

## AKT THEMELIMI DHE STATUTI I SHOQERISE

### “LENFA AB” SH.P.K

Sot me date 03/10/2022

- **ROLF BO GUSTAFSON**, atesia Rolf, shtetas suedes, lindur me 30.04.1962, ne Farsta, Suedi dhe banues ne Carrer Barranc nr.78, Spanje, madhor me zotesi te plete juridike per te vepruar, i identifikuar me pasaporten suedese me Nr. 93482688, dhe EUID: EA0660390.

➤ *bazuar, ne legjpcionin ne fuqi vecanerisht, bazuar ne nenet 68 e vijues te ligjit nr. 9901 dt. 14.04.2008 «Per Shoqerite Tregtare» i ndryshuar me ligjin nr. 129/2014, Ligjt nr. 9723, dt. 03.05.2007 "Për Qendrën Kombëtare të Regjistrimit", LIGJ Nr. 131/2015 PER QENDRËN KOMBËTARE TË BIZNESIT, ne dispozitat e Kodit Civil ne cilesine e ortakut themelues si dhe ne vullnetin tone te lire te shprehur dhe ne nenshkrimin e akteve te themelimit te shoqerise kam hartuar aktin e themelimit dhe statutin e rje Shoqerie me Pergjegjesi te Kufizuar (me poshtë shoqeria):*

**KREU I**  
**THEMELIMI , EMRI, OBJEKTI, KOHEZGJATJA, SELIA**

**NENI. 1**  
**DATA E THEMELIMIT, EMRI I THEMELUESIT**

Sot ne date 03/10/2022, u themelu shoqeria me pergjegjesi te kufizuar me emrin “LENFA AB” SH.P.K

Themelues i shoqerise eshte:

- **ROLF BO GUSTAFSON**, atesia Rolf, shtetas suedes, lindur me 30.04.1962, ne Farsta, Suedi dhe banues ne Carrer Barranc nr.78, Spanje, madhor me zotesi te plete juridike per te vepruar, i identifikuar me pasaporten suedese me Nr. 93482688 dhe EUID: EA0660390.

**NENI. 2**  
**OBJEKTI I SHOQERISE**

Objekt i kesaj shoqerie do te jete:

1. Blerja, menaxhimi, administrimi, ndermjetesimi, dhenia me qira dhe shitja e pasurive të paluajtshme.
2. Shoqeria gjithashtu mund të kryeje: aktivitetet e menaxhimit të pasurive të patundshme dhe të biznesit, ndertimi i veprimtarise në përgjithësi, për llogari vetjake dhe për palet e treta, menaxhimi komercial i pasurive të paluajtshme.
3. Blerje, shitje, madje edhe fraksionimi, ristrukturimi dhe projektim, të gjitha aktivitetet e vlerësimit të pasurive të patundshme në përgjithësi, si urbane edhe rustike, për përdorim tregtar, industrial, rezidencial dhe zyra, dhe ekspertizat e vlerësimet e tyre, dhënia me qira dhe menaxhimin i pasurive të paluajtshme.
4. Realizimi i punimeve të ndërtimit në përgjithësi, punime të rrugëve përfshirë gërmimet, shkatërrimet, ndërtimi i ujësjellësave, kanalizimeve dhe të ngjashme me to. Investimi në tregun e ndërtimit, blerje, administrim, shitje të pasurive të paluajtshme Real Estate.
5. Tregëtim me shumicë dhe pakicë, import-eksport të produkteve, materialeve të ndërtimit dhe makinerive të ndryshme të domosdoshme për ushtrimin e aktivitetit perfshirë produktet bujqësore dhe ushqimore në tërsi.
6. Të marrë interesa dhe aksione në kompani të tjera, duke përfshirë edhe kompanitë e huaja, me një qëllim të ngjashëm biznesi osc të lidhur me të vetin dhe të kryejë çdo veprim të luajtshëm, real estate, komercial dhe financiar që synon arritjen e qëllimit të korporatës.
7. Të marrë pronësinë e plotë të kompanive të tjera, me zyra të regjistruara si në Shqipëri, ashtu edhe jashtë saj, me objekt analogjik ose në cdo rast të lidhur me të.
8. Të kryejë çdo veprimtari, të luajtshme, të paluajtshme, financiare, të dobishme ose të nevojshme për të arritur qellimin e saj të korporatës. Kompania mund të kontraktojë dhe të marrë pjesë në kontrata me administratat publike dhe me organet publike dhe private në të gjitha format e ofruara si në Shqipëri ashtu edhe në vendet e huaja.
9. Shoqeria gjithashtu mund të marrë pjesë në ndërmarrjet e sipërmarrjeve në Shqipëri dhe në të gjitha vendet evropiane dhe jo-evropiane, me qëllime të ngjashme dhe jo me të vetat.
10. Shoqeria gjithashtu mund të kryejë transaksione financiare, në Shqipëri dhe jashtë saj, nëpërmjet institucioneve të zakonshme kreditore. Kompania mund të japë garanci, pengje, hipoteka, garanci të çfarëdo lloji në favor të palëve të treta, institucioneve bankare, personave fizike ose juridike, si dhe lidhjen e leasing-ut dhe marrjen e huave, financimin ose hapjen e linjave kreditore.
11. Shoqeria gjithashtu mund të kryejë aktivitete të pasurive të paluajtshme, financiare dhe të çdo lloji tjeter të veprimtarive konsultuese për kompanitë me zyra të regjistruara si në Shqipëri, ashtu edhe në vendet evropiane dhe joevropiane.
12. Konsulencë të përgjithshme.



