

## AKT THEMELIMI DHE STATUTI I SHOQERISE

### **“Z&R INVESTMENTS” SHPK**

Sot me date 11.06.2024,

- **AMIT ZOREA**, atesia *Mordechai*, shtetas izraelit, lindur me 25.07.1964, ne Izrael dhe banues ne Porto, “Rue Abade Bacal no.69”, Portugali, madhor me zotesi te plote juridike per te vepruar, i identifikuar me pasaporten me Nr. 22016775.
- **FRANCESCO MANFREDI ROBBA**, atesia *Sergio*, shtetas italian, lindur me 22.01.1972, ne Milano (MI), Itali dhe banuese ne Luxembourg, “Rue Comte De Ferraris no.3”, Luxembourg, madhor me zotesi te plote juridike per te vepruar, i identifikuar me pasaporten italiane me Nr. YB5082228.

bazuar, ne legjislacionin ne fuqi vecanerisht, bazuar ne nenet 68 e vijues te ligjit nr. 9901 dt.14.04.2008 «Per Shoqerite Tregtare» i ndryshuar me ligjin nr. 129/2014 , Ligjit nr. 9723, dt. 03.05.2007 “Për Qendrën Kombëtare të Regjistrimit”, LIGJ Nr. 131/2015 PER QENDRËN KOMBËTARE TË BIZNESIT, ne dispozitat e Kodit Civil ne cilesine e ortakeve themelues si dhe ne vullnetin tim te lire te shprehur dhe ne nenshkrimin e akteve te themelimit te shoqerise kam hartuar aktin e themelimit dhe statutin e nje Shoqerie me Pergjegjesi te Kufizuar (me poshte shoqeria):

### **KREU I**

### **THEMELIMI , EMRI, OBJEKTI, KOHEZGJATJA, SELIA**

#### **NENI 1**

#### **DATA E THEMELIMIT, EMRI I THEMELUESIT**

1. Sot ne date 11.06.2024, u themelua shoqeria me pergjegjesi te kufizuar me emrin

### **“Z&R INVESTMENTS” SHPK**

2. Themeluesit e shoqerise jane:

- **AMIT ZOREA**, atesia *Mordechai*, shtetas izraelit, lindur me 25.07.1964, ne Izrael dhe banues ne Porto, “Rue Abade Bacal no.69”, Portugali, madhor me zotesi te plote juridike per te vepruar, i identifikuar me pasaporten me Nr. 22016775.
- **FRANCESCO MANFREDI ROBBA**, atesia *Sergio*, shtetas italian, lindur me 22.01.1972, ne Milano (MI), Itali dhe banuese ne Luxembourg, “Rue Comte De Ferraris no.3”, Luxembourg, madhor me zotesi te plote juridike per te vepruar, i identifikuar me pasaporten italiane me Nr. YB5082228.

#### **NENI 2**

#### **OBJEKTI I SHOQERISE**



### Objekt i kesaj shoqerie do te jete:

1. Blerja, menaxhimi, administrimi, ndermjetesimi, dhenia me qira dhe shitja e pasurive të paluajtshme, *Real Estate* .
2. Shoqeria gjithashtu mund të kryejë: aktivitetet e menaxhimit të pasurive të patundshme dhe të biznesit, ndertimi i veprimtarise në pergjithesi, për llogari vetjake dhe për palet e treta, komplekse turistike, hotele, ndërtesa industriale dhe tregtare, menaxhimin komercial i pasurive të paluajtshme.
3. Sherbim hotelerie, akomodimi, bar restorant, salla konferencash, spa center, palester, katering, sherbim take away, delivery.
4. Ushtrimi i veprimtarise turistike si tour - operator, si agjensi turistike udhetimi, te transportit per udhetare, guide, perkthyes, turizem.
5. Menaxhimi direkt dhe indirekt. Konsulencë dhe ndërmjetësim në hipermarkete, supermarkete, lëndëve të para dhe produkteve që lidhen me ushqimin dhe pijet;
6. Blerje, shitje, madje edhe fraksionimi, ristrukturimi dhe projektim, të gjitha aktivitetet e vlerësimit të pasurive të patundshme në përgjithësi, si urbane edhe rustike, per përdorim tregtar, industrial, rezidencial dhe zyra, dhe ekspertizat e vleresimet e tyre, dhënia me qira dhe menaxhimin i pasurive te paluajtshme.
7. Ndërtimi i objekteve të ndryshme industriale, socio-kulturore, drejtimi dhe administrimi i shtepive per te moshuarit, ndertime civile dhe jo civile, ndërtimi i infrastrukturës, ndërtimi i apartamenteve dhe vilave të banuara, i kanalizimeve dhe ujësjellësve, i rrugëve, etj.
8. Ndërtimi, projektimi i sistemeve të energjisë së rinovueshme dhe alternative.
9. Konsulence te pergjithshme.
10. Ne funksion te qellimeve te saj shoqeria mund te hyje ne tregje dhe operacione te ndryshme, te zoteroje te mira te luajtshme dhe te paluajtshme dhe/ose te kete pjesemarrje ne shoqeri te tjera tregtare.
11. Tregetim me shumice dhe pakice, Import eksport te produkteve, materialeve te ndertimit dhe makinerive te ndryshme te domosdoshme per ushtrimin e aktivitetit perfshire produktet bujqesore dhe ushqimore ne teresi.
12. Aktivitet ne blerjen/shitje dhenie me qera te mjeteve motorike si: makina, anije, barka,jahte, kamione etj
13. Ushtrimi i aktivitetit brenda dhe jashte Shqiperise, ne perputhje me legjislacionin.
14. Cdo aktivitet tjeter te lidhur me aktivitetin kryesor.

