

**STATUT I SHOQERISE
“Adriatic Ionian Resorts” Sh.P.K.**

Ky Statut do të konsiderohet se inkorporon dhe/ose përfshin Aktin e Themelimit të Shoqërisë organizimi dhe funksionimi i të cilës rregullohet këtu.

Sot, me 20 mars 2023, z. **Allan Valentin Hansen**, shtetas danez, i biri i Ingvar Verner dhe Marie Irene, i ditelindjes 18.12.1958, lindur ne Nordborg, Danimarke, dhe banues ne Islands Brygge 77B, Copenhagen 2300, Danimarke, mbajtes i pasaportes me nr. 210159986 dhe nr. personal 191258-1159, i perfaqesuar sipas prokures se posacme me nr. 2126 rep, nr. 761 kol, date 15.3.2023 te Noter Julian Zhelegu, nga Av. Denisa Rami,

ne perputhje me Ligjin Nr. 9901, date 14.04.2008, “Per Tregtaret dhe Shoqerite Tregtare”, te ndryshuar, dhe me legjislacionin e zbatueshem ne Republiken e Shqiperise, miratoi kete Statut si vijon:

**KAPITULLI I
THEMELIMI – EMRI – FORMA – SELIA
- OBJEKTI – KOHEZGJATJA**

**Neni 1
Themeli, Emri dhe Forma**

Emri dhe emertimi tregtar i Shoqerise eshte **“Adriatic Ionian Resorts” shpk.** Shoqeria **“Adriatic Ionian Resorts” shpk.** eshte një person juridik privat, e themeluar ne baze te Ligjit Nr. 9901, date 14.04.2008, “Per Tregtaret dhe Shoqerite Tregtare” (me pas refeuar si **“Ligji Tregtar”**) ne formen e Shoqerise me Pergjegjesi te Kufizuar (Sh.P.K.).

Shoqeria fiton personalitetin juridik me regjistrimin e saj ne regjistrin tregtar qe mbahet nga Qendra Kombetare e Regjisitrit (me pas refeuar si **“QKR”**) ne perputhje me kushtet dhe procedurat e parashikuara nga ligji.

**ARTICLES OF ASSOCIATION OF
“Adriatic Ionian Resorts” L.L.C.**

These Articles shall be construed as incorporating the Act of Incorporation of the Company, the organization and functioning of which is regulated herein.

Today, this March 20, 2023, Mr. **Allan Valentin Hansen**, Danish citizen, son of Ingvar Verner and Marie Irene, born on December 18, 1958, born in Nordborg, Denmark, resident of Islands Brygge 77B, Copenhagen 2300, Denmark, bearer of passport no. 210159986 and personal no. 191258-1159, represented based on the special power of attorney with no. 2126 rep, no. 761 kol, dated March 15, 2023, of the Notary Public Julian Zhelegu, by Av. Denisa Rami,

in accordance with Law no. 9901, dated 14.4.2008, “On Entrepreneurs and Commercial Companies”, as amended, and with the applicable legislation of the Republic of Albania, adopted this Articles as follows:

**CHAPTER I
ESTABLISHMENT – NAME – FORM –
HEAD OFFICE – SCOPE – DURATION**

**Article 1
Establishment, Name and Form**

The name and the trade name of the Company is **“Adriatic Ionian Resorts” L.L.C.**

The company **“Adriatic Ionian Resorts” L.L.C.** is a legal entity of private law, established according to the Law no. 9901, dated 14.4.2008, “On Commercial Companies” (hereinafter referred to as the **“Companies’ Law”**) organized as a Limited Liability Company (L.L.C.).

The company acquires legal personality upon its registration in the commercial register held by the National Centre of Registration (hereinafter referred to as the **“NCR”**) in accordance with the terms and procedures provided for by law.

Me fitimin e personalitetit juridik, Shoqeria behet perjegjese kundrejt paleve te treta, per detyrimet dhe demet qe shkakton gjate veprimitarise se saj.

Ortaket e Shoqerise do te jene perjegjes kundrejt paleve te treta deri ne shumen e kontributit te derdhur ne kapitalin themeltar te Shoqerise.

**Neni 2
Selia**

Shoqeria do ta kete seline e saj ne adresen e meposhtme: Shqiperi, Tirane, Njesia Bashkiake nr. 5, Rr. Pjeter Bogdani, nr. 13, K. I.