13. Ushtrimi i aktivitetit brenda dhe jashtë Shqipërisë, në perputhje me legjislacioni
14. Çdo aktivitet tjeter të lidhur me aktivitetin kryesor.

*Per te gjitha aktivitetet qe kerkojne licenca te vecanta shoqeria do te angazhohet qe tani per te plotesuar kerkesat e ligjeve te posacme.*

NENI. 3  
KOHEZGJATJA

Kohezgjatja e shoqerise do te jete deri ne një afat te papercaktuar.  
Shoqeria mund te prishet perpara ketij afati me vendim te asamblese se Ortakeve.

NENI. 4  
SELIA E SHOQERISE  
Selia e Shoqerise .eshte ne adresen: Bulevardi Deshmoret e Kombit, Qendra e Biznesit "Kullat Binjake" kati 2, Tirane.

KREU II KAPITALI NENI. 5 KAPITALI I REGJISTRUAR

Kapitali i regjistruar i shoqerise do te jete 1.000.000 (nje milion) leke i perbere nga një kuote.

**Pjesemarrja e ortakut themelues ne kapitalin e shoqerise eshte:**  
Kontributi ne kapitalin e shoqerise zoterohet si me poshte:

- **ROLF BO GUSTAFSON**, atesia Rolf, shtetas suedes, lindur me 30.04.1962, ne Farsta, Suedi dhe banues ne Carrer Barranc nr.78, Spanje, madhor me zotesi te plete juridike per te vepruar, i identifikuar me pasaporten suedese me Nr. 93482688 dhe EUID: EA0660390, zoteron 100% te kuotave te shoqerise.

Kontributi i ortakut mund te jete ne para ose ne natyre (pasuri te luajtshme/te paluajtshme, apo te drejta).

NENI. 6  
ZMADHIMI DHE ZVOGELIMI I KAPITALIT

Kapitali i shoqerise mund te zmadhohet nepermjet nenshkrimive te pjeseve te kapitalit te regjistruar per kontribute ne para dhe me ane te

kontributeve ne natyre, nepermjet emerimit nga gjykata kompetente e një eksperti te autorizuar per keto kontribute.

Ne asnjë rast shumica nuk mund te detyroje një ortak per te rritur angazhimin e tij ne kapitalin e regjistruar te shoqerise.  
Zvogelimi i kapitalit lejohet nga asambleja e ortakeve, e cila merr vendim ne te njejtat kushte qe kerkohet per ndryshimin e statutit.  
Ne te gjitha rastet zvogelimi prek ne te njejten mase ndaj pjeseve te kapitalit qe perfaqsojne.

NENI. 7  
TRANSFERIMI I KAPITALIT

Kuotat e kapitalit te një shoqerie me perjegjesi te kufizuar e te drejtat qe rrjedhin prej tyre mund te fitohen apo te kalohen si me poshte:

- a) Kontributit ne kapitalin e shoqerise
- b) Shitblerjes
- c) Trashegimise
- d) Dhurimit
- e) Cdo menyre tjeter percaktuar ne ligj.

