

**STATUTI  
I SHOQERISE ME PERGJEGJESI TE  
KUFIZUAR**

**TELELINK INFRA SERVICES SH.P.K.**

**Neni 1**

**Krijimi dhe Emri**

1.1 Shoqeria me pergjegjesi te kufizuar TELELINK INFRA SERVICES SH.P.K (ne vijim e quajtur "Shoqeria") themelohet ne zbatim te Ligjit nr. 9901, date 14.04.2008 "*Per tregtaret dhe shoqerite tregtare*", i ndryshuar.

1.2 Shoqeria fiton personalitet juridik ne momentin e regjistrimit te saj ne Regjistrin Tregtar shqiptar prane Qendres Kombetare te Biznesit ne Tirane, Shqiperi.

**Neni 2**

**Selia**

2.1 Selia e Shoqerise ndodhet ne adresen: Autostrada Tiranë-Durrës, km 4, Rr. Coca Cola, building by "Elteknik" sh.p.k, Kashar, Tirana, Shqiperi.

2.2 Shoqeria mund te hape dege, zyra perfaqesie dhe te krijojë filiale ne qytete te ndryshme te Republikes se Shqiperise dhe/ose jashte saj ne perputhje me legjislacionin shqiptar.

**Neni 3**

**Objekti**

3.1 Shoqeria do te kete per objekt te aktivitetit kryerjen e çdo veprimtarie te lejuar nga ligji dhe/ose pjesemarrjen ne çdo veprimtari apo aktivitet te ligjshem qe mund te kryeje nje shoqeri me pergjegjesi te kufizuar, e krijuar ne baze te legjislacionit shqiptar, siç mund te ndryshohet here pas here.

3.2 Aktiviteti i Shoqerise do te konsistoje kryesisht ne: sherbimet e ndertimit dhe instalimit, sherbime per perfitimin e tokes, sherbimet e projektimit, lejet dhe legalizimin, sherbime te shperndarjes ne rrjet (deployment); mirembajte parandaluese dhe korrigjuese, sherbime te mbeshtetjes se zgjeruar, te garancise se zgjatur, infrastrukture e IT, sherbime keshillimore, etj. Si dhe aktivitete te tjera siç do te jete e kerkuar apo e nevojshme per qellim te ushtrimit te aktiviteteve te siperpermendura.

**Neni 4**

**BYLAWS  
OF LIMITED LIABILITY COMPANY**

**TELELINK INFRA SERVICES SH.P.K.**

**Article 1**

**Establishment and Name**

1.1 The limited liability company TELELINK INFRA SERVICES SH.P.K. (hereinafter referred to as the "Company") is incorporated under Albanian law no. 9901, dated 14.04.2008 "*On Entrepreneurs and Commercial Companies*", as amended.

1.2 The Company acquires legal personality after its registration with the Commercial Register kept by the National Business Centre in Tirana, Albania.

**Article 2**

**Registered Office**

2.1 The registered office of the Company is at the address Autostrada Tiranë-Durrës, km 4, Rr. Coca Cola, building by "Elteknik" sh.p.k, Kashar, Tirana, Albania.

2.2 The Company may open and transact business at other locations within the territory of the Republic of Albania in compliance with the requirements of the Albanian law.

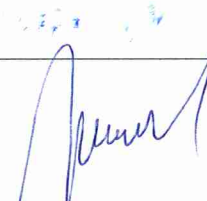
**Article 3**

**Object**

3.1 The purpose of the Company shall be to transact any and all lawful business and/or to engage in any lawful act or activity for which a limited liability company may be organized under the laws of Albania, as they may be amended from time to time.

3.2 The activity of the Company shall consist mainly of: construction and installation services, design services, site acquisition, permitting and legalization, deployment services, preventive and corrective maintenance, extended support, extended warranty services, IT infrastructure, advisory services, etc. and other activities as shall be required or needed for purposes of conducting the above activities.

