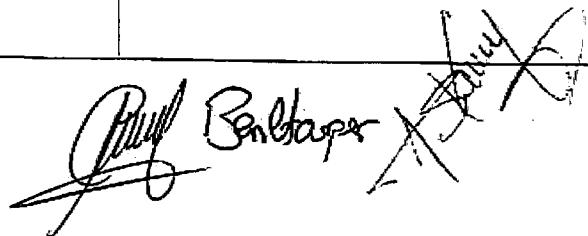
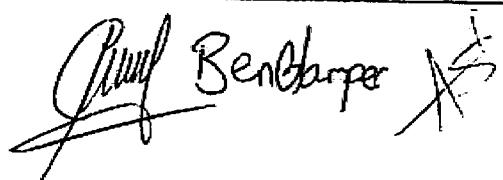


AKT I THEMELIMIT DHE STATUTI I SHOQERISE ME PERGJEGJESI TE KUFIZUAR "OFive" sh.p.k	ARTICLE OF INCORPORATION AND STATUTE OF THE LIMITED LIABILITY COMPANY "OFive" sh.p.k
<p>Në kete statut:</p> <ul style="list-style-type: none"> - "Ligi" është Ligi Nr. 9901, dt. 14.04.2008 "Per tregaret dhe shoqerite tregtare", i ndryshuar. - "Statut" është statuti i shoqerise, i cili do të interpretohet se përfshin dhe/ose inkorporon aktin e themelimit te shoqerise, organizimin dhe funksionimin e të cilës rregullon. 	<p>In this statute:</p> <ul style="list-style-type: none"> - "Law" is Law No. 9901, dt. 14.04.2008 "For merchants and commercial companies", amended. - "Statute" is the statute of the company, which will be interpreted as Including and/or Incorporating the act of establishment of the company, the organization and operation of which it regulates.
<p>Kreu I Themelimi, Emri, Objekti, Kohezgjatja, Sella</p>	<p>Chapter I Establishment, Name, Object, Duration, Headquarters</p>
<p>Nezi I Data e Themelimit, Emri dhe Themeluesit</p>	<p>Article I Date of Establishment, Name and Founders</p>
<p>i.Sot, me date <u>01/09/2023</u>, ortaket themelojne një Shoqeri me Pergjegjesi te Kufizuar me emrin "OFive" sh.p.k.</p> <p>2.Ortaket e shoqerise janë:</p> <p>A.Znj.Orsela Cani, lindur me 09/06/1982 ne Tirane, Shqipëri dhe rezident ne London, i identifikuar me numer ID 126942159.</p> <p>B.Z.Benjamin Harper, lindur me 01/08/1983 ne Wimbledon, United Kingdom dhe rezident ne Farnborough, United Kingdom, identifikuar me numer ID 549523662.</p> <p>C.Znj.Aurora Skenderi, lindur ne Tirane me date 19/05/1985 dhe banuese ne Tirane, e identifikuar me ID nr personal 155519032Q.</p> <p>Nesi 2 Objekti</p> <p>Shoqeria do te kryeje aktivitetet e meposhtme:</p> <p><input type="checkbox"/> Aktivitetet që lidhen me fushën e konsilencës/prodhimit/zhvillimit te softuerit. "Inxhinieria e sistemeve softuerike - proceset e ciklit jetesor te softuerit". Inxhinieri e sistemeve softuerike."</p> <p><input type="checkbox"/> Dizajni i softuerit, analiza e kërkesave te sistemit softuerik, arkitektura dhe projektori i denjuar i sistemit softuerik.</p> <p><input type="checkbox"/> Zhvillimi dhe mirembajja e sistemeve softuerike, programimi i sistemit te softuerit, enkriptimi, konfigurimi, integrimi i të gjithë komponentave, dokumentacioni gabimeve, identifikimi dhe korigimi, modifikimet (pasi te funksionoj softueri), mirembajja e të gjithë komponentave, mbështetja e sistemit si një grup i tërë komponentesh që ne funksionimin e tyre permbyshin qellimin e zgjidhjes kompjuterike.</p> <p><input type="checkbox"/> Testimi i softuerit duke përfshirë funksionalitetin, ngarkesën e</p>	<p>1. Today, on <u>01/09/2023</u>, the partner establishes a Limited Liability Company named "OFive" sh.p.k.</p> <p>2. The partners of the company are:</p> <p>A. Mrs. Orsela Cani, born on 09/06/1982 in Tirana, Albania and resident in London, identified with ID number 126942159</p> <p>B.Z. Benjamin Harper, born on 01/08/1983 in Wimbledon, United Kingdom and resident in Farnborough, United Kingdom, identified with ID number 549523662</p> <p>C. Mrs. Aurora Skenderi, born on 19/05/1985 in Tirana, Albania and resident in Tirana, identified by ID number ID 155519032Q</p> <p>Article 2 Object</p> <p>The company will carry out the following activities:</p> <p><input type="checkbox"/> Activities related to the field of consulting/production/software development. "Software systems engineering - software life cycle processes". Software Systems Engineering."</p> <p><input type="checkbox"/> Software design, analysis of software system requirements, architecture and detailed projection of the software system.</p> <p><input type="checkbox"/> Development and maintenance of software systems, software system programming, encryption, configuration, integration of all components, error documentation, identification and correction, modifications (after the software is operational), maintenance of all components, support of the system as a whole set of components that in their operation fulfill the purpose of the computer solution.</p> <p><input type="checkbox"/> Software testing including functionality, workload, performance, acceptance, availability and security testing of</p>

