

**ARTICLES OF ASSOCIATION OF THE
LIMITED LIABILITY COMPANY
“WFDM Albania”**

**Article 1
Shareholder/Company’s Founder**

1.1 **WFDM Albania** SHPK is founded by:

Mr. **Mantvydas Narusevicious** lithuanian citizen, born on 28.07.1990, holder of the passport no.24209904, holder of 100% of the share capital as **Sole Shareholder**.

**Article 2
Company’s Name**

2.1 The Company’s name is **WFDM Albania** SHPK (hereinafter referred to as the “Company”).

**Article 3
Registered Office**

3.1 The registered office of the Company is at the address: “Anastas Shundi”, Godina Nr. 56, Hyrja Nr. 1, Njesia Bashkiake Nr. 9, Tirane.”

3.2 The General Assembly may transfer the registered office to another address at any time, consistent with the Company’s needs and interests.

3.3 The Company may establish branches or representative offices within the Republic of Albania and/ or abroad, in accordance with the applicable legislation and registry procedures upon prior approval of the General Assembly.

**Article 4
Legal Form**

The Company is established and registered in accordance with the legislation in force in the Republic of Albania and is formed as Limited Liability Company (“SHPK”).

Article 5

**STATUTI I SHOQERISE ME PERGJEGJESI
TE KUFIZUAR
“WFDM Albania”**

**Neni 1
Ortaku/Themeluesi i Shoqerise**

1.1 **WFDM Albania** Shpk themelohet nga:

Z. **Mantvydas Narusevicious**, shtetas lituanez, lindur me 28.07.1990, mbajtes i pasaportes me nr.24209904, mbajtes i 100% te kapitalit themeltar ne cilesine e **Ortakut te Vetem**.

**Neni 2
Emri i Shoqerise**

2.1 Emri i shoqerise eshte **WFDM Albania** SHPK (ne vijim referuar si “Shoqeria”).

**Neni 3
Selia**

3.1 Selia e Shoqerise eshte ne adresen: “Rruga “Anastas Shundi”, Godina Nr. 56, Hyrja Nr. 1, Njesia Bashkiake Nr. 9, Tirane.”

3.2 Asambleja e Pergjithshme mund te transferoje seline ne nje adrese tjeter ne çdo kohe, ne perputhje me nevojat dhe interesat e Shoqerise.

3.3 Shoqeria mund te hape dege ose seli perfaqesimi ne Republiken e Shqiperise dhe/ose jashte vendit, ne perputhje me legjislacionin ne fuqi dhe procedurat e regjistrimit pas miratimit paraprak te Asamblese se Pergjithshme.

**Neni 4
Forma Ligjore**

4.1 Shoqeria eshte themeluar dhe regjistruar ne perputhje me legjislacionin ne fuqi ne Republiken e Shqiperise dhe eshte formuar si Shoqeri me Pergjegjesi te Kufizuar (“SHPK”).

**Neni 5
Kohezgjatja e Shoqerise**

Duration Period of the Company

The Company is established for an unlimited period.

Article 6 Activity of the Company

6.1 The Company is established to perform the following activities:

- Logistical and distribution services

6.2 The Company may transact any other lawful business related directly or indirectly to its prime activity without precisely stating them, as well as expand or change the abovementioned activity.

SHARE CAPITAL AND CONTRIBUTIONS

Article 7 Company's Share Capital

7.1 The Company's share capital is 100 Leke and is comprised by 1 (one) share.

7.2 The Company's share capital is owned 100% by the Sole Shareholder.

RIGHTS AND OBLIGATIONS OF THE SHAREHOLDER

Article 8 Limited liability

The Company is liable for its obligations and debts, including all its assets.

Article 9

Governing bodies of the Company

The Governing bodies of the Company are:

- The General Assembly;
- The Administrator(s).

5.1 Shoqeria eshte themeluar per nje periudhe te pakufizuar.

Neni 6 Aktiviteti i Shoqerise

6.1 Shoqeria eshte themeluar per kryerjen e veprimtarise ne vijim:

- Sherbime logjistike dhe shperndarje

6.2 Shoqeria mund te kryeje çdo biznes tjetër të ligjshëm të lidhur direkt ose indirekt me aktivitetin kryesor, pa qenë i percaktuar me parë, si dhe mund të shtojë apo zgjerojë aktivitetin e sipërpermendur.

