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

FOUNDATION ACT

AND

ARTICLES OF ASSOCIATION

Of

"PROIECT OPTIM CONTRACT" SHPK

TIRANA / ALBANIA

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

AKTI I THEMELIMIT

DHE

STATUTI

I

"PROIECT OPTIM CONTRACT" SHPK

TIRANE / SHQIPERI

FOUNDATION ACT
AND
ARTICLES OF ASSOCIATION
of
"PROIECT OPTIM CONTRACT" Shpk.

CHAPTER I

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

Article 1. Date of Establishment and Name

1.1. As of today 03.02.2025, the limited liability company "PROIECT OPTIM CONTRACT" 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.

1.2. The shareholder of the Company (the "**Shareholder**") enjoys limited liability up to the limit of its respective contribution to the capital represented by quota/s (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:

- the words "Shoqeri me pergjegjesi te kufizuar" or "Sh.p.k.";

- its unique identification number (NIPT);

- its registered seat;

- the fact that the Company is under liquidation, if applicable;
- the registered share capital of the Company; and

- the registered and paid capital of the Company.

Article 2. Legal Form of Company

AKTI I THEMELIMIT
DHE
STATUTI
i
"PROIECT OPTIM CONTRACT" Shpk

KAPITULLI I

Emri, Forma, Selia, Kohezgjatja

Neni 1. Data e Themelimit dhe Emri

1.1. Sot me date 03.02.2025 themelohet nga ortaku themelues, sipas legjislacionit shqiptar, shoqeria me pergjegjesi te kufizuar "PROIECT OPTIM CONTRACT" Shpk (ne vijim "**Shoqeria**"), e ndjekur ne menyre te pandashme nga shkurtimi "Shpk".

1.2. Ortaku i Shoqerise ("**Ortaku**") gezon pergjegjesi te kufizuar deri ne limitin e kontributit perkates ne kapitalin e shoqerise te perfaqesuar ne kuote/a.

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 shoqerohet nga :

-fjalet "Shoqeri me Pergjegjesi te Kufizuar" ose "shpk".

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

- adresa e regjistruar;

- pasqyrimi i faktit qe shoqeria eshte ne procedura likuidimi, nese aplikohet.
- kapitalin e regjistruar dhe te paguar te Shoqerise.

Neni 2. Forma Ligjore

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

2.1. Shoqeria eshte nje person juridik shqiptar, dhe ka formen ligjore te nje shoqerie me pergjegjesi te kufizuar ("shoqeri me pergjegjesi te kufizuar"), ne pajtim me ligjin nr.9901, date 14.04.2008 "Per Tregtaret dhe Shoqerite Tregtare" ("Ligji i shoqerive").

Article 3. Company Headquarters

3.1. At the moment when this act is signed, the legal seat of the Company is at: *Bulevardi "Gjergj Fishta" Pallati E 88, Hyrja 2, Kati 2, Zyra 6, Njesia Bashkiake nr. 7. Tirane- Shqiperi.*

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

Neni 3. Selia

3.1. Ne momentin e nenshkrimit te ketij akti, selia e Shoqerise ndodhet ne adresen: *Bulevardi "Gjergj Fishta" Pallati E 88, Hyrja 2, Kati 2, Zyra 6, Njesia Bashkiake nr. 7. Tirane- Shqiperi..*

3.2 Shoqeria ka te drejte te ndryshoje seline e saj ne nje adrese dhe/ose ne nje qytet tjeter te Shqiperise. Shoqeria mund te hape dege te saj ose zyra perfaqesimi kudo brenda ose jashte territorit te Republikes se Shqiperise.

Article 4. Company Duration

4.1. The duration of the Company is Indefinite.

Neni 4. Kohezgjatja

4.1. Kohezgjatja e shoqerise eshte e pacaktuar.

CHAPTER II

Article 5. Company's Object

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

- Project Engineer, implementer, architectural design service, supervision for public and private buildings or any type of infrastructure. Import-export, furniture production, and goods for hotel and apartment furnishings.

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.