Me vendim te Administratorit, Shoqeria mund te çele dege dhe/ose zyra perfaqesimi brenda ose jashtë Republikës së Shqipërisë.

**Neni 3
Objekti**

Objekti i veprimitarise së Shoqërisë do të përfshijë sa vijon: Sherbime Hotelerie - Turizmi. Sherbime Turistike dhe sherbime ne plazhe. Sherbim Bar - Restorant. Veprimitari ne fushen e strukturave akomoduese dhe ne plazhe per qellime pushimi, argetimi, shendetesore, shoqerore dhe per veprimitari turistike kampingje, kende lojtrash, mjedise sportive, çlodhese etj. Import eksport te makinerive dhe paisjeve qe sherbejne per restorante, hotele, bare, mobilim si dhe asistence teknike e tyre etj. Ofrim sherbimi si: hoteleri, akomodim me qellim pushimi apo biznesi nga shtetas shqiptare apo te huaj si dhe sherbimet: organizim eventesh dhe konferencash, sherbim parkimi dhe dhenie makinash me qira. Dhenia e sherbimeve te konsulences dhe ndermejtesimit per sektorin e ndermjetesim tregtar, turistik, per manaxhim dhe administrim te pasurive te paluajtshme dhe jo vetem dhe cdo veprimitari tjeter te ligjshme. Gjithashtu per te realizuar objektin e qellimet e saj, Shoqeria mund te ndermarre dhe zhvilloje cdo lloj aktiviteti tregtar,

Once it acquires its legal personality, the Company becomes liable, before third parties, for the obligations and damages arising from the exercise of its activities.

The Partners of the Company shall be liable toward third parties up to the amount of their contribution in the Company's registered capital.

**Article 2
Head Office**

The Company's head office shall be located at the following address: Albania, Tirana, Municipal Unit no. 5, Pjeter Bogdani street, no. 13, first floor.

Upon resolution of the Managing Director, the Company may establish branches and/or representative offices within or outside the Republic of Albania.

**Article 3
Scope of Activity**

The activity of the Company shall comprise the following: Hotel services - Tourism. Tourist services and beach services. Bar - Restaurant service. Activity in the field of accommodation structures and in beaches for leisure, entertainment, health, social and tourism activities, camping, playgrounds, sports, recreational facilities, etc. Import export of machines and equipment that serve for restaurants, hotels, bars, furniture as well as their technical assistance, etc. Offering services such as: hotel, holiday or business accommodation by Albanian citizens or foreigners, as well as services: organization of events and conferences, parking services and car rental. Providing consulting and mediation services for the commercial and tourist mediation sector, for real estate management and administration without being limited to such activities, and any other legal activity. Also, in order to achieve the scope of activity and its goals, the Company can undertake and develop any kind of commercial, financial, leasing or securing activity that it considers

financiar, qeradhenes apo dorezanes qe i vlereson te dobishme apo te nevojshme per arritjen e qellimeve te saj. Udhetime turistike, paketa turiske, kampingje, udhetime ne grup, pushime verore dhe dimrore, biletat avioni, autobusi dhe trajeti, rezervime hoteli, krociera, kampingje, siguracion etj. Blerja, shitja, shkembimi, menaxhimi i te mirave dhe pasurive te paluajtshme te zonave te cdo lloji dhe destinacioni, ne funksion te ushtrimit te aktivitetit ne fushen e turizmit detar, agroturizmit e duke perfshe edhe sektorin bujqesor, blegtoral, agro-pyilltari etj. Te kryeje cdo transaksion ne lidhje me pasurite e luajtshme e te paluajtshme si dhenia me qera, huaperdorje, uzufrukt apo kalimi ne cfareadolloj menyre tjeter te lejuar nga ligji i te drejtes posedimore te pasurive te paluajtshme apo te drejtave reale te lidhura me to dhe cdo aktivitet tregtar, financiar, dhenie-marrje me qera, te vendos pengje dhe barre hipotekore, aktivitete keto te konsideruara te dobishme apo te nevojshme per te arritur qellimet e Shoqerise. Te kryeje cdo aktivitet tjeter qe mund te konsiderohet i dobishem ose i domosdoshem per te arritur qellimin e aktivitetit te saj.

