

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

Ne perputhje me Nenin 28 paragrafi 3 i
Ligjit 9723/2007 Per Qendren Kombetare te
Regjistrimit ky dokument perben:

FOUNDATION ACT

AKTI I THEMELIMIT

AND

DHE

ARTICLES OF ASSOCIATION

STATUTI

Of

I

"GOLDEN FISH EGYPT" SHPK

"GOLDEN FISH EGYPT" SHPK

TIRANA / ALBANIA

TIRANE / SHQIPERI

FOUNDATION ACT
AND
ARTICLES OF ASSOCIATION
of
"GOLDEN FISH EGYPT" Shpk

AKTI THEMELIMIT
DHE
STATUTI
i
"GOLDEN FISH EGYPT" Shpk

CHAPTER I

KAPITULLAJ

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

Emri, Forma, Selia, Koheqzgjatja

Article 1. Date of Establishment and Name

Neni 1. Data e Themelimit dhe Emri

1.1. As of today 02.12.2024, the limited liability company "GOLDEN FISH EGYPT" Shpk (hereinafter referred as the "Company") followed inseparably by the abbreviation Sh.p.k is effectively established by its founding shareholder under the Albanian law.

1.1. Sot me date 02.12.2024 themelohet nga ortakut themelues, sipas legjislacionit shqiptar, shoqëria me përgjegjësi të kufizuar "GOLDEN FISH EGYPT" Shpk (në vijim "Shoqëria"), e ndjekur në mënyrë të pandashme nga shkurtyri "Shpk".

1.2. The shareholders of the Company (the "Shareholder") enjoy limited liability up to the limit of its respective contribution to the capital represented by quota/s (quotas).

1.2. Ortakët e Shoqërisë ("Ortakut") gëzojnë përgjegjësi të kufizuar deri në limitin e kontributit përkatës në kapitalin e shoqërisë të përfaqësuar në kuotë/a.

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:

1.3. Në të gjitha dokumentat, faturat, njoftimet dhe botimet të lëshuara nga Shoqëria, pavarësisht nga mënyra e dërgimit, emri i saj do të ndiqet ose do të shoqërohet nga :

- the words "Shoqëri me përgjegjësi të kufizuar" or "Sh.p.k.";

- fjalët "Shoqëri me Përgjegjësi të Kufizuar" ose "shpk".

- its unique identification number (NIPT);

- numri i Identifikimit Personal Tatimor (NIPT) të saj.

- its registered seat;

- adresa e regjistruar;

- the fact that the Company is under liquidation, if applicable;

- pasqyrimi i faktit që shoqëria është në procedurë likuidimi, nëse aplikohet.

- the registered share capital of the Company; and

- kapitalin e regjistruar dhe të paguar të Shoqërisë.

- the registered and paid capital of the Company.

Article 2. Legal Form of Company

Neni 2. Forma Ligjore

شركة
ذات مسؤولية محدودة
(ش.م.م.)

2.1. The Company is an Albanian legal entity, having the legal form of a limited liability company (shoqëri me përgjegjësi të kufizuar), as provided in the Law No. 9901, date 14.04.2008, "On the Entrepreneurs and the Commercial Companies" (the "Company Law").

2.1. Shoqëria është një person juridik shqiptar, dhe ka formën ligjore të një shoqërie me përgjegjësi të kufizuar ("shoqëri me përgjegjësi të kufizuar"), në pajtim me ligjin nr.9901, date 14.04.2008 "Për Tregtarët dhe Shoqëritë Tregtare" ("Ligji i shoqërive").

Article 3. Company Headquarters

3.1. At the moment when this act is signed, the legal seat of the Company is at: Rruga "Gjon Muzaka" Ndertesa Nr 14, Kati 1, Njesi Bashkiake nr 10, Tirane.

Neni 3. Selia

3.1. Në momentin e nënshkrimit të këtij akti, selia e Shoqërisë ndodhet në adresën: Rruga "Gjon Muzaka" Ndertesa Nr 14, Kati 1, Njesi Bashkiake nr 10, Tirane.

3.2 The Company 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

3.2 Shoqëria ka të drejtë të ndryshojë selinë e saj në një adresë dhe/ose në një qytet tjetër të Shqipërisë. Shoqëria mund të hapë dege të saj ose zyra përfaqësimi kudo brenda ose jashtë territorit të Republikës së Shqipërisë.

Article 4. Company Duration

4.1. The duration of the Company is Indefinite.

Neni 4. Kohezgjatja

4.1. Kohezgjatja e shoqërisë është e pacaktuar.

CHAPTER II

KAPITULLI II

Article 5. Company's Object

5.1. The scope of the activity of the Company is the Following:

Neni 5. Objekti i Shoqërisë

5.1 Objekti i veprimtarisë së Shoqërisë është si më poshtë:

Opening and management of restaurants or fast food outlets selling fish-based products. Trading of fresh and frozen fish. Sale of processed fish products. Distribution activity and delivery of fish and related products to other traders or direct consumers.

Hapja dhe menaxhimi i restoranteve ose pikave fast food që shesin produkte nga peshku. Tregtimi i peshkut të freskët dhe të ngrirë. Shitja e produkteve të përpunuara. Aktiviteti i shpërndarjes dhe shpërndarja e peshkut dhe produkteve të lidhura për tregtarë të tjerë ose konsumatorë të drejtpërdrejtë.

5.2. In addition, in compliance with Albanian legislation, the Company may carry on any activity directly or indirectly related, consequent or connected with the objectives listed above.

