

Based on Article 28 paragraph 3 of the Law
9723/2007 "On the National Registration Center" this
document constitutes the:

**FOUNDATION ACT
AND
ARTICLES OF ASSOCIATION
Of
Sylladex International SHPK**

Ne perputhje me nenin 28 paragrafi 3 i ligjit 9723/2007 pe
qendren Qendren Regjistrimit" ky dokument perben:

**AKTI I THEMELIMIT
DHE
STATUTI
I
SHOQERISE
Sylladex International SHPK**



FOUNDATION ACT
AND
ARTICLES OF ASSOCIATION
Of
"Sylladex International" Shpk

CHAPTER I

Date of establishment, Name, Legal Form,
Headquarters, Duration

Article 1. Date of Establishment and Name

- 1.1. The company "SYLLADEX International" (hereinafter referred as the "Company") followed inseparably by the abbreviation Sh.p.k., which represents its legal form as a limited liability company, is established on the date of the signing of this document.
- 1.2. The Shareholders of the Company (the "Shareholders") enjoy limited liability up to the limit of its respective contribution to the capital represented by quotas.
- 1.3. In all the documents, invoices, advertisements and publications issued by the Company, regardless of the means for transmission, the name of the Company should be preceded or followed by the following:
 - (i) the words "Shoqeri me pergjegjesi te kufizuar" or "Sh.p.k.";
 - (ii) its unique identification number (NIPT);
 - (iii) its registered seat;
 - (iv) the fact that the Company is in liquidation, if applicable; and
 - (v) the registered share capital of the Company and the paid capital of the Company.

Article 2. Legal Form of Company

- 2.1. The Company is an Albanian legal entity, having the legal form of a limited liability Company (shoqeri me pergjegjesi te kufizuar), as provided

AKTI I THEMELIMIT

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I

Shoqerise me Pergjegjesi te Kufizuar
"Sylladex International" Shpk

KREUI

Themelimi, Emri, Forma, Selia, Kohezgjatja

Neni 1. Data e Themelimit dhe Emri

- 1.1. Ne daten e nenshkrimet te ketij dokumenti themelohe shoqeria " SYLLADEX International " (ne vijin "Shoqeria), e ndjekur ne menyre te pandashme nga shkurtimi "Shpk", i cili perfaqeson formen ligjore te saj si shoqeri me pergjegjesi te kufizuar.
- 1.2. Ortaket e Shoqerise ("Ortaket") gezojne pergjegjesi te kufizuar deri ne limitin e kontributit perkates ne kapitalin e Shoqerise te perfaqesuar ne kuota.
- 1.3. Ne te gjitha dokumentat, faturat, njoftimet dhe botimet te leshuara nga Shoqeria, pavaresisht nga menyra e dergimit emri i saj do te ndiqet ose do te shogerohet nga:
 - (i) fjalet "Shoqeri me Pergjegjesi te Kufizuar" ose "shpk";
 - (ii) numri i Identifikimit Personal Tatimor (NIPT) te saj;
 - (iii) adresa e regjistruar
 - (iv) pasqyrimin e faktit qe shoqeria eshte ne procedure likuidimi, ne qoftese ky rast paraqitet, dhe;
 - (v) Kapitalin e regjistruar te Shoqerise dhe kapitalin e paguar te Shoqerise

Neni 2. Forma Ligjore

- 2.1. Shoqeria eshte nje entitet ligjor Shqiptar, dhe ka formen ligjore te nje shoqerie me pergjegjesi te



in the Law No. 9901, date 14.04.2008, "On the Entrepreneurs and the Commercial Companies" (the "Companies Law").

Article 3. Company Headquarters

3.1. The legal seat of the Company is at: Hime Kolli Str, 30/2, 2nd floor, Apt. 4, Tirana, Albania. The Company through its administrator reserves the right to move its headquarters to another address and/or town in Albania. The Company may open branches and representative offices anywhere within or outside the Republic of Albania.

Article 4. Company Duration

4.1. The duration of the Company is for an undetermined period of time.

CHAPTER II

Article 5. Company Scope of Activity

- 5.1. The scope of the activity of the Company is to conduct any kind of commercial activity permitted under the Albanian law, especially **Employment Agency** services.
- 5.2. The Company reserves the right to modify its scope of activity at any time as provided by this Article of Association.

CHAPTER III
Capital and Quotas

Article 6. Capital

- 6.1. The Capital of the Company is ALL 103,760 (1.000 EURO).
- 6.2. The capital will be paid in cash in the bank account of the Company opened with any bank in Albania upon its registration.

Article 7. Shareholders and their Quotas

- 7.1. The Shareholder of the Company and quota held in the Company is as follows:
- (i) **Adekola Oluwasegun Adegbenro** citizen of the Federal Republic of Nigeria, with passport number

kufizuar ("shoqeri me përgjegjësi të kufizuar"), në pajtim me Ligjin 9901, date 14.04.2008 "Per Tregtare t dhe Shoqerite Tregtare" ("Ligji i Shoqerive").

Neni 3. Selia

3.1. Selia e Shoqerise ndodhet ne adresen: Rr. Hime Kolli 30/2, Kati 2, Apt. 4, Tirane, Shqiperi. Shoqeria nepermjet administratorit te saj ka te drejte te ndryshoje seline e saj ne nje adrese dhe/ose ne nje qytet tjeter te Shqiperise. Shoqeria mund te hape degje te saj ose zyra perfaqesimi kudo brenda ose jashte territorit te Republikes se Shqiperise.

Neni 4. Kohezgjatja

4.1. Kohezgjatja e shoqerise eshte e pacaktuar.

KREU II

Neni 5. Objekti i Shoqerise

- 5.1. Objekti i aktivitetit te Shoqerise do te jete te kryej cdo aktivitet tregtar te lejuar nga legjislacioni Shqiptar vecanerisht **ndermjetesim punesimi**.
- 5.1. Shoqeria ka te drejte te ndryshoje objektin e veprimtarise se saj ne cdo kohe sic parashikohet ne kete Statut.

