

**ARTICLES OF ASSOCIATION  
OF THE LIMITED LIABILITY COMPANY  
ACCUTOR SHPK**

**Article 1  
Shareholder/Company's Founder**

1.1 ACCUTOR SHPK is founded by Mr. Attaul Wasay Bhatti, German citizen, born on 19.10.1984, holder of the passport no. C1MX6FTV3, resident in Switzerland, holder of 100% of the share capital as Sole Shareholder.

**Article 2  
Company's Name**

2.1 The Company's name is ACCUTOR SHPK (hereinafter referred to as the "Company").

**Article 3  
Registered Office**

3.1 The registered office of the Company is at the address "Rruga Ismail Qemali, Pallati 7/1, Shkalla 2, kati 3, Ap.10, Tirane".

3.2 The General Assembly may transfer the registered office to another address at any time, consistent with the Company's needs and interests.

3.3 The Company may establish branches or representative offices within the Republic of Albania and/ or abroad, in accordance with the applicable legislation and registry procedures upon prior approval of the General Assembly.

**Article 4  
Legal Form**

The Company is established and registered in accordance with the legislation in force in the Republic of Albania and is formed as Limited Liability Company ("SHPK").

**STATUTI I  
SHOQERISE ME PERGJEGJESI TE  
KUFIZUAR  
ACCUTOR SHPK**

**Neni 1  
Ortaku/Themeluesi i Shoqerise**

1.1 Shoqeria ACCUTOR SHPK. themelohet nga Z. Attaul Wasay Bhatti, shtetas gjerman, lindur ne 19.10.1984, mbajtes i pasaportes nr. C1MX6FTV3, rezident ne Zvicer, mbajtes i 100% te kapitalit themeltar ne cilesine e Ortakut te Vetem.

**Neni 2  
Emri i Shoqerise**

2.1 Emri i shoqerise eshte ACCUTOR SHPK (ne vijim referuar si "Shoqeria").

**Neni 3  
Selia**

3.1 Selia e Shoqerise eshte ne adresen: "Rruga Ismail Qemali, Pallati 7/1, Shkalla 2, kati 3, Ap.10, Tirane".

3.2 Asambleja e Pergjithshme mund te transferoje seline ne një adresë tjeter ne çdo kohe, ne perputhje me nevojat dhe interesat e Shoqerise.

3.3 Shoqeria mund te hape dege ose seli perfaqesimi ne Republiken e Shqiperise dhe/ose jashtë vendit, ne perputhje me legjislacionin ne fuqi dhe procedurat e regjistrimit pas miratimit paraprak te Asamblese se Pergjithshme.

**Neni 4  
Forma Ligjore**

4.1 Shoqeria eshte themeluar dhe regjistruar ne perputhje me legjislacionin ne fuqi ne Republiken e Shqiperise dhe eshte formuar si Shoqeri me Pergjegjesi te Kufizuar ("SHPK").



**Article 5**  
**Duration Period of the Company**

The Company is established for an unlimited period.

**Article 6**  
**Activity of the Company**

6.1 The Company is established to perform the following activities:

- IT-Consultancy
- Management Consultancy
- HR-Consultancy
- Legal Consultancy

6.2 The Company may transact any other lawful business related directly or indirectly to its prime activity without precisely stating them, as well as expand or change the abovementioned activity.

**SHARE CAPITAL  
AND CONTRIBUTIONS**

**Article 7**  
**Company's Share Capital**

7.1 The Company's share capital is 100 Euro and is comprised by 1 (one) share.

7.2 The Company's share capital is owned 100% by the Sole Shareholder.

**RIGHTS AND OBLIGATIONS OF THE  
SHAREHOLDER**

**Article 8**  
**Limited liability**

The Company is liable for its obligations and debts, including all its assets.

