

**ARTICLES OF ASSOCIATION AND BYLAWS OF THE COMPANY  
TeleDoc Albania SHPK**



**ARTICLES OF ASSOCIATION AND BYLAWS OF THE COMPANY  
TeleDoc Albania SHPK**

*Today on 12.02.2019, we the undersigned:*

- *Mr. Christian Brandstetter, Austrian citizen, born on 19.07.1963, in Linz, holder of the passport with no. P4254379*

*and*

- *TeleDoc Global S.r.l. a company duly incorporated and organized as per the laws of Romania, with tax identification number: 40312060, with legal seat at the address: Bdul Mircea Voda 34, BLOC M1, apm. 6, 030668, Bucharest, Romania, represented by its legal representative Mr. Christian Brandstetter holder of the passport no. P4254379*

*In the quality of shareholders, with free and full will, hereby establish a limited liability company pursuant to the provisions of the Albanian legislation and this legal instrument.*

**Article 1**

**Denomination**

The company is denominated TeleDoc Albania Shpk (hereinafter referred to as the "**Company**").

**Article 2**

**Legal form**

TeleDoc Albania Shpk, is a limited liability company, organized and operating in accordance with the Albanian legislation and in particular with the provisions of the law no. 9901, dated 14.04.2008 "On Entrepreneurs and Commercial Companies" as amended and in compliance with this document.

**Article 3**

**Registered Office**

3.1 The registered office of the Company shall be at the address:

Njesia Bashkiake nr. 5, Rruga: "Nikolla Tupe", Ndertesa nr. 3, Kati i 3-te, Tirana, Albania.

**ARTICLES OF ASSOCIATION AND BYLAWS OF THE COMPANY**  
**TeleDoc Albania SHPK**

- 3.2 The Company through its Administrator may establish and/or close subsidiaries, branches, agencies and/or representation offices, either within or out of the territory of the Republic of Albania.

**Article 4**

**Duration**

- 4.1 The Company shall perform its activity for an unlimited period, starting from the date of its registration with the Albanian Commercial Register.
- 4.2 Dissolution and winding up of the Company shall be defined upon resolution of the General Meeting of Shareholders, according to the provisions of the present document and the legislation in force.

**Article 5**

**Object of activity**

- 5.1 The Company shall have the following object and scope of activity:
- Providing medical advice via video and telephone discussion with the clients;
  - Running call centers;
  - Provide medical learning via internet;
  - Providing medical and other health supporting articles by selling them via different sales channels.
- 5.2 In general, the Company may conduct all useful or necessary activities permitted by the law, in order to pursue its object of activity.

**Article 6**

**Share capital**

- 6.1 The share capital of the Company is 10.000 ALL.
- 6.2 The subscribed share capital of the Company is composed of 2 shares, in accordance to article 7 below.

**Article 7**

**Shareholders**

The shareholders of the Company are:

**ARTICLES OF ASSOCIATION AND BYLAWS OF THE COMPANY**  
**TeleDoc Albania SHPK**

- **TeleDoc Global S.r.l.** a company duly incorporated and organized as per the laws of Romania, with tax identification number: 40312060 with legal seat at the address: Bdul Mircea Voda 34, postal code 30668, Bucharest, Romania, owner of 1 (*one*) share corresponding to 70% (*seventy percent*) of the share capital in the amount of 7.000 ALL (*seven thousand*).
- **Mr. Christian Brandstetter**, Austrian citizen, born on 19.7.1963, in Linz, holder of the passport no. P4254379, owner of 1 (*one*) share corresponding to 30% (*thirty percent*) of the share capital in the amount of 3.000 ALL (*three thousand*).

**Article 8**

**Increase and decrease of share capital**

- 8.1 The share capital may be increased at any time, in one or more tranches, in accordance with the legislation in force and upon resolution of the General Meeting of Shareholders as provided for in this document.
- 8.2 In case of increase of the capital, all shareholders have the right to subscribe the increase in proportion to the shares they hold in the share capital of the Company. If any of the shareholders waives from his right to subscription, the unsubscribed part of capital may be subscribed by the remaining shareholder/s in proportion to shares they hold in the Company's share capital.
- 8.3 The Company may decrease the share capital, upon resolution of the General Meeting of Shareholders. In any case, the share capital cannot be decreased under the limit as provided by the law.
- 8.4 The decrease of the Company's share capital shall affect all shareholders in proportion to shares they hold in the Company's share capital.

**Article 9**

**Transfer of shares**

- 9.1 The General Meeting of Shareholders may decide for the transfer of the shares through sale, donation or any other means provided by the legislation in force, at any time.
- 9.2 The shares are freely transferred: (*i*) between the shareholders and their spouses and/or children, (*ii*) between shareholders and subsidiaries of shareholders or holding companies of shareholders, (*iii*) between shareholders.
- 9.3 For each form of transfer of shares (including transfer without compensation) to persons/entities other than those determined in point 9.2 above, the existing shareholders of the Company have the pre-emption right over the shares projected to be transferred in accordance to the rules determined in the following provisions.