<p>punes, performancen, pranimin, disponueshmerine dhe testimin e sigurise se sistemit te softuerit.</p> <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Dizajnimi dhe zhvillimi i sistemeve te komunikimit duke perftshire analzen, planifikimin, projektimin, vendosjen e aplikacioneve dhe mirembajjen e sistemit te komunikimit dhe rjeteve dhe pajisjeve kompjuterike. <input checked="" type="checkbox"/> Dizajni dhe zhvillimi i sistemeve te sigurise duke perftshire kerkesat e sigurise se klientit, analzen, projektimin e arkitektures, instalimin dhe konfigurimin e komponenteve, konfigurimin, testin e sigurise dhe mirembajjen perkatese. <input checked="" type="checkbox"/> Zhvillimi i sistemeve te migracionit duke perftshire transferimin e te dheneve dhe infrastruktureve perkatese nga një teknologji e vjetër ne një të re. <input checked="" type="checkbox"/> Permiresimi i sistemeve kompjuterike, funksionimi, menaxhimi, mbeshtetja e perdoruesve, trajnim i dhe auditimi teknik/kompjuterik per sistemet softuerike, etj. <input checked="" type="checkbox"/> Sherbimet Salesforce per te ndihmuar kompanitë e tjera te permiresojne proceset e tyre te menaxhimit te pervojes se klientit, duke perftshire zbatimin, optimizimin, integrimin, mbeshtetjen, rekrutimin e stafit, zhvillimin, e sherbimeve dhe menaxhimin, zhvillimin e aplikacioneve, trajnimin dhe adoptimin e perdoruesve dhe proceseve. <input checked="" type="checkbox"/> Kryerja e sherbimeve si rekrutimet, risurset menaxheriale e tij per kompani te kujdesit shendetosor. <input checked="" type="checkbox"/> Konsulencë ligjore dhe financiare ne fushen e drejtimit, menaxhimit, marketingut, shitjeve, përgjedhjen dhe trajnimin e personelit, në kuadër të zhvillimit të aktivitetit tregtar, menaxhimit të burimeve njerezoze, vlerësimit të rishkurt, tregtimit, organizimit të punes dhe impakteve të tjera, ndërveprimi me faktorët e tjera dhe tregun e tij, në funksion të performances sa më të mirë ekonomike. <input checked="" type="checkbox"/> Kryerja per llogari te te treteve te shërbimeve kontabël fiskale, administrative, menaxhimin e pagave dhe përsaqësimin fiskal, në nivel kombëtar e ndërkombëtar. Ofrimi i shërbimeve për optimizimin dhe zhvillimin e aktiviteteve. Përpunimin e të dhëneve për analiza të ndryshme në funksion të rrjetës së eficiencës operative. Ofrimi i ndihmës, këshillave, koordinimit dhe kontrollit për investime të mundshme në Shqipëri dhe jashtë vendit, hulumtimi i partnerëve financiarë 	<p>the software system.</p> <p>Design and development of communication systems including analysis, planning, design, application deployment and maintenance of communication systems and computer networks and equipment.</p> <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Design and development of security systems including customer security requirements, analysis, architecture design, component installation and configuration, configuration, security testing and related maintenance. <input checked="" type="checkbox"/> Development of migration systems including the transfer of data and related infrastructure from an old technology to a new one. <input checked="" type="checkbox"/> Improvement of computer systems, operation, management, user support, training and technical/computer audit for software systems, etc. <input checked="" type="checkbox"/> Salesforce services to help other companies improve their customer experience management processes, including implementation, optimization, integration, support, staffing, development, services and management, application development, training and adoption users and processes. <input checked="" type="checkbox"/> Performing services such as recruitment, resumes managerial etc. for health care companies. <input checked="" type="checkbox"/> Legal and financial consultancy in the field of direction, management, marketing, sales, selection and training of personnel, in the framework of the development of commercial activity, human resources management, risk assessment, trading, work organization and other impacts, interaction with other factors and the market, etc., in function of the best possible economic performance. <input checked="" type="checkbox"/> Performing accounting, fiscal, administrative services, salary management and fiscal representation on behalf of third parties, at the national and international level. Providing services for the optimization and development of activities, Data processing for various analyzes in order to increase operational efficiency. Providing assistance, advice, coordination and control for possible investments in Albania and abroad, research of financial, industrial or commercial partners.
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Neni 3	Article 3
Kohezgjatja	Duration
1.Kohezgjatja e shoqerise do te jetë e <u>papercaktuar</u> .	1. The duration of the association will be <u>indefinite</u> .
Neni 4	Article 4
Selia, kontakti	Headquarters, contact
1.Selia e shoqerise ndodhet ne adresen: <u>Rr "Pjetër Bogdani", Nd 10, H 5, Ap 28, Kat i 7-te, 1019 Tirane, Shqiperi.</u>	1.The headquarters of the company is located at the address: <u>Rr "Pjetër Bogdani", Nd 10, H 5, Apt 28, 7th Floor, 1019 Tirana, Albania.</u>
2. <u>Mail: hello@o5.group</u>	2. Mail: <u>hello@o5.group</u>
3. <u>Tel: +355 697011988</u>	3. Phone: <u>+355 697011988</u>
4. <u>Emri Tregtar: OFive.</u>	4. Trade name: OFive.
Kreu II	Chapter II
Kapitali	CAPITAL
Neni 5	Article 5
Kapitali Themeltar	Essential capital
1.Kapitali themeltar fillestar i shoqerise eshte 100 (njeqind) Lek.	1. The initial capital of the company is 100 (one hundred) Lek.
2.Pjesemarrja e themeluesve ne kapitalin e shoqerise eshte ne perputhje me kontributet e tyre te meposhtme:	2. The participation of the founders in the capital of the company is in accordance with their following contributions: A. Mrs. Orsela Cani is the holder of one (one) quota with a value of 65 (sixty five) lek, which constitutes 65% of the company's capital. B. Mr. Benjamin Harper holder of 1 (one) quota with a value of 30 (thirty) lek, which constitutes 30% of the company's capital. C. Mrs. Aurora Skenderi is the holder of one (one) quota with a value of 5 (five) lek, which constitutes 5% of the company's capital.
Neni 6	Article 6
Zmadhiml dhe Zvogelimi i Kapitalit Themeltar	Increase and Decrease of Share Capital
1.Kapitali i Shoqerise mund te zmadhohet nepremjet nenshkrimeve te pjesave te kapitalit themeltar per kontributet ne para qe me ane te kontributeve ne natyre, nepremjet emerimit nga gjykata kopetente e nje eksperti te autorizuar per keto kontribute sipas kerkeses se	1. The capital of the Company can be increased through the signatures of the shares of the basic capital for contributions in cash and through contributions in kind, through the appointment by the competent court of an expert authorized for these contributions according to the request of the administrator. 2. In no case can the majority force a partner to increase his commitment to the company's share capital. 3. The reduction of the capital is allowed by the shareholders' assembly, which takes a decision under the same conditions that are required for the change of the

