: C90PGXX13.**

**Neni 2
Objekti**

Shoqeria do to kryeje aktivitetin e meposhtem:

Ne fushen e mineraleve, burimeve natyrore, minierave, prodhimet dhe shitjeve. Ne fushen e ndertimit si investitor dhe ndertues. Ne fushen e projektimit te projekteve te ndryshem. Ne fushen e keshillimit, financiare, teknike ndertimi, ekonomike, juridik. Ndermjetesim tregtar dhe per pasurite e paluajtshme, Agiensi mobiliare. Brenda kufijve te percaktuar nga ligji mund te leshoje garanci, letra demshperblimi dhe cdo garanci tjeter reale. Sipermarrje projektim dhe zbatim i objekteve civile dhe industriale. Prodhim parafabrikatesh, elementesh te gatshem, 2 skela bazamentete te realizuara si elemente baze ose ndihmes.

Development Lending, financing, and securing civil and industrial projects and construction projects. Building Construction Sublimation or conversion of any type of work building or machinery needed to assist and serve the needs of society. Participation in Tenders at home and abroad. Import, export, trade of various items inside and outside the country

Article 3

Duration

The duration of the company will be indefinitely.

Article 4

Legal Seat

1. The legal seat of the company is at the address: Magazina nr 1, Kati Parë, Dajt district, Rruga Hamdi Gjuzi, Lana Bregas, 1040 Tirana, Albania.

CHAPTER II

CAPITAL

Article 5

Basic Capital

1. The initial share capital of the company is 100,000 (one hundred thousand) ALL unpaid, consisting of 2 quotes. The founder's share in the company's share capital is consistent with his contribution as follows:

Founder Henryk Gawrzol: Owner of 1 share with a total value of 50,000 (fifty thousand) ALL, which constitutes 50% of the company's share capital and

Founder Rafael Badziag: Owner of 2 share with a total value of 50,000 (fifty thousand) ALL, which constitutes 50% of the company's share capital

Article 6

Increase and decrease of the Capital

The capital of the company can be increased through the subscription of the parts of the basic capital for contribution in cash, and for the contribution in kind through the appointment from the competent court of an authorized expert for these contributions according to the requirements of the Administrator.



Zhvillim Kreditim financim e sigurim i projekteve dhe veprave ndertimore me karakter civil dhe industrial. Ngritje ndertim lartesisim ose shnderrim i cdo lloj ndertese vepre ose makineri te nevojshme qe i ndihmojne dhe sherbejne nevojave te shoqerise. Pjesmarrje ne Tendera brenda e jashte vendit. Import, eksport, tregti te artikujve te ndryshem Brenda dhe jashte vendit.

Neni 3

Kohezgjatja

Kohezgjatja e shoqerise do te jete pa afat.

Neni 4

Selia

1. Selia e shoqerise ndodhet ne adresen: Magazina nr 1, Kati Parë, Rrethi Dajt, Rruga Hamdi Gjuzi, Lana Bregas, 1040 Tiranë, Shqipëri.

Kreu II

Kapitali

Neni 5

Kapitali themeltar 2

Kapitali fillestar aksionar i kompanisë është 100,000 (njëqind mijë) lekë të papaguara, i përbërë nga 2 kuota. Pjesa e themeluesit në kapitalin aksionar të kompanisë është në përputhje me kontributin e tij si më poshtë:

Themeluesi Henryk Gawrzol: Pronar i 1 kuote me një vlerë totale prej 50,000 (pesedhjetë mijë) lekë, që përbën 50% të kapitalit aksionar të kompanisë dhe

Themeluesi Rafael Badziag: Pronar i 2 kuote me një vlerë totale prej 50,000 (pesedhjetë mijë) lekë, që përbën 50% të kapitalit aksionar të kompanisë

Neni 6:

Zmadhimi dhe zvogelimi i kapitalit

Kapitali i shoqerise mund te zmadhohet nepermjet nenshkrimeve te pjeseve te kapitalit themeltar per kontributet ne para dhe me ane te kontributeve ne natyre, nepermjet emerimit nga gjykata kompetente e nje eksperti te autorizuar per keto kontribute sipas kerkeses se administratorit.