5.2. Përveç kësaj në përputhje me legjislacionin shqiptar, Shoqëria mund të kryejë çdo aktivitet që lidhet direkt ose indirekt, që është rezultat ose lidhet me objektivin e mesiperm.

Article 6. Modification

Neni 6. Ndryshime

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6.1. The Company reserves the right to modify its scope of activity at any time as provided by this Articles of Association.

CHAPTER III Capital and Shares

Article 7. Capital

7.1. The capital of the Company is ALL 100 held entirely in 3 (Three) share (the "shares")

Article 8. Shareholders and the Shares

8.1. As of the date of its foundation, the Company has 3 (tre) Partners who have signed and hold the Shares of the Company, as follows:

● **HAMADA AHMED MOHAMED ZAKY Egyptian citizen**, son of Ahmed Zaky, born on 30.11.1991, in IRQ and resident in Zall- Mner I Ri, Rruga Nacionale Kamez, Ndertesa 2, Kamez, Tirane, holder of Passport no: A33356505, with release date 07.03.2023: holder of **1 (one) quota** having a nominal value of ALL 34 and representing 34 % of the Company's registered capital;

● **AHMED MOHAMED ABDELRAHMAN IBRAHIM GHONIM egyptian citizen**, son of Mohamed Ghonim, born on 18.02.1993, in Kafrelshikh and resident in, Zall- Mner I Ri, Rruga Nacionale Kamez, Ndertesa 2, Kamez, Tirane date 23.02.2022: holder of **1 (one) quota** having a nominal value of ALL 33 and representing 33 % of the Company's registered capital;

● **MOHAMED MOUSTAFA ABDALLA ELSAYED ELGAMMAL egyptian citizen**, son of Mostafa Elgammal, born on 01.03.1982, in Gharbeya and resident in, Zall- Mner I Ri, Rruga Nacionale Kamez, Ndertesa 2, Kamez, Tirane, holder of Passport no: A34174328, with release date 21.06.2023: holder of **1 (one) quota** having a nominal value of ALL 33 and representing 33 % of the Company's registered capital;

6.1. Shoqëria ka të drejtë të ndryshojë objektin e veprimtarisë së saj në çdo kohë sipë parashikohet në këtë Statut.

KAPITULLI III Kapitali Themeltar; Quotat e Kapitalit Themeltar

Neni 7. Kapitali Themeltar

7.1. Kapitali i Shoqërisë është 100 Leke i zotëruar teresisht në 3 (tre) kuota (me tej "Kuota")

Neni 8. Ortaket dhe Quotat

8.1. Në datën e themelimit Shoqëria ka 3 (tre) Ortake të cilët kanë nënshkruar dhe zotërojnë Kuotën/Kuotat e Shoqërisë, si më poshtë :

● **HAMADA AHMED MOHAMED ZAKY, shtetas Egjiptian**, i biri i Ahmed Zaky, lindur në 30.11.1991, në IRQ, banues në Zall- Mner I Ri, Rruga Nacionale Kamez, Ndertesa 2, Kamez, Tirane. mbajtes i dokumentit Pashaportë Nr. A33356505, me datë lëshimi 07.03.2023, zotëruese e 1 (një) kuote me vlerë nominale 34 Leke, e cila përfaqëson 34% të kapitalit të regjistruar të Shoqërisë.

● **AHMED MOHAMED ABDELRAHMAN IBRAHIM GHONIM, shtetas Egjiptian**, i biri i Mohamed Ghonim, lindur në 18.02.1993, në Kafrelshikh dhe banues në Zall- Mner I Ri, Rruga Nacionale Kamez, Ndertesa 2, Kamez, Tirane, mbajtes i dokumentit Pashaportë Nr. A29951654, me datë lëshimi 23.02.2022, zotëruese e 1 (një) kuote me vlerë nominale 33 Leke, e cila përfaqëson 33% të kapitalit të regjistruar të Shoqërisë.

● **MOHAMED MOUSTAFA ABDALLA ELSAYED ELGAMMAL, shtetas Egjiptian**, i biri i Mostafa Elgammal, lindur në 01.03.1982, në Gharbeya dhe banues në Zall- Mner I Ri, Rruga Nacionale Kamez, Ndertesa 2, Kamez, Tirane, mbajtes i dokumentit Pashaportë Nr. A34174328, me datë lëshimi 21.06.2023, zotëruese e 1 (një) kuote me vlerë



nominale 33 Leke, e cila perfaqeson 33% te kapitalit te regjistruar te Shoqerise.

Article 9. Decreasing or Increasing of the Capital

9.1. The capital can be increased or decreased according to the decisions made by the Shareholders in accordance with Chapter IV herein and the compulsory requirements of the Company Law.

9.2. The capital may be increased by contributions in cash or in kind, as well as by including reserves (if any) or profits or converting debt into equity.

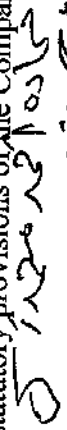


9.3. The capital increase may take place by issuing new shares or increasing the par value of the existing shares. The shares shall be subscribed and their par value shall be fully paid in.

9.4. The Company cannot purchase any share of its capital. However, for the purpose of decreasing the share capital of the Company, by the resolution on decreasing the share capital the Sole Shareholder may authorize the Administrator(s) to cause the Company to purchase the corresponding shares or part thereof and subsequently annul them.