Sidoqoftë, asgjë nuk do të interpretohet këtu si kufizim i mundësisë së shoqërisë për të hyrë në tregje apo aktivitete dhe operacione të tjera tregtare që janë të lidhura me apo në funksion të objektit të mësipërm.

Objekti i aktivitetit te Shoqerise mund te ndryshohet dhe/ose zgjerohet me vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me legjislacionin shqiptar ne fuqi dhe kete Statut.

Neni 4 Kohezgjatja

Kohezgjatja e Shoqerise eshte e pakufizuar. Shoqeria mund te prishet ne cdo kohe me një vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me legjislacionin shqiptar ne fuqi.

KAPITULLI II

useful or necessary for the achievement of its goals.

Tourist trips, tourist packages, camping, group trips, summer and winter vacations, plane, bus and ferry tickets, hotel reservations, cruises, camping, insurance, etc.

Purchase, sale, exchange, management of goods and immovable assets of areas of any type and destination, in function of exercising activity in the field of maritime tourism, agrotourism, including the agricultural sector, livestock, agro-forestry, etc.

Carry out any transaction related to movable and immovable assets such as leasing, borrowing, usufruct or transfer in any other way permitted by the law of the right of possession of immovable assets or real rights related to them and any activity commercial, financial, leasing, providing pledges and mortgages, which activities are considered useful or necessary to achieve the goals of the Company.

Carry out any other activity that may be considered useful or necessary to achieve its scope of activity.

However, nothing herein shall be interpreted as limitation of the company's ability to enter into any other market and commercial activities and operations that are related to or in function of the hereinabove scope.

The Company's scope of activity may be modified and/or extended by resolution of General Meeting of Partners, in accordance with the Albanian legislation in force and this Articles of Association.

Article 4 Duration

The duration term of the Company is unlimited. The Company might be dissolved at any time upon decision of the General Partners' Meeting, in conformity with the Albanian legislation.

CHAPTER II

KAPITALI – KUOTAT

Neni 5 Kapitali Themeltar

Kapitali themeltar i Shoqerise eshte 100 ALL (njëqind Leke). Kapitali themeltar perbehet nga 1 (nje) kuote me vlerë nominale 100 leke, që perfaqeson 100% te kuotave te kapitalit themeltar te Shoqerise, që eshte paguar dhe zoterohet teresisht nga ortaku themelues.

Ortaket jane perjegjes kundrejt paleve te treta per humjet qe peson Shoqeria, deri ne shumen e kontributit te tyre ne kapitalin themeltar.

Kapitali themeltar mund te zmadhohet ose te zvogelohet me vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me dispozitat ligjore.

Neni 6 Kuotat Te drejtat dhe detyrimet e lidhura

Secili ortak do te kete nje numer proporcional votash me vleren nominale te kuotes se tij.

Pronesia mbi kuotat do te regjistrohet ne regjistrin e ortakeve qe do te mbahet ne seline e Shoqerise nen perjegjesine e Administratoreve (“Regjistri i Ortakeve”).

Regjistri i Ortakeve do te pasqyroje informacionin e meposhtem: (i) identitetin e cdo Ortaku; (ii) numrin dhe vlerën e kuotes qe zoterohet nga cdo Ortak; (iii) daten e fitimit te pronesise se secilit Ortak mbi kuotat; (iv) adresen apo seline e cdo Ortaku; (v) detaje per cdo peng apo barre te vendosur mbi kuotat.

Neni 7 Transferimi i Kuotave

Kuotat mund te transferohen lirisht, pas miratimit te dhene nga Asambleja e Ortakeve me shumice te zakonshme.

Neni 8 Zmadhimi i Kapitalit

REGISTERED CAPITAL – QUOTAS

Article 5 Registered capital

The registered capital of the company amounts to 100 ALL (one hundred Albanian Lek). The share capital consists of 1 (one) quota with a nominal value of 100 ALL, which represents 100% of the share capital of the Company, which is paid and fully owned by the founding partner.

The Partners are liable towards third parties for the losses of the Company, up to the amount of their participation in the registered capital.

By means of a resolution of the General Partners’ Assembly, the registered capital may be increased or decreased in accordance with the law provisions.

Article 6 Quotas Rights and obligations attached

Each partner shall have a number of votes proportional to the par value of his quota.

