

**STATUT I SHOQERISE  
"HVT CONSULTING" shpk.**

*Ky Statut do te konsiderohet se inkorporon dhe/ose perfshin Aktin e Themelimit te Shoqerise, organizimi dhe funksionimi i te ciles rregullohet ketu.*

Sot, me 03/07/2023:

Ne Durres,

ne perputhje me Ligjin Nr. 9901, date 14.04.2008, "Per Tregtaret dhe Shoqerite Tregtare", te ndryshuar, dhe me legjislacionin e zbatueshem ne Republiken e Shqiperise, miraton kete Statut si vijon:

**KAPITULLI I  
THEMELIMI – EMRI – FORMA – SELIA -  
OBJEKTI – KOHEZGJATJA**

**Neni 1  
Themelimi, Emri dhe Forma**

Emri i Shoqerise eshte "HVT CONSULTING" shpk.

Shoqeria "HVT CONSULTING" shpk. eshte nje person juridik privat, e themeluar ne baze te Ligjit Nr. 9901, date 14.04.2008, "Per Tregtaret dhe Shoqerite Tregtare" (me pas referuar si "Ligji Tregtar") ne formen e Shoqerise me Pergjegjesi te Kufizuar (shpk.).

Shoqeria fiton personalitetin juridik me regjistrimin e saj ne regjistrin tregtar qe mbahet nga Qendra Kombetare e Biznesit (me pas referuar si "QKB") ne perputhje me kushtet dhe procedurat e parashikuara nga ligji.

Me fitimin e personalitetit juridik, Shoqeria behet pergjegjese kundrejt paleve te treta, per detyrimet dhe demet qe shkakton gjate veprimtarise se saj.

Ortaket e Shoqerise do te jene pergjegjes kundrejt paleve te treta deri ne shumen e kontributit te derdhur ne kapitalin themeltar te Shoqerise.

**Neni 2  
Selia**

Shoqeria do ta kete seline e saj ne adresen e meposhtme: Rruga Currilave, Nd. 4, H.2, Ap. 46, Durres 2003.

**ARTICLES OF ASSOCIATION OF  
"HVT CONSULTING" L.L.C.**

*These Articles shall be construed as incorporating the Act of Incorporation of the Company, the organization and functioning of which is regulated herein.*

Today, this 03/07/2023:

In Durres,

in accordance with Law no. 9901, dated 14.4.2008, "On Entrepreneurs and Commercial Companies", as amended, and with the applicable laws of the Republic of Albania, have adopted this Articles as follows:

**CHAPTER I  
ESTABLISHMENT – NAME – FORM – HEAD  
OFFICE – SCOPE – DURATION**

**Article 1  
Establishment, Name and Form**

The name of the Company is "HVT CONSULTING" L.L.C.

The company acquires legal personality upon its registration in the commercial register held by the National Business Centre (hereinafter referred to as the "NBC") in accordance with the terms and procedures provided for by law.

The company acquires legal personality with its registration in the commercial register maintained by the National Business Center (hereinafter referred to as "NBC") in accordance with the conditions and procedures provided by the law.

Once it acquires its legal personality, the Company becomes liable, before third parties, for the obligations and damages arising from the exercise of its activities.

The Partners of the Company shall be liable toward third parties up to the amount of their contribution in the Company's registered capital.

**Article 2  
Head Office**

The Company's head office shall be located at the following address: Rruga Currilave, Nd. 4, H.2, Ap. 46, Durres 2003.

Me vendim te Administratorit, Shoqeria mund te çele dege dhe/ose zyra perfaqesimi brenda ose jashte Republikes se Shqiperise.

### **Neni 3 Objekti**

Objekti i veprimtarise se Shoqerise do te jete: *Menaxhim teatri i cili perfshin, por pa kufizuar vetem ne keto, drejtimin e aktiviteve financiare, marketingut, burimeve njerezore dhe shitjeve te nje vendi te performimit teator. Mundesite dhe perspektiva e karrieres, programet arsimore te lidhura dhe kurse studimi teatrale. Cdo aktivitet tjeter tregtar qe lejohet nga legjislacioni shqiptar.*

Objekti i aktivitetit te Shoqerise mund te ndryshohet dhe/ose zgjerohet me vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me legjislacionin shqiptar ne fuqi dhe kete Statut.