Article 10. Rights and Obligations of the Shareholder

10.1. The shareholder of the Company shall be considered only the person owning the quota of the Company.

10.2. The Shareholder shall have voting rights in proportion with the percentage of capital owned in the Company and represented by its Quota or part of the Quota. The Shareholder shall have the right to choose and to be chosen in the governing bodies, the right to participate in the distribution of the Company profits, as well as other rights provided according to the present Articles of Association and to the statutory provisions of the Company Law.

Neni 9. Zvogelimi ose Zmadhimi i Kapitalit Themeltar

9.1. Kapitali mund te zmadhohet ose zvogelohet me vendim te Ortakeve ne perputhje me Kapitullin IV te ketij Statuti, dhe kerkesave te detyrueshme te Ligjit per Shoqerite.

9.2. 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.

9.3. Rrija e kapitalit do te behet me leshimin e kuota te reja apo me rritjen e vleres se kuotave ekzistuese. Pjeset e reja te kapitalit themeltar do te nenshkruhen dhe vlera e tyre do te paguhet plotesisht.

9.4. Shoqeria nuk mund te bleje asnje kuote te saj. Megjithate me qellim zvogelimin e kapitalit te Shoqerise, nepermjet vendimit per zvogelimin e kapitalit, Ortaket mund te autorizojne Administratorin/ret te bejne blerjen e kuotat perkatese apo pjese te tyre dhe ti anulojne ato.

Neni 10. Te drejtat dhe detyrimet e Ortakut

10.1. Ortak eshte vetem personi i cili zoteron kuote ne Shoqeri.

10.2. Ortaku do te kete te dejta vote ne perpjestim me perqindjen e kontributit te zoteruar prej tij ne kapitalin e Shoqerise dhe qe perfaqesohet nga Kuota e tij ose pjese e Kuotes se tij. Çdo Ortak ka te drejten per te zgjedhur dhe per t'u zgjedhur ne organet drejtuese, te drejten per te marre pjese ne shperdarjen e fitimeve te Shoqerise, sikunder te drejtat e parashikuara nga ky Statut, dhe dispozitave ligjore te Ligjit per Shoqerite.

10.3. The Shareholder 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.

10.4. The rights and obligations resulting from the ownership of the Quota are transferred to any new owners of such Quota.

10.5. The Company obligations are guaranteed through its capital, and the Shareholder can only be held liable within the limit of the Quota value they hold. The Shareholder have no liability in excess of their investment in capital of the Company (except for guarantees and loans they make).

10.6. The Company cannot be held liable for debts or other personal obligations of its Shareholder/s.

10.3. Ortakut do t'i jepen, pas kerkeses 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.

10.4. Te drejtat dhe detyrimet qe rezultojne nga zoterimi i Kuotes/tave, transferohen tek cdo zoterues i ri per keto Kuota.

10.5. Detyrimet e Shoqerise jane te garantuara nga kapitali i saj, dhe Ortaku mban pergjegjesi brenda limitit te vleres se Kuotes qe zoteron. Ortaku nuk mban pergjegjesi mbi vleren e investimit te tij ne kapitalin e Shoqerise (perveq garancive dhe huave qe ata leshojne).

10.6. Shoqeria nuk mban pergjegjesi per borxhe ose detyrime te tjera te Ortakeve te tij.

CHAPTER IV

Assembly of Shareholders

KREU IV

Asambleja e Ortakeve

Article 11. Powers

Neni 11. Kompetencat

11.1. The Shareholder is the decision-making body of the Company which adopts decisions upon its activity and upon its economic and commercial policy. The powers of the Sole Shareholder are those foreseen in the Company Law and in this Statute, as follows:

11.1. Ortaku eshte organi vendim marres i Shoqerise i cili merr vendimet mbi aktivitetin dhe politikat e saj ekonomike dhe tregtare. Kompetencat e Ortakut te Vetem jane ato te percaktuara ne Ligjin per Shoqerite Tregtare si dhe ne kete Statut, si me poshte:

(i) approval of the Company's strategy, Business Plan, financial plans and the budget, and any investment project having a value exceeding EUR 50,000 ;

(i) miratimin e strategjise se Shoqerise, Planit te Biznesit, planeve financiare dhe te buxhetit si dhe cdo projekt investim me vlere qe i tejkalon EUR 50,000;

(ii) distribution, or not, of the profits;

(ii) shperndarja ose jo e fitimeve te Shoqerise;

(iii) suspension of the Company's operation and/or termination, dissolution or liquidation of the Company;

(iii) pezullimin e aktivitetit te Shoqerise, si dhe perfundimin, shperndarjen ose likuidimin e Shoqerise;

(iv) amendments to the Statute of the Company;

(iv) ndryshimet ne Statutin e Shoqerise;

(v) change in the legal form of the Company;

(v) ndryshimin e formes ligjore te Shoqerise;

محمد بن عبد الله
رئيس مجلس

مجلس الإدارة

(vi) approval of the petition for liquidation or bankruptcy;

(vii) establishment of subsidiaries and participations in other companies;

(viii) quota separation or quota annulment;

(ix) internal and organizational structure of the Company;

(x) merger with any other Company, or split or division of the Company;

(xi) increase and/or decrease of the Capital of the Company;

(xii) Election and dismissal of the administrators, independent auditors and liquidators and approval of their remuneration/compensation;

(xiii) monitoring and supervision of the performance of the Administrator/s in the implementation of the Company's business policies, the annual statement of accounts and performance reports;

(xiv) approval of the annual statements of accounts and performance reports;

(xv) representation of the Company in court and in other proceedings against the Administrators; and

(xvi) approval of any financial commitment, issuance of debt/loans, or sale of Company's fixed assets, which exceed the value of EUR 50,000;

(xvii) approval of matters submitted by the Administrator/ as per article 15.4 of the Statute;

(xviii) other issues foreseen in the Statute or law.

