

STATUTI
PER SHOQERI ME PERGJEGJESI TE KUFIZUAR
“BMC CAPITAL” SHPK

Sot, me daten 14.10.2020, ortaket e meposhtem:

Z. Paolo Mazzacani, shtetas italian, i biri i Maurizio, i datelindjes 16.03.1994, lindur ne Carpi, Itali dhe banues ne Via Napoli 18, Carpi (MO) 41012, Itali, madhor, me zotësi të plotë juridike për të vepruar, identifikuar me pasaporten Italiane nr. YB6992173,

dhe

Mirko Albertazzi, atësia Roberto, shtetas Italian, lindur në Pavia dhe banues në adresën 42 boulevard d'Italie, Monako, lindur më 11/09/1975, madhor, me zotësi të plotë juridike për të vepruar, me Pasaporte Italiane nr. YB5163543,

bazuar ne ligjin nr.9901 date 14.04.2008 “Per tregtaret dhe shoqerite tregtare”, redaktuan kete Statut per themelimin e nje shoqerine me pergjegjesi te kufizuar ne Shqiperi me kushtet si me poshte:

Neni 1

Eshte themeluar shoqeria tregtare me emertimin “BMC CAPITAL” SHPK, me statusin e shoqerise me pergjegjesi te kufizuar ne Shqiperi.

Neni 2

Ortaku themelues te shoqerise jane:

Z. Paolo Mazzacani, ortak themelues zoterues i 1 (nje) kuote qe perfaqeson 70% te kapitalit te shoqerise,

dhe

Z. Mirko Albertazzi, ortak themelues zoterues i 1 (nje) kuote qe perfaqeson 30% te kapitalit te shoqerise.

Neni 3

Shoqeria ka seline e saj ne Tirane, Rr. “Andon Zako Çajupi”, Nd.9, H.17, Ap.2. Njësia Administrative nr. 5, 1019. Selia e shoqerise mund te ndryshoje ne perputhje me dispozitat ligjore ne fuqi.

Adresa e shoqerise per qellime te komunikimit elektronik eshte info@bmc-consultants.com.

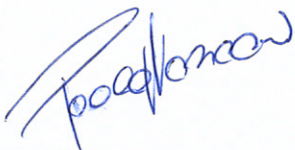
Neni 4

Shoqeria themelohet per te vepruar ne gjithe territorin e vendit, pa afat te pacaktuar

Neni 5

Objekti i veprimtarise se shoqerise eshte:

Import eksporti i lendeve te para dhe produkteve te gateshme te çdo lloji, tregti me shumice e pakice i tyre, projektimi e ndertimi i objekteve civile e industrial, projektimi, zhvillimi e menaxhimi i minierave i projekteve minerare e energjitike pjemarrja ne



projekte e veprimtari industrial, aktivitete shitblerje e pasurive te patundshme, konsultime ne fushat ekonomike, tregtare, financiare, juridike, pjesmarrje ne aktivitete kulturore e artistike, zhvillimi i projekteve bujqesore e mjedisore. Shoqeria do te kryeje dhe çdo operacion tjeter ekonomik e financiar, te mundshem e te ligjshem qe administratorët do ta gjykojne te nevojshme.

Neni 6

Kapitali themeltar eshte 100.000 leke (njqind mije lek), i nënshkruar në të holla nga Ortakët e shoqërisë, që i korrespondon 100% (një qind për qind) të kapitalit të Shoqërisë.

Neni 7

Kapitali përbëhet nga 2 (dy) kuota të nënshkruara dhe të shlyera plotësisht me vlerë totale prej 100.000 leke (njqind mije lek), ndërmjet ortakëve si më poshtë:

- a. **Z. Paolo Mazzacani**, zotërues i 70 % të kapitalit të Shoqërisë, që përfaqëson 1 kuotë me një vlerë totale prej 70.000 Lek (*shtatedhjete mije lek*);
- b. **Z. Mirko Albertazzi**, zotërues i 30 % të kapitalit të Shoqërisë, që përfaqëson 1 kuotë me një vlerë totale prej 30.000 Lek (*tridhjete mije lek*).

