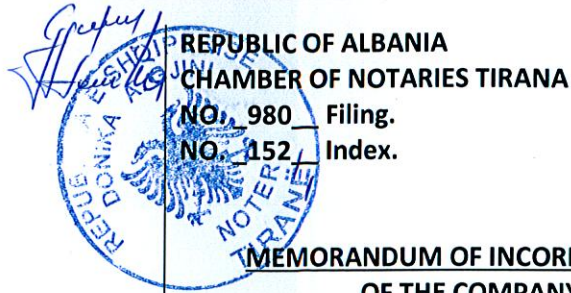


REPUBLIKA E SHQIPERISE
DHOMA E NOTEREVE TIRANE
Nr. 980_Rep
Nr. 152_Kol



AKT THEMELIMI
I SHOQERISE
"BYLLIS ENERGJI" (Sh.A)

(Shoqeria Aksionare me Aksionar te Vetem)

Sot me date 20 Prill, 2017 (dymije e shtatembdhjete), perpara meje Noteres Znj. Donika A. Gjini, u paraqit pala e meposhtme, per identitetin e se ciles, une Noterja jam e sigurt:

Shoqeria "PGFS Pilotage & Gestions" SA, shoqeri e se drejtes zviceriane, e regjistruar prane Dhomes se Tregtise se Kantonit Neuchatel, Zvicer me 29 Mars 2012, me Nr. Ref. 01571/2012, Nr. Fed. CH-217-3537036-4, IDE/IUD CHE-113.384.029, me seli ligjore ne Espacite2, c/o Etude Me Patrick Frunz, 2300 La Chaux-de-Fonds, Zvicer, e perfaqesuar nga **Z. Bernard Çumashi**, shtetas shqiptar, i lindur ne Tirane me 20.12.1988, me vendbanim ne Tirane, mbajtes i leternjoftimit nr. 024826018/ I81220053W, sipas Prokures se Posacme te shoqerise date 12 Prill 2017.

I. Themelimi

Aksionari Themelues deklaron themelimin e shoqerise **"Byllis Energji" Sh.a.**, nje shoqeri shqiptare aksionare, me Aksionar te Vetem ("**Shoqeria**").

Selia e Shoqerise eshte ne adresen: Rr. "Ibrahim Rugova", Sky Tower, Tirane, Shqiperi.

Shoqeria eshte themeluar per nje kohezgjatje te pacaktuar.

REPUBLIC OF ALBANIA
CHAMBER OF NOTARIES TIRANA
NO. 980 Filing.
NO. 152 Index.

MEMORANDUM OF INCORPORATION
OF THE COMPANY
'BYLLIS ENERGJI' (Sh.A.)

(A Joint-Stock Company with Sole Shareholder)

Today, on April 20, 2017 (two thousand seventeen), before me Mrs. Donika A. Gjini, Notary Public, the following party appears, the identity of which, I am certain:

The company "PGFS Pilotage & Gestions" SA, a company incorporated and existing under the laws of Swiss, registered by the Registrar of Companies of Canton Neuchatel, Swiss on March 29, 2012 with company no. Ref. 01571/2012, No. Fed. CH-217-3537036-4, IDE/IUD CHE-113.384.029, with registered address at Espacite2, c/o Etude Me Patrick Frunz, 2300 La Chaux-de-Fonds, Switzerland, represented by **Mr. Bernard Çumashi**, Albanian citizen, born on 20.12.1988 in Tirana, and resident in Tirana, holder of identity card no. 024826018/ I81220053W as empowered by the Power of Attorney of the company, dated April 12, 2017.

I. Establishment

The Founding Shareholder declares the establishment of the Company **"Byllis Energji" Sh.a.**, an Albanian Joint-Stock Company, with Sole Shareholder ("**The Company**").

The Headquarters of the company is in the address: Rr. "Ibrahim Rugova", Sky Tower, Tirana, Albania.

The company is established for an indefinite term.

II. Objekti I Shoqerise

Objekti i Shoqerise kryen te gjitha aktivitetet ne perputhje me dispozitat ligjore shqiptare ne fuqi.