*Per te gjitha aktivitetet qe kerkojne licenca te vecanta shoqeria do te angazhohet qe tani per te plotesuar kerkesat e ligjeve te posacme.*

### NENI 3 KOHEZGJATJA

Kohezgjatja e shoqerise do te jete deri ne nje afat te papercaktuar.

Shoqeria mund te prishet perpara ketij afati me vendim te asamblese se Ortakeve.

### NENI 4 SELIA E SHOQERISE

Selia e Shoqerise eshte ne adresen: Bulevardi Deshmoret e Kombit, Qendra e Biznesit "Kullat Binjake" kati 2, Tirane.

## KREU II KAPITALI

### NENI 5 KAPITALI I REGJISTRUAR

Kapitali i regjistruar i shoqerise do te jete 600.000 (gjashteqind mije) leke i perbere nga 2 (dy) kuotë.

***Pjesemarrja e ortakut themelues ne kapitalin e shoqerise eshte:***

Kontributi ne kapitalin e shoqerise zoterohet nga Ortaket ne masen :

- ***AMIT ZOREA, atesia Mordechai, shtetas izraelit, lindur me 25.07.1964, ne Izrael dhe banues ne Porto, "Rue Abade Bacal no.69", Portugali, madhor me zotesi te plote juridike per te vepruar, i identifikuar me pasaporten me Nr. 22016775 zoteron 50% të kuotave, me vlere nominale 300.000 leke.***
- ***FRANCESCO MANFREDI ROBBA, atesia Sergio, shtetas italian, lindur me 22.01.1972, ne Milano (MI), Itali dhe banuese ne Luxembourg, "Rue Comte De Ferraris no.3", Luxembourg, madhor me zotesi te plote juridike per te vepruar, i identifikuar me pasaporten italiane me Nr. YB5082228, zoteron 50% të kuotave, me vlere nominale 300.000 leke.***

Kontributi i ortakut mund te jete ne para ose ne natyre (pasuri te luajtshme/te paluajtshme, apo te drejta).

### NENI 6 ZMADHIMI DHE ZVOGELIMI I KAPITALIT

Kapitali i shoqerise mund te zmadhohet nepermjet nenshkrimeve te pjeseve te kapitalit te regjistruar per kontribute ne para dhe me ane te kontributeve ne natyre, nepermjet emerimit nga gjykata kompetente e nje eksperti te autorizuar per keto kontribute.

Ne asnje rast shumica nuk mund te detyroje nje ortak per te rritur angazhimin e tij ne kapitalin e regjistruar te shoqerise.

Zvogelimi i kapitalit lejohet nga asambleja e ortakeve, e cila merr vendim ne te njejtat kushte qe kerkohet per ndryshimin e statutit.

Ne te gjitha rastet zvogelimi prek ne te njejtën mase ndaj pjeseve te kapitalit qe perfaqsojne.