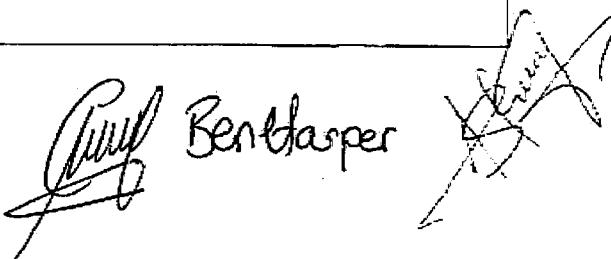


<p>administratorit.</p> <p>2. Ne asnjë rast shumica nuk mund te detyroje një ortak per te rritur angazhimin e tij ne kapitalin themeltar te shoqerise.</p> <p>3. Zvogelimi i kapitalit lejohet nga asambleja e ortakeve, cila merr vendim ne te njejtat kusht qe kerkohen per ndryshimin e statutit.</p> <p>4. Ne gjitha rastet zvogelimi i prek ortaket ne te njejtën mase ndaj pjesave te kapitalit qe perfaqesojne.</p>	<p>statute.</p> <p>4. In all cases, the reduction affects the partners to the same extent to the parts of the capital they represent.</p>
	<p>Article 7</p> <p>Transfer of Capital</p> <p>1. The capital quotas of a limited liability company and the rights derived from them can be acquired or transferred through:</p> <ul style="list-style-type: none"> a) Contribution to the capital of the company; b) Sale and purchase; c) Inheritance; d) Donation; e) Any other way provided by law; <p>2. Shares of the founding capital are freely transferable between partners, unless otherwise provided in the statute.</p> <p>3. Shares of the basic capital are freely transferable through inheritance.</p>
	<p>Chapter III</p> <p>Decision-Making and Management Bodies</p> <p>Article 8</p> <p>Decision Making Bodies</p> <p>1. The Assembly of Partners is the only decision-making body of the company.</p> <p>2. The Assembly of Partners is the only decision-making body of the company that approves any changes to the statute according to the modalities defined in the law.</p> <p>3. The General Assembly of Partners is responsible for making decisions for the company on the following issues:</p> <ul style="list-style-type: none"> a) Determination of the commercial policies of the company; b) Changes to the statute; c) Appointment and dismissal of administrators; d) Appointment and dismissal of liquidators and licensed accounting experts; e) Determination of rewards for the persons mentioned in points "c" and "d" above; f) Supervision of the implementation of commercial policies by administrators, including the preparation of annual financial statements and activity progress reports; g) Approval of annual financial statements and activity progress reports; h) Capital increase and decrease; i) Sharing of quotas and their cancellation; j) Representing the company in court and in other proceedings against the administrators; k) Reorganization and dissolution of the company; l) Approving the procedural rules of assembly meetings; m) Other issues provided by law or statute;
	<p>4. The partner can be represented in the general assembly by means of an authorization, by another partner or a third person.</p> <p>5. The administrator of the company cannot act as a</p>