KAPITALI THEMELTAR DHE KONTRIBUTET

Neni 7 Kapitali Themeltar i Shoqerise

7.1 Kapitali themeltar i Shoqerise do te jete 100 Leke dhe perbehet nga 1 (nje) kuote e vetme.

7.2 Kuota e Shoqerise zoterohet 100% nga Ortaku i Vetem.

TE DREJTAT DHE DETYRIMET E ORTAKUT

Neni 8 Pergjegjesi te Kufizuara

Shoqeria eshte pergjegjese per detyrimet dhe borxhet e saj, duke perfshire te gjitha asetet e saj.

Neni 9 Organet vendimmarrese te Shoqerise

Organet vendimmarrese te Shoqerise jane:

- Asambleja e Pergjithshme;
- Administratori(et).

ASAMBLEJA E PERGJITHSHME E SHOQERISE

COMPANY'S GENERAL ASSEMBLY

Article 10 Company's General Assembly

10.1 The highest decision-making body is the Company's General Assembly. The Company's General Assembly is entitled to resolve upon the following:

- a. amendment and modification of the Articles of Association of the Company;
- b. the acceptance of new shareholders;
- c. merger, division, dissolution and any other Company transformation;
- d. approval of Company annual financial statements and the use of the resulting profit;
- e. the appointment and dismissal of Administrator(s) of the Company and their deputies, and determining their remuneration for these roles;
- f. decision on the distribution of the Company's profit;
- g. approval of the Company's internal administrative regulations;
- h. approval of the annual budget;
- i. approval of other issues for which the adoption right is reserved to the Assembly by law and by these Articles of Associations;

10.2 In any case, the General Assembly may decide on all other issues as provided by this Articles of Association or by law.

Article 11 Convening the General Assembly

11.1 The General Assembly shall be called at least once per business year (ordinary meeting).

11.2 The General Assembly shall be called by

Neni 10

Asambleja e Pergjithshme e Shoqerise

10.1 Organi me i larte i vendimmarrjes eshte Asambleja e Pergjithshme e Shoqerise. Asambleja e Pergjithshme e shoqerise ka te drejte per te vendosur sa me poshte:

- a. amendimi dhe ndryshimi i Statutit te Shoqerise;
- b. pranimi i ortakeve te rinj;
- c. bashkimi, ndarja, shperberja dhe çdo transformim tjetër te Shoqerise;
- d. miratimi i pasqyrave vjetore financiare te Shoqerise dhe perdorimin e fitimit qe rezulton;
- e. emerimi dhe shkarkimi i Administratorit (ve) te Shoqerise dhe zevendesit e tyre, si dhe percaktimin e shperblimit te tyre per keto role;
- f. vendimi per shperndarjen e fitimit te Shoqerise;
- g. miratimi i rregulloreve te brendshme administrative te Shoqerise;
- h. miratimi i buxhetit vjetor;
- i. miratimin e çeshtjeve te tjera per te cilat kjo e drejte eshte e rezervuar per Asamblene nga ligji dhe ky Statut;

10.2 Ne çdo rast, Asambleja e Pergjithshme mund te vendose te gjitha çeshtjet e tjera te parashikuara me kete Statut ose me ligj.

Neni 11

Thirrja e Asamblese se Pergjithshme

11.1 Asambleja e Pergjithshme do te mblidhet te pakten nje here brenda vitit te biznesit (mbledhja e zakonshme).

11.2 Asambleja e Pergjithshme do te mblidhet me

written notice upon request of the Administrator(s), with such a notice to be sent to the members of the General Assembly by means of registered mail or by electronic mail at least 7 days before the date of the meeting. The written notice shall be registered with the Company's minutes book.

11.3 The notice to convene the General Assembly shall contain the place, date and hour of the meeting and the agenda.

11.4 If all the members are present at the Assembly meeting, the decisions are duly taken even if the above-mentioned formal conditions are not met.

11.5 The General Assembly's meeting may be also held by conference call as well as at a location other than Company registered office or outside the Republic of Albania.

Article 12

Decisions taken by the General Assembly

12.1 Decisions of the General Assembly shall be approved through open ballot. In special circumstances and for particular issues a decision may be approved through secret ballot in accordance with legal provisions.