The ownership title to the quotas shall be registered in a Partners’ book, to be kept at the legal seat of the Company under the responsibility of the Managing Directors (the “Partners’ Book”).

The Partners’ Book shall include the following information: (i) the identity of each Partner; (ii) the number and value of the quota held by each Partner; (iii) the date on which each Partner acquired ownership; (iv) the address or registered office of each Partner; (v) details of any lien or encumbrance on the quotas.

Article 7 Transfer of Quotas

Quotas can be transferred freely, after approval given with a simple majority by the Assembly of Partners.

Article 8 Registered Capital Increase

Kapitali themeltar mund te zmadhohet, me vendim te Asamblese se Pergjithshme te Ortakeve, nepermjet emetimit te kuotave te reja ose rritjes se vleres nominale te atyre ekzistuese ose ne çdo forme tjeter te parashikuar nga Ligji. Per cdo zmadhim kapitali te Shoqerise nepermjet emetimit te kuotave te reja, Ortaket do te kene te drejten e parablerjes per nenshkrimin e ketyre kuotave te reja te emetuara. Nese me shume se 1 (nje) Ortak ushtrojne te drejtat e tyre te parablerjes brenda 20 (njezet) diteve, atehere ata do t'i blejne keto kuota ne perpjestim me pjesemarrjen e tyre aktuale ne kapitalin themeltar. Çdo kuote e re qe nuk eshte blere nga Ortaket gjate ketij procesi, i ofrohet çdo pale te trete.

Kuotat e reja qe do te shlyhen si me para ne dore, ashtu edhe ne natyre, do te paguhen ne perputhje me Vendimin perkates per zmadhimin e kapitalit dhe Ligjin per Shoquerite Tregtare.

Neni 9 Zvogelimi i Kapitalit

Kapitali mund te zvogelohet, me vendim te Asamblese se Pergjithshme te Ortakeve, ne perputhje me Ligjin per Shoquerite Tregtare.

KAPITULLI III ORGANET E SHOQERISE

Neni 10 Asambleja e Pergjithshme e Ortakeve

Asambleja e Pergjithshme do te jete organi me i larte i Shoquerise, i cili, veç kompetencave te tjera sipas Ligjit per Shoquerite Tregtare apo ketij Statuti, merr vendime per çeshtjet e meposhtme te Shoquerise:

- a. percaktimi i politikave tregtare;
- b. ndryshime te Statutit;
- c. emerimi i Administratoreve;
- d. emerimi dhe shkarkimi i likuiduesve dhe i eksperteve kontabel te autorizuar;
- e. miratimi i skemes se shperblimeve per personat e permendur ne shkronjat c. dhe d.;

The registered capital may be increased, upon resolution of the General Meeting of Partners, by means of issuance of new quotas or by increasing the nominal value of existing quotas or in any other way provided by the Law.

For each increase of capital of the Company through the issuance of the new quotas, the Partners shall have a pre-emptive right to subscribe such newly issued quotas. In case more than 1 (one) Partner(s) do exercise their pre-emptive right within 20 (twenty) days, then they shall purchase such quotas proportionate to their respective present shareholdings. Any newly issued quotas not purchased by the Partners during this process, shall be offered to any third parties.

The newly issued quotas, either payable in cash or in kind, shall be paid in conformity with the respective Resolution for the capital increase and the Companies' Law.

Article 9 Registered Capital Decrease

The capital may be decreased, upon resolution of the General Meeting of Partners, in accordance with Companies' Law.

CHAPTER III COMPANY'S BODIES

Article 10 General Meeting of Partners

The General Meeting of Partners shall be the supreme body of the Company, which, among other powers conferred by the Companies' Law or this Articles, decides on the following Company's matters:

- a. defining business policies;
- b. amendments to the Articles of Association;
- c. Managing Directors' election;
- d. election and dismissal of independent auditors and liquidators;
- e. establishment of remunerations' scheme for the persons mentioned under items c. and d.;