KREU III

Kapitali Themeltar: Kuotat e Kapitalit Themeltar

Neni 6. Kapitali Themeltar

- 6.1. Kapitali i Shoqerise eshte ne total 103.760 Leka (1000 euro).
- 6.1. Kapitali do paguhet ne cash ne llogarine bankare te kompanise qe do hapet ne nje banke ne Shqiperi pas regjistrimit te kompanise.

Neni 7. Ortaket e Shoqerise dhe kuotat

A10261255, born on 23.08.1985 in Modakeke, Nigeria, resident at Km 4 Gbongan - Ibadan Rd, Osogbo 230284, Osun, Nigeri (Founder), who owns 1 (one) share representing 100% of the company's quota capital.

Article 8. Decreasing or Increasing of the Capital

- 8.1. The Capital can be increased or decreased according to the decisions made by the General Assembly of the Shareholders, in accordance with Chapter IV herein and the compulsory requirements of the Company Law.
- 8.2. The capital will be increased by contributions in cash or in kind, as well as by including reserves (if any) or profits or converting debt into equity.
- 8.3. The capital increase may take place by issuing new quotas or increasing the par value of the existing quotas. The quotas shall be subscribed and their par value shall be fully paid in.
- 8.4. The capital increase shall not dilute the share of interest of the Shareholders in the capital of the Company, unless the Shareholders otherwise agreed by a unanimous Shareholders' resolution.
- 8.5. The Company cannot purchase any quota of its capital. However for the purpose of decreasing the capital of the Company, by the resolution on decreasing the capital the Shareholders may authorize the Administrator(s) to cause the Company to purchase the corresponding quotas or part thereof and subsequently annul them.

Article 9. Rights and Obligations of the Shareholders

- 9.1. The Shareholders are only those who own quotas of the Company.
- 9.2. Each Shareholder shall have voting rights in the General Assembly of the Shareholders (the "General Assembly") in proportion with the nominal value of the quota he owns. Each Shareholder shall have the right to choose and to be chosen in the leadership bodies, the right to participate in the distribution of the Company profits, as well as other rights provided according of the present Articles of Association, to any binding agreement among Shareholders and to the statutory provisions of the Company Law.

7.1. Ortaku i Shoqerise dhe kuota e zoteruar prej tij ne Shoqeri jane si meposhte:

- (i) **Adekola Oluwasegun Adegbenro**, shtetas Republikes Federale te Nigerise, me numer pasaporte A10261255, i lindur me 23.08.1985 ne Modakeke, Nigeri, banues ne adresen: Km 4 Gbongan - Ibadan Rd, Osogbo 230284, Osun Nigeri, (**Themeluesi**), qe zoteron 1 (nje) kuote qe perfaqeson 100% te kapitalit te shoqesire.

Neni 8. Zvogelimi ose zmadhimi i kapitalit themeltar

- 8.1. Kapitali mund te zmadhohet ose zvogelohet me vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me kreun IV te ketij Statuti, dhe kerkesave te detyrueshme te Ligjit te Shoqerive.
- 8.2. Zmadhimi i kapitalit mund te realizohet me ane te kontributeve ne para, me ane te kontributeve ne natyre ose me perfshirjen e rezervave (nese ka) dhe fitimit.
- 8.3. Rritja e kapitalit do te behet me kuota te reja apo me rritjen e vleres se kuatave ekzistuese. Pjeset e reja te kapitalit themeltar do te nenshkruhen dhe vlere e tyre nominale do te paguhet plotesisht.
- 8.4. Zmadhimi i kapitalit nuk do te dobesoje pjeset e interesit te Ortakeve ne Kapitalin e shoqerise pervecse kur Ortaket do te bien dakord ndryshe me vendim unanim te Ortakeve.
- 8.5. Shoqeria nuk mund te bleje asnje kuote te saj Megjithate me qellim zvogelimit e kapitalit te Shoqerise, nepermjet vendimit per zvogelimit e kapitalit, Ortaket mund te autorizojne Administratorin/Administratoret te bejne blerjen e kuotat perkatese apo pjese te tyre dhe ti anulojne ato.

Neni 9. Te drejtat dhe detyrimet e ortakeve

- 9.1. Ortake jane vetem ata te cilet zoterojne kuotat e Shoqerise.
- 9.2. Cdo Ortak do te kete te dejta vote ne Asamblene e Pergjithshme te Ortakeve ("Asambleja e Pergjithshme") ne perpjestim me vleren nominale te kuotes qe zoteron. Cdo Ortak ka te drejten per te zgjedhur dhe per t'u zgjedhur ne organet drejtuese, te

- 9.3. The Shareholders will be given, on written request, information and data concerning the Company's activity at any time, including the right to inspect the Company's records and documents.
- 9.4. The rights and obligations resulting from the ownership of Quotas are transferred to any new owners of such Quotas.
- 9.5. The Company obligations are guaranteed through its capital, and the Shareholders can only be held liable within the limit of the quotas value they hold; the Shareholders have no liability in excess of their investment in capital of the Company (except for guarantees and loans they make).
- 9.6. The Company cannot be held liable for debts or other personal obligations of its Shareholders.

Article 10. Transfer of Quotas

- 10.1. Quotas can be freely transferred among Shareholders.
- 10.2. In the event one Shareholder wishes to sell, transfer or otherwise dispose of part or all of its quota the other shareholder shall have the right to be preferred as buyer against all other buyers. If the Shareholder interested to purchase the quotas that are to be sold will have made his offer, and that offer will not have been accepted by the selling Shareholder, the selling shareholder will not be allowed to sell its share at a price that is lower than the price offered by Shareholder having the right to be preferred over the sale of the quotas.
- 10.3. All transfer of quotas shall be done in accordance with the Companies Law and shall be registered in the National Center for Registration.