(vi) miratimin e kerkeses per likuidim ose falimentim;

(vii) hapjen e shoqerive te kontrolluara ose pjesemarrjen ne kapitalin e shoqerive te tjera;

(viii) pjesetimin e kuotave ose anulimin e tyre;

(ix) miratimin e struktures se brendshme te organizimit te Shoqerise;

(x) shkrirjen me shoqeri te tjera, ndarjen ose fraksionimin e Shoqerise;

(xi) znadhimin ose zvogelimin e kapitalit;

(xii) zgjedhjen si dhe shkarikimin e administratorëve, eksperteve kontabel te pavarur dhe likuidatoreve, si dhe percaktimin e shperblimit te tyre;

(xiii) monitorimin dhe mbiqerijen e performances se administratorëve ne zbatimin e politikave tregtare te Shoqerise, ne lidhje me pasqyrat financiare vjetore te Shoqerise si dhe te raportit te performances;

(xiv) miratimin e pasqyrave financiare vjetore dhe raportin e performances;

(xv) perfaqesimin e Shoqerise ne gjykata dhe ne procedura te tjera kundra administratorëve;

(xvi) miratimin e cdo angazhimi financiar, borxhi/kredie apo shifteje se asetëve, te cilat tejkalojne vleren prej EUR 50,000;

(xvii) miratimin e ceshjeve te cilat i paraqiten nga administratorët ne zbatim te nenit 15.4 te Statutit;

(xviii) ceshije te tjera te parashikuara ne Statut apo ligj;

Article 12. Convocation

Neni 12. Mbledhja

12.1 The Shareholders shall be convened at least once a year.

12.1. Ortaket duhet te mbledhet te pakten 1 here ne vit.

12.2. The Shareholders shall be convened any time that, on the basis of the annual or interim accounts, there is a risk that the Company's assets will not cover its liabilities within the next 3 months.

12.2. Ortaket thirren nese, sipas bilancit vjetor apo raporteve te ndermjetme financiare rezultojn ose ekziston rreziku qe aktivitetet e Shoqerise nuk i mbulojne detyrimet e kerkueshme brenda 3 muajve ne vazhdim.

12.3. The Shareholders shall be convened any time there is a proposal to sell or otherwise dispose of the assets of the Company having a value that exceeds 5% of the Company's total assets, as indicated in the latest audited financial statements. The Sole Shareholder shall decide on the basis of a certified auditor's report submitted to him, unless the

12.3. Ortaket thirriten kur Shoqeria propozon te shese apo te disponoje ne menyre tjeter aktive, asetete te cilat kane nje vlere me te larte se 5% e te gjithë asetëve te Shoqerise, sic rezultojne ne pasqyrat e fundit financiare te certifikuara. Ortaiku i Vetem do te vendose mbi bazen e raportit te ekspertit kontabel te

تصاوه اجماع صدرت ك
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acquisition is made in a stock exchange or form part of the ordinary business of the Company

autorizuar, qe do t'i paraqitet, pervec rasit kur kjo blejje behet ne burse ose ben pjese ne veprimtarine e zakonshme tregtare te Shoqerise.

12.4. The Shareholder will be convened when the Company, within the first 2 years after its registration, intends to purchase assets which belong to the Shareholder and which value exceeds 5% of the Company's assets, as shown in its latest audited financial statements.

12.4. Ortaku thirret kur Shoqeria, brenda 2 viteve te para pas regjistrimit te saj propozon te blejje nga ortaku pasuri, qe kane vlere me te larte se 5% e aseteteve te Shoqerise, sic rezultojne ne pasqyrat e fundit financiare te certifikuara.

12.5. In the circumstances set out in section 12.3. and 12.4. above the Shareholders shall receive a report from an a certified auditor's report submitted to him, unless the acquisition is made in a stock exchange or form part of the ordinary business of the Company.

12.5. Ne rastet e parashikuara ne pikat e mesiperme 12.3 dhe 12.4, Ortakeve i paraqitet nje raport nga nje ekspert kontabel i autorizuar, i pavarur, pervec rasit kur kjo blejje behet ne burse ose ben pjese ne veprimtarine e zakonshme tregtare te Shoqerise.

12.6. In the circumstances set out in sections 12.3. to 12.4. above, the Sole Shareholder may pass an advisory resolution approving or condemning the conduct of the Administrators.

12.6. Ne rastet e parashikuara ne pikat e mesiperme 12.3 dhe 12.4 Ortaku i Vetem mund te miratoje nje rezolute keshilluese, duke miratuar apo bere verejtje per veprimtarine e Administratoreve.

Article 13. Method of Convening

Neni 13. Menyra e Thirrjes

13.1. The Shareholder may decide on the relevant matters falling under its competences, through convocations in a meeting or by way of written consultations.

13.1. Ortaku thirret te vendose per ceshjtjet e shtruara perpara tij nepermjet thirrjes se mbledhjeve ose nepermjet konsultave me shkrim.