Pjeset e kapitalit jane lirisht te transferueshme midis ortakeve.

Pjeset e kapitalit te regjistruar jane te transferueshme me rruge trashegimije, sipas parashikimeve ligjore.

KREU III  
ORGANET VENDIMMARRESE DHE DREJTUESE  
NENI. 8  
ORGANET VENDIMMARRESE

Asambleja e Ortakeve eshte organi i vetem vendimmares i shoqerise.

Asambleja e pergjithshme eshte kompetente per marrjen e vendimeve per shoqerine per ceshtjet si me poshte:

- a. Percaktimi i politikave tregtare te shoqerise
- b. Ndryshimet e statutit.
- c. Emerimin dhe shkarkimin e administratoreve.
- d. Emerimin dhe shkarkimin e likuidatoreve dhe eksperteve kontabel te autorizuar.
- e. Percaktimi i shperblimeve per personat e permendur ne shkronjat c) e d)
- f. Mbikqyrja e zbatimit

2  


- e politikave tregetare nga administratoret perfshire perqatjen e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimtarise.
- g. Miratimi i bilanceve.
- h. Zmadhim dhe zvogelim kapitali.
- i. Pjestimin e kuotave dhe annullimin e tyre.
- j. Perfaqesimin ne gjykate dhe ne procedimet e tjera ndaj administratoreve.
- k. Riorganizimi dhe prishja e shoqerise.
- l. Miraton rregulla proceduriale te mbledhjeve te asamblese.
- m. Ceshjtje te tjera te parashikuara nga ligji apo statuti.

Ortaku mund te perfaqesohet ne asamblene e pergjithshme, ne baze te nje autorizimi nga nje ortak tjeter apo nga nje person i trete. Administratori i shoqerise nuk mund te veproje si

perfaqsues i ortakeve ne asamblene e pergjithshme. Autorizimi mund te jepet vetem per nje mbledhje, e cila perfshin edhe mbledhjet vijuese me te njejtin rend dite.

#### NENI 9

#### THIRRJA E MBLEDHJES SE ASAMBLESE SE PERGJITHSHME

Asambleja e pergjithshme thirret nepermjet nje njoftimi me shkrese ose me njoftim nepermjet postes elektronike. Njoftimi duhet te permboje vendin, daten, oren e mbledhjes dhe rendin e dites e t'u dergohet te gjithe ortakeve, jo me vone se 7 dite perpara dates se parashikuar per mbledhjen e asamblese

Kur asambleja e pergjithshme nuk eshte thirrur sipas pikes 1 te ketij neni, ajo mund te marre vendime te vlefshme vetem nese te gjithe ortaket jane dakort, per te marre vendime, pavaresisht parregullisllse.

#### NENI 10

#### KUORUMI

Ne rastin e marrjes se vendimeve, qe kerkojne nje shumice te zakonshme, asambleja e pergjithshme mund te marre vendime te vlefshme vetem nese marrin pjese ortaket, qe zoterojne me shume se 30 % te kuotave.

Ne rastin kur asambleja e pergjithshme duhet te vendose per ceshjtje, te cilat kerkojne shumice te kualifikuar sipas nenit 87 te ligit "Per tregetaret dhe Shoqerite tregetare", ajo mund te marre vendime te vlefshme vetem, nese ortaket qe zoterojne me shume se gjysmen e numrit total te votave, jane te pranishem personalisht, votojne me shkrese, apo mjete elektronike, sipas parashikimeve te pikes 3 te nenit 88 te ketij ligji. Nese kuorumi i permendor ne paragrafin e mesiperm nuk arrihet, asambleja e pergjithshme, mblidhet perseri jo me vone se 30 dite, me te njejtin rend dite.

#### NENI 11

#### MARRJA E VENDIMEVE

Asambleja e pergjithshme vendos me  $\frac{3}{4}$  e votave te zoteruesve te kapitalit te ortakeve pjesmarres, per ndryshimin e statusit zmadhimin ose zvoglimin e kapitalit te regjistruar, shperndarjen e fitimeve, riorganizmin dhe prishjen e shoqerise.

Asambleja e pergjithshme vendos me shumicen e votave te ortakeve pjesmarres, per ceshjtjen te tjera.