Neni 8

Rritja e kapitalit themeltar apo zvogelimi i tij kur eshte rasti si dhe transferimi i kuotave te kapitalit themeltar behet ne perputhje me dispozitat ligjore ne fuqi dhe kushteve te percaktuara nga Asambleja e Ortakeve. Rritja e kapitalit mund te behet nepermjet rritjes se kuotave te ortakeve ekzistues apo nepermjet pranimi te ortakeve te rinj. Vendimi per rritjen e kapitalit ne te dy format merret me shumicen e cilesuar te votave te ortakeve, $\frac{3}{4}$ (tre te katertat)

Neni 9

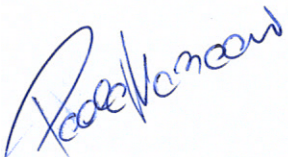
Kerkesat per te paguar kuotat apo terheqja e kuotave te papaguara behet sipas dispozitave ligjore ne fuqi.

Neni 10

Secili ortak ka te drejte te kete nje certifikate per % qe ai zoteron ne kapitalin e shoqerise. Certifikata e zoterimit te % se kapitalit te shoqerise nuk ka cilesine e nje letre me vlere. Ne rastin kur nje % e kapitalit zoterohen nga me shume se nje person, shoqeria leshon vetem nje certifikate ne te cilen shenohen emrat e te gjithë zoteruesve.

Neni 11

Fitimi i % ne kapitalin e shoqerise behet me kontrate ose nepermjet trashegimise. Fitimi i % nepermjet trashegimise eshte i lire. Shoqeria eshte e detyruar te regjistroje % ne perputhje me aktin e trashegimise. Fitimi i % nepermjet kontrates behet me miratimin e shoqerise. Cdo ortak qe kerkon te transferoje % e tij njofton me shkrim shoqerine. Administratori i shoqerise, brenda nje periudhe 30 ditore eshte i detyruar te njoftoje ortakët e tjere per kerkesen. Nese perftuesi eshte nje nga ortakët ekzistues atehere me njoftimin perfundon procedura dhe kerkesa regjistrohet si e pranuar. Ne rastin kur perftuesi eshte nje person tjeter jashte bashkesise se ortakeve ekzistues, ortakët duhet te japin pelqimin e tyre lidhur me kete kerkese,



brenda nje periudhe 15 ditore nga data e marrjes se njoftimit te administratorit.. Kerkesa quhet e miratuar nese per te japin pelqimin ortaket qe zoterojne shumicen e kualifikuar, $\frac{3}{4}$ (tre te katertat) e % te kapitalit themeltar. Nese nuk arrihet kjo shumice kerkesa quhet e refuzuar dhe ortaku qe kerkon te kaloje % eshte i detyruar tua ofroje ate ortakeve te tjere bashkerisht te cilet e ndajne ne perpjestim me kuotat qe zoterojne ne kapitalin themeltar.

Neni 12

Organi me i larte drejtues i shoqerise eshte Asambleja e Ortakeve qe perbehet nga ortaket themelues ose nga zoteruesit e % te kapitalit themeltar kur eshte rasti.

Vendimet e Asamblese se Ortakeve shkruhen në një regjistër të vendimeve dhe nuk mund të ndryshohen ose të fshihen.

Neni 13

Thirrja e mbledhjes se Asamblese behet nga administratori ose me kerkese te ortakeve.

Mbledhjet e Asamblese zhvillohen te pakten 1 here ne vit dhe lajmerohen me leter rekomande ose me poste elektronike ne adresen qe secili ortak ka percaktuar ne regjistrin e ortakeve. Lajmerimi i nisur ne kete adrese konsiderohet i kryer pavaresisht ne se ortaku merr ose jo pjese ne Asamble. Lajmerimi duhet te permbaje daten, oren e vendin e zhvillimit te mbledhjes, rendin e dites si dhe faktin qe vendimet qe do te merrem kerkojne ose jo nje shumice te kualifikuar si dhe numrin PIN per komunikime elektronike kur eshte mundesia teknike.

Ortaket, kur eshte rasti, mund te perfaqesohen ne Asamble nga nje ortak tjeter apo nga nje person I trete nepermjet nje autorizimi qe eshte I vlefshen vetem per ate mbledhje te Asamblese. Administratori nuk mund te jete perfaqesues i nje ortaku edhe kur ai vete eshte ortak i shoqerise.

Ne mbledhjet e Asamblese mbahet procesverbal.

Ne mbledhje te Asamblese, per qellime te vendimmarrjes, 1 (nje) % e kapitalit themeltar konisderohet e barabarte me nje vote. Votimet ne Asamble merren me shumicen e thjeshte te votave me perjashtim te rasteve kur ligja apo ky statut percakton shprehimisht nje shumice me te madhe.apo te kualifikuar.