<ul style="list-style-type: none"> f. miratimi i pasqyrave financiare vjetore dhe i raporteve te ecurise se veprimtarise se Shoqerise; g. shperndarjen e fitimeve vjetore; i. zmadhimin ose zvogelimin e kapitalit themeltar te Shoqerise; j. pjesetimin dhe anulimin e kuotave; k. perfaqesimin e shoqerise ne gjykime; l. riorganizimin dhe prishjen e Shoqerise; m. miratimin e rregullave te zbatueshme procedurale te mbledhjeve te saj; n. çeshtje te tjera sipas parashikimeve te bera prej ketij Statuti. <p>Asambleja e Pergjithshme e Ortakeve mblidhet ne rastet e percaktuara nga ligjet e aplikueshme ose nga ky Statut dhe sa here qe eshte e nevojshme per te mbrojtur interesat e Shoqerise. Asambleja e Pergjithshme mblidhet te pakten ne here ne vit.</p> <p>Njoftimi per thirrjen e Asamblese se Pergjithshme mund te dergohet me shkrim apo e-mail ne adresat qe secili Ortak do t'i njoftojo me shkrim Shoqerise me poste te regjistruar. Njoftimi do te konsiderohet se i eshte dorezuar Shoqerise me kalimin e dites se 10-te pas dergimit.</p> <p>Njoftimi per thirrjen e Asamblese duhet te percaktoje qarte emrin e Shoqerise, seline, daten, kohen dhe vendin e mbledhjes, nje pershkrim te hollesishem te procedures qe duhet te ndiqet nga Ortaket per pjesemarren dhe votimin, informacion mbi vendin e menyren e marrjes se dokumenteve dhe projekt-vendimeve qe duhet tu vihen ne dispozicion te gjithe Ortakeve, po ashtu edhe rendin e dites, dhe duhet t'u njoftohet Ortakeve te pakten 14 (katermbedhjete) dite para mbledhjes. Rendi i dites i njoftuar si me siper duhet te permbaje edhe vendimet e propozuara per çdo çeshtje. Nese Asambleja e Pergjithshme e Ortakeve duhet te vendose per ndryshime te Statutit, teksti perkates duhet te njoftohet se bashku me rendin e dites.</p> <p>Nje Ortak mund te perfaqesohet ne Asamblene e Pergjithshme te Ortakeve nga nje ortak tjeter apo nga nje person i trete i ndryshem nga Administratoret, duke paraqitur dokumentin perkates autorizues. Autorizimi mund te jepet</p>	<ul style="list-style-type: none"> f. approval of the annual financial statements and the reports of the ongoing of the Company's activity; g. distribution of annual profits; i. increase or decrease of the Company's registered capital; j. division and annulment of quotas; k. representation of Company in litigations; l. Company's reorganization and dissolution; m. approval of the applicable procedural rules of its meetings; n. other issues as provided by this Articles of Association. <p>The General Meeting of Partners is convened as provided by the applicable laws or this Articles of Association and at any time it is necessary to safeguard the Company's interests. The General Assembly shall meet at least once per year. The notice of convocation of the General Assembly may be sent in writing or via e-mail at the addresses that each of the Partners shall notify in writing to the Company via registered mail. The notification shall be considered as sent to the Partners as of the 10th day after sending. The notice of convocation of the Assembly shall clearly indicate Company's name, registered office, the date, time and place of the meeting, a detailed description of the participation and voting procedure to be followed by the Partners, information related to the place and way of receiving the documents and draft-resolutions that should be made available to the Partners, as well as the agenda, and shall be notified to all Partners at least 14 (fourteen) days prior to the meeting. The agenda, notified as stated hereinabove, should include the proposed resolution for each item. In case the General Meeting of Partners shall decide on changes to the Articles of Association, the respective content should be notified along with the agenda.</p> <p>A Partner may be represented in the General Meeting of Partners by another Partner or a third person other than the Managing Directors, upon submitting the relevant authorizing deed. The authorization can be issued only for one General</p>
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vetem per një mbledhje te Asamblese se Pergjithshme te Ortakeve, e cila perfshin edhe mbledhjet vijuese me te njejtin rend dite.

Në rastin e marrjes së vendimeve, që kërkojnë një shumicë të zakonshme, asambleja e përgjithshme mund të marrë vendime të vlefshme vetëm nëse marrin pjesë ortakët me të drejtë vote, që zotërojnë më shumë se 30 për qind të kuotave.

Në rastin kur asambleja e përgjithshme duhet të vendosë për çështje, të cilat kërkojnë shumicë të kualifikuar sipas nenit 87 të ligjit "Per Tregtaret dhe Shoqerite Tregtare", ajo mund të marrë vendime të vlefshme vetëm, nëse ortakët që zotërojnë më shumë se gjysmën e numrit total të votave, janë të pranishëm personalisht, votojnë me shkresë, apo mjete elektronike, sipas parashikimeve të pikës 3 të nenit 88 të këtij ligji.