The majority cannot obligate, under any circumstances, a partner to increase his contribution in the basic capital of the company. The decrease of the capital is allowed by the General Assembly, which will take the decision under the same conditions as for the amendment to the Statute.

In all case the decrease of the capital affects the partners to the same extent as their respective parts in the capital

Article 7 Transfer of Shares

Shares and the rights they confer shall be acquired or transfer through:

- a) Participation in the authorized share capital at the incorporation of the company;
- b) Purchase;
- c) Inheritance;
- d) Donation;
- e) Other ways provided by the Law.

The parts of the basic capital is freely transferable, unless otherwise provided in the Statute.

CHAPTER III DECISION-MAKING AND DIRECTING ORGANS

Article 8

Decision - Making Organ

The General Assembly of Partners is the only decision-making organ of the company

The General Assembly of Partners is the only decision-making organ of the company that approves any amendments to the Statute according to the modalities foreseen by the Law

The General Assembly shall decide on the following company matters:

- a) Setting the business policies;
- b) Amendments to the Statute;
- c) Election and dismissal of the Administrators;
- c) Election and dismissal of independent auditors and liquidators;
- d) Establishment of remunerations to persons mentioned under Numbers "c" and "c";



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

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

Ne te gjitha rastet zvogelimi i prek ortaket ne te njejtën mase ndaj pjeseve te kapitalit qe perfaqesojne.

Neni 7 Transferimi i kapitalit

Kuotat e kapitalit te nje shoqerie me pergjegjesi te kufizuar e te drejtat qe rrjedhin prej tyre mund te fitohen apo kalohen nepermjet:

- a) kontributit ne kapitalin e shoqerise;
- b) shitblerjes;
- c) trashegimise;
- c) dhurimit;
- d) cdo menyre tjeter te parashikuar me ligj.

Kapitali aksionar është falas i negociueshëm, nëse jo nuk përcaktohet ndryshe në statut.

KREU III ORGANET VENDIMMARRESE DHE DREJTUESE

Neni 8

Organi Vendimmarres

Asambleja e Ortakeve eshte organi i vetem vendimmarres i shoqerise.

Asambleja e Ortakeve eshte organi i vetem vendimmarres i shoqerise qe miraton cdo ndryshim te statutit sipas modaliteteve te percaktuara ne ligj.

Asambleja e pergjithshme e ortakeve eshte pergjegjese per marrjen e vendimeve per shoqerine per ceshtjet e meposhtre:

- a) percaktimin e politikave tregtare te shoqerise;
- b) ndryshimet e statutit;
- c) emerimin e shkarkimin e administratoreve;
- c) emerimin e shkarkimin i likuiduesve dhe te eksperteve kontabel te autorizuar;
- d) percaktimin e shperblimeve per personat e permendur ne shkronjat "c" dhe "c" te kesaj pike;

- d) Monitoring and supervising the implementation of business policies by Managing Directors, including preparation of the annual statement of accounts and the performance report;
- e) Adoption of the annual statement of accounts and performance reports;
- e) Distribution of annual profits;
- f) Increase and reduction of basic capital;
- g) Dividing shares into parts and withdrawal of shares;
- h) Representation of the company in court and in other proceedings against Managing Directors;
- i) Company restructuring and dissolution;
- j) Adoption of its own rules of procedure;
- k) Other matters set by law or the Statute.

A partner may be represented at the General Assembly by another partner authorized by him or another authorized third party.

The Administrator of the company cannot act as a representative of another partner at the General Assembly Meeting

The letter of authorization shall be issued for only one General Assembly Meeting including the reconvened meeting.

Article 9

Method of Convening the General Assembly Meeting

The General Assembly Meeting shall be convened by letter or, if so provided by the Statute, by electronic mail. The letter or mail shall contain the place, date and hour of the meeting and be delivered together with the agenda to all members not later than 7 days before the scheduled date of the meeting.