KAPITULLI II

Neni 5. Objekti i Shoqerise

5.1 Objekti i veprimtarise se Shoqerise eshte sime poshte:

- Inxhinier Projektues, zbatues, sherbim dizanj arkitektural supervizim per ndertesa publike dhe private apo cdo lloj infrastrukture. Import eksport prodhim mobilje dhe mallra per arredim hotelerie apartamente.

5.2. Perveç kesaj ne perputhje me legjislacionin shqiptar, Shoqeria mund te kryeje çdo aktivitet qe lidhet direkt ose indirekt, qe eshte rezultat ose lidhet me objektivin e mesiperm.

Article 6. Modification

Neni 6. Ndryshime

6.1. The Company reserves the right to modify its scope of activity at any time as provided by this Articles of Association.	**6.1.** Shoqeria ka te drejte te ndryshoje objektin e veprimtarise se saj ne çdo kohe siç parashikohet ne kete Statut.
<u>CHAPTER III</u> **<u>Capital and Shares</u>**	**<u>KAPITULLI III</u>** **<u>Kapitali Themeltar; Quotat e Kapitalit Themeltar</u>**
Article 7. <u>Capital</u>	**Neni 7. <u>Kapitali Themeltar</u>**
7.1. The capital of the Company is ALL 10.000 held entirely in 1 (one) quota (the "**Quota**")	**7.1.** Kapitali i Shoqerise eshte 10.000 Leke i zoteruar teresisht ne 1 (nje) kuote (me tej "**Kuota**")
Article 8. <u>Shareholder and the Quota</u>	**Neni 8. <u>Ortaku dhe Kuota</u>**
8.1. As of the date of its foundation, the Company has only one Shareholder acting as the Sole Shareholder subscribing and owning the entire Quota of the Company, as follows:	**8.1.** Ne daten e themelimit Shoqeria ka vetem nje Ortak i cili vepron ne cilesin e Ortakut te Vetem dhe eshte nenshkrues dhe zoterues i te gjithe Kuotes se Shoqerise, si me poshte :
• **ELENA DRĂGOI Rumanian citizen,** doughter of Valerie, born on 03.08.1977 in Bucharest, Romania, resident in Str. Maior Vasile Bacila 27; BL 31A; SC 1, Bucharest Romania , holder of Passport no: 062026219, with release date 17.06.2022: holder of **1 (one) quota** having a nominal value of ALL 10.000 and representing 100 % of the Company's registered capital;	• **ELENA DRĂGOI, shtetas Rumun,** e bija e Valerie, lindur ne 03.08.1977, ne Bukuresht, Rumani,banues ne Str. Maior Vasile Bacila 27; BL 31A; SC 1, Bukuresht Rumani, mbajtes i dokumentit Pashaporte Nr. 062026219, me date leshimi 17.06.2022, zoteruese e 1 (nje) kuote me vlere nominale 10.000 Leke, e cila perfaqeson 100% te kapitalit te regjistruar te Shoqerise.
Article 9. <u>Decreasing or Increasing of the Capital</u>	**Neni 9. <u>Zvogelimi ose Zmadhimi i Kapitalit Themeltar</u>**
9.1. The capital can be increased or decreased according to the decisions made by the Sole Shareholder in accordance with Chapter IV herein and the compulsory requirements of the Company Law.	**9.1.** Kapitali mund te zmadhohet ose zvogelohet me vendim te Ortakut te Vetem ne perputhje me Kapitullin IV te ketij Statuti, dhe kerkesave te detyrueshme te Ligjit per Shoqerite.
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.	**9.2.** 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. The capital increase may take place by issuing new shares or increasing the par value of the existing	**9.3.** Rritja e kapitalit do te behet me leshimin e kuota te reja apo me rritjen e vleres se kuotave

