

REPUBLIC OF ALBANIA
NOTARIES CHAMBER OF TIRANA

No 371 Rep

No 166 Col

AGREEMENT
FOR THE TRANSFER OF SOME SHARES OF THE ISSUED CAPITAL
OF THE COMPANY
"INTERCHANGE BALKANS" SHPK.

Today, in Tirana on the 23rd April 2004 (two thousand and four, in my presence, the Notary Public of Tirana Notaries Chamber, appeared personally:

SELLER: Mr. Kenneth William Hodgson, born in Romford, Essex, England, 27, on 03.12.1955, resident in Kingmaker way Northampton, England NN4 8QL, holder of passport no. 018655125 in full capacity to act and understand, representing the company "Interchange Group Limited" a limited liability company, with official seat in Interchange Park, Newport Pagnell, Bucks, England MK 16 9ps, registered with the Commercial Register of the United Kingdom with registration certificate no. 2013410 (hereinafter referred to as **Interchange**)

And

BUYER: Mr. Albert Balla, born in Tirana, on 1963, resident in Rr. "Gani Domi", P. 4, shk. 3 ap. 4, Tirana Albania, holder of passport no. Z.0321746, in full capacity understand and act, sole shareholder and administrator of Antel Shpk., a limited liability company, registered with the Albania Commercial Register by Tirana District Court decision no. 24603. (hereinafter referred to as **Antel**)

WHEREAS:

- a) **Interchange**, sole shareholder of the company "Interchange Balkans" Shpk., a limited liability company registered with the Albanian Commercial Register by Tirana District Court decision no. 28930 date 27.01.2003, with a registered capital composed by 100 shares with a value of 1000 (one thousand) lek each, as results by the company documents and the referred Tirana District Court decision;
- b) **Interchange** is willing to sell 40 shares, owned in this company, which represent 40% of its registered capital;
- c) **Antel** is willing to purchase 40 shares, which represent 40% of the registered capital of the company **Interchange Balkans Shpk**;
- d) The shares are transferred in exchange of the movable and immovable properties of **Antel**, listed in annex A attached to the present agreement.

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The parties agree as follows:

Object of the Agreement.

- 1.1 Subject of the provisions of this Agreement enforcing the parties as a law, Interchange agrees to transfer and Antel agrees to purchase 40% of the shares of issued capital of the "Interchange Balkans" Shpk, owned by Interchange.
- 1.2 **Interchange**, owner of 100% of the shares of issued capital of the company the "Interchange Balkans" Shpk. transfers to the ownership of **Antel** 40% (forty per cent) of the shares of issued capital in exchange of the movable and immovable property of Antel, contained in Annex A, attached to the present agreement.
- 1.3 **Antel**, declares that accepts the above-mentioned transfer of 40% of the shares of issued capital of the "Interchange Balkans" Shpk in its ownership.

2. Price of purchase.

- 2.1 The transfer of shares, as specified here above, shall be done in exchange of the movable property listed in Annex A and one immovable property registered with Real Estate Register of Lushnja with no. 205 dated 09.09.2003, vol 12 pg. 123, identified as property 4.104+1-2 cadastral zone 3578, total surface 20.4 m2, located in Çerma, Lushnja, attached to the present agreement. **Antel** has no claim on the value and shall forthwith deliver to **Interchange**.

3. Warranties

- 3.1 Interchange warrants and declares that the shares of issued capital, subject to this Agreement, are free of any lien, pledge or interest of any kind of any third person.
- 3.2 Antel declares that it has full knowledge, accepts all provisions of the "Interchange Balkans" Shpk Bylaws, and grants the respects correctly those provisions.
- 3.3 **Antel** warrants and declares that the movable and immovable property listed in Annex A belongs to it and is free of any mortgage, charge, lien pledge or interest of any kind of any third party

4. Miscellaneous

- 4.1 Following the completion of the transfer of shares subject of this Agreement, Antel becomes holder of 40% of the registered capital of "Interchange Balkans" Shpk;
- 4.2 The company "Interchange Balkans" Shpk., and its administrator shall perform all the necessary acts, deeds and documents for completion of the said transfers and registration of these changes with the Albanian Commercial Register and other Albanian public authorities. At the moment of the execution of the present agreement, Interchange loses any right of ownership on the shares and of any other right deriving by the ownership on said shares, being so Antel the only lawful owner of the 40 transferred shares.

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5. Legal basis

- 5.1 This Agreement shall be governed by and construed in accordance with the Civil Code of the Republic of Albania and the Law. No. 7638, as of 19.12.1992 "On Commercial Companies".
- 5.2 This Agreement is drawn up in 5 (five) original copies, in Albanian and English language, with identical value each, one of them shall be deposited to the notary public, the second to the Commercial Registrar of Tirana District Court, and one copy for each party, and one copies to be deposited at the Real Estate Office.

In my capacity of the Notary Public, after the parties in the presence of the translator Oltina Dishnica, declared that the text of the present agreement is in accordance with their will, do legalize their signatures according to the Law.