### **Neni 4 Kohezgjatja**

Kohezgjatja e Shoqerise eshte e pakufizuar. Shoqeria mund te priset ne cdo kohe me nje vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me legjislacionin shqiptar ne fuqi.

## **KAPITULLI II KAPITALI – KUOTAT**

### **Neni 5 Kapitali Themeltar**

Kapitali themeltar i Shoqerise eshte 100 (njqind) Leke.

Kapitali themeltar zoterohet nga ortaku i vetem i Shoqerise si vijon:

- Z. Hazis Vardar, shtetas shqiptar, lindur me 02.08.1968, mbajtes i kartes se identitetit nr. 038662696 dhe nr.personal G80802186U, zoterues i 1 (nje) kuote me vlere 100 (njqind) Leke.

Ortaku eshte pergjegjes kundrejt paleve te treta per humbjet qe peson Shoqeria, deri ne shumen e kontributit te tij ne kapitalin themeltar.

Kapitali themeltar mund te zmadhohet ose te zvogelohet me vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me dispozitat ligjore.

Upon resolution of the Managing Director, the Company may establish branches and/or representative offices within or outside the Republic of Albania.

### **Article 3 Scope of Activity**

The activity of the Company shall be: *Theatre management involving, but not limited to, running the financial, marketing, human resources and sales activities of a performance venue. Career possibilities and outlook, related educational programs and courses of study. Any other commercial activity allowed by Albanian legislation.*

The Company's scope of activity may be modified and/or extended by resolution of General Meeting of Partners, in accordance with the Albanian legislation in force and this Articles of Association.

### **Article 4 Duration**

The duration term of the Company is unlimited. The Company might be dissolved at any time upon decision of the General Partners' Meeting, in conformity with the Albanian legislation.

## **CHAPTER II REGISTERED CAPITAL – QUOTAS**

### **Article 5 Registered capital**

The capital of the company is 100 (one hundred) Leke. The initial capital is owned by the founding partner of the Company as follows:

- Mr. Hazis Vardar, Albanian citizen, born on 02.08.1968, holder of ID card no. 038662696 and personal number G80802186U, owner of 1 (one) quotation of 100 (one hundred) Leke.

The Partner is liable towards third parties for the losses of the Company, up to the amount of their participation in the registered capital.

By means of a resolution of the General Partners' Assembly, the registered capital may be increased or decreased in accordance with the law provisions.

**Neni 6**  
**Kuotat**  
**Te drejtat dhe detyrimet e lidhura**

Cdo ortak do te kete nje numer proporcional votash me vleren nominale te kuotes se tij.

Titulli i pronesise mbi kuotat do te regjistrohet ne regjistrin e ortakeve i cili do te mbahet ne seline e Shoqerise nen pergjegjesine e Administratoreve (ne vijim "Regjistri i Ortakeve").

Regjistri i Ortakeve do te pasqyroje informacionin e meposhtem: (i) identitetin e cdo Ortaku; (ii) numrin dhe vleren e kuotes qe zoterohet nga cdo Ortak; (iii) daten e fitimit te pronesise se secilit Ortak mbi kuotat; (iv) adresen apo seline e cdo Ortaku; (v) detaje per cdo peng apo barre te vendosur mbi kuotat.

**Neni 7**  
**Kalimi i Kuotave**

Ne rastet e kalimit te kuotave me kontrate, kushtet dhe momenti i kalimit te titullit te pronesise mbi kuoten, si dhe kushtet e tjera te kalimit, perfshire momentin e pageses se cmimit, rregullohen nga kontrata. Kontrata per kalimin e kuotes hartohet ne forme shkresore dhe noterizimi nuk perben kusht per vlefshmerine apo regjistrimin e kontrates.