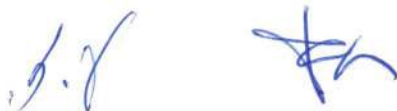
### NENI 7 TRANSFERIMI I KAPITALIT

Kuotat e kapitalit te nje shoqerise me pergjegjesi te kufizuar e te drejtat qe rrjedhin prej tyre mund te fitohen apo te kalohen si me poshte:

- a) Kontributit ne kapitalin e shoqerise
- b) Shitblerjes
- c) Trashegimise
- d) Dhurimit
- e) Cdo menyre tjeter percaktuar ne ligj.

Pjeset e kapitalit jane lirisht te transferueshme midis ortakeve.

Pjeset e kapitalit te regjistruar jane te transferueshme me rruge trashegimije, sipas parashikimeve ligjore.



**KREU III**  
**ORGANET VENDIMARRESE DHE DREJTUESE**

**NENI 8**  
**ORGANET VENDIMARRESE**

Asambleja e Ortakeve eshte organi i vetem vendimmares i shoqerise.

Asambleja e pergjithshme eshte kompetente per marrjen e vendimeve per shoqerine per ceshtjet si me poshte:

- a. Percaktimi i politikave tregtare te shoqerise
- b. Ndryshimet e statutit
- c. Emerimin dhe shkarkimin e administratoreve
- d. Emerimin dhe shkarkimin e likujdatoreve dhe eksperteve kontabel te autorizuar
- e. Percaktimi i shperblimeve per personat e permendur ne shkronjat c) e d)
- f. Mbikqyrja e zbatimit te politikave tregtare nga administratoret perfshire pergatitjen e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise
- g. Miratimi,i bilanceve
- h. Zmadhim dhe zvogelim kapitali
- i. Pjestimin e kuotave dhe anulimin e tyre
- j. Perfaqesimin ne gjykate dhe ne procedimet e tjera ndaj administratoreve
- k. Riorganizimi dhe prishja e shoqerise
- l. Miraton rregulla procedurale te mbledhjeve te asamblese
- m. Ceshtje te tjera te parashikuara nga ligji apo statuti

Ortaku mund te perfaqesohet ne asamblene e pergjithshme, ne baze te nje autorizimi nga nje ortak tjetër apo nga nje person i trete. Administratori i shoqerise nuk mund te veproje si perfaqesues i ortakeve ne asamblene e pergjithshme. Autorizimi mund te jepet vetem per nje mbledhje, e cila perfshin edhe mbledhjet vijuese me te njejtin rend dite.

**NENI 9**  
**THIRRJA E MBLEDHJES SE ASAMBLESE SE PERGJITHSHME**

Asambleja e pergjithshme thirret nepermjet nje njoftimi me shkrese ose me njoftim nepermjet postes elektronike. Njoftimi duhet te permbaje vendin, daten, oren e mbledhjes dhe rendin e dites e t'u dergohet te gjithë ortakeve, jo me vone se 7 dite perpara dates se parashikuar per mbledhjen e asamblese

Kur asambleja e pergjithshme nuk eshte thirrur sipas pikes 1 te ketij neni, ajo mund te marre vendime te vlefshme vetem nese te gjithë ortakët jane dakort, per te marre vendime, pavaresisht parregullise.

**NENI 10**  
**KUORUMI**

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 ortakët, qe zoterojne me shume se 30 % te kuotave.

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

Nese kuorumi i permendur ne paragrafin e mesiperem nuk arrihet, asambleja e pergjithshme, mblidhet perseri jo me vone se 30 dite, me te njejtin rend dite.

NENI 11  
MARRJA E VENDIMEVE

Asambleja e pergjithshme vendos me <sup>3</sup>/<sub>4</sub> e votave te zoteruesve te kapitalit te ortakeve pjesmarres, per ndryshimin e statusit zmadhimin ose zvoglimin e kapitalit te regjistruar, shperndarjen e fitimeve, riorganizimin dhe prishjen e shoqerise.

Asambleja e pergjithshme vendos me shumicen e votave te ortakeve pjesmarres, per ceshtjen te tjera. Cdo ndryshim duhet te depozitohet prane QKB per te pasqyruar ndryshimet ne regjistrin e shoqerise.