Asambleja e përgjithshme vendos me tri të katërtat e votave te zoteruesve te kapitalit, të ortakëve pjesëmarrës, për ndryshimin e statutit, zmadhimin ose zvogëlimin e kapitalit të regjistruar, shpërndarjen e fitimeve, riorganizimin dhe prishjen e shoqërisë.

Asambleja e përgjithshme vendos me shumicën e votave të ortakëve pjesëmarrës, për çështje te tjera si: përcaktimi i politikave tregtare të shoqërisë; emërimin e administratorëve; emërimin e shkarkimin i likuiduesve dhe të ekspertëve kontabël të autorizuar; përcaktimin e shpërblimeve; mbikëqyrjen e zbatimit të politikave tregtare nga administratorët, përfshirë përgatitjen e pasqyrave financiare vjetore dhe të raporteve të ecurisë se veprimtarisë; përfaqësimin e shoqërisë në gjykatë dhe në procedimet e tjera ndaj administratorëve; miratimin e rregullave procedurale të mbledhjeve të asamblesë.

Nëse asambleja e përgjithshme nuk mund të mblidhet për shkak të mungesës së kuorumin të përmendor me lart, asambleja mblidhet përsëri jo më vonë se 30 ditë, me të njëjtin rend dite.

Me perjashtim te rasteve kur parashikohet ndryshe nga Ligji Tregtar, vlefshmeria e vendimeve që percaktojne detyrime shtese ose

Meeting of Partners, which includes also the following meetings to be held with the same agenda.

In case of matters requiring ordinary majority, the General Assembly Meeting may only take valid decisions if attended by partners holding more than 30% of the subscribed voting shares.

In case of matters requiring qualified majority, as of Article 87, of the Law "On Entrepreneurs and Commercial Companies" the General Assembly Meeting may only take valid decisions if the partners having more than half of the total number of votes are participating in the voting in persona, by letter, or by electronic means in accordance with paragraph 3 of Article 88 of this Law.

The General Assembly shall decide by three-quarter majority of votes of partners participating in the voting on the amendment to the Articles, the increase or decrease of the registered capital, profit distribution, company restructuring and dissolution.

The General Assembly shall decide by majority of votes of participating partners for other issues such as: Defining business policies; Election of the Administrators; Election and dismissal of independent auditors and liquidators; Deciding on remunerations; Monitoring and supervising the implementation of business policies by the Managing Directors including preparation of the annual statement of accounts and performance report; Representation of the company in court and in other proceedings against the Managing Directors; Adoption of its own rules of procedure on convening the General Assembly Meeting.

If the General Assembly Meeting could not be held due to lack of the quorum referred to in Paragraph 1, the meeting shall be reconvened with the same proposed agenda within 30 days. Unless otherwise provided by the Companies' Law, the validity of any resolution assigning additional duties to or reducing / restricting the rights of the Partners affirmed by the

kufizojne / zvogelojne te drejtat qe u jane njojur ortakeve nga Ligji Tregtar apo nga ky Statut, kushtezohet nga miratimi i Ortakut te interesuar / perkates.

Te gjitha vendimet e Asamblese duhet te regjistrohen ne procesverbal. Administratoret jane perjegjes per mbajtjen e nje kopjeje te tij.

Neni 11 Organi Administrues / Administratoret

Organi Administrues perbehet nga 1 (nje) Administrator qe emerohet e shkarkohet nga Asambleja e Pergjithshme e Ortakeve. Kohezgjatja e mandatit te Administratorit eshte 5 (pese) vjet, me te drejte ri-emerimi.

Z. Allan Valentin Hansen, shtetas danez, i biri i Ingvar Verner dhe Marie Irene, i ditelindjes 18.12.1958, lindur ne Nordborg, Danimarke, dhe banues ne Islands Brygge 77B, Kopenhagen 2300, Danimarke, mbajtes i pasaportes me nr. 210159986 dhe nr. personal 191258-1159, caktohet Administrator i parë i shoqërisë me mandat 5 vjeçar:

Administratori perfaqeson Shoqerine sipas parashikimeve te Statutit.

