

VENDIM NR 7 I ASAMBLESE SE PERGJITHSHME E AKSIONEREVE TE SHOQERISE ANDROMEDA MARINE AQUACULTURE sh.a.

Sot me 14 / 11 2012 ne perputhje me Statutin e shoqerise **ANDROMEDA MARINE AQUACULTURE sh.a**, shoqeri aksionere shqiptare ekzisutese dhe e organizuar ne perputhje legjisllacionin Shqiptar, rregjistruar ne Qendren Kombetare te Rregjistrimit me Numer Unik Identifikimi (NIPT) K83729804R (me poshte referuar si "**Shoqeria**") dhe ligjin Nr. 9901, date 14.04.2008 "Per Tregtaret dhe Shoqerite Tregtare", u mblodhen ne seline e Shoqerise aksioneret e Shoqerise te cilet perfaqesojne 100% te kapitalit te Shoqerise:

- **Ahilea Papuçi**, shtetas Shqiptar, lindur me 25.01.1947, ne Sarande, banues ne Sarande, mbajtes i kartes se identitetit me numer 024819623, zoterues i 4.980 aksioneve te Shoqerise, te cilat perfaqesojne 24.90% te kapitalit te Shoqerise;
- **Andromeda Aquacultures International B.V**, shoqeri private me pergjegjesi te kufizuar, me seli ne Amsterdam, dhe adrese ligjore ne Koningslaan 17, 1075 AA Amsterdam, the Netherlands e regjistruar ne Regjistrin Tregtar dhe ne Dhomens Kombetare te Tregtise ne Hollande me numer: 33221565 e perfaqesuar sipas ligjit nga Znj Hrisanthi Naço, shtetase shqiptare, banuese ne Rr. Gjergj Araniti 100, Lagjja Nr 1, Sarande, Albania, mbajtese e kartes se identiteti me numer 024819623, zoteruese e 15.020 aksioneve te cilat perfaqesojne 75.10% te kapitalit te Shoqerise.

Asambleja e Pergjithshme e Aksionereve e cila zgjedh Z. Ioannis Karvelas ne cilesine e kryetarit te mbledhjes eshte mbledhur per te vendosur mbi rendin e dites si me poshte vijon:

1. Rritjen e kapitalit te shoqerise Andromeda Marine Aquaculture sh.a. me 320.340.000,00 leke permes emetimit te 3.203.400,00 aksioneve te reja te cilat do t'i alokohen Andromeda Aquacultures International B.V.
2. Aksionet e reja te alokuara per Andromeda Aquacultures International B.V do te jene me cmimin e nenshkrimit te barabarte me 100 leke per cdo aksion.
3. Te miratoje raportin e ekspertit kontabel te autorizuar te caktuar nga gjykata per vleresimin e kontributit ne natyre me qellim rritjen e kapitalit te Shoqerise nepermjet emetimit te aksioneve te reja.

**ANDROMEDA MARINE
AQUACULTURE sh.a.**
Vat No. K83729804R
Worë, Finiq, Rruga nacionale SARANDË - TIRANË
Zona Industriale, km 4

4. Aksionet e reja te alokuara sipas pikes (2) me siper do te paguhen plotesisht me kontribut ne natyre permes heqjes dore nga ana e Andromeda Aquacultures International B.V nga e drejta ndaj Andromeda Marine Aquaculture sh.a. sipas Marreveshjes Transferuese te dates 2 Gusht 2012 lidhur midis, ANDROMEDA ACQUACULTURES INTERNATIONAL B.V., ANDROMEDA MARINE AQUACULTURE sh.a. dhe KÄLLIERGEIES IDROVION ORGANISMON S.A.;

DUKE PATUR PARASYSH se

- Asambleja e Pergjithshme e Aksionereve do te vendose ne lidhje me ceshtjet e specifikuara ne kete vendim ne perputhje me Statutin e Shoqerise dhe legjislacionin e aplikueshem;
- Nenshkruesit e ketij vendimi jane njoftuar ne menyren e parashikuar ligjore per kete mbledhje
- Nenshkruesit e ketij vendimi jane te autorizuar sipas ligjit, dhe kane te drejten te nenshkruajne, dhe te hartojne kete vendim ne emer dhe per llogari te Aksionereve.

Asambleja e Pergjithshme e Aksionereve me vota unanime qe perbejne 100% te te drejtave te votimit ne Mbledhjen e Asamblese se Pergjithshme te Aksionereve te Shoqerise me ane te ketij vendimi:

VENDOS

1. Rritjen e kapitalit te shoqerise Andromeda Marine Aquaculture sh.a. me 320.340.000,00 leke permes emetimit te 3.203.400,00 aksioneve te reja te cilat do t'i alokohen Andromeda Aquacultures International B.V.
2. Aksionet e reja te alokuara per Andromeda Aquacultures International B.V do te jene me cmimin e nenshkrimnit te barabarte me 100 leke per cdo aksion.
3. Te miratoje raportin e ekspertit kontabel te autorizuar te caktuar nga gjykata per vleresimin e kontributit ne natyre me qellim rritjen e kapitalit te Shoqerise nepermjet emetimit te aksioneve te reja.
4. Aksionet e reja te alokuara sipas pikes (2) me siper do te paguhen plotesisht me kontribut ne natyre permes heqjes dore nga ana e

ANDROMEDA MARINE
AQUACULTURE Sh.a.
33729804R
Vlorë, Finiq, Rr. Kombëtare SARANDË - TIRANË
Zona Industriale, km 4