**ARTICLES OF ASSOCIATION AND BYLAWS OF THE COMPANY**  
**TeleDoc Albania SHPK**

- 9.4 The shareholder, who intends to sell or transfer its share, must notify the Administrator in writing ("**Notice**") at the Company's legal seat address. The Notice must contain the personal data of the offeror shareholder of the share and its potential beneficiary, the share to be transferred, the terms of the transfer, including the price and payment methods.
- 9.5 The Administrator within 7 (*seven*) days of receipt of the transfer Notice will notify the Company's shareholder/s regarding the transfer in question.
- 9.6 The shareholder/s to whom the Notice is addressed as above, should exercise the pre-emption right over the share to which the Notice refers, by sending to the offeror shareholder and the Administrator within 30 (*thirty*) days of receipt of the Notice, the declaration of exercising the pre-emption right.
- 9.7 In case the other shareholder/s and the offeror shareholder do not agree with the price of the share proposed by the latter to be transferred, or with the market value in the case of the transfer of the share without a compensation, they will appoint an expert to determine the price according to market value, whose decision will be final. Upon notification of the share price determined by the expert, the shareholders within 15 (*fifteen*) days should notify the Administrator and the offeror shareholder regarding their interest to purchase the share at the price determined by the expert.
- 9.8 In case the shareholder/s do not intend to purchase the share offered under the terms and conditions described in this document or if none of the shareholders notifies within 30 (*thirty*) days, the offeror shareholder will be free to transfer the share to the buyer specified in the Notice sent to other shareholder/s. The transfer shall be deemed to have been approved in silence if no notification is made for exercising the pre-emption right within 30 (*thirty*) days to the offeror shareholder, or when no agreement has been reached within 60 (*sixty*) days from the notification date of the transfer in question by the offeror shareholder.
- 9.9 The right of pre-emption must be exercised for all the share offered.

**Article 10**

**General Meeting of Shareholders**

- 10.1 The highest decision-making body of the Company is the General Meeting of Shareholders. The General Meeting of Shareholders represents all the shareholders and its resolutions, taken pursuant to the legislation in force and this document, are binding for all shareholders.
- 10.2 The General Meeting of Shareholders is responsible *inter alia* for resolutions regarding the following:
- i. setting of the business policies of the Company;
  - ii. amendment of the bylaws;

**ARTICLES OF ASSOCIATION AND BYLAWS OF THE COMPANY**  
**TeleDoc Albania SHPK**

- iii. amendment of the object of activity of the Company;
- iv. appointment and removal of administrators, accountants and liquidators and their remuneration;
- v. increase and/or decrease of capital;
- vi. transfer of shares;
- vii. distribution of dividends;
- viii. re-organization and/or dissolution of the Company; and
- ix. any other matter set forth by applicable legislation and this document.

**Article 11**

**Participation in the General Meeting of Shareholders, quorum and resolutions**

- 11.1 Each shareholder is entitled to attend the General Meeting of Shareholders and vote in proportion to its shareholding in the share capital of the Company.
- 11.2 Each shareholder is entitled to be represented by any other person in virtue of a written proxy, who may be not necessarily a shareholder. In any case, the proxy may be given for one General Meeting of Shareholders only, valid for its first and second call with the same agenda.
- 11.3 The General Meeting of Shareholders shall be convened at least once a year, within 6 (*six*) months from the closing of the financial year, in order to approve the financial statements, the report of the Administrator/s and the report of the certified accountant (if appointed). In addition, the General Meeting of Shareholders shall be convened each time this is required by the applicable law or the Company's statutory acts and each time as such meeting is necessary to protect the interests of the Company.
- 11.4 The General Meeting of Shareholders is convened by the Administrator/s or by the latter/s in case of written request by the shareholder/s holding at least 5% (*five per cent*) of the share capital. The General Meeting of Shareholders should be convened through registered mail or electronic mail with evidence of receipt sent to shareholders - at the domicile communicated to the Company - and to the certified accountant (if appointed), at least 7 (*seven*) calendar days before the meeting. The notice must contain information on the type of the General Meeting of Shareholders, the agenda to be discussed, venue, time and day of the first and second call.
- 11.5 The General Meeting of Shareholders may be held in a location other than the registered office, within the Republic of Albania or abroad.
- 11.6 The General Meeting of Shareholders may be held also via audio or videoconference, provided that all participants are identified by the chairman and they are given the possibility to follow the discussion and actively participate in it. After the verification of

**ARTICLES OF ASSOCIATION AND BYLAWS OF THE COMPANY**  
**TeleDoc Albania SHPK**

these requirements which should be displayed in the minutes of the meeting, the General Meeting of Shareholders shall be considered as held in the place where both the chairman and the secretary of the meeting are present.