**Neni 8**  
**Zmadhimi i Kapitalit**

Kapitali themeltar mund te zmadhohet, me vendim te Asamblese se Pergjithshme te Ortakeve, nepermjet emetimit te kuotave te reja ose rritjes se vleres nominale te atyre ekzistuese ose ne cdo forme tjeter te parashikuar nga Ligji.

Per cdo zmadhim kapitali te Shoqerise nepermjet emetimit te kuotave te reja, Ortaket do te kene te drejten e parablerjes per nenshkrimin e ketyre kuotave te reja te emetuara. Nese me shume se 1 (nje) Ortak ushtrojne te drejtat e tyre te parablerjes brenda 20 (njetzet) diteve, atehere ata do t'i blejne keto kuota ne perpjestim me pjesemarrjen e tyre aktuale ne kapitalin themeltar. Cdo kuote e re qe nuk eshte blere nga Ortaket gjate ketij procesi, i ofrohet cdo pale te trete. Kuotat e reja qe do te shlyhen si me para ne dore, ashtu edhe ne natyre, do te paguhen ne perputhje me Vendimin perkates per zmadhimin e kapitalit dhe Ligjin per Shoqerite Tregtare.

**Article 6**  
**Quotas**  
**Rights and obligations attached**

Each partner shall have a number of votes proportional to the par value of his quota.

The ownership of quotas shall be registered in the Partners' book, to be kept at the legal seat of the Company under the responsibility of the Managing Directors (the "Partners' Book").

The Partners' Book shall include the following information: (i) the identity of each Partner; (ii) the number and value of the quota held by each Partner; (iii) the date on which each Partner acquired ownership; (iv) the address or registered office of each Partner; (v) details of any lien or encumbrance on the quotas.

**Article 7**  
**Transfer of Quotas**

In cases of transfer of quotas by contract, the conditions and the moment of transfer of the title of ownership over the quota, as well as other conditions of transfer, including the moment of payment of the price, are governed by the contract. The quota contract is drafted in writing and notarization is not a condition for the validity or registration of the contract.

**Article 8**  
**Registered Capital Increase**

The registered capital may be increased, upon resolution of the General Meeting of Partners, by means of issuance of new quotas or by increasing the nominal value of existing quotas or in any other way provided by the Law.

For each increase of capital of the Company through the issuance of the new quotas, the Partners shall have a pre-emptive right to subscribe such newly issued quotas. In case more than 1 (one) Partner(s) do exercise their pre-emptive right within 20 (twenty) days, then they shall purchase such quotas proportionate to their respective present shareholdings.

Any newly issued quotas not purchased by the Partners during this process, shall be offered to any third parties. The newly issued quotas, either payable in cash or in kind, shall be paid in conformity with the respective Resolution for the capital increase and the Companies' Law.

**Neni 9**  
**Zvogelimi i Kapitalit**

Kapitali mund të zvogelohet, me vendim të Asamblese së Përgjithshme të Ortakeve, në përputhje me Ligjin për Shoqëritë Tregtare.

**KAPITULLI III**  
**ORGANET E SHOQËRISE**

**Neni 10**  
**Asambleja e Përgjithshme e Ortakeve**

Asambleja e Përgjithshme do të jetë organi më i lartë i Shoqërisë, i cili, veç kompetencave të tjera sipas Ligjit për Shoqëritë Tregtare apo këtij Statuti, merr vendime për çështjet e mëposhtme të Shoqërisë:

- a. përcaktimi i politikave tregtare;
- b. ndryshime të Statutit;
- c. emerimi i Administratoreve;
- d. emerimi dhe shkarkimi i likuiduesve dhe i ekspertëve kontabel të autorizuar;
- e. miratimi i skemës së shpërblimeve për personat e përmendur në shkronjat c. dhe d.;
- f. miratimi i pasqyrave financiare vjetore dhe i raporteve të ecurisë së veprimtarisë së Shoqërisë;
- g. shpërndarjen e fitimeve vjetore;
- i. zmadhimin ose zvogelimin e kapitalit themeltar të Shoqërisë;
- j. pjesëtimin dhe anulimin e kuotave;
- k. përfaqesimin e shoqërisë në gjykime;
- l. riorganizimin dhe prishjen e Shoqërisë;
- m. miratimin e rregullave të zbatueshme procedurale të mbledhjeve të saj;
- n. çështje të tjera sipas parashikimeve të bera prej këtij Statuti.