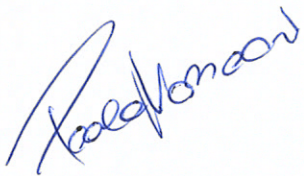
Neni 14

Mbledhjet e Asamblese, kur nuk kerkohet nje shumice e cilesuar, jane te vlefshme kur ne te marrin pjese apo perfaqesohen ortaket qe zoterojne jo me pak se 30% te % te kapitalit themeltar. Ne keto raste vendimet e Asamblese merren me shumicen e thjeshte te votave.

Ne rastet kur per marrjen e vendimeve kerkohet nje shumice e kualifikuar, $\frac{3}{4}$ (tre te katertat) mbledhja e Asamblese konsiderohet e vlefshme vetem nese, pas njoftimeve te rregullta, ne te marrin pjese apo perfaqesohen ortaket qe zoterojne me shume se 50 % te % te kapitalit themeltar.

Nese jane mundesite ortaket mund te marrin pjese ne Asamble edhe nepermjet mjeteve elektronike.

Ne rastet kur kerkohet marrja e vendimeve me shumice te kualifikuar ne mbledhjet e Asamblese thirret noteri.



Neni 15

Mbledhjet e Asamblese zhvillohen te pakten 1 here ne vit dhe lajmerohen me leter rekomande ne adresen qe secili ortak ka percaktuar ne librin e ortakeve. Lajmerimi i nisur ne kete adrese konsiderohet i kryer pavaresisht ne se ortaku ne mbledhjet e Asamblese mbahet procesverbal.

Neni 16

Veprimtaria e shoqerise drejtohet nga administratoret te cilet emerohen nga Asambleja. Shoqeria do te kete 1 (nje) administrator.

Neni 17

Administratori emerohet per nje mandat prej 3 vjetesh me te drejte rizgjedhje. Administrator i pare emerohet **Z. Paolo Mazzacani**, shtetas italian, i datelindjes 16.03.1994, lindur ne Carpi, Itali, me pasaporten Italiane nr. YB6992173. Koha e fillimit te mandatit te pare sipas ketij Statuti eshte data e nenshkrimimit te tij.

Neni 18

Asambleja percakton me vendim te veçante shperblimin per administratorin.

Neni 19

Administratori mund te shkarkohet edhe para perfundimit te mandatit per shkaqe te arsyetuara dhe ne perputhje me ligjin.

Neni 20

Administratori pergjigjet per veprimtarine e zakonshme te shoqerise. Ai eshte perfaqesues i shoqerise ne te gjitha marredheniet juridike civile me te tretet.

Neni 21

Administratori paraqit per miratim ne Asamble programet e zhvillimit, programet e investimeve, strukturen organizative te shoqerise, strukturen e pagave te personelit, bilancin financiar vjetor.

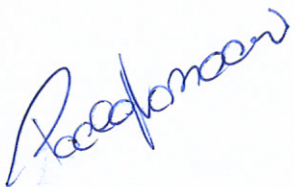
Administratori eshte i detyruar te therrase 1 here ne vit mbledhjen e Asamblese si dhe te marre te gjitha masat, per zhvillimin e rregullt te saj edhe ne rastet kur mbledhja thirret nga ortaket, perfshire pergatitjen e dokumentave qe paraqiten per diskutim si dhe projektvendimet perkatese,

Neni 22

Administratorit i ndalohe te lidhe kontrata shitblerje te pasurive te paluajtshme pa miratimin e Asamblese.

Neni 23

Administratori eshte i detyruar te ruaje kofidencialitetin e te dhenave te shoqerise edhe pas mbarimit te mandatit te veprimtarise se tij.



Neni 24

Marredhëniet e punesimit ne shoqeri jane pergjegjesi e administratorit te shoqerise. Punesimi behet sipas rregullave te miratuara nga Asambleja dhe ne perputhje me strukturen e miratuar prej saj.

Neni 25

Veprimtaria e shoqerise pasqyrohet ne bilancet financiare te çdo viti ushtrimor qe mbahen ne perputhje me dispozitat ligjore per kontabilitetin. Bilancet vjetore miratohen nga Asambleja qe mblidhet jo me vonë se 6 muaj nga data e mbylljes se vitit ushtrimor.