- 11.7 The General Meeting of Shareholders shall be deemed duly convened and established even though not all the formalities governing the call are observed, provided that the entire share capital is present and all shareholders present in the meeting agree to proceed with the meeting regardless of irregularities of the call.
- 11.8 The General Meeting of Shareholders' resolutions, requiring an ordinary majority, shall be considered validly convened if attended by the shareholders holding more than 51% (*fifty one percent*) of the share capital.
- 11.9 The resolutions of General Meeting of Shareholders, requiring a qualified majority (amendment of the bylaws; increase and/or decrease of capital; distribution of dividends; re-organization and/or dissolution of the Company), shall be considered validly convened if attended by the shareholders holding more than 51% (*fifty one percent*) of the share capital.
- 11.10 In each case, in absence of a quorum, no business shall be transacted at such meeting, and the General Meeting of Shareholders shall be delayed for an additional 7 (*seven*) calendar days; following which such General Meeting of Shareholders shall be reconvened at the same location and in the same manner as the initially scheduled General Meeting of Shareholders.
- 11.11 The General Meeting of Shareholders shall take valid resolutions on matters indicated under point 11.9 above, with 100% of votes of the participating shareholders. With respect to all other matters, and unless otherwise set out in the legislation in force or this document, the General Meeting of Shareholders shall take valid resolutions with the majority votes of the participating shareholders.
- 11.12 The General Meeting of Shareholders is chaired by the chairman appointed by the General Meeting of Shareholders. In the minutes of the meeting, the chairman of the meeting appoints a secretary in order to record the minutes.
- 11.13 The resolutions and minutes of the General Meeting of Shareholders are signed by all the participating shareholders.

**Article 12**

**Administration**

- 12.1 The Company shall be managed by one or more administrators. The first administrator of the Company is:
- **Mrs. Andreea Ion**, Romanian citizen, born on 06.08.1985, in Tirgu Neamt, holder of passport with no. 054129635.

**ARTICLES OF ASSOCIATION AND BYLAWS OF THE COMPANY**  
**TeleDoc Albania SHPK**

- 12.2 The Administrator/s shall be appointed by resolution of the General Meeting of Shareholders and may be dismissed at any time upon resolution of the same.
- 12.3 The Administrator/s will be natural persons, without any restriction regarding the nationality. The term of the mandate of the Administrators will be decided at the moment of the appointment, but in any case may not exceed 5 (*five*) years. Notwithstanding this limitation, the duration of the mandate may be renewed upon resolution of the General Meeting of Shareholders.

**Article 13**

**Powers of the Administrator/s**

- 13.1 The Administrator/s is responsible for the managing of the Company and represents the Company towards third parties, in accordance with the provisions of this document and the applicable legislation.
- 13.2 The competences and duties of the Administrator/s regarding the management and supervision of the activity of the Company shall include but will not be limited to the following:
- a) implementing the business policies of the Company and the resolutions of the General Meeting of Shareholders;
  - b) ensuring the compliance of the laws and accounting standards by the Company;
  - c) carrying out all actions regarding the management of the business activity of the Company;
  - d) ensuring regular maintenance of the financial and accounting documents of the Company;
  - e) representing the Company towards third parties as determined in the appointment act;
  - f) performing all mandatory registrations and publications regarding the Company as required under the legislation in force;
  - g) carrying out other duties as provided in the law and this document.
- 13.3 The Administrator/s may exercise all competences and actions, except for those, which by law and this document are reserved to the General Meeting of Shareholders or are restricted by this document or the applicable law.
- 13.4 The Administrator/s may delegate part of or all their powers to other persons.
- 13.5 The General Meeting of Shareholders defines, by appropriate resolution, the limits of competences, the scope of competence of each administrator and, if necessary, the procedures for their meetings.



**ARTICLES OF ASSOCIATION AND BYLAWS OF THE COMPANY**  
**TeleDoc Albania SHPK**

**Article 14**

**Certified Accountant**

If required by law or approved by the General Meeting of Shareholders, the control of the financial statements and accounting records of the Company shall be entrusted to one or more certified accounting experts.

**Article 15**

**Financial year and financial statements**

- 15.1 The financial year begins on the 1<sup>th</sup> day of the month of January and ends on the 31<sup>th</sup> day of the month of December of each year.
- 15.2 The first financial year begins on the date of registration of the Company with the Commercial Register and ends on the 31<sup>th</sup> day of the month of December 2019.
- 15.3 The annual financial statements, the inventory, the report of the Administrator/s and certified accountant, if there is one, are approved by the General Meeting of Shareholders pursuant to law no. 9901, dated 14.04.2008 "*On Entrepreneurs and Commercial Companies*" as amended.

**Article 16**

**Dissolution and liquidation of the Company**

- 16.1 The General Meeting of the Shareholders may dissolve the Company upon resolution taken pursuant to the valid quorum as determined in this document. The dissolution of the Company will be followed by the liquidation procedure.
- 16.2 The General Meeting of the Shareholders will appoint one or more liquidators, determining their powers in compliance with the laws in force.
- 16.3 The Company will continue to exist as legal entity for the purposes of the liquidation until the completion of the procedure. During the said procedure, the wording "*under liquidation*" should follow the denomination of the Company.

**Article 17**

**Applicable law and settlement of disputes**

- 17.1 The present document is based on the Albanian legislation and its interpretation, validity and implementation shall be construed and enforced in accordance with the Albanian legislation. The provisions of the law no. 9901, dated 14.04.2008 "*On Entrepreneurs and Commercial Companies*" as amended, shall apply for matters not regulated by this document.