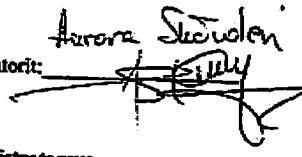
<p>mbledhjeve te asamblese;</p> <p>m) Ceshje te tjera te parashikuara nga ligji apo statutit;</p> <p>4. Ortaku mund te perfqaqeshet ne asamblene e per gjithshme me ane te nje autorizimi, nga nje ortak tjeter ose nje person i trete.</p> <p>5. Administratori i shoqerise nuk mund te veproje si perfqaqesues i ortakeve ne asamblene e per gjithshme.</p> <p>6. Autorizimi mund te jepet vetem per nje mbledhje te asamblese se per gjithshme, e cila perfishin edhe mbledhjet vijuese me te njejtin rend eite.</p> <p>Neni 9 Menyra e thirrjes se mbledhjes se Asamblese se Pergjithshme</p> <ol style="list-style-type: none"> 1. Asambleja e Pergjithshme thirret nepermjet nje njoftimi me shkres apo mesazh elektronik, me nje njoftim nepermjet postes elektronike. 2. Njoftimi me shkres apo mesazh elektronik duhet te permabaje vendin, daten, oren e mbledhjes, rendin e dites die ti dergohet ortakeve jo me vone se 7 (shtate) dite perpara dates se parashikuar per mbledhjen e asamblese. 3. Kur asambleja e per gjithshme nuk eshte thirr sipas pikes 1 te kufij nenit, ajo mund te marre vendime te vlefshme vetem nese te gjithe ortaket jane dakord per te marre vendime pavarsisht parregullsisce. <p>Neni 10 Kuorumi</p> <ol style="list-style-type: none"> 1. Ne rastin e manjse se vendimeve, qe kerkojne nje shumice te zakonshme, asambleja e per gjithshme mund te marre vendime te vlefshme vetem nese marti pjese ortaket me te drejte vote, qe zoterojne me shume se 30 per qind te kuotave. 2. Ne rastin kur asambleja e per gjithshme duhet te vendose per ceshje, te cilat kerkojne shumice te kualifikuar sipas nenit 87 te ligjit "Per Tregtaret dhe Shoqerite Tregtare", 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 shkres, apo njete elektronike, sipas parashikimeve te pikes 3 te nenit 88 te kufij ligji. 3. Nese asambleja e per gjithshme nuk mund te mbledhet per shkak te mungesese se kuorumi te permendur me lart, asambleja mbledhet perseri jo me vone se 30 dite, me te njejtin rend eite. 	<p>representative of the partners in the general assembly.</p> <p>6. Authorization can be given only for one meeting of the general assembly, which also includes subsequent meetings with the same agenda.</p> <p>Article 9</p> <p>The method of convening the meeting of the General Assembly</p> <ol style="list-style-type: none"> 1. The General Assembly is called through a written notification or, if provided by the statute, through an electronic mail notification. 2. The notification by letter or electronic message must contain the place, date, time of the meeting, the agenda and be sent to the partners no later than 7 (seven) days before the date scheduled for the meeting of the assembly. 3. When the general assembly has not been called according to point 1 of this article, it can make valid decisions only if all partners agree to make decisions regardless of the irregularity. <p>Article 10</p> <p>Quorum</p> <ol style="list-style-type: none"> 1. In the case of taking decisions that require a simple majority, the general assembly can take valid decisions only if the partners with the most voting rights, who own more than 30 percent of the quotas, participate. 2. In the event that the general assembly has to decide on issues that require a qualified majority according to Article 87 of the Law "On Merchants and Trading Companies", it can make valid decisions only if the partners who own more than half of the total number of votes, are present in person, vote by paper or electronic network, according to the provisions of point 3 of article 88 of this law. 3. If the general assembly cannot be convened due to the lack of the quorum mentioned above, the assembly is convened again no later than 30 days later, with the same agenda.
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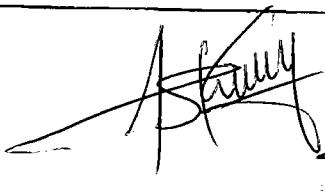
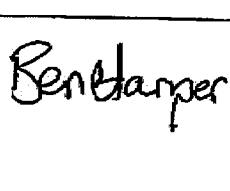
Paul Benbajer

<p>Neni 11</p> <p>Marrja e vendimeve</p> <p>1. Asambleja e pergjithshme vodos me tri te katertat e votave te zoteresve te kapitalit, te ortakeve pjesmarrës, per ndryshimin e statutit, zmadhimin ose zvogclimin e kapitalit te regjistruar, shperndarjen e fitimeve, riorganizimin dhe prishjen e shoqerise.</p> <p>2. Asambleja e pergjithshme vodos me shumicen e votave te ortakeve pjesmarrës per ceshje te tjera si:</p> <ul style="list-style-type: none"> a) peraktimi i politikave tregtare te shoqerise; b) emerimin dhe shkarkimin e administratororeve; c) emerimin e shkarkimin i likuiduesve që te eksperiteve kontabel te autorizuar; d) peraktimin e siperblimeve e) mbikqyrijen e zbatimit te politikave tregtare nga administratorët, perfshire perqartjet e pasqyrave financiare vjetore dhe te raporteve te ecurise se veprimitarise; f) perfaqesimin e shoqerise ne gjykate dhe ne procedimet e tjera ndaj administratororeve; g) miratimin e negullave procedurale te mbledhjeve te asamblese; <p>3. Cdo ndryshim statuti duhet te depozitohet prane QKR per te pasqruar ndryshimet ne skeden e shoqerise.</p>	<p>Article 11</p> <p>Making decisions</p> <p>1. The general assembly decides with three-fourths of the votes of the capital owners, of the participating partners, on the change of the statute, the increase or decrease of the registered capital, the distribution of profits, the reorganization and the dissolution of the company.</p> <p>2. The general assembly decides with the majority of votes of the participating partners on other issues such as:</p> <ul style="list-style-type: none"> a) determining the commercial policies of the company; b) appointment and dismissal of administrators; c) appointment and dismissal of liquidators and authorized accounting experts; d) determination of rewards e) supervision of the implementation of commercial policies by administrators, including the preparation of annual financial statements and activity progress reports; f) representing the company in court and in other proceedings against administrators; g) approval of the procedural rules of assembly meetings; <p>3. Any changes to the statute must be filed with the QKR in order to reflect the changes in the company file.</p>
<p>Neni 12</p> <p>Perjashtimi nga e drejta e votes</p> <p>1. Ortaku nuk mund te ushtroje te drejtë e votes nese asambleja e pergjithshme merr vendim:</p> <ul style="list-style-type: none"> - vleresimin e veprimitarise se tij; - shuarjen e ndonje detyrimi ne ngarkim te tij; - ngritjen e nje padic ndaj tij nga shoqeria; - dhenien ose jo te perfitimeve te reja. <p>2. Kur ortaku perfaqesohet nga nje perfaqesues i autorizuari, i autorizuari vleresahet te jetë ne te njejtin konflikt interes i ashtu si dhe ortaku te cilin perfaqeson.</p>	<p>Article 12</p> <p>Exemption from the right to vote</p> <p>1. The partner cannot exercise the right to vote if the general assembly decides:</p> <ul style="list-style-type: none"> - evaluation of his activity; - extinguishing any obligation under his charge; - filing a lawsuit against him by the company; - the granting or not of new benefits. <p>2. When the partner is represented by an authorized representative, the authorized representative is deemed to be in the same conflict of interest as well as the partner it represents.</p>



