

**ARTICLES OF INCORPORATION  
OF THE LIMITED LIABILITY COMPANY  
ENGINEERING ALBANIA SHPK**

Dated 23.11.2023

**Article 1**

**Denomination**

- 1.1 The limited liability company **Engineering Albania SHPK** (hereinafter referred to as the “**Company**”) is incorporated under Albanian law no. 9901, dated 14.04.2008 “*On Entrepreneurs and Commercial Companies*”, as amended.
- 1.2 The Company acquires legal personality after its registration with the Commercial Register kept by the National Business Centre in Tirana, Albania.

**Article 2**

**Registered Office**

- 2.1 The registered office of the Company is at the address: 40/3 Ibrahim Rugova Str., 1019 Tirana, Albania.
- 2.2 The Company may open and transact business at other locations within the territory of the Republic of Albania in compliance with the requirements of the Albanian law.

**Article 3**

**Object of the Company**

- 3.1 The Company shall have as object and scope:
- (i) the design, production, supply, installation, management and assistance of software programs, relevant equipment and systems and
  - (ii) other activities as shall be required or needed for purposes of conducting the above activities.

**AKT THEMELIMI**

**I SHOQERISE ME PERGJEGJESI TE  
KUFIZUAR**

**ENGINEERING ALBANIA SHPK**

Date 23.11.2023

**Neni 1**

**Themelimi dhe Emri**

- 1.1 Shoqeria me pergjegjesi te kufizuar **Engineering Albania SHPK** (ketu me poshte referuar si “Shoqeria”) themelohet ne zbatim te ligjit nr. 9901, date 14.04.2008 “*Per tregtaret dhe shoqerite tregtare*”, i ndryshuar.
- 1.2 Shoqeria fiton personalitet juridik ne momentin e regjistrimit te saj ne Regjistrin Tregtar shqiptar prane Qendres Kombetare te Biznesit ne Tirane, Shqiperi.

**Neni 2**

**Selia**

- 2.1 Selia e Shoqerise eshte ne adresen: Rruga Ibrahim Rugova 40/3, 1019 Tirane, Shqiperi.
- 2.2 Shoqeria ka te drejte te hape dhe mbaje dege, zyra dhe/ose te kryeje veprimtari ne vendodhje te tjera brenda dhe jashte territorit te Shqiperise sipas vendimit te Administratorit te Shoqerise.

**Neni 3**

**Objekti i Veprimtarise**

- 3.1 Shoqeria do te kete per objekt te aktivitetit:
- (i) dizajnin, prodhimin, furnizimin, instalimin, menaxhimin dhe ndihmen per programe softueri, pajisje dhe sisteme te nderlidhura dhe
  - (ii) kryerjen e aktiviteteve te tjera te dobishme ose te nevojshme qe qellim ushtrimin e aktiviteteve te mesiperme.

<p style="text-align: center;"><b>Article 4</b></p> <p style="text-align: center;"><b>Duration</b></p> <p>4.1 The Company shall perform its activity for an unlimited period.</p> <p>4.2 Dissolution and winding up of the Company shall be defined upon resolution of the sole shareholder, according to the provisions of the Bylaws and the law in force.</p> <p style="text-align: center;"><b>Article 5</b></p> <p style="text-align: center;"><b>Share capital</b></p> <p>5.1 The initial share capital of the Company is LEK 100.00 (the “<b>Share Capital</b>”) divided in one (1) share (the “<b>Share</b>”). The value of the Share is based on the Shareholder’s contribution to the Share Capital of the Company.</p> <p>5.2 The contribution of the Shareholder in the Share Capital or any additional contribution for the increase of the Share Capital shall be paid-in in the bank account of the Company.</p> <p style="text-align: center;"><b>Article 6</b></p> <p style="text-align: center;"><b>Founding Shareholder</b></p> <p>6.1 The founding shareholder of the Company is the following:</p> <ul style="list-style-type: none"> <li>- <b>ENGINEERING D.HUB SPA</b>, a joint stock company, established and existing under the laws of Italy, with legal seat at Pont Saint Martin (AO) Viale Carlo Viola 76 CAP 11026, with business number 01899910242 owner of 1 (one) share, representing 100% (hundred percent) of the Share Capital of the Company, the “<b>Sole Shareholder</b>”.</li> </ul> <p>6.2 The Sole Shareholder has limited liability up to the value of its respective contribution in the Share Capital of the Company.</p> <p style="text-align: center;"><b>Article 7</b></p> <p style="text-align: center;"><b>Management of the Company</b></p>	<p style="text-align: center;"><b>Neni 4</b></p> <p style="text-align: center;"><b>Kohezgjatja</b></p> <p>4.1 Kohezgjatja e aktivitetit te Shoqerise do te jete e pakufizuar.</p> <p>4.2 Prishja dhe mbyllja e Shoqerise do te percaktohet me ane te vendimit te ortakut te vetem, sipas dispozitave te ketij Statuti dhe ligjit ne fuqi.</p> <p style="text-align: center;"><b>Neni 5</b></p> <p style="text-align: center;"><b>Kapitali Themeltar</b></p> <p>5.1 Kapitali themeltar i Shoqerise eshte 100.00 Lek (“<b>Kapitali</b>”) i ndare ne 1 (nje) kuote (“<b>Kuota</b>”). Vlera e Kuotes bazohet ne kontributin e ortakut ne Kapitalin e Shoqerise.</p> <p>5.2 Kontributi i Ortakut ne Kapital ose çdo kontribut shtese per rritjen e Kapitalit te Shoqerise do te paguhet ne llogarine bankare te Shoqerise.</p> <p style="text-align: center;"><b>Neni 6</b></p> <p style="text-align: center;"><b>Ortaku Themelues</b></p> <p>6.1. Ortaku Themelues i Shoqerise eshte:</p> <ul style="list-style-type: none"> <li>- <b>ENGINEERING D.HUB SPA</b>, nje shoqeri aksionere, krijuar dhe ekzistuese sipas legjislacinit italian, me seli ne Pont Saint Martin (AO) Viale Carlo Viola 76 CAP 11026, me numer biznesi 13273270150, zoterues i 1 (nje) kuote qe perfaqeson 100% (njqind perqind) te Kapitalit te Shoqerise, “<b>Ortaku i Vetem</b>”.</li> </ul> <p>6.2 Ortaku i Vetem ka pergjegjesi te kufizuar deri ne kufirin e vleres se kontributit perkates ne Kapitalin e Shoqerise.</p> <p style="text-align: center;"><b>Neni 7</b></p> <p style="text-align: center;"><b>Administrimi i Shoqerise</b></p>
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7.1 The Company shall be managed by a Board of Directors, appointed for a term of five (5) years, renewable.