**ARTICLES OF ASSOCIATION AND BYLAWS OF THE COMPANY**  
**TeleDoc Albania SHPK**

- 17.2 In case of disputes or controversies that arises out of or relates to the interpretation or execution of this document, Tirana District Court shall be competent to settle any claim or controversy.

*The present document is drawn up in 4 (four) copies in English language.*

**THE SHAREHOLDERS**

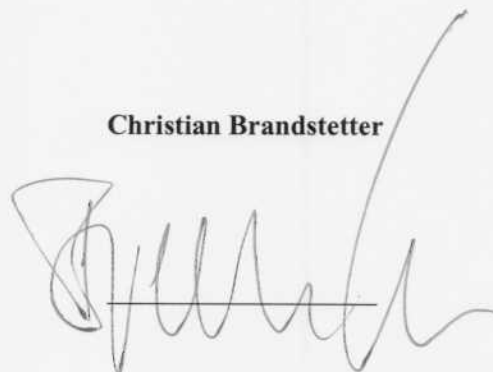
On behalf of **TeleDoc Global S.r.l.**

Christian Brandstetter



A handwritten signature in black ink, appearing to be 'C. Brandstetter', written over a horizontal line. To the right of the signature is a circular stamp with the text 'SOCIETATEA COMERCIALA TELEDOK GLOBAL S.R.L. BUCURESTI - ROMANIA'.

**Christian Brandstetter**



A handwritten signature in black ink, appearing to be 'C. Brandstetter', written over a horizontal line.

**AKTI I THEMELIMIT DHE STATUTI I SHOQERISE  
"TeleDoc Albania" SHPK.**

**AKTI I THEMELIMIT DHE STATUTI I SHOQERISE  
"TeleDoc Albania" SHPK.**

*Sot, me 12.02.2019, ne te nenshkruarit:*

- *z. Christian Brandstetter, shtetas austriak, lindur me 19.07.1963, ne Linz, mbajtes i pashaportes me nr. P4254379*

*dhe*

- *TeleDoc Global S.r.l., nje shoqeri e themeluar dhe organizuar ne perputhje me legjislacionin e Rumanise, me numer te regjistrimit tatimor: 40312060, me seli ne adresen: Bdul Mircea Voda 34, BLOC M1, apm. 6, 030668, Bukuresht, Rumani, perfaqesuar nga perfaqesuesi ligjor i saj z. Christian Brandstetter mbajtes i pashaportes me nr. P4254379*

*Ne cilesine e ortakeve, me vullnet te lire dhe te plote, themelojne nje shoqeri me pergjegjesi te kufizuar ne perputhje me dispozitat e legjislacionit te Republikes se Shqiperise dhe ketij instrumenti ligjor.*

**Neni 1**

**Emertimi**

Shoqeria emertohet TeleDoc Albania Shpk (ne vijim referuar si "**Shoqeria**").

**Neni 2**

**Forma juridike**

TeleDoc Albania Shpk, eshte nje shoqeri me pergjegjesi te kufizuar, e organizuar dhe qe ushtron veprimtari ne perputhje me legjislacionin shqiptar dhe ne veçanti me dispozitat e ligjit nr. 9901, date 14.04.2008 "*Per Tregtaret dhe Shoqerite Tregtare*", i ndryshuar dhe ne perputhje me kete akt.

**Neni 3**

**Selia**

3.1 Selia e Shoqerise do te jete ne adresen:

**AKTI I THEMELIMIT DHE STATUTI I SHOQERISE**  
**“TeleDoc Albania” SHPK.**

Njesia Bashkiake nr. 5, Rruga: "Nikolla Tupe", Ndertesa nr. 3, Kati i 3-te, Tirane, Shqiperi.

- 3.2 Shoqeria permes Administratorit te saj mund te hape dhe/ose mbylle filiale, dege, agjenci dhe/ose zyra perfaqesimi, brenda ose jashte territorit te Republikes se Shqiperise.

**Neni 4**

**Kohezgjatja**

- 4.1 Shoqeria do te ushtroje aktivitetin e saj per nje afat te pacaktuar, duke filluar nga data e regjistrimit te saj ne Regjistrin Tregtar shqiptar.
- 4.2 Prishja dhe likuidimi i Shoqerise do te percaktohen permes vendimit te Asamblese se Pergjithshme, ne perputhje me dispozitat e ketij akti dhe legjislacionit ne fuqi.

**Neni 5**

**Objekti i veprimtarise**

- 5.1 Objekti i veprimtarise se Shoqerise do te jete, si ne vijim:
- Ofrimi i konsulences mjekesore nepermjet bashkebesedimit me video dhe telefon me klientet;
  - Operimi i *call center*-ave;
  - Ofrimi i trajnimeve mjekesore permes internetit;
  - Ofrimi i artikujve mjekesore dhe artikujve te tjere te ndihmes shendetesore duke i shitur permes kanaleve te ndryshme te shitjes.
- 5.2 Ne pergjithesi, Shoqeria mund te kryeje te gjitha aktivitetet e dobishme ose te nevojshme te lejuara nga ligji, per realizimin e objektit te veprimtarise se Shoqerise.