12.2 The General Assembly may also take valid decisions by written correspondence, teleconference, video conference or by other similar methods.

12.3 The necessary quorum for taking valid decisions in the General Assembly is the attendance of shareholders which hold at least 30% of the total vote number, if the Company has more than one shareholder.

12.4 If the General Assembly is duly called, but the required quorum is not reached, the Assembly shall be called again. The second meeting shall be reconvened with the same proposed agenda not later than 30 days.

12.5 The General Assembly may also take valid decisions by written correspondence,

njoftim me shkrim me kerkese te Administratorit, me nje njoftim te tille te derguar anetareve te Asamblese se Pergjithshme me ane te postes rekomande ose me poste elektronike te pakten 7 dite para dates se mbledhjes. Njoftimi me shkrim duhet te regjistrohet ne procesverbalin e Shoqerise.

11.3 Njoftimi per thirrjen e Asamblese se Pergjithshme duhet te permbaje vendin, daten dhe oren e mbledhjes dhe rendin e dites.

11.4 Ne qofte se te gjitha anetaret jane te pranishem ne mbledhjen e Asamblese, vendimet merren ne menyre te rregullt, edhe nese kushtet e mesiperme formale nuk jane permbushur.

11.5 Mbledhja e Asamblese se Pergjithshme mund te mbahet edhe me telekomunikim, si dhe ne nje vend tjeter pervec selise se shoqerise apo jashte Republikes se Shqiperise.

Neni 12

Vendimet e marra nga Asambleja e Pergjithshme

12.1 Vendimet e Asamblese se Pergjithshme do te miratohen me votim te hapur. Ne rrethanate veçanta dhe per çeshtje te veçanta nje vendim mund te miratohet me votim te fshehte, ne perputhje me dispozitat ligjore.

12.2 Asambleja e Pergjithshme mund te marre vendime te vlefshme me korrespondence te shkruar, telekonferencë, video konferencë, ose me metoda te tjera te ngjashme.

12.3 Kuorumi i nevojshem per te marre vendime te vlefshme ne Asamblene e Pergjithshme eshte pjesemarrja e ortakeve qe perfaqesojne se paku 30% te numrit te pergjithshem te votave, ne qofte se shoqeria ka me shume se nje ortak.

12.4 Ne qofte se Asambleja e Pergjithshme eshte mbledhur ne menyre te rregullt, por kuorumi i kerkuar nuk arrihet, Asambleja do te mblidhet perseri. Thirret mbledhja e dyte perseri me te njejtin rend dite, jo me vone se 30 dite.

12.5 Asambleja e Pergjithshme mund te marre

teleconference, video conference or by other similar methods, if at least 75% of the members of the Assembly have given their prior approval. Such approval is not required if the Company has a sole shareholder who can take decisions by any of the above means.

12.6 The voting of $\frac{3}{4}$ of all members of the Assembly is required for passing decisions on the following issues:

- a. amendment of the Company's Articles of Association;
- b. increase or decrease of the share capital.
- c. distribution of profit
- d. reorganisation or dissolution of the company.

Article 13 Minutes of Assembly

13.1 For each General Assembly meeting, minutes on convening the Assembly and decisions made should be maintained. A copy of the minutes shall be prepared for the Company and for each member of the General Assembly.

13.2 The minutes must be signed by the Chairman of the General Assembly and the person responsible for keeping the minutes.

13.3 Copies of the decisions taken in the Assembly shall be delivered to the members of Assembly by means of registered mail.

13.4 The Chairman is responsible for keeping and delivering the minutes.

13.5 The Sole Shareholder of the Company is responsible for taking the minutes and delivering a copy of it to the Administrator(s) of the Company, for their records.

MANAGEMENT OF THE COMPANY

Article 14



vendime te vlefshme me korrespondence te shkruar, telekonference, video konference, ose me metoda te tjera te ngjashme, ne qoftese te pakten 75% e anetareve te Asamblese kane dhene miratimin e tyre paraprak. Nje aprovim i tille nuk eshte i nevojshem nese kompania ka nje ortak i vetem i cili mund te marre vendime me secilin prej mjeteve te mesiperme.