Cdo ndryshim duhet te depozitohet prane QKB per te pasqyruar ndryshimet ne regjistrin e shoqerise.

#### NENI 12

#### PERJASHTIMI NGA E DREJTA E VOTES

Ortaku nuk mund te ushtroje te drejten e votes nese asambleja e pergjithshme merr vendimin per:

- a) vleresmin e veprimtarise se tij
- b) shuarjen e ndonje detyrimi ne ngarkim te tij
- c) ngritjen e nje padije ndaj tij nga shoqeria
- d) dhenien ose jo te perfitimeve te reja
  
- e) Kur ortaku perfaqesohet nga nje perfaqsues i autorizuar, i autorizuari vleresohet te jete ne te njejtin konfikt interes, ashtu si dhe ortaku, te cilin perfaqeson.

#### NENI 13

#### ADMINISTRIMI

Asambleja e pergjithshme emeron nje ose me shume persona fizike si administratore te shoqerise. Afati i emerimit, eshte 5 vjet me te drejte riparterite. Emerimi i administratoreve prodhon efekte pas regjistrimit ne QKB.

Administratoret autorizohen vec e vec qe te kryejne veprime ne te gjitha llogarite rrjedhese te shoqerise pa qene e nevojshme prezenca e te dy administratoreve njekohesisht.

*Personat e meposhtem caktohen si Administrator te shoqerise, duke patur te drejta te pakufizuara dhe te barabarta administrimi:*

- **ROLF BO GUSTAFSON**, atesia Rolf, shtetas suedes, lindur me 30.04.1962, ne Farsta, Suedi dhe banues ne Carrer Barranc nr.78, Spanje, madhor me zotesi te plotë juridike per te vepruar, i identifikuar me pasaporten suedese me Nr. 93482688 dhe EUID: EA0660390

NENI 14

KOMPETENCAT E ADMINISTRATOREVE

**Administratorret kane te drejte dhe detyrohen te:**

- a) Kryejne te gjitha veprimet e administrimit te vendosura nga asambleja e pergjithshme duke zbatuar politikat tregetare
- b) Perfaqesojne shoqerine
- c) Kujdesen per mbajtjen e sakte e te rregullt te dokumentave dhe librave kontabel te shoqerise
- d) Pergatisin dhe nenshkruese bilancIn vjetor, bilancIn e konsoliduar dhe raportIn e currese se veprImtarise dhe se bashku me propozimet per shperndarjen e fitimeve, I paraqesin keto dokumente perpara Asamblese se Pergjithshme per miratIm
- e) Krijojne një sistem paralajmerimi ne kohen e duhur per rrethanat, qe kercenojne mbarevajtjen e veprImtarise dhe ekzistencen e shoqerise
- f) Kryejne regjistrimet dhe dergojne te dhena e detyrueshme te shoqerise, sic parashikohet ne ligjin per Qendren Kombetare te Regjistrimit
- g) Raportojne para Asamblese se Pergjithshme nepermjet relacioneve mbi zbatimin e politikave tregetare dhe te veprimeve te posacme me rendesi te vecante per veprImtarine e shoqerise
- h) Kryejne detyra te tjera te parashikuara nga ligji dhe statuti.

Asambleja e pergjithshme mundet ne cdo moment, te shkarkoje administratorin me shumice te thjeshte te votave. Statuti ose rregullore te tjera nuk mund ta kufizojne ose heqin kete te drejte.

NENI 15

PERGJEGJESITE E ADMINISTRATORIT

Administratori eshte perjegjes individualisht ndaj shoqerise ndaj te treteve, per shkelje te ligjeve, per shkelje te statutit, apo per faje te kryera gjate admininstrimit te shoqerise. Administratorret te cilet kane kryer veprime ose bere marreveshje te pa aprovuara nga asambleja, jane perjegjes per demet e sjella shoqerise dhe perjigjen personalisht ose solidarisht per pasojat.

Nese administratori vepron ne kundershtim me detyrat dhe shkel standartet profesionale eshte i detyruar ti demshperbleje shoqerise demet qe rrjedhin nga kryerja e shkeljes si dhe ti kaloje cdo fitim personal qe ata apo personat e lidhur me ta kane realizuar nga keto veprime te parregulta.

