

**ARTICLES OF INCORPORATION
OF THE LIMITED LIABILITY COMPANY****EAST BOX SHPK****ARTICLE 1
ESTABLISHMENT AND NAME**

- 1.1. This day of 29.06.2023 the limited liability company **East Box 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 maintained by the National Business Centre in Tirana, Albania.

**ARTICLE 2
REGISTERED OFFICE**

- 2.1. The registered office of the Company is at the address: Rruga Nacionale Tirane - Elbasan, TEG, Kati 2, Tirana, Albania.
- 2.2. The Company may open and maintain offices and/or transact business at other locations within the territory of the Republic of Albania, upon decision of the Administrator(s) of the Company.

**ARTICLE 3
PURPOSE OF ACTIVITY**

- 3.1. The purpose of the Company shall be to transact any and all lawful business and/or to engage in any lawful act or activity for which a limited liability company may be organized under the laws of Albania, as they may be amended from time to time.

**AKT THEMELIMI
I SHOQERISE ME PERGJEGJESI TE
KUFIZUAR****EAST BOX SHPK****NENI 1
THEMELIMI DHE EMRI**

- 1.1. Sot me 29.06.2023 themelohet shoqeria me pergjegjesi te kufizuar **East Box Shpk** (ketu me poshte referuar si “**Shoqeria**”) 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 Nacionale Tirane - Elbasan, TEG, Kati 2, 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. Qellimi i Shoqerise eshte zhvillimi i çdo aktiviteti biznesi dhe/ose aktiviteti te ligjshem qe mund te ushtrohet nga nje shoqeri me pergjegjesi te kufizuar sipas ligjeve te Shqiperise, siç mund te ndryshohen here pas here.

3.2. In particular, the object of the company includes the import, transport, wholesale and distribution through retail stores of clothing and footwear, including the products traded under the brand name REPLAY.

ARTICLE 4 DURATION

The duration of the Company's activity shall be unlimited.

ARTICLE 5 SHARE CAPITAL

- 5.1. The initial share capital of the Company is EUR 1,000, consisting of one (1) share with a value of EUR 1.000.
- 5.2. The entire share capital will be paid by the Sole Shareholder, the company **EAST BOX LTD BELGRADE – NOVI BEOGRAD**, owner of 100% of the share capital of the Company. The share capital will be paid in the bank account of the Company.

ARTICLE 6 SOLE SHAREHOLDER

- 6.1. The Sole Shareholder of the Company is **EAST BOX LTD BELGRADE – NOVI BEOGRAD**, a company, established and existing under the laws of Serbia, registered with the number 21485403 and tax identification number 111456589, with legal seat at the address: 115 B Bulevar Mihajla Pupina, Belgrade – Novi Beograd, Serbia.

ARTICLE 7 MANAGEMENT OF THE COMPANY

- 7.1. The properties, business and affairs of the Company shall be managed and performed by one Administrator, unless otherwise indicated by the resolution of the Sole Shareholder.

3.2. Ne veçanti, objekti i shoqerise perfshin importin, transportin, shitjen me shumice dhe shperndarjen permes dyqaneve te shitjes me pakice te veshjeve dhe kepuceve, duke perfshire produktet e tregtuara nen marken REPLAY.

NENI 4 KOHEZGJATJA

Kohezgjatja e aktivitetit te Shoqerise do te jete e pakufizuar.

NENI 5 KAPITALI THEMELTAR

- 5.1. Kapitali fillestar i Shoqerise eshte 1.000 Euro, qe konsiston ne 1 kuote me vleren 1.000 Euro.
- 5.2. Kapitali themeltar do te paguhet plotesisht nga Ortaku i Vetem, shoqeria **EAST BOX LTD BEOGRAD – NOVI BEOGRAD** qe zoteron 100% te kapitalit te Shoqerise. Kapitali themeltar do te paguhet ne llogarine bankare te Shoqerise.

NENI 6 ORTAKU I VETEM

- 6.1. Ortaku i Vetem i Shoqerise eshte **EAST BOX LTD BEOGRAD – NOVI BEOGRAD**, nje shoqeri e regjistruar dhe ekziston sipas ligjeve te Serbise, regjistruar me numer 21485403 dhe numer identifikimi tatimor 111456589, me seli ne adresen: 115 B Bulevardi Mihajla Pupina, Beograd – Novi Beograd, Serbi.

NENI 7 ADMINISTRIMI I SHOQERISE

- 7.1. Pasurite, biznesi dhe veprimtaria e Shoqerise administrohet nga nje Administrator, pervecse nese parashikohet ndryshe ne vendimin e Ortakut te Vetem.

7.2. The Administrator of the Company is:
Mr. Igor Šomodi, Serbian citizen, born on
03.02.1985, holder of passport no.
014640620.

**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 1st to December 31st.
9.2. By exception, the first financial year begins upon the Company's incorporation and ends on the 31st of December of the same year.

**ARTICLE 10
WINDING UP**

10.1. The winding up and the appointment of the liquidator/s shall comply with the law no. 9901, dated 14.04.2008 "*On Entrepreneurs and Commercial Companies*", as amended, and any other applicable law.

**ARTICLE 11
APPLICABLE LAW**

11.1. The Company shall run its business in full compliance with its Bylaws and the provisions of Albanian laws.

7.2. Administratori i Shoqerise eshte:
Z. Igor Šomodi, shtetas serb, lindur me
03.02.1985, mbajtes i pasaportes nr.
014640620.

**NENI 8
EKSPERTI KONTABEL**

8.1. Eksperti/et kontabel te autorizuar emerohen me vendim te Ortakut te Vetem ne çdo 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
LIKUIDIMI**

10.1. Likuidimi dhe emerimi i likuiduesit/ve, do te behet sipas ligjit nr. 9901, date 14.04.2008 "*Per tregtaret dhe shoqerite tregtare*", i ndryshuar dhe ligjeve te tjera te zbatueshme.

**NENI 11
LIGJII ZBATUESHEM**

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

- 11.2. The law no. 9901, dated 14.04.2008 “*On Entrepreneurs and Commercial Companies*”, as amended, becomes applicable regarding aspects that are not covered and provided by the Bylaws.
- 11.2. Ligj nr. 9901, date 14.04.2008 “*Per tregtaret dhe shoqerite tregtare*”, i ndryshuar, do te zbatohet ne lidhje me sa nuk parashikohet nga Statuti.
- 11.3. Any disputes that may arise concerning the application or interpretation of these Articles of Incorporation shall be brought for resolution before the First Instance Court of General Jurisdiction of Tirana.
- 11.3. Çdo mosmarreveshje qe mund te lindre ne lidhje me zbatimin ose interpretimin te ketij Akti Themelimi do te zgjidhet nga Gjykata e Shkalles se Pare e Juridiksionit te Pergjithshem Tirane.

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.

Ky Akti Themelimi eshte hartuar dhe nenshkruar ne 3 (tre) kopje ne gjuhen shqipe dhe angleze, me te njejten vlere.

In case of discrepancies between the Albanian and English version, the later version shall prevail.

Ne rast mosperputhje midis versionit shqip dhe atij anglisht, do te mbizoteroje versioni anglisht.

SOLE SHAREHOLDER / ORTAKU IVETEM

EAST BOX LTD BELGRADE – NOVI BEOGRAD


Draško Babić, director