13.2. The Shareholders can be convened by one of the Administrators, or at their initiative.

13.2. Ortaket mund te mbliidhen nga nje prej Administratoreve ose me iniciativen e tij.

13.3. The Shareholders meetings shall take place at the registered legal seat of the Company or at the premises of the Company's branch, or at any other city, province, or country that the Shareholder may agree. The selected location, date and time to hold such meeting as well as the related agenda shall be notified to the Shareholder by means of registered mail or electronic mail at least 7 days prior to the meeting, together with all the necessary documents relevant to the items of the agenda of the meeting. Where the Sole Shareholder has not been convened in conformity with this paragraph, the Sole Shareholder may adopt decisions only if all the Sole Shareholder agrees.

13.3. Ortaket mbliidhen ne seline e Shoqerise, ose ne ambientet e deges se Shoqerise apo ne cdo qytet, province apo shtet tjefer, sic bihet dakord nga Ortaku. Vendi i zgjedhur, data dhe ora e ketyre takimeve si dhe rendi i dites perkates i mbledhjeve i njoftohet Ortakut me poste te regjistruar te pakten 7 dite para mbledhjes, se bashku me dokumentat e nevojshme te lidhura me ceshjtjet e rendit te dites. Ne rast se Ortaku i Vetem nuk eshte mbledhur/thirrur ne perputhje me kerkesat e ketij paragrafi, kjo e fundit mund te marre vendime te vlefshme vetem ne rast se Ortaku i Vetem eshte dakort.

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13.4. The Shareholder has the right to be represented by another person in compliance with article 85 of the Company Law

13.4. Ortaku gezon te drejten te perfaqesohet nga nje person tjetër ne perputhje me nenin 85 te Ligjit te Shoqerive.

13.5. The Shareholder has the right to vote according to the value of its Quota in the capital.

13.5. Ortaku ka te drejten te votoje ne perputhje me vleren e Kuotes se zotëruar prej tij ne kapital.

13.6. The following resolutions require a quorum of more than ½ of the share capital of the Company to be present in the meeting and shall be approved by the vote of the shareholders owning at least 75 % of the share capital which is present in the meeting:

13.6. Vendimet e meposhtme do te merren me nje kuorum prej me shume se ½ e kapitalit te Shoqerise qe duhet te jete i pranishem ne mbledhje dhe do te miratohen me voten ne favor nga ortaket qe zotërojne te pakten 75% te kapitalit te Shoqerise, i pranishem ne mbledhje:

- resolution regarding the non-distribution of dividends and/or any other destination of the Company's profits;
- amendment of the Articles of Association;
- liquidation or re-organisation of the Company;
- increase or decrease of the Company's capital;

- vendimet ne lidhje me mos shperdarjen e fitimeve apo/dhe me destinacionin e ndrshem te fitimeve te Shoqerise;

- amendment of the Articles of Association;

- ndryshimi i Statutit;

- liquidation or re-organisation of the Company;

- likuidim ose riorganizimin e Shoqerise;

- increase or decrease of the Company's capital;

- zmadhimi dhe zvogelimi i kapitalit te Shoqerise;

Any other resolution requires a quorum of more than 30% of the share capital of the Company to be present in the meeting, and the approval vote of 51% of the share capital which is present in the meeting.

Çdo vendim tjetër do te merret me nje kuorum prej me shume se 30% te kapitalit te Shoqerise qe duhet te jete i pranishem ne mbledhje dhe do te miratohen me voten ne favor nga ortaket qe zotërojne 51% te kapitalit te Shoqerise, i pranishem ne mbledhje.

13.7. The Shareholder shall be notified on the content of the meeting's agenda.

13.7. Ortaku do te njoftohen per permbajtjen e axhendes se mbledhjes.

13.8. The Administrator/s shall keep the minutes of each meeting in compliance with article 90 of the Company Law and shall register the resolutions in the Register of the Resolutions.

13.8. Administratori/ret duhet te mbajne procesverbalet e cdo mbledhjeje te ne perputhje me kerkesat e nenit 90 te Ligjit per Shoqerite dhe do te regjistrojne te gjitha vendimet e marra ne Regjistrin e Vendimeve.

Article 14. Exclusion of Voting Rights

Neni 14. Perjashimi nga e drejta e votes

14.1. A Shareholder is not allowed to vote in relation to the below times:

14.1. Nje Ortak perjashtohet nga e drejta e votes ne rastin kur eshte duke vendosur mbi:

Evaluation of the performance of such Shareholder;
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تقييم الأداء

- vleresimin e veprimtarise se ketij Ortaku.

- cancelation of the obligations of such Shareholder;
- the Company initiating a claim against such Shareholder;
- granting of benefits to such Shareholder.
- shuarjen e ndonje detyrimi ne ngarkim te tij.
- ngritjen e nje padie kunder tij, nga Shoqeria.
- dhenien ose jo te perfitimeve te reja.

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

14.2. Kur ky Ortak eshte i perfaqesuar nga nje perfaqesues i autorizuar, i autorizuari vleresohet te jete ne te njejtin konflikt interesi sikunder Ortaku te cilin perfaqeson.

CHAPTER V

KREUV

The Administrator/s

Administratori/ref

Article 15. The Administrator/s and their powers

Neni 15. Administratori/ref dhe kompetencat

15.1. The Company may be managed by one or more Administrator/s, as may be decided by the Sole Shareholder. The Administrator/s can be of any nationality and are not required to be Albanian residents.

15.1. Shoqeria mund te administrohet nga nje ose me shume Administrator/re, sipas vendimit te Ortakut te Vetem. Administratori/ref mund te jete i çdo kombesie dhe nuk eshte e nevojshme te jete rezident ne Shqiperi.