KREU IV

VITI FINANCIAR -EKSPERTET

NENI 16

VITI FINANCIAR

Viti finaciari i Shoqerise fillon me 1 janar dhe perfundon ne 31 Dhjetor, Perjashtimisht , viti i pare finaciari fillon nga data e regjistrimit te shoqerise ne QKB dhe mbylljet me 31 dhjetor.

NENI 17

EKSPERTET

Eksperti ka per detyre qe te kontrolloje te gjithe dokumentacionin kontabel te veprImtarise ekonomiko-tregtare te shoqerise, dhe ate ne lidhje me kontrolllet periodike te ushtruara prej tij, per rastet kur ai eshte ngarkuar dhe ka kryer një gje te tille i ngarkuar nga ana e ortakeve. Ne permbushje te kesaj detyre eksperti kontabel i autorizuar percatit raportin me shkrim per nxjerrjen e rezultatit te bilancit finaciari vjetor si dhe ate per kontrolllet periodike te ushtruara.

KREU 5

PRISHJA DHE RI-ORGANIZIMI I SHOQERISE

NENI 18

PRISHJA DHE LIKUJDIMI I SHOQERISE

Shoqeria konsiderohet e shperndare kur:

- a. Kur mbaron kohezgjatja e parashikuar e shoqerise
- b. Me vendimet e asamblese se Ortakeve
- c. Me hapjen e procedurave te falimentit
- d. Nese nuk zhvillon aktivitet tregtar per 2 vjet dhe nuk eshte njoftuar pezullimi i veprImtarise ne perputhje me piken 3 te nenit 43 te ligjit nr. 9723 date 03.05.2007 Per Qendren Kombetare te Regjistrimit,
- e. Me vendim gjykate.

NENI 19

RIORGANIZIMI I SHOQERISE

Shoqeria mund te ndahet, bashkohet sipas vendimit te Mbledhjes se Pergjithshme te Asamblese se Ortakeve, ne perputhje me dispozitat ligjore te ligjt mbi shoqerite tregtare.

ART. 20

KLAUZOLA MBI KONFLIKTIN E INTERESIT

Ortaket dhe administratoret e shoqerise me perjegjesi te kufizuar, nuk mund te mbajne pozicionin drejtues apo te jene te punesuar ne nje shoqeri qe ushtron aktivitet ne te njejtun fushe me te paren. Ndalimi i pikes 1 mund te anulohet ne asamblene e pare te pergjithshme me <sup>3/4</sup> e votave ne sipas dispozitave te neneve 87 dhe 145 te ligjt per shoqerite tregtare.

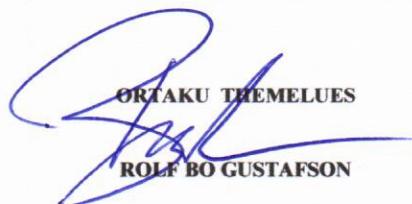
NENI 21  
LEGJISLACIONI

Shoqeria do te zhvilloje aktivitetin e saj ne perputhje te plete me statutin, legjislacionin shqiptar dhe ligjin nr. 9901 date 14.04.2008 "Per tregtaret dhe shoqerite tregtare".

NENI 22  
MOSMARREVESHJET

Per mosmarrveshjet midis ortakeve te shoqerise, ose shoqerise me te tretet, gjykata kompetente per zgjidhjen e tyre do te jetë Gjykata Shqiptare.

Ky akt, u redaktua ne 4 kopje ne gjuhen shqipe dhe ne gjuhen angleze, me vlera te njejte ligjore.



ORTAKU THEMELUES  
ROLF BO GUSTAFSON

ACT OF CONSTITUTION AND STATUTE  
of  
"LENFA AB" L.L.C.

Today, on 03.10.2022:

**Mr. ROLF BO GUSTAFSON**, Swedish citizen, born on 30.04.1962 in Farsta, Sweden, resident at Carrer Barranc no.78, Spain, holder of passport no. 93482688 and EUID: EA0660390, major with full legal capacity to act;

*In accordance with the law No.9901 date 14.04.2008, "For trade and trade companies", Law no. 9723, dt. 03.05.2007 "On the National Registration Center", Law No. 131/2015 "FOR THE NATIONAL BUSINESS CENTER", in the provisions of the Civil Code, in the capacity of a founding partner as well as in our expressed free will and in the signing of the founding acts of the company, and with applicable legislation in the Republic of Albania, approved the statute as follows:*

Chapter 1  
Establishment, Name, Object, Duration, Seat

Article 1

Date of foundation, Name and Founders

Today, on 03.10.2022, was founded a limited liability company with the name:

"LENFA AB" LLC.