SHAREHOLDERS

"Interchange Group Limited"
Kenneth William Hodgson

KENNETH WILLIAM HODGSON

K. Hodgson

NOTARY PUBLIC

Halim Islami

Halim Islami

"Antel" Shpk.
Albert Balla

Albert Balla

TRANSLATOR

Oltina Dishnica

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ANNEX A Antel's List (Revised) --ANEKSI A

No		The value/vlera
1.	Switch Premises (Cerma) / Njesi sherbimi Cerme Apartament I regjistruar ne Zyren e Regjistrimit te pasurive te paluajthshme Lushnje me nr. 205 date 19.09.2003, pasuria 4.104+1-2 zona kadastrale 3578 me siperfaqe 20.4 m2 e ndodhur ne Cerme, Lushnje. Apartment registered with Real Estate Registration Office of Lushnja with no. 205 dated 19.09.2003, cadastral zone 3578, with total surface 20.4 m2.	13500 USD
2.	Telephone Post Premises for client services / centrali elektrik	7000 USD
3.	Tower/kulle	5800 USD
4.	Switch (Part Payment)-njesi sherbimi	15000 USD
5.	Wireless Radio Link/lidhje radio	12000 USD
6.	3 Battery charges/3 ushqyes	3000 USD
7.	14 12 Volt Batteries/ 14 12 volt bateri	1750 USD
8.	3 Desktop computers, 1 portable, 1 Dot Matrix Printer + Accessories/ 3 Kompjuter/ 1 kompjuter Lap Top/, 1 Printer Dot Matrix dhe aksesore	4000 USD
9.	3 Power stabilization equipment/ 3 pajisje fuqie	900 USD
10.	Subscriber local loop Wiring (cables, accessories)	4000 USD
11.	Safe Deposit Box/deposite sigurie	1800 USD
12.	Rack, Operations/Administration Furniture/pajisje zyre	2000 USD
13.	Rural Telephony License/license e telefonise rurale	3000 USD
Total		73,750 USD

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Palet bien dakort per sa me poshte vijon:

1. Objekti i Kontrates

1.1 Sipas kushteve te parashikuara ne kete Kontrate, **Interchange** bie dakord te transferoje tek **Antel** dhe kjo e fundit bie dakort te behet titullar i dyzet kuotave qe perfaqesojne 40% te pjeseve te kapitalit themeltar te shoqerise "Interchange Balkans" Shpk, te zoteruara nga **Interchange**;

1.2 Interchange, zoterues i 100% te pjeseve te kapitalit te shoqerise "Interchange Balkans" Shpk i transferon Antel 40 kuota qe perfaqesojne 40% te pjeseve te kapitalit te Shoqerise "Interchange Balkans" Shpk ne kembim te pasurive te luajtshme dhe te paluajtshme, te permbajtura ne aneksin A, bashkengjitur kesaj kontrate;

1.3 Antel, deklarlon dhe pranon te fitoje pronesine e ketyre pjeseve te kapitalit te shoqerise "Interchange Balkans" Shpk

2. Cmini

2.1 Pjeset e kapitalit i transferohen Antel ne kembim te pasurive te luajtshme te permbajtura ne aneksin A, bashkengjitur kesaj kontrate, dhe nje pasurie te paluajtshme te regjistruar ne regjistrin hipotekor prane Zyres se Pasurive te Paluajtshme Lushnje me nr. 205 date 19.09.2003, vol 12 faqe 123, pasuria 4.104+1-2 zona kadastrale 3578 me siperfaqe 20.4 m2 e ndodhur ne Çerme, Lushnje ne pronesi te shoqerise Antel shpk. Antel deklarlon se nuk ka asnje pretendim lidhur me vleren e pasurive qe kembehen.

3. Garantite

3.1 Interchange garaton se pjeset e kapitalit qe i transferon Antel jane te lira nga çdo barre apo pretendim tjetër ligjor i te treteve mbi to.

3.2 Antel i garanton Interchange se pranon dispozitat e parashikuara ne statutin e shoqerise "Interchange Balkans" Shpk dhe garanton respektimin e plote te tyre.

4. Te ndryshme

4.1 Pas transferimit te pjeseve te kapitalit tek Antel, kjo shoqeri fiton zoterimin e dyzet kuotave, qe perfaqesojne 40% te pjeseve te kapitalit te shoqerise "Interchange Balkans" Shpk.

4.2 Shoqeria "Interchange Balkans" Shpk dhe administratori i saj do te kryejne te gjitha veprimet e nevojshme per regjistrimin ne Regjistrin Tregtar shqiptar te kesaj kontrate per transferimin e pjeseve te kapitalit. Me nenshkrimin e kesaj kontrate Interchanget humbet te drejten per ndarje dividendi, te drejten e votes dhe çdo te drejte tjetër qe rrjedh nga zoterimi i 40 pjeseve te kapitalit Shoqerise "Interchange Balkans" Shpk, qe transferohen dhe Antel behet titullar i vetem i ligjshem i dyzete kuotave te kapitalit te Shoqerise.

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5. Baza Ligjore

5.1 Kjo kontrate do te interpretohet dhe zbatohet ne perputhje me dispozitat e Kodit Civil te Republikes se Shqiperise dhe te ligjit nr. 7638 date 19.12.1992 "Per shoqerite tregetare"

5.2 Kjo kontrate hartohet ne 5 (pese) kopje, ne gjuhen shqipe dhe angleze, me vlere te njejte secila, nje kopje per zyren e regjistrimit te shoqerive tregtare, nje kopje per tu depozituar tek noteri nje kopje per secilen nga palet, dhe nje kopje per ZRPP.

Kjo kontrate pasi u lexua, prej meje Noterit, ne pranine e perkthyeses Oltina Dishnica, u gjet ne perputhje me vullnetin e lire e te plote te paleve, u nenshkrua rregullisht prej tyre ne pranine time dhe une Noteri e vertetoj kete sipas ligjit.

PALET

Per:
"Interchange Group Limited"
Kenneth William Hodgson

Kenneth William Hodgson

K Hodgson

Per:
"Antel" Shpk.
Albert Balla

Albert Balla

NOTERI

Halim Islami

Halim Islami

PERKTHYES

Oltina Dishnica

Oltina Dishnica

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