CHAPTER IV

General Assembly

Article 11. Powers

- 11.1. The General Assembly is the controlling body of the Company which makes decisions upon its activity and upon its economic and commercial policy.

drejten per te marre pjese ne shperndarjen e fitimeve te Shoqerise, sikunder te drejttat e parashikuara nga ky Statut, per cdo marreveshje te detyrueshme ndermje Ortakeve dhe dispozitave ligjore te Ligjit te Shoqerive.

- 9.3. Ortakeve do t'u jepen, me kerkese me shkrim informacione dhe te dhena ne lidhje me aktivitetin e Shoqerise ne cdo kohe, duke perfshire te drejten qe te kontrollojne dokumentat dhe raportet e Shoqerise.
- 9.4. Te drejttat dhe detyrimet qe rezultojne nga zoterimi i Kuotave, transferohen tek cdo zoterues i ri per keto Kuota.
- 9.5. Detyrimet e Shoqerise jane te garantuara nga kapitali i saj, dhe Ortaket munden vetem te mbajne pergjegjes brenda limitit te vleres se kuotave qe ata zoterojne. Ortaket nuk mbajne pergjegjesi qe tejkalone investimin e tyre -perkatesisht ne kapitalin e Shoqerise (pervec garancive dhe huave qe ata realizojne.)
- 9.6. Shoqeria nuk mban pergjegjesi per borxhe ose detyrime te tjera te Ortakeve te tij.

Neni 10. Transferimi i pjeseve te Kapitalit

- 10.1. Pjeset e kapitalit transferohen lirisht midis ortakeve.
- 10.2. Ne rast se nje Ortak do te shese, transferoje, ose perdore ne menyra te ndryshme pjese apo te gjitha kuoten e tij Ortaku tjetert do te kete te drejten e parablerjes, kundrejt blesesve te tjere. Nese Ortaku me te drejte parablerejeje do te kete bere nje oferte dhe kjo oferte eshte refuzuar nga Ortaku qe shet, atehere Ortaku qe shet nuk do te kete te drejte te shesi kuoter tek nje bleses tjetert me cmim me te ulet se cmimi ofruar nga Ortaku i preferuar.
- 10.3. Cdo transferim i kuotave do te behet ne perputhje me dispozitat e Ligjit te Shoqerive dhe duhet te regjistrohet prane Qendres Kombetare te Regjistrimit

KREU IV

Asambleja e Pergjithshme

Neni 11. Kompetencat



Article 12.

Convocation

- 12.1. The General Assembly shall be convened at least once a year.
- 12.2. The General Assembly has to be convened, in the event on the basis of the annual or interim accounts it results or there is a risk of resulting that the Company's assets will not cover its liabilities within the next 3 (three) months.
- 12.3. The General Assembly shall be convened where there is a proposal to sell or otherwise dispose of assets having that exceeds 5% of the Company's total as shown in its latest audited financial statements. The General Assembly shall decide on the basis of a certified auditor's reports submitted to such Assembly, unless the acquisition is made in a Stock Exchange or form part of the ordinary business of the Company.
- 12.4. The General Assembly will be convened when the Company, within the first 2 (two) years after its registration, proposes to purchase assets which belong to a Shareholder and which value exceeds 5% of the Company's assets, as shown in its latest audited financial statements.
- 12.5. In circumstances set out in Article 12.3. and 12.4. above the General Assembly shall decide on the basis of a certified auditor's report submitted to such Assembly, unless the acquisition is made in a Stock Exchange or form part of the ordinary business of the Company.
- 12.6. The Shareholders shall meet quarterly with the Administrators to review the actions of the Administrators between the quarterly meetings, discuss on issues related to the Company administration and resolve on matters that are subject to the Shareholders approval, including the matters on which the Administrators fail to agree.
- 12.7. In circumstances set out in Articles 23.3. to 12.6. above, the General Assembly may pass an advisory resolution approving or condemning the conduct of the Administrators.

- 11.1. Asambleja e pergjithshme eshte organi drejtues shoqerise i cili merr vendimet mbi aktivitetin dhe politikat e saj ekonomike dhe tregtare.

Neni 12. Mbledhja e Asamblese se Pergjithshme

- 12.1. Asambleja e Pergjithshme duhet te mblidhet te pakten 1(nje) here ne vit.
- 12.2. Asambleja e Pergjithshme thirret nese, sipas bilancit vjetor apo raporteve te ndermjetme financiare rezulton ose ekziston meziku qe aktivitetet e Shoqerise nuk i mbulojne detyrimet e kerkueshme brenda 3 (tre) muajve ne vazhdim.
- 12.3. Asambleja e Pergjithshme thirret kur shoqeria propozon te shese apo te disponoje ne menyre tjetere aktive, asetete te cilat kane nje vlere me te larte se 5% e te gjithe aseteteve te Shoqerise, sic rezultojne ne pasqyrat e fundit financiare te certifikuara. Asambleja e Pergjithshme do te vendose mbi bazen e raportit te ekspertit kontabel te autorizuar, qe do t'i paraqite Asamblese, pervec rastit kur kjo blerje behet ne burse ose ben pjese ne veprimtarine e zakonshme tregtare te Shoqerise.
- 12.4. Asambleja e Pergjithshme thirret kur Shoqeria brenda 2 (dy) viteve te para pas regjistrimit te saj propozon te bleje nga nje Ortak pasuri, qe kane vlere me te larte se 5% e aseteteve te Shoqerise, sic rezultojne ne pasqyrat e fundit financiare te certifikuara.
- 12.5. Ne rastet e parashikuara ne Nenet e mesiperme 12.3 dhe 12.4, Asamblese se Pergjithshme i paraqite nje raport nga nje ekspert kontabel i autorizuar, pavarur, pervec rastit kur kjo blerje behet ne Burse ose ben pjese ne veprimtarine e zakonshme tregtare te Shoqerise.
- 12.6. Ortaket do te organizojne takime me Administratoret cdo 3 (tre) muaj me qellim vleresimire e veprimeve te kryera nga Administratoret gjate ketij 3 (tre) mujori, diskutimin e ceshtjeve qe kane te bejne administrimin e Shoqerise dhe marrjen e vendimeve mbi ceshtjet qe jane objekt i aprovimit nga ana e tyre perfshire ceshtje per te cilat Administratoret nuk bier dakord.