Where the General Assembly Meeting has not been convened in conformity with Paragraph 1, the General Assembly Meeting may adopt decisions only if all the partners of the company agree to take decisions despite the irregularity



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- d) mbikeqyrjen e zbatimit te politikave tregtare nga administratoret, perfshire pergatitjen e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise;
- e) miratimin e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise;
- e) zmadhimin dhe zvogelimin e kapitalit;
- f) pjesetimin e kuotave dhe anulimin e tyre;
- g) perfaqesimin e shoqerise ne gjykate dhe ne procedimet e tjera ndaj administratoreve;
- gj) riorganizimin dhe prishjen e shoqerise;
- h) miratimin e rregullave procedurale te mbledhjeve te asamblese;
- i) ceshtje te tjera te parashikuara nga ligji apo statuti.

Ortaku mund te perfaqesohet ne Asamblene e Pergjithshme, ne baze te nje autorizimi nga nje ortak tjetër apo nga nje person i trete.

Administratori i shoqerise nuk mund te veproje si perfaqesues i ortakeve ne Asamblene e Pergjithshme.

Autorizimi mund te jepet vetem per nje mbledhje te asamblese se pergjithshme, e cila perfshin edhe mbledhjet vijuese me te njejtin rend dite.

Neni 9

Menyra e thirrjes se mbledhjes se Asamblese se Pergjithshme

Asambleja e pergjithshme thirret nepermjet nje njoftimi me shkrese ose, nese parashikohet nga statuti, me njoftim nepermjet postes elektronike. Njoftimi me shkrese apo me mesazh elektronik duhet te permbaje vendin, daten, oren e mbledhjes dhe rendin e dites e t'u dergohet te gjithe ortakeve, jo me vone se 7 dite perpara dates se parashikuar per mbledhjen e Asamblese.

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

**Article 10
Quorum**

In case of matters requiring ordinary majority, the General Assembly Meeting may only take valid decisions if attended by partners holding more than 51% of the subscribed voting shares. In case of matters requiring qualified majority, as of Article 87, of the Law "On Entrepreneurs and Commercial Companies" the General Assembly Meeting may only take valid decisions if the partners having more than half of the total number of votes are participating in the voting in persona, by letter, or by electronic means in accordance with paragraph 3 of Article 88 of this Law. If the General Assembly Meeting could not be held due to lack of the quorum referred to in Paragraph 1, the meeting shall be reconvened with the same proposed agenda within 30 days.

**Article 11
Decision-Making**

The General Assembly shall decide by three-Quarter majority of votes of partners participating in the voting on the amendment to the Statute, the increase or decrease of the basic capital, profit distribution, company restructuring and dissolution.

The General Assembly shall decide by majority of votes of participating partners for other issues such as:

- a) Setting the business policies;
- b) Election and dismissal of the Administrators;
- c) Election and dismissal of independent auditors and liquidators;
- d) Establishment of remunerations;
- e) Monitoring and supervising the implementation of business policies by the Administrators including preparation of the annual statement of accounts and the performance report;
- f) Representation of the company in court and in other proceedings against the Administrators
- g) Adoption of its own rules of procedure on convening the General Assembly Meeting

Any amendment to the Statute must be submitted at the NRC in order to reflect the changes in the file of the company

**Neni 10
Kuorumi**

Ne rastin e marrjes se vendimeve, qe kerkojne nje shumice te zakonshme, Asambleja e Pergjithshme mund te mane vendime te vlefshme vetem nese marrin pjese ortaket me te drejte vote, qe zoterojne me shume se 51 per qind te kuotave. Ne rastin kur asambleja e pergjithshme duhet te vendose per ceshtje, to cilat kerkojne shumice te kualifikuar sipas nenit 87 te ligjit " Per Tregtaret dhe Shoqerite Tregtare ", ajo mund te marre vendime te vlefshme vetem, nese ortaket qe zoterojne me shume se gjysmen e numrit total te votave, jane te pranishem personalisht, votojne me shkrese, apo mjete elektronike, sipas parashikimeve te pikes 3 te nenit 88 te ketij ligji. Nese asambleja e pergjithshme nuk mund te mblidhet per shkak te mungeses se kuoromit te permendur me lart, asambleja mblidhet perseri jo me vone se 30 dite, me te njejtin rend dite.