Me sakesisht, blerje, shitje, tregtim, tregti (import-eksport), shkembim, furnizim, menaxhim, transportim, magazinim, shperndarja ose disponimin ne çfaredo menyre, qofshin si kryesor ose agent, te naftes bruto, produkteve te naftes, qymyrit, gaz natyror, energji te rinovueshme, energji alternative, energji elektrike, emetimet dhe energjine, dhe te gjitha produktet e tjera petrokimike apo lendet e para dhe te gjitha aktivitetet dhe sherbimet e lidhura me to, duke pershire sherbimet administrative dhe financiare, konsulence teknike, ekonomike ose menaxhimi ne lidhje me keto aktivitetet.

Kompania mund te kryeje çdo transakcion qe lidhet me pasurite e luajtshme ose te paluajtshme, si dhe çdo aktivitet tregtar, financiar, me qira ose hipoteke, per te dhene garanci per palet e treta dhe per te marre ose dhene me qira ndermarrjet, deget dhe te marri pjese ne kompani, konzorciume, te themeluara ose ne themelim e siper, qe kane objekt te njejte ose te ngjashem me ate te Shoqerise ose qe eshte pasoje per qellimin e arritjes se objektit te veprimtarise se Shoqerise. Ne pergjithesi, Shoqeria mund te kryeje çdo veprimtari qe eshte e domosdoshme dhe e dobishme per arritjen e qellimeve te Kompanise.

III. Statuti

Aksionari Themelues deklaron pajisjen e Shoqerise me Statutin e Shoqerise.

IV. Kapitali

Kapitali aksionar i nenshkruar i Shoqerise eshte 3,500,000.00 (tre milion e peseqind mije) Leke, i ndare ne 100 (njeqind) aksione te zakonshme me vlere nominale 35,000.00 (tridhjetete e pese mije) Leke secili.

II. The Object of the Company

The object of the Company is performing all activities in accordance with the Albanian legal provisions in force.

More precisely, purchase, sale, trading, trade (import - export), exchange, supply, management, transport, storage, distribution or disposal in any manner whatsoever, whether as primary or as agent, of crude oil, petroleum products, coal, natural gas, renewable energies, alternative energy, electricity, emissions and energy, and all other petrochemical products or raw materials and all related activities and services, including administrative and financial services, technical, economic or management consultancy in relation to these activities.

The Company may carry out any transaction related with the movable or immovable properties, as well as any commercial, financial, renting or mortgage activity, to give guaranties to third parties and to take or give in lease enterprises, branches and participate in companies, entities, consortiums, established or to be established, having an object identical or similar with that of the Company or which is consequent for the purpose of achieving the object of activity of the Company. In general, the Company may carry out any activity which is necessary or useful for the achieving of the purposes of the Company.

III. Articles of Association

The founding shareholder declares that the Company has its own Articles of Association.

IV. Capital

The subscribed share capital of the company is ALL 3,500,000.00 (three million and five hundred thousand) divided into 100 (a hundred) ordinary shares of value of ALL 35,000.00 (thirty five thousand) each.



Aksionari i Vetem Themelues i Shoqerise, Shoqeria "PGFA Pilotage & Gestions" SA, zoteron 100% te aksioneve te kapitalit aksionart te nenshkruar te Shoqerise.

V. Organet e Shoqerise

Organet e Shoqerise jane:

- 1) Asambleja e Pergjithshme;
- 2) Keshilli i Administrimit;
- 3) Administrator/et; dhe
- 4) Eksperti/et Kontabel i Autorizuar.

VI. Asambleja e Pergjithshme

Organi vendimmarres i shoqerise eshte Asambleja e Pergjithshme e cila perbehet nga Aksionari i vetem i Shoqerise.

VII. Keshilli i Administrimit

Keshilli i Administrimit perbehet nga 3 (tre) anetare, te cilet emerohen nga Asambleja e Pergjithshme.

Anetaret e Keshillit te Administrimit emerohen per nje afat prej 3 (tre) vjetesh dhe mund te rizgjidhen.

Asambleja e Pergjithshme emerone Kryetarin e Keshillit te Administrimit midis anetareve te tij i cili ka gjithashtu te drejten e nje vote shtese.

Administratori i Shoqerise emerohet me shumice te thjeshte nga anetaret e Keshillit te Administrimit.