**Neni 6**

**Kapitali themeltar**

- 6.1 Kapitali themeltar i Shoqerise eshte 10.000 Leke (*dhjetemije leke*).
- 6.2 Kapitali themeltari i nenshkruar i Shoqerise perbehet nga 2 kuota, ne perputhje me neni 7 vijues.

**Neni 7**

**Ortaket**

Ortaket e Shoqerise jane:

**AKTI I THEMELIMIT DHE STATUTI I SHOQERISE  
"TeleDoc Albania" SHPK.**

- **TeleDoc Global S.r.l.** nje shoqeri e themeluar dhe organizuar ne perputhje me legjislacionin e Rumanise, me numer identifikimi tatimor: 40312060, me seli ne adresen: Bdul Mircea Voda 34, kodi postar 30668, Bukuresht, Rumani, zoterues i 1 (nje) kuote qe perfaqeson 70% (shtatedhjete perqind) te kapitalit themeltar ne vleren 7.000 Leke (shtatemije leke) Leke.
- **z. Christian Brandstetter**, shtetas Austriak, lindur me 19.07.1963, ne Linz, mbajtes i pashaportes me nr. P4254379, zoterues i 1 (nje) kuote qe perfaqeson 30% (tridhjete perqind) te kapitalit themeltar ne vleren 3.000 Leke (tremije leke).

**Neni 8**

**Zmadhimi dhe zvogelimi i kapitalit themeltar**

- 8.1 Kapitali themeltar mund te zmadhohet ne çdo kohe, ne nje ose me shume keste, ne perputhje me legjislacionin ne fuqi, me vendim te Asamblese se Pergjithshme ashtu siç percaktohet ne kete akt.
- 8.2 Ne rastin e zmadhimit te kapitalit, te gjithë ortaket kane te drejte te nenshkruajne nje pjese te kapitalit te zmadhuar ne perpjestim me kuoten qe ata zoterojne ne kapitalin themeltar te Shoqerise. Ne rast se nje nga ortaket heq dore nga e drejta e tij per te nenshkruar kapitalin e zmadhuar, pjesa e panenshkruar e kapitalit mund te nenshkruhet nga ortaku tjetër/ortaket e tjere ne perpjesetim me kuotat qe ata zoterojne ne kapitalin themeltar te Shoqerise.
- 8.3 Shoqeria mund te zvogeloje kapitalin themeltar, me vendim te Asamblese se Pergjithshme. Ne çdo rast, kapitali themeltar nuk mund te zvogelohet nen minimumin e percaktuar ne legjislacion.
- 8.4 Zvogelimi i kapitalit themeltar te Shoqerise do te preke te gjithë ortaket ne perpjesetim me kuoten qe ata zoterojne ne kapitalin themeltar te Shoqerise.

**Neni 9**

**Transferimi i kuotave**

- 9.1 Asambleja e Pergjithshme mund te vendose ne çdo kohe per transferimin e kuotave permes shitjes, dhurimit apo ndonje menyre tjetër te parashikuar nga legjislacioni ne fuqi.
- 9.2 Kuotat jane lirisht te transferueshme: (i) midis ortakeve dhe bashkeshorteve dhe/ose femijeve te tyre, (ii) midis ortakeve dhe filialeve te ortakeve ose shoqerive kontrolluese te ortakeve, (iii) midis ortakeve.
- 9.3 Per çdo forme te transferimit te kuotave (duke perfshire edhe transferimin pa kundershperblim) tek persona/entitete te ndryshme nga ato qe jane percaktuar ne piken 9.2 me siper, ortaket ekzistues te Shoqerise gezojne te drejten e parablerjes mbi kuotat e projektuara per t'u transferuar, ne perputhje me rregullat e parashikuara ne dispozitat ne vijim.