**Neni 11
Marrja e vendimeve**

Asambleja e Pergjithshme vendos me tri te katertat e votave te zoteruesve te kapitalit, te ortakeve pjesemarres, per ndryshimin e statutit, zmadhimin ose zvogelimin e kapitalit te regjistruar, shperndarjen e fitimeve, riorganizimin dhe prishjen e shoqerise. Asambleja e Pergjithshme vendos me shumicen e votave te ortakeve pjesemarres, per ceshtje te tjera si :

- a) percaktimi i politikave tregtare te shoqerise;
- b) emerimin dhe shkarkimin e administratoreve;
- c) emerimin e shkarkimin i likuiduesve dhe te eksperteve kontabel te autorizuar;
- c) percalctimin e shperblimeve
- d) mbikeqyrjen e zbatimit te politikave tregtare nga administratoret, perfshire pergatitjen e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise;
- e) perfaqesimin e shoqerise ne gjykate dhe ne procedimet e tjera ndaj dministratoreve;
- f) miratimin e rregullave procedurale te mbledhjeve te asamblese;

Cdo ndryshim statuti duhet te depozitohet prane QKR per te pasqyruar ndryshimet ne skeden e shoqerise.

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Article 12
Exclusion of Voting Right

1. A partner may not vote if the General Assembly decides on:
 - a) Assessing his performance
 - b) Releasing from any of his obligations
 - c) Any claim against him on behalf of the company
 - c) Granting or not of any new benefit
2. Where a partner is represented by a proxy, the proxy shall be deemed to be in the same position regarding conflicts of interest as the member he represents.

Article 13
Administration

1. The General Assembly shall nominate one or more natural persons as Administrators for an indefinite period. The nomination has legal effect once it is registered in the National Registration Centre.
2. The Administrators of a parent company according to Article 207 of this Law may not be elected Administrators of a subsidiary and vice-versa. Any election made contrary to this provision is null and void.
3. The following person will be appointed Company administrator for an indefinite period:

Henryk Gawrzol, fatherhood Stanislaw
birthday 31.05.1958, born in Polkowice, Poland
PASSAPORT No: FB2363479, PERSONAL
No:58053111455.



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Neni 12

Perjashfimi nga e drejta e votes

1. Ortaku nuk mund te ushtroje te drejten e votes nese asambleja e pergjithshme merr vendim per:
 - a) vleresimin e veprimtarise se tij;
 - b) shuarjen e ndonje detyrimi ne ngarkim te tij;
 - c) ngritjen e nje padie ndaj tij nga shoqeria;
 - c) dhenien ose jo te perfitimeve te reja.
2. Kur ortaku perfaqesohet nga nje perfaqesues i autorizuar, i autorizuari vleresohet te jete ne te njejtin konflikt interesi, ashtu si dhe ortaku, te cilin perfaqeson.

Neni 13
Administrimi

1. Asambleja e pergjithshme emerone nje ose me shume persona fizike si administratore te shoqerise. Afati i emerimit, eshte 5 vjet, me te drejte ripertesitjeje. Emerimi i administratoreve prodhon efekte pas regjistrimit ne Qendren Kombetare te Regjistrimit.
2. Administratoret e nje shoqerie tregtare meme, sipas percaktimit te nenit 207 te ketij ligji, nuk mund te emerohen si administratore te nje shoqerie te kontrolluar e anasjelltas. cdo emerim i bere ne kundertshtim me keto dispozita eshte i pavlefshem.
3. Personi i meposhtem caktohet si Administrator i pare i shoqerise pa afat.

– Henryk Gawrzol me atesi Stanislaw
i datelindjes 31.05.1958, lindur ne
Polkowice, Poloni me Nr. passaporte:
FB2363479, Numer personal: 58053111455.

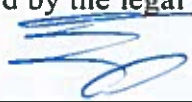

Article 14

Rights and obligations of the Administrators

The Administrators have the right and obligation to:

- a) Manage the company's business by implementing the policies defined by the General Assembly"
- b) Represent the company;
- c) Ensure that the necessary accountancy books and documents are kept;
- c) Provide for and sign the annual statement of accounts and consolidated accounts and the performance report and present it to the General Assembly for approval together with the proposals for the distribution of profits;
- d) Create an early warning system with respect to developments threatening the existence of the company;
- dh) File for the registrations and submit the mandatory data of the company according to the Law on the National Registration Center;
- e) Report to the General Assembly with respect to the implementation of business policies and to the realization of transactions of particular importance for company performance;
- e) Perform other duties set by law or the Statute.