**Article 4**



**Kohezgjatja**

4.1 Shoqeria do te zhvilloje aktivitetin e saj per nje periudhe kohore te pakufizuar.

**Neni 5****Kapitali**

5.1 Kapitali themeltar i Shoqerise eshte 10,000 (dhjete mije euro), e ndare ne 1 kuote.

5.2 Kapitali ne para eshte nenshkuar nga Ortaku i Vetem zoterues i 100% te kapitalit te Shoqerise. Kapitali do te paguhet sipas vendimit te administratorit te Shoqerise ne nje ose me shume keste brenda nje afati te percaktuar nga administratori i Shoqerise ne llogarine bankare te Shoqerise.

5.3 Pergjegjesia e Ortakut te Vetem per detyrimet e Shoqerise shtrihet deri ne kufirin e vleres se kontributit te tij ne kapitalin e Shoqerise.

**Neni 6****Ortaku I Vetem**

6.1 Ortak i Vetem i Shoqerise eshte Telelink Bulgaria EAD, shoqeri aksionare, e themeluar dhe ekzistuese sipas ligjeve te Bullgarise, e regjistruar ne regjistrin tregtar te Sofia me numer biznesi 204844778, pronar i 1 (nje) kuote, qe perfaqeson 100% te kapitalit e Shoqerise.

6.2 Kuote jane te transferueshme dhe mund te transferohen ne çdo kohe ne perputhje me kushtet dhe afatet qe percaktohen ne ligjin shqiptar dhe ky Statut.

6.3 Pergjegjesia e Ortakut te Vetem per detyrimet e Shoqerise shtrihet deri ne kufirin e vleres se kontributit te tij ne kapitalin e Shoqerise.

**Neni 7****Kontributet dhe Financimet**

7.1 Kontributi i ortakeve ne kapitalin e Ortakut te Vetem mund te jete ne para ose ne natyre, si pasuri te luajtshme, te paluajtshme apo te drejta.

7.2 Shoqeria, me kerkese te Administratorit dhe ne perputhje me dispozitat ligjore ne fuqi, mund te grumbulloje financime nga Ortakut te Vetem.

**Neni 8****Ortakut te Vetem Vendimet****Duration**

4.1 The duration of the Company's activity shall be unlimited.

**Article 5****Share Capital**

5.1 The initial share capital of the Company is EUR 10,000 (ten thousand euro), consisting of 1 share.

5.2 The entire share capital is subscribed by the Sole Shareholder, owner of 100% of the share capital of the Company. The share capital shall be paid-in in accordance with the decision of the administrator of the Company in one or more installments within a term fixed from the administrator of the Company in the bank account of the Company.

5.3 The Sole Shareholder's liability is extended up to the amount of its contribution in the share capital of the Company.

**Article 6****Sole Shareholder**

6.1 The Sole Shareholder of the Company is Telelink Bulgaria EAD, a joint stock company, established and existing under the laws of Bulgaria, registered with the Commercial Register of Sofia, with business number 204844778, owner of 1 (one) share, representing 100% of the share capital of the Company.

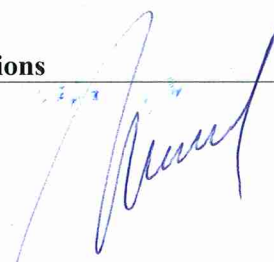
6.2 The share is transferable and may be transferred at any time in compliance with the terms provided in the Albanian law and these Bylaws.

6.3 The Sole Shareholder has limited liability up to the value of his respective contribution in the capital of the Company.

**Article 7****Capital Contribution and Financing**

7.1 The contribution of sole shareholder in the share capital of the Company may be in cash or kind in the form of movable and immovable property or rights.

7.2 The Company, upon request of the Administrator and in compliance with the provisions of the law, may receive repayable financings from the sole shareholder.

**Article 8****Sole Shareholder Decisions**

8.1 Ne baze te ligjeve dhe dispozitave te ketij Statuti, Ortakut te Vetem eshte organi me i larte vendimmarres i Shoqerise.

