

**ARTICLES OF INCORPORATION
OF THE LIMITED LIABILITY COMPANY**

COSIMA CONSULTING SHPK

**ARTICLE 1
ESTABLISHMENT AND NAME**

- 1.1. This day of 26th February 2024 the limited liability company **COSIMA CONSULTING 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 Ibrahim Rugova 40/3, 1019, Tirane, Shqiperi.
- 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**

COSIMA CONSULTING SHPK

**NENI 1
THEMELIMI DHE EMRI**

- 1.1. Sot me 26 shkurt 2024 themelohet shoqeria me pergjegjesi te kufizuar **COSIMA CONSULTING 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 Ibrahim Rugova 40/3, 1019, Tirane, Shqiperi.
- 2.2. Shoqeria ka te drejte te hape dhe mbaje dege, zyra dhe/ose te kryeje veprimtari ne vendodhje te tjera brenda dhe jashte territorit te Shqiperise sipas vendimit te Administratorit te Shoqerise.

**NENI 3
OBJEKTI I VEPRIMTARISE**

- 3.1. 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, business consultancy, import/export services, commercial office. The company may carry out any activity in compliance with the laws of the Republic of Albania.

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 ALL 100, consisting of one (1) share with a value of ALL 100.
- 5.2. The entire share capital will be paid by the Sole Shareholder, **Mr. Jacek Dunikowski**, 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 **Mr. Jacek Dunikowski**, Polish citizen, born in Malbork, Poland on 14.01.1969, holder the passport with no. FE2403196, with address Krzyżowicka 24 St., 55-040 Małuszów, Poland.

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.
- 7.2. The Administrator of the Company is: **Mr. Jacek Dunikowski**, Polish citizen, born in Malbork, Poland on 14th January 1969, holder of the

3.2. Ne veçanti, objekti i shoqerise perfshin konsulence biznesi, sherbimet e import/eksportit, zyra tregtare. Shoqeria mund te kryeje çdo veprimtari ne perputhje me ligjet e Republikes se Shqiperise.

NENI 4 KOHEZGJATJA

Kohezgjatja e aktivitetit te Shoqerise do te jete e pakufizuar.

NENI 5 KAPITALI THEMELTAR

- 5.1. Kapitali fillestar i Shoqerise eshte 100 Leke, qe konsiston ne 1 kuote me vleren 100 Leke.
- 5.2. Kapitali themeltar do te paguhet plotesisht nga Ortaku i Vetem, **Z. Jacek Dunikowski**, 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 **Z. Jacek Dunikowski**, shtetas polak, lindur ne Malbork, Poloni, me 14.01.1969, mbajtes i pasaportes me nr. FE2403196, me adrese Krzyżowicka 24 St., 55-040 Małuszów, Poloni.

NENI 7 ADMINISTRIMI I SHOQERISE

- 7.1. Pasurite, biznesi dhe veprimtaria e Shoqerise administrohet nga nje Administrator, perveçse nese parashikohet ndryshe ne vendimin e Ortakut te Vetem.
- 7.2. Administratori i Shoqerise eshte: **Z. Jacek Dunikowski**, shtetas polak, lindur ne Malbork, Poloni, me 14 janar 1969, mbajtes i

passport with no. FE2403196, with address Krzyżowicka 24 St., 55-040 Małuszów, Poland.

pasaportes nr. FE2403196, me adrese Krzyżowicka 24 St., 55-040 Małuszów, Poloni.

**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 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.

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.

**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
LIGJI I ZBATUESHEM**

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

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 që mund të lindë në lidhje me zbatimin ose interpretimin të këtij Akti Themelimi do të zgjidhet nga Gjykata e Shkalles së Parë e Juridiksionit të Përgjithshëm Tiranë.

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 Akt Themelimi është hartuar dhe nënshkruar në 3 (tre) kopje në gjuhën shqipe dhe angleze, me të njëjten vlerë.

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 të mbizoterojë versioni anglisht.

SOLE SHAREHOLDER / ORTAKU I VETEM

Mr/Z. Jacek Dunikowski