The Administrators are obligated to convey the General Assembly in cases when:

- according to the annual balance sheet or interim accounts reports result or exist the risk that the assets of the company will not cover up its liabilities within the next 3 months;
 - the company proposes to sell or otherwise dispose on the assets amounting to more than 5% of the company's assets resulting in the last certified financial statements;
 - the company, within the first 2 years after registration, proposes to purchase assets which belong to a partner and which amount to 5% of the company's assets resulting in the last certified financial statements;
 - If the General Assembly appoints more than one administrator, they manage the company jointly. The General Assembly may dismiss the Administrator at any time by ordinary majority. Any claims, as for the compensation of the administrator, arising from any contractual relationship is governed by the legal provisions in force.
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Neni 14

Kompetencat e Administratoreve

Administratoret kane te drejte e detyrohen te:

- a) kryejne te gjitha veprimet e administrimit te veprimtarise tregtare te shoqerise, duke zbatuar politikat tregtare, te vendosura nga asambleja e pergjithshme;
- b) perfaqesojne shoqerine tregtare;
- c) kujdesen per mbajtjen e sakte e te rregullt te dokumenteve dhe te librave kontabel te shoqerise;
- c) pergatisin dhe nenshkruajne bilancin vjetor, bilancin e konsoliduar dhe raportin e ecurise se veprimtarise dhe, se bashku me propozimet per shperndarjen e fitimeve, i paraqesin keto dokumente perpara asamblese se pergjithshme per miratim;
- d) krijojne nje sistem paralajmerimi ne kohen e duhur per rrethanat, qe kercenojne mbarevajtjen e veprimtarise dhe ekzistencen e shoqerise;
- dh) kryejne regjistrimet dhe dergojne te dhenat e detyrueshme to shoqerise, sic parashikohet ne ligjin per Qendren Kombetare te Regjistrimit;
- e) raportojne perpara Asamblese se Pergjithshme ne lidhje me zbatimin e politikave tregtare dhe me realizimin e veprimeve te posacme me rendesi te vecante per veprimtarine e shoqerise tregtare;
- e) kryejne detyra te tjera te percaktuara ne ligj dhe ne statut.

Administratoret jane te detyruar te therrasin Asamblene e Pergjithshme, ne rastet kur:
-sipas bilancit vjetor apo raporteve te ndermjetme financiare, rezulton ose ekziston rreziku qe aktivet e shoqerise nuk i mbulojne detyrimet e kerkueshme brenda 3 muajve ne vazhdim.

-shoqeria propozon te shese apo te disponoje ne menyre tjeter aktive, te cilat kane nje vlere me te larte se 5 per qind te aseteve te shoqerise, qe rezulton ne pasqyrat e fundit financiare te certifikuara.

-shoqeria, brenda 2 viteve te para pas regjistrimit te saj, propozon te bleje nga nje ortak pasuri, qe kane vlere me te larte se 5 per qind te aseteve te shoqerise, qe rezulton ne pasqyrat e fundit financiare te certifikuara.

Nese asambleja e pergjithshme emeron me shume se nje administrator, ata e administrojne bashkerisht shoqerine.

Article 15

Responsibilities of the Administrator

The Administrator is liable towards the Company or third parties for damages caused by breach of the laws, of the Statute, or for faults committed during the administration of the society.

The consequences for any unapproved agreement from the Assembly, that brings damages to the company, are charged on the Administrator and the Partner that has made the agreement to face individually or jointly as the case maybe the respective consequences.