**AKTI I THEMELIMIT DHE STATUTI I SHOQERISE  
"TeleDoc Albania" SHPK.**

- 9.4 Ortaku, qe ka per qellim te shese apo te transferoje kuoten e tij, duhet te njoftoje me shkrim ("Njoftimi") Administratorin ne adresen e selise se Shoqerise. Njoftimi duhet te permbaje te dhenat personale te ortakut qe ofron kuoten dhe te perfituesit te mundshem te saj, kuoten qe do te transferohet, kushtet e transferimit, duke perfshire çmimin dhe menytrat e pageses.
- 9.5 Administratori brenda 7 (*shtate*) ditesh nga marrja e Njoftimit per transferimin, do te njoftoje ortakun/et e Shoqerise ne lidhje me transferimin ne fjale.
- 9.6 Ortaket, te cileve iu drejtohet Njoftimi si me siper, duhet te ushtrojne te drejten e parablerjes mbi kuoten se ciles i referohet Njoftimi, duke i derguar ortakut ofrues dhe Administratorit brenda 30 (*tridhjete*) ditesh nga marrja e Njoftimit, deklaraten e ushtrimit te se drejtes se parablerjes.
- 9.7 Ne rast se ortaket e tjere dhe ortaku transferues nuk bien dakord me çmimin e kuotes se propozuar nga ky i fundit per tu transferuar, apo me vleren e tregut ne rastin e transferimit te kuotes pa kundershperblim, ata do te caktojne nje ekspert per te percaktuar çmimin sipas vleres se tregut, vendimi i te cilit do te jete perfundimtar. Pas njoftimit te çmimit te kuotes te percaktuar nga eksperti, ortaket brenda 15 (*pesembedhjete*) ditesh duhet te njoftojne Administratorin dhe ortakun transferues lidhur me interesimin e tyre per te blere kuoten me çmimin e percaktuar nga eksperti.
- 9.8 Nese asnje nga ortaket nuk ka per qellim te bleje kuoten e ofruar sipas menyrave dhe kushteve te pershkruara ne kete statut ose ne rast se askush prej ortakeve nuk njofton brenda 30 (*tridhjete*) diteve, ortaku transferues do te jete i lire t'ia transferoje kuoten blesit te percaktuar ne Njoftimin derguar ortakeve te tjere. Transferimi do te konsiderohet si i miratuar ne heshtje nese ortakut transferues nuk i paraqitet asnje njoftim per ushtrimin e se drejtes se parablerjes brenda 30 (*tridhjete*) ditesh, ose kur nuk eshte arritur asnje marreveshje brenda gjashtedhjete 60 (*gjashtedhjete*) diteve nga data e njoftimit te transferimit ne fjale nga ortaku transferues.
- 9.9 E drejta e parablerjes duhet te ushtrohet per te gjithë kuoten e ofruar.

**Neni 10**

**Asambleja e Pergjithshme**

- 10.1 Asambleja e Pergjithshme eshte organi me i larte vendimmarres i Shoqerise. Asambleja e Pergjithshme perfaqeson te gjithë ortaket dhe vendimet e saj, te marra ne perputhje me legjislacionin ne fuqi dhe kete akt, jane detyruese per te gjithë ortaket.
- 10.2 Asambleja e Pergjithshme eshte pergjegjese, nder te tjera, per vendimet qe lidhen me çeshtjet e meposhtme:
- i. percaktimin e politikave tregtare te Shoqerise;
  - ii. miratimin e ndryshimeve te statutit;
  - iii. miratimin e ndryshimit te objektit te veprimtarise se Shoqerise;

**AKTI I THEMELIMIT DHE STATUTI I SHOQERISE  
"TeleDoc Albania" SHPK.**

- iv. emerimin e shkarkimin e administratoreve, likuiduesve dhe eksperteve kontabel te miratuar si dhe percakton shperblimin e tyre;
- v. zmadhimin dhe/ose zvogelimin e kapitalit;
- vi. transferimin e kuotave;
- vii. shperndarjen e dividendit;
- viii. riorganizimin dhe/ose prishjen e Shoqerise; dhe
- ix. çeshtje te tjera te percaktuara nga ligji i zbatueshem dhe nga ky akt.

**Neni 11**

**Pjesemarrja ne Asamblene e Pergjithshme, kuorumi dhe vendimet**

- 11.1 Çdo ortak ka te drejte te marre pjese ne Asamblene e Pergjithshme dhe te votoje ne perpjesetim me kuoten qe zoteron ne kapitalin e Shoqerise.
- 11.2 Çdo ortak mund te perfaqesohet ne Asamblene e Pergjithshme nga nje person tjetër, jo domosdoshmerisht nje ortak, i autorizuar nepermjet nje prokure. Ne çdo rast, prokura mund te jepet vetem per nje mbledhje te Asamblese se Pergjithshme, e vlefshme per thirrjen e pare dhe te dyte te mbledhjes me te njejtin rend dite.
- 11.3 Asambleja e Pergjithshme mblidhet te pakten njehere ne vit, brenda 6 (*gjashte*) muajve nga perfundimi i vitit financiar, per te miratuar pasqyrat financiare, raportin e Administratorit/eve dhe raportin e ekspertit kontabel (nese eshte emeruar). Pervec kesaj, Asambleja e Pergjithshme do te mblidhet sa here kerkohet nga ligji i zbatueshem ose aktet statutore te Shoqerise dhe sa here qe nje mbledhje e tille eshte e nevojshme per te mbrojtur interesat e Shoqerise.
- 11.4 Asambleja e Pergjithshme thirret nga Administratori/et ose nga ortaket, ne rast te kerkeses me shkrim nga ortaku/et qe zoteron/jne te pakten 5% (*pese perqind*) te kapitalit themeltar. Asambleja e Pergjithshme thirret permes postes se regjistruar ose postes elektronike me vertetim marrje nga ortaket – ne banesen e komunikuar Shoqerise – dhe ekspertit kontabel (nese eshte emeruar), te pakten 7 (*shtate*) dite kalenderike perpara mbledhjes. Njoftimi permban te dhena mbi llojin e Asamblese se Pergjithshme, rendin e dites, vendtakimin, kohen dhe ditën e thirrjes se pare dhe te dyte.
- 11.5 Asambleja e Pergjithshme mund te mbahet ne nje vend te ndryshme nga selia, ne territorin e Republikës se Shqiperise ose jashte tij.
- 11.6 Asambleja e Pergjithshme mund te mbahet me anen e audio ose video-konferencave, me kusht qe te gjithe pjesemarrësit te identifikohen nga kryetari dhe t'u jete dhene mundesia per te ndjekur diskutimin dhe per te marre pjese aktive ne te. Pas verifikimit te ketyre kriterëve te cilat duhen pasqyruar ne proces verbalin e mbledhjes, Asambleja e Pergjithshme do te konsiderohet e mbajtur ne vendin ku jane te pranishem kryetari dhe sekretari i mbledhjes.