8.2 Vendimet per ceshtjet e meposhtme te Shoqerise jane kompetence ekskluzive e Ortakut te Vetem:

- a) percaktimi i politikave tregtare te Shoqerise;
- b) miratimi i ndryshimeve te Statutit;
- c) emerimi e shkarkimi i Administratorit si dhe percaktimi i kompetencave dhe shperblimit te tij;
- d) emerimi e shkarkimi i likuiduesve dhe eksperteve kontabel te autorizuar si dhe percaktimi i shperblimit te tyre;
- e) mbikeqyrja e zbatimit te politikave tregtare nga Administratori, perfshire mbikeqyrjen e pergatitjes se pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise;
- f) miratimi i pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise pas marrjes dhe shqyrtimit te dokumenteve perkates dhe brenda gjashte muajsh nga perfundimi i vitit financiar dhe marrja e nje vendimi per shperndarjen e fitimit;
- g) zmadhimi dhe zvogelimi i kapitalit te Shoqerise pas marrjes dhe shqyrtimit te dokumenteve perkates;
- h) pjesetimin e kuotave dhe anulimin e tyre;
- i) caktimin e perfaqesuesit te Shoqerise ne gjykate dhe ne procedimet e tjera ndaj Administratorit;
- j) miratimin e riorganizimit te Shoqerise, perfshire bashkimin me shoqeri te tjera, ndarjen e Shoqerise, shnderrimin e Shoqerise si dhe prishjen e Shoqerise;
- k) ceshtje te tjera te percaktuara me ligj ose dhe ky Statut.

8.3 Te gjitha vendimet e marra ne kete menyre do te regjistrohen ne Regjistrin e Vendimeve te Ortakut te Vetem, te dhenat e te cilit nuk do te mund te ndryshohen apo fshihen.

8.4 Çdo vendim i cili nuk regjistrohet ne Regjistrin e Vendimeve te Ortakut te Vetem eshte i pavlefshem. Kjo nuk do te ndikojë ne pergjegjesine e Shoqerise ndaj paleve te treta pervec rasteve kur Shoqeria do te vertetoje se pala e treta kishte dijeni per parregullsine apo ne

8.1 The Sole Shareholder in accordance with the Albanian legislation and these Bylaws, is the highest decision-making body of the Company.

8.2 The resolutions regarding the following Company matters are of the exclusive competence of the Sole Shareholder:

- a) setting the business policies of the Company;
- b) approving the amendment of the Bylaws;
- c) appointment and dismissal of the Administrator and determine its powers and remuneration;
- d) appointment and dismissal of liquidator/s and authorized auditor/s and determine their remuneration;
- e) monitoring and supervising the implementation of business policies by the Administrator, including supervision of preparation of the annual financial statement and management report;
- f) approval of the annual financial statements and management reports, after reviewing the relevant documents, within six months by the end of the financial year and taking a decision on the distribution of profits;
- g) capital increase and reduction after reviewing the relevant documents;
- h) division of shares into parts and cancellation of shares;
- i) appointing the representative of the Company in court or other proceedings against the Administrator;
- j) approving restructuring of the Company, including mergers with other companies, division of the Company and transformation of the Company as well as dissolution of the Company;
- k) other matters set out by law or these Bylaws.

8.3 All decisions taken in this capacity will be entered in the Sole Shareholder Decisions Register, the data of which may not be altered or deleted.

8.4 Any decision not registered in the Sole Shareholder Decisions Register is deemed null and void. It shall not affect the Company's liability to third parties unless the Company proves that the third party had knowledge of the irregularity or, in view of evident circumstances, could not have been unaware of it.

baze te rrethanave nuk mund te mos kishte patur dijeni.

8.5 Çdo vendim i Ortakut te Vetem mund te merret jashte territorit te Republikes se Shqiperise dhe nje evidence me shkrim per çdo vendim te marre jashte do te regjistrohet ne Regjistrin e Vendimeve te Ortakut te Vetem.

#### **Neni 9**

##### **Administrimi i Shoqerise**

9.1 Administrimi i Shoqerise do te kryhet nga Administratori.

9.2 Administratori do te emerohet nga Ortakut te Vetem dhe mund te shkarkohet ne cdo kohe me vendim te Ortakut te Vetem.

9.3 Administratori do te jete person fizik/individ pa asnje kufizim per sa i perket kombesise se tij. Afati i emerimit i te Administratorit do te caktohet ne momentin e emerimit te tyre por ky afat nuk mund te jete me i gjate se 5 (pese) vjet. Pa cenuar kete kufizim afati i emerimit te tyre mund te riperterihet me vendim te asamblese se ortakeve.