15.2. At the moment and for the purpose of the adoption of this act, the Company is managed by 1 (one) administrator appointed for a renewable period of 5 (five) years, as follows:

15.2. Ne momentin dhe per qellimin e miratimit te ketij statuti, Shoqeria administrohet nga 1 (nje) administrator, te emeruar per nje periudhe te rinovueshme 5 (pese) vjecare, si me poshte:

• **Mr. HAMADA AHMED MOHAMED ZAKY** Egyptian citizen, son of Ahmed Zaky, born on 30.11.1991, in IRQ and resident in Zall- Mner I Ri, Rruga Nationale Kamez, Ndertesa 2, Kamez, Tirane holder of Passport no: A33356505, with release date 07.03.2023; who is appointed for a period of 5 (five) years from the date of establishment of the Company, as specified in this document

• **Z. HAMADA AHMED MOHAMED ZAKY, shtetas Egjiptian**, i biri i Ahmed, lindur ne 30.11.1991, ne IRQ, banues ne Zall- Mner I Ri, Rruga Nationale Kamez, Ndertesa 2, Kamez, Tirane. mbajtes i dokumentit Pashaporte Nr. A33356505, me date leshimi 07.03.2023 i cili emerohet per nje periudhe prej 5 (pese) vjetesh nga data e themelimit te Shoqerise, te percaktuar ne kete dokument

Any subsequent changes in the Administrators' appointment shall not constitute an amendment to this Articles of Association.

Çdo ndryshim i mepaseshem ne lidhje me emerimin e Administratorit/reve nuk do te konsiderohet si nje ndryshim Statuti.

15.3. The powers to be exercised separately by each administrator, if applicable, shall be indicated in the decision of the Sole Shareholder appointing the Administrator/s, or any other subsequent decision of the Sole Shareholder. All the remaining powers shall

15.3. Kompetencat e qe do te ushtrohen vecmas nga secili prej Administratorëve, nese ky eshte rasti, do te percaktohen ne vendimin e Ortakut te Vetem qe emerou Administratorin, ose ne vendime te tjera te mepaseshme. te gjitha kompetencat e tjera do te ushtrohen

be exercised jointly by
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 (تتمتع جميعاً)
 (تتمتع جميعاً)

Administrators may issue a joint and unanimous decision in which they delegate certain powers, falling within their joint powers, to one Administrator, by making in this way a practical internal separation of duties among them.

bashkerisht nga Administratoret. Administratoret mund te marrin nje vendim unanimit per bashket ne te cilin ato i delegojne disa nga kompetencat e perbashketa, tek njeri nga Administratoret, duke bere je ndarje praktike te brendshme te detyrave midis tyre.

15.4 In case of a decision making deadlock situation among Administrators in relation to administration matters falling within the joint powers, the matter shall be forwarded to the Sole Shareholder which shall decide on the matter. The decision making deadlock shall be considered to exist in case the required majority or quorum for a related decision has not been reached for 3 meetings in a row. After the 3rd unsuccessful meeting each Administrator may convene the Sole Shareholder to decide on the matter remained unresolved.

15.4. Ne rastin e nje situuate bllokimi te vendimarrjes midis Administratoreve, per ceshtjet e administrimit qe jane kompetence e perbashket, ateherë ceshja do t'i kaloje per vendimarrje Ortakut te Vetem i cili do te vendose per ceshtjen ne fjale. Nje situuate e bllokimit te vendimarrjes se perbashket do te ekzistojë sa here shumica apo kuorumi i kerkuar per nje ceshtje te caktuar nuk arrihet per 3 here radhazi midis Administratoreve. Pas heres se trete, cdo Administrator mund te therrase Ortakun e Vetem per te vendosur mbi ceshtjen e mbetur pezull.

15.5. 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 Shareholder/s is deemed a legitimate reason for dismissal, in compliance with the applicable laws.

15.5. Menjehere pas pranimit te emerimit te tyre, Administratori(et) njohin ne se mardhenia e tyre me Shoqerine ndertohet mbi baza mirebesimi; lidhur me kete vendimi per heqjen e tyre nepermjet nje rezolute te Ortakut/keve gjykohet si arsye e ligshme per shkarkimin e tyre, ne perputhje me ligjet perkatese.

15.6. The Shareholders have the right to dismiss the Administrator at any time.

15.6. Ortaket kane te drejte te shkarkojne Administratoret ne cdo moment.

15.7. If 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 Administrator may attend any meeting and/or notify its decision by teleconference, email (to the other administrators and to the representative of the Sole Shareholder) or correspondence (including signing the draft of the any resolution/decision).

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 present ne Shqiperi ose ne ambientet e Shoqerise. Administratori mund te marre pjese ne cdo mbledhje me ane te mejteve te telekonferences dhe/ose te njoftoje vendimin e tij nepermjet mjeteve te telekonferences, emailit (drejtuar administratoreve te tjere si dhe perfaqesuesit te Ortakut te Vetem) apo korrespondences (perfishire firmosjen e draftit te vendimit).