Neni 26

Kur rezultati financiar i shoqerise i pasqyruar ne bilancet financiare eshte pozitiv Asambleja vendos per shperndarjen e tij duke lene rezervat ligjore dhe duke percaktuar destinacionin e fondeve te tjera perfshire dhe dividendin.

Neni 27

Dividenti qe shperndahet u perket ortakeve qe zoterojne % ne kapitalin themeltar te shoqerise. Ndarja e dividendit behet sipas % qe zoteron secili ortak ne kapitalin themeltar.

Neni 28

Humbjet e shoqerise, kur rezultojne te tilla perballohen nga fitimet e viteve pasardhese. Ortaket pergjigjen per humbjet e shoqerise vetem ne vleren e kontributit te tyre ne kapitalin themeltar te shoqerise.

Neni 29

Shoqeria mund ta mbylle aktivitetin e saj edhe para afatit te percaktuar ne Aktin e Themelimit dhe ne kete Statut ne rastet kur:

Vendos Asambleja e ortakeve.

Ne baze te ligjit vendoset likuidimi i shoqerise.

Neni 30

Ne çdo rast likuidimi, nga te ardhurat qe rezultojne perballohen te gjitha detyrimet qe shoqeria ka ndaj te treteve dhe pjesa qe mbetet u ndahet ortakeve ne perputhje me pjeset e barabarta qe ata zoterojne ne kapitalin themeltar.

Neni 31

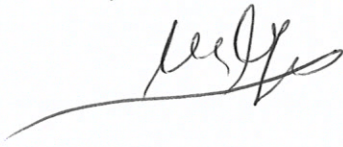
Per çdo gje qe nuk eshte shprehur posaçerisht ne kete Statut i referohet ligjit nr 9901 date 14.04.2008 "Per tregtaret dhe shoqerite tregtare" kapitulli per shoqerite me pergjegjesi te kufizuar.

Ky Statut nenshkruhet njekohesisht ne gjuhen shqipe dhe angleze. Ne rast se do kete mosperputhje ndermjet dy versioneve, versioni i gjuhes shqipe do te mbizoteroje.

ORTAKET THEMELUES**Paolo Mazzacani**

PAOLO MAZZACANI


Mirko Albertazzi

MIRKO ALBERTAZZI


S T A T U T E
OF THE LIMITED LIABILITY COMPANY
“BMC CAPITAL” SHPK

Today, on date 14.10.2020, the following shareholders

Mr. Paolo Mazzacani, Italian citizen, son of Maurizio, born on 16.03.1994, in Carpi, Italy and resident in Via Napoli 18, Carpi (MO) 41012, Italy, adult and with full legal capacity to act, holder of Italian passport no. YB6992173,
and

Mirko Albertazzi, son of Roberto, Italian citizen, born in Pavia and resident in the address 42 boulevard d'Italie, Monaco, lindur më 11/09/1975, adult and with full legal capacity to act, holder of Italian passport no. YB5163543,

based on law no. 9901 date 14.04.2008 “For traders and trading companies”, drafted this Statute for the establishment of the limited liability company upon the following terms and conditions:

Article 1

It is hereby established the limited liability company in Albania with the name “BMC CAPITAL” SHPK.

Article 2

The shareholders of the company are as follows:

Mr. Paolo Mazzacani, founding shareholder owner of 1 (one) quota that represents 70% of the capital of the company, and

Mr. Mirko Albertazzi, founding shareholder owner of 1 (one) quota that represents 30% of the capital of the company,

Article 3

The Company has its headquarters in Tirana, Rr. “Andon Zako Çajupi”, Nd.9, H.17, Ap.2. Njësia Administrative nr. 5, 1019. The headquarter of Company may change in accordance to the legal provisions in force.

For electronic communication purposes, company’s address is info@bmc-consultants.com.

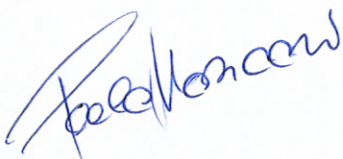
Article 4

The Company is established to operate throughout the territory of the country, for an indefinite period of time.

Article 5

The object of company’s activity is:

Import - export of raw materials and ready products of any kind, their wholesale and retail trade, designing and constructing of civil and industrial objects, designing, mine development management of mine and energetic projects, participation in projects of industrial activities, selling-buying and real estate activities, consulting in economical,



commercial, financial, juridical fields, participation in cultural and artistic activities, development of agricultural and environmental projects. The Company will carry out any kind of other economic and financial operation, probable and legal that administrators should consider as necessary.