A handwritten signature in black ink, appearing to read "Paul Bentziger". To the right of the signature is a stylized, handwritten mark or logo consisting of several intersecting curved lines forming a cross-like shape.

Neni 13 Administrimi	Article 13 MANAGEMENT
1. Asambleja e pergjithshme emeron nje ose me shumë persona fizike si administratore te shoqerise. 2. Afati i emerimit eshte 5 vjet me te drejtë riparteritjeje. Emerimi i administratoreve prodhon efekte pas regjistrimit brenda. The term of appointment is 5 years with the right of renewal. The appointment of administrators produces effects after registration in the National Registration Center. 3. Administratoret e nje shoqerie tregtare meme. sipas Administrators of a parent company, according to the definition of Article 207 of this law, cannot be appointed as administrators of a controlled company and vice versa. Cdo emerim i bere ne kundershtim me keto dispozita eshte pavlefshem. Any appointment made contrary to these provisions is void. 4. Personat e meposhtem do te caktohet administrator per një periodhe 5 (pese) vjecave me te drejtë riparteritjeje: 1. Znj. Aurora Skenderi, lindur me 19/05/1985 ne Tirane, Shqiperi dhe rezident ne Tirane, i identifikuar me numer ID 155519032Q.	1. The general assembly appoints one or more natural persons as administrators of the company. 2. The term of appointment is 5 years with the right of renewal. The appointment of administrators produces effects after registration in the National Registration Center. 3. Administrators of a parent company, according to the definition of Article 207 of this law, cannot be appointed as administrators of a controlled company and vice versa. Any appointment made contrary to these provisions is void. 4. The following persons will be appointed administrator for a period of 5 (five) years with the right of renewal: 1. Mrs. Aurora Skenderi, born on 19/05/1985 in Tirana, Albania and resident in Tirana, identified with ID number 155519032Q.
Nen 14 Nenshkrimi i administratorit:	Aurora Skenderi Administrator's signature: 
Neni 14 Kompetencat e Administratoreve	Article 14 Powers of Administrators
1. Administratoret kanë te drejtë e detyrohen te: a) kryejne te gjitha veprimet e administrimit te veprimitarise tregtare te shoqerise, duke zbanuar politikat tregtare te vendosura nga asambleja e pergjithshme; b) përaqesojnë shoqerinë tregtare; c) kujdesen per mbajjen e sakte e te rregullit te dokumenteve dhe te librave kontabel te shoqerise; d) përgatisin dhe nenshicruajnë bilancin vjetor, bilancin e konsoliduar, raportin e ecurise se veprimitarise dhe se beshkut me propozimet per shperndarjen e fitimeve, i paraqesin keto dokumente përparrë asambleje se pergjithshme per miratim; e) krijojnë nje sistem paralajmerimi ne kohen e duhur per rrethanat qe kercenojne mbarevajtjen e veprimitarise dhe ekzistencën e shoqerise; f) kryejne regjistimet dhe dergojne te dhurat e detyrueshme te shoqerise, si parashikohet ne ligjin per Qendren Kombetare te Regjistrimit; g) raportojne përparrë asambleje se pergjithshme ne lidhje me zbatimin e politikave tregtare qe me realizimin e veprimeve qe posaçme me radesi te veprante per veprimitarine e shoqerise tregtare; h) kryejne destra te tjera te përsaktura ne ligj dhe ne statut.	1. Administrators have the right and are obliged to: a) carry out all the actions of the administration of the commercial activity of the company, implementing the commercial policies decided by the general assembly; b) represent the commercial company; c) take care of the accurate and orderly keeping of the company's documents and accounting books; d) prepare and sign the annual balance sheet, the consolidated balance sheet, the activity progress report and, together with the proposals for the distribution of profits, present these documents to the general assembly for approval; e) create a timely warning system for circumstances that threaten the continuation of the activity and the existence of the company; f) perform the registrations and send the mandatory company data as provided in the law for the National Registration Center; g) report to the general assembly regarding the implementation of commercial policies and the realization of special actions of special importance for the activity of the commercial company; h) perform other duties defined in the law and in the statute.
2. Administratoret janë te detyruar te therasin Asambleen e Pergjithshme, ne rastet kur: a) sipas bilancit vjetor apo raporteve te nderruese financiare rezulton ose ekziston rreziku qe aktivet e shoqerise nuk mbulojnë detyrimet e kerkueshme brenda 3 muajive ne vazhdim. b) shoqeria prapozon te shese apo te disponoje ne menyre tjeter aktive, te cilat kane nje vlerë me te larte se 5 per qind te aseteve te shoqerise, qe rezulton ne pasqyrat e fundit financiare te certifikuara.	2. Administrators are obliged to dissolve the General Assembly, in cases where: a) according to the annual balance sheet or interim financial reports, it results or there is a risk that the assets of the company do not cover the required obligations within the next 3 months. b) the company proposes to sell or otherwise dispose of assets, which have a value higher than 5 percent of the company's assets, which results in the last certified financial statements.