**AKTI I THEMELIMIT DHE STATUTI I SHOQERISE**  
**“TeleDoc Albania” SHPK.**

- 11.7 Asambleja e Pergjithsme do te konsiderohet rregullisht e mbledhur edhe nese nuk plotesohen te gjitha formalitetet ne lidhje me thirrjen e saj, me kusht qe i gjithë kapitali themeltar te jete i pranishem ne mbledhje dhe te gjithë ortaket e pranishem te bien dakord qe te vijojne me mbledhjen pavaresisht parregullsive ne lidhje me thirrjen.
- 11.8 Vendimet e Asamblese se Pergjithshme te cilat kerkojne nje shumice te zakonshme, jane te vlefshme kur ne mbledhje marrin pjese ortaket qe zoterojne me shume se 51% (pesedhjete e nje) te kapitalit te Shoqerise.
- 11.9 Vendimet e Asamblese se Pergjithshme, te cilat kerkojne shumice te cilesuar (per ndryshimin e statutit, zmadhimin dhe/ose zvogelimin e kapitalit te regjistruar, shperndarjen e fitimeve, riorganizimin dhe/ose prishjen e Shoqerise), do te konsiderohen te mbledhura rregullisht kur ne mbledhje marrin pjese ortaket qe zoterojne me shume se 51% (pesedhjete e nje) te kapitalit te Shoqerise.
- 11.10 Ne çdo rast, ne mungese te kuorunit, asnje çeshtje nuk diskutohet ne mbledhje, dhe Asambleja e Pergjithshme ri-mbledhet pas 7 (shtate) ditesh kalendarike; ne vijim te te cilave Asambleja e Pergjithshme thirret serisht ne te njejtin vend dhe ne te njejten menyre ashtu si Asambleja e Pergjithshme e skeduar me pare.
- 11.11 Asambleja e Pergjithshme mund te marre vendime te vlefshme per çeshtjet e percaktuara ne piken 11.9 me lart, me 100% te votave te ortakeve te pranishem. Per te gjitha çeshtjet e tjera, dhe nese nuk percaktohet ndryshe ne legjislacionin ne fuqi ose ne kete akt, Asambleja e Pergjithshme mund te marre vendime te vlefshme me shumicen e votave te ortakeve pjesemarres.
- 11.12 Asambleja e Pergjithshme drejtohet nga nje kryetar i caktuar nga Asambleja e Pergjithshme. Per procesverbalin e mbledhjes, kryetari i mbledhjes cakton nje sekretar per te mbajtur proces verbalin.
- 11.13 Vendimet dhe proces verbalet e Asamblese se Pergjithshme nenshkrohen nga te gjithë ortaket pjesemarres.

**Neni 12**

**Administrimi**

- 12.1 Shoqeria do te administrohet nga nje ose me shume administratore. Administrator i pare i Shoqerise eshte:
- **Znj. Andreea Ion**, shtetase rumune, lindur me 06.08.1985, ne Tirgu Neamt, mbajtese e pashaportes me nr. 054129635.
- 12.2 Administratori/et do te emerohen me vendim te Asamblese se Pergjithshme dhe mund te shkarkohen ne çdo kohe me nje vendim te saj.
- 12.3 Administratori/et eshte person fizik, pa ndonje kufizim ne lidhje me shtetesine. Kohezgjatja e mandatit te Administratorit/eve do te vendoset ne momentin e emerimit, por ne çdo rast



**AKTI I THEMELIMIT DHE STATUTI I SHOQERISE**  
**“TeleDoc Albania” SHPK.**

nuk mund te tejkaloje afatin 5 (pese) vjeçar. Pavaresisht ketij kufizimi, kohezgjatja e mandatit mund te riperterihet me ane te vendimit te Asamblese se Pergjithshme.