NENI 12  
PERJASHTIMI NGA E DREJTA E VOTES

Ortaku nuk mund te ushtroje te drejten e votes nese asambleja e pergjithshme merr vendimin pet:

- a) vleresmin e veprimtarise se tij
- b) shuarjen e ndonje detyrimi ne ngarkim te tij
- c) ngritjen e nje padije ndaj tij nga shoqeria
- d) dhenien ose jo te perfitimeve te reja

Kur ortaku perfaqesohet nga nje perfaqesues i autorizuar, i autorizuari vleresohet te jete ne te njejtin konfikt interesi, ashtu si dhe ortaku, te cilin perfaqeson.

NENI 13  
ADMINISTRIMI

Asambleja e pergjithshme emerone nje ose me shume persona fizike si administratore te shoqerise. Afati i emerimit, eshte 5 vjet me te drejte ripertesitje. Emerimi i administratoreve prodhon efekte pas regjistrimit ne QKB.

***Personat e meposhtem caktohen si Administratore te shoqerise, duke patur secili edhe vecmas te drejta dhe kompetenca te pakufizuara administrimi:***

- ***AMIT ZOREA, atesia Mordechai, shtetas izraelit, lindur me 25.07.1964, ne Izrael dhe banues ne Porto, "Rue Abade Bacal no.69", Portugali, madhor me zotesi te plote juridike per te vepruar, i identifikuar me pasaporten me Nr. 22016775.***
- ***FRANCESCO MANFREDI ROBBA, atesia Sergio, shtetas italian, lindur me 22.01.1972, ne Milano (MI), Itali dhe banuese ne Luxembourg, "Rue Comte De Ferraris no.3", Luxembourg, madhor me zotesi te plote juridike per te vepruar, i identifikuar me pasaporten italiane me Nr. YB5082228.***

NENI 14  
KOMPETENCAT E ADMINISTRATOREVE

***Administratoret kane te drejte dhe detyrohen te:***

- a) Kryejne te gjitha veprimet e administrimit te vendosura nga asambleja e pergjithshme duke zbatuar politikat tregetare
- b) Perfaqesojne shoqerine
- c) Kujdesen per mbajtjen e sakte e te rregullt te dokumentave dhe librave kontabel te shoqerise
- d) Pergatisin dhe nenshkruajne bilancin vjetor, bilancin e konsoliduar dhe
- e) Raportin e ecurise se veprimtarise dhe se bashku me propozimet per shperndarjen e fitimeve, I paraqesin keto dokumente perpara Asamblese se Pergjithshme per miratim
- e) Krijojne nje sistem paralajmerimi ne kohen e duhur per rrethanat, qe kercenojne mbarevajtjen e veprimtarise dhe ekzistencen e shoqerise

- f) Kryejne regjistrimet dhe dergojne te dhena e detyrueshme te shoqerise, sic parashikohet ne ligjin per Qendren Kombetare te Regjistrimit
- g) Raportojne para Asamblese se Pergjithshme nepermjet relacioneve mbi zbatimin e politikave tregetare dhe te veprimeve te posacme me rendesi te vecante per veprimtarine e shoqerise
- h) Kryejne detyra te tjera te parashikuara nga ligji dhe statuti.

*Asambleja e pergjithshme mundet ne cdo moment, te shkarkoje administratorin me shumice te thjeshte te votave. Statuti ose rregullore te tjera nuk mund ta kufizojne ose heqin kete te drejte.*

NENI 15  
PERGJEGJESITE E ADMINISTRATORIT

1. Administratori eshte pergjegjes individualisht ndaj shoqerise ndaj te treteve, per shkelje te ligjeve, per shkelje te statutit, apo per faje te kryera gjate admInIstrImIt te shoqerise. Administratoret te cilet kane kryer veprIme ose bere marreveshje te pa aprovuara nga asambleja, jane pergjegjes per demet e sjella shoqerise dhe pergjigjen personalisht ose solidarisht per pasojat.
2. Nese administratori vepron ne kundersiztim me detyrat dhe shkel standartet profesionale eshte i detyruar ti demshperbleje shoqerise demet qe rrjedhin nga kryerja e shkeljes si dhe ti kaloje cdo fitim personal qe ata apo personat e lidhur me ta kane realizuar nga keto veprime te parregulta.

**KREU IV**  
**VITI FINANCIAR –EKSPERTET**

NENI 16  
VITI FINANCIAR

Viti finaciar i Shoqerise fillon me 1 janar dhe perfundon ne 31 Dhjetor, Perjashtimisht , viti i pare finaciar fillon nga data e regjistrimit te shoqerise ne QKB dhe mbyllet me 31 dhjetor.