Apart from what is provided in the general provisions on the fiduciary duty, according to articles 14, 15, 17 and 18 of the Law "On the Entrepreneurs and Commercial Companies, the administrator is oblige to:

1. a) Perform his duties established by the law and the Statute in good faith in the best interests of the company as a whole which includes the environmental sustainability of its operations;
b) Exercise powers granted to him by the law and the Statute only for the purposes established therein;
c) Give adequate consideration to matters to be decided;
c) Avoid actual and potential conflicts between personal interests and those of the company;
d) Perform his duties with professionalism and reasonable care.
2. The Administrator during the performance of his duties, is held liable for any action or failure to act reasonably related with the purpose of the commercial company, unless the action or omission was made in good faith, based upon reasonable inquiry and information, and rationally related to the purposes of the company.
3. In case when the Administrator acts in violation of his duties and infringes the professional standards according to points 1 and 2 of this Article, he is obliged to compensate the company for any damage which occurred due to the violation, as well as to disgorge any personal profits made by him or the person connected with him, in violation as well as to disgorge any

Asambleja e pergjithshme mund te shkarkoje administratorin ne cdo kohe me shumice te zakonshme. Padite, qe lidhen me shperblimin e administratorit, ne baze te marredhenieve kontraktore me shoqerine, rregullohen sipas dispozitave ligjore ne fuqi.

Neni 15

Pergjegjesite e Administratorit

Administratori..eshte pergjegjes individualisht, ndaj shoqerise ose ndaj te treteve, per shkelje te ligjeve, per shkelje te statutit, apo per faje te kryera gjate administrimit te shoqerise. Pasojat e marreveshjeve te pamiratuara nga asambleja qe i sjellin dem shoqerise, i ngarkohen administratorit dhe ortakut qe ka bere marreveshjen, per te perballuar ne menyre individuale ose solidarisht sipas rastit pasojat perkatese.

Perveç sa eshte parashikuar ne dispozitat e pergjithshme te detyrimit te besnikerise, sipas neneve 14, 15, 17 e 18 te ligjit "Per Tregtaret dhe Shoqerite Tregtare", administratori detyrohet:

1. a) te kryeje detyrat e tij te percaktuara ne ligj dhe ne statut ne mirebesim e ne interesin me te mire te shoqerise ne teresi, duke i kushtuar vemendje te vecante ndikimit te veprimtarise se shoqerise ne mjedis;
b) te ushtroje kompetencat qe i njihen ne ligj dhe ne statut vetem per arritjen e ciellimeve te percaktuara ne keto dispozita;
c) te vleresoje me pergjegjesi ceshtjet, per te cilat merret vendim;
c) te parandaloje dhe menjanoje rastet e konfliktit, prezent apo te mundshem, te interesave personale me ata te shoqerise;
d) te ushtroje detyrat e tij me profesionalizmin dhe kujdesin e nevojshem.

2. Administratori, gjate kryerjes se detyrave te tij, pergjigjet ndaj shoqerise per cdo veprim ose mosveprim, qe lidhet ne menyre te arsyeshme me qellimet e shoqerise tregtare, me perjashtim te rasteve kur, ne baze te hetimit dhe vleresimit te informacioneve perkatese, veprimi ose mosveprimi eshte kryer ne mirebesim.

3. Nese administratori vepron ne kundërshtim me detyrat dhe shkel standardet profesionale, sipas pikave 1 e 2 te ketij neni, eshte i detyruar t'i demshperbleje shoqerise demet, qe rrjedhin nga kryerja e shkeljes, si dhe t'i kaloje

personal profits made by him or the person connected with him, in violation of his duties to the company. The Administrator has the burden of proving compliance with the duties and standards. In case the violation has been committed by more than one of the Administrator, they are jointly and severally liable towards the company.

4. In particular, but not limited to these, the Administrator is obliged to compensate the company for damages caused, if in violation of the provisions of the Law "On the Entrepreneurs and Commercial Companies, carries out the following transactions contrary to this Law:

- a) Returns to the partners the contributions
- b) Pays interests or dividends to the partners
- c) Distributes the company's assets;
- c) Allows the company to continue to do business when based on the financial status, should have be foreseen that it will not be able to pay its debts;
- a) Grants loans

Besides the claim for compensation of damages attributable personally to the administrator, the partners individually or jointly, have the right to file criminal charges against the Administrator. The plaintiffs are entitled to pursue legal means for the full repayment of damages caused to the company, including financial compensation, if necessary. Not any decision of the Assembly can forbid the lodging of a claim against the Administrator for the mistakes committed by him during his office.