12.6 Votimi i $\frac{3}{4}$ te te gjithë anetareve te Asamblese eshte i nevojshem per te miratuar vendime ne qeshtjet e meposhtme:

- a. Ndryshimi i Statutit te Shoqerise;
- b. Rritja ose zvogelimi i kapitalit themeltar.
- c. Shperndarja e fitimit
- d. Riorganizimi ose shperberja e Shoqerise.

Neni 13 Procesverbali i Asamblese

13.1 Per çdo mbledhje te Asamblese se Pergjithshme, procesverbali per thirrjen e Asamblese dhe vendimet e marra duhet te regjistrohen. Nje kopje e procesverbalit do te pergatitet per Shoqerine si dhe nje kopje per çdo anetar te Asamblese se Pergjithshme.

13.2 Procesverbali duhet te nenshkruhet nga Kryetari i Asamblese se Pergjithshme dhe nga personi pergjegjes per mbajtjen e procesverbaleve.

13.3 Kopjet e vendimeve te marra ne Asamble do t'u dorezohen anetareve te Asamblese me ane te postes rekomande, ne rrethanat kur Asambleja e Pergjithshme perbehet nga me shume se nje (1) ortak.

13.4 Kryetari eshte pergjegjes per mbajtjen dhe leshimin e procesverbalit.

13.5 Ortaku i Vetem i kompanise eshte pergjegjes per marrjen e procesverbaleve dhe dorezimin e tyre tek administratori i Shoqerise, per te dhenat e tyre.

MENAXHIMI I SHOQERISE



Management of the Company

14.1 The Company shall be managed by one or more Administrator. The administrators shall have independent representation rights.

14.2 The Administrators are appointed for a 5 year term, renewable. The first Administrator is appointed in this Articles of Association.

14.3 The Administrator(s) are responsible for the ordinary organisation and management of the Company's activity within the competences defined in their appointment decision. They are authorized to represent the Company in relation to all issues related to the Company's activity within the competences given by the General Assembly.

14.4 The powers and obligations of the Administrator(s) are based on Law, these Articles of Association, Assembly decisions and by-laws of the Company.

14.5 The competences and responsibilities of the Administrator(s) are as follows:

- a. to represent the Company with third parties and other state authorities;
- b. to open, close and maintain bank accounts for the Company;
- c. to conclude agreements with third parties, to issue and receive payment orders;
- d. to sign all documents, issues invoices, transfers in foreign currency, custom invoices, etc, payment of Company liabilities and accept securities from third parties;
- e. to collect liabilities due to the Company;
- f. to sign employment contracts with Company employees, ensuring the preliminary measures for protecting the Company's interest;
- g. to file claims, represent and defend the Company in the event of claims against it;

Neni 14 Administrimi i Shoqerise

14.1 Shoqeria do te menaxhohet nga nje ose me shume Administratore. Administratoret do te kene te drejta te pavarura perfaqesimi.

14.2 Administratoret emerohen per nje mandat 5 vjeçar, te rinovueshem. Administratori i pare emerohet ne kete Statut.

14.3 Administrator(et) jane pergjegjes per organizimin e zakonshem dhe menaxhimin e aktivitetit te Shoqerise ne kuader te kompetencave te percaktuara ne vendimin per emerimin e tyre. Ata jane te autorizuar per te perfaqesuar Shoqerine ne lidhje me te gjitha çeshtjet qe lidhen me aktivitetin e Shoqerise ne kuader te kompetencave te dhena nga Asambleja e Pergjithshme.

14.4 Kompetencat dhe detyrimet e Administratoreve jane te bazuara ne ligj, ne kete Statut, vendimet e Asamblese dhe ne rregulloret e Shoqerise.

14.5 Kompetencat dhe pergjegjesite e Administratoreve jane si me poshte:

- a. per te perfaqesuar Shoqerine me palet e treta dhe autoritetet e tjera shteterore;
- b. per te hapur, mbyllur dhe mirembajtur llogarite bankare dhe caktimin e nenshkruesve per llogarite bankare per Shoqerine;
- c. per te lidhur marreveshje me palet e treta, per te nxjerre dhe marre urdherpagesat;
- d. per te nenshkuar te gjitha dokumentet, leshurar faturat, transfertat ne monedhe te huaj, faturat doganore, etj, pagesen e detyrimeve te kompanise dhe pranimin e garancive nga palet e treta;
- e. per te mbledhur detyrimet ne emer te Shoqerise;
- f. per te nenshkuar kontratat e punes me