NENI 17  
EKSPERTET

Eksperti ka per detyre qe te kontrolloje te gjitha dokumentacionin kontabel te veprimtarise ekonomiko-tregetare te shoqerise, dhe ate ne lidhje me kontrollet periodike te ushtruara prej tij, per rastet kur ai eshte ngarkuar dhe ka kryer nje gje te tille i ngarkuar nga ana e ortakeve.

Ne permbushje te kesaj detyre eksperti kontabel i autorizuar pergatit raportin me shkrim per nxjerrjen e rezultatit te bilancit finaciar vjetor si dhe ate per kontrollet periodike te ushtruara.

**KREU 5**  
**PRISHJA DHE RI-ORGANIZIMI I SHOQERISE**

NENI 18  
PRISHJA DHE LIKUJDIMI I SHOQERISE

Shoqeria konsiderohet e shperndare kur:

- a. Kur mbaron kohezgjatja e parashikuar e shoqerise
- b. Me vendimet e asamblese se Ortakeve
- c. Me hapjen e procedurave te falimentit
- d. Nese nuk zhvillon aktivitet tregetar per 2 vjet dhe nuk eshte njoftuar pezullimi i veprimtarise ne perputhje me piken 3 te nenit 43 te ligjit nr. 9723 date 03.05.2007 Per Qendren Kombetare te Regjistrimit,

*S. P.*

*K*

e. Me vendim gjykate.

**NENI 19  
RIORGANIZIMI I SHOQERISE**

Shoqeria mund te ndahet, bashkohet sipas vendimit te Mbledhjes se Pergjithshme te Asamblese se Ortakeve, ne perputhje me dispozitat ligjore te ligjit mbi shoqerite tregtare.

**NENI 20  
KLAUZOLA MBI KONFLIKTIN E INTERESIT**

Ortaket dhe administratoret e shoqerise me pergjegjesi te kufizuar, nuk mund te mbajne pozicionin drejtues apo te jene te punesuar ne nje shoqeri qe ushtron aktivitet ne te njejten fushe me te paren. Ndalimi i pikes 1 mund te anulohet ne asamblene e pare te pergjithshme me <sup>3</sup>/<sub>4</sub> e votave ne sipas dispozitave te neneve 87 dhe 145 te ligjit per shoqerite tregtare.

**NENI 21  
LEGJISLACIONI**

Shoqeria do te zhvilloje aktivitetin e saj ne perputhje te plote me statutin, legjislacionin shqiptar dhe ligjin nr. 9901 date 14.04.2008 "Per tregtaret dhe shoqerite tregtare".

**NENI 22  
MOSMARRVESHJET**

Per mosmarrveshjet midis ortakeve te shoqerise, ose shoqerise me te tretet, gjykata kompetente per zgjidhjen e tyre do te jete gjykata shqiptare.

Ky akt, u redaktua ne 4 kopje ne gjuhen shqipe dhe ne gjuhen italjane, me vlere te njejte ligjore.

**ORTAKU THEMELUES**

**AMIT ZOREA**



**FRANCESCO MANFREDI ROBBA**



**ACT OF CONSTITUTION AND STATUTE**  
**of**  
**“Z&R INVESTMENTS” L.L.C.**

Today, on 11.06.2024:

- **Mr. AMIT ZOREA**, citizen Israeli, born on 25.07.1964 in Israel, resident at Porto, “Rue Abade Bacal no.69”, Portugal, holder of the passport no.**22016775**, major with full legal capacity to act;
- **Mr. FRANCESCO MANFREDI ROBBA**, italian citizen, born on 22.01.1972 in Milano (MI), Italy, resident at Luxembourg, “Rue Comte De Ferraris no.3”, Luxembourg, holder of the italian passport no. **YB5082228**, major with full legal capacity to act;

*In accordance with the law No.9901 date 14.04.2008, “For trade and trade companies”, Law no. 9723, dt. 03.05.2007 “On the National Registration Center”, Law No. 131/2015 “FOR THE NATIONAL BUSINESS CENTER”, in the provisions of the Civil Code, in the capacity of a founding partner as well as in our expressed free will and in the signing of the founding acts of the company, and with applicable legislation in the Republic of Albania, approved the statute as follows:*

**Chapter 1**  
**Establishment, Name, Object, Duration, Seat**

**Article 1**

**Date of foundation, Name and Founders**

Today, on 11.06.2024 was founded a limited liability company with the name:

**“Z&R INVESTMENTS” LLC.**

*The founders of the company are:*

- **Mr. AMIT ZOREA**, Israeli citizen, born on 25.07.1964 in Israel, resident at Porto, “Rue Abade Bacal no.69”, Portugal, holder of the passport no.**22016775**, major with full legal capacity to act;
- **Mr. FRANCESCO MANFREDI ROBBA**, italian citizen, born on 22.01.1972 in Milano (MI), Italy, resident at Luxembourg, “Rue Comte De Ferraris no.3”, Luxembourg, holder of the italian passport no. **YB5082228**, major with full legal capacity to act;





## **Article 2**

### **The Object of the activity**

The company will carry out the activity as follows:

- 1) Purchase, management, administration, brokerage, leasing and sale of Real Estate properties.
- 2) The company may also carry out: real estate and business management activities, business construction in general, on its own behalf and on behalf of third parties, tourist and hotel complexes, industrial and commercial buildings, management of commercial properties.
- 3) Hotel service, accommodation, bar, restaurant, conference room, wellness center, fitness center, take away service, delivery.
- 4) Carrying out tourist activities as a tour - operator, as a travel agency, passenger transport, guide, translator, tourism.
- 5) Direct and indirect management. Consultancy and intermediation on hypermarkets, supermarkets, raw materials and products related to food and beverage;
- 6) Purchase, sale, including subdivision, renovation and design, all real estate evaluation activities in general, both urban and rustic, for commercial, industrial, residential and office use, and related appraisals and assessments, providing rental and management of properties.
- 7) Construction of various industrial, socio-cultural facilities, management, administration of retirement homes, civil and non-civil, infrastructure construction, construction of residential apartments and villas, sewerage and water supply, roads, etc.
- 8) Construction, design of renewable and alternative energy systems.
- 9) General consultancy.
- 10) In view of its purposes, the company may enter into various markets and operations, own movable and immovable property and/or participate in other companies.
- 11) Wholesale and retail trade, import export of products, construction materials and various machinery necessary for carrying out the business including agri-food products as a whole.
- 12) Sales and rental activities of motor vehicles such as: cars, boats, ships, yachts, trucks, etc.
- 13) Carrying out the business inside and outside Albania, in accordance with the legislation.
- 14) Any other activity related to the main activity.

*For all activities that require special licenses, the company will be committed from now on to fulfill the requirements of the special laws.*

## **Article 3**

### **Duration of the Company**

The duration of the company is unlimited, beginning from the date of its registration at the National Registration Centre.

The change of the abovementioned term is set only by decision of the Company's General Assembly.



**Article 4**  
**Company headquarters**

The Company has its residence at the address: Deshmoret e Kombit Boulevard "Twin Towers"  
Business Center-Floor 2°

The Company may expand its activity throughout the territory of the Republic of Albania. It may establish its branches or representative offices within and outside the territory of the Republic of Albania.

The Residency of the Company may be transferred anywhere within the territory of the Republic of Albania, based on a decision of the Company's General Assembly.

**CHAPTER II**  
**Capital**  
**Article 5**  
**Share capital**

The founding capital of the company is 600.000 (six hundred thousand) LEKE, owned by the shareholder, divided in 2(two) quote.

***The participation of the founding partners in the capital of the company is:***

The contribution to the capital of the company is held as follows:

- **Mr. AMIT ZOREA**, citizen Israeli, born on 25.07.1964 in Israel, resident at Porto, "Rue Abade Bacal no.69", Portugal, holder of the passport no.22016775, major with full legal capacity to act owns 50% (percent) of the company's capital, with nominal value 300.000 leke;
- **Mr. FRANCESCO MANFREDI ROBBA**, italian citizen, born on 22.01.1972 in Milano (MI), Italy, resident at Luxembourg, "Rue Comte De Ferraris no.3", Luxembourg, holder of the italian passport no. **YB5082228**, major with full legal capacity to act, owns 50% (percent) of the company's capital, with nominal value 300.000 leke.

The partner's contribution can be in cash or in kind (movable/immovable assets, or rights).

**Article 6**  
**Capital increase and reduction**

The capital of the company can be increased through the signatures of the registered capital parts for cash contributions and through contributions in kind, through the appointment by the competent court of an expert authorized for these contributions.