Chapter IV
Financial Year - Expert

Article 16
Financial Year

The financial year commences on January 1st and ends on December 31st, of each calendar year. Except for the first financial year, that commences from the date of registration of the company in the National Registration Center, and is closed on December 31st

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cdo fitim personal qe ata apo personat e lidhur me to kane realizuar nga keto veprime te parregullta. Administratori ka barren e proves per te vertetuar kryerjen e detyrave te tyre ne menyre te rregullt e sipas standardeve te kerkuara. Kur shkelja eshte kryer nga me shume se nje administrator, ata pergjigjen ndaj shoqerise ne menyre solidare.

4. Ne menyre te vecante, por pa u kufizuar ne to, administratori eshte i detyruar t'i demshperbleje shoqerise demet e shkaktuara, nese, ne kundershtrim me dispozitat e ligjit "Per Tregtaret dhe Shoqerite Tregtare, kryen veprimet e meposhtme:

- a) u kthen ortakeve kontributet;
- b) u paguan ortakeve interesa apo dividends;
- c) u shperndan aktivet shoqerise;
- c) lejon qe shoqeria te vazhdoje veprimtarine tregtare, kur, ne baze te gjendjes financiare, duhej te parashikohej qe shoqeria nuk do te kishte aftesi paguese per te shlyer detyrimet;
- d) jep kredi.

Perverc padise per shlyerjen e demit qe i ngarkohet personalisht administratorit, ortaket individualisht ose se bashku, kane te drejte te ngrene padi penale kunder administratorit. Paditesit kane te drejte te ndjekin ne rruge ligjore shlyerjen e plote te demit qe i eshte shkaktuar shoqerise, perfshire edhe demshperblimin financiar, nese eshte e nevojshme. Asnje vendim i asamblese nuk mund te ndaloje ngritjen e kerkese padise kunder administratorit per gabimet e kryera prej tij gjate ushtrimit te detyres.

Kreu IV
Viti financiar-ekspertet

Neni 16
Viti Financiar

Viti financiar i Shoqerise fillon me 1 Janar dhe perfundon me 31 Dhjetor. Perjashtimisht, viti i pare financiar fillon nga data e regjistrimit te shoqerisene Qendren Kombetare te Regjistrimit dhe mbyllet me 31 Dhjetor.

Article 17
Experts

The expert has the obligation to control the entire accounting documentations of the economic activity of the commercial company, the annual and the periodic control performed from him in cases when he has been appointed and has performed such duty charged by the partners. At the end of the control, the certified auditor prepares the report, in writing, for issuing the results of the annual balance sheet, as well as the report for the periodical controls, which is obliged to present and submit in time to the partners for deliberation and approval based on their right to vote.

CHAPTER V

Dissolution- Restructuring of the Company

Article 18

Dissolution and Liquidation

The Company can be dissolved at any time, under the following circumstances:

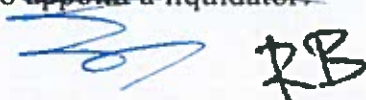
- a) By expiry of the period for which it was established;
- b) by decision of the General Assembly;
- c) by opening of the bankruptcy procedures;
- d) if it has not carried out any business activities for two years and has not notified its inactive status in accordance with paragraph 3 of Art. 43 of Law No. 9723 'On the National Registration Centre';
- e) by court decision;

In this case the Partners take the decision, in writing, in which foresee the method of liquidation of the company by appointing one or more liquidators, and any documents issued by the company should have the name of the liquidators and the additional nomination "Company in liquidation"

The dissolution of the commercial company has as a consequence the initiation of the liquidation procedures in the state of solvency, unless it has initiated the bankruptcy procedure

The liquidation is carried out by the liquidators on behalf of the Partners

When the partners do not take a decision upon the appointment of the liquidators within 30 days after the dissolution, any interested person can address the court to ~~appoint a liquidator.~~