Article 13. Method of Convening

- 13.1. The General Assembly can resolve on the matters set for resolution by it through convocations in meeting or by way of written consultations.
- 13.2. The General Assembly can be convoked by one of the Administrators, or by any of the Shareholders.
- 13.3. The General Assembly shall take place in the registered legal seat of the Company, in the seat of a branch in Tirana, Albania or at any city province of the world that the Shareholders may agree. The selected location, date and time to hold such meeting as well as the agenda of the said meeting shall be notified to the Shareholders by means of registered mail or electronic mail at least 7 (seven) days prior to the meeting. Where the General Assembly has not been convened in conformity with this paragraph, the General Assembly may adopt decisions only if all the Shareholders agree.
- 13.4. Any Shareholder has the right to be represented by another person in compliance with Article 85 of the Company Law.
- 13.5. The Shareholders recognize and agree to the right to resolve on the Company in written form. The proposed resolution together with the documentation that supports the resolutions shall be sent to the Shareholders by mail, courier, telecopy or secure electronic means. The Shareholder(s) shall resolve on the resolution within 15 (fifteen) days from the date the written resolution has been delivered to the Shareholders. The Shareholder(s) approve the resolution by returning a signed copy of the written resolution to the Administrator(s) of the Company. The dissenting Shareholder shall express its objection to the resolution in written and return it to the Administrator(s) of the Company. The written resolution is deemed to be passed if it has been approved by the required majority in compliance with Article 11, above.

12.7. Ne rastet e parashikuara ne Nenet e mesiperme 12.3 dhe 12.6 Asambleja e Pergjithshme mund te miratoje nje rezolute keshilluese, duke miratuar apo bere verejtje per veprimtarine e Administratoreve.

Neni 13. Menyra e Thirrjes

- 13.1. Asambleja e Pergjithshme thirret te vendose per ceshtjet e shtruara perpara saj nepermjet thirrjes se mbledhjeve ose nepermjet konsultave me shkrim.
- 13.2. Asambleja e Pergjithshme mund te thirret nga nje prej Administratoreve ose nga cdonjeri prej Ortakeve
- 13.3. Asambleja e Pergjithshme mbledhet ne seline e Shoqerise, ne seline e nje dege te Tiranes, Shqiperi apo ne cdo qytet apo province te botes sic bihet dakord midis Ortakeve. Vendi i zgjedhur, data dhe ora e ketyre takimeve si dhe rendi i dites perkates mbledhjeve u njoftohet Ortakeve me poste elektronike te pakten 7 (shtate) dite para mbledhjes. Ne rast se Asambleja e Pergjithshme nuk eshte thirrur ne perputhje me kerkesat e ketij paragrafi, kjo e fundi mund te marre vendime te vlefshme vetem ne rast se te gjitha Ortaket bien dakort.
- 13.4. Secili prej Ortakeve gezon te drejten te perfaqesohet nga nje person tjetër ne perputhje me Nenin 85 te Ligjit te Shoqerive.
- 13.5. Ortaket pranojne dhe bien dakord me te drejter per te marre vendime ne lidhje me Shoqerine ne forme te shkruar. Rezoluta e propozuar se bashku me dokumentacionin mbeshtetes do t'u dergohet Ortakeve me poste, korrier, telecopy ose menyja te tjera elektronike te sigurta. Ortaku(et) do te marrin vendim per rezoluten perkatese brenda nje periudhe prej 15 (pesembedhjetë) ditësh nga dita qe ju eshte dorezuar rezoluta. Ortaku(et) miratojne rezoluten duke i kthyer Administratorit(eve) te Shoqerise nje kopje te firmosur te rezolutes me shkrim. Ortaket te cilet nuk jane dakord me rezoluten shprehin me shkrim kundershite e tyre ne lidhje me rezoluten dhe i kthejne ate Administratorit(eve) te Shoqerise. Rezoluta me shkrim konsiderohet e miratuar nese

- 13.6. Each Shareholder has the right to vote according to his quota capital.
- 13.7. The following resolutions require the approval vote of the shareholders owning at least 75% of the capital of the Company:
- (i) Payment of any dividends in cash or in kind to the Shareholders of the Company;
 - (ii) Signature of any finance agreements relating to the Company or issuance of any debt instruments by the Company;
 - (iii) Acquisition of any, quotas or other interest in any business or undertaking;
 - (iv) Increasing or decreasing the Company's capital set out in Article 8 of this Article of association;
 - (v) Changes or amendments-of these Articles of Association; and
 - (vi) Liquidation or dissolution of the Company.
- 13.8. There where the law requires so, certain Shareholder's resolution shall be notarized by an Albanian public notary. In case such resolutions are issued outside the Republic of Albania, they shall abide by the requirements of the Albanian law on the recognition of foreign documents in the republic of Albania (i.e. undergo the superlegalization or apostilling procedures, depending on the country of issuance).
- 13.9. The Shareholders shall be notified on the General Assembly and the content of the meeting agenda.
- 13.10. The Administrators shall keep the minutes of each General Assembly meeting in compliance with Article 90 of the Company Law.