Asambleja e Përgjithshme e Ortakeve mbledhet në rastet e përcaktuara nga ligjet e aplikueshme ose nga ky Statut dhe sa here që është e nevojshme për të mbrojtur interesat e Shoqërisë. Asambleja e Përgjithshme mbledhet të paktën një herë në vit.

Njoftimi për thirrjen e Asamblese së Përgjithshme mund të dërgohet me shkrim apo e-mail në adresat që secili Ortak do t'i njoftojë me shkrim Shoqërisë me poste të regjistruar. Njoftimi do të konsiderohet se i është dorëzuar Shoqërisë me kalimin e ditës së 10-të pas dërgimit.

Njoftimi për thirrjen e Asamblese duhet të përcaktojë qartë emrin e Shoqërisë, seline, datën, kohën dhe vendin e mbledhjes, një përshkrim të hollësishëm të procedurës që duhet të ndiqet nga Ortaket për

**Article 9**  
**Registered Capital Decrease**

The capital may be decreased, upon resolution of the General Meeting of Partners, in accordance with Companies' Law.

**CHAPTER III**  
**COMPANY'S BODIES**

**Article 10**  
**General Meeting of Partners**

The General Meeting of Partners shall be the supreme body of the Company, which, among other powers conferred by the Companies' Law or this Articles, decides on the following Company's matters:

- a. defining business policies;
- b. amendments to the Articles of Association;
- c. Managing Directors' election;
- d. election and dismissal of independent auditors and liquidators;
- e. establishment of remunerations' scheme for the persons mentioned under items c. and d.;
- f. approval of the annual financial statements and the reports of the ongoing of the Company's activity;
- g. distribution of annual profits;
- i. increase or decrease of the Company's registered capital;
- j. division and annulment of quotas;
- k. representation of Company in litigations;
- l. Company's reorganization and dissolution;
- m. approval of the applicable procedural rules of its meetings;
- n. other issues as provided by this Articles of Association.

The General Meeting of Partners is convened as provided by the applicable laws or this Articles of Association and at any time it is necessary to safeguard the Company's interests. The General Assembly shall meet at least once per year.

The notice of convocation of the General Assembly may be sent in writing or via e-mail at the addresses that each of the Partners shall notify in writing to the Company via registered mail. The notification shall be considered as sent to the Partners as of the 10<sup>th</sup> day after sending.

The notice of convocation of the Assembly shall clearly indicate Company's name, registered office, the date, time and place of the meeting, a detailed description of the participation and voting procedure to be followed

pjesemarrjen dhe votimin, informacion mbi vendin e menyren e marrjes se dokumenteve dhe projekt-vendimeve qe duhet tu vihen ne dispozicion te gjithe Ortakeve, po ashtu edhe rendin e dites, dhe duhet t'u njoftohet Ortakeve te pakten 14 (katermbedhjete) dite para mbledhjes. Rendi i dites i njoftuar si me siper duhet te permbaje edhe vendimet e propozuara per çdo çeshtje. Nese Asambleja e Pergjithshme e Ortakeve duhet te vendose per ndryshime te Statutit, teksti perkates duhet te njoftohet se bashku me rendin e dites. Asambleja e Pergjithshme e Ortakeve do te thirret nga Administratoret dhe, kur eshte e zbatueshme, nga Ortaket.

Nje Ortak mund te perfaqesohet ne Asamblene e Pergjithshme te Ortakeve nga nje ortak tjetër apo nga nje person i trete i ndryshem nga Administratoret, duke paraqitur dokumentin perkates autorizues. Autorizimi mund te jepet vetem per nje mbledhje te Asamblese se Pergjithshme te Ortakeve, e cila perfshin edhe mbledhjet vijuese me te njejtin rend dite.