shares. The shares shall be subscribed and their par value shall be fully paid in.	ekzistuese. Pjeset e reja te kapitalit themeltar do te nenshkruhen dhe vlera e tyre do te paguhet plotesisht.
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.	**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.
Article 10. Rights and Obligations of the Shareholder	**Neni 10. Te drejtat dhe detyrimet e Ortakut**
10.1. The shareholder of the Company shall be considered only the person owning the quota of the Company.	**10.1.** Ortak eshte vetem personi i cili zoteron kuote ne Shoqeri.
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.	**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 shperndarjen 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.	**10.3.** 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. The rights and obligations resulting from the ownership of the Quota are transferred to any new owners of such Quota.	**10.4.** Te drejtat dhe detyrimet qe rezultojne nga zoterimi i Kuotes/tave, transferohen tek çdo zoterues i ri per keto Kuota.
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).	**10.5.** 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 (perveç garancive dhe huave qe ata leshojne).
10.6. The Company cannot be held liable for debts or other personal obligations of its Shareholder/s.	**10.6.** Shoqeria nuk mban pergjegjesi per borxhe ose detyrime te tjera te Ortakeve te tij.

CHAPTER IV

The Sole Shareholder

Article 11. Powers

11.1. The Sole 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:

(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 ;
(ii) distribution, or not, of the profits;
(iii) suspension of the Company's operation and/or termination, dissolution or liquidation of the Company;
(iv) amendments to the Statute of the Company;
(v) change in the legal form of the Company;
(vi) approval of the petition for liquidation or bankruptcy;
(vii) establishment of subsidiaries and partecipations 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;

KREU IV

Ortaku i Vetem

Neni 11. Kompetencat

11.1. Ortaku i Vetem 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) miratimin e strategjise se Shoqerise, Planit te Biznesit, planeve financiare dhe te buxhetit si dhe cdo projekt investim me vlere qe i tajkalon EUR 50,000;
(ii) shperndarja ose jo e fitimeve te Shoqerise;
(iii) pezullimin e aktivitetit te Shoqerise, si dhe perfundimin, shperndarjen ose likujdimin e Shoqerise;
(iv) ndryshimet ne Statutin e Shoqerise;
(v) ndryshimin e formes ligjore te Shoqerise;
(vi) miratimin e kerkeses per likujdim 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) zmadhimin ose zvogelimin e kapitalit;
(xii) zgjedhjen si dhe shkarkimin e administratoreve, eksperteve kontabel te pavarur dhe likuidatoreve, si dhe percaktimin e shperblimit te tyre;
(xiii) monitorimin dhe mbikeqyrjen e performances se administratoreve ne zbatimin e politikave tregtare te Shoqerise, ne lidhje me pasqyrat financiare vjetore te Shoqerise si dhe te raportit te performances;

(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.

(xiv) miratimin e pasqyrave financiare vjetore dhe raportin e performances;
(xv) perfaqesimin e Shoqerise ne gjykata dhe ne procedura te tjera kundra administratoreve;
(xvi) miratimin e cdo angazhimi financiar, borxhi/kredie apo shitjeje se aseteve, te cilat tejkalojne vleren prej EUR 50,000;
(xvii) miratimin e ceshtjeve te cilat i paraqiten nga administratoret ne zbatim te nenit 15.4 te Statutit;
(xviii) ceshtje te tjera te parashikuara ne Statut apo ligj;

Article 12. <u>Convocation</u>

Neni 12. <u>Mbledhja</u>

12.1 The Sole Shareholder shall be convened at least once a year.

12.1. Ortaku i Vetem duhet te mblidhet te pakten 1 here ne vit.

12.2. The Sole Shareholder 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. Ortaku i Vetem thirret nese, sipas bilancit vjetor apo raporteve te ndermjetme financiare rezulton ose ekziston rreziku qe aktivitetet e Shoqerise nuk i mbulojne detyrimet e kerkueshme brenda 3 muajve ne vazhdim.

12.3. The Sole Shareholder 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 acquisition is made in a stock exchange or form part of the ordinary business of the Company

12.3. Ortaku i Vetem thirret kur Shoqeria propozon te shese apo te disponoje ne menyre tjeter aktive, asete te cilat kane nje vlere me te larte se 5% e te gjithe aseteve te Shoqerise, sic rezultojne ne pasqyrat e fundit financiare te certifikuara. Ortaku i Vetem do te vendose mbi bazen e raportit te ekspertit kontabel te autorizuar, qe do t'i paraqitet, pervec rastit kur kjo blerje behet ne burse ose ben pjese ne veprimtarine e zakonshme tregtare te Shoqerise.