Neni 17
Ekspertet

Eksperti ka per detyre qe te kontrolloje te gjithë dokumentacionin kontabel te veprimtarise ekonomiko tregtare te shoqerise, ate gjithëvjetor dhe ate ne lidhje me kontrollin periodike te ushtruara prej tij per rastet kur ai eshte ngarkuar dhe ka kryer nje gje te tille i ngarkuar nga ana e ortakeve. Ne perfundim te kontrollit eksperti kontabel i autorizuar pergatit raportin me shkrim per nxjerrjen e rezultatit te bilancit financiar vjetor si dhe per ate per kontrollin periodike te ushtruara, te cilat eshte i detyruar qe t'ja paraqese e dorezoje ne kohe ortakeve per t'i shqyrtuar e miratuar mbi bazen e te drejtes se tyre per te votuar.

KREU V

Prishja -riorganizimi i shoqerise

Neni 18

Prishja dhe likuidimi

Shperndarja ose prishja e shoqerise mund te behet ne cdo kohe:

- a) kur mbaron kohezgjatja e parashikuar ne themelimin e saj;
- b) me vendim te Asamblese se Pergjithshme;
- c) me hapjen e procedurave te falimentimit;
- d) nese nuk ka layer veprimtari tregtare per dy vjet dhe nuk eshte njoftuar pezullimi i veprimtarise ne perputhje me piken 3 te nenit 43 te ligjit nr.9723, date 3.5.2007 "Per Qendren Kombetare te Regjistrimit";
- e) Me vendim te gjykates;

Ne kete rast Ortaket marrin vendim me shkrim ne te cilin parashikojne menyren e likuidimit te shoqerise, duke caktuar 1 apo disa likuidatore dhe shenuar ne cdo dokument te nxjerre prej tij emrin e likuidatorit dhe emertesin shtese "Shoqeri ne likuidim e siper". Prishja e shoqerive tregtare ka si pasoje hapjen e procedurave te likuidimit ne gjendjen e afthise paguese, me perjashtim te rasteve kur eshte nisur nje procedure falimentimi. Likuidimi kryhet nga likuiduesit e emeruar nga Ortaket. Nese Ortaket nuk merrin nje vendim per emerimin e likuiduesve, brenda 30 diteve pas prishjes, cdo person i interesuar mund t'i drejtohet gjykates, per te caktuar nje likuidues.

Article 19

Restructuring the company Merger- Division

The company can be divided, merged based on the Decision of the General Assembly of the Partners according to the legal provisions foreseen in Part IX of the Law no. 9901, dated 14.04.2012 "On the entrepreneurs and Commercial Companies"

Article 20

Legal Basis

The company will carry out its activity in conformity with this Statute and the legal provisions of the Albanian Legislation Unless otherwise provided in this Statute, shall apply the provisions of the Law "On the entrepreneurs and Commercial Companies", Civil Code and any other specific law of the Republic of Albania

Article 21

Disputes

Any dispute arising out of or related with the implementation or interpretation of this Statute, as well as any dispute between the Company and third parties, shall be referred to the Albanian Court

PARTNERS

LIMITED LIABILITY COMPANY

HERA MINERALS SHPK

Henryk Gawrzol

Rafael Badziag

Neni 19

Riorganizmi i shoqerise bashkimi-ndarja

Shoqeria mund te ndahet, bashkohet sipas Vednimit to Mbledhjes se Pergjithshme te Asamblese se Ortakeve, ne perputhje me dispozitat ligjore to parashikuara ne Pjesen IX te Ligjit 9901 date 14.04.2012 "Per tregtaret dhe shoqerite tregtare."

Neni 20

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 zbatohen dispozitat e ligjit "Per tregtaret dhe shoqerite tregtare", Kodit Civil dhe Oared() ligji tjetet specifik ne Republikën e Shqiperise.

Neni 21

Mosmarreveshjet

Per mosmarreveshjet qe mund te lindin ne lidhje me zbatimin apo interpretimin e ketij statuti, si dhe per cdo mosmarreveshje qe mund te linde midis Shoqerise dhe te treteve, do te jete kompetente Gjykata Shqiptar.

ORTAKET

E SHOQERISE ME PERGJEGJESI TE

KUFIZUAR

HERA MINERALS SHPK

Henryk Gawrzol

Rafael Badziag