Ne rastin e marrjes se vendimeve, qe kerkojne nje shumice te zakonshme, asambleja e pergjithshme mund te marre vendime te vlefshme vetem nese marrin pjese ortaket me te drejte vote, qe zoterojne me shume se 30 per qind te kuotave.

Ne rastin kur asambleja e pergjithshme duhet te vendose per çeshtje, te 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.

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 çeshtje te tjera si: percaktimi i politikave tregtare te shoqerise; emerimin e administratoreve; emerimin e shkarkimin . i likuiduesve dhe te eksperteve kontabel te autorizuar; percaktimin e shperblimeve; mbikeqyrjen e zbatimit te politikave tregtare nga administratoret, perfshire pergatitjen e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise; perfaqesimin e shoqerise ne gjykate dhe ne procedimet e tjera ndaj administratoreve; miratimin e rregullave procedurale te mbledhjeve te asamblese.

by the Partners, information related to the place and way of receiving the documents and draft-resolutions that should be made available to the Partners, as well as the agenda, and shall be notified to all Partners at least 14 (fourteen) days prior to the meeting. The agenda, notified as stated hereinabove, should include the proposed resolution for each item. In case the General Meeting of Partners shall decide on changes to the Articles of Association, the respective content should be notified along with the agenda.

The General Meeting of Partners shall be convened by the Managing Directors and, when applicable, by the Partners.

A Partner may be represented in the General Meeting of Partners by another Partner or a third person other than the Managing Directors, upon submitting the relevant authorizing deed. The authorization can be issued only for one General Meeting of Partners, which includes also the following meetings to be held with the same agenda.

In case of matters requiring ordinary majority, the General Assembly Meeting may only take valid decisions if attended by partners holding more than 30% 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.

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

The General Assembly shall decide by majority of votes of participating partners for other issues such as: Defining business policies; Election of the Administrators; Election and dismissal of independent auditors and liquidators; Deciding on remunerations; Monitoring and supervising the implementation of business policies by the Managing Directors including preparation of the annual statement of accounts and performance report; Representation of the company in court and in other proceedings against the Managing Directors; Adoption of its own rules of procedure on convening the General Assembly Meeting.

Nese asambleja e pergjithshme nuk mund te mbliidhet per shkak te mungeses se kuoromit te permendur me lart, asambleja mbliidhet perseri jo me vone se 30 dite, me te njejtin rend dite.

Me perjashtim te rasteve kur parashikohet ndryshe nga Ligji Tregtar, vlefshmeria e vendimeve qe percaktojne detyrime shtese ose kufizojne / zvogelojne te drejtat qe u jane njohur ortakeve nga Ligji Tregtar apo nga ky Statut, kushtezohet nga miratimi i Ortakut te interesuar / perkates.

Te gjitha vendimet e Asamblese duhet te regjistrohen ne procesverbal. Administratoret jane pergjegjes per mbajtjen e nje kopjeje te tij.

### Neni 11

#### Organi Administrues / Administratoret

Organi Administrues perbehet nga 1 (nje) Administrator qe emerohet e shkarkohet nga Asambleja e Pergjithshme e Ortakeve. Kohezgjatja e mandatit te Administratorit eshte 5 (pese) vjet, me te drejte ri-emerimi.

Administrator i pare i shoqerise eshte:

- Z. Hazis Vardar, shtetas shqiptar, lindur me 02.08.1968, mbajtes i kartes se identitetit nr. 038662696 dhe nr.personal G80802186U.

Administratori perfaqeson Shoqerine sipas parashikimeve te Statutit.