12.4. The Sole 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 i Vetem thirret kur Shoqeria, brenda 2 viteve te para pas rregjistrimit te saj propozon te bleje nga ortaku pasuri, qe kane vlere me te larte se 5% e aseteve 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 Sole Shareholder shall decide on the basis of 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, Ortakut te Vetem i paraqitet nje raport nga nje ekspert kontabel i autorizuar, i pavarur, pervec rastit kur kjo blerje 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. <u>Method of Convening</u>	**Neni 13. <u>Menyra e Thirrjes</u>**
13.1. The Sole 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 i Vetem thirret te vendose per ceshtjet e shtruara perpara tij nepermjet thirrjes se mbledhjeve ose nepermjet konsultave me shkrim.
13.2. The Sole Shareholder can be convoked by one of the Administrators, or by its own initiative.	**13.2.** Ortaku i Vetem mund te mblidhet nga nje prej Administratoreve ose me iniciativen e tij.
13.3. The Sole Shareholder's 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.** Ortaku i Vetem mblidhet ne seline e Shoqerise, ose ne ambientet e deges se Shoqerise apo ne cdo qytet, province apo shtet tjeter, siç 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 ceshtjet 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.
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 tjeter 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 zoteruar 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 zoterojne 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;	- vendimet ne lidhje me mos shperndarjen e fitimeve apo/dhe me destinacionin e ndrshem te fitimeve te Shoqerise;

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- amendment of the Articles of Association;

- liquidation or re-organisation of the Company;

- increase or decrease of the Company's capital;

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.

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

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.

Article 14. <u>Exclusion of Voting Rights</u>

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

- evaluation of the performance of such Shareholder;

- cancelation of the obligations of such Shareholder;

- the Company initiating a claim against such Shareholder;

- granting of benefits to such Shareholder.

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

CHAPTER V

The Administrator/s

- ndryshimi i Statutit;

- likujdim ose riorganizmin e Shoqerise;

- zmadhimi dhe zvogelimi i kapitalit te Shoqerise;

Çdo vendim tjeter 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 zoterojne 51% te kapitalit te Shoqerise, i pranishem ne mbledhje.

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

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.

Neni 14. <u>Perjashtimi nga e drejta e votes</u>

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

- vleresimin e veprimtarise se ketij Ortaku.

- 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. 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.

KREU V

Administratori/ret

Article 15. <u>The Administrator/s and their powers</u>	**Neni 15. <u>Administratori/ret dhe kompetencat</u>**
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/ret 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:
• **Mrs. Ardita Agovi** Albanian citizen, doughter of Flamur, born on 20.06.1979 in Tirana, Albania, resident in, Rruga "Bako Dervishaj", Ndertesa 7 Ap. 9 Njesia Administrative Nr. 2, Tiranë – Shqiperi holder of Id card no: 037038406, Personal Number H95620138Q with release date 12.03.2021, which is appointed for a period of 5 (five) years, starting from the date of the establishment of the Company, as specified in this document.	• **Zj. Ardita Agovi**, shtetas Shqiptar, e bija e Flamur, lindur në Tirane, më 20.06.1979, banues në Rruga "Bako Dervishaj", Ndertesa 7 Ap. 9 Njesia Administrative Nr. 2, Tiranë – Shqiperi, mbajtës i dokumentit Karte Identiteti me Nr. 037038406, Nr.personal H95620138Q, me date leshimi dt. 12.03.2021, e cila emërohet per nje periudhë 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 be exercised jointly by the Administrators. The 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.	**15.3.** Kompetencat e qe do te ushtrohen vecmas nga secili prej Administratoreve, nese ky eshte rasti, do te percaktohen ne vendimin e Ortakut te Vetem qe emeron Administratorin, ose ne vendime te tjera te mepaseshme. te gjitha kompetecnat e tjera do te ushtrohen bashkerisht nga Administratoret. Administratoret mund te marrin nje vendim unanim te perbashket 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	**15.4.** Ne rastin e nje situate bllokimi te vendimarrjes midis Administratoreve, per ceshtjet e administrimit qe jane kompetence e perbashket, atehere cesthja do t'i kaloje per vendimarrje Ortakut te Vetem i cili do te vendose per ceshtjen ne fjale. Nje situate e bllokimit te vendimarrjes se perbashket do te ekzistoje sa here shumica apo kuorumi i