- c) shoqeria brenda 2 viteve te para pas regjistrimit te saj; c) within the first 2 years after its registration, the company proposon te bleje nga nje ortak pasuri qe kane vlera me te larte te reposes to buy from a partner assets that have a value higher se 5 per qind te aseteve te shqerise. qe rezulton ne pasqyrat e than 5 percent of the company's assets, which results in the fundit financare te certifikua.
3. Nese asambleja e pergjithshme emerton me shume se njec. If the general assembly appoints more than one administrator, ata e administrojne bashkerisht shqerine. administrator, they jointly administer the company.
4. Asambleja e pergjithshme mund te shkarkojet. The general assembly can dismiss the administrator at any administratoria ne edo kohë me shumice te zakonshme.
5. Padite, qe lidhen me shperblimin e administratorit ne baze. Lawsuits related to the remuneration of the administrator te marredhienieve kontraktore me shqerine, megjollowen sipasbase on contractual relations with the company, are dispozitive ligjore ne fuqi.

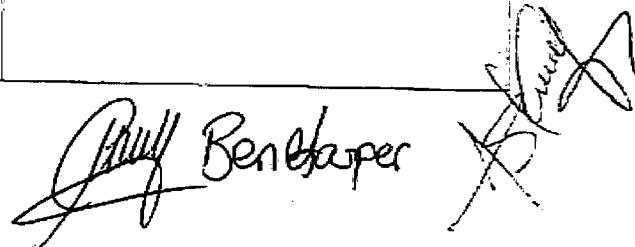
Neni 15

Pergjegjesite e Administratorit

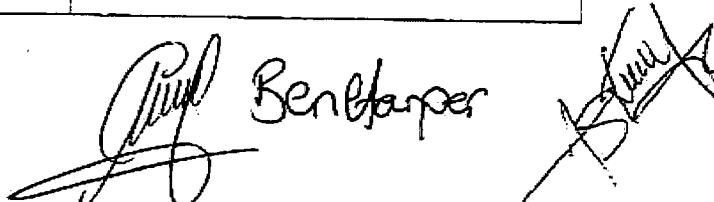
Article 15

Responsibilities of the Administrator

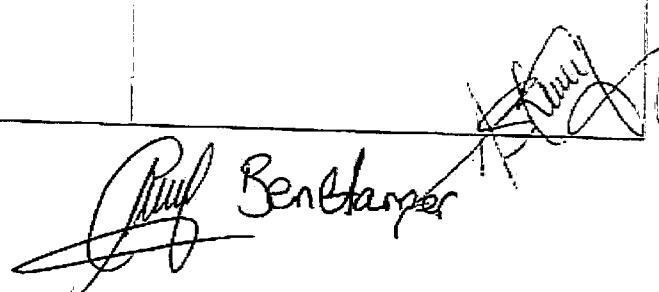
1. Administratori eshte pergjegjes individualisti ndaj. The administrator is individually responsible to the shqerise osc i ndaj te tretave, per shkelje te ligjive, per shkelje kompanie or to third parties, for violations of laws, for ze statutit apo per fije te kryera gjate administrimit te violations of the statute, or for crimes committed during the shqerise.
2. Pasojet e marreveshjeve te pamiratara nga asambleja qe i2. The consequences of agreements not approved by the sjelli i dem shqerise. I ngarkohen administratorit dhe ortakut asambleji qe ka bere marreveshjen, per te perballuar ne menyra administrator and the partner who made the agreement, to individuale osc solidarisht sipas rastit pasojat perkatese. face the respective consequences individually or jointly as the case may be.
3. Pavec sa eshte perashikuar ne dispozitat e pergjithshme te detyrimi te besnikerise, sipas neneve 14, 15, 17 e 18 te ligjve. In addition to what is provided in the general provisions of "Per Tregtarat dhe Shoqerite Tregtare", administrator has the obligation of loyalty, according to articles 14, 15, 17 and 18 of the law "On Merchants and Commercial Companies".
- a) te kryeje detyra e tij te peraktuara ne ligj dhe ne statut ne mirebesim e ne interesin me te mire te shqerise ne teresi; a) to perform his duties defined in the law and in the statute duke i kushuar vemandje te vecante ndikimt te veprimitarisen in good faith and in the best interest of the company as a whole, paying special attention to the impact of the company's activity on the environment;
- b) te ushtroje kompetencat qe i njihen ne ligj dhe ne statut ne vetem per arsijen e qellimeve te peraktuara ne ketob) to exercise the powers recognized in the law and in the statute only for the achievement of the goals defined in these dispozita;
- c) te vleresoje me pergjegjesi ceshjet per te cilat merr vendim; c) to evaluate with responsibility the issues for which a decision is made;
- d) te parandalloje dhe menjanoje rastet e konfliktit, prezant apo te mundshem, te interesave personale me ata te shqerise; d) to prevent and avoid cases of conflict, present or possible, of personal interests with those of the company;
- e) te ushtroje detyrat e tij me profesionalizmin dhe kujdesin e nevojsphem; e) to exercise his duties with the necessary professionalism and care;