Administratori do te:

- administroje veprimtarine tregtare te Shoqerise duke zbatuar politikat tregtare te miratuara nga Asambleja e Pergjithshme e Ortakeve;
- perfaqesoje Shoqerine;
- kujdeset per mbajtjen e rregullt te librave dhe dokumenteve kontabel;
- pergatise dhe nenshkruaje bilancin vjetor, bilancin e konsoliduar dhe raportin e ecurise se veprimtarise, te cilat ia paraqet Asamblese se Pergjithshme te Ortakeve per miratim, se bashku me propozimet per shperndarjen e fitimeve;
- krijoje nje sistem njoftimi te pershtatshem per rrethanat qe kercenojne ekzistencen e Shoqerise;
- kryeje regjistrimet e publikimet e detyrueshme te te dhenave te Shoqerise, sipas kerkesave te Ligjit Tregtar apo te ligjeve te tjera te zbatueshme;
- raportoje perpara Asamblese se Pergjithshme te Ortakeve mbi zbatimin e politikave tregtare si dhe per perfundimin e transakcioneve me rendesi te vecante per performancen e Shoqerise;

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.

Unless otherwise provided by the Companies' Law, the validity of any resolution assigning additional duties to or reducing / restricting the rights of the Partners affirmed by the Companies' Law or this Articles of Association, is subject to the consent of the concerned / interested Partner.

All Assembly's resolutions should be recorded in the minutes. The Managing Directors are responsible for keeping a copy of the same.

### Article 11

#### Managing Body / Managing Directors

The Managing Body consists of 1 (one) Managing Director who is appointed and dismissed by the Partner's General Meeting. The office term of the Managing Director is 5 (five) years, with the right to be re-appointed.

The first Managing Director of the company is:

- Mr. Hazis Vardar, Albanian citizen, born on 02.08.1968, holder of ID card no. 038662696 and personal number G80802186U.

The Managing Director represents the Company in accordance with Statutory provisions.

The Managing Director shall:

- manage the Company's business activities / operations by implementing the trade policies adopted by the General Meeting of Partners;
- represent the Company;
- ensure that the necessary accounting books and documents are duly kept;
- prepare and sign the balance sheet and consolidated balance sheet and the performance report and present it to the General Meeting of Partners for approval together with the proposals for the distribution of profits;
- create an adequate warning system with respect to circumstances threatening Company's existence;
- make the mandatory registration and publication of Company's data as requested by the Companies' law and any other applicable law;
- report to the General Meeting of Partners with respect to implementation of business policies and to the conclusion of transactions of particular importance for Company's performance;

(viii) kryeje detyra te tjera, te percaktuara ne Ligjin Tregtar dhe ne kete Statut;

(ix) therrase mbledhjen e Asamblese se Ortakeve sa here qe kerkohet sipas Ligjit apo ketij Statuti.

Administratori mund te autorizojte persona te tjere per te vepruar ne emri dhe per llogarine e tij, duke specifikuar / percaktuar kategorine e akteve dhe veprimeve qe perfaqesuesi mund te kryeje.

Veç kufizimeve ligjore, nuk vendosen kufizime te kompetencave te administrimit.

### **Neni 12 Kontrolli i Shoqerise**

Asambleja e Pergjithshme e Ortakeve mund te emeroje nje ose disa eksperte kontabel te autorizuar per kontrollin e llogarive te Shoqerise.

## **KAPITULLI IV VITI FINANCIAR, LLOGARITE VJETORE, FITIMET DHE REZERVAT LIGJORE**

### **Neni 13 Viti Financiar**

Viti financiar ka nje kohezgjatje prej 12 (dymbjedhete) muajsh e cila fillon me 1 Janar dhe mbaron me 31 Dhjetor te cdo viti.

Ne menyre perjashtimore, viti i pare financiar fillon ne daten e regjistrimit te Shoqerise ne Regjistrin Tregtar.

### **Neni 14 Rezerva Ligjore**

Shoqeria do te kaloje ne fondin rezerve te detyrueshem te pakten 5% (pese perqind) te fitimit vjetor neto derisa kjo rezerve te arrije vleren e barabarte me 10 per qind te kapitalit themeltar.