Anetaret e pare te Keshillit te Administrimit te Shoqerise emerohen me ane te ketij Akti Themelimi dhe jane si me poshte:

1. **Z. Joel Jacques Jean CHEVALLAZ**, shtetas zvicerian, lindur me 16.07.1969 ne Montherod VD Zvicer, mbajtes i leternjoftimit C6649919;
2. **Z. Charles, Pierre, Thibault GROSFILLEY**, shtetas francez, I lindur ne Ambilly, France me 13.10.1986, mbajtes I leternjoftimit nr.100701300139Z; dhe

The sole founding shareholder of the company, the company "PGFA Pilotage & Gestions" SA, owns 100% of the shares of the subscribed capital of the Company.

V. Bodies of the Company

The Bodies of the Company are as follows:

- 1) The General Assembly;
- 2) The Supervisory Council;
- 3) Administrator/s ; and
- 4) The Chartered Accountant.

VI. The General Assembly

The decision-making body of the Company is the General Assembly which is composed of the sole shareholder of the Company.

VII. The Supervisory Council

The Supervisory Council is compounded by three (3) members who are appointed by the General Assembly.

The General Assembly appoints the members of the Supervisory Council for a period of three (3) years and they have the right of re-election.

The General Assembly appoints the Chairman of the Supervisory Council among its members who will also have an additional vote.

The company's administrator is appointed with a simple majority by the members of Administration Board.

The first members of the Supervisory Council of the Company are appointed by this Memorandum of Incorporation and they are as follows:

1. **Mr. Joel Jacques Jean CHEVALLAZ**, Swiss citizen, born on 16.07.1969, in Montherod VD, Swiss, holder of ID no. C6649919;
2. **Mr. Charles, Pierre, Thibault GROSFILLEY**, French citizen, born on 13.10.1986, in Ambilly, France, holder of ID no. 100701300139Z; and

3. Z.Serge, Alexander Mario BLANKART, shtetas zvicerian, lindur me 10.09.1968, ne Lucerne, LU, Zvicer, mbajtes i leternjoftimit E0698265.

VIII. Administratori

Administratori i Shoqerise emerohet me shumice te thjeshte nga anetaret e Keshillit te Administrimit.

Administratori i pare i Shoqerise eshte **Zj.Marigona Metaj**, shtetase kosovare, e lindur ne Winterthur, Zvicer me 14.02.1992, me vendbanim ne Prishtine, Kosove, mbajtese e leternjoftimit n. ID0276999.

IX. Eksperti Kontabel

Eksperti Kontabel emerohet me vendim nga Aksionari i Vetem.

Eksperti kontabel per vitin financiar 2017 do te jete Z.Luan Kamberi.

Ky akt Themelimi u Hartua ne 4 (kater) kopje origjinale ne gjuhen shqipe dhe angleze. Ne rast mosperputhje variant ne anglisht do te mbizoteroje. Akti i Themelimit eshte hartuar ne perputhje me parashikimet e Ligjit Nr. 9901, date 14.04.2008 "Per Tregetaret dhe Shoqerite Tregtare", i ndryshuar.

3. Mr. Serge, Alexander Mario BLANKART, Swiss citizen, born on 10.09.1968, in Lucerne, LU, Swiss, holder of ID no. E0698265.

VIII. The Administrator

The Administrator is elected by a simple majority by members of the Supervisory Council.

The first Administrator of the company is **Mrs.Marigona Metaj**, Kosovo citizen, born on 14.02.1992, in Winterthur, Switzerland, resident in Pristina, Kosovo, and holder of ID ID0276999.

IX. The Chartered Accountant

The Chartered Accountant is appointed by decision of the Sole Shareholder.

The Chartered Accountant for the year 2017 will be Mr. Luan Kamberi.

The Founding Act, has been drafted in 4 (four) original copies in Albanian and English. In case of mismatch the English version shall prevail. The Memorandum of Incorporation was drafted in accordance with the provisions of the Law no. 9901, dated 14.04.2008 "On Entrepreneurs and Commercial Companies" as amended.

AKSIONARI I VETEM/SOLE SHAREHOLDER

SHOQERIA/COMPANY

"PGFS PILOTAGE & GESTIONS" SA

Perfaqshuar nga: /Duly represented by:

Bernard ÇUMASHI

Bernard Cumashi

Bernard

DONIKA GJINI

Adr. Blv "B.Curri", Përb. Ish-Eksp.

NIPT L 48322501 E

Tel: +355 692070532

Donika Gjini
[Signature]
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