تصديق من قبل المسجلين

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Article 16. The Powers and Duties of the Administrator/s

Neni 16. Kompetencat dhe detyrimet e Administratorit/reve

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

16.1. Kompetencat e Administratorit ne kuader te perfaqesimit te Shoqerise perفشijne midis te tjerave:

(i) Request/convoke the meeting of the Shareholders, in cases envisaged by Article 13;

(i) kerkesa/thirrjea e mbledhjes se Ortakeve, ne rastet e specifikuar ne nenin 13;

(ii) Manage the day to day Company's business by implementing the policies and plans defined by the Sole Shareholder;

(ii) menaxhimin e aktivitetit te perditshem tregtar te Shoqerise nepermjet implementimit te politikave dhe planeve te percaktuara nga Asambleja e Pergjithshme;

(iii) Represent the Company towards third parties;

(iii) perfaqesimin e Shoqerise me palet e treta;

(iv) Ensure that the necessary accountability books and documents are properly maintained;

(iv) kujdesin per mbajtjen ne menyre te pershtatshme te dokumentave dhe librave kontabel te Shoqerise;

(v) Provide for and sign the annual statement of accounts and consolidated accounts and the performance report, together with the proposals to the Sole Shareholder for the distribution of profits;

(v) pergatitjen dhe firmosjen e bilancit vjetor, bilancit te konsoliduar dhe raportit te ecurise se veprimtarise se bashku me propozimet per shpermdarjen e fitimeve qe i paraqiten per miratim tek Ortaku i Vetem;

(vi) Filing and depositing the Company's data to the National Business Centre where applicable;

(vi) kryejne regjistrimet dhe dergojne te dhenat e Shoqerise prane Qendres Kombetare e Biznesit, kur eshte e nevojshme;

(vii) Report to the Sole Shareholder with respect to the implementation of business policies and to the realization of transactions of particular importance for Company performance;

(vii) raportimin perpara Ortakut te Vetem, lidhur me zbatimin e politikave tregtare dhe me realizimin e veprimeve te posacme me rendesi te vecante per veprimtarine e Shoqerise;

(viii) represent the Company as shareholder in other companies.

(viii) perfaqesimin e Shoqerise si ortake ne shoqeri te tjera.

(ix) Perform other duties set by law or the Sole Shareholder from time to time.

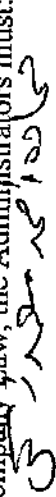
(viii) kryerjen e detyrave te tjera te caktuara ne ligj dhe nga Ortaku.

Article 17. The Fiduciary Duties and Liability

Neni 17. Detyrimi i besnikerise dhe pergjegjesia

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

17.1. Pervec 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) 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 special regard the environmental impact of its operations;

(i) te kryejne detyrat e tyre e 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) Exercise powers granted by the law or by these Articles of Association only for the purposes established therein;

(ii) te ushtrojne kompetencat qe u rrijhen me ligj ose nga ky statut, vetem per arritjen e qellimeve te percaktuara ne keto dispozita;

(iii) Give adequate consideration to matters to be decided;

(iii) te vleresojne me pergjegjesi ceshtjet per te cilat merret vendim;

(iv) Avoid actual and potential conflicts between their own personal interests and those of the Company;

(iv) te parandaloje dhe menjanoje rastet e konfliktit, prezent apo te mundshem, te interesave personale me ato te Shoqerise;

(v) Exercise reasonable care and skills in the performance of their functions.

(v) te ushtrojne detyrat e tyre me profesionalizem dhe kujdesin e nevojshem

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.

17.2. Administratoret pergjigjen kundrejt shoqerise per cdo veprim apo mosveprim, me perjashtim te rasteve kur, ne baze te hetimit dhe vleresimit te informacioneve perkatese, veprim apo mosveprim eshte kryer ne mirebesim.

17.3. In case of violation of duties and the standard of diligence referred to in section 17.1. and section 17.2, an Administrator has to compensate the Company for any damage which occurred due to the violation. He/she shall also pass over to the Company any personal profits made in violation of his duties. He/she 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.

17.3. 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 rrjedhin nga kryerja e shkeljes, si dhe t'i kaloje Shoqerise cdo fitim personal qe ka realizuar gjate kryerjes se ketyre veprimeve te parregullta. Ai ka barren e proves per te vertetuar se kryen detyrat e tij ne rregull dhe sipas standarteve. Kur shkelja eshte kryer nga me shume se nje Administrator ata pergjigjen ndaj Shoqerise ne menyre solidare.

17.4. In particular, the Administrator is obliged to compensate the Company for damages, resulting from carrying out following actions in breach of the Company Law:

17.4. Ne vecanti, Administratori eshte i detyruar te demshperbleje Shoqerine, per demet, neqofese ne kundersthum me Ligjin per Shoqerite kryen veprimet e meposhtme:

(i) redistribution the contributions to the Shareholders;

(i) i kthen Ortakeve kontributet;

(ii) payment interests or dividends to the Shareholders;

(ii) i paguan Ortakeve interesa apo dividente;

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محمد منیر الحیالی

(iii) distribution of the Company's assets;

(iv) allowing the Company to continue carrying on business when it should be foreseen that it will not be able to pay its debts;

(v) granting of loans.

(iii) i shpërndan asetet Shoqërise;

(iv) lejon qe Shoqëria te vazhdoje aktivitein e saj, kur duhet ta kishte parashikuar qe kjo e fundit nuk do te kishte aftesi paguese per te shlyer detyrimet e saj;

(v) jep hua.

CHAPTER VI

Company Financial Administration

KREU VI

Administrimi Financiar i Shoqërise

Article 18. Certified public accountant

Neni 18. Eksperti Kontabel i Autorizuar

18.1. The Sole Shareholder shall appoint a certified public accountant (auditor) to provide the related services to the Company.