Article 14. Exclusion of Voting Rights

- 14.1. A Shareholder is not allowed to vote in the event the General Assembly is resolving on:
- (i) Evaluating the performance of such Shareholder;
 - (ii) Canceling the obligations of such Shareholder;
 - (iii) The Company initiating a claim against such Shareholder;
 - (iv) Granting or not any new benefit to such Shareholder.

aprovohet nga shumica e kerkuar ne perputhje me Nenin 11 me siper.

- 13.6. Secili prej Ortakeve ka te drejten te votoje ne perputhje me kuoten e zoteruar prej tij ne kapitalvot.
- 13.7. Vendimet e meposhtme do te miratohen me miratimin e Ortakeve qe zoterrojne te pakten 75% te kapitalit te Shoqerise:
- (i) Pagesa e cdo dividenti ne kesh apo natyre Ortakeve te Shoqerise
 - (ii) Nenshkrimi i marreveshjeve financiare ne lidhje me Shoqerine apo nxjerrja e instrumentave te borxhit nga Shoqeria;
 - (iii) Blerja e cfaredolloj kuote apo interesi tjerter ne cdo biznes dhe sipermarrje;
 - (iv) Zmadhimi dhe zvogelimi i kapitalit te Shoqerise sic eshte percaktuar ne Nenin 8 te ketij statuti.
 - (v) Ndryshime dhe amendime te ketij Statuti; dhe
 - (vi) Likuidimi apo shperndarja e Shoqerise.
- 13.8. Atehere kur ligji e kerkon kete, rezolutat e Ortakeve duhet te noterizohen nga nje noter publik Shqiptar. Ne rast keto rezoluta miratohen jashte Republikes se Shqiperise, ato duhet t'i nenshtroher kerkesave te ligjit Shiptar per njohjen e dokumentave te huaja ne Republikën e Shiperise (dmth duhet t nenshtrohen procedures se superlegalizimit ose apostillimit, ne varesi te vendit ku leshohen).
- 13.9. Ortaket do te njoftohen per Asamblene e Pergjithshme dhe permbajtjen e axhendes se takimit.
- 13.10. Administratoret duhet te mbajne procesverbalet e cdo mbledhjeje te Asamblese se Pergjithshme, ne perputhje me kerkesat e Nenit 90 te Ligjit te Shoqerive.

Neni 14. Perjashtimi nga e drejta e votes

- 14.1. Nje Ortak perjashtohet nga e drejta e votes ne rastin kur Asambleja e Pergjithshme eshte duke vendosur mbi:
- (i) Vleresimin e veprimtarise se ketij Ortaku.
 - (ii) Shuarjen e ndonje detyrimi ne ngarkim te tij.
 - (iii) Ngritjen e nje padie kunder tij, nga Shoqeria.
 - (iv) Dhenien ose jo te perfitimeve te reja.

14.2. Where such Shareholder is represented by a proxy, the proxy shall be deemed to be in the same position regarding conflicts of interest as the Shareholder it represents.

CHAPTER V

Board of Administrators

Article 15. The Board of Administrators

15.1. The Company is managed by an Administrator. The Administrators can be of any nationality.

15.2. Mr. **Gerard Daberdaku**, born on November 25, 1998, in Shkoder, resident at Shyqyri Bexholli Str., 31, Tirana 1001 Tirana, Albanian citizen, holder of identity card with number 032974158, with personal number J81125098V, will be the Administrator of the Company.

- Signature specimen:



15.3. The duration of the appointment of the Administrators is for 5 (five) years, from the moment it obtains legal effect (i.e. registration with the National Center for Registration) with the possibility for re-election.

15.4. Upon acceptance of their appointment, the Administrator(s) shall acknowledge that their relationship with the Company is on a fiduciary basis; in this respect the decision to remove them by means of a resolution of the Shareholders is deemed a legitimate reason for dismissal, in compliance with the applicable laws.

15.5. The Shareholders have the power to terminate by simple majority the appointment of the Administrators.

14.2. Kur ky ortak eshte i perfaqesuar nga nje perfaqesues i autorizuar, i autorizuari vleresohet te jete me te njejtin konflikt interesi sikunder ortaku te cilin perfaqeson.

KREU V

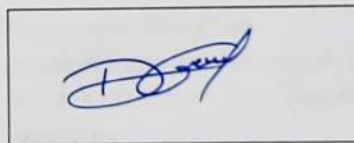
Administratoret

Neni 15. Bordi i Administratoreve dhe Kompetencat

15.1. Shoqeria drejtohet nga Administratori Administratoret mund te jene te cdo kombesie.

15.2. Z. **Gerard Daberdaku**, lindur me 25 Nentor 1998, ne Shkoder, banues ne Rruga Shyqyri Bexholli 31, Tirane 1001, shtetas Shqiptar, mbajtes i kartes se identitetit me numer 032974158, me numer persona J81125098V, do te jete Administratori i Shoqerise.

- Specimenet e nenshkrimet:



15.3. Kohezgjatja e funksionit te Administratoreve eshte per nje periudhe prej 5 (pese) vjetesh. duke filluar qe nga momenti kur kjo detyre merr fuqi ligjore (dmth regjistrimi prane Qendres Kombetare te Regjistrimit), me te drejte ripertesitje te ketij mandati.

15.4. Menjehere pas pranimit te emerimit te tyre Administratori(et) njohin se marrdhenia e tyre me Shoqerine ndertohtet mbi baza mirebesimi: lidhur me kete vendimi per heqjen e tyre nepermjet nje rezolute te Ortakeve gjykohtet si arsye e ligjshme per shkarkimin e tyre, ne perputhje me ligjet perkatese.