Andromeda Aquacultures International B.V nga e drejta ndaj
Andromeda Marine Aquaculture sh.a. sipas Marreveshjes
Transferuese te dates 2 Gusht 2012 lidhur midis, ANDROMEDA
ACQUACULTURES INTERNATIONAL B.V., ANDROMEDA MARINE
AQUACULTURE sh.a. dhe KALLIERGEIES IDROVION
ORGANISMON S.A.;

Aksioneret e Shoqerise

Ahilea Papuçi

Ahilea Papuçi

Per Andromeda Aquacultures International B.V

Elton Hysa

ANDROMEDA MARINE.
AQUACULTURE Sh.a.
Vat No. 33729804R
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Zona Industriale, km 4

Kryetar

Ioannis Karvelas
KARVELAS IOANNIS

Sekretar

ELTON H YSA Elton

Perkthyes

ELTON H YSA Elton

**RESOLUTION NR 7 OF THE GENERAL SHAREHOLDERS' ASSEMBLY OF THE
COMPANY "ANDROMEDA MARINE AQUACULTURE" sh.a.**

On this 14 / 11 2012 pursuant with the Articles of Association of ANDROMEDA MARINE AQUACULTURE sh.a. a joint stock company organized and established under Albanian law, registered with the National Registration Centre under NIPT: K83729804R (hereafter referred to as the "**Company**") and Law No. 9901, date 14.04.2008 "Law on Companies", the following shareholders which represent 100% of the registered capital of the Company are convened at the legal seat of the Company::

- **Ahilea Papuçi**, Albanian citizen, born on 25.01.1947, in Sarande, resident in Sarande, holder of the ID card no.024819623, owner of 4.980 shares in of the Company representing 24.90% of the share capital of the Company
- **Andromeda Aquacultures International B.V**, a private company with limited liability, having its statutory seat in Amsterdam, with legal address at Koningslaan 17, 1075 AA Amsterdam, the Netherlands and registered with the Trade Registry of the Dutch Chamber of Commerce of Amsterdam under number: 33221565 duly represented by Ms. Hrisanthi Naço, an Albanian citizen, resident in Rr. Gjergj Araniti 100, Lagjja Nr 1, Sarande, Albania, holder of ID Card No. 024819623, owner of 15.020 shares in of the Company representing 75.10% of the share capital of the Company

The Shareholders General Assembly which appoints Mr. Kovelas Ioannis in the capacity of the chairman of the meeting is convened to resolve upon the following agenda:

- a. To increase the registered capital of the Company by ALL 320.340.000,00 through issuance of 3.203.400,00 new shares each of which are to be allotted to Andromeda Aquacultures International B.V.
- b. The new shares shall be allotted to ANDROMEDA MARINE AQUACULTURE sh.a. at a subscription price which is equal to ALL 100 per share.
- c. To approve the report of the certified auditor appointed by the court to evaluate the contribution in kind for the purpose of increase of the registered capital of the Company through the issuance of new shares;
- d. The new shares to be allotted under item (b) above shall be paid by contribution in kind by way of Andromeda Aquacultures International B.V waives its right *vis-à-vis* Andromeda Marine Aquaculture sh.a. under the Assignment Agreement dated 2 August 2012 entered between the Andromeda Aquamarine



International B.V. , ANDROMEDA MARINE AQUACULTURE sh.a.
and KALLIERGEIES IDROVION ORGANISMON S.A.;

NOTED that:

- The Shareholders Assembly is resolving in relation to the matters specified herein in accordance with its Articles of Association and applicable legislation
- The Shareholders are duly notified regarding the matters to be resolved by this Shareholders Resolution.;
- The signatories of this resolution are duly authorised, and are entitled to sign, to make this resolution in the name and on behalf of the Shareholders.

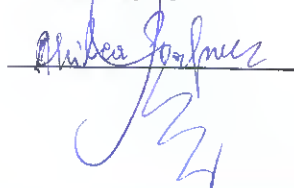
The General Shareholders Assembly by unanimous vote which represent 100% of the voting rights in the General Shareholders Assembly of the Company hereby:

RESOLVES

1. To increase the registered capital of the Company by ALL 320.340.000,00 through issuance of 3.203.400,00 new shares each of which are to be allotted to Andromeda Aquacultures International B.V.
2. The new shares shall be allotted to ANDROMEDA MARINE AQUACULTURE sh.a. at a subscription price which is equal to 100 leke per share.
3. To approve the report of the certified auditor appointed by the court to evaluate the contribution in kind for the purpose of increase of the registered capital of the Company through the issuance of new shares;
4. The new shares to be allotted under item (2) above shall be paid by contribution in kind by way of Andromeda Aquacultures International B.V waiving its right *vis-à-vis* Andromeda Marine Aquaculture sh.a. pursuant to the Assignment Agreement dated 2 August 2012 entered between the ANDROMEDA AQUACULTURES INTERNATIONAL B.V., ANDROMEDA MARINE AQUACULTURE sh.a. and KALLIERGEIES IDROVION ORGANISMON S.A.;

Shareholders of the Company

Ahilea Papuçi



MARINE
Sh. a.
MAR

For Andromeda Aquacultures International B.V

Christos Mace
dees

ANDROMEDA MARINE
AQUACULTURE Sh. a.
Vat No. K83729804R
Word, Finis, Organizacionale SAKONIS-2021
Zona

Chairman

Karvelas Ioannis
KARVELAS IOANNIS

Secretary

ELTON HYSA *Elton*

Translator

ELTON HYSA *Elton*