18.1. Ortaku cakton ekspertin kontabel te autorizuar (auditues) per te dhene sherbimet e tij kudrejt Shoqërise.

18.2. The auditors shall carry out the auditing functions in accordance with Albanian law.

18.2. Ekspertet duhet te kryejne funksionet audituese ne perputhje me legjislaçionin shqiptar.

CHAPTER VII

Company Activity

KREU VII

Aktiviteti Shoqërise

Article 19. Financial Year

Neni 19. Viti ekonomik-financiar

19.1. The 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's foundation.

19.1. Viti ekonomik-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 datën e themelimit te Shoqërise.

Article 20. Bookkeeping

Neni 20. Mbajtja e Llogarive

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

20.1. Shoqëria do te mbaje llogarite ne leke dhe ne monedhe te huaj.

Article 21. Profit Computation and Distribution

Neni 21. Llogaritja dhe Shpërndarja e Fitimit

21.1. The Company's Profit is established on the basis of the financial statements approved by the Sole Shareholder. Any change in the destination of profits will be determined by the Sole Shareholder

21.1. Fitimi i Shoqërise percaktohet ne baze te pasqyrave financiare te aprovuar nga Ortaku i Vetem. Cdo ndryshim ne destinacionin e fitimit do te caktohet nga Ortaku i Vetem ne

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in accordance with these Articles of Association and the applicable laws.

perputhje me Statutin dhe me ligjet e zbatueshme.

21.2. 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:

21.2. Ne baze te Ligjit per Shoqerite, Shoqeria mund te shpermdaje fitimin tek Ortaket vetem nese pas kesaj shpermdarje:

(i) the Company's assets will fully cover its liabilities, and

(i) asetet e Shoqerise mbulojne teresisht detyrimet e kesaj te fundit;

(ii) the Company will have sufficient liquid assets to make payments of its liabilities as they fall due in the next twelve months.

(ii) Shoqeria ka aktive likuide te mjaftueshme per te shlyer detyrimet qe behen te kerkueshme brenda 12 muajve te ardhshem;

21.3. The Administrators shall issue a 'solvency certificate', which explicitly confirms that the proposed distribution meets the valuation as of section 21.2. above. Where the accounts of the Company indicate that the proposed distribution cannot meet the valuation of section 21.2. above, the Administrators may not issue the solvency certificate.

21.3. Administratorret leshojne nje certifikate te aftesise paguese, e cila konfirmon shprehimisht se shpermdarja e propozuar e dividendeve permbush kerkesat e pikes 21.2 me siper. Ndersa kur gjendja e Shoqerise tregon se shpermdarja e propozuar e dividendeve nuk i permbush kerkesat sipas 21.2, Administratorret nuk mund ta leshojne kete certifikate.

21.4. The Administrators are responsible to the Company for the correctness of the solvency certificate.

21.4. Administratorret pergjigjen ndaj shoqerise per vertetesine e certifikates se aftesise paguese.

CHAPTER VIII

KREU VIII

Modification of the Legal Form and Dissolution

Modifikimi i Formes Ligjore dhe Prishia

Article 22. Modification of the Legal Form

Neni 22. Modifikimi i Formes Ligjore

22.1. The legal form of the Company can be modified upon a decision of the Sole Shareholder in accordance with the respective provisions of the Albanian Law.

22.1. Forma ligjore e Shoqerise mund te ndryshoje me vendim te Ortakut te Vetem ne perputhje me dispozitat respektive ne Legjislacionin Shqiptar.

22.2. The Company shall fulfil all the related registration procedures legally required in Albania for the purpose.

22.2. Shoqeria do te permbushe te gjitha procedurat ligjore te regjistrimit te nevojshme ne Shqiperi per kete qellim.

Article 23. Company Dissolution

Neni 23. Prishia e Shoqerise

23.1. The Company can be dissolved under the following circumstances:

23.1. Shoqeria mund te prishet ne rrethanat e meposhtme:

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(i) as result of the expiration of the period for which it was established;

(ii) by decision of the Sole Shareholder;

(iii) by opening of an insolvency procedure;

(iv) If it has not carried out any business activities for two years and has not notified its inactive status in accordance with paragraph 3 of Art. 43 of Law No. 9723 'On the National Centre for Registration';

(v) by court decision;

(vi) for other reasons to be provided for by the Shareholder 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 for registration in accordance with Art. 45 of Law No. 9723 on the National Centre for Registration.

CHAPTER IX Miscellaneous

Article 24. Withdrawal of a Shareholder

24.1. 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 25. Other

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

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(i) si pasoje e perfundimit te kohezgjatjes per te cifiin ishte themeluar;

(ii) me vendim te Ortakut te Vetem;

(iii) me hapjen e nje procedure falimentimi;

(iv) nese nuk ka kryer veprimtari tregtare per 2 vjet dhe nuk eshte njoftuar pezullimi i 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 Ortaku 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 te 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 njoftimin vendimin kesaj te fundit per regjistrim.

KREU IX Te ndryshme

Neni 24. Largimi i Ortakut

24.1. 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 25. Te tjera

25.1. Çdo ceshije tjetër, e cila nuk është permendur në këtë statut, do të rregullohet nga dispozitat e Ligjit për Shoqëritë.

Signature
of the Founder/Shareholder
GOLDEN FISH EGYPT SHPK

Represented by:

AMARA ZAKY
Mr. Amara Zaky

MOHAMMED EL GAMMAL
محمد الجمال

Nenshkrimi i Ortakeve te Shoqerise
GOLDEN FISH EGYPT SHPK

Perfaqesuar nga:

AHMED GHONIM
Z. Ahmed Ghonim