7.2 The Board of Directors has all powers of administration, management and supervision of the Company within the limits of the law and the Company's Bylaws.

7.3 The first members of the Board of Directors of the Company are:

1. Mrs. Delia Ionela Chirica-Orhei, Romanian citizen, born on December 31, 1985, in Zvoristea, Suceava, resident in Romania, holder of passport no. 058756434.
2. Mr. Michele Allamprese, Italian citizen, born on August 10, 1969 in Naples, resident in Viale Giuseppe Verdi 13, 60035 Jesi (AN), holder of passport no. YB2030042.

**Article 8**

**Auditor**

8.1 The auditor/s shall be appointed by the decision of the Sole Shareholder in any such case when it becomes mandatory by the Albanian law or when the Sole Shareholder deems it necessary.

**Article 9**

**Accounting Year**

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

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

**Article 10**

**Applicable Law**

10.1 The Company shall run its business in full compliance with the Company's Bylaws and the provision of Albanian laws.

7.1. Shoqeria do te administrohet nga Bordi i Drejtoreve, te emeruar per nje periudhe prej 5 vitesh me te drejte rizgjedhjeje.

7.2 Bordi i Drejtoreve ka te gjitha tagrat per administrimin menaxhimin dhe mbikqyrjen e Shoqerise brenda kufijve te parashikuara nga ligji dhe nga Statuti.

7.3 Anetaret e pare te Bordit te Drejtoreve jane:

1. Znj. Delia Ionela Chirica-Orhei, shtetase Rumune, lindur me 1 dhjetor 1985, ne Zvoristesa, Suceava, rezidente ne Rumani, mbajtese e pashaportes me nr. 058756434.
2. Z. Michele Allamprese, shtetas Italian, lindur me 10 gusht 1969 ne Naples, rezident ne Viale Giuseppe Verdi 13, 60035 Jesi (AN), mbajtes i pashaportes me nr. YB2030042.

**Neni 8**

**Eksperti Kontabel**

8.1. Eksperti/et kontabel te autorizuar emerohen me vendim te Ortakut te Vetem ne qdo rast kur eshte e detyrueshme nga legjislacioni shqiptar ose kur Ortaku i Vetem e konsideron te nevojshme.

**Neni 9**

**Viti Financiar**

9.1. Viti financiar i Shoqerise do te jete nga 1 Janar deri ne 31 Dhjetor.

9.2. Perjashtimisht, viti i pare financiar fillon me daten e regjistrimit te Shoqerise dhe perfundon me 31 Dhjetor te te njejtit vit.

**Neni 10**

**Ligji i Zbatueshem**

10.1. Shoqeria do te ushtroje aktivitetin e saj ne perputhje me Statutin dhe dispozitat e ligjit shqiptar.

<p><i>The present Articles of Incorporation are drawn up and signed by the shareholder, in 3 (three) copies in Albanian and in English languages, each having the same value.</i></p> <p><i>In case of discrepancies between the Albanian and English version, the later version shall prevail.</i></p>	<p><i>Ky Akt Themelimi eshte hartuar dhe nenshkruar ne 3 (tre) kopje ne gjuhen shqipe dhe angleze, me te njejten vlere.</i></p> <p><i>Ne rast mosperputhje midis versionit shqip dhe atij anglisht, do te mbizoteroje versioni anglisht.</i></p>
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**SHAREHOLDER / ORTAKU I VETEM**

**ENGINEERING D.HUB SPA**

*Represented by/Perfaqesuar nga*

CHIRICA-ORAEI DELIA IONELA

*Delia Ionela Chirica-Orhei*