- h. to incur the necessary expenses related to the ordinary activity of the Company;
- i. to ensure that the accounting books are kept in accordance with the applicable Law in Albania;
- j. to ensure the preparation of the Annual Financial Statements of the Company;
- k. to call an ordinary or extraordinary General Assembly, to set the agenda for such meetings, to monitor and address the execution of actions related to convening and conduct of General Assembly meetings, to take the necessary actions to notify the shareholders of special decisions and to ensure that all such actions and notifications are done in due time;
- l. to keep and maintain Company documents;
- m. to take decisions on any other issues related to the internal activity of the Company and its relations with third parties;
- n. to take any other decision for the ordinary activity of the Company in accordance with the Legislation, these Articles of Association and in the Company's interest.

14.6 All the above-mentioned actions shall be performed by the Administrators separately, personally or through appointed representatives.

Article 15
The appointment of the
Administrator(s)

15.1 The first Administrator of the Company is:

- **Mr. Besart Uka**, Albanian citizen, born on 20.10.1995, holder of the passport no. BR9943157.

Signature specimen

BESART UKA

punonjesit e Shoqerise, duke siguruar masat paraprake per mbrojtjen e interesit te Shoqerise;

g. per te depozituar pretendime, perfaqesuar dhe mbrojtur Shoqerine ne rast te pretendimeve kunder saj;

h. per te mbuluar shpenzimet e nevojshme qe lidhen me veprimtarine e zakonshme te Shoqerise;

i. per te siguruar se librat kontabel mbahen ne perputhje me Ligjin ne fuqi ne Shqiperi;

j. per te siguruar pergatitjen e Pasqyrave Vjetore Financiare te Shoqerise;

k. per te thirrur Asamblene e Pergjithshme te zakonshme ose te jashtezakonshme, per te vendosur rendin e dites per mbledhje te tilla, per te monitoruar dhe trajtuar ekzekutimin e veprimeve te lidhura me mbajtjen dhe thirrjen e mbledhjeve te Asamblese se Pergjithshme, per te ndermarre veprimet e nevojshme per te njoftuar ortaket per vendime te veçanta dhe per te siguruar se te gjitha veprimet dhe njoftimet e tilla jane bere ne kohen e duhur;

l. per te mbajtur dhe per te ruajtur dokumentet e Shoqerise;

m. per te marre vendime per çdo çështje te tjera qe lidhen me aktivitetin e brendshem te Shoqerise dhe marredheniet me te tretet;

n. per te marre cdo vendim tjeter per veprimtarine e zakonshme te Shoqerise, ne perputhje me legjislacionin, Statutin dhe interesin e Shoqerise.

14.6 Te gjitha veprimet e mesiperme do te kryhen nga Administratoret veçmas, personalisht ose duke emeruar perfaqesues.

Neni 15
Emerimi i Administratoreve

15.1 Administratoret e Shoqerise jane:

- **Z. Besart Uka**, shtetas shqiptar, lindur

me 20.10.1995, mbajtes i pasaportes me nr. BR9943157.

Specimen i nenshkrimimit

BESART UKA



15.2 The Administrator(s), if there will be more than one, shall exercise their duties and represent the Company with equal signing rights and each of them, separately can sign on behalf of the Company, represent the company in front of Albanian Authorities and bind the company.

15.3 The Company is bound by agreements duly concluded on behalf of the Company by the Administrator(s).

15.4 The Administrator(s) of the Company may be dismissed at any time by the General Assembly.

FISCAL YEAR, BALANCE SHEET, PROFIT AND LOSS

Article 16

Fiscal year, Financial Statements

16.1 The fiscal year of the Company is the 12-month period from 1 January to 31 December each year. The first fiscal year runs from the registration date of the Company until 31 December of that year.

16.2 By the end of each fiscal year, the Administrator(s) shall accomplish the following duties:

- a. preparation of a detailed list of Company assets and their structure;
- b. preparation of the Balance Sheet, which represents the financial state of the Company;
- c. preparation of a profit and loss statement.

16.3 The financial statements shall be presented for approval to the ordinary meeting of the Assembly together with the report from the external auditors, if any, by 30 June of the next fiscal year.