In no case the majority can force a partner to increase his commitment to the registered capital of the company. The reduction of the capital is allowed by the shareholders' assembly, which takes a decision under the same conditions as required for the change of the statute.

In all cases, the reduction affects to the same extent the parts of the capital they represent

**Article 7**  
**Transfer of quotas**

The capital quotas of a limited liability company and the rights derived from them can be acquired or transferred as follows:



- a) Contribution to the capital of the company
- b) Sale and purchase
- c) Inheritance
- d) Donation
- e) Any other way defined by law.

Shares of capital are freely transferable between partners.

Parts of the registered capital are transferable through inheritance, according to legal provisions.

### **CHAPTER III** **Decision-making and directing bodies**

#### **Article 8** **Decision-making bodies**

The Assembly of Partners is the sole decision-making body of the company.

The general assembly is competent for making decisions for the company on the following issues:

- a. Determination of the commercial policies of the company
- b. Amendments to the statute.
- c. Appointment and dismissal of administrators.
- d. Appointment and dismissal of authorized liquidators and accounting experts.
- e. Determining the rewards for the persons mentioned in letters c) and d)
- f. Supervision of the implementation of commercial policies by administrators, including the preparation of annual financial statements and activity progress reports.
- g. Approval of balance sheets.
- h. Capital increase and decrease.
- i. Distribution of quotas and their cancellation.
- j. Representation in court and in other proceedings against administrators.
- k. Reorganization and dissolution of society.
- l. Approves the procedural rules of the assembly meetings.
- m. Other issues provided by law or statute.

The partner can be represented in the general assembly, based on an authorization from another partner or from a third person. The administrator of the company cannot act as a representative of the partners in the general assembly.

Authorization can be given only for one meeting, which includes subsequent meetings with the same agenda.

#### **Article 9** **Call of the meeting of the general assembly**

The general assembly is called by means of a written notification or by electronic mail. The notification must contain the place, date, time of the meeting and the agenda and be sent to all partners, no later than 7 days before the date scheduled for the meeting of the assembly

When the general assembly is not called according to point 1 of this article, it can make valid decisions only if all partners agree to make decisions, regardless of irregularities.



**Article 10**  
**Quorum**

In the case of taking decisions that require a simple majority, the general assembly can take valid decisions only if the partners who own more than 30% of the quotas participate.

In the event that the general assembly has to decide on matters that require a qualified majority according to Article 87 of the Law "On Merchants and Commercial Companies", it can make valid decisions only if the partners owning more than half of the number total votes, are present in person, vote by paper or electronic means, according to the provisions of point 3 of article 88 of this law.

If the quorum mentioned in the above paragraph is not reached, the general assembly will convene again no later than 30 days, with the same agenda.

**Article 11**  
**Decision making**

The general assembly decides with 3/4 of the votes of the capital owners of the participating partners, for the change of status, the increase or decrease of the registered capital, the distribution of profits, the reorganization and the dissolution of the company.

The general assembly decides with the majority of votes of the participating partners, for other issues.

Every change must be filed with the QKB to reflect the changes in the company register.

**Article 12**  
**Exemption from the right to vote**

The partner cannot exercise the right to vote if the general assembly decides to:

- a) the evaluation of his activity
- b) extinguishing any obligation under his charge
- c) filing a lawsuit against him by the company
- d) the granting or not of new benefits

When the partner is represented by an authorized representative, the authorized representative is considered to be in the same conflict of interest as the partner he represents.

**Article 13**  
**Administration**

The general assembly appoints one or more natural persons as administrators of the company. The term of appointment is 5 years with the right of renewal. The appointment of administrators produces effects after registration in the QKB.

The administrators are specifically authorized to perform actions in all current accounts of the company without the presence of both administrators being necessary at the same time.

***The following persons are appointed as Administrators of the company, having each of them separately unlimited rights and powers of administration:***



- **Mr. AMIT ZOREA**, citizen Israeli, born on 25.07.1964 in Israel, resident at Porto, “Rue Abade Bacal no.69”, Portugal, holder of the passport no.22016775, major with full legal capacity to act;
- **Mr. FRANCESCO MANFREDI ROBBA**, italian citizen, born on 22.01.1972 in Milano (MI), Italy, resident at Luxembourg, “Rue Comte De Ferraris no.3”, Luxembourg, holder of the italian passport no. YB5082228, major with full legal capacity to act;

#### **Article 14**

#### **The Administrator’s Competencies**

The Administrator has full competence to act in any circumstance in the name of the company, acting always within the limits of the company object, being bound on the competencies that the Law or this Statute, attributes to the General Assembly.