**Article 9**  
**Governing bodies of the Company**

The Governing bodies of the Company are:

**Neni 5**  
**Kohezgjatja e Shoqerise**

5.1 Shoqeria eshte themeluar per nje periudhe te pakufizuar.

**Neni 6**  
**Aktiviteti i Shoqerise**

6.1 Shoqeria eshte themeluar per kryerjen e veprimitarive ne vijim:

- Konsulence IT
- Konsulence ne menaxhim
- Konsulence per Burime Njerezore
- Konsulence Ligjore

6.2 Shoqeria mund te kryeje cdo biznes tjeter te ligjshem te lidhur direkt ose indirekt me aktivitetin kryesor, pa qene i percaktuar me pare, si dhe mund te shkoje apo zgjeroje aktivitetin e siperpermendor.

**KAPITALI THEMELTAR DHE  
KONTRIBUTET**

**Neni 7**  
**Kapitali Themeltar i Shoqerise**

7.1 Kapitali themeltar i Shoqerise do te jete 100 Euro dhe perbehet nga 1 (nje) kuote e vetme.

7.2 Kuota e Shoqerise zoterohet 100% nga Ortaku i Vetem.

**TE DREJTAT DHE DETYRIMET E  
ORTAKUT**

**Neni 8**  
**Pergjegjesi te Kufizuara**

Shoqeria eshte pergjegjese per detyrimet dhe borxhet e saj, duke perfshire te gjitha asetat e saj.

**Neni 9**  
**Organet vendimmarrese te Shoqerise**

Organet vendimmarrese te Shoqerise jane:

- The General Assembly;
- The Administrator(s).

#### **COMPANY'S GENERAL ASSEMBLY**

##### **Article 10 Company's General Assembly**

**10.1** The highest decision-making body is the Company's General Assembly. The Company's General Assembly is entitled to resolve upon the following:

- a. amendment and modification of the Articles of Association of the Company;
- b. the acceptance of new shareholders;
- c. merger, division, dissolution and any other Company transformation;
- d. approval of Company annual financial statements and the use of the resulting profit;
- e. the appointment and dismissal of Administrator(s) of the Company and their deputies, and determining their remuneration for these roles;
- f. decision on the distribution of the Company's profit;
- g. approval of the Company's internal administrative regulations;
- h. approval of the annual budget;
- i. approval of other issues for which the adoption right is reserved to the Assembly by law and by these Articles of Associations;

**10.2** In any case, the General Assembly may decide on all other issues as provided by this Articles of Association or by law.

##### **Article 11**

- Asambleja e Pergjithshme;
- Administratori(et).

#### **ASAMBLEJA E PERGJITHSHME E SHOQERISE**

##### **Neni 10 Asambleja e Pergjithshme e Shoqerise**

**10.1** Organi me i larte i vendimmarries eshte Asambleja e Pergjithshme e Shoqerise. Asambleja e Pergjithshme e shoqerise ka te drejte per te vendosur sa me poshte:

- a. amendimi dhe ndryshimi i Statutit te Shoqerise;
- b. pranimi i ortakeve te rind;
- c. bashkimi, ndarja, shperberja dhe çdo transformim tjeter te Shoqerise;
- d. miratimi i pasqyrave vjetore financiare te Shoqerise dhe perdotimin e fitimit qe rezulton;
- e. emerimi dhe shkarkimi i Administratorit (ve) te Shoqerise dhe zevendesit e tyre, si dhe peraktimin e shperblimit te tyre per keto role;
- f. vendimi per shperndarjen e fitimit te Shoqerise;
- g. miratimi i rregulloreve te brendshme administrative te Shoqerise;
- h. miratimi i buxhetit vjetor;
- i. miratimin e çeshtjeve te tjera per te cilat kjo e drejte eshte e rezervuar per Asamblene nga ligji dhe ky Statut;

**10.2** Ne çdo rast, Asambleja e Pergjithshme mund te vendose te gjitha çeshtjet e tjera te parashikuara me kete Statut ose me ligj.

##### **Neni 11**



### **Convening the General Assembly**

11.1 The General Assembly shall be called at least once per business year (ordinary meeting).

11.2 The General Assembly shall be called by written notice upon request of the Administrator(s), with such a notice to be sent to the members of the General Assembly by means of registered mail or by electronic mail at least 7 days before the date of the meeting. The written notice shall be registered with the Company's minutes book.