Article 6

The founding capital of the company is 100 000 LEK, completely liquidated by the shareholders of the company.

Article 7

The capital of the company is composed of 2 (two) quotas, subscribed and paid in with a total value of 100.000 leke (one hundred thousand lek), by the following shareholders:

- a. **Mr. Paolo Mazzacani**, holder of 70 % of the capital of the Company, that represents 1 (one) quota of a total value of 70.000 Lek (*seventy thousand lek*);
- b. **Mr. Mirko Albertazzi**, holder of 30 % of the capital of the Company, that represents 1 (one) quota of a total value of 30.000 Lek (*thirty thousand lek*).

Article 8

The increase of the capital or its decrease, when it is the case, as well as the transfer of the quotas of the capital is made in accordance with the legal provisions in force and the conditions defined by the Shareholders' Assembly. The increase of the capital can be made by increasing existing shareholders or by acceptance of new shareholders. The resolution for the increase of capital, in both ways, is taken by qualified majority of the shareholders' assembly $\frac{3}{4}$ (three fourth).

Article 9

Requests to pay the quotas or the withdrawal of unpaid quotas, is made according to the legal provisions in force.

Article 10

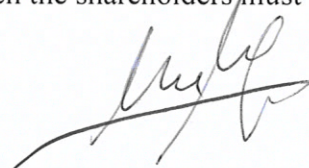
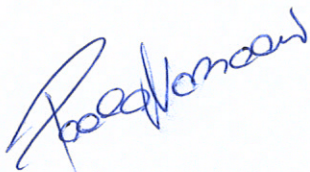
Each shareholder has the right to have a certificate for the % that he possesses in company's capital. The Possession Certificate of % of company's capital, does not have the quality of a Bond. In the case when a % of equity is possessed by more than one person, company issues only a certificate in which are indicated the names of all owners.

Article 11

Acquiring the % in the company's capital is done by contract or through inheritance.

Acquiring the % in the company's capital through inheritance is free. The company is obliged to register the % in according to the inherited act.

Acquiring the % by contract is done with the approval of company. Any shareholder that wants to transfer its own % has to inform the company in written form. The company's administrator, within a term of 30 days is obliged to notify the other shareholders on this request. If the beneficiary is one of the existing shareholders then with this notification the procedure ends and the request is registered as accepted. In case when the beneficiary is another person out of the existing shareholders' community, then the shareholders must



give their consent in relation to this request within a term of 15 days from receipt of the administrator's notification. The request is considered as approved if the shareholders that own a qualified majority of $\frac{3}{4}$ (three fourth) of the capital, give their consent to it. If this majority is not reached, the request is considered as refused one and the shareholder that wants to transfer the % is obliged to offer it to other shareholders jointly, who share it pro-rata to their participation in the capital of the company.

Article 12

The highest governing body of the company is the Shareholders' Assembly which is composed by its founding shareholders or by the owners of the shares of the capital as the case may be.

Article 13

The convening of the assembly meeting is done by the administrator or by the request of the shareholders. The Assembly meetings take place at least once per year and is notified by registered letter or by electronic post to each of the shareholders' address. The notification sent in these addresses is considered done in despite of the fact the shareholder takes part or not in the Assembly. The notification includes the date, hour and the place where the meeting has to be held, the agenda and the fact that the decisions to be taken require qualified majority or not as well as the PIN number for electronic communications when the technical means allows it.

Minutes are taken when the Assembly meeting is held.

For purposes of decision-making at the Assembly meeting, 1 (one) % of the capital is considered equal to one vote. The voting in the Assembly is taken with simple majority of the votes with the exception of cases when the law or this statute expressly requires another majority or a qualified one.

Article 14

The Assembly meetings when a qualified majority is not necessary are valid when they are attended or represented the shareholders that own not less than 30 % of the fundamental equity percentage. In these cases, the Assembly decisions are drawn with then simple majority of votes.