9.4 Administratori do te rimbursohet per shpenzimet e kryera gjate ushtrimit te detyrave te tij. Ortakut te Vetem mund te vendose te jape edhe shperblime vjetore.

9.5 Ne rast doreheqje Administratori do te njoftoje me shkrim Ortakut te Vetem.

#### **Neni 10**

##### **Kompetencat e Administratorit**

10.1 Administratori do te jete pergjegjes per administrimin e Shoqerise dhe do te perfaqesoje Shoqerine kundrejt paleve te treta ne perputhje me dispozitat e ketij Statuti dhe/ose te ligjit te zbatueshem. Administratori ka kompetenca te plota per te marre vendime per administrimin e Shoqerise, pervec kompetencave qe do te ushtrohen nga organe te tjera te Shoqerise sipas ketij Statuti ose ligjit te zbatueshem.

10.2 Administratori mund te kryeje veprimet e meposhtme vetem pasi merr miratimin e Ortakut te Vetem:

- a) leshimi i obligacioneve dhe mjeteve te tjera te borxhit qe mund te sjellin borxhe per Shoqerine;
- b) shitje, cedim, ose transferim te aktivitetit te Shoqerise ose çdo pjese te tij;

8.5 Any decision of the Sole Shareholder may be taken outside the Republic of Albania and written evidence of such decision made shall be recorded in the Sole Shareholder Decisions Register.

#### **Article 9**

##### **Management of the Company**

9.1 The management of the Company shall be performed by the Administrator.

9.2 The Administrator shall be appointed by the Sole Shareholder and may be removed at any moment by a decision of the Sole Shareholder.

9.3 The Administrator will be natural person, without any restriction regarding his nationality. The term of the mandate of members of the Administrator will be decided at the moment of his appointment, but in any case, may not exceed 5 (five) years. Notwithstanding this limitation, the duration of his mandate may be renewed upon resolution of the Sole shareholder.

9.4 The Administrator shall be reimbursed for expenses they have undertaken due to his duty. The Sole shareholder may decide to attribute an eventual annual compensation.

9.5 In case of resignation, the Administrator must notify the Sole Shareholder in writing.

#### **Article 10**

##### **Powers of the Administrator**

10.1 The Administrator shall be responsible for the managing of the Company and shall represent the Company towards third parties in accordance with the provision of these Bylaws and/or the applicable law. The Administrator has complete competences to take decisions for the administration of the Company, excluding the competences that shall be exercise by other bodies according to these Bylaws and the applicable law.

10.2 The Administrator may perform the following actions, only upon approval of the Sole Shareholder:

- a) issuance of bonds or other debt securities giving rise to indebtedness of the Company;
- b) any sale, assignment or transfer of the Company's business or going concern or any part thereof;