15.5. Ortaket kane te drejten te shkarkojne Admnsitratoret me shumice te thjeshte votash.

15.6. Nese Administratoret e Shoqerise nuk arrijne te bien ne nje mendim te perbashket lidhur me mbylljen perfundimin ose ndryshimin transaksioneve



15.6. There where for the conclusion, termination or amendment of transactions/ contract/s for which the Administrators fail to jointly agree the case will be referred to the Shareholders.

15.7. There where allowed by and in compliance with the Albanian law or any other law where the acts of the Administrator(s) shall take effect, the Administrator(s) shall have the right to take decisions within the scope of its duty without being physically present in Albania or the Company's premises. The Company shall reimburse the Administrator(s) for reasonable travelling expenses related to the obligatory physical presence of the Administrator(s) in location which is not within the city of residence of the Administrator(s)

Article 16. The Powers and Duties

16.1. The powers of the Administrator representing the Company shall for this purpose include the powers to:

- (i) Convoke the General Assembly in cases envisaged by Article 12;
- (ii) Manage the Company's business by implementing the policies and plans defined by the General Assembly;
- (iii) Represent the Company;
- (iv) Ensure that the necessary accountancy books and documents are properly maintained;
- (v) Provide for and sign the annual statement of accounts and consolidated accounts and the performance report, together with the proposals to the General Assembly for the distribution of profits;
- (vi) Submit Company's data to be registered to the National Registration Centre where applicable;
- (vii) Report to the General Assembly with respect to the implementation of business policies and the realization of transactions of particular importance for Company performance;
- (viii) Perform other duties set by law or the Shareholders from time to time.

16.2. The Administrator(s) shall supervise and ensure that the officers, agents, employees, the

kontratave apo veprimeve te tjera, ceshtja do te referohet tek Ortaket.

15.7. Per aq sa eshte e lejueshme dhe ne perputhje me legjislacionin Shqiptar ose me cdo legjislacion ku aktet e Administratorit(eve) kane fuqi vepruese Administratori(et) kane te drejten te marrin vendime ne lidhje me detyrat e tyre pa qene fizikisht prezent ne Shiperi ose ambientet e Shoqerise. Shoqeria u rimbursom Administratorit(eve) shpenzimet e arsyeshme gjate udhetimeve lidhur me prezencen e detyrueshme te Adminsitrorit(eve) ne vende qe nuk jane brenda qytetit residences se Administratorit(eve)

Neni 16. Kompetencat dhe detyrimet

16.1. Kompetencat e Administratorit ne kuader te perfaqesimit te Shoqerise perfshijne:

- (i) Thirrjen e Asamblese se Pergjithshme, ne rastet e specifikuara ne Nenin 12.
- (ii) Menaxhimin e aktivitetit tregtar te shoqerise nepermjet implementimit te politikave dhe planeve te percaktuara nga Asambleja e Pergjithshme.
- (iii) Perfaqesimin e Shoqerise.
- (iv) Kujdesin per mbajtjen ne menyre te pershtatshme te dokumentave dhe librave kontabel te shoqerise.
- (v) Pergatitjen dhe firmosjen e bilancit vjetor, bilanci te konsoliduar dhe raportit te ecurise se veprimtarise se bashku me propozimet per shperdarjen e fitimeve qe i paraqiten per miratim Asamblese se Pergjithshme.
- (vi) Kryejne regjistrimet dhe dergojne te dhenat e Shoqerise prane Qendres Kombetare te regjistrimit, kur eshte e nevojshme.
- (vii) Raportimin perpara Asamblese se Pergjithshme, lidhur me zbatimin e politikave tregtare dhe me realizimin e veprimeve te posacme me rendesi te vecante per veprimtarine e Shoqerise.
- (viii) Kryerjen e detyrave te tjera te caktuara ne lig dhe nga Ortaket.

auditors and advisers of the Company act with due care and in the best interest of the Company. For those persons that are appointed by the Shareholders the Administrator(s) shall report to the Shareholder(s).

Article 17. The Fiduciary Duties and Liability

17.1. In addition to the general and fiduciary duties expressed by Articles 14, 15, 16, 17 and 18 of the Company Law, the Administrators must:

- (i) Perform their duties established by law or these Articles of Association in good faith in the best interests of the Company as a whole which includes the environmental sustainability of its operations;
- (ii) Exercise powers granted to them by law or these Articles of Association only for the purposes established therein;
- (iii) Give adequate consideration to matters to be decided;
- (iv) Avoid actual and potential conflicts between their own personal interests and those of the Company;
- (v) Exercise reasonable care and skills in the performance of their functions.

17.2. The Administrators may be held liable for any action or failure to act unless the action or omission was made in good faith, based upon reasonable inquiry and information, and rationally related to the purposes of the Company.

17.3. In case of violation of duties and the standard of diligence referred to in Article 17.1. and Article 17.2, an Administrator has to compensate the Company for any damage which occurred due to the violation. He shall also pass over to the Company any personal profits made in violation of his duties. He has the burden of proving compliance with the duties and standards. In case the violation has been committed by more than one Administrators, all the Administrators in question are jointly and severally liable.

17.4. In particular, the Administrator is obliged to compensate the Company for

16.2. Administratori(et) mbikqyrin dhe sigurojne qe zyrtaret, agjentet, te punesuarit, auditoret dhe keshilltaret e Shoqerise te veprojne me kujdesin e duhur dhe te mbrojne sa me mire interesat e Shoqerise. Administratori(et) duhet raportojne tek Ortaket ne lidhje me personat te cilet emerohen nga Ortaket.