11.3 The notice to convene the General Assembly shall contain the place, date and hour of the meeting and the agenda.

11.4 If all the members are present at the Assembly meeting, the decisions are duly taken even if the above-mentioned formal conditions are not met.

11.5 The General Assembly's meeting may be also held by conference call as well as at a location other than Company registered office or outside the Republic of Albania.

### **Article 12 Decisions taken by the General Assembly**

12.1 Decisions of the General Assembly shall be approved through open ballot. In special circumstances and for particular issues a decision may be approved through secret ballot in accordance with legal provisions.

12.2 The General Assembly may also take valid decisions by written correspondence, teleconference, video conference or by other similar methods.

12.3 The necessary quorum for taking valid decisions in the General Assembly is the attendance of shareholders which hold at least 30% of the total vote number, if the Company has more than one shareholder.

12.4 If the General Assembly is duly called, but the required quorum is not reached, the

### **Thirrja e Asamblese se Pergjithshme**

11.1 Asambleja e Pergjithshme do te mblidhet te pakten nje here brenda vitit te biznesit (mbledhja e zakonshme).

11.2 Asambleja e Pergjithshme do te mblidhet me njoftim me shkrim me kerkese te Administratorit, me nje njoftim te tille te derguar anetareve te Asamblese se Pergjithshme me ane te postes rekomande ose me poste elektronike te pakten 7 dite para dates se mbledhjes. Njoftimi me shkrim duhet te registrohet ne procesverbalin e Shoqerise.

11.3 Njoftimi per thirrjen e Asamblene se Pergjithshme duhet te permbate vendin, daten dhe oren e mbledhjes dhe rendin e dites.

11.4 Ne qofte se te gjithe anetaret jane te pranishem ne mbledhjen e Asamblese, vendimet merren ne menyre te rregullt, edhe nese kushtet e mesiperme formale nuk jane perm bushur.

11.5 Mbledhja e Asamblese se Pergjithshme mund te mbahet edhe me telekomunikim, si dhe ne nje vend tjeter perveç selise se shoqerise apo jashte Republikes se Shqiperise.

### **Neni 12 Vendimet e marra nga Asambleja e Pergjithshme**

12.1 Vendimet e Asamblese se Pergjithshme do te miratohen me votim te hapur. Ne rrethanate vecanta dhe per çeshtje te vecanta nje vendim mund te miratohet me votim tefshehte, ne perputhje me dispozitat ligjore.

12.2 Asambleja e Pergjithshme mund te marre vendime te vlefshme me korrespondence te shkruar, telekonference, video konference, ose me metoda te tjera te ngjashme.

12.3 Kuorumi i nevojshem per te marre vendime te vlefshme ne Asamblene e Pergjithshme eshte pjesemartja e ortakeve qe perfaqesojne se paku 30% te numrit te per gjithshem te votave, ne qofte se shoqeria ka me shume se nje ortak.



Assembly shall be called again. The second meeting shall be reconvened with the same proposed agenda not later than 30 days.

12.5 The General Assembly may also take valid decisions by written correspondence, teleconference, video conference or by other similar methods, if at least 75% of the members of the Assembly have given their prior approval. Such approval is not required if the Company has a sole shareholder who can take decisions by any of the above means.

12.6 The voting of ¾ of all members of the Assembly is required for passing decisions on the following issues:

- a. amendment of the Company's Articles of Association;
- b. increase or decrease of the share capital.
- c. distribution of profit
- d. reorganisation or dissolution of the company.

#### **Article 13 Minutes of Assembly**

13.1 For each General Assembly meeting, minutes on convening the Assembly and decisions made should be maintained. A copy of the minutes shall be prepared for the Company and for each member of the General Assembly.

13.2 The minutes must be signed by the Chairman of the General Assembly and the person responsible for keeping the minutes.

13.3 Copies of the decisions taken in the Assembly shall be delivered to the members of Assembly by means of registered mail.