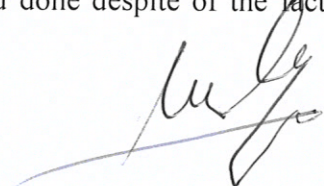
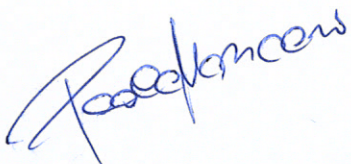
On the cases when the decision drawing asks to a qualified majority, with $\frac{3}{4}$ (three fourth), the Assembly meeting is considered valid only whether, after the regular notifications, in it take part or are represented the shareholders that own more than 50 % of the fundamental equity percentage.

If there is possible the shareholders could take part at the assembly through the electronic means, too.

One the cases when it is needed the drawing of the decisions with the qualified majority then the company notary was called to be present.

Article 15

The Assembly meetings take place at least once per year and is notified by registered letter to each of the shareholders' address as they have confirmed at the shareholders' register. The notification sent in these addresses is considered done despite of the fact



whether the shareholder takes part or not in the Assembly. Minutes are kept during the meeting of the Assembly.

Article 16

The company activity is governed by the administrators who are nominated by the Assembly. The Company shall nominate only 1 (one) administrator.

Article 17

The Administrator is nominated for a term of 3 (three) years with the right of re-election. Then first Administrator is nominated **Mr. Paolo Mazzacani**, Italian citizen, born on 16.03.1994, in Carpi, Italy, holder of Italian passport no. YB6992173. The starting time for this term, in according to this Statute, is with the signing of this Statute.

Article 18

The Assembly of shareholders defines with a special decision the reward for the administration.

Article 19

The Administrator could be fired before its term for reasonable reasons.

Article 20

The Administrator is responsible to the ordinary activity of the company. He is the representative of the company on all civil relations with third parties.

Article 21

The Administrator files for approval to the Assembly the development programmes, those of investments, organizative structure of the company, the structure of the staff salaries as well as the annual financial balance sheet.

The Administrator is obliged to convene at least once per year the Assembly meeting and to take all the relevant measures for its regular convening, even on the cases when the meeting is called by the shareholders, including preparation of the documentation that has to be presented for discussion as well as the proper draft resolutions.

Article 22

The Administrator is not allowed to sign agreements for the sale of the real estate without the approval of the Assembly.

Article 23

The Administrator is bound to keep the confidentiality of the company data even after the termination of its term.

Article 24

The employment relations in the company are the responsibility of the company's administrator.

The employment has to be done in according to the regulations approved by Assembly and in conformity with its approved structure.

Paolo Mazzacani

[Signature]

Article 25

The company's activity is presented in the balance sheets for each financial, which are kept in accordance to legal provisions on accounting. The annual balance is approved by the Assembly not later than 6 months from the closing date of the exercise year.

Article 26

When the company financial result presented to the financial balance is positive, the Assembly decides for its distribution, leaving legal reserves and defining the other fund destinations including the dividend.

Article 27

The dividend that is distributed belongs pro-rata to the shareholders who own the percentage of the company's capital. The division of the dividend is done pro-rata as per the percentage that each shareholder owns on the capital.

Article 28

The company's losses, when it is the case, are borne by the profits of the successive years.

The shareholders are responsible for the company losses only within the value of their contribution in the company's capital.

Article 29

The company can terminate its activity even before the term defined in the Foundation Act and in this Statute in the cases when :

- The shareholders' Assembly decides so;
- It is decided the liquidation of the company in accordance with the law.

Article 30

In any liquidation case, through the income that result all the obligations that company has towards third parties are paid and the remaining part is distributed among the shareholders pro-rata as per their participating percentage in the company's capital.

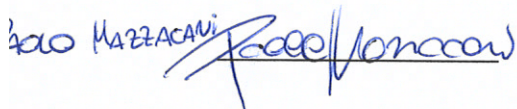
Article 31

For anything that is not explicitly expressed in this Statute, reference is made to Law No. 9901, date 14.04.2008 "On the Traders and Trading companies", chapter for Companies with limited liabilities.

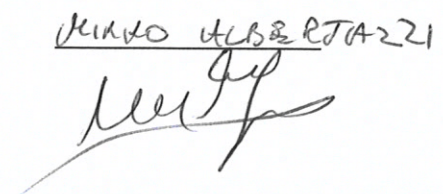
This Statute is compiled in 4 (four) copies, in both Albanian and English language. In case of discrepancies among the two versions, the Albanian version shall prevail.

FOUNDING SHAREHOLDERS

Paolo Mazzacani

 PAOLO MAZZACANI

Mirko Albertazzi

 MIRKO ALBERTAZZI