The founder of the company is:

- **Mr. ROLF BO GUSTAFSON**, Swedish citizen, born on 30.04.1962 in Farsta, Sweden, resident at Carrer Barranc no.78, Spain, holder of passport no. 93482688 and EUID: EA0660390, major with full legal capacity to act;

Article 2  
The Object of the activity

The company will carry out the activity as follows:

- 1) Purchase, management, administration, brokerage, leasing and sale of real estate.
- 2) The company may also carry out: real estate and business management activities, construction activities in general, for its own account and for third parties, commercial real estate management.
- 3) Purchase, sale, even fractionation, restructuring and design, all evaluation activities of real estate in general, both urban and rural, for commercial, industrial, residential and office use, and their expertise and evaluations, providing rental and real estate management. In view of its purposes, the company may enter various markets and operations, own movable and immovable property and / or participate in other companies. Exercising activity inside and outside Albania, in accordance with the legislation.



- 4) Realization of construction works in general, road works including excavations, demolitions, construction of water pipes, sewers and the like. Investment in the construction market, purchase, administration, sale of real estate Real Estate.
- 5) Wholesale and retail trade, import-export of products, construction materials and various machines necessary for the exercise of the activity, including agricultural and food products as a whole.
- 6) To acquire interests and shares in other companies, including foreign companies, with a similar or related business purpose and to carry out any movable, real estate, commercial and financial actions aimed at achieving the purpose of the corporation.
- 7) To take full ownership of other companies, with registered offices both in Albania and outside of Albania, with analogous objects or in any case related to it.
- 8) To carry out any activity, movable, immovable, financial, useful or necessary to achieve its corporate purpose. The company can contract and participate in contracts with public administrations and with public and private bodies in all forms offered both in Albania and in foreign countries.
- 9) The Company may also participate in ventures in Albania and in all European and non-European countries, with similar goals and not its own.
- 10) The company can also carry out financial transactions, in Albania and abroad, through the usual credit institutions. The company can provide guarantees, pledges, mortgages, guarantees of any kind in favor of third parties, banking institutions, natural or legal persons, as well as leasing and obtaining loans, financing or opening credit lines.
- 11) The company can also carry out real estate, financial and any other type of consulting activities for companies with registered offices both in Albania and in European and non-European countries.
- 12) Activity in buying / selling car rental.
- 13) General consultancy.
- 14) Exercising activity inside and outside Albania, in accordance with the legislation.
- 15) Any other activity related to the main activity.

*For all activities that require special licenses, the company will be committed from now on to fulfill the requirements of the special laws.*

### **Article 3 Duration of the Company**

The duration of the company is unlimited, beginning from the date of its registration at the National Registration Centre.

The change of the abovementioned term is set only by decision of the Company's General Assembly.

### **Article 4 Company headquarters**

The Company has its residence at the address: Deshmoret e Kombit Boulevard "Twin Towers" Business Center-Floor 2<sup>o</sup>  
The Company may expand its activity throughout the territory of the Republic of Albania. It may establish its branches or representative offices within and outside the territory of the Republic of Albania.

The Residency of the Company may be transferred anywhere within the territory of the Republic of Albania, based on a decision of the Company's General Assembly.

### **CHAPTER II Capital Article 5 Share capital**

The founding capital of the company is 1.000.000 LEKE, owned by the shareholder, divided in 1 quota with the value 1.000.000 Leke each.

***The participation of the founding partner in the capital of the company is:***

The contribution to the capital of the company is held as follows:

- **Mr. ROLF BO GUSTAFSON**, Swedish citizen, born on 30.04.1962 in Farsta, Sweden, resident at Carrer Barranc no.78, Spain, holder of passport no. 93482688 and EUID: EA0660390, major with full legal capacity to act owns 100% (percent) of the company's capital.

The partner's contribution can be in cash or in kind (movable/immovable assets, or rights).