### **Neni 15 Dividendet**

Pas miratimi te bilancit vletor dhe percaktimit te shumes qe do te ndahet, Asambleja e Pergjithshme e Ortakeve percakton shumen e fitimeve qe do t'i shperndahet secilit prej Ortakeve si dividend, ne perpjestim me pjesen perkatese ne kapitalin themeltar.

(viii) perform other duties set by the Companies' Law or this Articles of Association;

(ix) Convene the General Assembly of Partners when required by the Law or this Articles.

The Managing Director may authorize other persons to act in his name and on his behalf, specifying the category of acts and doings that such representative may carry out.

There are no further restrictions on managing powers to those imposed by the law.

### **Article 12 Audit of the Company**

The General Meeting of Partners may appoint one or more certified chartered accountants to control the Company's accounts.

## **CHAPTER IV FINANCIAL YEAR, ANNUAL STATEMENTS, PROFITS AND LEGAL RESERVE**

### **Article 13 Financial Year**

The financial year has a 12 (twelve) months' duration commencing from the 1<sup>st</sup> of January and ending on the 31<sup>st</sup> of December each year.

Exceptionally, the first financial year begins as of the date of registration of the Company in the Companies Register.

### **Article 14 Legal Reserve Fund**

The Company shall allocate at least 5% (five percent) of the annual net profit as a mandatory reserve fund until it reaches a value equal to 10% (ten percent) of the registered capital.

### **Article 15 Dividends**

After the annual balance sheet is approved, the General Meeting of Partners defines the amount of profit that will be distributed to each of the Partners as dividend, proportionally to the respective shareholdings.

**KAPITULLI V  
PRISHJA - LIKUIDIMI**

**Neni 16  
Prishja e Shoqerise**

Shoqeria priset (i) me vendim te Asamblese se Pergjithshme te Ortakeve; ose (ii) ne rast falimentimi; ose (iii) kur Shoqeria nuk ka kryer veprimtari per 3 (tre) vjet dhe nuk eshte njoftuar pezullimi i veprimtarise ne QKB; ose (iv) me vendim gjykate; ose (v) per arsye te tjera te parashikuara ne ligj.

**Neni 17  
Likuidimi**

Me perjashtim te rastit te fillimit te nje procedure falimentimi, prishja e Shoqerise shoqerohet me fillimin e procedures se likuidimit.

**Neni 18  
Dispozita Perfundimtare**

Per te gjitha ceshtjet qe nuk jane parashikuar ne kete Statut, do te zbatohen parashikimet e Ligjit Tregtar. Konfliktet ne lidhje me kete Statut do te zgjidhen nga gjykata e rrethit gjyqesor ne territorin e se ciles Shoqeria ka seline e saj. Me qellim shmangien e cdo paqartesie, ndryshimi i ortakeve dhe/ose Administratorit, dhe/ose cdo funksionari tjetër nuk do te konsiderohen si ndryshime te ketij Statuti.

Ky Statut nenshkruhet rregullisht ne gjuhet Shqipe dhe Angleze.

**ORTAKU THEMELUES**

**HAZIS VARDAR**

HAZIS VARDAR

**CHAPTER V  
DISSOLUTION - LIQUIDATION**

**Article 16  
Dissolution**

The Company will be dissolved (i) by resolution of the General Meeting of Partners; or (ii) in case of bankruptcy; or (iii) if it fails to be active for 3 (three) years and the suspension of activity has not been notified to NBC; or (iv) by a court decision; or (v) for any other reason provided by the law.

**Article 17  
Liquidation**

Unless a bankruptcy procedure has been initiated, the dissolution of the Company brings about the commencement of the liquidation procedure.

**Article 18  
General provisions**

As per the issues not provided herein, provisions of Companies' Law will apply.

Disputes arising out of this Articles shall be settled by the court of the place where the Company's' legal seat is located.

For the avoidance of doubt, changes of the Partners and/or Managing Director and/or any other official shall not be deemed as amendments in this Articles of Association.

This Articles are duly executed in Albanian and English languages.

**FOUNDING PARTNER**

**HAZIS VARDAR**

HAZIS VARDAR