<p>c) themelimi, blerja ose shitja e degeve te Shoqerise;</p> <p>d) hyrja ne çfaredo lloj marreveshje, kontrate ose transaksioni jashte rrjedhes se zakonshme te biznesit ose jo me kushtet e tregut, duke perfshire por pa u kufizuar ne transaksionet me pale te lidhura;</p> <p>e) çdo peng, cedim ose barre mbi asetet ose te ardhurat e Shoqerise;</p> <p>f) percaktimin ose ndryshimin e çdo skeme incentivuese si ndarje fitimi, pjese ne shoqeri, ose bonus te çfaredo natyre per punemarresit e Shoqerise, ndryshimin e kontratave kolektive ose indeksimi i pagave;</p> <p>g) dhenia e borxheve ndaj paleve te treta;</p> <p>h) çdo shpenzim per blerje ose shitje te aseteve jo e miratuar ne buxhetin vjetor e cila eshte me shume se 20.000 Euro (njezet mije euro), ose qe e ndare ne disa shuma tejkalojne 20.000 (njezet mije euro) Euro ne nje vit fiskal;</p> <p>i) marrjen dhe largimin nga puna e personelit kyç dhe/ose çdo punemarresi tjeter paga bruto e te cilit eshte me shume se 30.000 Euro (tridhjet mije euro) ne vit;</p> <p>j) nenshkrimi, zgjidhja ose ndryshimi i çdo zotimi, marreveshjeje ose kontrate me ane te nje transaksioni ose serie transaksionesh te lidhura te cilat (i) perfshijne Shoqerine ne pagimin ose marrjen e nje fature per te paguar nje shume totale ne tejkalim te 500.000 Euro (peseqind mije euro, ose (ii) detyrojne Shoqerine per nje afat prej tre (3) ose me shume vitesh, ose (iii) do te kishin nje fitim te vleresuar negativ nga dokumenti dhe/ose procedura e miratimit te projektit, ose (iv) kerkon nje investim ne asete fikse te cilat jane me shume se 25.000 Euro (njezet e pese mije euro), ose (v) kushtet e pageses jane me te gjata se 60 dite dhe pagesa e tejkalon 20.000 Euro (njezet mije euro);</p> <p>k) marrjen e nje kredie bankare ose borxhi duke perfshire marreveshjet leasing;</p> <p>l) miratimin e blerjes ose transferimit te pasurive te paluajtshme, vendosja e</p>	<p>c) establishment, acquisition or disposal of one or more subsidiaries of the Company;</p> <p>d) entry into any arrangement, contract or transaction outside the normal course of business or otherwise other than on arm's length terms, including but not limited to all related party transactions;</p> <p>e) any pledge, assignment or other encumbrance over the assets or receivables of the Company;</p> <p>f) establishment or change of any profit-sharing, stake option, bonus or other incentive scheme of any nature for the employees of the Company, amendment of collective labour agreements or indexation of salaries;</p> <p>g) extending loans to third parties;</p> <p>h) any capital expenditure or disposal of assets not approved in the annual budget and which exceeds EUR 20,000 (twenty thousand euro), or aggregates to more than EUR 20,000 (twenty thousand euro) in any one fiscal year;</p> <p>i) hire and dismiss key personnel and/or any employee whose gross remuneration is exceeding EUR 30,000 (thirty thousand euro) per year;</p> <p>j) entry into, termination or variation of any commitment, arrangement or contract by way of a transaction or series of related transactions which (i) would involve the Company in the payment or receipt of consideration having an aggregate value in excess of EUR 500,000 (five hundred thousand euro), or (ii) bind the Company for a term of three (3) years or more, or (iii) would have a negative estimated gross profit according to the relevant project approval document and/or procedure, or (iv) requires investment in fixed assets exceeding EUR 25,000 (twenty five thousand euro), or (v) the terms of payment are longer than 60 days and the payment amount exceeds EUR 20,000 (twenty thousand euro);</p> <p>k) taking any bank credits or loans including leasing agreements;</p> <p>l) approve the acquisition or transfer of real estate, create encumbrances over real estate;</p>
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barres hipotekore mbi pasurite e paluajtshme;

- m) dhenia e garancive ose kolateralit i cili siguron pergjegjesine ose merr persiper detyrimet e nje pale te trete.

10.3 Administratori mund te ushtroje te gjitha kompetencat si dhe te kryeje te gjitha veprimet, personalisht apo nepermjet personave te trete qe mund te emerroje.

#### **Neni 11**

##### **Pergjegjesite e Administratorit**

11.1 Administratori per nje veprim te caktuar ne te cilin perfshihen interesa te tij ose te paleve te trete te lidhura me te, te cilat i kundervihen interesave te Shoqerise duhet te njoftojne asamblene e ortakeve si dhe mund te mos marre pjese ne vendimet qe lidhen me keto veprime.

11.2 Administratori kur personalisht apo permes paleve te lidhura me te ashtu sic percaktohen ne nenin 13 te ligjit 9901 me date 14.04.2008 "Per tregtaret dhe shoqerite tregtare", ka interesa ne marreveshje te cilat do te lidhen nga Shoqeria duhet te njoftojne asamblene e ortakeve. Perfundimi i i nje marreveshje te tille duhet te miratohet nga asambleja e ortakeve.

11.3 Administratori duhet te ushtroje detyrat e tij ne menyre te kujdesshme ne perputhje me kete Statut, ligjin e aplikueshem ne fuqi dhe vendimet e asamblese se ortakeve.