Administratori do te:

- (i) administroje veprimtarine tregtare te Shoqerise duke zbatuar politikat tregtare të miratuara nga Asambleja e Përgjithshme e Ortakeve;
- (ii) perfaqesoje Shoqerine;
- (iii) kujdeset per mbajtjen e rregullt te librave dhe dokumenteve kontabel;
- (iv) pergatise dhe nenshkruaje bilancin vjetor, bilancin e konsoliduar dhe reportin e ecurise se veprimtarise, te cilat ia paraqet Asamblese se Pergjithshme te Ortakeve per miratim, se bashku me propozimet per shperndarjen e fitimeve;
- (v) krijoje nje sistem njoftimi te pershatshem per rrethanat qe kercenojne ekzistencen e Shoqerise;
- (vi) kryeje regjistrimet e publikimet e detyrueshme te te dhenave te Shoqerise,

Companies' Law or this Articles of Association, is subject to the consent of the concerned / interested Partner.

All Assembly's resolutions should be recorded in the minutes. The Managing Directors are responsible for keeping a copy of the same.

Article 11 Managing Body / Managing Directors

The Managing Body consists of 1 (one) Managing Director who is appointed and dismissed by the Partner's General Meeting. The office term of the Managing Director is 5 (five) years, with the right to be re-appointed.

Mr. Allan Valentin Hansen, Danish citizen, son of Ingvar Verner and Marie Irene, born on December 18, 1958, born in Nordborg, Denmark, resident of Islands Brygge 77B, Copenhagen 2300, Denmark, bearer of passport no. 210159986 and personal no. 191258-1159, is appointed first Managing Director of the company for a 5-year term.

The Managing Director represents the Company in accordance with Statutory provisions.

The Managing Director shall:

- (i) manage the Company's business activities / operations by implementing the trade policies adopted by the General Meeting of Partners;
- (ii) represent the Company;
- (iii) ensure that the necessary accounting books and documents are duly kept;
- (iv) prepare and sign the balance sheet and consolidated balance sheet and the performance report and present it to the General Meeting of Partners for approval together with the proposals for the distribution of profits;
- (v) create an adequate warning system with respect to circumstances threatening Company's existence of;
- (vi) make the mandatory registration and publication of Company's data as requested by the Companies' law and any other applicable law;

- sipas keresave te Ligjt Tregtar apo te ligjeve te tjera te zbatueshme;
- (vii) raportoje perpara Asamblese se Pergjithshme te Ortakeve mbi zbatimin e politikave tregtare si dhe per perfundimin e transaksioneve me rendesi te veçante per performancen e Shoqerise;
 - (viii) kryeje detyra te tjera, te percaktuara ne Ligjin Tregtar dhe ne kete Statut;
 - (ix) therrase mbledhjen e Asamblese se Ortakeve sa here qe kerkohet sipas Ligjt apo ketij Statuti.
- Administratori mund te autorizoje persona te tjere per te vepruar ne emri dhe per llogarine e tij, duke specifikuar / percaktuar kategorine e akteve dhe veprimeve qe perfaqesuesi mund te kryeje.
- Veç kufizimeve ligjore, nuk vendosen kufizime te kompetencave te administrimit.

Neni 12 Kontroll i Shoqerise

Asambleja e Pergjithshme e Ortakeve mund te emeroje një ose disa eksperte kontabel te autorizuar per kontrollin e llogarive te Shoqerise.

KAPITULLI IV VITI FINANCIAR, LLOGARITE VJETORE, FITIMET DHE REZERVAT LIGJORE

Neni 13 Viti Financiar

Viti financiar ka një kohezgjatje prej 12 (dymbedhje) muajsh e cila fillon me 1 Janar dhe mbaron me 31 Dhjetor te cdo viti. Ne menyre perjashtimore, viti i pare financiar fillon ne daten e regjistrimit te Shoqerise ne Regjistrin Tregtar.

Neni 14 Reserva Ligjore

- (vii) report to the General Meeting of Partners with respect to the implementation of business policies and to the conclusion of transactions of particular importance for Company's performance;
- (viii) perform other duties set by the Companies' Law or this Articles of Association;
- (ix) Convene the General Assembly of Partners when required by the Law or this Articles.