13.4 The Chairman is responsible for keeping and delivering the minutes.

12.4 Ne qofte se Asambleja e Pergjithshme eshte mbledhur ne menyre te rregullt, por kuorumi i kerkuar nuk arrihet, Asambleja do te mblidhet perseri. Thirret mbledhja e dyte perseri me te njejtin rend dite, jo me vone se 30 dite.

12.5 Asambleja e Pergjithshme mund te marre vendime te vlefshme me correspondence te shkruar, telekonference, video konference, ose me metoda te tjera te ngashme, ne qoftese te pakten 75% e anetareve te Asamblese kane dhene miratimin e tyre paraprak. Nje aprovim i tille nuk eshte i nevojsphem nese kompania ka nje ortak i vetem i cili mund te marre vendime me secilin prej mjeteve te mesiperme.

12.6 Votimi i ¾ te te gjithe anetareve te Asamblese eshte i nevojshem per te miratuar vendime ne çeshtjet e meposhtme:

- a. Ndryshimi i Statutit te Shoqerise;
- b. Rritja ose zvogelimi i kapitalit themeltar.
- c. Shperndarja e fitimit
- d. Riorganizimi ose shperberja e Shoqerise.

#### **Neni 13 Procesverbali i Asamblese**

13.1 Per çdo mbledhje te Asamblese se Pergjithshme, procesverbali per thirrjen e Asamblese dhe vendimet e marra duhet te registrohen. Nje kopje e procesverbalit do te perqatitet per Shoqerine si dhe nje kopje per çdo anetar te Asamblese se Pergjithshme.

13.2 Procesverbali duhet te nenshkruehet nga Kryetari i Asamblese se Pergjithshme dhe ngapersoni perjegjes per mbajtjen e procesverbaleve.

13.3 Kopjet e vendimeve te marra ne Asamble do t'u dorezohen anetareve te Asamblese me ane te postes rekomande, ne rr Ethanat kur Asambleja e Pergjithshme perbehet nga me shume se nje (1) ortak.

13.5 The Sole Shareholder of the Company is responsible for taking the minutes and delivering a copy of it to the Administrator(s) of the Company, for their records.

#### **MANAGEMENT OF THE COMPANY**

##### **Article 14 Management of the Company**

14.1 The Company shall be managed by one or more Administrator.

14.2 The Administrators are appointed for a 5 year term, renewable. The first Administrator is appointed in this Articles of Association.

14.3 The Administrator(s) are responsible for the ordinary organisation and management of the Company's activity within the competences defined in their appointment decision. They are authorized to represent the Company in relation to all issues related to the Company's activity within the competences given by the General Assembly.

14.4 The powers and obligations of the Administrator(s) are based on Law, these Articles of Association, Assembly decisions and by-laws of the Company.

14.5 The competences and responsibilities of the Administrator(s) are as follows:

- a. to represent the Company with third parties and other state authorities;
- b. to open, close and maintain bank accounts for the Company;
- c. to conclude agreements with third parties, to issue and receive payment orders;
- d. to sign all documents, issues invoices, transfers in foreign currency, custom invoices,etc, payment of Company liabilities and accept securities from third parties;

13.4 Kryetari eshte perjegjes per mbajtjen dhe leshimin e procesverbalit.

13.5 Ortaku i Vetem i kompanise eshte perjegjes per marrjen e procesverbaleve dhe dorezimin e tyre tek administratori i Shoqerise, per te dhenat e tyre.

#### **MENAXHIMI I SHOQERISE**

##### **Neni 14 Administrimi i Shoqerise**

14.1 Shoqeria do te menaxhohet nga nje ose me shume Administratore.

14.2 Administratoret emerohen per nje mandat 5 vjeçar, te rinovueshem. Administratori i pare emerohet ne kete Statut.

14.3 Administrator(et) jane perjegjes per organizimin e zakonshem dhe menaxhimin e aktivitetit te Shoqerise ne kuader te kompetencave te percaktuara ne vendimin per emerimin e tyre. Ata jane te autorizuar per te perfaqesuar Shoqerine ne lidhje me te gjitha çeshtjet qe lidhen me aktivitetin e Shoqerise ne kuader te kompetencave te dhena nga Asambleja e Pergjithshme.