the 3rd unsuccessful meeting each Administrator may convene the Sole Shareholder to decide on the matter remained unresolved.	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 ligjshme per shkarkimin e tyre, ne perputhje me ligjet perkatese.
15.6. The Sole Shareholder/s may terminate, at any time, the appointment of the Administrators.	**15.6.** Ortaku i Vetem ka te drejte te shkarkoje Adminsitratoret 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 mejeteve 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 (perfshire firmosjen e draftit te vendimit).
Article 16. <u>The Powers and Duties of the Administrator/s</u>	**Neni 16. <u>Kompetencat dhe detyrimet e Administratorit/reve</u>**
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 perfshijne midis te tjerave:
(i) Request/convoke the meeting of the Sole Shareholder, in cases envisaged by Article 13;	**(i)** kerkesa/thirrjea e mbledhjes se Ortakut te Vetem, ne rastet e specifikuara 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 accountancy 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 shperndarjen 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. <u>The Fiduciary Duties and Liability</u>	**Neni 17. <u>Detyrimi i besnikerise dhe pergjegjesia</u>**
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.** Perveç 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, whith 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 njihen 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 for carrying out following actions in breach of the Company Law:	**17.4.** Ne vecanti, Administratori eshte i detyruar te demshperbleje Shoqerine, per demet, neqoftese ne kundershtim 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;
(iii) distribution of the Company's assets;	**(iii)** i shperndan asetet Shoqerise;
(iv) allowing the Company to continue carrying on business when it should be foreseen that it will not be able to pay its debts;	**(iv)** lejon qe Shoqeria 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) granting of loans.	**(v)** jep hua.

CHAPTER VI
Company Financial Administration

KREU VI
Administrimi Financiar i Shoqerise

Article 18. <u>Certified public accountant</u>

18.1. The Sole Shareholder shall appoint a certified public accountant (auditor) to provide the related services to the Company.
18.2. The auditors shall carry out the auditing functions in accordance with Albanian law.

CHAPTER VII
Company Activity

Article 19. <u>Financial Year</u>

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.

Article 20. <u>Bookkeeping</u>

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

Article 21. <u>Profit Computation and Distribution</u>

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

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:

(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 twelve months.

Neni 18. <u>Eksperti Kontabel i Autorizuar</u>

18.1. Ortaku cakton ekspertin kontabel te autorizuar (auditues) per te dhene sherbimet e tij kudrejt Shqoqerise.
18.2. Ekspertet duhet te kryejne funksionet audituese ne perputhje me legjislacionin shqiptar.

KREU VII
Aktiviteti Shoqerise

Neni 19. <u>Viti ekonomiko-financiar</u>

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

Neni 20. <u>Mbajtja e Llogarive</u>

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

Neni 21. <u>Llogaritja dhe Shprendarja e Fitimit</u>

21.1. Fitimi i Shoqerise 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 perputhje me Statutin dhe me ligjet e zbatueshme.

21.2. 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 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.

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

CHAPTER VIII
Modification of the Legal Form and Dissolution

Article 22. Modification of the Legal Form

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.

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

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 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;

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

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

KREU VIII
Modifikimi i Formes Ligjore dhe Prishja

Neni 22. Modifikimi i Formes Ligjore

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

Neni 23. Prishja e Shoqerise

23.1. Shoqeria mund te prishet ne rrethanat e meposhtme:

(i) si pasoje e perfundimit te kohezgjatjes per te cilin 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) 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.

Signature
of the Founder/Shareholder
PROIECT OPTIM CONTRACT SHPK

Represented by:

Mrs. ELENA DRAGOI

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

Nenshkrimi i Ortakut te Vetem
PROIECT OPTIM CONTRACT SHPK

Perfaqesuar nga:

Zj. ______________