### **Article 6 Capital increase and reduction**

The capital of the company can be increased through the signatures of the registered capital parts for cash contributions and through contributions in kind, through the appointment by the competent court of an expert authorized for these contributions.

In no case the majority can force a partner to increase his commitment to the registered capital of the company. The reduction of the capital is allowed by the shareholders' assembly, which takes a decision under the same conditions as required for the change of the statute.

In all cases, the reduction affects to the same extent the parts of the capital they represent.

### **Article 7 Transfer of quotas**

The capital quotas of a limited liability company and the rights derived from them can be acquired or transferred as follows:

- a) Contribution to the capital of the company
- b) Sale and purchase
- c) Inheritance
- d) Donation
- e) Any other way defined by law.

Shares of capital are freely transferable between partners.

Parts of the registered capital are transferable through inheritance, according to legal provisions.

## **CHAPTER III Decision-making and directing bodies**

### **Article 8 Decision-making bodies**

The Assembly of Partners is the sole decision-making body of the company.

The general assembly is competent for making decisions for the company on the following issues:

- a. Determination of the commercial policies of the company
- b. Amendments to the statute.
- c. Appointment and dismissal of administrators.
- d. Appointment and dismissal of authorized liquidators and accounting experts.
- e. Determining the rewards for the persons mentioned in letters c) and d)
- f. Supervision of the implementation of commercial policies by administrators, including the preparation of annual financial statements and activity progress reports.
- g. Approval of balance sheets.
- h. Capital increase and decrease.
- i. Distribution of quotas and their cancellation.
- j. Representation in court and in other proceedings against administrators.
- k. Reorganization and dissolution of society.
- l. Approves the procedural rules of the assembly meetings.
- m. Other issues provided by law or statute.

The partner can be represented in the general assembly, based on an authorization from another partner or from a third person. The administrator of the company cannot act as a representative of the partners in the general assembly.

Authorization can be given only for one meeting, which includes subsequent meetings with the same agenda.

### **Article 9 Call of the meeting of the general assembly**

The general assembly is called by means of a written notification or by electronic mail. The notification must contain the place, date, time of the meeting and the agenda and be sent to all partners, no later than 7 days before the date scheduled for the meeting of the assembly. When the general assembly is not called according to point 1 of this article, it can make valid decisions only if all partners agree to make decisions, regardless of irregularities.

### **Article 10 Quorum**

In the case of taking decisions that require a simple majority, the general assembly can take valid decisions only if the partners who own more than 30% of the quotas participate.

In the event that the general assembly has to decide on matters that require a qualified majority according to Article 87 of the Law "On Merchants and Commercial Companies", it can make valid decisions only if the partners owning more than half of the number total votes, are present in person, vote by paper or electronic means, according to the provisions of point 3 of article 88 of this law.

If the quorum mentioned in the above paragraph is not reached, the general assembly will convene again no later than 30 days, with the same

agenda.

### **Article 11 Decision making**

The general assembly decides with 3/4 of the votes of the capital owners of the participating partners, for the change of status, the increase or decrease of the registered capital, the distribution of profits, the reorganization and the dissolution of the company.  
The general assembly decides with the majority of votes of the participating partners, for other issues.

Every change must be filed with the QKB to reflect the changes in the company register.

### **Article 12 Exemption from the right to vote**

The partner cannot exercise the right to vote if the general assembly decides to:

- a) the evaluation of his activity
- b) extinguishing any obligation under his charge
- c) filing a lawsuit against him by the company
- d) the granting or not of new benefits

When the partner is represented by an authorized representative, the authorized representative is considered to be in the same conflict of interest as the partner he represents.

### **Article 13 Administration**

The general assembly appoints one or more natural persons as administrators of the company. The term of appointment is 5 years with the right of renewal. The appointment of administrators produces effects after registration in the QKB.

The administrators are specifically authorized to perform actions in all current accounts of the company without the presence of both administrators being necessary at the same time.

The following persons are appointed as Administrators of the company, having unlimited and equal administrative rights:

- **Mr. ROLF BO GUSTAFSON**, Swedish citizen, born on 30.04.1962 in Farsta, Sweden, resident at Carrer Barranc no.78, Spain, holder of passport no. 93482688 and EUID: EA0660390, major with full legal capacity to act;

### **Article 14 The Administrator's Competencies**

The Administrator has full competence to act in any circumstance in the name of the company, acting always within the limits of the company object, being bound on the competencies that the Law or this Statute, attributes to the General Assembly.