15.2 Administratoret, ne rast se do te kete me shume se nje, do te ushtrojne detyrat e tyre dhe do te perfaqesojne Shoqerine me te drejta te barabarta nenshkrimi dhe secili prej tyre, veç e veç, mund te nenshkruaje ne emer te Shoqerise, perfaqesoje Shoqerine perpara Autoriteteve Shqiptare dhe te detyroje Shoqerine.

15.3 Shoqeria eshte e lidhur nga marreveshjet e nenshkruara ne menyre te rregullt ne emer te Shoqerise nga administratoret.

15.4 Administratoret e Shoqerise mund te shkarkohen ne cdo kohe nga Asambleja e Pergjithshme.

VITI FINANCIAR, BILANCI, FITIMET DHE HUMBJET

Neni 16

Viti Financiar, Pasqyrat Financiare

16.1 Viti financiar i Shoqerise eshte periudha 12-mujore nga data 1 Janar deri me 31 Dhjetor te çdo viti. Viti i pare fiskal fillon nga data e regjistrimit te Shoqerise deri me 31 Dhjetor te atij viti.

16.2 Deri ne fund te çdo viti fiskal, administratoret do te kryejne detyrat e mepostme:

- a. pergatitja e nje liste te detajuar te aseteteve te Shoqerise dhe struktures se tyre;
- b. pergatitja e bilancit, qe paraqet gjendjen financiare te Shoqerise;
- c. pergatitja e nje deklarate te fitimit dhe humbjes.

16.3 Pasqyrat financiare duhet te paraqiten per miratim ne mbledhjen e zakonshme te Asamblese se bashku me raportin nga auditoret e jashtem, nese ka, deri me 31 Qershor te vitit te ardhshem



Article 17
Company's profit

The General Assembly shall make the decision over the distribution of said profit.

DISSOLUTION AND LIQUIDATION

Article 18
Dissolution and liquidation

18.1 The Company shall be terminated and liquidated in the following cases:

- a. by decision of the General Assembly;
- b. by merger with another Company;
- c. by court decision of the relevant jurisdiction in each case foreseen in the Law;
- d. in any other cases provided by the Law.

18.2 The liquidation of the Company and the distribution of its assets shall be done in accordance with legal provisions.

FINAL PROVISIONS

Article 19
Disputes and relevant Court

19.1 In the event of disputes arising in connection with these Articles of Association or because of the Law, such disputes will be solved by the competent jurisdiction court.

19.2 The applicable Law is the Law of the Republic of Albania.

Signed on 05/01/2024 in two original copies in English and Albanian language.

English Language will be the official language for the purposes of interpretation of these



fiskal.

Neni 17
Fitimet e Shoqerise

Asambleja e Pergjithshme do te marre vendimin mbi shperndarjen e fitimit ne fjale.

SHPERBERJA DHE LIKUIDIMI

Neni 18
Shperberja dhe Likuidimi

18.1 Kompania do te mbyllet dhe likuidohet ne rastet e meposhtme:

- a. me vendim te Asamblese se Pergjithshme;
- b. nga bashkimi me nje tjetër Shoqeri;
- c. me vendim gjykate te juridiksionit perkates, ne çdo rast te parashikuar ne Ligj;
- d. ne raste te tjera te parashikuara me Ligj.

18.2 Likuidimi i Shoqerise dhe shperndarja e asetëve te saj do te behet ne perputhje me dispozitat ligjore.

DISPOZITAT PERFUNDIMTARE

Neni 19
Mosmarreshjet dhe Gjykata kompetente

19.1 Ne rast te mosmarreshjeve qe lindin ne lidhje me kete Statut ose per shkak te ligjit, keto mosmarreshje do te zgjidhen nga gjykata kompetente.

19.2 Ligji i aplikueshem do te jete ligji i Republikes se Shqiperise.

Nenshkruar me, 05/01/2024 ne dy kopje origjinale ne gjuhen Angleze dhe Shqipe.



Articles of Association.

Gjuha Angleze do te jete gjuha zyrtare per qellimet e interpretimit te ketij Statuti.

The Shareholder

Mantvydas Narusevicius



MANTVYDAS NARUSEVICIUS

Ortaku

Mantvydas Narusevicius



MANTVYDAS NARUSEVICIUS