14.4 Kompetencat dhe detyrimet e Administratoreve jane te bazuara ne ligj, ne kete Statut, vendimet e Asamblese dhe ne rregulloret e Shoqerise.

14.5 Kompetencat dhe perjegjesite e Administratoreve jane si me poshte:

- a. per te perfaqesuar Shoqerine me palet e treta dhe autoritetet e tjera shteterore;
- b. per te hapur, myllur dhe mirembajtur llogarite bankare dhe caktimin e nenshkruesve per llogarite bankare per Shoqerine;
- c. per te lidhur marreveshje me palet e treta, per te nxjerre dhe marre urdherpagesat;
- d. per te nenshkuar te gjitha dokumentet, leshurar faturat, transfertat ne monedhe te huaj, faturat doganore, etj, pagesen e detyrimeve te



- e. to collect liabilities due to the Company;
  - f. to sign employment contracts with Company employees, ensuring the preliminary measures for protecting the Company's interest;
  - g. to file claims, represent and defend the Company in the event of claims against it;
  - h. to incur the necessary expenses related to the ordinary activity of the Company;
  - i. to ensure that the accounting books are kept in accordance with the applicable Law in Albania;
  - j. to ensure the preparation of the Annual Financial Statements of the Company;
  - k. to call an ordinary or extraordinary General Assembly, to set the agenda for such meetings, to monitor and address the execution of actions related to convening and conduct of General Assembly meetings, to take the necessary actions to notify the shareholders of special decisions and to ensure that all such actions and notifications are done in due time;
  - l. to keep and maintain Company documents;
  - m. to take decisions on any other issues related to the internal activity of the Company and its relations with third parties;
  - n. to take any other decision for the ordinary activity of the Company in accordance with the Legislation, these Articles of Association and in the Company's interest.
- 14.6 All the above-mentioned actions shall be performed by the Administrators separately, personally or through appointed representatives.

**Article 15**  
**The appointment of the**  
**Administrator(s)**



15.1 The Administrator of the Company is:

- *Mr. Attaul Wasay Bhatti, German citizen, born on 19.10.1984, holder of the passport no. C1MX6FTV3.*

15.2 The Administrator(s), if there will be more than one, shall exercise their duties and represent the Company with equal signing rights and each of them, separately can sign on behalf of the Company, represent the company in front of Albanian Authorities and bind the company.

15.3 The Company is bound by agreements duly concluded on behalf of the Company by the Administrator(s).

15.4 The Administrator(s) of the Company may be dismissed at any time by the General Assembly.

#### FISCAL YEAR, BALANCE SHEET, PROFIT AND LOSS

##### Article 16 Fiscal year, Financial Statements

16.1 The fiscal year of the Company is the 12-month period from 1 January to 31 December each year. The first fiscal year runs from the registration date of the Company until 31 December of that year.

16.2 By the end of each fiscal year, the Administrator(s) shall accomplish the following duties:

- a. preparation of a detailed list of Company assets and their structure;
- b. preparation of the Balance Sheet, which represents the financial state of the Company;
- c. preparation of a profit and loss statement.

16.3 The financial statements shall be presented for approval to the ordinary meeting of the Assembly together with the report from the

14.6 Te gjitha veprimet e mesiperme do te kryhen nga Administratoret veçmas, personalist ose duke emeruar perfaqesues.

##### Neni 15

##### Emerimi i Administratoreve

15.1 Administrator i Shoqerise eshte:

- *Z. Attaul Wasay Bhatti, shtetas gjerman, lindur me 19.10.1984, mbajtes i pasaportes nr. C1MX6FTV3.*

15.2 Administratoret, ne rast se do te kete me shume se nje, do te ushtrojne detyrat e tyre dhe do te perfaqesojne Shoqerine me te drejta te barabarta nenshkrimi dhe secili prej tyre, veç e veç, mund te nenshkruaje ne emer te Shoqerise, perfaqesoje Shoqerine perpara Autoriteteve Shqiptare dhe te detyroje Shoqerine.