#### **Neni 12**

##### **Kontrolli**

12.1 Eksperti(et) kontabel i (te) autorizuar do te emerohet(n) me vendim te Ortakut te Vetem ne çdo rast kur nje gje e tille kerkohet nga ligji shqiptar ose kur Ortaku i Vetem e konsideron te nevojshme.

#### **Neni 13**

##### **Viti Ushtrimor**

13.1 Viti ushtrimor i Shoqerise fillon me 1 Janar dhe mbaron me 31 Dhjetor te çdo viti.

13.2 Perjashtimisht, viti i pare ushtrimor fillon ne daten e regjistrimit te Shoqerise ne Regjistrin Tregtar dhe perfundon me 31 Dhjetor te po atij viti.

#### **Neni 14**

##### **Fitimi dhe Dividentet**

14.1 Fitimet qe rezultojne nga pasqyrat financiare te miratuara rregullisht, do te shperndahen Ortaku i Vetem, ose do te perdoret

- m) giving any guarantee, collateral or indemnity to secure the liability of or assume the obligations of any third party.

10.3 The Administrator may exercise all competences and actions, personally or through other people he may appoint at his discretion.

#### **Article 11**

##### **Liability of the Administrator**

11.1 The Administrator that has interests of his own or of related third parties to a determined operation that contravene to those of the Company shall notify the Sole shareholder and may not participate in the decisions regarding these operations.

11.2 The Administrator who personally or through related parties as defined in article 13 of law no. 9901, dated 14.04.2008 "On Entrepreneurs and Commercial Companies", has an interest in agreements to be entered by the Company shall notify general meeting of shareholders. The conclusion of such agreement should be pre-approved by the Sole shareholder.

11.3 The Administrator shall exercise his duties provided by these Bylaws, applicable laws into force, decisions of the Sole shareholder.

#### **Article 12**

##### **Auditor**

12.1 The auditor/s shall be appointed by the decision of the Sole Shareholder in any such case when it becomes mandatory by the Albanian law or when the Sole Shareholder deems it necessary.

#### **Article 13**

##### **Accounting Year**

13.1 The fiscal year of the Company shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

13.2 By exception, the first financial year begins upon the Company's incorporation and ends on the 31<sup>st</sup> of December of the same year.

#### **Article 14**

##### **Profit and Dividends**

14.1 The profit resulting from the approved financial statements shall be distributed to the Sole shareholder or shall be used for other

per qellime te tjera sipas vendimit te Ortaku i Vetem.

**Neni 10**

**Likuidimi**

15.1 Likuidimi e Shoqerise si dhe emerimi i likuidatorit(ve) behet ne perputhje me e ligjit shqiptar.

**Neni 16**

**Ligji**

16.1 Per çeshtjet e parregulluara ne kete Statut do te zbatohet Ligji nr. 9901, date 14.04.2008 “Per Tregtaret dhe Shoqerite Tregtare”.

16.2 Çdo konflikt, divergjence, mosmarveshje apo pretendim i çfaredolloji, sidoqe te kete lindur nga apo ne lidhje me kete Statut, do t’i drejtohet dhe zgjidhet nga Gjykata e Rrethit Gjyqesor Tirane.

Ky Statut i Shoqerise u hartua ne tre kopje ne gjuhen shqipe dhe tre kopje ne gjuhen angleze, me te njejten vlere dhe u nenshkrua rregullisht nga Ortaku i Vetem.

purposes upon resolution of the Sole shareholder.

**Article 15**

**Winding Up**

15.1 The winding up and the appointment of the liquidator/s shall comply with the with Albanian law.

**Article 16**

**Applicable Law**

16.1 The law no. 9901, dated 14.04.2008 “On Entrepreneurs and Commercial Companies”, shall apply for issues not regulated by these Bylaws.

16.2 Any dispute, difference, controversy or claim of whatever nature, howsoever arising under, out of or in connection with these Bylaws shall be referred to and resolved by Tirana District Court.

These Bylaws are drawn up in three copies in English and three copies in Albanian language having the same value each and was duly signed by the Sole shareholder.

**ORTAKU I VETEM/ SOLE SHAREHOLDER**

  
**Telelink Bulgaria EAD**

Jordan Popov  
Administrator  
25.11.2019