Neni 17. Detyrimi i besnikerise dhe pergjegjesia

17.1. Pavec sa eshte parashikuar ne dispozitat e pergjithshme te detyrimit te besnikerise, sipas Neneve 14, 15, 16, 17 e 18 te Ligjit te Shoqerive Administratoret detyrohen:

- (i) te kryejne detyrat e tyre te percaktuara ne ligj ose ne kete Statut ne mirebesim e ne interesin me te mire te Shoqerise ne teresi, duke i kushtuar vemendje te vecante ndikimit te veprimtarise se Shoqerise ne mjedis;
- (ii) te ushtrojne kompetencat qe u njihen me ligj ose nga ky Statut, vetem per arritjen e qellimeve te percaktuara ne keto dispozita;
- (iii) te vleresojne me pergjegjesi ceshtjet per te cila merret vendim;
- (iv) te parandalojne dhe menjajoje rastet e konfliktit prezent apo te mundshem, te interesave personale me ato te Shoqerise;
- (v) te ushtrojne detyrat e tyre me profesionalizem dhe kujdesin e nevojshem

17.2. Administratoret gjate kryerjes se detyrave te tyre pergjigjen kundrejt Shoqerise per cdo veprim apo mosveprim, qe lidhet ne menyre te arsyeshme me qellimet e Shoqerise, me perjashtim te rasteve kur, ne baze te hetimit dhe vleresimit te informacioneve perkatese, veprim apo mosveprim eshte kryer ne mirebesim.

17.3. Ne rast te shkeljes se detyres dhe standarteve profesionale, sipas pikave 17.1 dhe 17.2 te ketij Neni Administratori eshte i detyruar te demshperbleje Shoqerine, per demet qe rjedhin nga kryerja e shkeljes si dhe t'i kaloje Shoqerise cdo fitim personal qe ka realizuar gjate kryerjes se ketyre parregullta. Ai ka barren e proves per te vertetuar se kryen detyrat e tij ne rregull dhe sipas standarteve. Kur shkelja eshte

damages, resulting for carrying out following actions in breach of the Company Law:

- (i) Redistribute the contributions to the Shareholders;
- (ii) Pay interests or dividends to the Shareholders;
- (iii) Distribute The Company's' assets;
- (iv) Allow the Company to continue to do business when it should be foreseen that it will not be able to pay its debts;
- (v) Grant loans.

CHAPTER VI

Company Financial Administration

Article 18. Certified public accountant

- 18.1. The Shareholders may appoint a certified public accountant to serve the Company.
- 18.2. The auditors shall carry out the auditing functions in accordance with Albanian law.

CHAPTER VII

Company Activity

Article 19. Economic-Financial Year

- 19.1. The economic-financial year starts on the first day of January and ends on the 31st day of December of each year. The first financial year starts on the date of the Company foundation.

Article 20. Bookkeeping

- 20.1. The Company will carry out the bookkeeping in Lek and in foreign currency.

Article 21. Profit Computation and Distribution

- 21.1. The Company Profit is established on the basis of the balance sheet approved by the General Assembly. Distributions will be

kryer nga me shume se nje Administrator atë pergjigjen ndaj Shoqerise ne menyre solidare.

- 17.4. Ne vecanti, Administratori eshte i detyruar te demshperbleje Shoqerine, per demet, neqoftese ne kundershtrim me Ligjin e Shoqerive kryen veprimet e meposhtme:
 - (i) i kthen Ortakeve kontributet;
 - (ii) i paguan Ortakeve interesa apo dividente;
 - (iii) i shperndan asetet Shoqerise;
 - (iv) lejon qe Shoqeria te vazhdoje aktivitetin e saj, ku duhet ta kishte parashikuar qe kjo e fundit nuk do te kishte aftesi paguese per te shlyer detyrimet e saj;
 - (v) jep hua.

KREU VI

Administrimi Financiar i Shoqerise

Neni 18. Eksperti Kontabel i Autorizuar

- 18.1. Ortaket mund te caktojne ekspertin kontabel te autorizuar per ti sherbyer Shoqerise.
- 18.2. Ekspertet duhet te kryejne funksionet audituese ne perputhje me legjislacionin shqiptar.

KREU VII

Aktiviteti Shoqerise

Neni 19. Viti ekonomiko-financiar

- 19.1. Viti ekonomiko-financiar fillon ne ditën e pare te muajit Janar dhe perfundon ne ditën e 31-t te muajit Dhjetor te secilit vit. Viti i pare financiar nis ne dater e themelimit te Shoqerise.

Neni 20. Mbajtja e llogarive

- 20.1. Shoqeria do te mbaje llogarite ne Leke dhe ne monedhe te huaj.

Neni 21. Llogaritja dhe shperndarja e fitimi

determined by the General Assembly in accordance with these Articles of Association, the Shareholders' agreement and the applicable laws.

- 21.2. From the annual profit, a reserve fund shall be established according to the stipulations of Albanian law for compulsory reserve funds.
- 21.3. In compliance with the Company Law, the Company may make a distribution to the Shareholders only in the event after the payment of such distributions:
- (i) the Company's assets will fully cover its liabilities; and
 - (ii) the Company will have sufficient liquid assets to make payments of its liabilities as they fall due in the next 12 (twelve) months.
- 21.4. The Administrators shall issue a "solvency certificate", which explicitly confirms that the proposed distribution meets the valuation as of Article 21.3 above. Where the accounts of the Company indicate that the proposed distribution cannot meet the valuation of Article 21.3. above, the Administrators may not issue the solvency certificate.
- 21.5. The Administrators are responsible to the Company for the correctness of the solvency certificate.

CHAPTER VIII

Modification of the Legal Form; Dissolution

Article 22. Modification of the Legal Form

- 22.1. The legal form of the Company can be changed upon a decision of the General Assembly in accordance with the respective provisions of the Albanian Law.
- 22.2. The new Company will fulfil all registration procedures legally required in Albania.