<p>4. Administratori, gjate kryerjes se detyrave te tij, per gjigjet ndaj shoqerise per cdo veprim ose mosveprim, qe lidhet ne menyre te arsyeshme me qellimet e shoqerise tregiare, me perjashtim te rasteve kur ne baze te hetimit dhe vleresimit te informacioneve perkatese, veprimi ose mosveprimi eshte kryer ne mirebesim.</p> <p>5. Nese administratori vepron ne kundershitim me detyrat qe shkel standaret profesional, sipas pikave 1 e 2 te ketij neoi, eshte i deyruar t'i demshperbleje shoqerise demet qe njedhim nga kryera e shkeljes, si dhe t'i kaloje cdo fitim personal qe ata apo personat e lidhur me ta kane realizuar nga keto veprime te parregullata.</p> <p>6. Administratori ka barren e proves per te vertetuar kryerjen e detyrave te tyre ne menyre te regjullit e sipas standardeve te kerkuara. Kur shkelja eshte kryer nga me shume se nje administrator, ate per gjigjen ndaj shoqerise ne menyre solidare.</p> <p>7. Ne menyre te vecante, por pa u kufizuar ne to, administratori eshte i deyruar t'i demshperbleje shoqerise demet e shkakuara, nese, ne kundershitim me dispozitar e ligjit "Per Tregtaret dhe Shoqerite Tregtare", kryen veprimet e meposhtime:</p> <ul style="list-style-type: none"> a) u kthen ortakeve kontributet; b) u paguan ortakeve interesa apo dividende; c) u shperndan aktivet shoqerise; d) lejon qe shoqeria te vazhdoje veprimtarine tregtare, kur, ne baze te gjendjes financiare, duhej te parashikohej qe shoqeria nuk do te kishte aftesi paguese per te shlyer detyrimet; e) jep kredi. <p>8. Pervec padise per shlyerjen e demit qe i ngarkohet personalisht administratorit, ortaket individualisht ose se bashku, kane te drejte te ngrene padis penale kunder administratorit.</p> <p>9. Paditesit kane te drejte te ndjekin ne muge ligjore shlyerjen e plete te demit qe i eshte shiktauar shoqerise, perftshire edhe demshperblimin finanziar, nese eshte e nevojshme.</p> <p>10. Asnje vendim i asamblese nuk mund te ndaloje ngritjen e kerkese padise kunder administratorit per gabinet e kryera prej tij gjate ushtrimit te detyres.</p> <p>Kreu IV Viti finansiar-ekspertet</p> <p>Neni 16 Viti Financiar</p> <p>1. Viti financiar i Shoqerise fillon me 1 Janar dhe perfundon me 31 Dhjetor. Perjashtimisht, viti i pare financiar filloj nga data e regjistrimit te shoqerise ne Qendren Kombetare te Regjistrimit dhe mbylljet me 31 Dhjetor.</p>	<p>4. The administrator, during the performance of his duties, is responsible to the company for any action or inaction, which is reasonably related to the objectives of the commercial company, with the exception of cases where, based on the investigation and evaluation of the relevant information, the action or inaction it was done in good faith.</p> <p>5. If the administrator acts contrary to the duties and violates the professional standards, according to points 1 and 2 of this article, he is obliged to compensate the company for the damages resulting from the violation, as well as to pass on any personal profit that they or the persons related to them have carried out these irregular actions.</p> <p>6. The administrator has the burden of proof to verify the performance of their duties in a regular manner and according to the required standards. When the violation is committed by more than one administrator, they are jointly and severally liable to the company.</p> <p>7. In particular, but not limited to them, the administrator is obliged to compensate the company for the damages caused, if, contrary to the provisions of the law "On Traders and Trading Companies", he performs the following actions:</p> <ul style="list-style-type: none"> a) returns the contributions to the partners; b) pays interest or dividends to partners; c) company assets are distributed; d) allows the company to continue its commercial activity, when, based on the financial situation, it was expected that the company would not have the ability to pay to repay the obligations; e) gives loans. <p>8. In addition to the lawsuit for repayment of the debt that is personally charged to the administrator, the partners individually or together, have the right to file a criminal lawsuit against the administrator.</p> <p>9. The plaintiffs have the right to legally pursue full repayment of the damage caused to the company, including financial compensation, if necessary.</p> <p>10. No decision of the assembly can stop the filing of a claim against the administrator for the mistakes committed by him during the exercise of his duties.</p> <p>Chapter IV Financial year-experts</p> <p>Article 16 Financial Year</p> <p>1. The financial year of the Company begins on January 1 and ends on December 31. Exceptionally, the first financial year starts from the date of the company's registration in the National Registration Center and ends on December 31.</p>
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<p>Neni 17</p> <p>Eksperet</p> <p>1. Eksperi ka per detyre qe te kontrolloje te gjithe dokumentacionin kontabel te veprimitarise ekonomiko tregtare te shoqerise, ate gjithevejtor dhe ate ne lidhje me kontrollet periodike te ushtruar prej tij per rastet kur ai eshte ngarkuar dhe ka kryer nje gjte te tillte i ngarkuar nga ana e ortakeve.</p> <p>2. Ne perfundim te kontrollit eksperi kontabel i autorizuar pergaft raportin me shkrim per nxjerjen e rezultatit te bilancit financial- vjetor si dhe per ate per kontrolllet periodike te ushtruar te cilat eshte i debynar qe t'ja paraqese e dorezoje ne kohe ortakeve per t'i shayrtuar e miratuar mbi bazen e te drejttes vendimore qe kane.</p>	<p>Article 17</p> <p>The experts</p> <p>1. The expert has the task of checking all the accounting documentation of the company's economic and commercial activity, the annual one and the one 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.</p> <p>2. At the end of the audit, the authorized accounting expert prepares a written report for the output of the financial-annual balance sheet as well as for the periodical audits performed, which he is obliged to submit to the partners in time to reviewed and approved on the basis of the decision-making right they have.</p>
<p>Kreu V</p> <p>Prishja -riorganizimi i shoqerise</p>	<p>Head V</p> <p>Disruption - reorganization of society</p>
<p>Neni 18</p> <p>Prishja dhe likuidimi</p> <p>1. Shpeshndarja ose prishja e shoqerise mund te behet ne cdo kohe :</p> <p>a) kur imbaron kohezgjata e parashikuar ne themelimin e saj;</p> <p>b) me vendim te Asamblese se Ortakeve;</p> <p>c) me hapjen e procedurave te falimentimit;</p> <p>d) nese nuk ka kryer veprimitari tregtare per dy vjet dhe nuk eshte njoftuar pezullimi i veprimitarise ne perputhje me piken 3 te nenit 43 te ligjit nr.9723. date 3.5.2007 "Per Qendren Kombetare te Registrimit";</p> <p>e) me vendim te gjykates;</p> <p>2. Ne kete rast Ortaket merrin vendim me shkrim ne te cilin parashikojne menyren e likuidimit te shoqerise, duke caktuar 1 apo disa likuidatorë dhe shenuar ne edo dokument te nxjerre prej tij emrin e likuidatorit dhe emertesen shtesë "Shoeri ne likuidim e siper".</p> <p>3. Prishja e shoqerive tregtare ka si pasojë hapjen e procedurave te likuidimit ne gjendjen e aflesise paguese, me perjashtim te rasteve kur eshte nisur nje procedure falimentimi.</p> <p>4. Likuidimi kryhet nga likuiduesit e emruar nga Ortaket.</p> <p>5. Nese Ortaket nuk marrin nje vendim per emerin e likuiduesve, brenda 30 diteve pas prishjes, edo person i interesuar mund t'i drejtohet gjykates, per te caktuar nje likuidues.</p>	<p>Article 18</p> <p>Dissolution and liquidation</p> <p>1. The distribution or dissolution of the company can be done at any time:</p> <p>a) when the period provided for in its establishment ends;</p> <p>b) by decision of the Assembly of Partners;</p> <p>c) with the opening of bankruptcy procedures;</p> <p>d) if it has not carried out commercial activity for two years and the suspension of activity has not been notified in accordance with point 3 of article 43 of law no. 9723, dated 3.5.2007 "On the National Registration Center";</p> <p>e) by court decision:</p> <p>2. In this case, the Partners take a written decision in which they foresee the way of liquidation of the company, appointing 1 or several Liquidators and marking in each document the name of the liquidator and the additional designation "Company in liquidation above".</p> <p>3. The dissolution of commercial companies results in the opening of liquidation procedures in the state of solvency, with the exception of cases where a bankruptcy procedure has been initiated.</p> <p>4. The liquidation is carried out by the liquidators appointed by the Partners.</p> <p>5. If the Partners do not take a decision on the appointment of liquidators, within 30 days after the dissolution, any interested person can apply to the court to appoint a liquidator.</p>