The Managing Director may authorize other persons to act in his name and on his behalf, specifying the category of acts and doings that such representative may carry out.

There are no further restrictions on managing powers to those imposed by the law.

Article 12 Control of the Company

The General Meeting of Partners may appoint one or more certified chartered accountants to control the Company's accounts.

CHAPTER IV FINANCIAL YEAR, ANNUAL STATEMENTS OF ACCOUNT, PROFITS AND LEGAL RESERVE

Article 13 Financial Year

The financial year has a 12 (twelve) months' duration commencing from the 1st of January and ending on the 31st of December each year. Exceptionally, the first financial year begins as of the date of registration of the Company in the Companies Register.

Article 14 Legal Reserve Fund

Shoqeria do te kaloje ne fondin rezerve te detyrueshem te pakten 5% (pese perqind) te fitimit vjetor neto derisa kjo rezerve te arrije vleren e barabarte me 10 per qind te kapitalit themeltar.

Neni 15 Dividendet

Pas miratimi te bilancit vletor dhe percaktimit te shumes qe do te ndahet, Asambleja e Pergjithshme e Ortakeve percakton shumen e fitimeve qe do t'i shperndahet secilit prej Ortakeve si dividend, ne perpjestim me pjesen perkatese ne kapitalin themeltar.

KAPITULLI V PRISHJA - LIKUIDIMI

Neni 16 Prishja e Shoquerise

Shoqeria prishet (i) me vendim te Asamblese se Pergjithshme te Ortakeve; ose (ii) ne rast falimentimi; ose (iii) kur Shoqeria nuk ka kryer veprimitari per 2 (dy) vjet dhe nuk eshte njoftuar pezullimi i vepritarise ne QKR; ose (iv) me vendim gjykate; ose (v) per arsyte te tjera te parashikuara ne ligj.

Neni 17 Likuidimi

Me perjashtim te rastit te fillimit te nje procedure falimentimi, prishja e Shoquerise shoqerohet me fillimin e procedures se likuidimit.

Neni 18 Dispozita Perfundimtare

Per te gjitha ceshtjet qe nuk jane parashikuar ne kete Statut, do te zbatohen parashikimet e Ligjit Tregtar.

Konfliktet ne lidhje me kete Statut do te zgjidhen nga gjykata e rrerhit gjyqesor ne territorin e se ciles Shoqeria ka seline e saj.

The Company shall allocate at least 5% (five percent) of the annual net profit as a mandatory reserve fund until it reaches a value equal to 10% (ten percent) of the registered capital.

Article 15 Dividends

After the annual balance sheet is approved, the General Meeting of Partners defines the amount of profit that will be distributed to each of the Partners as dividend, proportionally to the respective shareholdings.

CHAPTER V DISSOLUTION – LIQUIDATION

Article 16 Dissolution

The Company will be dissolved (i) by resolution of the General Meeting of Partners; or (ii) in case of bankruptcy; or (iii) if it fails to be active for 2 (two) years and the suspension of activity has not been notified to NCR; or (iv) by a court decision; or (v) for any other reason provided by the law.

Article 17 Liquidation

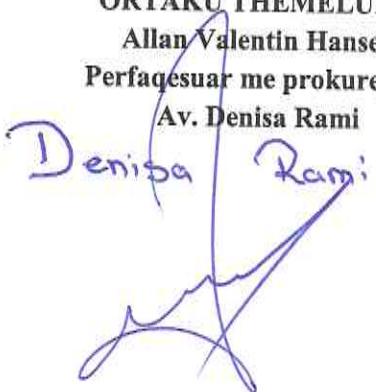
Unless a bankruptcy procedure has been initiated, the dissolution of the Company brings about the commencement of the liquidation procedure.

Article 18 General provisions

As per the issues not provided herein, provisions of Companies' Law will apply.

Disputes arising out of this Articles shall be settled by the court of the place where the Company's legal seat is located.

Ky Statut nenshkruehet rregullisht ne 3 (tre) kopje origjinale ne gjuhet Shqipe dhe Angleze.

ORTAKU THEMELUES
Allan Valentin Hansen
Perfaqesuar me prokure nga
Av. Denisa Rami


This Articles are duly executed in 3 (three) original copies in Albanian and English.

FOUNDING PARTNER
Allan Valentin Hansen
Represented by proxy
Av. Denisa Rami