The Company administrator has the following rights and obligations:

- a) Performs all the administrative acts of the company's trade activity, implementing the market policy imposed by the General Assembly;
- b) Attends the correct and regular maintenance of the documents and accounting books of the Company;
- c) Prepares and signs the annual balance (balance-sheet), the consolidated balance a report on the progress of the activity, and together with the proposals for the distribution of profits, he submits these documents to the General Assembly for approval;
- d) Sets a warning system in due time, concerning the circumstances that threaten the progress of the activity and the existence of the Company;
- e) Registers and sends the necessary data of the company, as stipulated by the Law on National Centre of Registration.
- f) Reports to the General Assembly on the implementation of the market (trades) policy, and with the special acts of high importance to the activity of the trade's company.

The Administrator is responsible for preservation and administration of the company documents, including the decisions and the minutes of the Assembly.

### **Article 15 The Administrator Liability**

The Administrator is liable to the company and is obliged to:

- a) Fulfill the duties set by law or Statute in good faith and at the best interest of the company all in all, taking special care as to the effect the company's activity has in the environment ;
- b) To exert his competencies prescribed by law and the Statute only to achieve the objectives defined in these provisions;
- c) To evaluate attentively, issues settled by decision;
- d) To prevent and avoid the conflictual circumstances, actual or eventual, of the personal interests and the company interest;
- e) To fulfill his duties with due regard and professionalism.

The Administrator, in the fulfillment of his tasks, is responsible to the company for any act or omission to act, that is reasonably linked to the targets of the company, except for those cases when, based on inquiry and evaluation of the respective information, the act or omission to act was in good faith.

If administrator acts in conflict with his tasks duties, defying the professional standards, he is obliged to compensate the company for the loss deriving from his breach as well as to pass every personal profit that he or persons related to him have gained, from these irregular acts. The Administrator has the burden of proof to demonstrate the correct fulfillment of his duties, in line with the set (requisite) standards.

## **CHAPTER 4 FINANCIAL YEAR - EXPERTS**

### **Article 16 FINANCIAL YEAR**

The financial year of the Company begins on January 1 and ends on December 31. Except, the first financial year starts from the date of the company's registration in the QKB and ends on December 31.

### **Article 17 EXPERTS**

The expert has the duty to check all the accounting documentation of the economic and commercial activity of the company, and that in relation to the periodic checks carried out by him, for the cases when he is charged and has carried out such a thing charged by the partners . In fulfillment of this task, the authorized accounting expert prepares the written report for the output of the annual financial balance as well as for the periodical controls performed.

## **CHAPTER 5 DISRUPTION AND RE-ORGANIZATION OF THE COMPANY**

### **Article 18 Causes of Company dissolution**

The company will be dissolved:

- a) when the time limit has terminated, if a time limit will be set in future;
- b) by Assembly's decision;
- c) with the beginning of the bankruptcy procedures;
- ç) if it has not performed trade activities for two years and the suspension of the activity in accordance with paragraph 3 of Article 43 of the Law No. 9723, date 3.5.2007 "On National Center of Registration", has not been announced in NRC;
- d) by Court's decision;

### **Article 19 Reorganization of the company**

The company can be divided, merged according to the decision of the General Meeting of the Assembly of Partners, in accordance with the legal provisions of the law on commercial companies.

### **Article 20 Clause on conflict of interest**

The partners and administrators of the limited liability company cannot hold a management position or be employed in a company that carries out activity in the same field as the first one. The prohibition of point 1 can be canceled in the first general assembly with 3/4 of the votes in accordance with the provisions of articles 87 and 145 of the law on commercial companies.

### **Article 21 The legislation**

The company will develop its activity in full compliance with the statute, Albanian legislation and law no. 9901 dated 14.04.2008 "For traders and trading companies".

### **Article 22 Disputes**

For disputes between partners of the company, or the company with a third party, the competent court for their resolution will be the Albanian Court.

This act is compiled in 4 copies in the Albanian language and in the English language, with the same legal value.

FOUNDING PARTNER  
Mr. ROLF BO GUSTAFSON