Neni 19**Riorganizimi i shoqerise bashkimi-ndarja**

1. Shoqeria mund te ndahet bashkohet sipas Vendimit te Mbledhjes se Pergjithshme te Asamblese se Ortakeve, ne perputhje me dispozitat ligjore te parashikuara ne Pjesen IX te Ligjit m.9901 date 14.04.2012 "Per tregtaret dhe shoqerite tregtare".

Neni 20**Baza Ligjore**

1. Shoqeria do te zhvilloje aktivitetin e tij ne perputhje te plete me kete statut dhe dispozitat e legjislacionit shqiptar.
2. Per sa nuk parashikohet ne kete statut, do te zbatohen dispozitat e ligjit "Per tregtaret dhe shoqerite tregtare", "Kodit Civil" dhe cfaredo ligji tjeter specifik ne Republiken e Shqiperise.

Neni 21**Mosmarreveshjet**

1. Per mosmarreveshjet qe mund te lindin ne lidhje me zbalimin apo interpretimin e ketij statuti, si dhe per edo mosmarreveshje qe mund te linde midis Shoqerise dhe te tretave, do te jete kompetente Gjykata Shqiptare.

ORTAKET E SHOQERISE ME PERGJEGJESI TE KUFIZUAR

Orsela Cani

Benjamin Harper

Aurora Skenderi

Article 19**Reorganization of the union-separation society**

1. 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 provided in Part IX of Law no. 9901 dated 14.04.2012 "On merchants and commercial companies".

Article 20**Legal basis**

1. The company will develop its activity in full compliance with this statute and the provisions of Albanian legislation.
2. To the extent not provided for in this statute, the provisions of the law "On merchants and commercial companies", "Civil Code" and any other specific law in the Republic of Albania will be applied.

Article 21**Disagreement**

1. For disputes that may arise in connection with the implementation or interpretation of this statute, as well as for any dispute that may arise between the Company and third parties, the Albanian Court will be competent.

LIMITED LIABILITY COMPANY PARTNERS

Orsela Cani

Benjamin Harper

Aurora Skenderi