**Neni 13**

**Kompetencat e Administratorit**

- 13.1 Administratori eshte pergjegjies per administrimin e Shoqerise dhe perfaqeson Shoqerine me te palet e treta, ne perputhje me dispozitat e ketij akti dhe legjislacionin e zbatueshem.
- 13.2 Kompetencat dhe detyrat e Administratorit ne lidhje me administrimin dhe mbikeqyrjen e aktivitetit te Shoqerise perfshijne, por nuk do te kufizohen ne:
- a) zbatimin e politikave te biznesit te Shoqerise dhe vendimeve te Asamblese se Pergjithshme;
  - b) zbatimin e legjislacionit ne fuqi dhe standardeve te kontabilitetit te Shoqerise;
  - c) kryerjen e te gjitha veprimeve ne lidhje me administrimin e veprimtarise se biznesit te Shoqerise;
  - d) mirembajtjen e rregullt te dokumenteve financiare dhe kontabel te Shoqerise;
  - e) perfaqesimin e Shoqerine me palet te treta siç percaktohet ne aktin e emerimit;
  - f) kryerjen e gjitha regjistrimeve dhe publikimeve te detyrueshme ne lidhje me Shoqerine, bazuar ne legjislacionin ne fuqi;
  - g) kryerjen e detyrave te tjera te parashikuara ne ligj dhe ne kete akt.
- 13.3 Administratori mund te ushtroje te gjitha kompetencat dhe veprimet, me perjashtim te atyre qe me ligj dhe nga ky akt jane te rezervuara per Asamblene e Pergjithshme ose kufizohen nga ky akt apo legjislacioni i zbatueshem.
- 13.4 Administratori/et mund te delegojne nje pjese ose te gjitha kompetencat e tyre tek persona te tjere.
- 13.5 Asambleja e Pergjithshme percakton, me vendim perkates, kufizimet e kompetencave, objektin e kompetencave per secilin administrator dhe, nese eshte e nevojshme, procedurat per mbledhjet e administratoreve.

**Neni 14**

**Eksperti kontabel i autorizuar**

Nese kerkohet me ligj ose miratohet nga Asambleja e Pergjithshme, kontrolli i pasqyrave financiare dhe te dhenave kontabel te Shoqerise do t'i besohet nje ose me shume eksperteve kontabel te autorizuar.

**AKTI I THEMELIMIT DHE STATUTI I SHOQERISE  
"TeleDoc Albania" SHPK.**

**Neni 15**

**Viti financiar dhe pasqyrat financiare**

- 15.1 Viti financiar fillon me 1 janar dhe mbaron me 31 dhjetor te çdo viti.
- 15.2 Viti i pare financiar do te filloje ditën e regjistrimit te Shoqerise ne Regjistrin Tregtar dhe do te mbaroje me 31 Dhjetor 2019.
- 15.3 Pasqyrat financiare vjetore, inventari, raporti i Administratorit/eve dhe ekspertit kontabel te autorizuar, nese ka nje te tille, miratohen nga Asambleja e Pergjithshme ne perputhje me ligjin nr. 9901, date 14.04.2008 "*Per Tregtaret dhe Shoqerite Tregtare*", i ndryshuar.

**Neni 16**

**Prishja dhe likuidimi i Shoqerise**

- 16.1 Asambleja e Pergjithshme permes nje vendimi te marre ne perputhje me kuorumin e percaktuar ne kete akt, mund te vendose per prishjen e Shoqerise. Prishja e Shoqerise do te shoqerohet me likuidimin e saj.
- 16.2 Asambleja e Pergjithshme emerone nje ose me shume likuidues, dhe percakton tagrat e tyre ne perputhje me legjislacionin ne fuqi.
- 16.3 Shoqeria vazhdon te ekzistojë si person juridik vetem per nevoja te likuidimit deri ne perfundim te ketij procesi. Gjate likuidimit togefjaleshi "*ne likuidim e siper*" duhet te vihet pas emrit te Shoqerise.

**Neni 17**

**Ligji i zbatueshem dhe zgjidhja e mosmarreshjeve**

- 17.1 Ky akt bazohet ne legjislacionin shqiptar dhe interpretimi, vlefshmeria dhe zbatimi i tij, duhet te kryhen ne perputhje me dispozitat e legjislacionit shqiptar. Per sa nuk parashikohet ne kete akt do te zbatohen dispozitat e ligjit nr. 9901, date 14.04.2008 "*Per Tregtaret dhe Shoqerite Tregtare*", te ndryshuar.
- 17.2 Mosmarreshjet qe mund te lindin ne lidhje me interpretimin dhe zbatimin e ketij akti do te zgjidhen nga Gjykata e Rrethit Gjyqesor te Tiranes.

*Ky akt perpilohet ne 4 (kater) kopje ne gjuhen angleze.*

**ORTAKET**

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"TeleDoc Albania" SHPK.**

**Per TeleDoc Global S.r.l.**

Christian Brandstetter

*(nenshkrim)*

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**Christian Brandstetter**

*(nenshkrim)*

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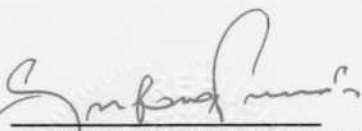
RESITIM NELA  
STATUTIN E  
SHOQERISES  
"TELEDOC ALBANIA" SHPK

REPUBLIKA E SHQIPERISE  
MINISTRIA E DREJTESISE  
Dhoma e Noterise Tirane  
N. 235 rep

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### VERTETIM NENSHKRIMI

Vertetoj une, Noteri, vertetoj nenshkrimin e Znj.Besjana Nela, personalisht e njohur prej meje, e cila deklaroi se perktheu me korrektese sa me lart nga gjuha Aglisht ne Shqip aktin bashkengjitur dhe garantoi saktesine e perkthimit me nenshkrimin e saj.



GENTIANA SHKODRA / NOTERE