The Company administrator has the following rights and obligations:

- a) Performs all the administrative acts of the company’s trade activity, implementing the market policy imposed by the General Assembly;
- b) Attends the correct and regular maintenance of the documents and accounting books of the Company;
- c) Prepares and signs the annual balance (balance-sheet), the consolidated balance a report on the progress of the activity, and together with the proposals for the distribution of profits, he submits these documents to the General Assembly for approval;
- d) Sets a warning system in due time, concerning the circumstances that threaten the progress of the activity and the existence of the Company;
- e) Registers and sends the necessary data of the company, as stipulated by the Law on National Centre of Registration.
- f) Reports to the General Assembly on the implementation of the market (trades) policy, and with the special acts of high importance to the activity of the trade’s company.

The Administrator is responsible for preservation and administration of the company documents, including the decisions and the minutes of the Assembly.

#### **Article 15**

#### **The Administrator Liability**

The Administrator is liable to the company and is obliged to:

- a) Fulfill the duties set by law or Statute in good faith and at the best interest of the company all in all, taking special care as to the effect the company’s activity has in the environment ;
- b) To exert his competencies prescribed by law and the Statute only to achieve the objectives defined in these provisions;
- c) To evaluate attentively, issues settled by decision;
- d) To prevent and avoid the conflictual circumstances, actual or eventual, of the personal interests and the company interest;
- e) To fulfill his duties with due regard and professionalism.

The Administrator, in the fulfillment of his tasks, is responsible to the company for any act or omission to act, that is reasonably linked to the targets of the company, except for those cases when, based on inquiry and evaluation of the respective information, the act or omission to act was in good faith.

If administrator acts in conflict with his tasks duties, defying the professional standards, he is obliged to compensate the company for the loss deriving from his breach as well as to pass every personal profit that he or

persons related to him have gained, from these irregular acts. The Administrator has the burden of proof to demonstrate the correct fulfillment of his duties, in line with the set (requisite) standards.

#### **CHAPTER 4 FINANCIAL YEAR - EXPERTS**

##### **Article 16 FINANCIAL YEAR**

The financial year of the Company begins on January 1 and ends on December 31. Except, the first financial year starts from the date of the company's registration in the QKB and ends on December 31.

##### **Article 17 EXPERTS**

The expert has the duty to check all the accounting documentation of the economic and commercial activity of the company, and that in relation to the periodic checks carried out by him, for the cases when he is charged and has carried out such a thing charged by the partners .

In fulfillment of this task, the authorized accounting expert prepares the written report for the output of the annual financial balance as well as for the periodical controls performed.

#### **CHAPTER 5 DISRUPTION AND RE-ORGANIZATION OF THE COMPANY**

##### **Article 18 Causes of Company dissolution**

The company will be dissolved:

- a) when the time limit has terminated, if a time limit will be set in future;
- b) by Assembly's decision;
- c) with the beginning of the bankruptcy procedures;
- ç) if it has not performed trade activities for two years and the suspension of the activity in accordance with paragraph 3 of Article 43 of the Law No. 9723, date 3.5.2007 "On National Center of Registration", has not been announced in NRC;
- d) by Court's decision;

##### **Article 19 Reorganization of the company**

The company can be divided, merged according to the decision of the General Meeting of the Assembly of Partners, in accordance with the legal provisions of the law on commercial companies.



**Article 20**  
**Clause on conflict of interest**

The partners and administrators of the limited liability company cannot hold a management position or be employed in a company that carries out activity in the same field as the first one. The prohibition of point 1 can be canceled in the first general assembly with 3/4 of the votes in accordance with the provisions of articles 87 and 145 of the law on commercial companies.

**Article 21**  
**The legislation**

The company will develop its activity in full compliance with the statute, Albanian legislation and law no. 9901 dated 14.04.2008 "For traders and trading companies".

**Article 22**  
**Disputes**

For disputes between partners of the company, or the company with a third party, the competent court for their resolution will be the Albanian Court.

This act is compiled in 4 copies in the Albanian language and in the English language, with the same legal value.

**FOUNDING PARTNERS**

**Mr. AMIT ZOREA**



**Mr. FRANCESCO MANFREDI ROBBA**