15.3 Shoqeria eshte e lidhur nga marreveshjet e nenshkruara ne menyre te rregullt ne emer te Shoqerise nga administratoret.

15.4 Administratoret e Shoqerise mund te shkarkohen ne cdo kohe nga Asambleja e Pergjithshme.

#### VITI FINANCIAR, BILANCI, FITIMET DHE HUMBJET

##### Neni 16 Viti Financiar, Pasqyrat Financiare

16.1 Viti financiar i Shoqerise eshte periudha 12-mujore nga data 1 Janar deri me 31 Dhjetor te çdo viti. Viti i pare fiskal fillon nga data e regjistrimit te Shoqerise deri me 31 Dhjetor te atij viti.

16.2 Deri ne fund te çdo viti fiskal, administratoret do te kryejne detyrat e meposhtme:

- a. pergatitja e nje liste te detauar te aseteve te Shoqerise dhe struktura se tyre;
- b. pergatitja e bilancit, qe paraqet gjendjen financiare te Shoqerise;

external auditors, if any, by 30 June of the next fiscal year.

#### **Article 17 Company's profit**

The General Assembly shall make the decision over the distribution of said profit.

#### **DISSOLUTION AND LIQUIDATION**

##### **Article 18 Dissolution and liquidation**

18.1 The Company shall be terminated and liquidated in the following cases:

- a. by decision of the General Assembly;
- b. by merger with another Company;
- c. by court decision of the relevant jurisdiction in each case foreseen in the Law;
- d. in any other cases provided by the Law.

18.2 The liquidation of the Company and the distribution of its assets shall be done in accordance with legal provisions.

#### **FINAL PROVISIONS**

##### **Article 19 Disputes and relevant Court**

19.1 In the event of disputes arising in connection with these Articles of Association or because of the Law, such disputes will be solved by the competent jurisdiction court.

19.2 The applicable Law is the Law of the Republic of Albania.

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Signed on 21/02/2019 in two original copies in English and Albanian language.

c. pergatitja e nje deklarate te fitimit dhe humbjes.

16.3 Pasqyrat financiare duhet te paraqiten per miratim ne mbledhjen e zakonshme te Asamblese se bashku me raportin nga auditoret e jashtem, nese ka, deri me 31 Qershor te vitit te ardhshem fiskal.

#### **Neni 17 Fitimet e Shoqerise**

Asambleja e Pergjithshme do te marre vendimin mbi shperndarjen e fitimit ne fjale.

#### **SHPERBERJA DHE LIKUIDIMI**

##### **Neni 18 Shperberja dhe Likuidimi**

18.1 Kompania do te mbyllet dhe likuidohet ne rastet e meposhtme:

- a.me vendim te Asamblese se Pergjithshme;
- b. nga bashkimi me nje tjeter Shoqeri;
- c. me vendim gjykate te juridiksionit perkates, ne cdo rast te parashikuar ne Lig;
- d. ne raste te tjera te parashikuara me Lig.

18.2 Likuidimi i Shoqerise dhe shperndarja e aseteve te saj do te behet ne perputhje medispozitat ligjore.

#### **DISPOZITAT PERFUNDIMTARE**

##### **Neni 19 Mosmarreveshjet dhe Gjykata kompetente**

19.1 Ne rast te mosmarreveshjeve qe lindin ne lidhje me kete Statut ose per shkak te ligjt, keto mosmarreveshje do te zgjidhen nga gjykata kompetente.

19.2 Ligji i aplikueshem do te jete ligji i Republikës se Shqiperise.

English Language will be the official language for the purposes of interpretation of these Articles of Association.

\* \* \*

Nenshruar me, 22/02/2019 ne dy kopje originale ne gjuhen Angleze dhe Shqipe.

Gjuha Angleze do te jetë gjuha zyrtare per qellimet e interpretimit te ketij Statuti.

The Sole Shareholder

Dr. Attawil Wasay Bhatti

Ortaku i Vetem