Article 23. Company Dissolution

- 23.1. The Company can be dissolved under the following circumstances:
- (i) As result of the expiration of the period for which it was established;
 - (ii) By decision of the General Assembly;
 - (iii) By opening of an bankruptcy procedure;

- 21.1. Fitimi i Shoqerise percaktohet ne baze te bilancit te aprovuar nga Asambleja e Pergjithshme Shperndarja e fitimit do te caktohet nga Asambleja e Pergjithshme ne perputhje me Statutin, marreveshjet e Ortakeve dhe me ligjet e zbatueshme.
- 21.2. Nga fitimet vjetore, do te caktohet nje fond rezerve ne perputhje me kushtet e legjislacionit Shqiptare per fondin rezerve te detyrueshem.
- 21.3. Ne baze te Ligjit per Shoqerite, Shoqeria mund te shperndaje fitimin tek Ortaket vetem nese pas kesaj shperndarje:
- (i) asetet e Shoqerise mbulojne teresisht detyrimet e kesaj te fundit
 - (ii) Shoqeria ka aktive likuide te mjaftueshme per te shlyer detyrimet qe behen te kerkueshme brenda 12 (dymbedhjete) muajve te ardhshem
- 21.4. Administratoret leshojne nje certifikate te aftesise paguese, e cila konfirmon shprehimisht se shperndarja e propozuar e dividendeve permbush kerkesat e Neni 21.3 me sipër. Ndersa kur gjendja e Shoqerise tregon se shperndarja e propozuar e dividendeve nuk permbush keto kritere parashikuar ne Nenin 21.3 me sipër, Administratoret nuk mund ta leshojne kete certifikate.
- 21.5. Administratoret pergjigjen ndaj Shoqerise per vertetesine e certifikates se aftesise paguese.

KREU VIII

Modifikimi i Formes Ligjore; Prishja

Neni 22. Modifikimi i forms ligjore

- 22.1. Forma ligjore e Shoqerise mund te ndryshoje me vendim te Asamblese se Pergjithshme ne perputhje me dispozitat respektive ne Legjislacionin Shqiptar.
- 22.2. Shoqeria e re do te permbushet te gjitha procedurat ligjore te regjistrimit ne Shqiperi.

Neni 23. Prishja e Shoqerise

- 23.1. Shoqeria mund te priset ne rethanat e meposhtme:
- (i) si pasoje e perfundimit te kohezgjatjes per te cilin ishte themeluar;
 - (ii) me vendim te Asamblese se Pergjithshme;

- (iv) if it has not carried out any business activities for 2 (two) years and has not notified its inactive status in accordance with paragraph 3 of Art. 43 of Law No. 9723 on the National Center for registration;
- (v) by court decision;
- (vi) for other reasons to be provided for by the Shareholders from time to time.

23.2. The Administrator(s) shall report the dissolution to the National Centre for Registration in accordance with Art. 43 of Law No. 9723 on the National Centre for Registration. In case of dissolution by court decision, the court shall transmit the decision to the National Centre for Registration in accordance with Art. 45 of Law No. 9723 on the National Centre for Registration.

CHAPTER IX

Miscellaneous

Article 24. The Legal Basis

- 24.1. The company will develop its activity in full compliance with this article of association and the provisions of Albanian legislation.
- 24.2. Insofar as it is not provided in this statute, the provisions of the law "On the Entrepreneurs and the Commercial Companies", the Civil Code and any other specific law in the Republic of Albania will be applied.

Article 25. Withdrawal of a Shareholder

- 25.1. The withdrawal and the expulsion of one of the Shareholder, as well as its consequences shall take place in compliance with articles 101, 102 and 103 of the Company Law.

Article 26. Other

- 26.1. All other issues not specifically provided for in these Articles of Association shall be subject to the provisions of the Company Law.

- (iii) hapje e nje procedure falimentimi;
- (iv) nese nuk ka kryer veprimtari tregtare per 2 (dy) vjet dhe nuk eshte njoftuar pezullimi veprimtarise ne perputhje me piken 3 te nenit 43 te Ligjit nr.9723, date 3.05.2007 "Per Qendren Kombetare te Regjistrimit;
- (v) me vendim gjykate;
- (vi) per arsye te tjera te parashikuara nga Ortaket ne cdo kohe.

23.2. Administratori(et) regjistrojne prishjen e Shoqerise prane Qendres Kombetare te Regjistrimit ne perputhje me nenin 43 te Ligjit nr.9723, date 3.05.2007 "Per Qendren Kombetare et Regjistrimit" Ne rast se prishja e Shoqerise behet me me vendim gjykate, gjykata, ne perputhje me nenin 45 te Ligjit nr.9723, date 3.05.2007 "Per Qendren Kombetare te Regjistrimit" ia njoftojne vendimin kesaj te fundit per regjistrim.

KREU IX

Te ndryshme

Neni 24. Baza Ligjore

- 24.1. Shoqeria do te zhvilloje aktivitetin e tij ne perputhje te plote me kete statut dhe dispozitat e legjislacionit shqiptar.
- 24.2. Per sa nuk parashikohet ne kete statut, do te zbatohen dispozitat e ligjit "Per tregtaret dhe shoqerite tregtare", Kodit Civil dhe cfaredo ligji tjeter specifik ne Republiken e Shqiperise.

Neni 25. Largimi i ortakut

- 25.1. Largimi dhe perjashtimi i nje Ortaku, si dhe pasojat qe kjo sjell, do te rregullohen nga dispozitat nr 101, 102, 103 te Ligjit te Shoqerive.

Neni 26. Te tjera

- 26.1. Cdo ceshtje tjeter, e cila nuk eshte permendur ne kete statut, do te rregullohet nga dispozitat e Ligjit per Shoqerite.

For / per **Adekola Oluwasegun Adegbenro**

Authorized with power of attorney / autorizuar me prokure

Samet CURRI

Samet Curri

A handwritten signature in blue ink, appearing to be 'Samet Curri', with a large, stylized flourish underneath.

Data: 17.01.2024